WICE Logistics

WICE Logistics Public Company Limited

Innovative Logistics Service
and Solution Provider

Annual Report
2020

Annual Report 2020

CONTENTS

Vision	5
Important Financial Information	6
Achievement Award in 2020	7
Message from Chairman of the board	8
Message from Chief Executive Officer (CEO)	10
Report of Audit Committee	12
Report of Nomination and Remuneration Committee	15
Report of Risk Management Committee	16
PART 1 Business	
1. Policy and business overview	17
2. Shareholder Structure	44
3. Income structure	46
4. Risk factor	47
5. Assets used in business operations	49
6. Dispute	50
7. Management Discussion and Analysis: MD&A	51
8. Information and other important information	60
PART 2 Management and Corporate Governance	
9. Securities and shareholders information	61
10. Corporate governance structure and important information about Board, Sub-committees, Executive, Employees and others.	63
11. Corporate Governance Policy	90
12. Policy for management and employees development	108
13. Sustainability Report & Corporate Social Responsibilities	113
14. Internal control and risk management	119
15. Transactions between related Companies	121
PART 3 Management and Corporate Governance	
16. Report of the Board of Directors' Responsibility for Financial Reports	127
17. Independent Auditor's Report	128
18. Statemet of financial position	132
19. Auditor's remuneration and other service fees	200

Vision

"To be the Leader in Innovative Logistics Services and Solutions Provider Company for the Technology Industry in Asia Pacific"

Missions

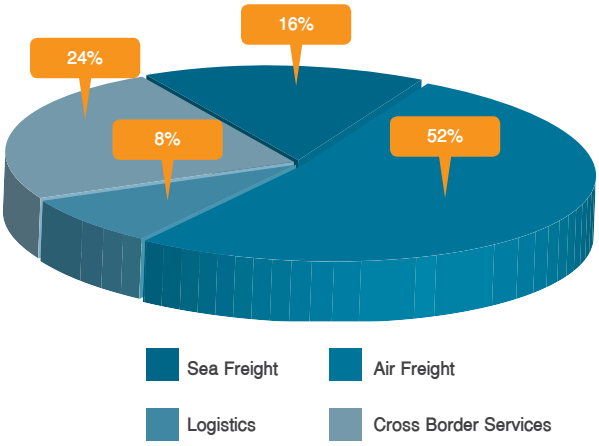
" WICE is Specialized in Providing Innovative Logistics Services and Solutions with Intelligence and Trustworthy."

Corporate Value

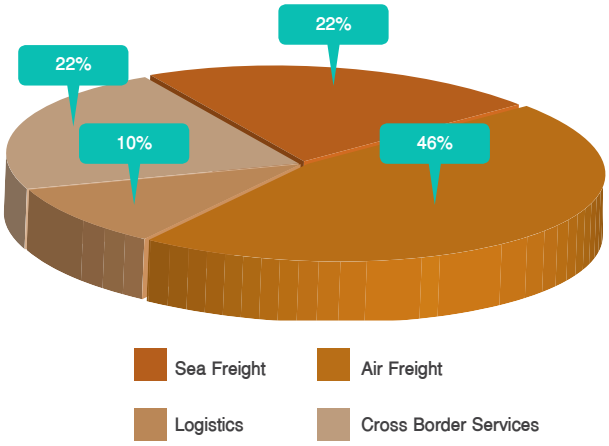
A	I	M	S
Accountability	Integrity	Mutual Support	Service Excellence

Important Financial Information

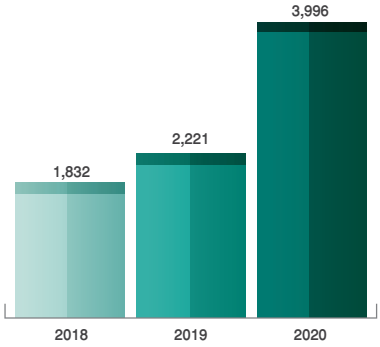
Service income 2020



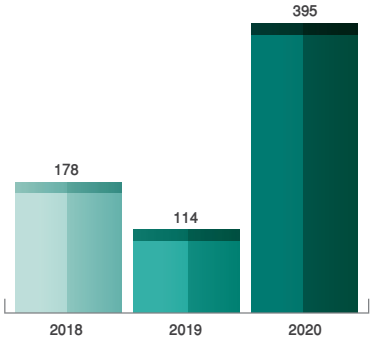
Net profit 2020



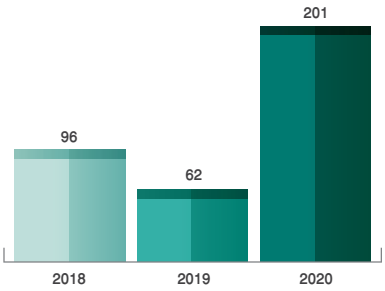
Service income Unit: MB



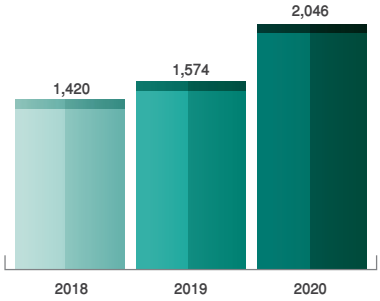
EBITDA Unit: MB



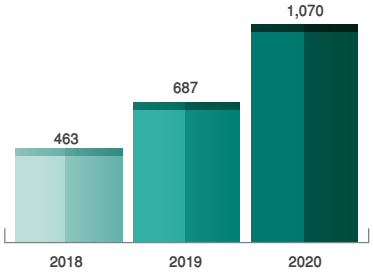
Profit for the year Unit:MB



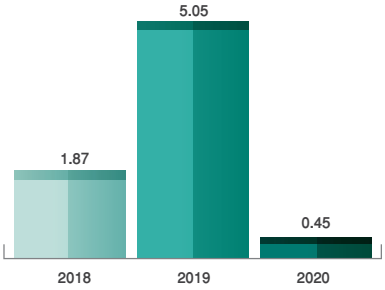
Asset Unit:MB



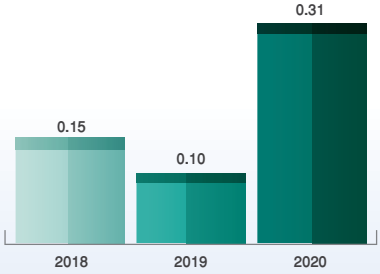
Liabilities Unit:MB



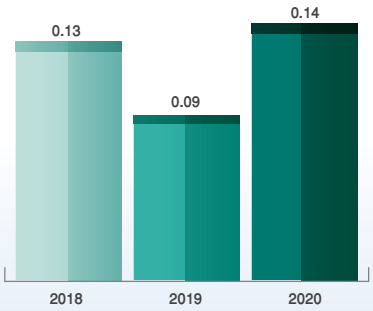
Debt ratio Net per operating cashflow (times)



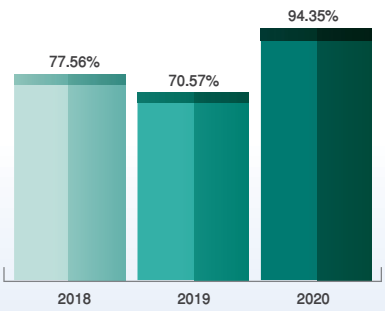
Earnings per share Baht/Share



Dividend payment Baht/Share



Dividend payment rate,profit for the year



Achievement Award in 2020

WICE received the best award from the SET Awards 2020, including Best Investor Relations Awards 2020, a group of listed companies with a market capitalization not exceeding 3,000 million baht, and awarded to listed companies for outstanding investment in investor relations activities and conducting business in accordance with the principles. governance

By

The Stock Exchange of Thailand

14 December 2021

Message from Chairman of the board

Mr. Ekaphol Pongstabhon
Chairman of the board

Dear Shareholders

Export is a major cog in the Thai economy Thailand currently relies on export revenues of 70-75% of GDP, or GDP, meaning that whenever the world trade situation is slowing and combined with the epidemic of cattle disease. Wid-19 Impact on exports That will be the root cause of the negative factors of the Thai economy.

It cannot be denied that the epidemic of COVID-19 infection has occurred. Has caused damage to many sectors in a wide range. Both health, society, economy, business as well as directly affect the supply chain of the product, especially in the upstream and downstream parts of the supply chain. That is more affected than the others whenever people reduce the amount of travel to find a product. Products must be moved to the customer instead.

back at the overall picture of Thailand's exports in 2020, it was found that it was "negative", the lowest in six years since 2015 that had previously exported 214,309 million US dollars. The key factors that pressure Thai exports are the appreciation of the baht. Compared to the currencies of competitors in the region. This makes the price competition more difficult. There are problems and obstacles from the shortage of containers. Resulting in increased logistics costs and obstacles to negotiating a trade deal, such as the Comprehensive and Progressive Agreement for the Pacific Economic Partnership (CPTPP) that Thailand has not yet been concluded on whether to join or not. Making it vulnerable to losing a handicap against competitors

The overall view of the export will affect the logistics business. But the company still operates the business according to the vision guidelines and adapts the strategy to the situation. By expanding trade routes, investments, and building a network of alliances in key transportation strategic points in Asia. To support the expansion of the movement of goods and services. It also creates the foundation for sustainable growth in the future.

In the past, WICE has increased its competitiveness. Expand partner network The subsidiary that WICE has invested is an important logistics network that drives business to grow in all trade routes including WICE Logistics (Hong Kong) Ltd., WICE Logistics (Singapore) Ltd. and associated companies. Capital Euro Asia Total Logistics Co., Ltd. (EUROASIA TOTAL LOGISTICS CO., LTD.) Provides services Cross border logistics (Cross-Border Transport Services) to enhance WICE's significant business opportunities in the international market. By providing cross-border logistics services (Cross-Border Transport Services) between China Hong Kong and Southeast Asia In the Cross Border model of China's One Belt One Road, the highlight and key driving force of China's future international trade, including the establishment of WICE Supply Chain Solutions Co., Ltd. (subsidiary company).) Providing complete supply chain services, including warehouse work Distribution Transportation of large equipment, which is promising. From the expansion of warehouse management workload And the transport of goods is continually increasing The company plans to link the transportation routes between China and Thailand. By planning transportation management to help reduce costs for customers.

However, the most important mission of the company is to drive Thai logistics companies to become International Logistics Services and Solutions Provider of Asia, in which the company has connected partners in different countries, creating the WICE brand to be recognized internationally. It will continue to expand its network in major commercial cities continuously.

Lastly, on behalf of the Board of Directors of Weiss Logistics Public Company Limited, we would like to thank the shareholders very much for their trust in the Company's operations. And thank you to all your patronage who have always supported the company, the company sincerely hopes to receive such great honor and support from you forever.

The company would like to adhere to management under the principles of good governance. Pay attention to every element To create a balance of benefits for all stakeholders, be it shareholders, business partners, alliances, society, environment and company employees. In parallel with creating the Company's operating results to grow together

And would like to take this opportunity to thank all executives and employees of the company Who have worked together diligently and having a responsibility in work which is essential to help strengthen the Company operations Make the company stable and able to grow sustainably according to the goals of the organization in the future.

Message from Chief Executive Officer (CEO)

Dr. Araya Kongsunthorn

Chief Executive Officer

Dear Shareholders

WICE Logistics Public Company Limited (WICE) became a listed company on the Stock Exchange of Thailand in July 2015. For over 6 years, the company has significant business development. and continuously supporting operational potential This can be reflected from the determination, determination of the management team and all employees.

In 2020, exports dropped 6%, the lowest in 6 years amid the global economic slowdown. And the COVID-19 epidemic situation, but the company still operates the business according to the vision and strategic plan. By expanding trade routes, investments, and building a network of alliances in key transportation strategic points in Asia. To support the expansion of the movement of goods and services.

As of 2020, the COVID-19 epidemic has occurred, the company acknowledges that it has been affected by the business. It has both advantages and disadvantages to the business of the company. But the company sees the crisis as an opportunity. Due to operator Some logistics in China are unable to accept jobs. Hence, it is an opportunity for WICE to accept jobs from new customers in China. Especially, the demand for electronic goods transportation both domestically and internationally increased. Encourage international trade values to adjust accordingly. In particular, Cross Border Services is managed by Euroasia Total Logistics Co., Ltd. (ETL) and Air Freight. Use additional transportation services

The company aims to be the leader in logistics services in the Asian region. That has a full range of services capable of providing services covering important commercial strategic areas by focusing on building a network of alliances in the transportation business continuously in the future

Along with creating both Organic Growth and In Organic Growth. At present, the company is ready to provide a complete range of customer service. There is an expansion in existing customer groups. As well as expanding new customer base both

at home and abroad Expansion of import and export services by Sea Freight, Air Freight, Customs services ,Domestic transportation International transportation ,Warehouse management and Cross border logistics

In terms of its 2021 strategy, the company is focused on increasing profitability from the Cross Border Services business by preparing to adjust its management approach, planning to reduce costs to be more efficient. Along with expanding the service of high-margin goods and expand the service of partial container shipping (LTL) as an alternative to customers with small quantities Add another channel for generating income and profit margins. To support cross border transportation work with higher demand

Along with plans to expand the customer base to a variety of industries and industries that are likely to grow well, such as the electronics and automotive industries This is due to the fact that the company sees the demand for such industry logistics services be high due to the widespread 5G support in Asia. and the automotive industry is likely to recover from an increase in demand. And car manufacturers revising new models Power system support

At the same time, expand the customer base that wants to move their production base from China to Southeast Asia. Especially Thailand, Vietnam and Cambodia, by offering a package solution to deliver raw materials and machinery equipment to factories from the origin to the destination.

And focus on strategies to advise customers through WICE Supply Chain Solutions Co., Ltd. (Subsidiary) providing complete supply chain services including warehouse Distribution Transportation of large equipment, which is promising. From the expansion of warehouse management workload and the transport of goods is continually increasing The company plans to link the transportation routes between China and Thailand. By planning transportation management to help reduce costs for customers.

The company aims to be the leader in logistics services in the Asian region. That has a full range of services capable of providing services covering important commercial strategic areas By focusing on building a network of alliances in the transportation business continuously in the future

I believe this year will be another challenging year. In the midst of a situation where there are negative factors all around, WICE will strive to manage and develop the business to have potential. Ready to deal with any problems that may arise in which I urge all shareholders to encourage the management team and the company team. To be able to overcome problems and obstacles and lead the business to prosper and grow steadily. According to the principles of good governance In order to continue to generate profit for shareholders

Finally, I would like to thank you shareholders. Business partners, customers and patrons who have always believed, trusted and supported the company. And most importantly, thank you to the management team and all working teams. Who devote their physical and mental strength to adapt and face every situation Until this becomes the culture and strength of the organization. In working together to lead the organization forward towards its goals of strength and sustainability

Report of Audit Committee

Dear Shareholders

WICE Logistics Public Company Limited is committed to operating business for sustainable growth and responding to all stakeholders, therefore, appointed the audit committee and internal audit to review and drive the company to set guidelines that conformance with good practices of SEC.

The audit committee of Wise Logistics Public Company Limited have compositions and qualifications in accordance with notification of the Capital Market Supervisory Board 2008 consisting of 3 independent directors and at least 1 director who has knowledge and experience in reviewing the accuracy of the financial statements.

The Audit Committee performs its duties independently according to the scope as stated in the Audit Committee Charter which is reviewed in compliance with the current situation and approved by the Board of Directors every year. In 2020, the Audit Committee emphasized the role of being the Strategic and Monitoring Audit Committee to review the corporate governance, strategic planning, performing, and monitoring to achieve the goals specified and conduct business sustainably. In order to do so, the management and employees shall have morality, ethics, understand their role, authority and responsibility and work under the integration of both supervision, risk management, supervision of operations and internal control.

In 2019, the Audit Committee held 4 meetings, with the Audit Committee attending the meeting to constitute a quorum every time. The Board of Directors evaluated the operation results of the Audit Committee as a whole and self-assessment at every ending year, which the results are in the satisfactory level, close to the previous year. Assessment topics include readiness of the Audit Committee, meeting of the Audit Committee, a summary of overall comments, a performance of the Secretary of the Audit Committee and the performance of the audit office.

In 2020 the committee summarized materiality of its duties as follows:

1. Review of financial statements

The Audit Committee reviewed significant data and information in the quarterly and annual financial statements of the Company for the year 2020, as well as the consolidated financial statements of Wise Logistics Public Co., Ltd., and its subsidiaries, which were prepared in accordance with Thai Financial Reporting Standards (TFRS) which is in conformance with the International Financial Reporting Standards (IFRS). The Committee reviewed material issues and special items and obtained sufficient clarification from the external auditors, the Management, and the Director of the Internal Audit Office, confirming that the financial statements and the disclosure in notes to the financial statements were in compliance with the relevant laws and financial reporting standards. The Audit Committee therefore approved the Financial Statements, which were reviewed and audited by the external auditors without reservation. In addition, the Committee held a meeting with the external auditors without the Management so as to freely discuss important matters in the preparation of the financial statements and the disclosure of information in accordance with financial reporting standards and to be beneficial to users of these financial statements, including Key Audit Matters (KAM), as well as to hear whether there was any suspicious information indicating potential fraud following Section 89/25 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No.4) B.E. 2551. Furthermore, to confirm that no such incidents were discovered, shall report to the Audit Committee for acknowledge and consolidate financial statements are conducted with reliability, transparency, conform to standards and auditors can perform their duties independently and with verifiability.

In addition, the audit committee held 1 special meeting with the auditor without the management to discuss independence in performing duties, obtaining audit data especially matters that are significant in the preparation of financial statements, guidelines for preparing account and financial report, risk management, internal control, complaints, suspicions about fraud and other matters in which auditors have not material observations and found no suspicious behavior.

2. Review of good corporate governance

WICE Logistics Public Co., Ltd. is committed to conducting business in accordance with the principles of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) and the Thai Institute of Directors. The Audit Committee reviewed the efficiency and effectiveness of good corporate governance, it was found that the directors, the management and the company has implemented anti-corruption policies that were defined and be used seriously and expand to business partners and co-practice concurrently with corporate governance that considering social and environmental as concrete, apart from the legal requirements.

3. Review of Risk Management Assessment

The audit committee has reviewed risk management from audit report of internal audit agencies and auditors also be informed of risk management report in which risk management committee is responsible for supervising specific risks which covers the approval of risk management's policies and framework, monitoring risk assessment, approval risk management measures and report the progress of risk management to the risk management committee to the board of directors regularly.

4. Review of internal control system

The Audit Committee reviewed the results of the internal control system assessment, both the operating system and the information technology system. Including the assessment according to the assessment form of the adequacy of the internal control system of the Securities and Exchange Commission (SEC) found that The company has an organizational structure that considers the division of important duties, has good corporate governance policies, has supervises operations in accordance with rules, has policies and risk management throughout the organization, has ongoing activities to raise awareness regarding anti-corruption, has guidelines, has a process for supervising and monitoring operations of subsidiaries and joint venture, has determining level of information confidential, providing communication channels for employees within an organization and stakeholders outside an organization, has assessment of control at organization level, including assessment of internal control from operators and has auditing of internal control of activities by internal audit agencies.

In addition, from the review of internal control carried out by the internal audit agencies and auditors which not found significant issues or deficiencies that may impact to achievement of the company's objectives and goals. Moreover, the management also conducted to improve recommendations made by the audit committee, auditors and internal audit agencies continuously.

5. Review of internal audit

The Audit Committee has reviewed the Charter of the Audit Committee on an annual basis to consistent with the risk and current situation of the company. In 2018, considered and approved action plan, annual budget as well as supporting and encouraging the Audit department to work independently and operation more efficient, therefore determined the audit department having a chain of command direct to the Audit Committee and Risk Management Committee, comply with laws, regulations and internal controls of the company and its subsidiaries in foreign countries.

6. Considering to appointment of auditors and review of audit fees for 2019

The audit committee is a person who considering for appointment of auditors annually. The board of directors will consider and approve the audit committee's proposal and present to the general meeting of shareholders. The appointment of auditor will be considered from auditor's qualifications, knowledge, abilities and experience in the business audit, audit guidelines, independence of auditors in accordance with the professional code of ethics including suitable audit fees.

In 2020, the board of directors nominated auditors in the general meeting of shareholders which resolved to appoint EY office Co., Ltd (EY) as the company's auditor for 2020.

7. Consideration of connected transactions and transactions which might result in conflict of interests to be in accordance with the laws and requirements of the Stock Exchange of Thailand.

The audit committee has reviewed the connected transactions and transactions which might result in conflict of interest, as well as information regarding the relevant directors. These transactions and information are reviewed and disclosed to the Stock Exchange of Thailand in timely manner.

8. Other assigned by the board of directors

Performance appraisal of the audit committee

The audit committee has stipulated a performance assessment both as a whole and the self-assessment for 2020 which has been practiced to the board of directors for acknowledgment in order to support the audit committee performance. In addition, the audit committee has provided recommendations for developing and raising internal audit to keep pace with changes in the technology of 4.0 era.

Performance report of the audit committee

The Audit Committee has prepared a performance report of the board of directors for acknowledged regularly.

The audit committee performed its duties as specified in the audit committee charter by adhering to correctness, righteousness, carefulness, discretion, independence as well as giving comments, observations, and recommendations creatively by considering stakeholders equally and for the greatest benefit.

The audit committee agreed that the company has an accurate and reliable accounting system and financial reporting sufficient disclosure of information in accordance with generally accepted accounting standards, comply with laws, rules, regulations regarding company's business operations, has good corporate governance, has sufficient internal controls and appropriate for business operations, has good risk management and internal auditing systems, has monitoring of changes to prepare readiness for facing the potential risks in the future.

In this regard, the duties' performance of the audit committee during the 2020, received good cooperation from the board of directors, executives, auditors and all related parties. Thank you so much.

On behalf of the Audit Committee

Prof. Dr. Ruth Banomyong

Chairman of the Audit Committee

Report of Nomination and Remuneration Committee

Dear Shareholders

In 2020, the nomination and remuneration committee performed duties as assigned by the board as completely and effective by held the meeting totaling 2 meeting which can be summarized as follows:

1. **Nomination of Candidates**

- Consider to nominate candidates to replace retiring directors at the annual general meeting of shareholders for 2020, by providing opportunities for shareholders to nominate candidates to be the company's directors more than 3 months in advance. It appeared that when it was a deadline, no one nominated any candidate to the company, so the board, therefore, nominated Prof. Dr. Ruth Banomyong, Mr. Charoenkiat Huthananuntha and Ms. Busarin Tuanchaem held office one more term, which all of them are qualified in accordance with the strategy of the company's business operations. The shareholders' meeting has approved the proposal.
- Consider and nominate candidates responsible for sub-committee replace the vacant director position by considering the composition of specific committees and qualifications of each individual director according to requirements of SEC, Stock Exchange of Thailand, articles of association and charter of each specific committee. As well as considering from knowledge, expertise, and experience in specific areas that will be useful for performance of specific committee and proposal list of suitable candidates to the board for appointment in further.

2. **Remunerations**

- Considering and proposal to the board to determine remuneration of the board and sub-committee and special bonuses of the board for 2020, by considering from performance of the board, economic conditions and the company's performance, comparing with the survey of remuneration in industries and businesses of similar size with approval the remuneration policy and composition as before which approved by the annual general meeting of shareholders for 2020 as proposed.

3. **Performance evaluation of the board for 2020**

- Review and improve the performance appraisal form of the board for 2020 to be complete, up-to-date and conform with good corporate governance principles for listed companies in 2017 (CG Code).

4. **Improvement and development of duties**

- Providing performance appraisal of the nomination and remuneration committee for 2020 and report results to the board and disclose in the company's annual report.
- Review and update the nominating and compensation committee charter to be up-to-date and comply with various criteria that may change.

The nomination & remuneration committee is determined to perform its duties with transparency and accuracy in accordance with criteria prescribed under the good corporate governance principles for the maximum benefit which will result in creating more value for the company in the long-term onwards.

On behalf of the Nomination & Remuneration Committee

Mr. Charoenkiat Huthananuntha

Chairman of the Nomination & Remuneration Committee

Report of Risk Management Committee

Dear Shareholders

WICE Logistics Public Company Limited has supervising risk management and preparing to deal with fluctuation of global economy including the COVID- 19 pandemic which affected import and export of Thailand and worldwide. Almost all businesses must be disrupted and lockdown. The company, therefore, focuses on developing and increasing the efficiency in risk management also raising awareness on risk management for employees at all levels for building risk management culture throughout the organization and is an important part in driving the organization to achieve its business objectives and goals as set which be able to prevent and reduce losses that may occur also use as tools to find opportunities for operating business from some risks to be efficiently which will help build trust among investors and stakeholders in the company's business operations.

In this regard, the risk management committee has fully and efficiently performed its duties in accordance with the scope of powers and duties specified in the charter of risk management committee. Totaling 4 risk management committee meetings were held in 2020 for considering and acknowledging various agendas as assigned duties and responsibilities as well as providing opinions and suggestions on various matters that can be summarized as follows:

- Review and approve the improvement of policies, objectives and risk management framework to be flexible and conform with the current situation as well as the COSO ERM 2017 international standards that have been reused. In addition, the board of directors has agreed to add the roles and responsibilities of the risk management committee in considering to provide comments and recommendations on risk issues for agendas that binding and complicated to business or affecting the company's reputation significantly.
- Providing comments and recommendations for risk assessment and risk management measures of organization including important investment projects to be an information support investment decision making.
- Monitoring the risk management for 2020 along with the key risk indicators continuously, include providing comments and recommendations on risk management to comply with and suitable for the company's business operations.
- Providing opinions and recommendations on guidelines for implementation of cyber security of the company.
- Planning and dealing with the COVID-19 pandemic which affected a wide area of the world economy and protecting personnel to be safe from such disease.
- Reporting performance of the risk management committee to the board of directors for acknowledge on a quarterly basis.
- Considering, scrutinizing and providing comments to risk factors in 2020 to conform with goals and the company's strategic direction under economic uncertainty and direction of industry that is more volatile.

In summary, the risk management committee has fully emphasized the importance of risk management according to the duties assigned by the charter, having development and improvement of risk management system to conform new standards and the rapidly changing industrial conditions. In addition, the risk management committee continuously monitoring and providing comments on risk management and covering all significant risk issues both in short and long term. As well as placing important to new risk factors that may affect the company's business operations in the future. This is to ensure that the company has risk management at the organization level with efficiency, appropriateness and control to be at an acceptable level which will make the company be able to achieve its goals and create sustainable value for business in long-term.

On behalf of the Risk Management Committee

Ms. Thitimar Tantikulsuntorn

Chairman of the Risk Management Committee

Part 1

Business

1. Policy and business overview

WICE Logistics Public Company Limited) ("The Company" or "WICE") stands for Worldwide Industrial Commercial Enterprise (formerly WICE Freight Services (Thailand) Co., Ltd.) established in 1993, being an international logistics service and solution provider for providing both import and export services by sea and air, customs clearance services, domestic transportation services, cross border transport services and warehouses mainly along with affiliates in many leading countries to support the needs of clients continuously and quickly.

Subsidiary/Joint Venture Companies

- WICE Supply Chain Solutions Company Limited (Formerly Sun Express (Thailand) Company Limited) established on 21 October 2002 with registered capital of 54 million baht and changed its name on 11 September 2019, operating business of warehouse services Business Overview and supply chain management services. Currently, the company is a major shareholder, 99.99% of the paid-up capital.
- WICE Logistics (Singapore) Pte. Ltd. (Formerly Sun Express Logistics Pte. Ltd. ("SEL"), established on 5 January 2002, is a leading international shipping company in Singapore that providing one-stop service, having a variety of flights that meet client needs 24 hours. There are offices and warehouses located in Changi Free Zone Airport and receive the rights to transport through ULD-Unit Load Device, resulting in convenience and speed in delivering cargo. On 28 July 2016, the company purchased the common stock of WICE Logistics (Singapore) Pte. Ltd. in the amount of 700,000 shares, representing 70 % of all common stocks. Later in 2020, the company has acquired the remaining 30% (Part 2) worth 5,354,375 Singapore dollars, making the company completely 100% ownership.

- WICE Logistics (Hong Kong) Ltd or "WICE HK" (Formerly Universal Worldwide Transportation Limited ("UWT")) established in 1992, providing air and sea freight services under the control of Master Air Waybills and Ocean Bill of Ladings to Europe, East Asia, including mainland China from Hong Kong and there are branches in Guangzhou, Shanghai and Shenzhen on 4 January 2018, the company made an agreement to purchase common stock of WICE Logistics (Hong Kong) Ltd. at the amount of 80,000 shares, representing 80% of all common stocks.
- On 14 September 2018, WICE invested in establishing a new joint venture that is EUROASIA TOTAL LOGISTICS CO., LTD. or "ETL" (Joint Venture Company) in order to operate a business of cross-border transport services between China, Hong Kong, and Southeast Asia with Mr. Lee Yik Chieh (Malaysian) and Ms. Krishavan Chuecharoenchai in a proportion of 40% and has the power to control its financial and currently has subsidiaries in 3 countries such as Malaysia Vietnam and China.

Company Strategy

The company has set business goals within the next 3 years as follows:

1. Being a leading company of one-stop service international logistics, having goals to expand investment and build a network of logistics providers both domestic and international to cover the Asia Pacific region, enhance competitiveness and increase the organization's potential to become a regional player to expand opportunities for stable and sustainable growth.
2. The company focuses on providing Logistics and Supply Chain Solutions services to meet a variety of client and maintain the current client base, support the expansion of new client base in the industry that is growing e.g. high-tech products, New S-Curve group, in the Eastern Economic Corridor (EEC) project and to enable the company to grow continuously in the future.
3. The company plans a management and operating efficiently, focus on providing services with good gross margins to maintain the gross profitability at a competitive level in an industry and create higher returns for shareholders.

Major changes and developments in the past 3 years

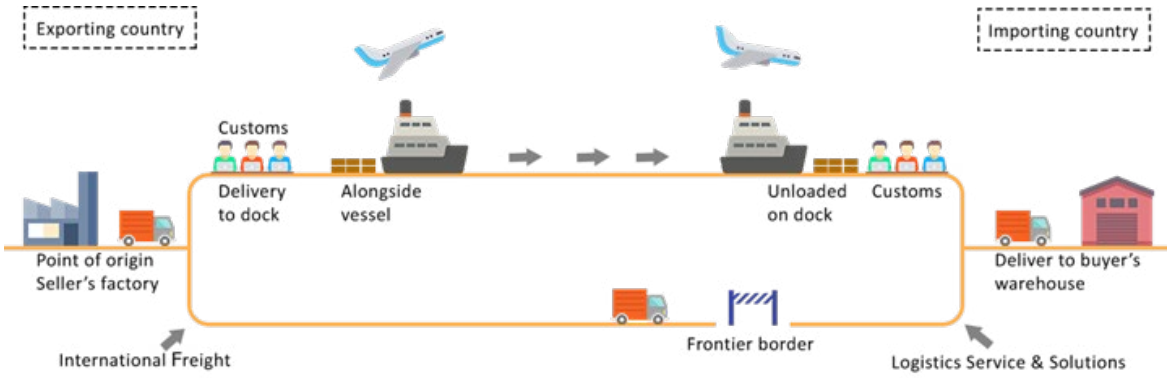
- In 2018, WICE Logistics Public Co., Ltd. signed an agreement to purchase 80,000 ordinary shares, representing 80% of the total ordinary shares of Universal Worldwide Transportation Limited ("UWT")), with its office located in Hong Kong and now rebranding to WICE Logistics (Hong Kong) Ltd, is considered one of WICE's subsidiaries. And on 14 September 2018, established a new joint venture company with Malaysian partners as "Euroasia Total Logistics Co., Ltd." or "ETL" by acquiring 40% of the total shares and being a person who has control over the company. It is considered one of WICE's joint ventures.
- In 2019, WICE Logistics (Hong Kong) Ltd. added its service by opening a branch office in Shenzhen, China to increase an opportunity to provide a comprehensive service and support future growth.
- In 2020, WICE Logistics Public Co., Ltd. has signed an agreement to purchase ordinary shares of WICE Logistics (Singapore) Pte. Ltd. or "WICE SG" (formerly Sun Express Logistics Pte. SEL ") for part 2 in the amount of 210,000 shares at a par value of 1 SGD, accounting for 30% of the total paid-up shares of WICE SG and paid SGD 5,354,375 for common shares of part 2 in cash completed on 5 May 2020, therefore, WICE becomes the owner of WICE SG by holding 100% of the shares.

Nature of Business

Nature of Service Provision

WICE Logistics Public Company Limited and subsidiary companies are integrated International Logistics Services and Solutions Provider both import and export by Sea Freight (both full container load and less container load) and Air Freight, Customs Formality service and domestic transportation to support various requirements of customers including Door to Door Transportation which means providing transportation service from the factory of source customer until the factory of destination customer as Exporter is responsible for all transportation costs and Ex-work Transportation which means transportation service that Importer is responsible for transportation costs from Exporter's factory until the destination recipient.

International Logistics Flow



The Company and subsidiary companies are Freight Forwarders both import and export by Sea Freight and Air Freight covering more than 100 countries by highly skilled and experienced team work in logistic system who is well prepared to be a consultant and providing suggestions in international transportation management as well as planning and design transportation route being consistent to customer's requirement to constitute the most efficiency by considering the time period of transportation, cost of transportation, type/character of transported goods, the convenience of customers in transportation management, etc. The Company and subsidiary companies are Freight Forwarders with Non-Vessel Operation Common Carrier or N.V.O.C.C and the Company and subsidiary companies will provide vessel or airplane from transportation operators which mean shipping lines and airlines which are appropriate for providing services to customers as well as coordination with Oversea Agent who is deemed as Business Partner of the Company in other countries in transporting goods to the recipient safely within the defined period of time. International transportation services of the Company and subsidiary companies can be divided as follow:

1. Sea Freight:

Sea Freight: The Company is Freight Forwarder which emphasizes on Sea Freight Service as the Company will provide vessel and container from the leading, renowned and reliable shipping line. The Company will consider in making contract with the shipping liner and negotiation and reservation of vessel which is appropriate for the requirement of each customer as the Company has expanded networks by participation in associate members such as CGLN under WCA Family Network rendering the Company can currently provide Sea Freight service covering main ports in important trade zones in many countries and the major market is still the United States of America market as the Company has highly experienced and skilled in shipping route Thailand-the United States of America initially and followed by these major markets; China, Japan and the Philippines.

Great number of goods can be loaded in each Sea Freight and transportation cost is cheaper than Air Freight which is appropriate mainly for non-urgent goods such as electronic products (finished goods), automotive parts, steel structure and construction materials and canned food etc. In Sea Freight, goods will be loaded in container which is convenient and rapid for removal, container is divided into 2 main sizes such as 20-foot container which is appropriate for heavy goods with less quantity and 40-foot container which is appropriate for light goods in much quantity.

Moreover, there many forms of container as follow: Dry container, Reefer container and Open Top container, etc. to respond customer's demand and being appropriate for type of transported goods

Quantity of Sea Freight of the Company and Subsidiary Companies in 2018-2020

UNIT: TEU

Type of Services	Quantity of Containers per year		
	2018	2019	2020
Export	18,590	25,520	25,831
Import	8,777	9,962	8,273
Total	**27,367**	**35,482**	**34,104**

Sea Freight is divided into 2 types as follow:

- Full Container Load (FCL) means goods that loaded in full container belong to merely one customer, the container is not used concurrently by other customers. It is appropriate for transporting great number of goods. After goods are loaded until container is full, the container is not opened until it is arrived at its destination. The Company will implement from contact with shipping line, negotiation of freight charge, reservation of vessel, providing appropriate container for goods, design shipping routes, goods delivery for loading as well as following up goods status until arrival at Port of Discharges, preparation of Customs Formalities and coordination with foreign agent in delivering goods to recipient. Most customers in this type are importers-exporters.
- Less than Container Load (LCL) means goods that loaded in the container belong to more than one customer and area of the same container is divided for co-using of each customer who has insufficient quantity of goods to rent container to load its goods specifically. The Company will be responsible for collecting goods from each customer to be loaded in the container by calculating area for goods arrangement and preparing Control Plan and sending to goods loader at the port in Container Freight Station.

2. Air Freight:

The Company and subsidiary companies are Freight Forwarder which emphasizes on Air Freight Service as Air Freight is highly potential transportation which is appropriate for the international transportation that requires rapidity within limited period of time, it is highly flexible transportation responding changing and time with higher cost Sea Freight. Most goods transported by Air Freight are less quantity or high value products which require special carefulness. Subsidiary companies will contact and making reservation of the airline in accordance with flight schedules and requirements as defined by customer by considering rapidity, punctuality and customer saving cost. The Customer can provide Air Freight covering important trade zones in many countries where main markets are in Asia

regions such as Singapore, Hong Kong and China and most goods are electronic parts.

Management of international Air Freight emphasizes on rapidity and product skills particularly goods in Electronics Group as subsidiary companies can provide urgent delivery service within 24 hours from Singapore to Thailand in form of Door-to-Door which is deemed as value added service. Moreover, subsidiary companies still provide supplement service for customer in case of emergent transportation such as Hand Carrier within 24 hours from Chiangmai-Bangkok Shanghai etc. Apart from the aforementioned transportation, subsidiary companies still provide consultation service in management of logistic system by seeking logistic system managing method concurrently with customer in order to save transportation cost for customer in term of Combined Cargo from many suppliers of each

Quantity of Air Freight in 2018-2020

UNIT: TON

Type of Services	Quantity of Transportation per year		
	2018	2019	2020
Export	9,016	9,622	14,679
Import	8,597	6,543	3,603
Total	**17,613**	**16,165**	**18,282**

customer for simultaneous transportation to save transportation cost for such customer.

3. Logistics Service comprise of

3.1 Customs Broker and Transport:

The Company has policy in providing Customs Formality service concurrently with domestic transportation.

Customs Broker

International import or export requires Customs Formalities before loading goods up/into ship/airplane and subsidiary companies provide Customs Formality services and Customs Broker service in goods discharge including preparation of related documents and suggestions of tax benefits of import-export for customer. The aforementioned services require expert in Customs Formalities who has good knowledge in rules and regulations of import-export, any company which provides Customs Formalities, must have at least one expert in Customs Formalities working permanently in the office and successfully passing examination at Customs Department. The Company and

subsidiary companies currently have 7 experts in Customs Formalities and Senior Consultant who is former Director of Customs Formalities.

Customs Broker is divided into 2 types which is Customs Broker in general standard and Authorized Economic Operator (AEO), the Company has Customs Broker in AEO Standard which is recognized in international level. Elevation of AEO Standard requires qualifications which are accepted by criteria defined by Customs Department and the status will be reviewed in every 3 years. The Customer elevated Customs Broker in AEO Standard in 2016 according to the action plan and privileges of Customs Broker in AEO Standard are available as follow: exception from good inspection, exception from sampling of exported goods, guarantee of Customs Broker in AEO Standard can be used as to substitute payment or guarantee of transporter etc. which constituted rapidity

Quantity of Customs Formalities in 2018-2020

Description	Quantity of Customs Formalities per year		
	2018	2019	2020
Quantity of Shipment	16,641	14,125	14,389
Quantity of containers	32,886	37,802	27,728

of Customs Formalities and goods discharge and creating reliability to the Company and subsidiary companies.

Transport

The Company provides domestic transportation to support international transportation business for the facilitation of customers, the Company provides domestic transport by using Dump Truck, 6-wheel truck, and 4-wheel truck etc. Transportation service is provided from port/airport to the destination defined by customers such as customer's factory or warehouse or loading goods from the factory or warehouse to port/airport.

As customers who use the aforementioned service must be customers who use international transportation services of the Company and subsidiary companies because the Company and subsidiary companies consider that the foregoing service will increase facilitation for customers in removing goods from port/airport to the destination. The Company and subsidiary companies are responsible for providing appropriate transporting vehicles to provide transportation service to customers, the Company currently has a transport service unit at Laem

Number of Trucks in 2018-2020

UNIT: TRUCK

Description	Total of truck		
	2018	2019	2020
Dump Truck	27	31	31
Trailer Truck	40	45	45
6-wheel Truck	2	3	3
4-wheel Truck	4	4	4
Total Number	73	83	83

Quantity of Domestic Transportation in 2018-2020

Description	Quantity of Transport per year		
	2018	2019	2020
Number of containers	32,886	23,625	28,375

Chabang and subsidiary companies have their branch at Suvarnabhumi Airport. The Company has transportation trucks in conclusion as follow:

Safety Standard of Truck Transportation

The Company and subsidiary companies emphasize safety standard in transport provision as the first priority concurrently with punctuality as the Company and subsidiary companies are well aware of using high-performance trucks as well as selection qualified personnel as an important part in implementation in accordance with the set target and delivery to the defined destination in safety without any damage of customer's assets. All trucks of the Company and subsidiary companies are in standard as defined by laws, truck inspection must be made before using and preparedness of driver must be inspected before driving. The Company is certified Service Quality Standard for Truck Operation (Q MARK) from Department of Land Transport, Ministry of Transport, as well as GPS

system, is used in the implementation and efficient management of vehicles. GPS is equipped to truck body for tracing its location during working in recording and speed control for appropriate driving etc.

3.2 Warehouse:

Warehouse Service: in order to expand as an integrated logistic service, the Company has expanded warehouse service to cover customer's requirements as the Company currently provides warehouse service in 3 forms as follow:

- Multiusers Warehouse is used to store goods in terms of raw materials or finished goods for storage and delivery to manufacturing factory, delivery goods to a client of customer or used to store finished goods of customer waiting for delivery to an internal customer or for export.
- Dedicated Warehouse is designed for a specific customer in order to respond to the requirement of such customer such as being warehouse located in the area defined by customers which may be close to customer's factory or close to its customers or designed to respond other requirements of customers depending on conditions and agreements between and the customer.
- Onsite Warehouse Management as the Company provides warehouse management on customer's site by designing procedural steps in a warehouse, personnel planning in a warehouse, re control in customer's warehouse according to Key Performance Indicators

Currently, the Company has warehouses to service customer as follows:

- Warehouse at Sriracha approximately 5,000 square meters.
- Warehouse at Laem Chabang approximately 5,000 square meters

4. Cross Border Service: CBS

The company cooperates its business with partners to establish Euro Asia Total Logistics Company Limited or "ETL" to operate a business of Cross Border Service due to Thailand has connected borders with neighboring countries such as Malaysia, Cambodia, Laos and Myanmar where there are border trades and delivery normally. Later there is an increase of transportation development to the countries where their borders are connected to each other such as there is cross border transportation to Singapore via Malaysia,

Regular Transportation Routes of the Company in current

No	Route	From		To		Distance (KM)	Time (Day)
1	Southern	Bangkok	Thailand	Penang	Malaysia	1,150 km	2 days
2	Southern	Bangkok	Thailand	Kuala Lumpur	Malaysia	1,460 km	3 days
3	Southern	Bangkok	Thailand	Johor Bahru	Malaysia	1,970 km	3 days
4	Southern	Bangkok	Thailand	Singapore	Singapore	2,000 km	3 days
5	Western	Bangkok	Thailand	Rangoon(Yangon)	Myanmar	987 km	2-3 days
6	Eastern	Bangkok	Thailand	Phnompenh	Cambodia	730 km	1 day
7	Eastern	Bangkok	Thailand	Vientiane	Laos	650 km	1 day
8	Eastern	Bangkok	Thailand	Hanoi	Vietnam	1,600 km	2 days
9	Eastern	Bangkok	Thailand	Ho Chi Minh City	Vietnam	1,050 km	2 days
10	Northern	Bangkok	Thailand	Shenzhen	China	2,600 km	4 days
11	Northern	Bangkok	Thailand	Guangzhou	China	2,500 km	4 days
12	Northern	Bangkok	Thailand	Changsha	China	2,810 km	4 days
13	Northern	Bangkok	Thailand	Chongqing	China	2,650 km	4 days
14	Northern	Bangkok	Thailand	Shanghai	China	3,865 km	5 days
15	Northern	Bangkok	Thailand	Beijing	China	4,400 km	6-7 days
16	Northern	Bangkok	Thailand	Tianjin	China	4,350 km	6-7 days
17	Northern	Bangkok	Thailand	Hong Kong	Hong Kong	2,650 km	4 days

Border Gateway Name:

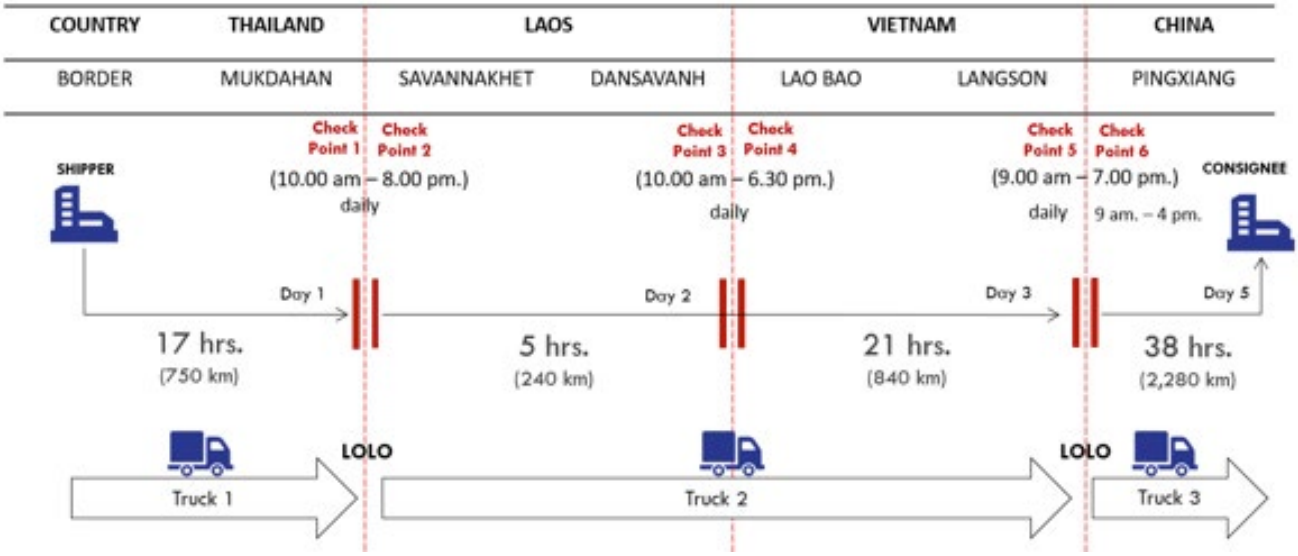
1) Pingxiang (CN)
2) Huu Nghi (VN)
3) Lao Bao (VN)
4) Moc Bai (VN)
5) Dansavan (Laos)
6) Savannakhet (Laos)
7) Thanaleng (Laos)
8) Mukdahan (Thai)
9) Nongkhai (Thai)
10) Mae Sot (Thai)
11) Aranyaprathet (Thai)
12) Sadao (Thai)
13) Myawaddy (Myanmar)
14)Poi Pet (Cam)
15) Bavet (Cam)
16) Bukit Kayu Hitam (MY)
17) Johor (MY)

cross border transportation to Vietnam via Laos. In current, there is an additional transportation development to the countries where their borders are connected to each other such as cross-border transportation to China via Vietnam and Laos. The Company can currently provide transport service from Singapore to China by receiving goods from Singapore and transporting via Malaysia, Thailand, Laos and Vietnam before entering China.

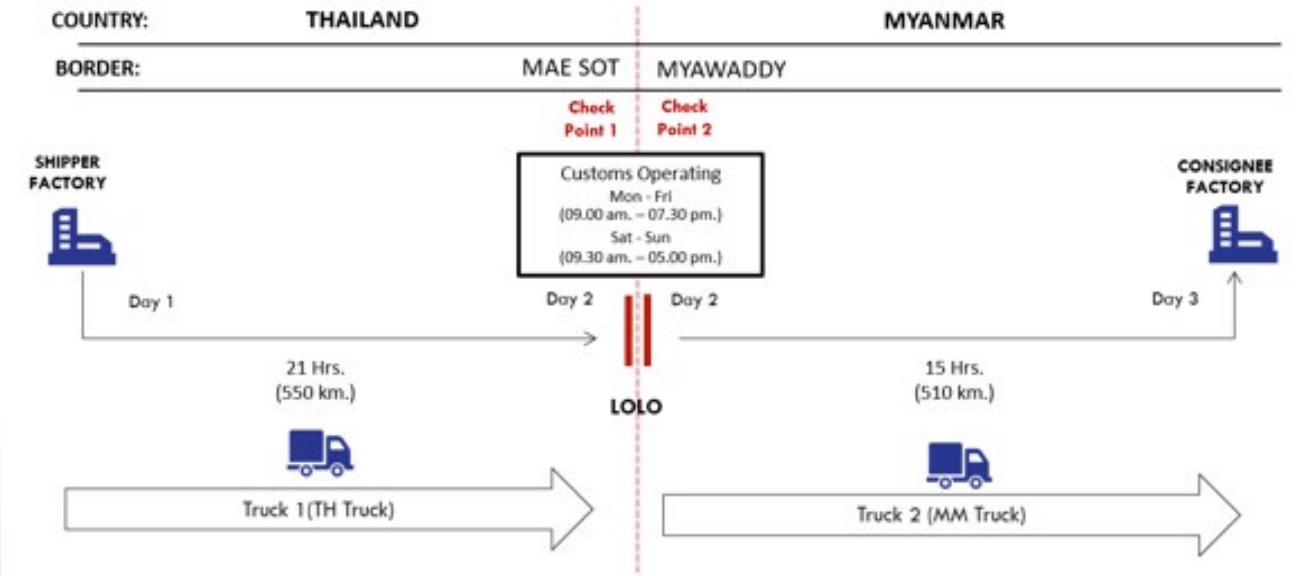
The Company emphasizes transport service in this route because it is the region where the main market of customers are located as well as there were some problems in Sea Freight within the preceding period whether weather conditions or density of container quantity constituted delay in transportation, therefore, Cross Border Service (CBS) is another option of the Company's customers.

Moreover, this route is the main route connected transportation between Group of ASEAN Countries-China and transportation in this route can connect directly to China Railways Express to other countries in Europe under One Belt, One Road (OBOR) of China.

Cross Border Service in form of FTL, Thailand-China Route



Cross Border Service in form of FTL, Thailand-Myanmar



The Company currently emphasizes Cross Border Service (CBS) both in form of Full Truck Load (FTL) and Less than Truck Load (LTL) via two main routes:

1. Thailand-China
2. Thailand-Myanmar

Cross Border Service (CBS) in form of Full Truck Load (FTL) of the Company is different from other service providers in the market as follow:

1. Cargo container which goods are loaded into by goods delivering customer at the source factory is the same container which goods receiving customer at the destination.
2. The Company uses LoLo system on each border in lifting container from one truck to another truck without Transload or Unload goods from one container loading into another container at the border to prevent goods from damage.
3. Air Suspension system is installed in the Company's trucks in order to reduce vibration throughout transportation route, the system can reduce damage of product.
4. The Company emphasizes goods safety by using the Smart Log system which containers of the Company cannot be opened from exterior by any other person.
5. The Company uses system in inspection and management transportation routes of truck by Command Center throughout 24 hours.

It can be seen that Cross-Border Service (CBS) of the Company is another service which customers are satisfied with it.

Currently, Euro Asia Total Logistics Company Limited or "ETL" has subsidiaries in many countries to support continuous service as follows:

- Euroasia Total Logistics (M) Sdn Bhd, Malaysia
- Euroasia Total Logistics (China) Co., Ltd., China
- Euroasia Total Logistics (Vietnam) Co., Ltd., Vietnam
- Euro Asia Transport Co., Ltd., Thailand

Markets and Competition

Marketing Strategies

As executives of the Company and subsidiaries companies have high experiences, knowledge and skills in international transportation business both by Sea Freight and Air Freight including domestic transport service by dump truck-trailer truck, therefore, the Company can be developed and recognized widely and being one of Freight Forwarder with quality in standard, integrated services both diversity of types of service and covering transportation routes in many countries as well as the management system of Freight Forwarder is certified by ISO9001:2015 Standard from TUV NORD and the Company has a policy in maintain good relationship with customers and business allies regularly and the Company has competitive strategies in maintaining the existed customer base and increasing market share of the Company as follows:

(1) Providing various Forms of Service

The Company and subsidiary companies provide various forms of service by provision of international transportation both import and export markets by Sea Freight (Full Container Load and Less than Container Load) and Air Freight to support various requirements of customer which is providing service covering reservation of ship within the best cost, providing Customs Formalities both at a port of shipment and port of discharges, providing warehouse and distribution services, preparing all transportation documents, providing transport truck for receiving delivery of goods, other services such as preparing for packaging (in case of requested by customers), providing goods insurance etc., providing consultation of import-export, supervising and following goods status until arriving at the port of discharges as well as coordination with Oversea Agent in arranging and delivery goods to recipient in safety within the defined period. In provision of the foregoing integrated services is value-added service and providing facilitation for customers, reducing cost and steps of communications of many related organizations as the Company emphasizes on Door to Door service which is providing transportation service from customer's source factory until delivery to customer's factory at the destination and Ex-work service is transportation service which importer is responsible for transportation cost from the factory of exporter until delivery to a recipient at the destination.

(2) Providing Quality Service

The Company and subsidiary companies emphasize the quality of services presented to customers responding to customer's requirements with rapidity, correction and reliability by studying customer's requirements, preparing the appropriate transportation form and route by presenting at least 3 forms of transportation for customer's option. After customer has decided to choose, the Company will contact shipping line/airline for reservation/negotiation freight charges, coordinating with Oversea Agent, preparing all transportation documents correctly and rapidly as well as providing consultation and solving problems for customers that is why the Company has been trusted by both internal customers and international customers continuously. In order to control the quality of service provided for customers, correction of document insignificance and to render efficiency of service provision process, the Company has developed IT system which can increase potential and reducing repetition of work by receiving Certificate on Elevation of Business Management Quality under Logistics Quality Standard issued by Department of Business Development, Ministry of Commerce in 2013 and Certificate of Logistics Quality Standard Assessment Provider in "Good Level" issued by Department of Business Development, Ministry of Commerce in 2012. Moreover, the Company has received National SMEs

Excellence Award in Logistics Group from the Office of Small and Medium Enterprise Promotion (OSMEP) in 2010, 2011 and 2012.

The customer satisfaction results with services for 2020 compared with 2019 are as follows:

Mean of customer satisfaction with service calculated as 98% in 2020

Mean of customer satisfaction with service calculated as 97.47% in 2019

(3) Expansion of Branch in Overseas

Businesses of the Company cover service provision both internally and internationally, therefore, foreign branches constitute the Company's competence in competition and providing services to customers rapidly particularly in ASEAN countries which are potential markets and growing continuously as appropriate for the business.

(4) Geographical Proficiency

The Company has geographical proficiency and expertise in Sea Freight in Thailand-the United States of America shipping route for more than 20 years which can receive and deliver goods to every state of U.S.A. both in form of Door to Door, Full Container Load (FCL) and Less than Container Load (LCL). The U.S Government imposes Logistic Business Control Law and Parole Bond totally 150,000 U.S. Dollar must be paid to FMC Regulation (Federal Maritime Commission) to protect consumer who is affected by damage due to transportation which is different from other markets where the similar law is not imposed. The Company has already paid Parole Bond to FMC, it is deemed as an advantage of the Company because competitors are reduced. Moreover, using shipping liner in Thailand U.S.A. shipping route, either exporter or goods delivery company, Services Contract must be entered into with the shipping liner prior to using services. The Company currently make Services Contract with shipping lines in Thailand to U.S.A. shipping route totally 7 companies as well as having an agent in U.S.A. being responsible for coordination and providing Custom Formality service when goods are arrived at the port as well as delivering goods to recipient at the destination, the foregoing Oversea Agent has been working with the Company for more than 20 years, moreover, our subsidiary companies have high experiences and skills in Air Freight in Southeast Asia region and China.

(5) Preparedness of Qualified Personnel

As the transportation management business is one of service business, therefore, personnel is deemed as an important factor and highly experienced and skilled personnel are required in working correctly, precisely and being flexible in providing services and being service-minded which constitute confidence and satisfaction of service provision among customers. The Company has prepared a personnel and knowledge and skills development plan to be consistent with an expansion of business by an emphasis on recruitment of personnel who have qualifications corresponding to the Company's requirements as well focusing on personnel development by organizing employee training continuously, the Company has prepared an Annual Training Plan as each employee must attend at least 5 training courses or 48 hours per year in order to provide knowledge, ability and working skills for employees as well as evaluation working performances for determination and consideration of the appropriate remuneration to formulate moral and encouragement in working and the average working year of employees of the Company and subsidiary companies is 5 years. Moreover, international transportation and management service requires better knowledge and understanding of rules and regulations of import/export, therefore, the Company and subsidiary companies prepare qualified personnel to provide services to customers. Employees who receive License of Customs Specialist working permanently with the Company and subsidiary companies totally 6 persons in providing suggestions to employees in other departments

(6) Formulation of Business Alliance

Business of the Company grows mainly due Sea Freight management service by having considerable expertise in Thailand-U.S. A route for more than 20 years constituted good relationships with shipping liners in the foregoing route. Later the Company expands its service in other routes and relations among other shipping liners increases. In current, the Company can provide shipping from shipping liners more than 15 companies. While business of subsidiary companies grows mainly due to Air Freight which constituted good relationships with airlines more than 10 companies. Moreover, Oversea Agent who is deemed as an important business ally or business partner, acting as an agent of the Company and subsidiary companies in coordination in providing international transportation service in the country where each Oversea Agent being responsible. Currently, the Company has Oversea Agent covering more than 100 countries across the globe, moreover, the Company and subsidiary companies participate in Associate Member both internally and internationally such as TIFFA, TAFA, CGLN under WCA Family Network.

(7) Ability in Cost Administration

As the Company and subsidiary companies are entrepreneurs in conducting international transportation and management service for a long period of time and our businesses grow continuously with regular transportation quantity. The Company and subsidiary companies prepare planning and reservation of shipping/ airline in great quantity which results in the Company and subsidiary companies can negotiate price with shipping liners/airliners in order to administer cost of freight charges which is the main cost, the aforementioned cost administration increases competitiveness of the Company and subsidiary companies in presenting an appropriate quotation to customers which can reduce cost of transportation for customer likewise.

In 2020, freight rates were increased due to a global shortage of containers caused by the COVID-19 pandemic. Goods were detained in countries with COVID, making containers were unable to move which the most are in Europe and America where there is a high demand for masks and rubber gloves. When a large number of goods entered then caused a port congest and unable to proceed with the importing formalities immediately. In addition to products that sent to Europe and America, goods sent to countries such as Indonesia, Malaysia, and Philippines which found the COVID-19 pandemic also faced a congested port as well. Such an incident resulting in container shortage and also resulted in shipping delay of sea freight as well. It also resulted in an increase in air freight costs as well and the flight restrictions for each airline making less of flight, therefore, increasing the air freight cost as well.

(8) Maintaining Existed Customer Base

Existed customers are customer base which creates main income of the Company; therefore, the Company and subsidiary companies emphasize on maintaining the foregoing customer base as much as possible by focusing on creation of good relations between the Company and the aforementioned customer base. Employees of the Company make contact with the existed customers regularly both by personal visit or by telephone contact enquiring about using and presenting services to keep abreast of the requirement as most of customers are importers-exporters who require using regular service and trying to make group of existed customers to increase the quantity of service usage comprehensively. Strategy in maintaining this customer base is consisted of maintaining the quality of service, facilitation in communications, on-time delivery and the Company will prepare Customer Satisfaction Questionnaire in order improve better quality of services.

(9) Expansion of Service Provision

The Company has prepared a service increase plan in terms of service enhancement in any specific service such as the provision of import-export service or providing Sea Freight service concurrently with Air Freight service including Customs Broker and transportation

service or expansion of Port area. Moreover, there is an expansion of related business such as warehouse service as the Company considers that this is a business opportunity and adding value of service as well as expanding its branches overseas when there is an appropriate business opportunity including expanding customer base to new markets to support requirements of customers in each different industry by preparing website of the Company and subsidiary companies at www.wice.co.th, to publicize services of the Company and subsidiary companies

Type of Services	Type of Main Products	Main import-export countries
Sea Freight	Electric appliances and office equipment/ computer, automotive parts, canned food, steel and construction materials	U.S.A, Japan, China, and ASEAN Countries
Air Freight	Electronic parts, automotive parts	China, Hong Kong, Singapore

for general public and customer to access conveniently.

Customer Target Group

Customer target group of the Company and subsidiary companies is medium size and large size entrepreneurs by considering of quantity of service usage and registered capital as well as the ability to gain profit. Customers of the Company and subsidiary companies are dispersed in other industries and the main goods which the Company and subsidiary companies have provided international transportation such as electronic products, automotive part products which are divided into type of service usage of customers as follow:

Moreover, the Company and subsidiary companies can provide international transportation and management service for customers in other industries such as chemical industry, garment industry and plastic industry etc. The main customers of the Company and subsidiary companies are divided as follow:

(1) Importer & Exporter is the main customer of the Company and subsidiary companies which is calculated as 90% of service income in 2020.

(2) is customer who conduct the same business as the Company, it means providing Sea Freight service without making Service Contract with ship liner or being company which goods quantity is insufficient for using Full Container Load, therefore, it is necessary to use both Full Container Load and Less than Container Load services of the Company. This customer group is deemed as business ally of the Company which is calculated as 10% of service income in 2020.

Customer Group	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Customer uses one-stop services*	1,514.38	77.28	1,146.30	63	2,668.25	65
Customer user other services**						
1. Customer uses merely Freight service.	288.85	14.74	349.09	19	944.15	23
2. Customer uses Warehouse, Custom, Transport only	156.38	7.98	316.08	18	492.60	12
Total service income	**1,959.6**	**100**	**1,811.47**	**100**	**4,105**	**100**

Remark: * Customer uses integrated services means customer who uses Freight service and other services such as Door-To-Door/Door-To-Port/ Port-To-Door Services).
** Customer uses other services mean customer who uses any specific service such as Freight, Warehouse, Custom &Transport Services.

The Company is transport service provider by dump truck and trailer truck as the aforementioned service will support merely the international transportation and management service. Therefore, customers of the Company and subsidiary companies must be continual customers in using international transportation and management service of the Company or subsidiary companies and the Company and subsidiary companies will provide an appropriate truck to receive goods from the customer's factory and transporting to the port for export or receiving goods form the port to deliver to the customer's factory in case of import etc. which is value added of service and providing facilitation of customer in integration. The Company has proportion of income from the integrated service as follow:

Customers of the Company and subsidiary companies are dispersed in other industries without depending on any specific customer as the first 10 ranks of customer in 2020 have the approximate proportion of income 40% of total service income and there is not any customer has proportion of income more than 10% of total service income.

Type of Service Provision	Calculation of Service Charges
Sea Freight (Export/Import)	FCL: calculating by number and size of containers and transportation route. LCL: calculating by capacity (cubic meter) or by weight (ton) depending on which number is higher.
Air Freight (Export/Import)	Calculating by weight (kilogram) or by capacity (cubic meter) depending on which number is higher.
Customs	Calculating by number of Bill of Lading, number of containers and type of goods.
Transport	Calculating by type of truck and distance.
Warehouse	Calculating by usage space, handling cost and period of time.

Pricing Policy

The company and subsidiary companies have pricing policy which is appropriate for customer by consideration of form of service provision and conditions. The process of providing both internal and international transportation services will be adjusted consistently to the requirement of each customer. Main factors used in consideration of service charges will be form of transportation, transportation route, transportation period of time, goods quantity and types of goods etc. The Company and subsidiary companies will calculate service charges according to type/character of service provision as follow:

Pricing Policy is as follow:

1. Pricing is defined by customer's budget by presenting services which are consistent to customer's requirement under budget defined by customer.
2. Pricing is defined by cost price plus the appropriate Gross Profit Margin in compliance with supply and demand in the market by pricing must be competitive in the market.
3. Pricing in comparison with competitors by presenting superior services by consideration of the actual cost and business opportunity to obtain new customer base as factor in making decision.

As the Company will consider pricing from com-petition of the market at the moment and requirement of each customer simultaneously.

Distribution and Distribution Channels

Distribution channels of the Company and subsidiary companies are divided into 2 channels as follow:

1. Direct Contact with Customers is the direct contact with customers via Sales Team of the Company and subsidiary companies or contact via website of the Company and subsidiary companies at www.wice.co.th. Service provision by making direct contact with customers is an average proportion of 80% of service income as Sales Team of the Company is responsible for contact and visiting customers to present service which is appropriate for customer after the Company has received an opportunity to provide service, the customer always uses our services continuously. The main responsibilities of Sales Team of the Company are as follow:
   - Taking care of Active Clients, responding customer's requirements including creation goods relations with customers and trying to present services to customers for more usage in order to increase market share in existed customer base.
   - Emphasis on expansion of new customer base in the defined target market to support requirements of customers in each different industry.
2. Contact with Customers via Oversea Agent is an average proportion 20% of service income as Oversea Agent is responsible for coordination in providing transportation service in the country where each Oversea Agent being responsible on behalf of the Company and subsidiary companies. Oversea Agent is deemed as business partner as Oversea Agent will provide suggestions and authorized the Company to take care customers of such Oversea Agent in providing transportation in Thailand likewise.

As the Company has participated as Associate Members both internally and internationally such as TIFFA, TAFA, CGLN under WCA Family Network which is deemed as another publicizing channel for the Company being recognized by trade partners and customers.

Industrial Conditions and Competition

Industrial Conditions

"Logistics Management means other working processes which are related to planning, implementation and working control of the organization including management of information and related financial transactions in removal, storage, collection, distribution of goods, raw materials, component parts and service to reach the most efficiency and effectiveness by consideration of requirements and satisfaction of customer in significance" (Resource: definition of Council of Logistics Management).

Logistics of Thailand Report in 2021 indicated that cost of logistics in Thailand in 2020 was totally 2.11 trillion Baht increased 5.1%

(UNIT: Trillion Baht)

Year	Trade Value	Export Value	Import Value
2011	13.69	6.71	6.98
2012	14.89	7.08	7.81
2013	14.57	6.91	7.66
2014	14.72	7.31	7.41
2015	14.13	7.23	6.90
2016	14.45	7.53	6.90
2017	15.64	8.01	7.63
2018	16.19	8.09	8.10
2019	15.07	7.63	7.42
2020	13.68	7.18	6.50

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department

from 2019 or it was calculated as 13.60% of Gross Domestic Product (GDP) which was reduced from 13.80% from 2017. Cost structure of logistics is consisted of cost of goods transportation, cost of inventory storage, and logistic administration cost and cost of goods transportation is the main element of the total cost of Thai logistics which is approximately 54.10% of the total logistic cost, followed by cost of inventory storage and administration cost is 36.80% and 9.10% of the total logistic cost respectively and 3 elements are calculated as

UNIT: Trillion Baht

Rank	Country	Export Value		
		2018	2019	2020
1	USA	0.90	0.97	0.97
2	China	0.97	0.90	0.84
3	Japan	0.79	0.76	0.65
4	Singapore	0.30	0.27	0.27
5	Malaysia	0.37	0.32	0.24

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department

7.3%, 4.9% and 1.2% of Gross Domestic Product (GDP) respectively ***(Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Transport).*** Thailand has Import and Export Values as indicated in the following Table:

From the above table, growth rate in 2020 shown the proportion of trade value, export value and import value decreased from 2019 by 6.9%, 5.9% and 7.9%, respectively.

As Thailand is an Open Economy country which means being the country making contact in trading goods and services with neighboring countries. Therefore, international trading plays a leading role in development and driving the expansion of national economy and the 5 top ranks of export market of Thailand with the most export value is concluded as follow:

UNIT: Trillion Baht

Rank	Country	Import Value		
		2018	2019	2020
1	China	1.62	1.58	1.42
2	Japan	1.14	1.04	0.78
3	USA	0.49	0.55	0.43
4	Malaysia	0.43	0.40	0.29
5	Singapore	0.25	0.24	0.22

Resource: Information Technology and Communications Center, Office of Permanent Secretary, Ministry of Commerce by the cooperation of Customs Department

Due to information in the foregoing Table, it indicates that in 2020, Thailand has the most export value to China to replace China which used to be 1 Rank in 2018 and 2019, followed by Japan and Malaysia respectively

Structure of export goods of Thailand is consisted of industrial goods, agricultural goods, agro-industry goods and mining products

and fuel. In 2019, the top 5 ranks of export goods with the most export value are as follow: 1) Automobile, equipment and components 2) Computer, equipment and components 3) Jewelry and accessories 4) Rubber products 5) Polyethylene Resin.

The top 5 ranks of main import markets of Thailand are consisted of China, Japan, U.S.A, Malaysia and Taiwan with the following import values as follow:

Structure of import goods of Thailand consists of raw material and semi-finished goods, capital goods, fuel, consumer goods, and automobile and transportation equipment. In 2020, the top 5 ranks of import goods with the most export value are as follows: 1) Crude oil 2) machinery and equipment 3) Electrical machinery and components 4) Chemical supplies 5) Circuit board.

Logistics Business Trends

Transport and warehousing services in 2020, "expanding at a slower rate", reflected from the GDP of transportation, storage and warehousing facilities and transportation is expected to grow by 5.8 percent (% YOY), down from the previous year which is expected to grow by 7.4 percent (% YOY), which is a result of the COVID-19 pandemic affecting in businesses around the world in terms of consumption, private sector and tourism that caused a deadlock throughout 2020. However, the Eastern Economic Corridor Project and Infrastructure investments to connect with both domestic and international trade areas are becoming more clear also having a positive impact on causing the demand, transportation services and storage areas to continue to expand especially businesses that provide industrial and express delivery services, including premium warehouses, cold storage and warehouses which are a new format that does not require a large area but focuses on convenient and quick management to support the rapid growth of the e-commerce business by forecasting that this 2020 will grow by 6.6 percent (% YOY) worth approximately 3.3 million baht.

- Land transportation is a tendency for continued growth from exports that can still expand, including the growth of electronic commerce (E-Commerce) which has caused transportation format to grow rapidly.
- Water transportation is a tendency to recover continuously, especially the bulk ship industry and sea freight services based on the demand increased and the number of vessels in the market that has decreased continuously for many years and still receiving positive factors from exports.
- Air transportation is a tendency to stabilize due to the impact of the COVID-19 pandemic causing a negative impact on tourism businesses around the world.

Risk factors of transportation and warehouse services

Transportation and warehouse services business in 2020 have risk factors as follows:

- Domestic consumption is not yet fully recovered, which may affect the demand for transportation and warehouse services due to the COVID-19 pandemic which affecting businesses around the world.
- Trade war between China and USA, Trade Protectionism by USA may affect Thailand's export conditions.
- Costs of transportation and warehouse services are tendency to increase, such as freight, price of fuel and vacant land etc., caused operators to have to carry higher costs which affect the profit margin of entrepreneurs.
- The number of operators increasing in the transportation service business may cause fierce competition and entrepreneurs may have to carry the increased costs from investment to seize market share.

However, the warehouse rental business is likely to grow at an average of 5.7% over the next 3 years which is 2020-2022 with supporting factors from;

1) Expansion of economic activity both production and trade.

2) Growth in investment benefited from an accelerated government investment and the growth of private investment that reflected in the value of foreign investor projects that the BOI issued investment promotion certificate and had to accelerate investment in 2020 during the first 9 months of 2019, increasing by 10.4% YoY.
3) A variety of new digital platforms to support E-commerce businesses to continue expansion.
4) Neighbouring economies are trendy to grow at a high rate, support trade, storage and distribution goods at border areas.

In term of supply in the next 3 years, operators are expected to be cautious in investing to expand warehouse space for rent. After continuous accelerate investment in the previous period (2016-2018, an supply increased in average of 4.5 hundred thousand square meters per year which is expected that warehouse space for rent will increase by 3.3 hundred thousand square meters per year (expansion in average of 5.9% per year), with the large operators likely to increase warehouse space for rent as built to suit, including management and provide other value-added services to increase an opportunity to generate income from specific customers who often enter into long-term agreement and operators can still charge a higher rental rate than original warehouse. While some small and medium operators still expanding the original warehouse space for rent in the same location or nearby area, resulting in fierce competition which is expected that the occupancy rate will drop to 83.4% while the increase in rental rates is difficult.

Warehouse for rent in potential location is still concentrated in industrial estate, industrial park, industrial zone and free zones across the country with production activities, loading point and transportation routes that are convenient to distribute products to different regions both domestic and international such as the Bangkok and the surrounding areas, provinces in the special economic zone especially eastern economic corridor, regional center provinces including border provinces with border crossings connecting with neighbouring countries.

Organizations related to International Freight Forwarder

FIATA or "International Federation of Freight Forwarders Associations" was established in Vienna, Austria on 13 May 1926 which is Non-Governmental Organization (NGO), it is an international organization that is the center of Freight Forwarder supported by the United Nations (UN) and governments of member countries. FIATA is currently representative of a group of transportation and logistics businesses of more than 40,000 companies across the globe. The main objective of this organization is an integration of businesses in the transportation industry around the world as a unity and being representative in promoting and protecting benefits of the transportation industry by participating as consultant and specialist in the meeting of other international organizations in transportation matter as well as the development of quality in transportation service of companies in transportation business by developing and promoting transportation documents and transportation standard to be the same system all across the globe as members must support objective of FIATA and in compliance with related rules and regulations.

The Company is a member of TIFFA (Thai International Freight Forwarders Association) and TIFFA is a member of TIFFA which will be complied with professional ethics to maintain good reputation of Freight Forwarder profession in the following principles:

1. Implementing in professional level to protect benefits of service users.
2. Competition is made based on justice and respecting the rights and benefits of others.
3. Non-disclosure trade secret of oneself, competitors or service users.
4. Compliance with laws, regulations of a national association and other countries' which makes contact with.
5. Respecting international principles in conducting Freight Forwarder Business.

Moreover, the Company is legally liable for consequential loss and damage of transportation operator under insurance contract in coverage of indemnification under various forms of consequential liability as defined by Multimodal Transport Act B.E. 2548 (2005) as well as creating confidence of service users that they will be compensated if there is any damage arisen from transportation.

Competition

The office of the National Economic and Social Development Board (NESDB) has divided the structure of logistics service in Thailand into 5 types such as goods transportation goods storage, Customs Formality service, parcel and postage service. In the current, it is found that there are 5 main groups of logistics entrepreneur in Thailand as follow: Road transportation entrepreneur, water transportation entrepreneur, air transportation entrepreneur, shipping entrepreneur and warehouse entrepreneur totally more than 10,000 companies and more than 80% of these entrepreneurs are small and medium-size entrepreneurs or SMEs (Resource: www.thai-aec.com).

Due to database statistics of the Department of Business Development, Ministry of Commerce (DBD), which gives more importance to the development of logistics service businesses located in the Eastern Economic Corridor (EEC) to support the development of economic areas to have strong fundamentals. At present (data as of 31 March 2019), the number of juristic persons who operating logistics services in the EEC is a total of 5,015 companies with a total registered capital of 34,465.57 million baht. Divided into 3,560 companies in Chonburi Province with registered capital of 22,942.01 million baht, Rayong Province 933 companies with registered capital of 3,599.99 million baht and Chachoengsao Province 522 companies with registered capital of 7,923.57 million baht. The number of logistics businesses in the EEC accounting for 20.18% of the number of logistics businesses nationwide a total of 24,852 companies.

At present (data as of 31 May 2019), the number of juristic persons who operating logistics services is 25,837 companies, increasing 1,746 companies from 2018 (24,091 companies), accounting for 7.24% with registered capital of 322,523.03 million baht by top 3 of registered logistics business were land transport and pipelines system 18,494 companies (accounting for 71.5%), freight forwarders and exporters 3,719 companies (accounting for 14.4%) and product management (manage for transportation and warehouses, packing service for transportation) 1,191 companies (accounting for 4.6%).

Management of the Company has estimated value of Freight Forwarder business from the income of entrepreneurs who are members of TIFFA which is approximately 100,000 million Baht. Although logistics market is big, competition is high in accordance because entrepreneur in each group of logistics business has a specific skill. Competition in the business is an emphasis on expertise in transportation routes and type of goods, rapidity of transportation, quickness in responding to customers as well as the quality of networks and flexibility of service provision with reasonable price and meeting customer's requirements. Group of Freight Forwarder is divided into 2 main groups such as a group of Multinational Company and Joint Venture and group of Local Company. Entrepreneur in group 1 dominates the market due to the advantage of size and networks but entrepreneurs in group 2 have more flexibility in providing service and the Company is one of the leading companies in providing international transportation service among Local Company. At present, entrepreneurs who are deemed as major and direct competitors of the Company and subsidiary companies are 5-6 multinational companies as their business sizes are bigger than the Company and subsidiary companies. However, the Company considers that ability in flexibility of service provision of the Company and subsidiary companies including the integrated service of the Company can be competitive with the foregoing competitor companies

In providing Sea Freight Service, importer-exporter can select to use service of shipping line directly or using service of shipping agent. However, most shipping line provides Port-to-Port service with big transported quantity while shipping agent can provide more flexible service, therefore, import-export trends to use service shipping agent increasingly. In the case of Air Freight, as airlines have no direct transportation service, importer-exporter has to use service of Carrier Agent instead.

Advantage in Competition

The advantage of competition in transportation business of the Company is potential in providing good quality services covering requirements of customers with safety and punctuality as well as the availability of personnel and vehicles. Knowledge, skills and experiences constitute

the Company to be well prepared in competition. Our management believes that the Company has advantages in competition as follow:

1. Long experience in the international transportation business, expertise in business and being reliable and trusted by customers for more than 20 years.
2. Providing various services and One-Stop Service for customers by providing international transportation service both in import and export, both Sea Freight (Full Container Load and Less than Container Load) and Air Freight and Customs Broker including Door to Door Transportation and Ex-work Transportation and consultation in the logistic management system to save customer's cost.
3. Qualified personnel with knowledge, ability and skills in responsible duties such as Customs Specialist providing consultation in Customs Formalities and benefits in international import and export.
4. Having good networks of shipping lines/airlines and Oversea Agent who are important business allies as well as the Company is member of both internal and international association of international transportation such as TIFFA, TAFA, CGLN under WCA Family Network.
5. Amalgamation of Sun Express Logistics (SEL) located in Singapore by being Freight Forwarder emphasized on providing service global major manufacturer in group of electronic products and having expertise in Air Freight which can enhance the company's competitiveness in Air Freight.
6. Developing IT system to assist working process in order to increase potential and reducing repetition of work.
7. Having potential for cost management in order to increase competitiveness by the reservation of large number of containers which the price can be negotiated with shipping lines for presenting competitive price to customers which can reduce trans portation cost for customer likewise.

Provision of Services

Providing Source of Services

International Transportation Business

International logistics transportation and management business requires knowledge and experience in the management of working systems efficiently. An important factor of process of international transportation and management consists of provision of ship/airplane which is the main cost of transportation service of the Company and coordination with Oversea Agent in order to provide services to customers with details are follows:

(1) Provision of Ship/Airplane's Hold

As freight charges of ship/airplane is the main cost of international transportation and management business, the Company and subsidiary companies will prepare reservation of ship/airplane plan which cost can be managed most efficiently. In reservation of Thailand-United States of America shipping route, Service Contract will be entered into with ship liner which must be renews every year which specifies an agreement on freight charges under Minimum Quality Commitment (MQC). The Company will estimate quantity of work from the past information as well as estimating trends of work to be obtained before signing the contract to ensure that ship's hold can be sold as defined by the contract as reservation of large amount of ship's hold, freight charges can be negotiated and cost of the Company can be competitive. However, the price specified in the contract can be changed as ship liner must notify at least 30 days in advance. In case of reservation of

ship's hold in other shipping routes and reservation of airplane's hold, there is not any service contract, therefore, the Company will consider information of customer's using service in preceding period before making reservation of ship's hold in advance, when customer contact the Company to make reservation ship's hold, the Company can confirm the customer's reservation immediately as the Company will select ship liner/airline which is appropriate for customers. In some cases, the Company and subsidiary companies will coordinate with Oversea Agent to assist the Company in providing ship's hold if the Company provides transportation service in other countries, in each year, the Company and subsidiary companies provide ship/airplane's hold from transportation entrepreneurs 15 persons and 10 persons respectively.

Selection of Ship Liner/Airline/Co-Loader Policy

1. Providing transportation route required by customers and transportation schedules responding customer's requirements.
2. Being reliable service provider.
3. Service provider who present competitive cost.
4. Service provider work tracing system which can follow up transportation of goods.

(2) Oversea Agent

In case the Company has to provide transportation in foreign countries, the Company will coordinate with an agent who is business ally in other countries to assist in providing the service efficiently as well as assisting the Company in collecting service charges if customer has specified to make Freight Collect in foreign country. Therefore, the selection of Oversea Agent is an important thing as Oversea Agent will be entrepreneurs in transportation business in other countries who have experience, skills and reliability in providing the business. The aforementioned agent is deemed as important ally and business partner as the agent can select the Company as its agent in coordinating and providing service in Thailand likewise. The group has policies for selecting foreign agents as follows:

Policy in Selecting Oversea Agent: Oversea Agent is divided into 3 main groups as follow:

1. Ally Group Company such as Sun Express Group which is consisted of companies in 6 countries such as Thailand, Singapore, Hong Kong, United States of America, Vietnam and Malaysia with global networks in more than 100 places and Ally Group Company is important
2. Conference which the Company has participated as member such as CGLN under WCA Family Network which is the association that its members are entrepreneurs in international transportation business in other countries which any member will be publicize among other members for recognition, the company to be participated in membership must be reliable and inspected by the association.
3. Other Oversea Agents which are group company which the Company has been working with for more than 10 years by making Agency Agreement mutually.

The Company and subsidiary companies will select Group 1 and Group 2 mainly as both Groups have reliability and responsibility by consideration from working performances, rapidity in responding question, work monitoring and efficient working cost.

Domestic Transportation Business

Domestic transportation service of the Company and subsidiary companies is provided to support the international transportation business of the Company which requires knowledge and experiences in manage-ment of working process to render efficient service and high safety standard. Main factors of the quality transportation are as follow:

(1) Provision and Maintenance of Vehicles in Transportation Process

Important vehicles used in transportation are consisted of dump truck and trailer truck as the Company will purchase from reliable manufacturers or dealers by consideration of quality of trucks as defined by laws, the Company currently purchases the aforementioned trucks from manufacturers or dealers as well as providing First Class Insurance for all trucks and insurance transported goods which sum insured is higher than damage that may occur.

The Company and subsidiary companies' inspection of valid mileage of dump truck and trailer truck in accordance with inspection schedules as planned as well as maintenance and replacement of damaged parts according to valid mileage as trucks can be functional perfectly and having long useful life. The Company has made Hino Truck Maintenance Hiring Contract with Hino Motor Sales (Thailand) Co.,

(2) Provision and Training Drivers

Drivers are important personnel for safety transportation service; therefore, the Company and subsidiary companies emphasize on selection of qualified drivers for working with the following main criteria recruitment as follows:

- Drivers must have experiences in driving trucks at least 2 years.
- Drivers must have driving license of Truck and Bus Class 3 and 4.
- Drivers must successfully pass the Company's test.

After being promoted as Driver, all Drivers must attend training before actual working.

(3) Provision of Fuel

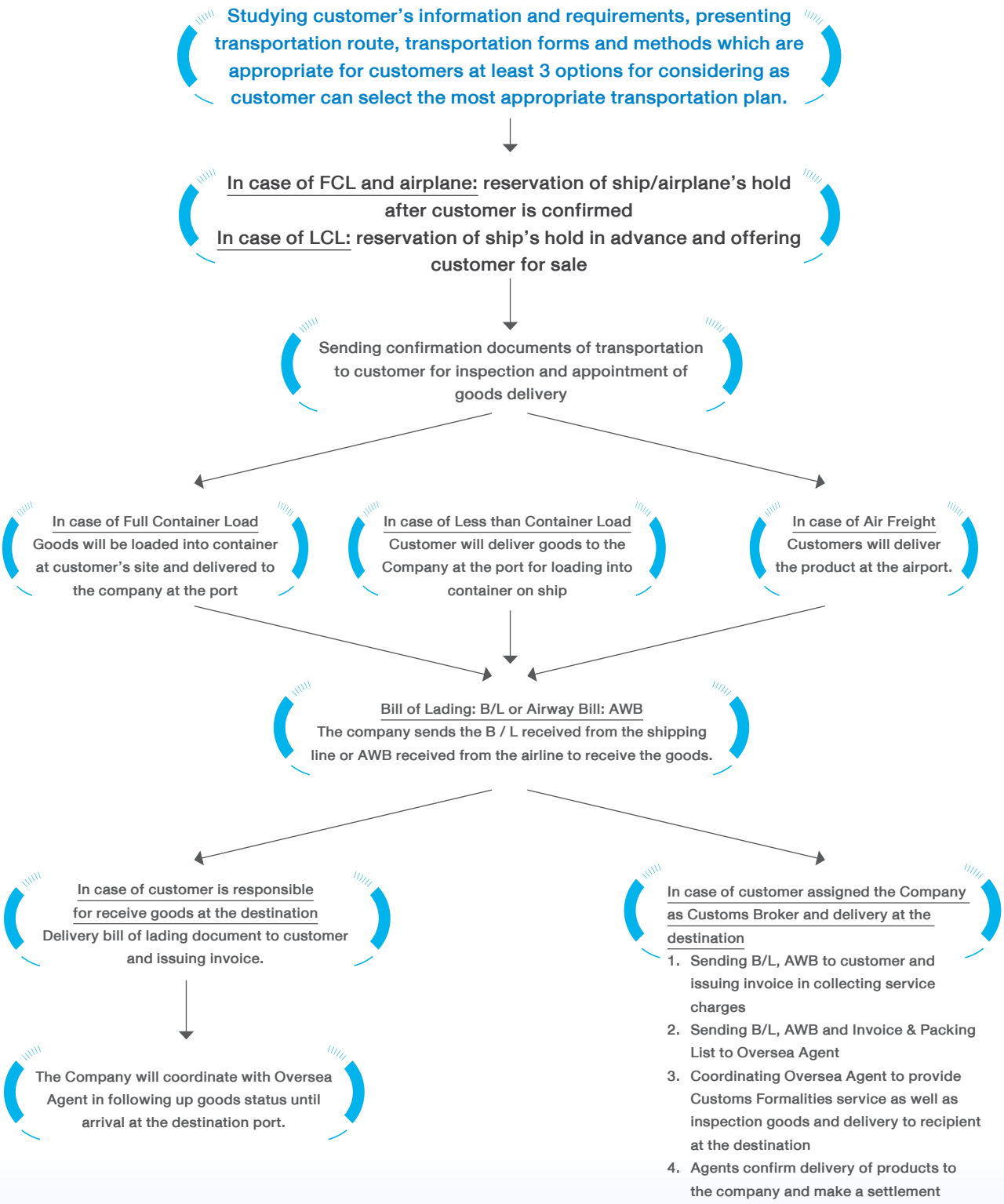
All of the Company's trucks utilize Natural Gas for Vehicle (NGV) and fuel and the Company and subsidiary companies use PTT Fleet Card of Kasikorn bank Public Company Limited as if credit card in paying fuel cost within the limited financial amount. This card specifies license number of each truck and pass word must be identified for payment as the Company and subsidiary companies can calculate fuel using rate in comparison with the actual using rate in order to control fuel usage in transportation.

(4) Provision of Truck Transportation Outsource

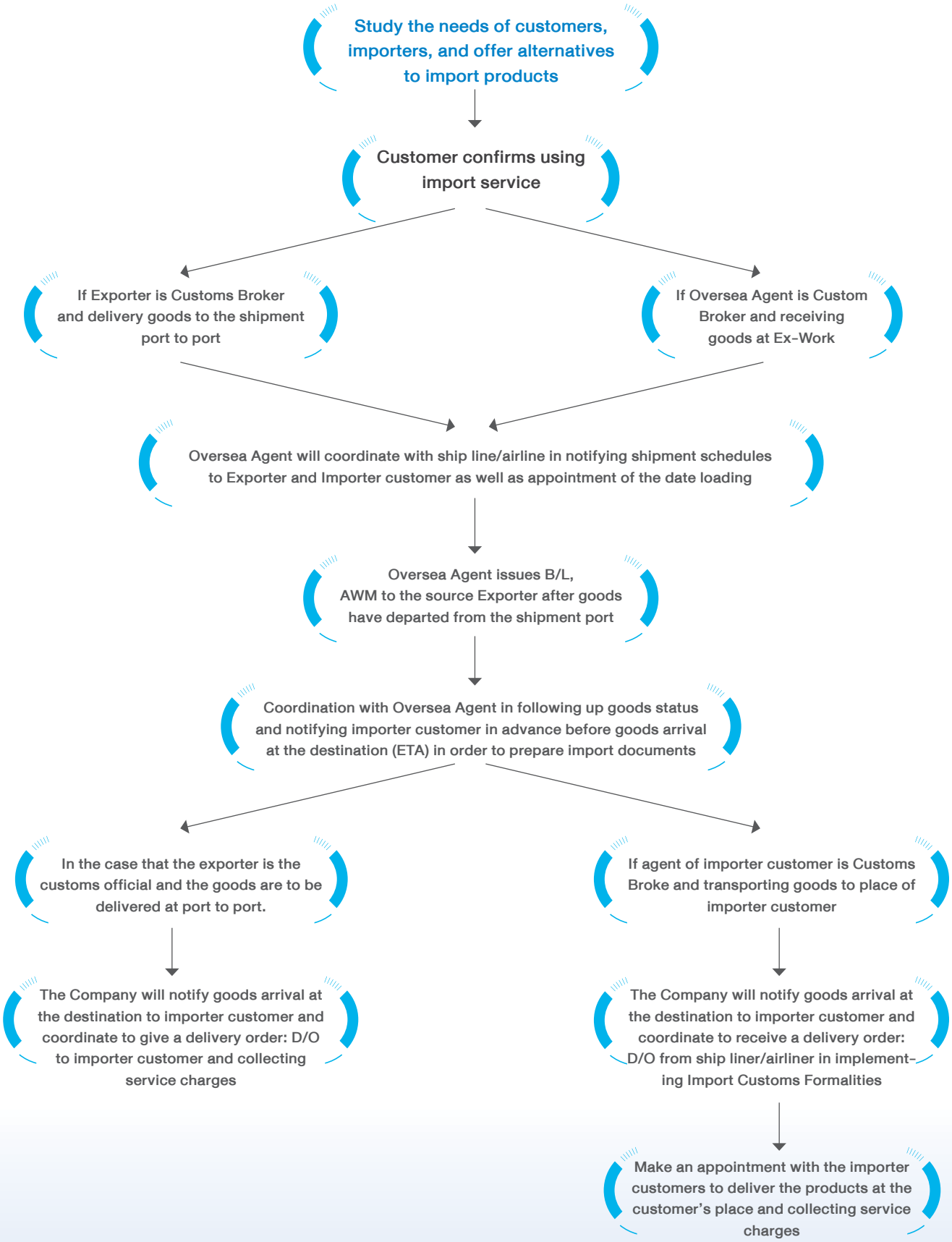
The Company will provide transportation service of dump truck-trailer truck to customer by own except in some cases which number of trucks is insufficient for providing service to our customers, the Company will contact Truck Transportation Outsource in providing additional service to support sufficient demand of truck transportation service. In current, the Company has Truck Transportation Outsource in Approved Vendor List approximately 3 companies, the criteria of selection of Truck Transportation Outsource is being service provider in term of company and having good transportation service is the major business as well as insurance of truck and goods at minimum of 1,500,000 million Baht including service ability, quantity and quality of vehicles responding to the Company's requirements.

Steps of Service Provision

Conclusion of Steps in International Transportation Service - Export



Conclusion of Steps in International Transportation Service-Import



For the efficiency in management of service provision process, the Company has developed IT system to assist working potential and reducing repetition of work as well as efficiency measuring system to inspect working period in each department in compliance with quality target as defined by the Company.

Conclusion of Participation in Membership of Internal and International Conference

Association Name	Emblem	Member	Membership starting date	Membership expiration date
<u>Domestic Associations</u> Thai International Freight Forwarders Association: TIFFA		WICE	6 Feb 2002	Indefinite
Thai Airfreight Forwarders Association: TAFA		WICE	1 Oct 2004	Indefinite
The Customs Broker and Transportation Association of Thailand: CTAT)		WICE	12 Feb 2014	11 Feb 2022
The Thai Chamber of Commerce Member ship		WICE	17 Aug 2010	Indefinite
International Associations Leading the World in Logistics Partnering		WICE	26 Oct 2005	25 Oct 2021

Remark: In participation as a member, it requires paying an annual membership fee

WCA is a big transportation service network that has members of more than 5,700 companies in 189 countries. WCA consists of plenty of networks and expertise in service provision.

Benefits of Member

1. Name of the member will be listed which is convenient in searching and usage.
2. Financial Protection Plan is presented to cover the outstanding debt of debtor member to creditor member totally of 50,000 USD.
3. Organizing an annual conference for member countries for meeting and negotiating business mutually in form of Workshop to enhance relations and cooperation as each country can make an appointment for negotiation in order to reduce traveling cost for negotiation in each country.
4. Disputes between members can be settled.

Environmental Impacts

The Company has neither any dispute regarding the environment issue nor fault records against environmental regulation and laws imposed by government authorities. For truck transport service, the environment may be affected in term of air pollution due to exhaust fumes of trucks, the Company and subsidiary companies are well aware of such impacts, therefore, technicians are notified in supervision and inspection vehicles condition regularly in compliance with regulations of government authorities.

Benefits of Promotion Certificate issued by Thailand Board of Investment

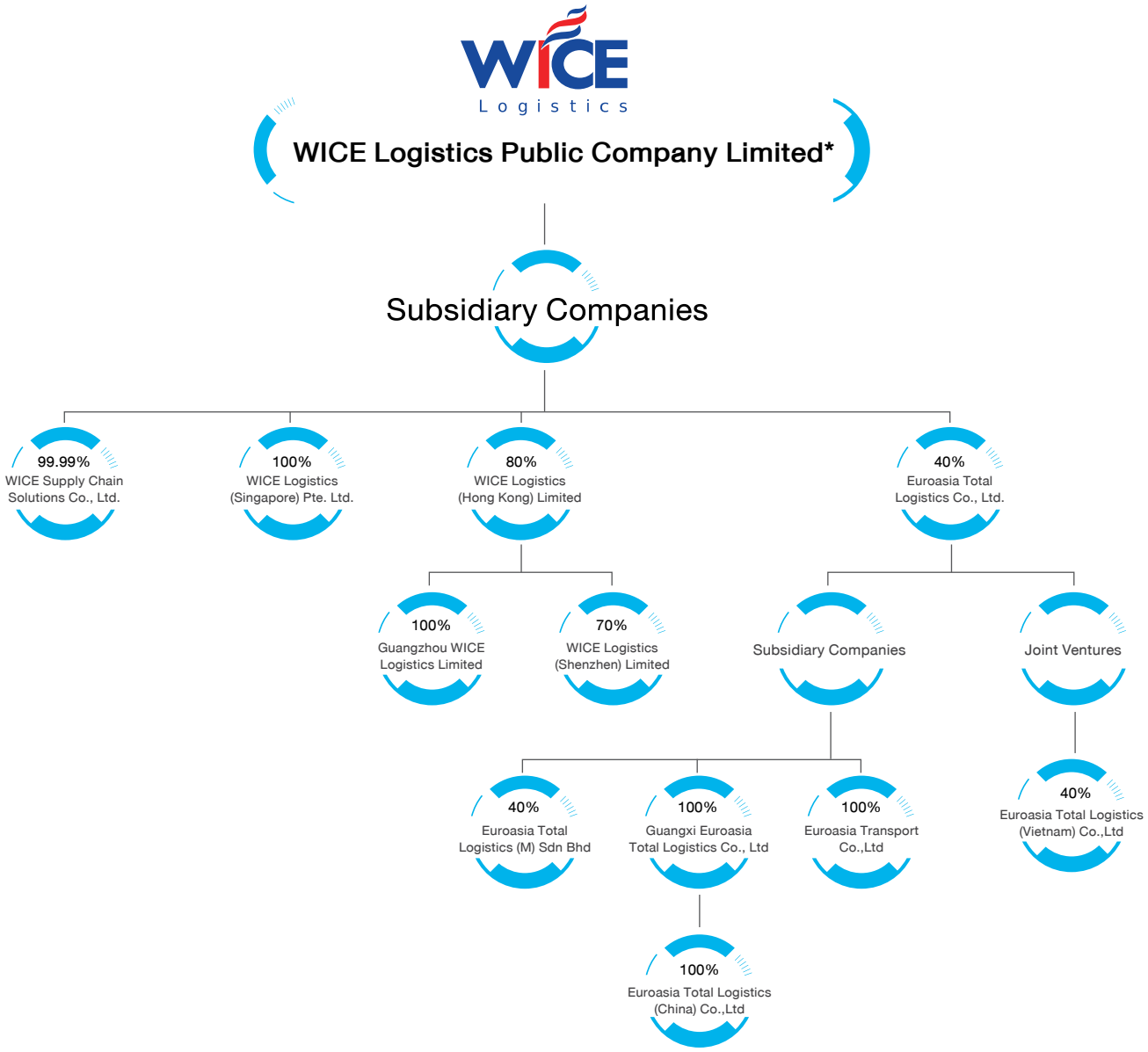
- None -

Non-delivery of work

- None -

2. Shareholder Structure

WICE Logistics Public Co., Ltd. operates business of international innovative logistics service and solution provider. The main business is providing services both importing and exporting, both by sea and air, customs broker both domestic transport and cross border service and warehouse. and also has affiliates located in many leading countries to support customers' needs continuously and quickly. The shareholder structure as of 31 December 2020 is detailed as follows:



*Listed company on the Stock Exchange of Thailand

Details of juristic persons in which the company directly holds 10% or more of the issued shares as of 31 December 2020

Company/Head Office Location	Type of business	Type of share	Registered capital	Paid-up capital	Number of issued and paid-up shares	Shareholders' equity	
						Number of shares held	Shareholding ratio (%)
WICE Supply Chain Solutions Co., Ltd. 88/8 Nonsee Road, Chong-Nonsee Sub-district, Yannawa District, Bangkok 10120 Tel (66) 2681-6181	Services	Ordinary	13,500,000	13,500,000	13,500	13,498	99.99
WICE Logistics (Singapore) Pte. Ltd. Unit 02-03/04 Changi Cargo Agents Megaplex 1, Box 698 Changi Airfreight Centre, 119 Airport Cargo Road, Singapore 819454 Tel: (65) 6542 4911 Fax: (65) 6542 3540	Transportation and Logistics	Ordinary	700,000 SGD	70,0000 SGD	700,000	700,000	100
WICE Logistics (Hong Kong) Limited Unit B, 3/F, Mai Wah Industrial Building, 1-7, Wah Sing Street, Kwai Chung, N.T., Hong Kong. Tel: +852-3188 2233 Fax: +852-2755 5400	Transportation and Logistics	Ordinary	1,000,000 HKD	1,000,000 HKD	100,000	80,000	80
Euroasia Total Logistics Co., Ltd. 88/8 Nonsee Road, Chong-Nonsee Sub-district, Yannawa District, Bangkok 10120 Tel (66) 2681-6181	Transportation and Logistics	Ordinary	100,000,000	100,000,000	10,000,000	4,000,00	40*

*Remark: * WICE Logistics Public Company Limited held share 40% (the Company has control power) and 2 investors held share 60% together.*

3. Income structure

Unit: million baht

Type of Income / Service Income	2018		2019		2020	
	Revenue	%	Revenue	%	Revenue	%
1. Sea Freight	631.12	34.11	650.34	29.15	655.62	16.37
2. Air Freight	903.41	44.90	813.05	36.45	2130.12	53.18
3. Logistics Service	370.12	20.01	353.77	15.86	339.74	8.48
4. Cross Border Service	-	-	478.74	21.46	979.49	24.45
Income between work segments	(72.54)	-	-75.02	-	-109.44	-
Total service income	1832.11	99.03	2220.88	99.55	3,995.53	99.75
Other income *	18.00	0.97	10.00	0.45	10.04	0.25
Total income	**1850.11**	**100.00**	**2230.88**	**100.00**	**4,005.57**	**100.00**

*Remark : * Other income such as gain from exchange rate, interest income, profit and loss from sale of investment, etc.*

4. Risk factor

Risk Management Overview

The company realizes the importance of risk management and risk control in a systematic and efficient manner. The company has set the objectives, structures and policies of risk management appropriately and clearly by all risk management activities have core objectives to raise awareness, responsibility and ability to manage risks throughout an organization, including maintaining standards of good corporate governance. In addition, the efficient allocation of resources on the basis of risk appetite compared with the best returns of the company resulting in success and competitiveness of the company. At the same time, the company also aims to generate the highest returns by considering risk to shareholders of the company in long term.

Risk Management Process

The company risk management framework is applied in 4 areas, namely strategic risk, financial risk, operational risk, compliance risk management and organization binding requirements by dividing the 4 main steps are 1) Risk/Opportunity Identification, 2) Risk Assessment, 3) Risk Response and Key Risk Indicators and Key Performance Indicators which are the leading and lagging indicators in order to anticipate risk events and to manage risks to be in line with the targets), 4) Risk Reporting to Risk Management Committee, Audit Committee and Board of Directors respectively.

Risk Management Policy

The overall significant risk management policies that the company adheres in general to the company's risk management are as follows:

1) The overall risk management

The company has a risk management policy that adhere to overall risk management. The risk basic structure is consolidated at the parent company by collecting data on risks from working activities of subsidiary companies to make an assessment, set risk management strategy in line with business strategy and set appropriate risk management practices.

2) A complete risk assessment

The company has a policy to complete risk assessment in every operation and service provision. The form for risk assessment begins with discretion of head of department which is the basic method till quantitative and statistical analysis. This will be considered to suit type and complexity of transaction. The risk assessment system has an important step that is a risk analysis under normal and abnormal circumstances under big number of changes in risk factors affecting the company's financial status.

3) Risk Appetite

Under appropriate risk management, risk from performance will be controlled under standard. At the same time, the qualitative risk assessment will be set by risk appetite and continuously control and monitor as appropriate.

4) Risk management, diversification and risk protection

Risk management will be conducted out on an ongoing basis with principle of diversifying risks as a priority due to it is a method that can reduce risk by considering return rate. Senior executive and managers of all departments will bring principles of diversifying risk to be used appropriately by establishing guidelines and risk limit at overall.

5) A culture that recognizes the importance of risk management

The company realizes the importance of risk and risk management, the head of each department must have a good understanding of existing or emerging risks with consideration of risks in various fields that will affect the company at overall.

Risk management framework

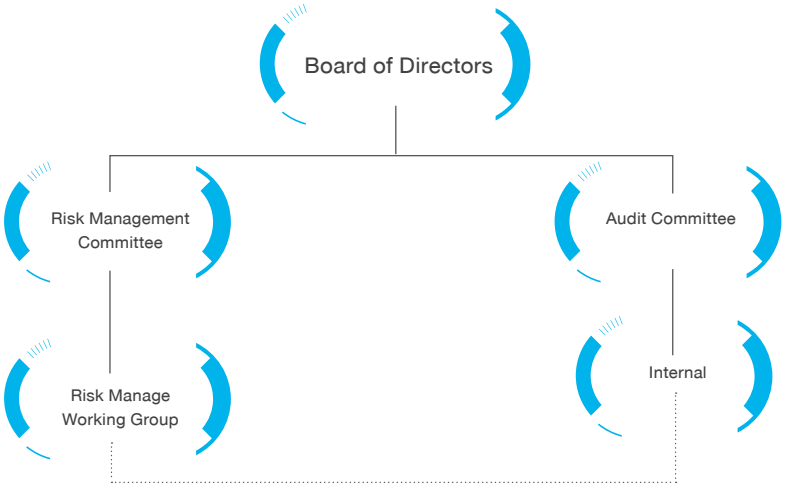
The company has Risk Management which Risk Management framework consists of:

1. Strategy Establishment

The company has established explicit objectives and risk appetite in managing risks to ensure consistent risk management practice across the organization.

2. The company Risk Management Structure and Responsibilities

The organization structure of risk management is illustrated below:



Board of Directors and Audit Committee

The Audit Committee acts on behalf of the Board of Directors to establish risk management policies and supervising the risk management process of the company also evaluates the risk management to ensure efficiency, effectiveness and compliance with established guidelines.

Internal Audit Officer

Internal Audit Officer is responsible for conducting an audit of operating unit and other supporting functions to provide assurance on the efficiency and effectiveness of risk management also reports the audit outcomes to the Audit Committee. Additionally, the Unit provides consultation and communicate comments from the Audit Committee to the working team and operator for further improvement.

Risk Management Committee and Risk Management Team

It consists of managing director, business support department, Accounting and Finance Director and Manager in each department by Business Support Manager as the Chairman of Risk Management Committee which has core responsibilities as follows:

1. To set risk management structure and responsible person for risk management.
2. To consider and approve policies, strategies, framework and plans of risk management.
3. To review and monitor risk management.

5. Assets used in business operations

As at 31 December 2020, the fixed assets that the company uses for business operation have net value after accumulated depreciation is 207,683,961 million baht, details of fixed assets are as follows:

Type of Assets	Net value after accumulated depreciation (Baht)
1. Land	24,220,000
2. Buildings and place for parking and container	20,316,747
3. Furnishings and fixtures	2,797,462
4. Office supplies	506,168
5. Computer equipment	5,928,253
6. Vehicles	107,297,742
7. Containers and container equipment	44,905,966
8. Assets under construction	1,711,623
Total	**207,683,961**

As of 31 December 2020, the Company entered into an asset lease agreement uses for business operation of company group. The agreement period is between 3-20 years. Net assets can be summarized as follows:

Type of Assets	Net Book Value (Baht)
1. Net assets, Land	16,454,458
2. Net assets, Building	1,211,357
3. Net assets, Equipment	1,656,862
4. Net assets, Vehicles	20,205,995
Total	**39,528,672**

As of 31 December 2020, intangible assets use for business operation consist of:

Type of Assets	Net Book Value (Baht)
1. Customer relationship	243,181,487
2. Computer software	6,631,942
Total	**249,813,429**

6. Dispute

-None -

7. Management Discussion and Analysis: MD&A

WICE Logistics Public Co., Ltd. and subsidiary companies are as follows:

Company Name	Business Nature	Established in the country	Shareholding Proportion (%)
WICE Supply Chain Solution Co., Ltd. (Formerly known as "Sun Express (Thailand) Co., Ltd.")	All kinds of Transport and freight, both domestic and international	Thailand	99.99
Euroasia Total Logistics Co. Ltd.	Cross- Border Transport Services	Thailand	40
WICE Logistics (Singapore) Pte.Ltd	All kinds of Transport and freight, both domestic and international	Singapore	70
WICE Logistics (Hong Kong) Limited	All kinds of Transport and freight, both domestic and international	Hong Kong	80
Subsidiaries of WICE Logistics (Hong Kong) Limited			
- Guangzhou WICE Logistics Limited	All kinds of Transport and freight, both domestic and international	China	100
- WICE Logistics (Shenzhen) Limited			70
Subsidiaries of Euroasia Total Logistics Co. Ltd.			
- Euroasia Total Logistics (M) Sdn Bhd	Cross- Border Transport Services	Malaysia	40
- Guangxi Euroasia Total Logistics			100
- Euroasia Total Logistics (China) Co., Ltd.		China	100

Milestone during the year

Acquisition of ordinary shares of WICE Logistics (Singapore) Pte. Ltd.

On 5 May 2020, the company acquired 210,000 ordinary shares of WICE Logistics (Singapore) Pte. Ltd. or 30% of issued shares from non-controlling stakeholders for SGD 5.4 million or 123 million baht. This purchase made the company holds whole number of shares in subsidiary companies with details as follows:

	Consolidated financial statements (Unit: Thousand Baht)
Purchase price of additional investment in subsidiary companies	122,827
Less: Non-controlling interests in subsidiaries	(67,678)
Deficit from changes in shareholding percentage in subsidiaries	55,149

Capital increase of ordinary shares in Euroasia Total Logistics Co., Ltd.

On 23 June 2020, the extraordinary general meeting of shareholders of Euroasia Total Logistics Co., Ltd. approved a capital increase of 30 million baht (3 million in ordinary shares at 10 baht per share). After capital increase, the new registered shares capital was 100 million baht (10 million ordinary shares, par value of 10 baht). The company has invested 12 million baht in the said capital increase and non-controlling interests in subsidiaries have invested 18 million baht in ordinary shares as shareholding proportion. The subsidiary company registered the capital increase with the Ministry of Commerce on 29 June 2020.

Investment in Guangxi Euroasia Total Logistics Co., Ltd. to restructure shareholding of Euroasia Total Logistics Co., Ltd.

Investment in Guangxi Euroasia Total Logistics Co., Ltd. to restructure the shareholding of Euroasia Total Logistics Company Limited. On 15 July 2020, the Board's meeting of Euroasia Total Logistics Co., Ltd. approved an investment in a new company, "Guangxi Euroasia Total Logistics Company Limited", which is a company established in China with a registered capital of CNY 5 million (23 million baht), Euroasia Total Logistics Co., Ltd. has transferred shares of Euroasia Total Logistics (China) Co., Ltd., as a subsidiary in China, including Guangxi Euroasia Total Logistics Company Limited, amounting of CNY 5 million to pay such investment on 16 December 2020.

Establishment a subsidiary of Euroasia Total Logistics Co., Ltd.

On 15 October 2020, the Board's meeting of Euroasia Total Logistics Co., Ltd. approved an investment in a new company, "Euroasia Transport Co., Ltd." which is a company established in Thailand by having the purpose to provide services, manage logistics of moving, storing, collecting and distributing products, raw materials and component parts to importers and exporters both domestically and internationally with registered capital of 5 million baht (500,000 ordinary shares, par value of 10 baht). The said company has called for paid 25% of every capital increase, which Euroasia Total Logistics Co., Ltd. is in the process of shares payment.

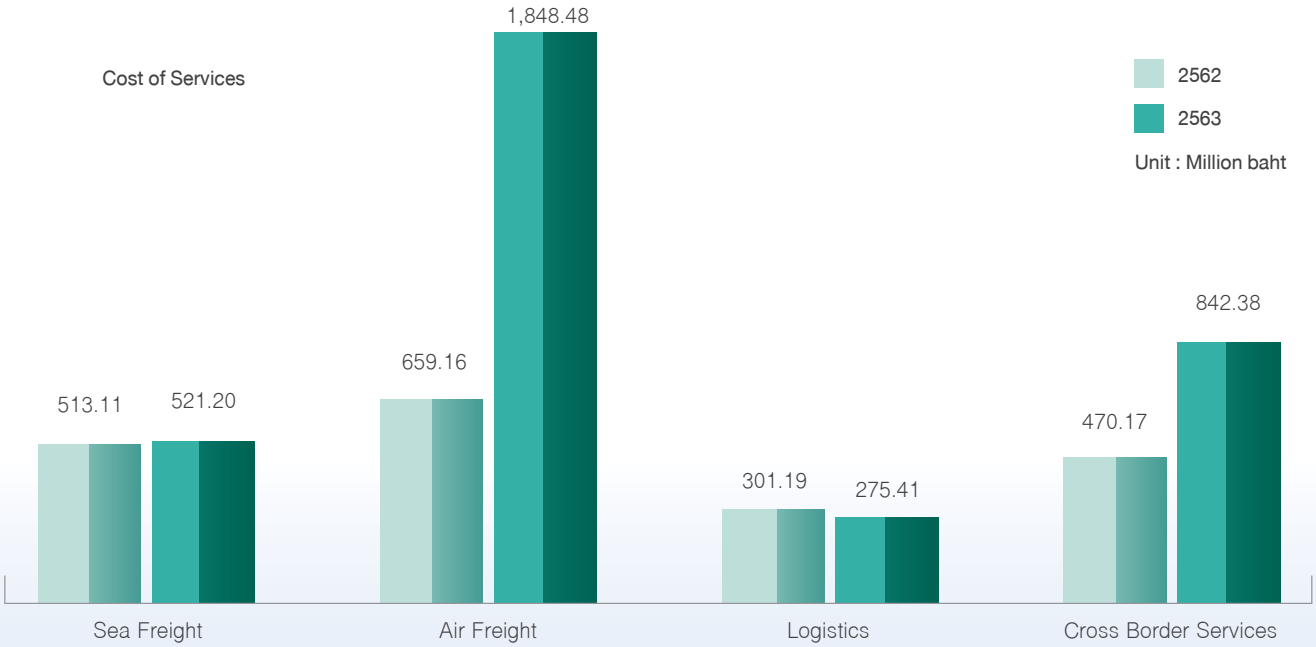
The company's operating results analysis in 2020 can be summarized as follows:

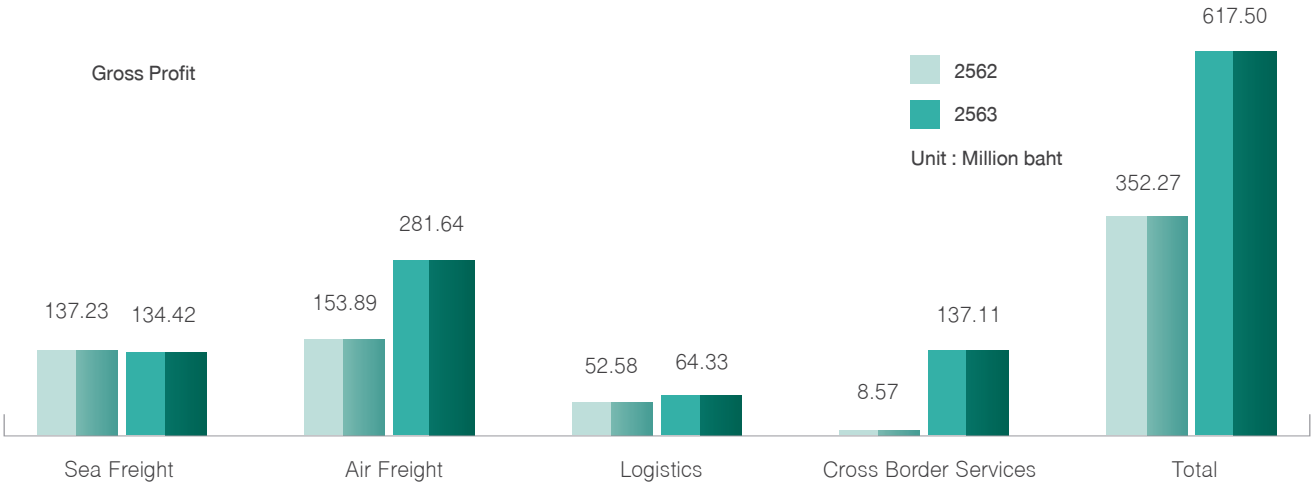
For operating results in 2020, the company's income was 3,995.53 million baht, an increase of 1,774.65 million baht, representing a significantly higher growth rate of 79.91% compared to last year's income. From income increased resulting in net profit in 2020 equal to 201.08 million baht, an increase of 139.11 million baht or representing 224.48% of net profit from last year. The analyzes of aforementioned causes of growth came from the main factor that is the achievement of goals and policy strategies defined by the management team and the supporting factor from operating results in subsidiary companies that is likely to improve and be effective in business continuously.

By the increased income is mainly due to revenues from subsidiary companies such as WICE Logistics (Singapore) Pte. Ltd., WICE Logistics (Hong Kong) Limited and Euroasia Total Logistics (M) Sdn Bhd., that increased income came from customers in an electronic segment with increased transport volumes and the continual increase in air freight.

Business operations can be categorized from consolidated financial

Income from Services





Unit: Million Baht

Description	2019	2020	Increase (Decrease)	%
Income from Services				
1. Sea Freight	650.34	655.62	5.28	0.81
2. Air Freight	813.05	2,130.12	1,317.07	161.99
3. Logistics	353.77	339.74	(14.03)	(-3.97)
4. Cross Border Services	487.74	979.49	500.75	104.60
Elimination	(75.02)	(109.44)	(34.42)	45.88
Total	2,220.88	3,995.53	1,774.65	79.91
Cost of Services				
1. Sea Freight	513.11	521.20	8.09	1.58
2. Air Freight	659.16	1,848.48	1,189.32	180.43
3. Logistics	301.19	275.41	(25.78)	-8.56
4. Cross Border Services	470.17	842.38	372.21	79.16
Elimination	(75.02)	(109.44)	(34.42)	45.88
Total	1,868.61	3,378.03	1,509.42	80.78
Gross Profit				
1. Sea Freight	137.23	134.42	(2.81)	(2.05)
2. Air Freight	153.89	281.64	127.75	83.01
3. Logistics	52.58	64.33	11.75	22.35
4. Cross Border Services	8.57	137.11	128.54	1,499.88
Total	352.27	617.50	265.23	75.29
Gross Profit Margin				
1. Sea Freight	21.10%	20.50%	(0.60%)	
2. Air Freight	18.93%	13.22%	(5.71%)	
3. Logistics	14.86%	18.94%	4.07%	
4. Cross Border Services	1.79%	14.00%	12.21%	
Total	15.86%	15.45%	(0.41%)	

Operating Results by Segment

- **Income from Sea Freight**

For the year 2020 was 655.62 million baht, an increase of 5.50 million baht, accounting for 0.85% of income from the last year and income in Q4/2020 was 219.75 million baht, an increase of 48.79% of income for the same period of last year. The reason for the full year income from sea freight growth only 0.85% is due to drop in auto parts and solar panel customers in early year 2020, but by the end of Q3, customers came back to use the service again by considering from sea freight income in Q4/2020 was grown 48.79%. Sea freight gross profit in 2020 was 134.42 million baht, an increase of 5.09 million baht, accounting for 3.94% of gross profit from the last year and sea freight gross profit in Q4/2020 was 34.30 million baht, an increase of 10.93% of gross profit for the same period of last year due to lack of containers causing sea freight cost was adjusted higher in line with the higher demand, enabling the company could manage to generate more income and profit according to the market mechanism.

- **Income from Air Freight**

For the year 2020 was 2,127.33 million baht, an increase of 1,314.12 million baht, accounting for 161.60% of income from the last year and income in Q4/2020 was 766.09 million baht, an increase of 230.27% of income for the same period of last year due to the increasing adaptation of the electronics industry causing the Company's customers which the most are customers in electronics industry due to increasing of using air freight services along with adjustment in freight cost was adjusted higher in line with the higher demand continuously. Although in Q3, freight was decreased, but still had not returned to normal causing the Company's income from air freight increased. Air freight gross profit in 2020 was 281.64 million baht, an increase of 118.04 Million Baht, accounting for 72.15% of gross profit from the last year and air freight in gross profit in Q4/2020 was 90.39 million baht, an increase of 73.26% by increasing of gross profit due to increase of income.

- **Income from Cross Border Service**

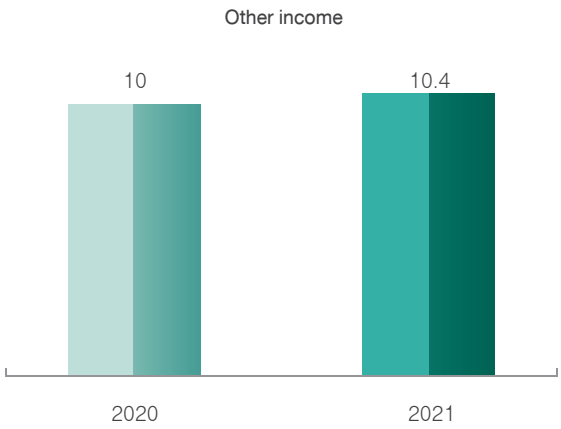
For the year 2020 was 979.49 million baht, an increase of 500.38 million baht, accounting for 104.44% of income from last year and in Q4/2020 income was 372.07 million baht, an increase of 124.37% of income from the same period last year, generated from income under management of Euroasia Total Logistics Co., Ltd. by its most existing customer base is electronic customers. In 2020, customers have more shipping demand causing the company's sales to increase until full capacity service that caused the company must consider to increase their capacity to meet customer's increasing demand while sea transportation was faced with container shortage problem. Likewise, air freight rises up causing many customers switch to use Cross Border Service (CBS) resulted in income from cross border service growth of 104.44%. Gross profit from cross border service in 2020 was 137.11 million baht, an increase of 130.34 million baht, accounting for 1,925.26 % of gross profit from last year and in Q4/2020, gross profit from cross border service was 41.98 million baht, an increase of 439.59%, with a relatively high gross profit due to return trip cost management that was efficiency, resulting in the company profitable by gross profit margin in 2020 was 14%, an increase from the same period last year.

- **Income from Logistics**

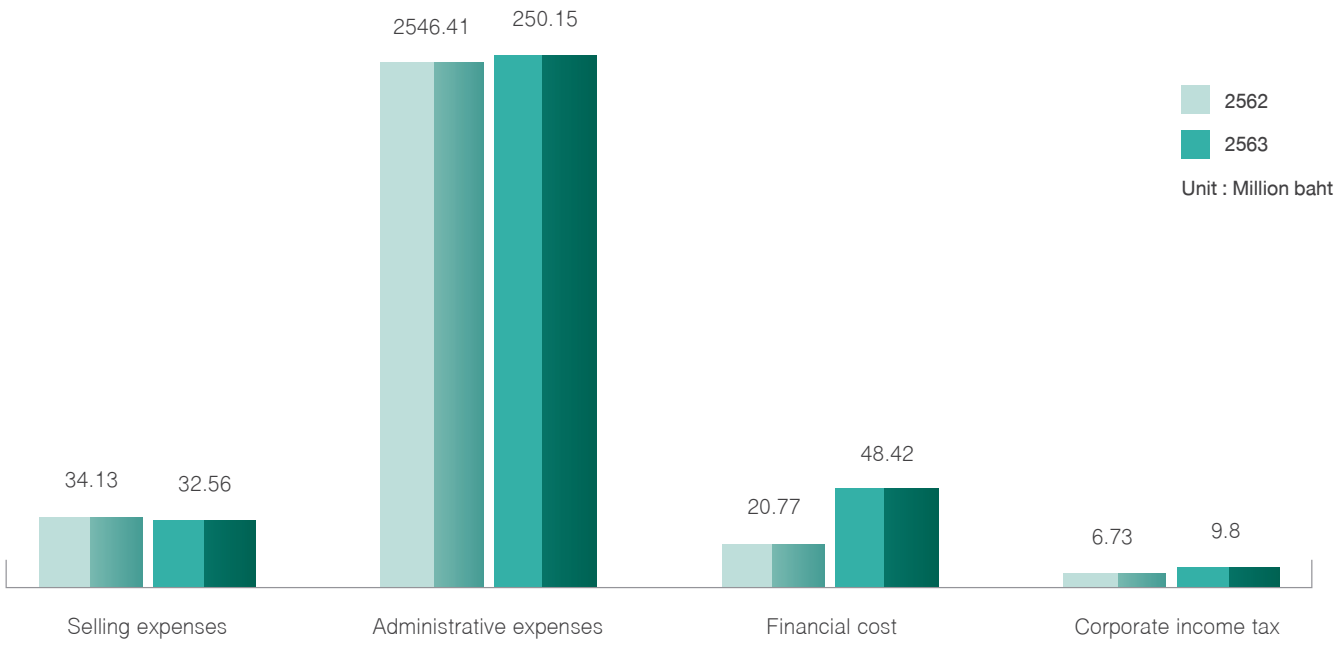
For the year 2020 was 341.62 million baht, a decrease of 12.08 million baht, accounting for 3.42% of income from last year and in Q4/2020, income was 88.32 million baht, an increase of 10.45% of the same period last year due to customers in auto parts segment have reduced their production capacity caused job has been reduced in early 2020 as well which it can see that in Q4/2020, income from logistics raised up caused by customers in auto parts segment back to use transport service. Gross profit from logistics in 2020 was 64.33 million baht, an increase of 11.76 million baht, accounting for 22.37% of gross profit last year and in Q4/2020, gross profit from logistics was 17.23 million baht, an increase of 91.83%.

Comparing income proportion from services in the situation of the fast adjusting air freight, resulting in income proportion from air freight that significantly increased from last year.

Summary of change as income proportion from service as follows:



Other income for the year ended 31 December 2020 was 10.04 million baht, compared with the same period last year was 10.00 million baht, an increase of 0.04 million baht, accounting for 0.40%. This year, the company still has the policy to invest in low-risk investments, resulting in returns similar to last year.



Unit: Million Baht

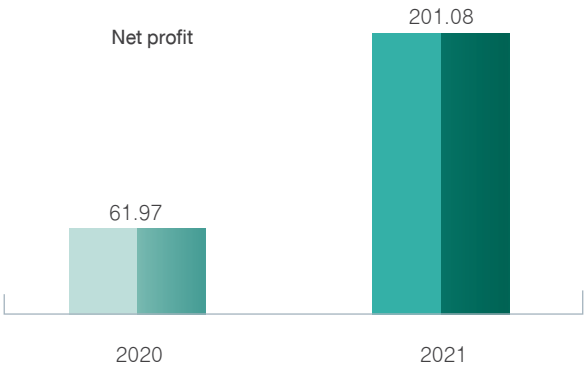
Statement of Comprehensive Income	Consolidated financial statements for 2019	Consolidated financial statements for 2020	Change	
			Increase (decrease)	%
Selling expenses	34.14.	32.55	(1.59)	(4.65)
Administrative expenses	256.41	260.15	3.74	1.46
Impairment loss of financial assets	0.00	0.06	0.06	100.00
Financial expenses	6.73	9.80	3.07	45.68
Corporate income tax	20.77	48.42	27.65	133.15

Selling expenses for the year ended 31 December 2020 and 31 December 2019 was 32.55 million baht and 34.14 million baht, respectively, a decrease of 1.59 million baht, accounting for 4.65% due to Covid-19 pandemic since the beginning of 2020, areas were controlled to prevent outbreaks between controlled area, travel was restricted resulting in the company's travel expenses decreased from last year.

Administrative expenses for the year ended 31 December 2020 and 31 December 2019 was 260.15 million baht and 256.41 million baht, respectively, an increase of 3.74 million baht, accounting for 1.46% resulting from administrative expenses recognition of management Guangxi Euroasia Total Logistics Company Limited. which is a subsidiary of Euroasia Total Logistics Co., Ltd. that had increase of investment activities in 2020, resulting in increase of administrative expenses.

Financial expenses for the year ended 31 December 2020 and 31 December 2019 was 9.80 million baht and 6.73 million baht, respectively, an increase of 3.07 million baht, accounting for 45.68% due to WICE Logistics Co., Ltd. took on loan 80 million baht to purchase 210,000 ordinary shares of WICE Logistics (Singapore) Pte. Ltd., or 30%, resulting in increase of interest expenses this year.

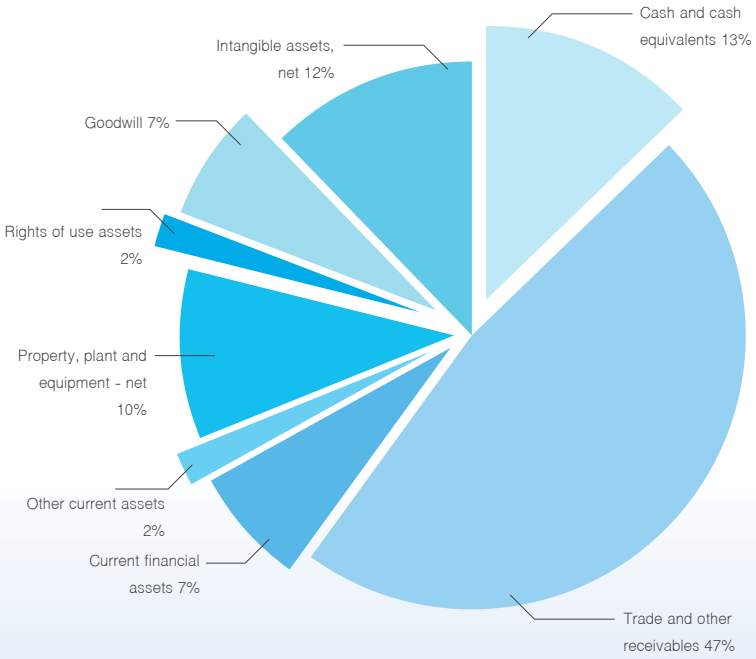
Income tax expense for the year ended 31 December 2020 and 31 December 2019 was 48.42 million baht and 20.77 million baht, respectively, an increase of 27.65 million baht, accounting for 133.15%, resulting in increase of income tax from last year.



Net profit for the year ended 31 December 2020 and 31 December 2019 was 201.08 million baht and 61.97 million baht, respectively. When compared with last year, an increase of 139.11 million baht, accounting for 224.47% resulting from operating results that are achieved according to the company's strategy along with the subsidiaries' operating results continually improve.

Summary of operating in 2020, the company has achieved excellent operating results by revenue in 2020 growth of 79.91% along with net profit has grown exponentially of 224.48% from last year, which is a new high in both revenue and net profit.

Assets



Assets

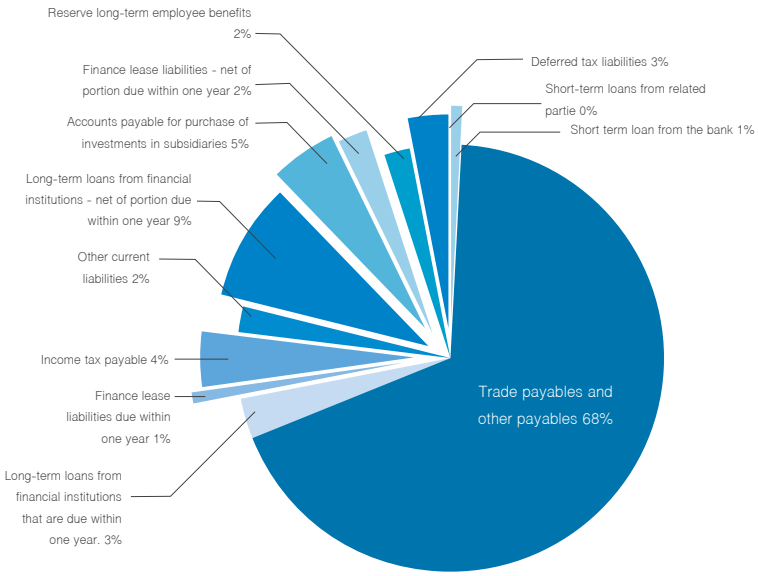
The company has total assets as of 31 December 2020 and 31 December 2019 was 2,045.50 million baht and 1,573.57 million baht, respectively, an increase of 471.93 million baht, accounting for 29.99% as follows:

1. Cash and cash equivalents as of 31 December 2020 and 31 December 2019 was 263.33 million baht and 149.33 million baht, respectively, an increase of 114.00 million baht, accounting for 76.34% due to the company has cash flow resulting from operations by receiving repayment from trade accounts receivable which most was generated from operations in 2020.

2. Current investment as of 31 December 2020 has no balance and 31 December 2019 was 152.69 million baht due to reclassification this year by recording to be current financial assets with balance as of 31 December 2020 was 144.71 million baht, compared with last year decreased by 7.98 million baht, accounting for 5.23% due to the company sold some investment to purchase ordinary shares in subsidiaries.

3. Trade account receivable as of 31 December 2020 and 31 December 2019 was 953.06 million baht and 596.09 million baht, respectively, an increase of 356.97 million baht, accounting for 59.89% due to increase of income from services resulting in increase of account receivable. However, increase of account receivable was classified as account receivable who has ability to pay debt as usual.

4. Right of use as of 31 December 2020 was 39.53 million baht and 31 December 2019 was no amount occurred, showing the raised amount of 39.53 million baht, accounting for 100.00% due to the company has recorded assets used for operating as the right of use to be in line with the Financial Reporting Standard No. 16 regarding lease agreements.



The company had total liabilities as of 31 December 2020 and 31 December 2019 were 1,069.90 million baht and 686.97 million baht, respectively, an increase of 382.92 million baht, accounting for 55.74% by having observation as follows:

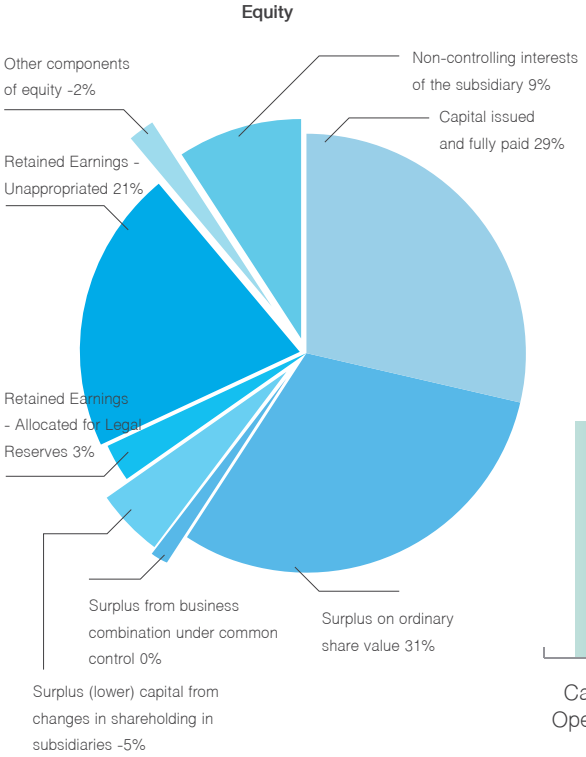
1. Short-term loans from bank as of 31 December 2020 and 31 December 2019 was 11.68 million baht and 6.59 million baht, respectively, an increase of 5.08 million baht, accounting for 77.09% due to Euroasia Total Logistics Co., Ltd. has quite high expansion activities resulting in increasing amount of cash flow, therefore, has to take short-term loans from bank to add the balance of cash flow from such activities.

2. Trade and other payables as of 31 December 2020 and as of 31 December 2019 was 726.99 million baht and 463.87 million baht, respectively, an increase of 263.12 million baht, accounting for 56.72% due to increase of income from service, resulting in cost of services increases based on vary factors making an increase of trade payables from the past year.

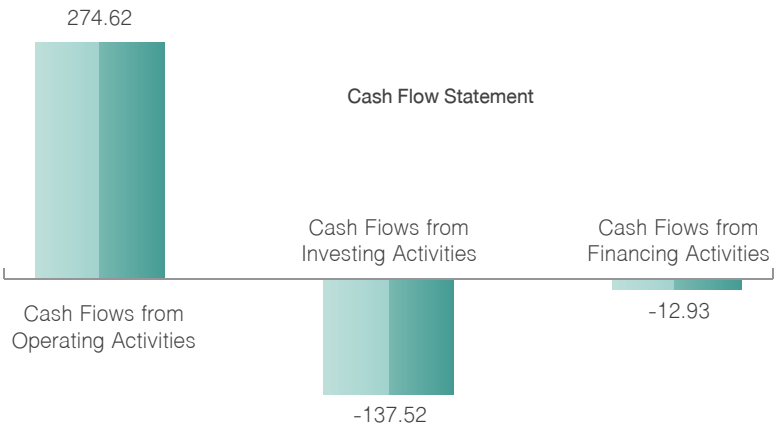
3. Current portion long-term loans from financial institutions as of 31 December 2020 and as of 31 December 2019 were 32.25 million baht and 14.35 million baht, respectively, an increase of 17.91 million baht, accounting for 124.81% and net current portion long-term loans from financial institutions as of 31 December 2020 and as of 31 December 2019 was 99.93 million baht and 45.13 million baht, respectively, an increase of 54.79 million baht, accounting for 121.40% due to loans for purchasing 210,000 ordinary shares of WICE Logistics (Singapore) Pte. Ltd., accounting for 30%, which occurred in May of this year.

4. Current portion financial lease liabilities as of 31 December 2020 and 31 December 2019 were 7.79 million baht and 4.09 million baht, respectively, an increase of 3.70 million baht, accounting for 90.30% and net current portion finance lease liabilities as of 31 December 2020 and as of 31 December 2019 was 21.64 million baht and 3.37 million baht, respectively, an increase of 18.27 million baht, accounting for 541.71% due to loans from bank to purchase container tractor truck for Euroasia Total Logistics (M) Sdn Bhd and WICE Logistics Public Co., Ltd., combining both parts resulted in increase of finance lease liabilities in the financial statements.

5. Deferred tax liabilities as of 31 December 2020 and as of 31 December 2019 were 47.39 million baht and 18.99 million baht, respectively, an increase of 28.40 million baht, accounting for 149.56% due to this year the company had increased of profits including all subsidiaries also, resulting in increased of corporate taxes of this year.



The company has shareholders' equity as of 31 December 2020 and 31 December 2019 was 975.60 million baht and 886.60 million baht, an increase of 89.00 million baht, accounting for 10.04% due to increase in operating profit resulting in shareholder's equity has increased this year also.



Appropriate of capital structure

The liabilities ratio per shareholders' equity as of 31 December 2020 and 31 December 2019 was 1.10 times and 0.77 times. Liabilities per shareholders' equity increase by increased liabilities as current liabilities caused by increased trade account payable in financial statements which presently, liabilities ratio per shareholders' equity is still under appropriate criteria. This is in regard, the company has investment policy and using capital from business operations which most come from shareholders' equity. For such reason, it has a low financial risk by analyzed based on the liquidity ratio as of 31 December 2020 and 31 December 2019 was 1.66 times and 1.77 times, showing that the company still has a relatively high level of liquidity.

Liquidity

Cash flow liquidity

Net cash flow from operating for the year 2020 was 274.62 million baht, which is positive, showing that the company has a good operating cash flow and the amount is close to net profit based on an accrual basis of the financial statements which show the current operations with high cash inflow.

Net cash flow from investment activities for the year 2020 was 137.52 million baht due to the company paid cash to purchase common shares in subsidiaries amounting of 122.83 million baht and purchase fixed assets which most is drum truck for containers and trailer to support the company's growth.

Net cash flow from financing activities for the year 2020 was 12.93 million baht due to the company paid dividends 77 million baht and repayment of loans 42 million baht and cash receipts from borrowing 90 million baht.

8. Information and other important information

8.1 Basic information for Investors

- Name : WICE Logistics Public Company Limited
- Symbol : WICE
- Business type : International Logistics Service and Solution Provider
- Head Office : 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120
- Registration Number : 0107558000156
- Authorized Capital : 325,949,750.00 Baht
- Paid-up Capital : 325,949,750.00 Baht
  Common Stock 651,899,500 Shares
  Preferred Stock (None)
  Par Value0.50 Baht
- Website : www.wice.co.th
- Tel. : (+66) 2681 6181
- Fax : (+66) 2681 6123

Reference person

- Securities Registrar : Thailand Securities Depository Company Limited
  93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
  Tel (+66) 2009 9000 Fax (+66) 2009 9991
  SET Contact Center : (+66) 2009 9999
  Website: www.set.or.th/tsd
- Auditor : Mr.Chayapol Suppasedtanon (Certified Public Accountant No. 3972)
  E Y Office Company Limited
  Lake Ratchada Office Complex Building No. 193 / 136-137, 33 Floor,
  Ratchadapisek Road Khlong Toei District, Bangkok 10110

8.2 Other

- -None-

Part 2

Management and Corporate Governance

9. Securities and shareholders information

9.1 Amount of registered capital and paid-up capital

as of 30 December 2020

Authorized Capital : 325,949,750.00 Baht

Paid-up Capital : 325,949,750.00 Baht

Common Stock 651,899,500 Shares

Preferred Stock (None)

Par Value0.50 Baht

9.2 Shareholder

The first 10 shareholders (as of 30 December 2020)

No	Shareholder	Shares	Ratio (%)
1.	Dr. Araya Kongsoonthorn	146,978,780	22.55
2.	Mr. Chudet Kongsoonthorn	101,139,320	15.51
3.	Ms. Thitimar Tantikulsunthorn	66,857,280	10.26
4.	Ms. Pornpalioa Tantikulsunthorn	45,131,800	6.92
5.	Thai NVDR Company Limited	23,352,000	3.58
6.	Mr. Patadon Kongsoonthorn	22,200,000	3.41
7.	Mr. Ram Tantikulsuntorn	12,637,380	1.94
8.	Ms.Sasithorn Tantikulsunthorn	12,305,700	1.89
9.	Mr. Badin Janjai	9,800,000	1.50
10.	Ms. Tai Wai Fung	9,062,660	1.39
	Total shares held by the top 10 shareholders.	457,510,220	70.182
	Other shareholders	194,389,280	29.818
	Total	651,899,500	100

As of 30 December 2020, the Company has 11 foreign shareholders holding a combined 30,880,821 shares, equivalent to 4.737% of the paid-up capital.

The company has a limitation on the shareholding of foreign shareholders in accordance with Article 13 of the Company's Articles of Association: "The company's shares can be transferred without restrictions. Unless the transfer of shares causes foreigners to have more than forty-nine (49) percent of the total issued shares of the company"

9.3 Dividend payment policy of the company and subsidiaries

The company has a policy to pay dividends to shareholders at the rate of not less than 50% of the net profit less corporate income tax. And legal reserve for the company financial statements However, the aforementioned dividend payment may change. Which will depend on the investment plan, liquidity, necessity and other suitability in the future as the Board of Directors and / or the shareholders of the company. In 2019, the company has profits for the year amounting to 83,136,150 baht, which the Board of Directors has resolved To propose to the shareholders' meeting on 29 April 2020 to approve the dividend payment at the rate of 0.09 baht per share or equal to 70.57% of the profit for the year according to the financial statement. Transportation included

Dividend payout ratio for each year in the past 3 years

Year	Interim dividend (Baht / share)	Annual dividend (Baht / share)	Total (Baht / share)	Dividend payout ratio * (%)
2017	none	0.12	0.12	76.00
2018	none	0.13	0.13	77.22
2019	none	0.09	0.09	70.57

remark: * *Net profit - profit for the year attributable to shareholders of the parent company.*

** *The Board of Directors resolved to propose to the Annual General Meeting of Shareholders on 29 April 2020 to approve the annual dividend payment for 2019 at the rate of 0.09 baht per share.*

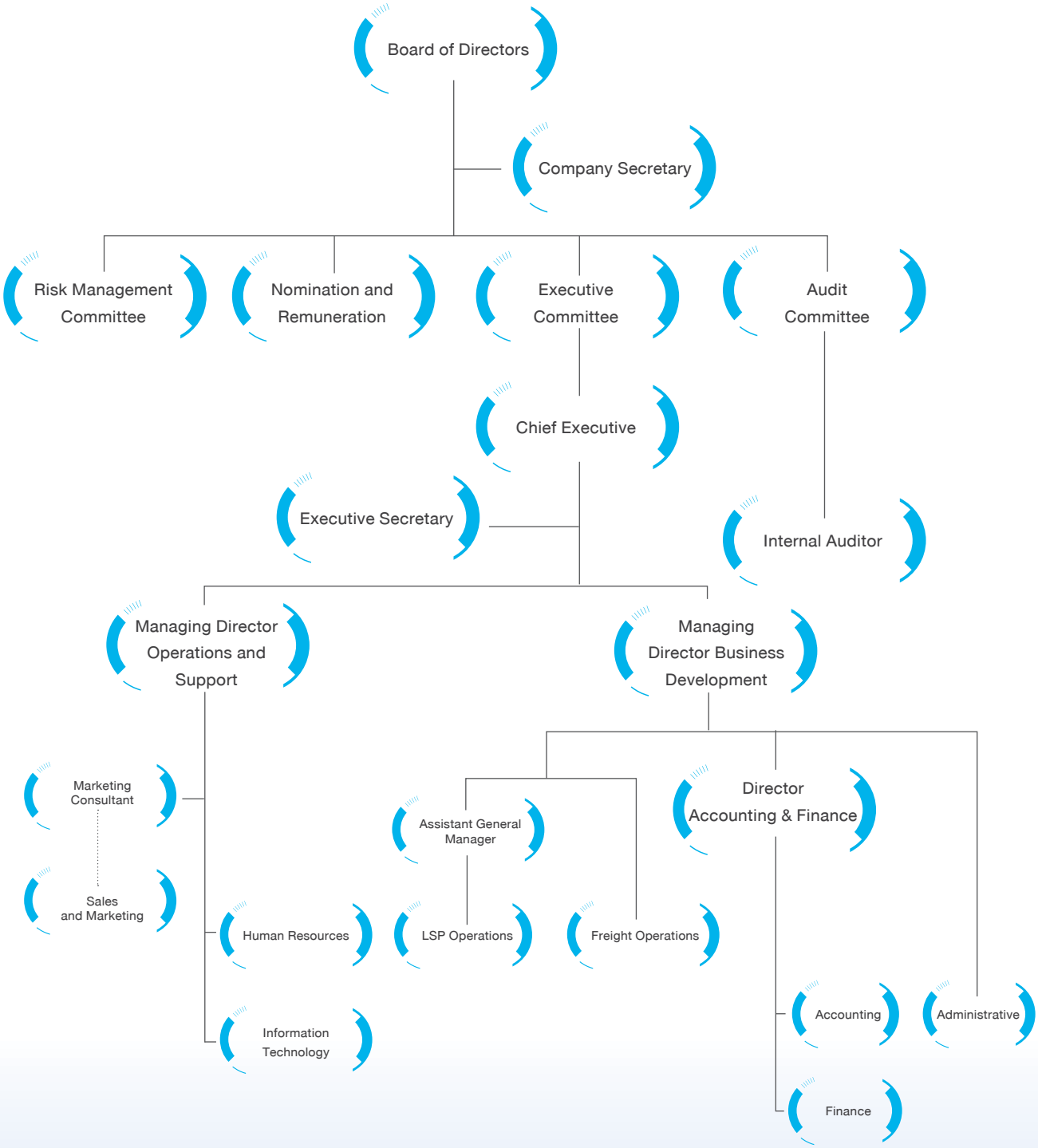
Policies for subsidiaries' dividend payment policy

Dividend policy of the Company's subsidiaries The board of directors of the company has considered and agreed to And propose to the shareholders' meeting of each company for approval each year The dividend payment will be considered from the investment plan as necessary and the dividend will be considered from the investment plan as necessary and other suitable such as the sufficiency of the cash flow of the subsidiary After deducting reserves as specified by law

10. Corporate governance structure and important information about Board, Sub-committees, Executive, Employees and others.

Organization Chart

As of 31 December 2020



Composition of the Board of Directors

The Company has a board and 4 sub-committees appointed by the Board consist of;

(1) Audit Committee, (2) Executive Committee, (3) Nomination and Remuneration Committee, and (4) Risk Management Committee.

The Board consists of experts with knowledge, abilities, expertise, and experience that is useful and essential to the company's business operations such as logistics, finance, accounting, economics, strategy, law, and information technology, etc., according to the certificate of the Ministry of Commerce dated 21 November 2020, the Company has a total of 8 directors, comprise 3 female and 5 male directors. The election of directors is based on a resolution of the shareholders' meeting, criteria and procedures under laws and articles of association which is a suitable amount for the Company's business by the composition are in line with the announcement of the Securities and Exchange Commission and the regulations of the Stock Exchange of Thailand. As well as providing a variety of compositions without exclusion policy of sex, knowledge, expertise, experience and other important qualifications. In addition, the Board can hold a director position in listed companies on the Stock Exchange of Thailand for not more than 5 years and Chief Executive Officer or Managing Director will hold a director position in other companies (listed companies and limited companies) totaling not more than 5 companies. The articles of association stipulated that the Board shall comprise at least 5 directors, having each term of office for 3 years, with at least half of all independent directors but not less than 3 directors. In accordance with a good corporate governance code, independent directors shall have residences in the Kingdom and must be qualified and not prohibited by law.

As of 31 December 2020, the Board consists of;

- 4 independent directors, accounting for 50% of the entire board including Mr. Ekaphol Pongstabhon, Professor Ruth Banomyong (PhD), Mr. Charoenkiat Huthananuntha and Mr. Mr. Komol Rungruanyot.
- 4 directors participate in the management, accounting for 50% of the entire board, including Dr. Araya Kongsoonthorn, Mr. Chudet Kongsoonthorn, Ms. Thitimar Tantikulsuntorn and Ms. Busarin Tuanchaem.

Board of Directors Background

Mr. Ekphol Phongstabhon

Chairman of the Board

Independent Director

Age 57 years

Date of being a director

31 July 2014

21 April 2017 (Renew 1)

26 April 2019 (Renew 2)

Education

- Master degree, MBA (Finance & Marketing), Northwestern University, USA
- Bachelor of Science (Engineering Chemistry), Chulalongkorn University

Trainings/Seminars

- Security Management Program for Senior Executives, Class 1 - The Association of National Defense College of Thailand
- Management Science Program for Senior Executives, Class 5 - Graduate School of Public Administration, NIDA
- National Director Conference (NDC 1/2019) - IOD
- Seminar of Chairman Forum (R-CF 1/2018) on "Digital Transformation-A Must for all Companies"- IOD
- Role of the Chairman Program (RCP) Class 40/2017 - IOD
- Anti-Corruption for Executive Program (ACEP), Class 12/2014 - IOD
- Company Secretary Program (CSP), Class 41/2011 - IOD
- Directors Certification Program (DCP), Class 141/2011 - IOD

Holding a position of Director/Executive

in listed companies with SET: -None-

Holding a position of Director/Executive

in non-listed companies with SET: 1 company

Chairman of WICE Logistics (Singapore) Pte. Ltd, Singapore

Holding a position in other organizations/important special activities: None

Work experiences

2016 - Present	Chairman of the board of WICE Logistics (Singapore) Pte. Ltd., Singapore
2014 - Present	Chairman of the board of WICE Logistics Public Co., Ltd.
2012 - 2020	Managing Director of Tipco Foods Public Co., Ltd.
2009 - 2012	Managing Director of Thai Film Industries Public Co., Ltd.
2006 - 2012	Acting Managing Director of Thai Copper Industry Public Co., Ltd.

Number of the company's ordinary shares holding (As of 31 December 2020)

of oneself: None

Spouse/underage children: None

Family relationship with other directors,

executives or major shareholders of the company or subsidiaries: None

Professor Ruth Banomyong (PhD)

Chairman of the Audit Committee

Independent Director

Age 54 Year

Date of being a director

31 July 2014

26 April 2018 (Renew 1)

29 April 2020 (Renew 2)

Education

- Doctor of Philosophy (Ph.D.) International Logistics, Cardiff Business School, Cardiff University, Wales, United Kingdom
- Master's degree, Maitrise en Droit des Affaires Internationales (L.L.M International Business Law), Universite de Paris I ,Pantheon -Sorbonne, France
- Bachelor's degree, Licence en Droit International (L.L.B International Law), Universite de Paris I, Pantheon-Sorbonne, France

Trainings/Seminars

- Ethical Leadership Program (ELP), Class 18/2020 - IOD
- Director Accreditation Program (DAP), Class 44/2004 - IOD
- Audit Committee Program (ACP), Class 13/2006 - IOD
- Director Certification Program (DCP), Class 103/2007 - IOD

Holding a position of Director/Executive

in listed companies with SET: 1 company

Chairman of the Audit Committee of Sea Oil Public Co., Ltd.

Holding a position of Director/Executive

in non-listed companies with SET: 2 companies

Director of Global Insight Co., Ltd.

Director of Living Head Quarter Co., Ltd.

Holding a position in other organizations/important special activities: 1 company

Dean of Faculty of Commerce and Accountancy Thammasat University (TU)

Work experiences

2014 - Present	Chairman of the Audit Committee of WICE Logistics Public Co., Ltd.
2014 - 2018	Chairman of the Audit Committee C.P.L. Group Public Co., Ltd.
2001 - Present	Chairman of the Audit Committee of Sea Oil Public Co., Ltd.
1996 - Present	Director of Global Insight Co., Ltd.
	Director of Living Head Quarter Co., Ltd.

Number of the company's ordinary shares holding (As of 31 December 2020)

of oneself: None

Spouse/underage children: None

Family relationship with other directors,

executives or major shareholders of the company or subsidiaries: None

Mr. Charoenkiat Huthananuntha

Chairman of the Nomination and Remuneration Committee

Audit Committee

Independent Director

Age 71 Year

Date of being a director

31 July 2014

21 April 2017 (Renew 1)

29 April 2020 (Renew 2)

Education

- Bachelor of Science, Industrial Computer Technology King Mongkut's Institute of Technology Ladkrabang

Trainings/Seminars

- Enterprise Risk Management, Class 11, Chulalongkorn University
- Director Accreditation Program (DAP), Class 111/2014 - IOD
- High Vocational Certificate, Telecommunication, King Mongkut's Institute of Technology Ladkrabang

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

in non-listed companies with SET: None

Holding a position in other organizations/important special activities: None

Work experiences

2014 - Present	Chairman Nominating & Remuneration Committee of WICE Logistics Public Co., Ltd. Audit Committee of WICE Logistics Public Co., Ltd.
2002 - 2012	Vice President of Logistics, Utac Thai Co., Ltd.

Number of the company's ordinary shares holding (As of 31 December 2020)

of oneself: 15,000 shares

Spouse/underage children: None

Family relationship with other directors,

executives or major shareholders of the company or subsidiaries: None

Mr. Komol Rungruanyot

Audit Committee

Independent Director

Age 59 years

Date of being a director

11 August 2020

Education

- Master of Business Administration, National Institute of Development Administration (NIDA)
- Bachelor's degree of Computer Science and Economics Finance; Cornell College, Iowa

Trainings/Seminars

- Director Accreditation Program (DAP), Class 171/2020 - IOD

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

in non-listed companies with SET: None

Holding a position in other organizations/important special activities: None

Work experiences

2020 - Present	Audit Committee of WICE Logistics Public Co., Ltd.
2010 - 2020	Vice President, APL Logistics South East Asia Region

Number of the company's ordinary shares holding (As of 31 December 2020)

of oneself: None

Spouse/underage children: None

Family relationship with other directors,

executives or major shareholders of the company or subsidiaries: None

Dr. Araya Kongsoonthorn

Chief Executive officer

Nomination and Remuneration Committee

Age 56 years

Date of being a director

31 July 2014

26 April 2018 (Renew)

Education

- Ph.D. Doctor of Business Administration, Industry Development and Human Resources Faculty of Business and Industrial Development, King Mongkut's University of Technology North Bangkok
- Master of Management, Faculty of General management, Management College, Mahidol University
- Bachelor of Accounting, Financial, The University of the Thai Chamber Commerce

Trainings/Seminars

- Senior Executive, Capital Market Academy, Class 30 - IOD
- CFO's Orientation Course for New IPOs Class 3 -SET
- Seminar of TLCA CFO Professional Development Program (TLCA CFO CPD) 2019 No. 2/2019 - Thai Listed Companies Association
- Research Alliance 2018 (R-RA 1/2018) - IOD
- Collective Action Against Corruption Conference (C-Conference 1/2018) - IOD
- Seminar the 15th Logistics People, Royal Thai Army Club
- Family Business Event (M-FBE 3/2017) - IOD
- Directors Certification Program (DCP), Class 181/2013 - IOD

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

in non-listed companies with SET: 5 companies

Director of Euroasia Transport Co., Ltd.

Director of Euroasia Total Logistics Co., Ltd.

Director of WICE Logistics (Hong Kong) Ltd., Hong Kong

Director of WICE Logistics (Singapore) Pte. Ltd, Singapore

Director of WICE Supply Chain Solutions Co., Ltd.

Holding a position in other organizations/important special activities: 2 companies

Association Secretary of Thai International Freight Forwarders Association (TIFFA)

Director of Human Capital Management Club (HCM Club), Thai Listed Companies Association

Work experiences

2020 - Present	Director of Euroasia Transport Co., Ltd.
2018 - Present	Director of Euroasia Total Logistics Co., Ltd.
2018 - Present	Director of WICE Logistics (Hong Kong) Ltd., Hong Kong
2016 - Present	Director of WICE Logistics (Singapore) Pte. Ltd, Singapore
2014 - Present	Chief Executive Officer of WICE Logistics Public Co., Ltd.
	Nomination and Remuneration Committee of WICE Logistics Public Co., Ltd.
2006 - Present	Director of WICE Supply Chain Solutions Co., Ltd.

Mr. Chudet Kongsoonthorn

Executive Managing Director

Managing Director – Business Development

Age 57 years

Date of being a director

31 July 2014

21 April 2016 (Renew 1)

26 April 2019 (Renew 2)

Education

- Bachelor of Commerce, Merchant Marine, Thammasat University

Trainings/Seminars

- Senior Executive, Capital Market Academy, Class 24 - IOD
- Director Accreditation Program (DAP), Class SEC/2014 - IOD

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

In non-listed companies with SET: 5 companies

Director of Euroasia Transport Co., Ltd.

Director of Euroasia Total Logistics Co., Ltd.

Director of WICE Logistics (Hong Kong) Ltd., Hong Kong

Director of WICE Logistics (Singapore) Pte. Ltd, Singapore

Director of WICE Supply Chain Solutions Co., Ltd.

Holding a position in other organizations/important special activities: None

Work experiences

2020 - Present	Director of Euroasia Transport Co., Ltd.
2018 - Present	Director of Euroasia Total Logistics Co., Ltd.
2018 - Present	Director of WICE Logistics (Hong Kong) Ltd., Hong Kong
2016 - Present	Director of WICE Logistics (Singapore) Pte. Ltd, Singapore
2014 - Present	Managing Director - Business Development of WICE Logistics Public Co., Ltd.
2006 - Present	Director of WICE Supply Chain Solutions Co., Ltd

Ms. Thitimar Tantikulsuntorn

Executive Managing Director

Managing Director – Operations and Support

Chairman of Risk Management Committee

Nomination and Remuneration Committee

Age 55 years

Date of being a director

31 July 2014

21 April 2016 (Renew 1)

26 April 2018 (Renew 2)

Education

- Master Degree, Journalism, Sriprathum University
- Bachelor of Business Administration, Finance, The University of the Thai Chamber of Commerce

Trainings/Seminars

- Management Science Program for Senior Executives, Class 6 - Graduate School of Public Administration, NIDA
- Advance Risk Management - Federation of Accounting Professions
- Seminar the 15th Logistics People, Royal Thai Army Club
- HCM Forum ""People strategy is business strategy" - Thai Listed Companies Association
- Seminars of Next Step Thailand: EEC Thai strategy connecting the world, Bangkokbiznews
- Ethical Leadership Program (ELP), Class 10/2017 - IOD
- Anti-Corruption the Practical Guide (ACPG), Class 42/2017 - IOD
- Director Accreditation Program (DAP), Class SEC/2014 - IOD

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

in listed companies with SET: 1 company

Director of WICE Supply Chain Solutions Co., Ltd.

Holding a position in other organizations/important special activities: None

Work experiences

2016 - Present	Director of WICE Supply Chain Solutions Co., Ltd.
2014 - Present	Chairman of Risk Management Committee of WICE Logistics Public Co., Ltd.
	Nomination and Remuneration Committee of WICE Logistics Public Co., Ltd.
	Managing Director - Corporate Support of WICE Logistics Public Co., Ltd.

Ms. Busarin Tuanchaem

Director

Risk Management Committee

Age 45 years

Date of being a director

22 February 2018

Education

- Master of Business Administration, Finance (MBA), Ramkhamhaeng University
- Bachelor of Business Administration, Accounting, Ramkhamhaeng University
- Bachelor of Economics, Business Economics, Sukhothai Thammathirat University

Trainings/Seminars

- Analysis current, knowing the future through financial statements for 2019, Federation of Accounting Professions
- Analysis cash Flow statement and cash flow management for 2019, Federation of Accounting Professions
- Director Accreditation Program (DAP), Class 148/2018 - IOD
- Strategic CFO in Capital Markets Program, Class 5/2017 - SET
- Company Secretary Program, Class 65/2015 - IOD

Holding a position of Director/Executive

in listed companies with SET: None

Holding a position of Director/Executive

in non-listed companies with SET: None

Holding a position in other organizations/important special activities: None

Work experiences

2018 - Present	Risk Management Committee of WICE Logistics Public Co., Ltd. Director of Accounting and Finance of WICE Logistics Public Co., Ltd.
2015 - Present	General Manager of Accounting and Finance of WICE Logistics Public Co., Ltd.

Company Secretary Background

Ms. Poramaporn Chamnongsuk

Age 31 years

Education

- Bachelor of Laws, Ratana Bundit University

Trainings/Seminars

- Anti-corruption: The practical Guide (ACPG), Class 52/2020 - IOD
- Company Secretary Forum (R-CSF 1/2019) - IOD
- Corruption Risk & Control: Technical Update (CRC), Class 3/2019 - IOD
- Effective Minutes Taking (EMT), Class 42/2018 - IOD
- Board Reporting Program (BRP), Class 26/2018 - IOD
- Company Secretary Program (CSP), Class 84/2017 - IOD
- Company Reporting Program (CRP), Class 19/2017 - IOD
- Thai Intelligent Investors Program (TIIP-17), Thai Investor Association
- Advances for Corporate Secretaries 1/2016, Thai Listed Companies Association
- Fundamentals for Corporate Secretaries 1/2016), Thai Listed Companies Association
- Strategic CSR Management, Class 3, SET
- CSR for Corporate Sustainability, Class 6, SET

Work experiences

2015 - Present Company Secretary of WICE Logistics Public Co., Ltd.

10.1 Board of Directors

As of 31 December 2020, the directors appointed by the resolution of the 2020 shareholders' meeting consist of 8 [1] as follows:

Name	Position
1 Mr. Ekaphol Pongstabhon	Independent Director
	Chairman of the Board
2 Professor Ruth Banomyong (PhD)	Independent Director
	Chairman of the Audit Committee
3 Mr. Charoenkiat Huthananuntha	Independent Director
	Chairman of the Nomination and Remuneration Committee
	Audit Committee
4 Mr. Komol Rungruanyot [2]	Independent Director
	Audit Committee
5 Dr. Araya Kongsoonthorn	Managing Director
	Nomination and Remuneration Committee
6 Mr. Chudet Kongsoonthorn	Managing Director
7 Ms. Thitimar Tantikulsuntorn	Managing Director
	Chairman of Risk Management Committee
	Nomination and Remuneration Committee
8 Ms. Busarin Tuanchaem	Managing Director
	Risk Management Committee

Remark: (1) During January and 13 May 2020, Mrs. Wandee Patiwejwong held a position of an independent director and audit committee.

(2) Have been appointed as a director to replace of the resigned director by resolution of the Board's Meeting No. 4/2020 on 11 August 2020

Directors who resigned during 2020 are as follows:

Name	Position	Period of holding office
1 Mrs. Wandee Patiwejwong	Independent Director/Audit Committee	26 April 2019 - 13 May 2020

Authorized Directors

Authorized directors who sign and be binding on behalf of the company according to the articles of association and certificate of juristic registration, Department of Business Development, the Ministry of Commerce as of 21 November 2020 are 2 of 4 directors jointly sign and affix with the company seal, namely Dr. Araya Kongsoonthorn or Mr. Chudet Kongsoonthorn or Ms. Thitimar Tantikulsunthorn or Ms. Busarin Tuanchaem.

Scope, powers, duties and responsibilities of the Chairman

1. Being a leader who is responsible for effectiveness of the Board, maintain the Board's trust and ensure that performance the Board and Sub-committees is in line with corporate governance standards.
2. To set the agenda with assistance from CEO and company secretary which agenda should focus on strategies, operational, value creation and functional responsibilities and ensure that issues related to said agenda are considered by the Board. The chairman of the board is responsible for ensuring directors to perform their duties responsibly and carefully, comply with all applicable laws and regulations and in the best interest of an organization.
3. To communicate the board resolution to departments within an organization as it deems appropriate. The chairman of the board is responsible for ensuring that communication with shareholders, government agencies and stakeholders are productive and opinions were understood by the board.
4. To ensure that directors receive adequate, accurate, relevant and timely information, especially information about operations of the Company and subsidiary companies. Board decisions should be made on the basis of adequate discretion and information and allow opinions to be discussed and talked.
5. To ensure that there is a good working relationship between directors both executive directors and non-executive directors are allocated sufficient time for consideration in every agenda especially in strategic issues.
6. To ensure that the Board understands nature and level of key risk appetite in the strategy implementation including continually reviewing the effectiveness of risk management and internal control system.
7. To acknowledge useful and necessary business information from senior executives, providing advice and supporting CEO to develop strategies.
8. To promote effective relationships and communication between non-executive directors and senior executives.
9. To ensure that operations and effectiveness of directors and sub-committees are formally assessed annually.
10. To ensure that executive has performed and/or monitor to take appropriate action based on recommendations or resolutions of the Board and sub-committees.

Scope, powers, duties and responsibilities of the Board

1. To approve corporate governance policy and supervise corporate governance as well as the disclosure of corporate governance information.
2. To approve the Company's vision, mission and corporate culture.
3. To approve and supervise the Company's business models, strategies, budget plans and company policies.
4. To approve merger and acquisitions, investments, liquidation and transactions relating to transferring of high-risk assets and impact on the Company to comply with the risk management policy and strategy as well as the acceptable risk level.
5. To ensure and monitor effective whistleblowing policy and internal control system.
6. To approve a framework of good risk governance and supervise to instill of a risk culture as well as a remuneration structure in line with a risk culture.
7. To provide a reliable accounting, financial reporting and auditing system and monitor financial liquidity and debt repayment ability, including plans or mechanisms for solving problems when occurring.
8. To supervise for providing IT management and IT security measures.
9. Board, CEO and Senior Executive are together to behave as a role model for creating a corporate culture that adheres on legal compliance and honesty.

10. To report the Company to know interests of their own and related people which it is interests in management of the Company or subsidiary companies.
11. To develop knowledge and capability in working continuously, attend training or participate in courses related to the perfor mance of Board's duties or seminars to enhance knowledge in working continuously.
12. To support the Company to comply with all forms of anti-corruption for progress and sustainable growth.
13. To select and appoint suitable persons to hold a position of the Chairman and Directors from those nominated by the Nomination and Remuneration Committee.
14. To oversee the annual performance assessment of the whole Board and individual director in both self-assessment and cross-evaluation methods or assessment by an external appraiser (if necessary).
15. To select, appoint and evaluate suitable persons to hold a position of Chief Executive Officer as well as succession plans from those nominated by the Nomination and Remuneration Committee.
16. To cooperate with the CEO and Senior Executive in formulating the overall Company's direction and strategy that considers the sustainable business operation and make sure that strategies were implemented in a consistent manner, under the good corporate governance policy to create long-term value for shareholders.
17. To consider and appoint sub-committees, namely Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Executive Committee to perform duties as assigned by the Board.
18. To consider and appoint a company secretary to responsible and prepare important work of the Board to comply with the relevant laws and regulations. Responsibilities of the Company secretary include monitoring the performance based on resolutions of the Board, holding the Board and shareholders' meetings, sending meeting invitations, recording minutes of meetings and other duties according to relevant laws and regulations.

In addition, implementation of the Board of Directors shall be approved by the shareholders' meeting before implementation on various matters as follows:

- Entering into connected transactions and acquisition or disposal of important assets as required by law and the Capital Market Supervisory Board.
- Selling or transferring the whole or significant part of the company to third parties.
- Purchasing or acquisition from other companies to the Company.
- Adding or changing the memorandum of association or articles of association.
- Increase/Decrease registered capital.
- Issuance of debentures for public offering.
- Liquidation/Merger with another company.
- Declaration of annual dividends.
- Any other business that is required by law/ articles of association requiring approval from the shareholders' meeting.

The Board may authorize powers to other committees or any person to perform any action on behalf of the Board. By such authorization or sub-authorization shall not have the characteristics that allow the grantee to approve transactions that may affect oneself or someone who may have a conflict (as defined in the Notification of the Securities and Exchange Commission), having any interest or conflict of interest with the Company and/or its subsidiary companies.

10.2 Audit Committee

As of 31 December 2020, the Audit Committee appointed by the Board consists of 3 independent directors as follows:

Name	Position
1 Professor Ruth Banomyong (PhD) (1)	Chairman of Audit Committee
2 Mr. Charoenkiat Huthananuntha	Audit Committee
3 Mr. Komol Rungruanyot (2)	Audit Committee

Miss Nipapan Dunlanee, internal audit performs duties as secretary of the audit committee.

Remark (1) Professor Ruth Banomyong (PhD) has sufficient knowledge and experience in accounting and finance to review reliability of financial statements.

(2) Mr. Komol Rungruanyot has appointed to hold an office of Audit Committee to replace resigned director on 11 August 2020.

Composition of the Audit Committee

Composition of the Audit Committee comprises not less than 3 independent directors and has an office term of 3 years or end of office term upon termination or resignation or removal. In this regard, directors who retired by rotation may be re-elected by the board of directors again which shall have complete qualifications, duties and responsibilities in accordance with the rules prescribed in the Securities and Exchange Commission Notification and scope of operations according to the Capital Market Supervisory Board Notification.

Scope, powers, duties and responsibilities of Audit Committee

1. To review a financial reporting system and disclosure of information in financial statements in accordance with financial reporting standards and promoting to develop financial reporting systems equally to international financial reporting standards.
2. To consider the related party transaction, the acquisition or disposal of assets or transactions that may have a conflict of interest to be in accordance with laws and requirements of Securities and Exchange Commission and Stock Exchange of Thailand.
3. To review the company to have risk management processes, work processes, controls, supervision for operations and information technology and keeping data security and effective communication network to comply with international standards.
4. To review the company to have anti-corruption process comply with guidelines of various supervision agencies as effectively include Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), Thai Institute of Directors (IOD) and National Anti-corruption Commission. Start from promoting, raising awareness, risk assessment, internal control, creating work system for preventative, report of violations, audit until reviewing self-assessment on anti-corruption measures as has been audited and assessed.
5. To review the company to have a process to control and monitor operations in accordance with the securities and exchange law, regulations, rules and other laws related to the company's business.
6. To review the company to have an appropriate and effective internal control and internal audit system according to generally accepted international methods and standards and considers the "Form for internal control system adequacy assessment" which had audited and assessed already to ensure that the company has sufficient internal control systems and present to the board of directors for consideration.
7. To review and summarize fraud investigation results and determine preventive measures within an organization including review internal processes of the company regarding clues and receiving complaints.

8. To review to have preventative work systems that benefit to agencies in order to increase efficiency and effectiveness in the operation to be better.
9. To select and appoint independent auditors and proposing to the removal of auditors in a case that it is considered they are unable to perform duties or neglect to perform duties or perform duties incorrectly including proposing remuneration for the company's auditors and evaluate performance efficiency of auditors.
10. To prepare a report of Audit Committee by disclosing in the company's annual report which such report shall be signed by the chairman of Audit Committee and have opinions on various matters according to requirements of the SET.
11. To review and comment on the operation of internal audit office and coordinate with auditors to hold a meeting with auditors without the management attend the meeting at least once a year.
12. To consider and approve the internal audit plan, budget, as well as approve the appointment, removal, transfer, or termination of the internal audit officers.
13. To consider the independence of the internal audit agencies by considering duties and reports including chain of command and review to have performance appraisal of auditing in accordance with international standards.
14. To review to ensure that the audit committee has a performance assessment of the audit committee as a whole and self-assessment on an annual basis.
15. Being responsible for any other tasks as assigned by the board of directors.

Performance based on scope of duties and responsibilities, Audit Committee shall have power to call, order management, department chiefs or relevant employees of the company to give an opinion, attend a meeting or submit documents that it considers necessary. The audit committee will perform duties within scope of duties and responsibilities under the board of directors' orders which the board of directors is a person who responds directly to the Company's operations for shareholders, stakeholders and general public.

Responsibilities of the Audit Committee

In case the audit committee is informed by auditors about suspicious behavior of directors, managers or persons responsible for business operation of the company, which may violate paragraph 2 of Section 281/2, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act, the audit committee is to investigate the case and submit a preliminary report to the Securities and Exchange Commission (SEC), as well as to the auditor, within 30 days of the date it is informed.

Upon finding or having doubt about the following actions or transactions, which may significantly affect the financial position and performance of the company, the audit committee is to report such events to the board of directors in order to find remedy within a period deemed appropriate by the audit committee:

(1) Transactions that occurred conflicts of interest.

(2) Fraud or irregular events or material flaws in the internal control system.

(3) Violations of laws pertaining to Securities and the Stock Exchange, the regulations of the Stock Exchange, or laws pertaining to the company's business.

If the board of directors or management fails to remedy the issues within the timeline specified by the audit committee, a member of the audit committee may report the issue to the SEC or the SET.

The audit committee's meetings held in 2020, totaling 4 meetings and 1 meeting along with auditors to be a specific case to perform duties in accordance with the scope of duties and responsibilities specified in the charter and as assigned by the board of directors together with to report performance to the board of directors quarterly and prepare a report to shareholders in the annual report.

10.3 Nomination and Remuneration Committee

As of 31 December 2020, the Nomination and Remuneration Committee has been appointed by the Board consists of 3 directors as follows:

Name	Position
1 Mr. Charoenkiat Huthananuntha	Chairman of the Nomination and Remuneration Committee
2 Dr. Araya Kongsoonthorn	Nomination and Remuneration Committee
3 Ms. Thitimar Tantikulsuntorn	Nomination and Remuneration Committee

Ms. Poramaporn Chamnongsuk, a company secretary performs duties as secretary of nomination and remuneration committee.

Composition of the Nomination and Remuneration Committee

Composition of the Nomination and Remuneration Committee consists of not less than 3 directors which the chairman of Nomination and Remuneration Committee shall be independent directors and has the office term of 3 years or end of office term upon termination or resignation or removal.

Scope, powers, duties and responsibilities of Nomination and Remuneration Committee

Nomination

1. To set policies, criteria and methods for nominating directors and top management and propose to the Board for approval.
2. To select and nominate qualified persons to the Board for holding an office as follows:
   - Directors
   - Directors in other committees
   - Chief Executive
3. To consider and review appropriateness for holding office of directors in case changing related to the qualifications of the directors.
4. To suggest methods for performance appraisal of the board of directors, various sub-committees and the chairman by considering and revising annually including monitor and summarize assessment results to the Board for acknowledgment in order to improve the operational efficiency and enhance the knowledge and capability of the directors.
5. To set qualifications of persons who will hold office of directors to comply with the company's business strategy and setting the process of nominating directors to replace the directors who retired by rotation. By considering to recruit directors who have diverse qualifications in terms of skills, experience, gender and specific talents that are beneficial to the Company.
6. To nominate appropriate persons for holding office of directors to replace the directors who retired by rotation or other reasons. By considering the board structure's diversities in order to propose to the board of directors and/or the shareholders' meeting for consideration to approve.
7. To prepare a succession plan for Chief Executive Officer or managing director to propose to the board of directors for consideration.

Remuneration

1. To consider, review and formulate policies, criteria for remuneration and other benefits to directors and sub-committees appointed by the Board includes an annual bonus.
2. To ensure that the directors receive suitable remuneration for their duties and responsibilities. By directors who are assigned additional duties and responsibilities should receive suitable remunerations for their assigned duties and responsibilities.

3. To consider, review and suggest if there are any changes about charter of the nomination and remuneration committee to the Board in order to request an approval for improving that suitable and always up to date.
4. To disclose the remuneration policy and form of director's remuneration, including preparing and disclosing a Nomination and Remuneration Committee report which covering objectives, operations and opinions of the Nomination and Remuneration Committee in the annual report.
5. To report the Company's operation to the Board regularly.
6. To perform other duties as assigned by the Board with approval of the Nomination and Remuneration Committee.

For the performance of duties and responsibilities, the nomination and remuneration committee shall have the power to summon, instruct the management, agency heads or employees who involved to give an opinion, attend a meeting or submit documents that it deems relevant and necessary.

In 2020, two meetings of the nomination and remuneration committee were held to perform duties comply with the scope of duties and responsibilities specified in the charter.

10.4 Risk Management Committee

As of 31 December 2020, the Risk Management Committee has been appointed by the Board consists of 3 directors as follows:

Name	Position
1 Ms. Thitimar Tantikulsuntorn	Chairman of Risk Management Committee
2 Ms. Busarin Tuanchaem	Risk Management Committee
3 Ms. Somjai Purachako (1)	Risk Management Committee

Ms. Poramaporn Chamnongsuk, a company secretary performs duties as secretary of Risk Management Committee.

Remark: (1) Ms. Somjai Purachako, an executive, has appointed as Risk Management Committee on 11 August 2020.

Composition of the Risk Management Committee

Composition of the risk management committee consists of not less than 2 directors and not less 1 company's executive, has the office term of 3 years or end of office term upon termination or resignation or removal.

Scope, powers, duties and responsibilities of Risk Management Committee

1. To set and review framework of risk management, charter, policies and management processes including suggest guideline for risk management relating to the company's business operations appropriately, efficiently and comply with direction, strategic, business plan implementation and situation that changed.
2. To ensure that senior management, including Risk Management Working Group comply with risk management policy and strategy, as well as the acceptable risk level.
3. To supporting and develop risk management at all levels throughout the organization including tools continuously and effective also promoting the risk management culture development.
4. To supervise, monitor and review risk management plans and reports along with giving advice to ensure that risk management is effective and appropriate at an acceptable level and conform with the risk management policies.

5. To report important risk management results to the Board in case that there is important factors or situations that may affect the company significantly, shall report to the board of directors for quick consideration.
6. Being responsible for any other tasks as assigned by the board of directors.

For the performance of duties of the Risk Management Committee may request an opinion from an independent consultant when considering that it is necessary and appropriate by the company is responsible for the expenses.

In 2020, four meetings of the Risk Management Committee were held to perform duties in accordance with the scope of duties and responsibilities specified in the charter and as assigned by the Board as well as report performance results as quarterly to the Board and summarize to shareholders in the annual report.

10.5 Board of Directors Meeting

The Board will set meeting schedule for the Board and sub-committees in advance so each director can arrange time and attend the meeting. In case there is a special agenda, additional meetings may hold as appropriate. In addition, the Board has assigned the company secretary or the secretary of sub-committees send an invitation letter along with documents used to support agenda which those documents shall contain correct, complete and sufficient information for consideration also clearly stated that it is a matter for acknowledgment, approval or consideration, as the case may be which shall send to the Board at least 7 days in advance before the meeting as well as informing the meeting date in each meeting schedule to all departments at least 7 - 14 days in advance.

At the Board Meeting No. 6/2020 on 13 November 2020 has approved to hold the Board and sub-committees meeting for the year 2021 in advance but it may change and excluding the meeting on special agenda.

The Board meeting shall have directors attending the meeting at least 3 of 4, therefore a quorum will be constituted based on corporate governance policy. And before every meeting, the chairman will inform the meeting that directors who may be involved or have interests in any agenda must abstain from voting, abstain from commenting on that agenda or leaving the meeting room. The other sub-committees meeting are Audit Committee, Nomination and Remuneration Committee and Risk Management Committee that shall have directors attending the meeting at least 2 of 3 of total directors, therefore a quorum will be constituted based on corporate governance policy. And when the meeting ended the Board and sub-committees, the company secretary or the secretary of committees shall responsible for preparing written minutes of meetings covering all issues, content and opinions, which will be kept in an orderly manner for review.

The chairman encourages non-executive directors to have an opportunity on meeting among themselves as necessary to discuss all issues without the management team. In 2020, the meeting between non-executive directors was held on 10 December 2020.

Attendance details of the Board and Sub-Committees Meetings in 2020

Name of Director	Number of times attended				Shareholder meeting in 2020
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee [2]	
Total number of meetings (time)	7	4	2	4	1
(%)	(100)	(100)	(100)	(100)	(100)
1. Mr. Ekaphol Pongstabhon	7 (100%)	-	-	-	1 (100%)
2. Professor Ruth Banomyong (PhD)	7 (100%)	4 (100%)	-	-	1 (100%)
3. Mr. Charoenkiat Huthananuntha	7 (100%)	4 (100%)	2 (100%)	-	1 (100%)
4. Mr. Komol Rungruanyot [1]	3 (from 3 times) (100%)	(from 1 time) (100%)	-	-	
5. Dr. Araya Kongsoonthorn	7 (100%)	-	2 (100%)	-	1 (100%)
6. Mr. Chudet Kongsoonthorn	7 (100%)	-	-	-	1 (100%)
7. Ms. Thitimar Tantikulsuntorn	7 (100%)	-	2 (100%)	4 (100%)	1 (100%)
8. Ms. Busarin Tuanchaem	7 (100%)	-	-	4 (100%)	1 (100%)

Remark: [1] Holding office of director and Audit Committee since 11 August 2020.

[2] Ms. Somjai Purachako, the Company's senior executive held an office of Risk Management Committee since 13 August 2020 and attended 1 out of 1 meeting, accounting for 100%.

Directors who resigned during 2020 as follows:

Name of Director	Number of times attended				Shareholder meeting in 2020
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee [2]	
Total number of meetings (time)	7	4	2	4	1
(%)	(100)	(100)	(100)	(100)	(100)
1. Mrs. Wandee Patiwejwong	2 (from 2 times) (100%)	2 (from 2 times) (100%)	-	-	1 (100%)

Management team

Ms. Suntaree Pulsombut
Assistant General Manager

Ms. Somjai Purachako
General manage
Customer Development Department

Mr. Chudet Kongsoonthorn
Managing Director
Business Development

Dr. Araya Kongsoonthorn
Chief Executive Officer

Ms. Thitimar Tantikulsunthorn
Managing Director
Corporate Support Department

Ms. Busarin Tuanchaem
Director of Accounting and Finance

Ms.Saovadee Asavamana
Marketing Advisor

10.6 Executives

To ensure the organization management will be operated as efficiently and supervise the organization in accordance with policies and directions obtained from the board of directors. By virtue of the articles of association, the chief executive officer, therefore, has established board of executive consisting of senior executive from managing director under supervision of the chief executive officer who is the highest supervisor of employees with authority and duties in managing the company's business in accordance with policies, plans and budgets approved by the board of directors.

The Board is responsible for determining the direction and guidelines of the company's operations based on the policies which has already been determined by the board of directors by scrutinizing, providing suggestions and opinions regarding company policies, guidelines for operating business and matters that cause significant changes to business operations.

Moreover, they have duty to control expenses and investment budget to the extent approved by the board in the annual plan, implementing according to personal policy, resolving problems or conflicts that affect the organization and maintain effective communication with those involved.

As of 31 December 2021, the Company's senior executive based on the definition of the Securities and Exchange Commission consists of the name list as follows:

Name	Position
1. Dr. Araya Kongsoonthorn	Chief Executive Officer
2. Mr. Chudet Kongsoonthorn	Managing Director-Business Development
3. Ms. Thitimar Tantikulsunthorn	Managing Director —Corporate Support Department
4. Ms. Busarin Tuanchaem	Director of Accounting and Finance
5. Ms.Saovadee Asavamana	Marketing Advisor
6. Ms. Somjai Purachako	General manager-Customer Development Department
7. Ms. Suntaree Pulsombut	Assistant General Manager

Scope, powers, duties and responsibilities of Senior Executive

1. To consider and prepare business strategy, financial goals, business plans and annual budgets that equilibrium and consistent across the short, medium and long term for maximum shareholder value over the long term.
2. To review and ensure that the Company's performance is in line with established strategies. Business and financial results achieved overall indicators and comply with the Company's corporate governance policy and related criteria.
3. To discuss and decide on the direction and business policy, business expansion and diversification, coordination between departments, performance and control issues between key departments, including human resource management policies and investment expenditures.
4. Being a person who listens and discuss on issues of conflicts and discrepancies in work or management between heads of departments and controls which cannot be solved with a normal chain of command.

Scope, powers, duties and responsibilities of CEO

1. To set strategies based on vision and mission approved by the board by working together with the board to specify strategies and business plans as well as the acceptable risk levels of an organization.

2. To supervise and control the organization's operation with emphasis on long-term value creation.
3. To responsible for the business' operating results as well as being consistent with the plans, strategies and policies of an organization and report progress to the board.
4. Being a leader, ordering and giving guideline to senior executive.
5. To oversee the implementation of strategy, governance structures, management, operation, risk management and control systems to ensure that strategies and business plans are implemented effectively throughout the company.
6. To ensure strategic plans are assessed appropriately and are incorporated into the overall organization's strategy.
7. To ensure that an organization has capable personnel and other resources needed to achieve the plan and preparing a succession plan and an executive development plan to the Board for consideration in accordance with the pre-set schedule.
8. To ensure that operate business based on corporate governance policy as well as related laws and regulations.
9. To develop and maintain an effective internal control and risk management framework in all business activities.
10. To ensure that the preparation of financial reports is under supervision of Audit Committee and presented financial status and operating results correctly and appropriately also disclose necessary information to investors to assess financial and business stability as well as the company's risks in a timely manner.
11. To ensure that an organization has appropriate systems and policies for correctly and timely disclosure of information, comply with requirements and corporate governance policy.
12. To ensure that information presented to the Board is adequate, correct and timely and promptly informs Chairman of any important matters or should be known.
13. Being a mediator between the board, employees, stakeholders and media to the public.

10.7 Company Secretary

The Board appointed Ms. Praramaporn Chamnongsuk as company secretary, effective from 11 November 2015, is responsible for preparing and keeping director registration, board meeting invitation letter, board meeting minutes, annual report, shareholder invitation letter, shareholders' meeting minutes. Maintain interest reports reported by directors and executives, including other operations as specified by the Capital Market Supervisory Board.

10.8 Remuneration of directors and executive

10.8.1 Remuneration Policy for Directors and Executive

Remuneration of directors will be approved by the annual general meeting of shareholders which has been reviewed and presented by Nomination and Remuneration Committee. The said remuneration shall have a number and components that can attract talented and important directors to performance as the Board and avoid paying too much remuneration. Determining directors' remuneration will consider from general practice in industry which consider based on work experience, knowledge, ability, determination and dedication, including benefits that each director can provide to the company. As well as comparing with listed company on the Stock Exchange of Thailand who is in same industries and similar sizes.

Remuneration of Chief Executive Officer and Executive (referred to as "executive") will be consistent with the performance of individual executive which is linked to the company's performance both short and long term and reflect good practices and guidelines as well as the company's standards. It also needs to be able to compete with other organizations to attract and retain executives who are critical to a company's short and long-term success also under remuneration determining policy for directors and executive approved by Nomination and Remuneration Committee and certified by the Board.

Remuneration shall be approved on a hierarchical basis to avoid conflicts of interest and for transparency such as shareholders approved remuneration for the Board by paying in term of meeting allowances.

10.8.2 Monetary Remuneration

At the 2020 annual general meeting of shareholders held on 29 April 2020 approved remuneration for directors, sub-committee in term of meeting allowances as appropriate to the scope, duties and responsibilities and paid bonus to directors from operating results in 2019 by effective until change.

The board of directors assigned by shareholders will set fixed and actual amount to be paid each time, excluding the right for the directors to receive additional remuneration or benefits in case assigned by the Board to perform duties in sub-committees according to the increased workload.

10.8.2.1 Remuneration for Directors and Sub-Committees

Type of Remuneration	Rate
1. Remuneration for directors	Each meeting allowance when attending • Chairman 40,000 Baht/Meeting • Directors 20,000 Baht/Meeting/Person
2. Remuneration for Sub-committee	Each meeting allowance when attending • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee • Chairman 25,000 Baht/Meeting • Directors 20,000 Baht/Meeting/Person
3. Others Remuneration	None

10.8.2.2 Special Bonus for directors (from operating results in 2019)

At the 2020 annual general meeting of shareholders held on 29 April 2020 approved remuneration in term special bonuses to the Board by considering operating results but not more than 1% of the annual net profit of the consolidated financial statements that year. In the year 2020, a special bonus was allocated to the Board in the amount of 600,000 baht.

Amount of directors' remuneration of the Board in 2020

(Unit: Baht)

Name of Directors	Meeting Allowance in each meeting					Total
	Board of Directors	Audit Committee	Nomination & Remuneration Committee	Risk Management Committee [2]	2020 Annual General Meeting of Shareholders	
1. Mr. Ekaphol Pongstabhon	280,000	-	-	-	40,000	320,000
2. Professor Ruth Banomyong (PhD)	140,000	100,000	-	-	20,000	260,000
3. Mr. Charoenkiat Huthananuntha	140,000	80,000	50,000	-	20,000	290,000
4. Mr. Komol Rungruanyot [1]	60,000	20,000	-	-	20,000	100,000
5. Dr. Araya Kongsoonthorn	140,000	-	40,000	-	20,000	200,000
6. Mr. Chudet Kongsoonthorn	140,000	-	-	-	20,000	160,000
7. Ms. Thitimar Tantikulsunthorn	140,000	-	40,000	100,000	20,000	300,000
8. Ms. Busarin Tuanchaem	140,000	-	-	80,000	20,000	240,000
TOTAL	1,180,000	200,000	130,000	180,000	180,000	1,870,000

Remark: [1] Holding office of director and Audit Committee since 11 August 2020.

[2] Ms. Somjai Purachako, the Company's senior executive held an office of Risk Management Committee since 13 August 2020 and received remuneration as of Risk Management Committee in the amount of 20,000 baht.

Directors resigned during the year 2020

Name of Directors	Meeting Allowance in each meeting					Total
	Board of Directors	Audit Committee	Nomination & Remuneration Committee	Risk Management Committee [2]	2020 Annual General Meeting of Shareholders	
1. Mrs. Wandee Patiwejwong	40,000	40,000	-	-	20,000	100,000
Total	40,000	40,000	-	-	20,000	100,000

In 2020, the company paid remuneration for the Board, Audit Committee, Nomination and Remuneration Committee and Risk Management Committees for 8 directors, amounting of 1,870,000 baht, directors who resigned during the first year amounting of 100,000 baht and 1 executive as of Risk Management Committee, amounting of 20,000 baht in term of meeting allowance and special bonus based on the resolution of the general meeting of shareholders in the total amount of 2,609,736 baht.

Remunerations that directors received from holding office director in subsidiary companies

Holding office of directors in subsidiaries of company's directors is in order to oversee operations in subsidiaries to comply with the company's business policy.

Name	Position	Annual Remuneration
WICE Logistics (Singapore) Pte., Ltd. (The company holds 100% of shares.)		
1. Mr. Ekaphol Pongstabhon	Chairman	12,000 SGD

10.8.2.3 Remuneration for Executive

The company sets short and long-term key performance indicator (KPIs) which is a criterion for evaluating the performance of CEO and senior executive. Key performance indicator consists of creating continuous growth for an organization every year by setting indicators as financial results, sales and net profit, including setting appropriate financial ratios, developing old and new customer base, expanding investment, creating network to provide comprehensive services and consistent with customer needs by setting indicator as the retention rate and builds relationships among customers loyalty and operate business with integrity, responsible for society and environment by setting indicators as satisfaction of customer, partners and business partners. The success of key performance indicator reflects short and long-term remuneration for CEO and senior executive which the company has transparency and appropriate processes in considering remuneration. The short-term remuneration consists of salary, bonus and other benefits. The long-term remuneration will be given to CEO and senior executive throughout holding office within 5 years.

The company disclosed fixed and variable remuneration for CEO and senior executive as in the table below;

Remuneration	2020	
	Senior Executive	
	CEO and Managing Director (3 persons)	Senior Executive [1] (6 persons excluding CEO)
Salary (Baht)	13,560,000	14,206,200
Bonus (Baht)	1,010,000	1,388,968
Provident fund contribution (Baht)	606,000	531960
Total amount (Baht)	15,176,000	26,127,128

Remark [1] Senior Executive consists of Managing Director, Director, General Manager, Assistant Manager and Consultants.

10.8.2.4 Non-monetary Remuneration

Besides remuneration for directors in term of meeting allowances still has other non-monetary remuneration as follows:

1. Liability insurance for directors and executives of the company.

10.9 Personnel

As of 31 December 2020, the company and its subsidiary companies have 396 employees (excluding senior executive), divided into 273 permanent employees and 26 contract employees as follows:

WICE Logistics Public Co., Ltd.	228 persons
1. Sales & Marketing	35 persons
2. Sea Freight Operations	22 persons
3. Air Freight Operations	31 persons
4. Billing Operations	26 persons
5. LSP Operations	73 persons
7. Fiinance & Accounting	19 persons
8. Supporting agencies	22 persons
Subsidiary Companies	168 persons
WICE Logistics (Singapore) Pte., Ltd.	40 persons
WICE Logistics (Hong Kong). Ltd.	57 persons
WICE Supply Chain Solutions Co., Ltd.	58 persons
Euroasia Total Logistics Co., Ltd.	13 persons

Total employee remuneration paid in 2020

Descriptions	Amount (baht)
Salaries, bonuses, wages and other welfares	107,123,057.57
Provident fund contribution	2,969,732.00
Long-term employee benefits (Provident fund)	24,118.00

11. Corporate Governance Policy

11.1 Corporate Governance Policy

The company under supervisory of the board of directors has been committed to maintaining good corporate governance standards to be equivalent to international standards throughout the period of business operations of the company by adhering to the good corporate governance which has abided under code of ethics framework continuously. By adhering to good corporate governance and awareness of the importance of good corporate governance will help to promote an organization to have both short-term and long-term competitiveness. In addition, good corporate governance also helps to build confidence in all investors, financial institutes, business partners and stakeholders.

In operating its business that will lead to increase the value of shareholders and the balanced benefits of those involved with the company and the board of directors, therefore, it had determined policy of management mechanisms, operations and governance systems on good corporate governance principle which adheres to transparency, responsibility for all stakeholders including adhering to social responsibility to be a business operation guideline for directors, executives and employees of the Company. Thus, the board of directors has always reviewed and improved the corporate governance principle to be up-to-date.

The company's corporate governance policy covers the composition, duties and responsibilities in corporate governance structure and practice guidelines to enable the company and its subsidiaries to strictly and consistently adhere to the corporate governance policy both at the level of directors, executives and employees through 5 good corporate governance, namely rights of shareholders and equitable treatment of shareholders, roles of stakeholders, disclosure and transparency, board responsibility, honesty and code of ethics to ensure that the company operates with the highest responsibility, transparency and equitable treatment of shareholders, including supporting the affiliates to manage with honesty, efficient and effective.

To ensure that all employees have knowledge and understanding of rules, regulations and the code of ethics that can apply their duties properly and suitably. The company requires all employees to do a quiz on rules and practice through the company intranet annually and brought the results to assess the level of knowledge and understanding of employees to improve communication for employees to have a thorough understanding and realize their duties in promoting good corporate governance.

For the year 2020, the company has been assessed by the Corporate Governance Report of Thai Listed Companies (CGR) at the level of "Excellent" for the second consecutive year from the assessment by the Thai Institute of Directors (IOD) by considering information that the company published through communication channels of SET as well as other publications and the company has also passed the quality assessment of Annual General Meeting of Shareholders for 2020 with a full score of 100 points for the third consecutive year from the Thai Investors Association in collaboration with Thai Listed Companies Association and SEC of the total number of listed companies participating in the assessment program 712 companies. In this regard, the company has presented the assessment report to the Board of Directors for acknowledgment and consideration of suggestions to develop and improve corporate governance.

The company places importance on the disclosure of information and regular meeting with both domestic and foreign investors through online channels due to the COVID-19 situation to inform the policy, exchange opinions and answer inquiries based on the principle of implementation, reliability and professionalism by referring to all groups of stakeholders.

1. Rights of shareholders and Equitable treatment of shareholders

The company recognizes the basic rights of its shareholders and is committed to safeguarding and facilitating the exercise of shareholders' rights, such as the rights to purchase, sell, and transfer shares, the right to receive a share of profits from the company, the rights to receive sufficient information through appropriate channels and time, attending the meeting for exercising the right to vote in the shareholders' meeting, election or removal of directors, includes obtaining sufficient information about the fundamental changes of the company for decision-making.

The company treats all groups of shareholders equally no matter be a major shareholder or a minority shareholder, ordinary person or institution, Thai nationality or foreigners, either as an executive or non-executive with policies as follows:

1. The minority shareholders will be protected from any unfair action both direct and indirect.
2. Setting strict rules for prohibiting the use of internal information.
3. The board of directors and senior executives must disclose transactions in which they have a significant interest, relate to or have a direct impact on the company either directly or indirectly or through third parties.

The company has policy to support all shareholders (both ordinary persons, juristic persons and institutional investors) to attend the shareholders 'meeting so that shareholders can exercise their rights at the shareholders' meeting equally. The Company has sent an invitation to the general meeting of shareholders to shareholders with Proxy Form A (general form), Proxy Form B (Specified clearly particulars) and Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand) in order to shareholders who were unable to attend the meeting grant a proxy others to attend the meeting. In addition, the company contacted institutional investors who are fund or custodian to send a representative to attend the meeting and facilitate to assist in checking the attendance documents in advance, including providing information and answering various inquiries as well.

At the shareholders' meeting besides the annual general meeting of shareholders which must be held within 4 months from the end of the accounting period, the Board of Directors may call an extraordinary meeting on the date, time and place specified by the Board under the laws and regulations set by the company.

The company places great importance on the shareholders' meeting with is an important opportunity for shareholders to exercise their rights to participate in decision-making on important matters of the business which facilitates the matters as follows:

Allowing opportunities for shareholders to propose Agenda for the Annual General Meeting of Shareholders and nominate persons to be elected as directors.

The company allows the company's shareholders to hold shares collectively not less than five percent (5%) of the total voting rights of the company by it may be one shareholder or a combination of shareholders to propose matters that are considered important and should be included in agenda of the Annual General Meeting of Shareholders and/or nominate a suitable person with knowledge, competence and qualifications to be directors to the company with a suitable and sufficient period. The shareholders can submit proposals to the company in advance of the shareholders' meeting according to the form and method specified by the company for the agenda of that meeting. The board will consider the appropriateness of the agenda in the invitation letter to the shareholders' meeting for nominating to be elected directors. The Nomination and Remuneration Committee will consider and propose to the Board of Directors for further submission to the shareholders in the Annual General Meeting of Shareholders. For matters not approved by the Board and/or the Nomination and Remuneration Committee, the company will notify shareholders and explain the reasons for the shareholders' meeting on the company's website or further appropriate information dissemination channels.

For the Annual General Meeting of Shareholders 2020, the company allows an opportunity for minor shareholders to propose additional agenda for the Annual General Meeting of Shareholders and nominate qualified persons to be elected as directors in advance. From 21 October 2019 to 30 December 2019, the company has published such information on the company's website for shareholders to know the rights and methods of proposing additional agendas. Including the deadline for proposing additional agendas for the Board of Directors to consider whether or not to include the agenda in the meeting invitation letter and the method of nominating qualified persons to be elected as directors to the Nomination and Remuneration Committee to consider, select and give opinions to the Board of Directors to propose to the shareholders' meeting to elect the company's directors. The company has published information through the news system of the Stock Exchange of Thailand and the company website for shareholders to know in advance at the end of the said period and it appeared that no shareholder proposed an additional agenda for the Annual General Meeting of Shareholders and nominated qualified persons to be elected as directors in any way.

Notification of details and document meeting

The company provides meeting documents in both Thai and English and disclosed to investors generally in advance of the meeting by notifying the disclosure through the information dissemination channel of the Stock Exchange of Thailand and disclose information on the company's website to allow shareholders sufficient time to study information in advance before the meeting. While the company will send the invitation letter together with the meeting documents to shareholders at least 7 days in advance or 14 days before the date of the shareholders' meeting as required by law. The details appear on the website and in the documents sent to the shareholders that are the same information which consists of (1) Invitation to the meeting (2) Rules for attending the meeting (3) Profiles of independent directors nominated as a shareholder's proxy (4) The company's Articles of Association in the Chapter of the Shareholders' Meeting holding shares, directors (Regarding the number of election and agenda of the directors) and dividends (5) Agendas (6) Annual reports (7) Proxy forms (8) Map of the meeting venue. In addition, the company also announces the notice of the shareholders' meeting in the newspaper for 3 consecutive days at least 3 days in advance of the meeting date or to consider depending on the case, including the opinion of the Board of Directors on the agenda of the said meeting.

For the Annual General Meeting of Shareholders 2020, the company has informed agenda through the information disclosure channel of the Stock Exchange of Thailand from 28 February 2020 and disclosure meeting documents in both Thai and English to investors in general via channels information disclosure of the Stock Exchange of Thailand and on the company's website from 27 March 2020 and 8 April 2020, respectively, while sending the invitation letter and meeting documents to the shareholders from 4 April 2020, 14 days in advance before the meeting date, which is in accordance with good corporate governance criteria.

Meeting Attendance

The company has provided officers to check documents of shareholders or proxies who are entitled to attend the meeting in accordance with details of documents or evidence showing the identity of shareholders or proxies as stated in an invitation letter to preserve the rights and equality of the shareholders. Shareholders can register for the meeting in advance before the meeting. For facilitating to the shareholders, the company has implemented a computer system for the registration and also prints ballot papers for each agenda item to the shareholders resulting in the registration is quick and accurate. Moreover, during the shareholders' meeting, shareholders can register to attend the meeting to exercise their voting rights in the agenda that have not yet been voted on. For shareholders who unable to attend the meeting in person and intend to grant a proxy to another person, including executives or directors of the company attending the meeting on their behalf. The company has nominated more than one independent director

with profiles for shareholders to consider. The company has attached the proxy form B, in which the shareholders can determine the direction to vote and can vote in advance in the registration letter for attending the meeting and voting, which is sent to the shareholders together with the meeting invitation letter. Shareholders can also download other types of proxy forms and registration letter for meeting attendance and voting from the company website.

For the Annual General Meeting of Shareholders 2020, the company nominated 3 independent directors along with profiles to shareholders for considering and appointing 3 proxies, namely the Chairman of the Board of Directors, the Chairman of the Nomination and Remuneration Committee and the Chairman of the Audit Committee.

Allowing opportunity for shareholders to ask questions and express opinions.

Before meeting, the company allows an opportunity to shareholders to send questions via fax and e-mail to the company secretary's office in advance about the company and meeting agendas for the Board of Directors and management to clarify at the meeting date which the chairman of the meeting will allocate appropriate time and encourage the shareholders to have equal opportunities to express opinions and make inquiries at the meeting according to the meeting agenda and matters proposed. The company will do its best for every director. The company's senior executives and its subsidiaries including auditors will attend the general shareholders' meeting to clarify questions, wherein the directors and executives will explain and explain the reasons in a straightforward manner until clear.

At the Annual General Meeting of Shareholders 2020, 8 directors attended the meeting, accounting for 100% of the total number of 8 directors, along with the company's senior executives and the auditors.

Meeting implementation and voting

The shareholders' meeting will consider the agendas in the order as specified in the meeting invitation letter unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds of the number of shareholders attending the meeting or shareholders with shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider matters other than those specified in the meeting invitation letter. Before starting to consider the agendas, the number will be announced and the proportion of shareholders or proxies who attend the meeting Including informing the shareholders who attend the meeting in person or there is a proxy to attend the meeting, having the right to vote 1 vote per share for voting, the company has used ballot papers for all agenda, including the agenda for considering the election of directors for transparency and audit and in order to treat the shareholders as much as possible. In this regard, the company has provided to have a third party in charge of ensuring that the shareholders' meeting is transparent, correct in accordance with the law and the company's regulations. Upon completion of vote counting, the voting results of each agenda will be announced to the shareholders' meeting by specifying the voting results of the shareholders who cast their votes for agreeing, disagreeing and no vote.

For the results of the shareholders' meeting, the company shall announce the resolution of the shareholders' meeting immediately via the Stock Exchange of Thailand's information disclosure channel within the meeting date or the time before the opening of trading securities in the morning at least one hour of the following business day for investors to be informed in general and prepare minutes of meetings that are all important statements, questions and opinions are recorded and all resolutions of the shareholders' meeting separated into votes for agreeing, disagreeing or no vote. The company has published the said report on the company's website. and delivered to the Stock Exchange of Thailand within 14 days of the shareholders' meeting, including keeping minutes of the meeting at the head office and published to the shareholders on the company's website.

In the Annual General Meeting of Shareholders 2020 held on 29 April 2020, the company informed the meeting's resolution via the website of the Stock Exchange of Thailand on the meeting date and published the minutes of the meeting on 13 May 2020 consistent with the period specified in the preceding paragraph.

On measures to prevent conflicts of interest, the company has established guidelines for employees to perform their duties with honesty, fairness, and compliance with laws, rules and regulations and does not place importance on personal interests above the responsibility towards the company, including not using internal information for personal gain. The company assigns directors, senior executives or the first 4 executives after senior executives who hold a position equivalent to every 4th position, including a person holding a position above or equivalent to an account and finance manager, must report the holding of the company's securities which oneself, including related persons, holds when taking office and report the change in securities holding within 3 business days from the date of change also prohibits senior management, employees, and internal auditors trading in the company's securities during the period from 30 days prior to the day of the last month of the quarter to 1 day following the announcement of the company's financial statements. In addition, the directors are prohibited from giving news that may have an impact on the stock price during the same period.

Directors, senior executives or the first 4 executive-level positions after senior executive who hold a position equivalent to every 4th position, including a person holding office above or equivalent to an account and finance manager. Including spouses or those who live together as husband and wife and underage children. The holding or change of the holding of the company's securities or futures contracts must be reported to the Securities and Exchange Commission within 3 business days from the date of purchase, sale, transfer or acceptance of transfer of securities or derivatives. The directors are required to report their shareholding in the company to the board of directors at the end of every quarter.

2. Rights of Stakeholders

The company treats stakeholders fairly in accordance with the rights of stakeholders under laws. The company is committed to developing quality service processes and responding to the expectations of its stakeholders.

These stakeholders include shareholders, employees, clients, business partners, creditors, competitors as well as society, community and environment.

1. Shareholders

The company is committed to protecting fundamental rights and treating shareholders equally. In addition, shareholders also benefit indirectly from their trust as a result of the company's fair treatment of other stakeholders which helps promote

cooperation between the company and business partners including playing an important role in enhancing shareholder stability over the long term along with making the company financially stable and sustainable.

2. Employees

The company always treats all employees with fairness and dignity both permanent employees and contract employees. Employees will receive fair compensation according to the assessment performance system equally and receive standardized training including welfare on health, safety, and good environment in the workplace also keeping employees' personal information confidential and not misusing the personal information of employees.

3. Clients

The company is committed to maintaining a sustainable relationship with its clients and adhere to duties and responsibilities of an agreement to clients by delivering professional, suitable service and effective to clients with the highest ethics and standards without calling or giving bribe or any form of wrongful compensation.

4. Business partners and Creditors

The company treats business partners and creditors fairly and honestly by respecting the conditions agreed upon by both parties in dealing with business partners and creditors. The company will comply with the policy of the Collective Action Coalition.

5. Competitors

The company must refrain from speak attack or any action against competitors which are monopoly or reduce competition or limit market competition. The company shall operate its business with respect for fair competition and honesty by working within the framework of relevant trade competition regulations and refrain from any action that may have a negative impact on the logistics industry. In addition, clients can choose to use services freely and will not be prevented if wanting to switch to use services with competitors. In case of dispute, the company will make appropriate procedures for resolving or mediating disputes.

6. Society, community and environment

The company realizes its social responsibility and continues to initiate social development for the better, adheres to operate a business under code of ethics and complies with relevant laws and/or regulations to prevent the company's operations caused damage to the quality of life of society, communities and environment, create good interactions with communities where the company's workplaces are located at, regularly support projects and activities that benefit the communities and society.

In addition, stakeholders can express their opinions, report complaint or other important matters directly to independent directors or the Audit Committee to facilitate stakeholders. The company provides many contact channels such as telephone, company website, e-mail or sending of letters for allowing stakeholders to express opinions, report complaint or other important matters effectively towards the company e.g. providing the company secretary/investor relations department to be responsible for receiving comments and complaints from shareholders and investors while human resources department is responsible for receiving comments and complaints from employees. The company secretary is also responsible for receiving suggestions, complaints or other important matters relating to the company's business and regulations as well as various supervision by these agencies screen and report matters to the complaint agency and/or complaint team (EI), who will resolve issues and/or report to the Audit Committee to consider suitability. The Audit Committee will report significant matters to the Board for further acknowledgment. In addition, the company has clearly established a policy on whistleblowing and dealing with complaints from clients, employees and stakeholders to preserve the rights including protecting the privacy of the complainant by the said complainant will be protected and keep personal information confidential.

Whistleblowing or complaints policy

In order to show commitment to operating the business of an organization with transparency and fairness to all groups of stakeholders, the company has established a whistleblowing or complaints policy that is approved by the Board of Directors. This policy sets the whistleblowing process and channels or complaints about employees and third parties to enable the concerned parties to be treated fairly and promote to provide reporting and solving problems in case found unusual transactions that are considered to be corruption, breaking laws or rules including any misconduct.

The company provides channels for stakeholders to whistleblowing, complaints or reporting irregularities or misconduct, including acts that do not comply with the business ethics of an organization which can report by sending a letter to the chairman of the audit committee or to the Company Secretary at 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120, which such channel communicate and notify to third parties through an organization's website.

For employees, the company has set a channel to receive matters that employees wish to complain or whistleblowing in case found any unusual transaction about any operation which is considered to be misconduct through the complaint team (EI), the channel is communicated through the organization's intranet. The process of dealing with employees' complaints will be a consideration and investigation of the fact that the matter is wrong or not. In case that an audit found offenses, it will be disciplined according to the company's regulations.

The company has policy to protect the rights of whistleblowers, keep the complainant's information confidential and disclose only as necessary by taking into consideration of safety and damage of the complainants. In 2020, no complaints were found about illegal activities, corruption or code of business ethics that are significant.

Complaints Channels

Can complain or whistleblowing of offending and fraud through various channels as seen to be appropriate as follows:

Channel 1	Chairman of the Board of Directors, Chairman of the Audit Committee
Channel 2	Reliable supervisors at all levels
Channel 3	Website: www.wice.co.th (topic: Investor Relations/Investor Information/Whistleblowing) or (Topic: Contact us/Complaint)
Channel 4	E-mail: Chairman of the Audit Committee, banomyong.ruth@gmail.com
Channel 5	Telephone: 02 681 6181 ต่อ 3501
Channel 6	Send a letter to the Chairman of the Audit Committee, (which is an independent director) at the address as follows: WICE Logistics Public Co., Ltd. 88/8 WICE PLACE TOWER, 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120

** If related to senior executives or directors, shall report directly to the chairman of the Audit Committee.*

3. Disclosure and Transparency

The company has set system to ensure that shareholders and other stakeholders have the right to complete and timely disclosure of material information, includes quarterly financial reports, explanations and analyses of other important non-financial information either by mandatory requirements or on a voluntary basis.

Disclosure will be in Thai and English through easily accessible channels, e.g. the company's website, press conference and information dissemination channels of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The company has informed all results thoroughly of voting during the annual general meeting or the extraordinary general meeting of shareholders via the website on the next business day after the meeting.

The company prepares various reports to deliver to relevant departments and disseminates them to the public in a fair and easy to understand. The Board of Directors is responsible for preparing a report explaining the operating results and milestones of the year for the shareholders' acknowledgment and responsible for assessing the adequacy of the internal control system, which is a preliminary assessment performed by the management by the Audit Committee is a reviewer before the Board approves the final assessment on certification of the accuracy of financial reporting. The Board of Directors has assigned the Audit Committee to review the company's financial reports and its subsidiaries to be properly prepared in accordance with the generally accepted accounting standards and disclose information with transparency and sufficient to investors in making investment decisions. In summary, the Board of Directors is the person who prepares a report of the Board's responsibility on financial reports and the Audit Committee will issue a report when there is an audit issue together with the auditor's report. By the report of the Board of Directors, Audit Committee and the auditor's report will be compiled in the annual report (Form 56-1) as well as sustainability reports which will reflect the practice that will lead to the creation of sustainable value for the business.

The company has assigned the company secretary to disseminate the organization's information both financial and general information to shareholders, investors, analysts, investment credit rating agencies and relevant regulators through various channels such as reporting to SET, SEC and the company's website on the topic "Investor Relations" to enable interested persons can study information easily. In addition, various activities are held to disseminate and clarify information, including giving opportunities for participants to inquire information in a transparent manner by senior executives participating in the clarification as well. Such activities include quarterly analyst meeting, press conferences, and provide one on one information to investors and analysts both domestic and abroad online due to COVID-19. In this regard, senior executives have participated in investor relations activities in 2020, which can be summarized as follows:

1. Quarterly Analyst Meeting 2 times, approximately 30 people attended each meeting.
2. Press conference 1 time, each time about 25 press participated.
3. Participation in activities "SET Opportunity Day" 2 times, held by the Stock Exchange of Thailand which each time approximately 20 analysts and investors attended.
4. Company Visits 4 times and Conference Calls including interviewing 21 times for investors and analysts both in the country and abroad.

Interested persons can contact Investor Relations Department at

Address: 88/8 WICE PLACE TOWER, 88/8 Nonsee Road, Chong-Nonsee, Yannawa, Bangkok 10120

Telephone: 02-681-6181

Fax: 02-681-6123

E-mail: info@wice.co.th, secretary2@wice.co.th

Website: www.wice.co.th

4. Responsibilities of the Board of Directors

The Board of Directors is appointed by the shareholders to be responsible for all the company's operations, this includes ordering, approving and supervising the implementation of the company's strategy as well as corporate governance and corporate

values. The Board is responsible for selecting the Chief Executive Officer and senior executives and ensure to have succession. In addition, the Board of Directors is responsible for supervising the management team and has the ultimate responsibility in overseeing strategies, risks and financial stability, this includes how the company organizes its organizational structure and regulates itself. (See details, scope, powers, duties and responsibilities of the Board in Part 2, Article 10 of Corporate Governance Structure)

From the responsibilities mentioned above, therefore, the company has a policy for the selection of directors both at individual and quorum with suitable and diverse experiences consists of essential qualities and abilities such as integrity, professionalism and ability to inquire, understand and analyze the company's business as independently.

4.1 Structure of the Board of Directors

The company has set structure and practice on the composition and criteria for nominating directors as well as the proportion of independent directors, executive directors and representative directors from major shareholders clearly to ensure that the composition of the board is appropriate.

The Board will be selected by considering knowledge, experience, skills, a wide range of expertise, integrity, the ability to provide independent opinions, understanding of the business, and in line with the company's strategy. By setting an appropriate Board structure and preliminary guidelines on the proportion of independent directors, non-executive directors, executive directors and directors from major shareholders to have Board's composition that is appropriate. In this regard, each director has a term of office for 3 years. The Board of Directors will re-election at every annual shareholder meeting which clearly stipulates in the article of association of each company unless otherwise specified.

So that directors and executives can devote their time to manage the company fully, therefore, directors and senior executives are set to hold office as the chairman of the board, executive director or an authorized director one position or the other or multiple positions in other companies, not more than 5 companies and holding director positions in listed companies of SET, not more than 5 companies. In addition, directors and executives should avoid taking any position or job that may create a conflict of interest with the company.

Apart from setting that the chairman of the board shall not be senior executives, the chairman of the board is also an independent director and/or non-executive directors to ensure an appropriate check and balance between the board of directors and executives. In addition, the chairman of the board of directors will not be a member of any sub-committees to allow sub-committees can show their opinions independently. The chairman of the audit committee shall not be the chairman of the board of directors, the nomination and remuneration committee, and the risk management committee as well. In addition, the board clearly separated roles and responsibilities of the board from executives committee in order to balance power and prevent to occur a situation in which one person has absolute decision-making power, such as the chairman of the board and senior executives shall not be the same person and clearly separated roles and duties.

To increase efficiency and support the performance of specific duties of the board, therefore, sub-committees were appointed, namely the Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee which each sub-committee will have a structure and criteria on composition and selection as well as a charter that specifies scope, duties and guidelines appropriately.

The company has assigned the company secretary to be responsible for supporting activities of the board, monitor to ensure compliance with the resolutions of the Board, hold board meetings and shareholders' meetings including preparation of the meeting invitation letter, minutes of meeting and other duties as specified in the relevant laws and regulations.

In addition, in order to comply with the Securities and Exchange Act B.E. 2535 (1992), therefore, the company has required directors and senior executives shall prepare reports of personal interests and related parties sent to the company secretary when the information was changed. The company secretary is also responsible for keeping and preparing reports of changes that have occurred to the chairman of the board and the chairman of the audit committee.

The board has 2 main roles, namely role on operational and corporate governance show that the board has to focus on formulating policies and strategies of the company as well as monitoring and controlling the company's management to ensure that the important policies have been applied to practice effectively and efficiently and comply with all laws, regulations, rules for the highest ethical standards.

(1) Role on operational — set policies and strategies

The board shall provide a long-term strategic plan that reflects the concept and vision of the company's future business operations. A short-term business plan should be clear and measurable goals to enable the management to be able to consistently implement and evaluate results. The board approves the company's business plan and budget which has been considered and reviewed by the Executive Committee to a guideline for employees' performance and estimated by the management each year. The action plan shall cover performance indicators and business goals. In case operations differ from a defined plan, shall be monitored and analyzed regularly. In addition, the Board of Directors will be assessed and reported operations analysis results by the management to inform the progress always in order to achieve the achievement of goals. Regular monitoring and evaluation of performance can help identify any deviation in performance from a defined plan to implement corrective actions correctly and timely.

The board shall set operational policies for the purposes of governing and controlling the assigned business operations, human resource management, financial disclosures, audits and investments which is in line with the company's long-term and short-term strategic plan. The management will prepare and present policies and guidelines for approval by the board which the board shall ensure that the policies and practices are in accordance with the company's business principles. These policies help management to make decisions about action in different situations to limit mistakes that can be avoided as a result of incorrect decisions.

The policy shall cover all core activities and be able to correct or add to support new or improved practices and changing business situations. Preparing a clear written policy can prevent miscommunication. The company can enter into new transactions only after the relevant policies have been established. The board should provide an assessment method and reporting appropriate risk activities.

Compliance with the policy requires the preparation of clear operational standards by communicating such a standard to employees at all levels acknowledged and shall have only one reference information source to be all the same standard. The board has provided a standard to review and improve the policy from time to time to ensure that the policy is in line with the strategic plan at all terms mentioned above.

The company place importance on operating its business effectively under good corporate governance. The company does not have policies to support transactions with connected persons or may create a conflict of interest. In this regard, if such transaction occurs, the audit committee will consider such transactions thoroughly by reporting and/or presenting to the Board for approval, as the case may be. The company will consider such transactions as normal business transactions. A person who may have a conflict of interest will not have the right to approve such transactions.

(2) Role on corporate governance - Supervision, monitoring, assessment and duty responsibility

Although the board delegated most of the important duties including the daily administration for the management but the board still has responsibilities to supervise and monitor the company's operations in order to fully comply with the role of good corporate governance. The board should be aware of the company's operating environment at all times, including both inside and

outside factors that may impact the company also business environment, laws structure and regulations. The board should be aware of responsibilities that may arise under any law or regulation and should supervise the company to have appropriate policies and procedures to control the company's operations to accurate based on laws, regulations and related regulations. Including changes in the law and regulations that may affect the company regularly.

The management prepares a report and presents it to the board by showing information related to status and operations in aspects such as financial information, receivable risk management, liquidity, exchange rate conditions and volatility, investments, assets and liabilities and compliance with laws, regulations which are an important tool that the board will use to monitor the company's operations. The board should consider reports and information cautiously and careful to know any warning signal such as performance deterioration, increased risk, abuse of power by management, problems related to control systems, non-compliance with laws, regulations, among others that may affect reliability and accuracy of such reports.

The board is responsible for risk management to be sure the management is aware of risks that may occur and should have systematic risk management and tools that are sufficient to define risk indicators, risk assessment methods, procedures for reviewing and controlling risks in various forms and the board should approve the company's risk management action plan as well.

4.2 Performance assessment of the board of directors

The board determines to have self-assessment annually, once a year to improve performance and provide opportunities for directors to review the board's performance and raise issues to discuss (if any) by the assessments will be conducted systematically both the board composition and individuals with determining criteria in advance to consider and recommend assessment guideline to the Board for approval.

Such performance assessment is an important tool for assessing the board structure suitability and efficiency in performing duties of the Board in accordance with good corporate governance. The board will analyze the assessment results, recommendations, and observations to be considered and used to suit the environment and business operations.

In the year 2020, the company secretary provided the board's self-assessment in 2 natures are self-assessment for the whole board and individual which is considered and approved by the board.

The company secretary will send form of the board's performance assessment to the board then the board assesses its own performance within the time limit and send it back to the company secretary to collect and assess.

The company secretary will summarize the assessment results and present the assessment report to the Board of Directors' Meeting No. 1/2021 on 24 February 2021.

Summary of performance assessment results of the Board of Directors for the year 2020

1. Performance assessment of directors as whole board consist of question in 6 main categories which are 1) Structure and qualifications of the board 2) Roles, duties and responsibilities of the board 3) the board meeting 4) Duties of directors 5) Relationship with the management 6) Self-development of directors and executive development. The board of directors who are assessed, namely directors held a position during the assessment period as of December 2020 for 8 directors. Summary results of the director's performance assessment as whole board, the average score was 93.39%.
2. Performance assessment of directors as individual consist of questions in 3 main categories which are 1) Structure and qualifications of the board of directors. 2) Board meetings. 3) Roles, duties and responsibilities of the board. Summary results of the director's performance assessment as individually, the average score was 81.82%.

In 2020, the company has held a self-assessment of all sub-committees, namely Audit Committee, Nomination and Remuneration Committee and Risk Management Committee which has been performed annually as well. The assessment results were presented to the Board Meeting No. 1/2021 on 24 February 2021 by summary results of sub-committee's performance assessment as individual and whole board are as follows:

- Audit Committee — The average score was 79.17%
- Nomination and Remuneration Committee — The average score was 79.39%
- Risk Management Committee — The average score was 92.66%

4.3 Remuneration

The remuneration of directors has been set with transparency and suitable for their responsibilities, therefore, the Board assigns the Nomination and Remuneration Committee to set remuneration policy to directors under clear and transparent criteria. Such remuneration shall be suitable for duties and responsibilities assigned. The Nomination and Remuneration Committee will present the consideration results to the Board of Directors meeting or the shareholders 'meeting for consideration and approval of the directors' remuneration. Such remuneration shall not be higher than necessary and comparable to the general rate of the same business based on experience, expertise, determination and dedication in performance along with the performance or benefits that the director gives to the company.

4.4 Director Development

The board shall support directors to attend education and training on related matters according to curriculum specialty in order to enhance skills and knowledge necessary for the performance of their responsibilities regularly. By conducting all directors to be members of the Thai Institute of Directors and having the company secretary is a mediator to monitor news in various fields also support to attend a workshop and training that are useful in performing duties of listed company directors annually which the company will notify training courses scheduled to directors in advance regularly.

In case of appointment of new directors; The company will hold an orientation to inform clear information about the company's business operations and last performance by senior executives so that new directors shall better understand the business and able to perform their duties fully by giving the director's handbook, policies and practices of corporate governance to directors.

In this regard, all directors shall be attended training courses related to the performance of their duties and in 2020, there are 5 out of 8 directors who attended training and seminars to enhance performance knowledge, accounting for 62.5% of the entire Board of Directors. The list of training courses/seminars at outside are as follows:

In addition to attending training and seminars in 2020, senior executives have also completed other training courses and seminars which have been presented in an annual report. (Form 56-1)

Name-Surname	Training course
1. Mr. Ekphol Phongstabhon	**Training course** • Security Management Program for Senior Executives, Class 1 By the Association of National Defense College of Thailand • Management Science Program for Senior Executives, Class Graduate School of Public Administration, NIDA
2. Associate Professor Ruth Banomyong (PhD)	**Training course** • Ethical Leadership Program (ELP), Class 18/2020 - IOD
3. Mr. Komol Rungruanyot	**Training course** • Director Accreditation Program (DAP), Class 171/2020 - IOD
4. Dr. Araya Kongsoonthorn	**Training course** • Senior Executive, Capital Market Academy, Class 30 - IOD
5. Ms. Thitimar Tantikulsunthorn	**Training course** • Management Science Program for Senior Executives, Class 6 - Graduate School of Public Administration, NIDA

4.5 Performance Assessment of Chief Executive Officer

The Board assigns the Nomination and Remuneration Committee to prepare and present guidelines for performance assessment of the Chief Executive Officer by the aforementioned guidelines will be presented to the Board of Directors for approval before assessment which the assessment is divided into category 1: Plan Progress, category 2: Performance Measurement, and Category 3: Development of CEO importantly.

4.6 Succession Planning

The company has designated successors for all important positions to run business smoothly and continuously by the Board assigns the Nomination and Compensation Committee care of preparing a succession plan for the company's senior executives and review such plans periodically for suitability of the management position. The management together with human resources department will review and assess successors to propose to the Nomination and Remuneration Committee for consideration and approval by considering factors such as qualifications, knowledge, abilities, experience of each position and assessing the performance of the executives who have qualifications suitable for succession in each position.

5. Honesty and code of ethics

Honesty and code of ethics are the company's important business foundation from starting, giving stakeholders confidence that the company and its employees will perform their responsibilities with the highest standards. Employees are instilled to adhere to values such as care, reliability, honesty, loyalty, maturity, fairness, respect, trust and professionalism. The company considers honesty and code of ethics are a fundamental aspect of being an employee.

Directors, Chief Executive Officer, Management Team and all employees committed to upholding the highest standards of the company in term of honesty and code of ethics, including;

- Compliance with laws and regulations.
- Conflicts of interest shall be disclosed and managed appropriately, ensuring that persons with significant interest are not involved in the decision-making process.
- Employees are not allowed to receive or offer cash, gifts of value or any other return which may be interpreted as receiving or giving a bribe.
- Ethical issues shall be dealt with in an efficient and transparent manner.

Sub-committees

In order to achieve the highest goals of corporate governance and maintain high operational standards, the Board of Directors has appointed sub-committees to help lighten the Board's burden in reviewing or considering the details of various important matters, namely the Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. Sub-committees have the power to make decisions on behalf of the board to offer opinions or suggestions to the board for making decisions based on the framework as deemed appropriate by the board if necessary from time to time which sub-committee composition shall be suitable for business size, scope of work, experience and expertise of each director and comply with good corporate governance. Member of other committees who has an interest or may have an interest in a transaction will not have the right to vote in determining such transaction in order to avoid a conflict of interest.

The board has set roles and separates scope, duties and responsibilities between the Board, Executive Committee, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee clearly which can be summarized as follows: (Can see details at Corporate governance structure)

Executive Committee Responsible at practitioner level, which shall be considered in details of policies, procedures, human resource management and other management, includes providing recommendations to directors on budget allocation. The Executive Committee is in charge of considering urgent matters which in normal cases shall be approved by the Board of Directors, especially in the case that must make a decision during the time when the board of directors meeting is not yet held, the period there was no committee, also has the power to appoint and give advice to sub-committees who are responsible for specific matters in order to increase the management efficiency within the company.

The Executive Committee is appointed by the Board consists of 4 directors who are executives, namely Dr. Araya Kongsoonthorn as Chief Executive officer, Mr. Chudet Kongsoonthorn, Ms. Thitimar Tantikulsunthorn and Ms. Busarin Tuanchaem as the Executive Directors.

Audit Committee has assigned to perform independently in supervising and reviewing financial reports, internal controls, audits, including compliance with policies, laws and regulations related to the company's business operation. In addition, the Audit Committee is responsible for ensuring that the disclosure of information is transparent and complete, independent check and balance for preparation of financial reports which are reasonably displayed and disclose information to investors in a timely manner. Moreover, the Audit Committee is responsible for hiring the company's independent auditors to review the financial statements prepared by executives and giving comments on those financial reports that the financial position is correct, conform to accepted accounting standards as well as overseeing the relationship with the auditors.

The Audit Committee is appointed by the Board consists of 3 independent directors, namely Associate Professor Ruth Banomyong (PhD) as the Chairman of Audit Committee, Mr. Charoenkiat Huthananuntha and Mr. Kamon Rungruangyot as the Audit Committee. All 3 audit committees are knowledgeable and experience in reviewing the company's financial reports.

Nomination and Remuneration Committee has assigned to perform their duties of supervising the policy and criteria for nominating directors and senior executives of the company as well as name of persons who are suitable to perform the duties of the Board of Directors, Chairman of the Board, Chief Executive Officer and directors in sub-committees for consideration and appointment by the Board, also set goals for consideration of remuneration based on performance to create long-term value to the company as well.

The Nomination and Remuneration Committee has appointed by the Board consists of 3 directors: Mr. Charoenkiat Huthananuntha as the Chairman of the Nomination and Remuneration Committee and independent directors, Dr. Araya Kongsoonthorn and Ms. Thitimar Tantikulsunthorn as the Nomination and Remuneration Committee.

Risk Management Committee is responsible for supervising to respond to risk management policy in the company overview to perform their duties efficiently and effectively in each department then report the performance results based on such policies and strategies to the Board of Directors for further acknowledgment.

11.2 Nomination and Appointment of Directors and Executives

11.2.1 Nomination of Directors and Independent Directors

The Nominating and Compensation Committee is responsible for selecting and screening qualified persons with knowledge, abilities, skills, expertise and experience in various fields in line with the company's strategy as well as having a sufficient understanding of logistics, economy, law, technology and others by taking into consideration of the necessity of an organization, good corporate governance and the board's structure to create diverse opinions on the board based on the different business background and experience of each director. As well as providing board composition consist of age, gender, knowledge, expertise, experience and other important qualifications to acknowledge different opinions and show opinions supporting the company's business decisions. By setting the number of independent directors is one-half of the total number of directors while the number of representatives of each major shareholder is the proportion of shareholding to balance the power appropriately. The Nomination and Remuneration Committee will listen to recommendations from minor shareholders who nominate persons who should be selected as directors or independent directors of the company by allowing shareholders to nominate persons to be considered as candidates as directors in the general meeting of shareholders in accordance with criteria set by the company as detailed in Clause 11.1.

The Nomination and Remuneration Committee will nominate to the Board for consideration and appointment directors and/or independent directors replace vacancy director for other reasons besides retiring by rotation or consider proposing to the shareholders' meeting for election and/or independent directors in case of directors vacating by rotation or electing new directors by the criteria of election and removal of directors as specified in the Company's Articles of Association are as follows:

1) Shareholders by the resolution of the shareholders' meeting shall specify the number of persons who hold a position of the company's directors occasionally, not less than 5 directors and shall have independent directors not less than one-half of total number of directors and must be residing in the Kingdom also being Thai nationality as required by law.
2) The election voting for directors at the shareholders' meeting shall be in accordance with rules and procedures as follows:
   (1) Each shareholder can vote one (1) share per one (1) vote.
   (2) Each shareholder can use all votes under Clause (1) to select one or more persons to be directors but unable to share vote to any director more or less than other directors.
   (3) The persons who get the highest votes respectively will be elected as directors equal to the number of directors required or to be elected at that time. In case that the persons elected in descending order have equal votes in excess of the number they should have or should be elected at that time, the president shall have a casting vote.

3) At every annual general meeting, at least one-third (1/3) of the directors must vacate an office. If unable to divide the number of directors into three parts then the number of vacated directors must be closest to one-third (1/3) in the first and second year. After registering for transformation into a public limited company, the vacate directors by rotation will use draw lots for who will vacate office. For the following years, the director who has been in office the longest shall be a person who vacates and if at any term has many directors have been in office long as the same, the said directors shall vacate office by drawing lots. The directors who vacate by rotation may be re-elected to a new position.

4) The shareholders' meeting may vote to withdraw any director from office before office term expiry with a vote of not less than three of four of the number of shareholders attending the meeting and having the right to vote and having total shares not less than one-half of shares held by shareholders who attend the meeting and have the right to vote.

11.2.2 Executive Recruitment

The Nominating and Compensation Committee will select and screen qualified persons to hold office of the highest management by the basic factors used for consideration are qualifications, knowledge, competence and experience in the logistics. Those selected for the position should have the same management concept and vision as the board of directors to make the organization's operations successfully accomplish the goals. Senior executives and the Board must be placed with each other as well as in close coordination. The Nomination and Remuneration Committee will nominate the selected persons to the Board for further appointment.

For other management positions, senior executives will consider qualifications to the Nomination and Remuneration Committee and propose to the Board of Directors for further consideration and approval of the appointment

11.2.3 Qualifications of independent directors

In the selection and appointment of persons to take the position of independent directors, the said person must have qualifications in accordance with the announcements of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, including qualifications according to the company's corporate governance policy and practice which summarized as follows:

1. Holding shares not exceeding 1% of the number of shares that have voting rights in the company, master company, subsidiaries, associates, or juristic person that may have conflicts which shall also include the shareholding of the related persons of such independent directors.
2. Not being or used to be a director who is involved in management, workers, employees, consultants who receive regular salary or a regulator of the master company, associates, subsidiaries at the same rank, major shareholders or the company's regulator unless they will be discharged from aforementioned characteristics for at least two years before the appointment date as independent directors. In this regard, such prohibited characteristics shall exclude cases that independent directors used to be government officials or advisors of government agencies which is a major shareholder or the company's regulator.
3. Not being a person who has a relationship by blood or by legal registration in a manner of father, mother, spouse, sibling, and child. Including spouse of the child, executives, major shareholder, regulator or a person who will be proposed to be an executive or regulator of the company or subsidiaries.

4. Have no or ever have a business relationship with the company, master company, subsidiaries, associates, major shareholders or the company's regulator in a manner that may interfere with one's independent exercise of judgment, including not been or ever been important shareholders or regulator of a person who has a business relationship with the company, master company, subsidiaries, associates, major shareholder or the company's regulator unless they will be discharged from aforementioned characteristics for at least two years before the appointment date as independent directors.

   Business relationship under Paragraph one, includes normal commercial transactions for the purpose of operating a business, renting or for renting of real estate, transactions relating to assets or servants, or giving or receiving financial assistance by receiving or lending, guaranteeing, giving assets as debt collateral. Including other similar circumstances resulting in the company or the parties has an obligation to other parties from 3% of net tangible assets or from 20 million baht or more whichever is lower. In this regard, such a debt calculation shall be under the computation method for a value of the connected transaction according to the announcement of the Capital Market Supervisory Board regarding criteria on connected transactions, mutatis mutandis. But on consideration said obligation shall include the indebtedness incurred during one year before the date of having a business relationship with the same person.
5. Not being or having been an auditor of the company, master company, subsidiary or juristic person that may have conflicts and not being a major shareholder, non-independent directors, executives or managing partners of the audit office which has an auditor of the company, master company, subsidiaries or juristic person that may have conflicts unless it has been terminated for not less than 2 years before being appointed.
6. Not being or having been a professional service provider which includes providing services as a legal advisor or financial advisor which receives service fees in excess of 2 million baht per year from the company, mater company, subsidiary company or juristic person that may have conflicts. In a case that a professional service provider is a juristic person, including being major shareholder, directors who are not independent directors, executives or managing partners of such professional service providers unless it has been terminated for not less than 2 years before being appointed.
7. Not being a director appointed to represent the company director, major shareholders or shareholders who are related to the major shareholders of the company.
8. Not operating a business that is the same business and is significant competition with the business of the company or subsidiary or not a significant partner in the partnership or being a director who is involved in the management of work, employees, employees, consultants who receive regular salary or holding more than 1% of the total voting rights of other companies which operate businesses that is the same business and are competing with the business of the company or subsidiaries.
9. No other characteristic makes it impossible to give independent opinions about the company's operations.

After being appointed as independent directors with characteristics according to Paragraphs 1 to 9, independent directors may be assigned by the board to decide on the operations of the company, parent company, subsidiaries, associates, or subsidiaries at the same rank, major shareholder or the company's regulator with a collective decision.

11.2.4 Business relationship or professional service of independent directors in the past accounting period

- None —

11.2.5 Supervision on using internal information

The company has set guidelines for employees to perform their duties with honesty, fairness, and complement with laws, regulations, keeping clients confidential and does not place the importance of personal interests over the responsibility of the company, includes employees not using internal information for personal gain or disclosing information to others without being involved in their operations, including business ethics in the Code of Conduct as well as defining policies to prevent and manage conflicts of interest which may occur in the business operation and customer service.

The company has set rules for trading shares by directors, executives, employees, which are assigned to senior executives and all employees or stakeholders with internal information, shall not trade company's shares during the period of 30 days prior to the last business day of the quarter until 1 day following the announcement of the financial statements.

In addition, directors are required to keep important information about the company that is not yet publicly disclosed to the public and it is illegal to trade in the company's stock with internal information that has not yet been made public. In addition to the prohibition of trading company shares by using internal information, directors must not provide internal information to others for such purpose or any other purpose as well as having a duty to maintain the confidentiality of internal information that is known from the performance of their duties to the company unless received or have a duty to disclose and follow up.

The company has measures to punish non-compliance with the guidelines or regulations set by the company, including using inside information for personal gain or any other person as defined in the company's regulations.

11.3. Applying CG Code for listed companies in 2017

The company secretary proposed a review of applying CG Code in the company at least once a year by the Board of Directors' Meeting No. 7/2020 on 10 December 2020 found that the Board applied CG Code for listed companies in 2017 of the Securities and Exchange Commission which assessed compliance with each CG Code in comparison with the company's corporate governance policy and commented that the company has policies, measures and operational processes that are in line with CG Code to be suitable for the direction of business growth but still have some practices that the Board has accepted principle and will be applied further, including:

CG CODE	Clarification
1. The Board should establish a clear and concrete policy on the care of safety and sanitation and disclose the practice including disclosure of accident statistics or absence rate.	The Board assigns the management to prepare a policy and report to disclose the statistics on safety and health of employees in the annual report (Form 56-1).
2. The Board should consider holding the board's meeting more than 6 meetings per year.	The board should set to add the meetings more than 6 meetings per year.
3. The Board should hold a meeting between non-executive directors without management to attend the meeting in the past year by specifying the number of times or the date of the meeting.	The Board should hold a meeting between non-executive directors without the management No. 1/2020 on 10 December 2020 to discuss the operation of the management.
4. The Board should provide an annual assessment for CEO of an organization and disclose it.	The Board assigns the company secretary to hold an annual performance assessment for senior executives and continue to disclose.
5. CG Committee (Directors level)	The Board agrees and assigns the Nomination and Remuneration Committee to consider and appoint further.

12. Policy for management and employees development

Human Resources General Policy

To enhance the company's personality and identity then the company has established a general human resource policy covering all companies to have the same standard level and increase the efficiency of management and continuity of work such as salary structure management system, payroll system, collecting preliminary information about employees and the development of basic human resource management systems to be strong, being a key mechanism to increase competitiveness and abilities to drive the company's business to operate more efficiently, supporting the expansion of investment both domestic and international, therefore, the company planned and formulated an action plan for human resource management in accordance with the business operations and carry out management restructuring of various departments.

The company places importance on recruiting personnel in the group that is essential to driving the organization's strategy to be successful with preparing readiness to recruit employees in management, operations and others in preparation for retirement and support new businesses. Moreover, the company also has a strategy to enhance the company's image and reputation in order to be well known. The company has established a policy on a performance assessment system, starting from setting annual goals, mid-year performance monitoring and performance assessment at the end of the year to facilitate the distribution of the organization's goals into individual action, therefore, the company has provided Key Performance Indicator (KPIs) within each work line. In addition, to ensure transparency and fairness, therefore, provide policy for supervisors and employees to discuss together to examine the performance from time to time. And after the mid-year performance assessment then will have procedures for reviewing the standards for assessing the performance of each department for performance assessment to be in the same standard. The results will be used in the process of comparing the performance of employees to compare performance and can identify differences in assessment results which will affect the annual salary increase according to the company policy

Employment

To respond the diverse identity of the business and maintain the company culture, therefore, the company uses 3 competencies as a criterion for hiring employees, namely organizational competency, work competency and leadership competency along with considering the consistency with organization's values. The company has a policy to hire employees who have attitudes and professional competency that correctly and suitable and help those employees develop their potential to work with the company for the long term.

Human Resources is responsible for providing tools suitable for applying and recruiting employees but the decision is belong to executives. The company has a policy of promoting or relocating positions within the company in case of vacant position. However, executives and human resources department are responsible for recruiting personnel from outside with knowledge, ability if considered appropriate to maintain the quality standards of human resources at a good level all times by employees must have skills, abilities, and behaviors that blend seamlessly into the company's culture.

Work with WICE

To promote good corporate governance standard, the company has established a code of conduct manual to show its commitment to being a good citizen of society. These guidelines must be respected and followed at all locations and opportunities by the management will perform various actions necessary to ensure that these guidelines are adhered to at all levels. The company has a long-term hiring policy, termination will occur only in a case of a violation the company's principles, business misconduct, retirement, voluntary resignation and actions that fall into termination as specified in the regulations and rules of the company registered with the Ministry of Labor only.

Assessment and Personnel Development

- **Assessment**

Employees assessment will takes place at every stage since recruiting new employees to promotion, development of working knowledge and succession planning by assessments will be occurred in many aspects such as knowledge and competency assessment, performance assessment, key performance indicator, leadership including consistency with corporate values because the creation of human value starts from personnel quality that is suitable for strategy, culture, technology and environment of the company.

- **Personnel Development**

Employee development is deemed the most important resource, therefore, is deemed an important policy of the company to an organization has continued growth also. The company has a policy support to have development both the organization' s needs and the personal development of the employees to create a learning culture that has been developed sustainably through continuous self-learning. The learning culture of employees will enable the company to continuously develop into a highly efficient organization.

Scope of employee development training

1. To be considered the employee's duties to attend self-development training in accordance with the program or curriculum set by the company or by any method as appropriate to enhance their knowledge, abilities or work skills.
2. All employees are required to attend a Mandatory Training Program in order to strengthen, enhance knowledge, competences or skills necessary to perform their duties in the position, specifically. In this regard, shall be as jointly designated by employees and supervisors as necessary and appropriate to the position, duties or goals of the company operations.
3. Participating in Voluntary Training Program shall be upon employee's needs with approval of the supervisor to order employees participating in the course by taking into consideration necessity and opportunity to apply the knowledge that has been acquired and apply directly to the work of the company or not.

Compensation and employee benefits

The company considers employees as the most important resource in regard to their health and safety in life for them to work happily, therefore, the company has held an annual medical examination for employees so that employees can know their health for proper care and the company has a policy of providing good compensation, a fair structure and effective motivation to employees. The company uses a blended compensation structure to match the job description, demand and supply of the labor market by such compensation includes salary, bonus, both fixed and variable incentives, including provident fund contribution on employer part, medical expenses, travel expenses and other welfare benefits.

The company uses a wage management system by comparison to the market, by the structure is combined with the classification and nature of the job type to make this system suitable and adaptable to changing market conditions. The structure of this system is flexible enough to reward work and professional expertise as well as the potential of both the professional and the general employees.

Implementation on human resource

To strictly comply with labor laws and regulations, any action on human resources aspects of the company with respect to labor law is combined with the Human Resources Department to be able to manage it properly, any human resource policies and/or actions that are contrary to the country's labor law will be automatically repealed, including the establishment of regulations in accordance with the newly established labor law.

The record-keeping of the company's employees is included with the Human Resources Department for human resource management at both the high and general level. Transferring or changing employees' status within the company must operate in accordance with the company's human resources guidelines and practices.

Occupational Safety and Health

The company has established policy and practice guidelines on occupational safety, health and environment to provide employees with safety and good health in their operations which is in accordance with Occupational Safety, Health and Environment Act B.E. 2554 (2011) and according to Ministerial Regulation on the Prescribing of Standard for Administration and Management of Occupational Safety, Health and Environment B.E. 2549 (2006).

Occupational safety, health and environment are deemed as duties and responsibilities and participation of all employees, therefore, imperative that all employees understand and cooperate with each other to perform the work correctly in accordance with safe work procedures to reduce risks that may cause various dangers both to oneself and to others. The company, therefore, set all new employees must learn about accident prevention and security within the office also a workplace inspection and the amount of light illuminated in the office and working environment, etc.

From the injury statistics report, occupational disease and the number of deaths from work in 2020 found that no employee died from work. However, there were 0 people who were injured and sick from occupational diseases, which can be classified into various groups as follows:

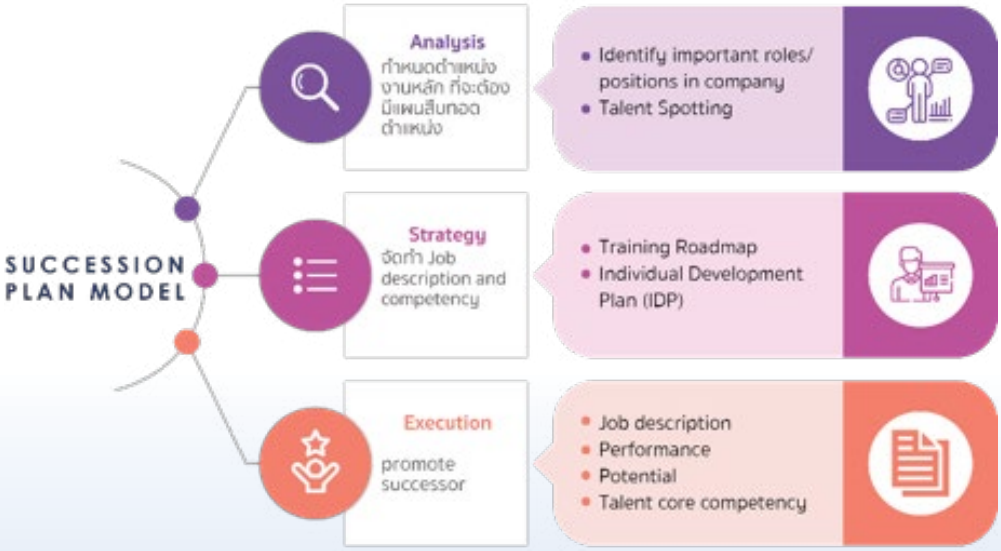
Type of injury, occupational disease, and the number of people who died caused by the performance of employees that occurred during 2020		Number of Times		Workdays lost	
		Male	Female	Male	Female
Injuries					
• Minor injury	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0
Occupational disease					
• Hearing	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0
• Muscle and bone injuries	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0
• Vision	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0
• Pulmonary function	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0
Death					
• Death from work	Head office	0	0	0	0
	Suvarnabhumi	0	0	0	0
	Laem Chabang	0	0	0	0

Occupational health and safety information

Information	Unit	During January - December 2020					Total
		Gender		Branch			
		Male	Female	Head office	Suvarna bhumi	Laem Chabang	
Injury Rate	Number of people per working hours 477,888 hrs.	0.00	0.00	0.00	0.00	0.00	0.00
Lost Time Accident	Number of people per working hours 477,888 hrs.	0.00	0.00	0.00	0.00	0.00	0.00
Injury Severity Rate	Number of people per working hours 477,888 hrs.	0.00	0.00	0.00	0.00	0.00	0.00
Illness/ Occupational disease Rate	Number of people per working hours 477,888 hrs.	0.00	0.00	0.00	0.00	0.00	0.00
Absence Rate	%	1.52	1.05	1.17	0.98	1.37	3.52
Number of sick leave	day	672	567	770	176	293	1,239
Hours of absence work due to sick but not related to work	day x 8 hrs.	5,376	4,536	6,160	1,408	2,344	9,912

Succession planning

The company has succession planning by creating a succession plan for the current executive position from the manager level up, especially the current executive position who will retire as soon to prepare a readiness for holding position and ensure job transfer is smooth. For executives who are successors will be assessed their potential by an outside institution which besides being assessed by third parties with a neutral system, is also a comparison potential level of the company's executives also being a goal for developing executives at all levels continually in order to be ready and able to appoint to hold an office that will retire at all positions as well as important positions of affiliates as well.



Organizational Development

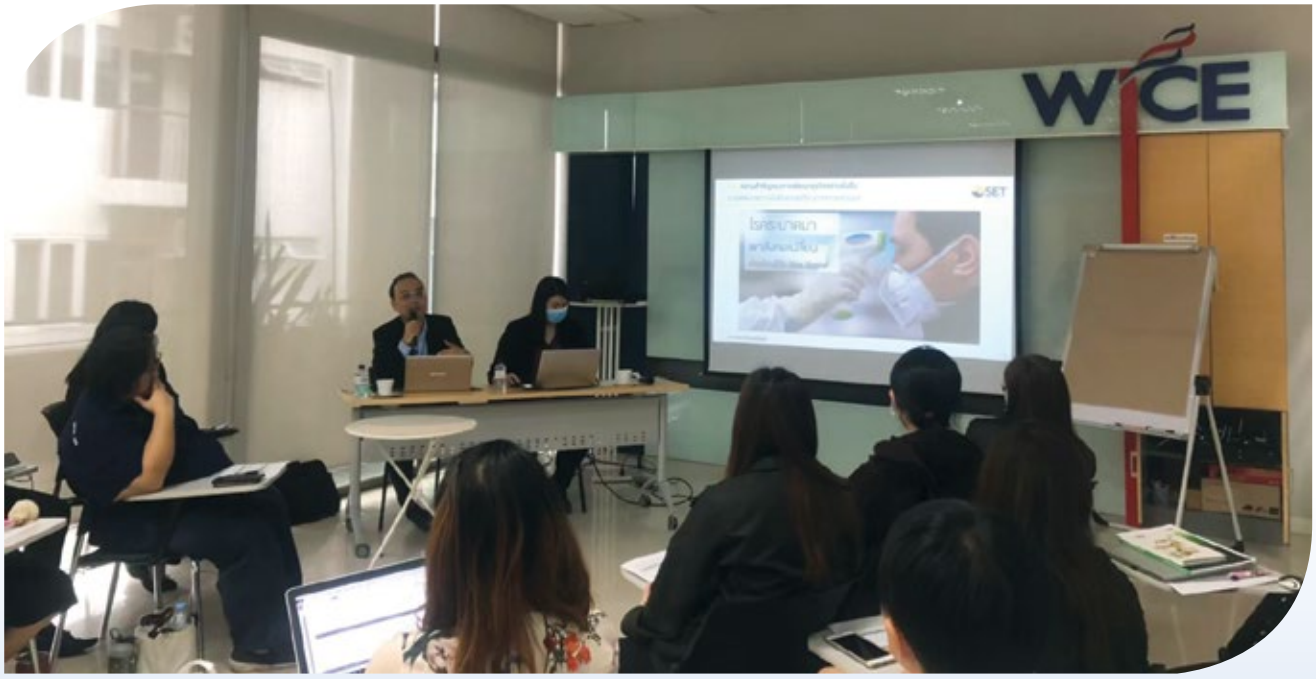
The company is still implementation for continuous development and has planned development and preparing learning courses to enhance knowledge, abilities of an organization through the development of capacity and effectiveness, development of leadership potential by developing organizations and personnel at all levels to develop and strengthen potential to human resources in order to perform their work full efficiently. These things have caused tremendous changes to an organization and brought continuous strategic development. The company has prepared employee development courses, training and seminars with courses as follows:

- Driving forklift properly and safely
- 5W1H about Reefer
- 8D Method
- Fire drill
- China my Friends
- COSO ERM 2017 for Risk Management Committee
- CS Model
- Fail Factors make Sales not Fail
- How to win Contract Logistics
- It's WICE Present
- RFQ Success Story
- Selling Supply Chain Solutions 101
- USA Highlights
- Structure of Quotations
- Care Traffic Regulations Drive Safe for ten wheels driver
- Insurance for 2020
- Appearance development
- Knowledge of Sea Operations, Air Operations, Customs Broker
- Logistics Opportunities in the era of Digital Disruption
- Issue of Receipt-Payment Voucher on accounting
- IAS New Value Proposal During and after the Crisis
- Analytical Thinking in the Internal Audit Process
- Shipping
- Advance Risk Management of COSO ERM 2017
- Basic Risk Management of COSO ERM 2017
- Checking business status through financial statements
- Develop modern entrepreneurial skills with penetrating global markets with Alibaba
- Anti-Corruptions Practical Guide
- Internet of Thing (IoT)
- Logistics for import and export
- Professional warehouse management
- Insurance for 2020

13. Sustainability Report & Corporate Social Responsibilities

Business operations based on sustainability guidelines With a commitment to develop and operate a business with sustainability, the company always operates a business with responsibility to all stakeholders under good governance along with creating value for societies and an environment. The company has set the company's sustainability framework to be used in setting guidelines, sustainability in accordance with the sustainability topic that stakeholders focus on which covers the dimension of environmental, social and governance.

In 2020, the company has joined the SD Journey project with SET and participated in a workshop to make every department have an understanding of the project and analyze stakeholders, impacts to develop and prepare sustainability report.



Anti-Corruption

The company places importance and commits to conduct business with transparency along with campaigning on anti-corruption throughout the period of business operation. By instilling employees to perform their duties with honesty and integrity according to one of the corporate values. Including setting policies and guidelines on anti-corruption by specifying as a practice in the company's ethics. Details of the policy were disclosed on the company's official website. Operation related to anti-corruption include;

1. Jointly sign the intention to crusade anti-corruption of Thailand's private sector with the Collective Action Coalition (CAC) of Thailand's private sector on anti-corruption in 2010 and on 31 December 2020, the company has renewed the first status certification for another 3 years from the first status certification on 10 November 2017.
2. Setting policies and guidelines on anti-corruption to prevent and reduce the chance that the Company will be used as a channel for corruption. Such related policies and practices are regularly reviewed on the effectiveness of related policies and practices. The essence of policies and practices are communicated to executives and employees through channels such as announcements on an internal computer network inside an organization, on the company's website and by email.
3. Setting and improving more stringent guidelines for receiving and giving gifts or No Gift Policy by setting a policy not to receive and give gifts or any compensation in all forms and types from customers, partners, business stakeholders in the festival. In case unable to refuse and must receive gifts, gratuities or other benefits shall give such gifts to supervisor by using the "report form of giving gifts, gratuities or other company benefits" and also give to the Human Resources Department. In case an authorized person or supervisor considers that it is not deserving of receiving gifts, the recipient shall return it immediately. If unable to return, shall give it to the Human Resources Department to be used as a reward to employees or to donate to charity on behalf of the company. In addition, gifts, gratuity or other benefits considered the rights and property of the company

4. Providing a whistle-blowing policy and a channel for receiving complaints or reporting clues both from third parties and from internal employees by announcing the channel for receiving clues from third parties on the corporate website. The information will be investigated and kept a secret.

Corporate Social Responsibilities: CSR

The Company mostly emphasizes and focuses on Corporate Social Responsibilities (CSR) and is deemed as first priority of main objectives of the Company as the Company has set policy and preparing many projects which are beneficial for society whether elevating environmental conditions for better living, the elevation of standard of living and good health of people in communities as well as Thai cultural continuation as type such activity may promote and support social activities, charity donation, community assistance volunteering. In each activity, the Company will set the target by the combination of utilizing both internal and external

resources of the organization concurrently in order to obtain the effectiveness of each activity which is not merely donation but an emphasis on participation of both employees in the organization and cooperation of external organizations including cooperation communities likewise.

In internal implementation of the organization, the Company has established Committee to prepare projects implementation plan which is consisted of personnel from other departments in brainstorm in structural design which is collection of ideas, communications, and implementation in order to determine form of each activity as follow:

1. Design in order to determine activity which means each project will be defined including objective and outcome obtained from implementing such project.
2. Implementation of activity is the determination of implementing steps, budget, personnel to participate and external organizations to participate will be defined.
3. Monitoring and evaluation, after implementing activity, an evaluation will be made whether it is subject to the set objective or not or how and making internal communications in the organization and society for acknowledgment as well as coordinating the activity as part and accepted by the society.

The company will conduct the business of the Company with responsibilities towards society, environment and Stakeholders in accordance with 8 policies as specified in Guidelines of Corporate Social Responsibility of Stock Exchange of Thailand as the Company has defined policy and practice as part of CSR-in-Process as follow:

1) Business Conduct with Fairness

Conducting business with fairness constitutes confidence to related persons, the Company and subsidiary companies emphasize conducting business with ethics towards competitors rendering fair competition with practices as follows:

1) Compliance with rules of goods competition, promotion of free trade competition, avoidance of cronyism practice or collusion.
2) Not take advantage of confidential information of competitor by dishonest or inappropriate methods such as paying briery to competitor's employee.
3) Not try to defame a competitor's reputation by slander.
4) Not support any action that deemed as an infringement of intellectual property by using goods and services with legal copyright.

2) Human Right Esteem

Human right esteem means treating stakeholders, communities and neighboring societies with hu-man value respect without violation of their fundamental rights. The Company and subsidiary companies have an intention in respect and non-violation of human rights with practices as follows:

1) Support and respect for the protection of human rights by inspecting the business not to involve violation of human rights such as do not support forced labor or child labor etc.
2) Promotion in compliance with requirements of human rights in its business and encouragement in complying with human rights principles in accordance with international standards.

3) Workforce Fair Treat

The company has policies in treating all employees with equality and fairness, supervising livelihood, safety and hygiene in the workplace as well as promotion of learning at organizational level and personnel development to upgrade working level of employees professionally, development of working system and creation of an innovative organization with practices as follows:

1) Preparing conditions of fair employment and providing employees to obtain remuneration which appropriates for employees' potential.
2) Providing and supervision welfare appropriately for employees such as providing Annual Leave, reasonable overtime working, medical treatment as required and appropriate, etc.
3) Promotion, rotation, rewarding and punishment of employees will be made in good faith, equality and based on knowledge, ability and suitability of employee.
4) Providing and supervision of working environment to be safe for employee's life and properties.
5) Developing employees in order to practice skills and increasing work potential by providing opportunities for employees for learning comprehensively and regularly.
6) Compliance with laws and regulations which are related to employees strictly.
7) Avoidance of any unfair act which may affect to the stability of employees' career as well as treating employees politely.

In 2019, activities were held by the company as follows:

1. Basic Fire Suppression Training, Violent Fire Suppression Training, Fire Drill and Evacuation

2. Training sales

4) Consumer Responsibility

The Company determines to provide service with good quality and standard, in reasonable price, maintain confidentiality of customer strictly and regularly, finding methods to increase benefits for customers continuously and as well as complying with conditions as defined by customers strictly with practices as follows:

1. Providing services with good quality and standard responding to customer's requirements under fair conditions.
2. Developing service provision continuously in order to increase value of business and benefits for customers.
3. Providing information of service provision which is correct, sufficient and not exaggerated as customers will have sufficient information in making a decision.
4. Maintaining confidentiality of customer without using either for oneself or related persons wrongfully.

5) Environmental Conservation

The company is well aware of the importance of environment conservation without making pollution problems including Global Warming which quality of life and ecological system are affected. Therefore, the company has set policy not to perform any act that caused damage to national resources and environment with practices as follows:

1. Use resources efficiently such as

   1.1 Energy-saving measures by the company campaigning for the use of air-electricity According to the start and end times at 25 degrees with the power turned off for 1 hour during the lunch break and install solar cell to be uses to replace electricity.

   1.2 Policy to use paper worthwhile or REUSE to reduce global warming and paperless reduction by sending information online or electronically for speed and timeliness.

   1.3 Policy to refrain from using plastic and foam boxes by allowing employees to use cloth bags instead of plastic bags and use food carrier instead of foam boxes or plastic glass to reduce waste and be environmentally friendly.

6) Participation in Society and Community Development

The Company has a policy in supporting utilization of business process for benefits in development of quality of life, creating economy and strength of communities and society with practices as follows:

1) Support employment in communities.
2) Finding opportunities to support initiative society and community activities such as supporting scholarship for school located near office area and blood donation etc.
3) Creating consciousness in social and environmental responsibilities among employees at all levels.
4) Strict control in compliance with the intendment of law and regulations imposed by regulatory authorities.

In the year 2020, during the COVID-19 pandemic, businesses were ordered to temporarily shut down. Therefore, the company would like to encourage the villagers nearby and join in through this crisis toge

14. Internal control and risk management

The company realizes and places an importance to risk management and sufficiency, suitability of a good internal control system to support the company to achieve its objectives with efficiency and sustainability by starting from creating an organizational culture to operate business under good corporate governance and transparency. A balanced management structure is established, set written policies and guidelines in writing for the company put into practice under the same standard and control system. Including preparation of employee ethics, determining disciplinary punishment and appropriate channels and processes for receiving complaints.

Supervision and internal control system and risk management

Supervision of business operations and adequacy of the company's internal control system are supervised by the Board of Directors through the Executive Committee and the Audit Committee with important corporate governance structure as follows:

1. The Executive Committee supervises all the company's risk management and internal control systems by appointing the Enterprise Risk Management Committee and/or working group and assigned to supervise risk management and control in accordance with assigned duties and responsibilities and supervise risks and control related operations based on importance and complexity of relevant business as necessary and appropriate. The company's risk management and control approach is carried out under policies and guidelines which cover internal control policy, corporate gover nance policy and risk management policy.
2. The audit committee performs independently to assess the sufficiency and suitability of an internal control system which is set and supervised by the Executive Committee, including efficiency of the audit process by the company's Audit Committee. Annually consider an internal control adequacy assessment form prepared by the company's management before presenting it to the Board for consideration. As a part of supervision, the Audit Committee has reviewed policies and guidelines for the performance of an internal audit and risk management department on operational, including supervising performance of duties of the Board of subsidiaries to assess the accuracy of the company's financial report, transparency of business operations, sufficiency and appropriateness of internal control and audit system of all performances and operations to ensure that the company performs its operations in accordance with applicable legal and regulatory requirements.

Summary of internal control system and risk management

The company has set up an internal control system and enterprise risk management both at the overall level of an organization to a level of activity in accordance with international standards to ensure that an organization can achieve its operational goals effectively and efficiently, as well as being able to comply with the law and present the report appropriately and reliably. Risk management is creating a risk management framework, establishing objectives of an organization's strategy that coordinated and linked to risk management processes. Assess and manage risks to support objectives achievement of such a strategy, supervision of implementation, including communication and reporting an internal control system that is one of essential parts of enterprise risk management and being a part that creates value and strengthens the efficiency of mutual actions.

The company has provided an environment that promotes internal control since the determination of honesty and ethical conduct to be a part of the core values of an organization, establishing policies and guidelines on internal control, providing balanced reporting structure, and determining power of command, including responsibilities that are appropriate for the nature of work in order to an organization to achieve its objectives and provide training to educate employees in order to develop their skills, knowledge, and expertise on operational supervision. The Board is responsible for supervision performance of duties of the executive team, including

the effectiveness of controlling and managing risk. The audit committee performs independently through the performance of internal audit department regarding assessing the effectiveness of risk management and risk control system.

The company provided a system of risk management and internal control as well by establishing an enterprise risk management committee to be responsible for preparing an enterprise risk management policy and guidelines for critical risks, set risk limits, and risk monitoring and control. Assess and measure the level of critical risks, including operational risk, financial risk, compliance risk, and environmental risk, including IT risk, management within risk management framework, determined the company's departments and/or an enterprise risk working group is responsible for monitoring performance results based on risk management guidance and report risks to executives and Risk Management Committee for acknowledging regularly and audit regular compliance of risk management policy by the internal audit department to ensure that the company's business operations are operated under a control system that is effective and suitable for environment and operations that can be reduced risk that may cause failure to achieve its objectives and/or may cause damage to an organization. The company has established policies and guidelines for the main control, including an authority to approve actions that are applicable in the company and its subsidiaries appropriately.

The company has continuously developed its information system in order to improve the quality of information and communicate in an efficient and timely manner. As well as the establishment of the risk management working group and assigned to supervise IT. In addition, the company has defined appropriate and necessary channels and processes for communicating information inside and outside an organization to be able to communicate information accurately, complete and timely to all internal and external parties.

The company has followed up and evaluated the internal control results, provide a channel for reporting and communicating information, deficiencies in the internal control system to the responsible person in order to promptly define measures for corrective action. Including establishing an audit process through the performance of the Audit department and Risk management working group based on a designated plan. The results of supervision and audit of internal controls are required to be reported regularly to senior executives and relevant committees.

Opinion of the Board on an internal control system

At the Board of Directors' Meeting No. 6/2020 on 13 November 2020, all 4 independent directors and 3 audit committees attended the meeting completely. The Board has considered the internal control system assessment form prepared by the management and approved by Audit Committee. The company's internal control system assessment covers all 5 components: internal control, risk assessment, controlling, operational of IT & communication and monitor system. The Board has opinion the company's internal control system is adequate and appropriate for business operations by the company provided an adequate internal control system and personnel to operate based on designated operating system efficiently including a process to monitor and supervise operations of subsidiaries to be able to operate their businesses under a good internal control system and have appropriate measures to prevent any transactions that may cause a conflict of interest.

Opinion of the Audit Committee in case having an opinion that differs from the opinion of the Board or an auditor.

The Audit Committee has the same opinion as to the Board. In addition, EY office Co., Ltd., is the company's auditor has no further opinion on the company's internal control system in 2020 whatsoever.

The company's Internal audit officer

The company has assigned Ms. Nipaphan Dulanee, who has qualifications, knowledge, capability, and experience on audit that suitable for the position of Internal Audit Officer by working independently under supporting of the Audit Committee, which Ms. Nipaphan Dulanee has been assigned to hold office as Audit Committee secretary.

15. Transactions between related Companies

Board of Directors emphasizes on consideration and approval of transactions and related companies or related party or transactions which may have conflict of interest, therefore, transactions policy is defined as follow:

Transactions between the Company and Subsidiary Companies

As WICE Logistics Public Company Limited is consisted of many subsidiary companies and those companies has to conduct inter-transactions, service usage, financial assistance, technical or personnel support etc. Therefore, business operations or implementations which are inter-transactions of those companies must be complied with laws, regulations and implementing authority of the Company including the defined criteria and conditions.

Transaction of the Third Party

In conducting transactions or the third party must be complied with criteria and process as defined by laws, regulation of the Company and policy of the Company as well as it will be approved according to implementing authority of the Company strictly. Moreover, it must be complied with conditions which are agreed honestly, being transparent and being inspected by avoiding transactions which may cause troubler or damage to either the Company or the third party.

The Company has defined Stakeholder Engagement Policy and practice of groups of stakeholder as the Company is defined to comply with honest trade competition, consideration of reasonable and fair sell price and reasonability of price, quality and service to be obtained as well as the appropriate justification when there is any inspection.

Moreover, the Company has defined practices in consideration and approval the process of transactions and related companies, or related party or transactions which may have conflict of interest to constitute maximum interest to the Company under criteria as defined by laws as directors and executive will notify interest to the Company and the Company will consider any transaction, if the transaction requires approval according to criteria and legal steps, Management Department will present the matter to Board of Directors or shareholders' meeting as well as disclosing the information to investor openly and transparently as directors or executives who are stakeholders, will not participate in consideration and approval of such transaction in any case.

Policy or Trends of Transactions and Related Party

Transactions and related party of the company in the future will be normal transactions by negotiation policy in accordance with using pricing mechanism of logistics market and there is not any interest transfer between the Company and related businesses or parties.

Details of Transactions and Related Parties and Related Companies

Person/Juristic Person	Relations	Type of transactions who may be conflicted	Value of transactions (Baht) ended at 31 Dec. 20	Outstanding amount (Baht) ended at 31 Dec.20	Explanation of executive in necessity and reasonability
1. Dr. Araya Kongsunthorn 2. Mr. Chudet Kongsunthorn	Being director and shareholder of the company	Land rental cost (Head Office)	1,345,620	None	The company has leased the land from We lend Group (by director and shareholder concurrently which is Dr. Araya Kongsunthorn and Mr. Chudet Kongsunthorn) to construct building and used as the location of Head Office as specified in Title Deed No. 53901 with the area 1 Ngan 70 2/10 square meters which is located at Chong nonsi Sub-district, Yannawa District, Bangkok. Lease Contract has been entered into for the period of 20 years from 1 July, 2014 - 30 June, 2034 by pay monthly rental as follow: Year 1-2, 92,674. - Baht Year 3-5, 101,941. - Baht Year 6-8, 112,135. - Baht Year 9-11, 123,349. - Baht Year 12-14, 135,684. - Baht Year 15-17, 149,252. - Baht Year 18-20, 164,177. - Baht Total rental cos is 30,539,586. - Baht The foregoing rental is evaluated by Independent Valuer for public purpose and being the company is in name list approved by SEC which is Agency for Real Estate Affairs Co., Ltd.
1. Dr. Araya Kongsunthorn 2. Mr. Chudet Kongsunthorn	Being director and shareholder of the company	Land rental cost	420,000	None	The company has leased the land as parking lot for employees as specified in Title Deed No. 53902 Volume 540 Page 2 Parcel No. 977 Sub-district No. 9146 located at Chong nonsi Sub-district, Yannawa District from 1 July, 2018 - 31 Dec, 2020, the rental is 35,000. - Baht per month. The rental rate refers the estimate price of land lease where the company's office building is erected as the is connected land

Person/Juristic Person	Relations	Type of transactions who may be conflicted	Value of transactions (Baht) ended at 31 Dec. 20	Outstanding amount (Baht) ended at 31 Dec.20	Explanation of executive in necessity and reasonability
WICE Logistics (Singapore) Pte. Ltd.	Being a subsidiary company (WICE holds shares 100%)	Income from service/Account receivable	8,453,785.31	732,612.15	Wice Logistics (Singapore) Pte. Ltd. is one of the Company's overseas agents. Acting in coordination to provide services in the foreign area that they are in charge of. There is a service charge by using the Cost Plus Pricing method to coordinate the service in Thailand. Which will have an inter-service charge And is regarded as revenue from the service of the company. Wice Logistics (Singapore) Pte. Ltd.
		Cost of service/ account payable	22,518,615.85	1,990,945	
		Income in coordination management	267,630	none	As management fees and coordination with each other Charged by the company with a monthly service fee of 1,000 SGD per month
		Dividend received	38,729,132.34	-	As dividends received from subsidiaries Since the subsidiary announced a dividend payment in March 2020 of SGD 2,465,787. The dividend received of the company 70%, equal to 1,726,051 Singapore dollars. And the dividend payment is scheduled in March / July and November, which has been in full.
WICE Supply Chain Solutions Co.,Ltd	Being a subsidiary company (WICE holds shares 99.99%)	Service income / trade receivables	548,584.35	161,952.9	The Company provides Customs Transport and Sea Freight transportation services to its subsidiary, as it has a service unit located in Laem Chabang, so it is easy to manage. A service charge is applied using the Cost Plus Pricing method.
		Cost of service / trade payable	5,553,513	4,775,939	Revenue from management in financial accounting / other receivables 720,000 none It is the income of management services, financial and accounting systems. In order to work efficiently The financial and accounting management service fee is 60,000 baht per month for the period from January 1, 2020 to December 31, 2020 using the Allocation Cost method.

Person/Juristic Person	Relations	Type of transactions who may be conflicted	Value of transactions (Baht) ended at 31 Dec. 20	Outstanding amount (Baht) ended at 31 Dec.20	Explanation of executive in necessity and reasonability
WICE Logistics (Hong Kong)	Being a subsidiary company (WICE holds shares 80%)	Service income / trade receivables	885,395	51,528	Wice Logistics (Hong Kong) is one of the company's overseas representatives. Acting in coordination to provide services in the foreign area that they are in charge of. There is a service charge by using the Cost Plus Pricing method to coordinate the service in Thailand. Which will have an inter-service charge And is regarded as service income of the Company. Wice Logistics (Hong Kong) has entered into an Agency Agreement.
		Cost of service / trade payable	26,523,129.53	2,509,557.66	
		Dividend received	8,747,941.81	-	As dividends received from subsidiaries Since the subsidiary announced a dividend payment in June 2020 of HK $ 2,761,415, 80% of the Company's dividend received, equal to 2,209,132 HKD, and the total dividend payment in July 2020.
Euroasia Total Logistics Co., Ltd.	Being a subsidiary company (WICE holds shares 40%)	Service income / trade receivables	43,211	12,840	Euroasia Total Logistics Co., Ltd. is one of the representatives of the company. Serves to contact and coordinate the service The service fee is charged using the Cost Plus Pricing method. Euro Asia Total Logistics Co., Ltd. has entered into an Agency Agreement.
		Cost of service / trade payable	27,783,449.48	12,195,145.25	
		Revenue from management in financial accounting / other receivables	720,000	none	It is a revenue of service charge for management of financial and accounting systems for efficient operation by charging management, administration, finance and accounting services at the rate of 60,000 baht per month using Term cost allocation method Time from 1 January 2020 - 31 December 2020

Person/Juristic Person	Relations	Type of transactions who may be conflicted	Value of transactions (Baht) ended at 31 Dec. 20	Outstanding amount (Baht) ended at 31 Dec.20	Explanation of executive in necessity and reasonability
		Guarantee contract fee / credit limit obligation	1,400,000	none	Euroasia Total Logistics Co., Ltd. borrowed money from Kasikorn Bank by WICE Logistics Public Company Limited as the guarantor for loan amount of 70,000,000 baht, borrowing period 5 years, contract date 7. March 2019, Wise Logistics Public Company Limited charges a contract guarantee fee of 2% from the loan amount with a guarantee payment of 1,400,000 baht per year.
		Guarantee contract fee / credit limit obligation	89,315.37	none	Euroasia Total Logistics Co., Ltd. borrowed money from Kasikorn Bank by WICE Logistics Public Company Limited as the guarantor for loans in the amount of 10,000,000 baht for the borrowing period of 3 years. By July 2020, WICE Logistics Public Company Limited charges a contract guarantee fee of 2% from the loan amount, with a guarantee payment of 200,000 baht per year (in 2020, 163 days).

Person/Juristic Person	Relations	Type of transactions who may be conflicted	Value of transactions (Baht) ended at 31 Dec. 20	Outstanding amount (Baht) ended at 31 Dec.20	Explanation of executive in necessity and reasonability
Euroasia Total Logistics Co., Ltd.	Being a subsidiary company (WICE holds shares 40%)	Loan Interest income / accrued interest	5,000,000 108,333	1,736,111.11	Euroasia Total Logistics Company Limited borrowed money from WICE Logistics Public Company Limited to use as working capital in the company. The loan period starts from August 1, 2019 to January 31, 2023 at the interest rate of 4.00 percent, referring to the agreed interest rate in the group, which will use the same interest rate for all countries.
		Loan Interest income / accrued interest	5,000,000 123,611	2,025,462.96	Euroasia Total Logistics Company Limited borrowed money from WICE Logistics Public Company Limited to use as working capital in the company. The loan period starts from August 9, 2019 to January 31, 2023 at the interest rate of 4.00 percent, referring to the agreed interest rate in the group, which will use the same interest rate in all countries.
		Capital increase	12,000,000		Euroasia Total Logistics Company Limited borrowed money from WICE Logistics Public Company Limited to use as working capital. The company converted the loan to equity on June 29, 2020.Currently, Euroasia Total Logistics Co., Ltd. has a registered capital of 100,000,000 baht.

Part 3

Management and Corporate Governance

16. Report of the Board of Directors' Responsibility for Financial Reports

The Board of Directors is responsible for the financial statements of WICE Logistics Public Company Limited and its subsidiaries. Which is held in accordance with the financial reporting standards. Under the Accounting Act 2000 and the regulations of the Securities and Exchange Commission on the preparation and presentation of financial reports. Under the Securities and Exchange Act B.E. 1992, appropriate accounting policies have been selected and adhered to regularly. In addition, important disclosures are made in the notes to the financial statements. The auditor has reviewed and audited the financial statements and expressed an opinion in the auditor's report unconditionally.

The Board of Directors is responsible for supervising and developing corporate governance, anti-corruption code of conduct. Including providing and maintaining Which the risk management system and internal control To ensure that accounting records are recorded correctly, complete, timely and sufficient for the maintenance of assets. And prevent fraud or materially unusual operations. The Board of Directors has appointed an Audit Committee. Which consists of independent directors who are responsible for the supervision of financial statements. Evaluate the system of internal control and internal audit for efficiency and efficiency. The opinions of the Audit Committee appear in the Audit Committee Report which has been shown in this Annual Report.

The Board of Directors is of the view that the internal control system and internal audit of the company can create confidence that the financial statements of Weiss Logistics Public Company Limited and its subsidiaries Show the financial base Performance And cash flow is reasonable in essence According to financial reporting standards

Mr. Ekaphol Pongstabhon
Chairman of the Board

Dr. Araya Kongsoonthorn
Chief Executive officer

17. Independent Auditor's Report

To the Shareholders of WICE Logistics Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of WICE Logistics Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of WICE Logistics Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of WICE Logistics Public Company Limited and its subsidiaries and of WICE Logistics Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

Since the revenue from service is the most significant amount in the income statement and is also the key indicator of business performance. In addition, the Group has services with a number of customers and there are a variety of commercial term. I have therefore focused on the audit of the actually occurring and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Company's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.

- Applying a sampling method to select service income transactions during the year to assess whether revenue recognition was consistent with the conditions, and in compliance with the Company's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring near the end of the accounting period.
- Reviewing credit notes issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Goodwill and customer relationship

I have focused my audit on the consideration of the impairment of goodwill and customer relationship which acquired in a business combination, as discussed in Note 16 and 17 to the consolidated financial statements, because the assessment of impairment is a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill and customer relationship.

I assessed the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the moving average finance costs of the Company and of the industry, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rate.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion

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

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

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

I am responsible for the audit resulting in this independent auditor's report.

Chayapol Suppasedtanon

Certified Public Accountant (Thailand) No. 3972

EY Office Limited

24 February 2021

Statemet of financial position

As at 31 December 2020

WICE Logistics Public Company Limited and its subsidiaries

Wice Logistics Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Assets					
Current assets					
Cash and cash equivalents	8	263,333,968	149,329,922	61,943,885	74,775,236
Current investments	10	-	152,690,077	-	132,599,680
Trade and other receivables	7, 9	953,059,776	596,090,739	193,188,273	147,330,730
Short-term loans to related parties	7	-	2,973,991	3,761,574	6,250,000
Other current financial assets	10	144,713,544	-	128,827,317	-
Other current assets		40,714,604	32,788,703	16,116,770	8,802,142
Total current assets		1,401,821,892	933,873,432	403,837,819	369,757,788
Non-current assets					
Restricted bank deposits	11	2,978,575	2,840,001	2,100,000	2,100,000
Long-term loan to related party	7	2,200,380	-	-	-
Investments in subsidiaries	12	-	-	547,374,450	412,547,053
Investments in associate	13	100,746	-	-	-
Property, building and equipment	14	207,683,961	229,636,618	110,553,778	139,119,308
Right-of-use assets	15	39,527,671	-	30,975,562	-
Goodwill	16	139,842,134	139,842,134	-	-
Intangible assets	17	249,813,429	266,982,226	6,439,179	8,635,306
Deferred tax assets	25	136,391	-	5,339,485	5,223,761
Other non-current assets		1,394,935	335,819	307,345	335,819
Total non-current assets		643,678,222	639,636,798	703,089,799	567,961,247
Total assets		2,045,500,114	1,573,510,230	1,106,927,618	937,719,035

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

Wice Logistics Public Company Limited and its subsidiaries

Statement of financial position (Continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from bank	*18*	11,677,459	6,594,156	-	-
Trade and other payables	*7, 19*	726,987,653	463,872,224	85,642,621	47,970,942
Short-term loan/Current portion of long-term loan from related party	*7*	1,858,806	5,491,650	-	-
Current portion of long-term loans from bank	*20*	32,253,150	14,346,977	20,004,000	-
Current portion of lease liabilities	*15*	7,790,807	4,093,872	4,033,558	4,072,763
Income tax payable		47,388,890	18,988,706	7,895,903	-
Other current financial liabilities	*32.1*	38,980	-	38,980	-
Other current liabilities		17,128,910	14,635,408	13,620,995	9,992,092
Total current liabilities		845,124,655	528,022,993	131,236,057	62,035,797
Non-current liabilities					
Long-term loans from bank - net of current portion	*20*	99,928,761	45,134,911	46,243,000	-
Long-term loan from related party	*7*	2,014,063	3,000,000	-	-
Payable for purchase of investment in a subsidiary	*12*	48,577,403	45,741,433	48,577,403	45,741,433
Liabilities under finance lease agreements - net of current portion	*15*	21,640,886	3,372,383	17,836,624	3,188,003
Provision for long-term employee benefits	*21*	20,325,586	19,954,056	18,174,746	18,150,628
Deferred tax liabilities	*25*	32,200,361	34,404,954	-	-
Other non-current liabilities		84,495	7,280,228	-	1,831,514
Total non-current liabilities		224,771,555	158,887,965	130,831,773	68,911,578
Total liabilities		1,069,896,210	686,910,958	262,067,830	130,947,375

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

Wice Logistics Public Company Limited and its subsidiaries

Statement of financial position (Continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Shareholders' equity					
Share capital					
Registered					
651,899,500 ordinary shares of Baht 0.50 each		325,949,750	325,949,750	325,949,750	325,949,750
Issued and paid up					
651,899,500 ordinary shares of Baht 0.50 each		325,949,750	325,949,750	325,949,750	325,949,750
Share premium		347,778,911	347,778,911	347,778,911	347,778,911
Surplus on business combination under common control		5,597,942	5,597,942	-	-
Surplus (deficit) on change in percentage of shareholding in subsidiary		(51,417,641)	3,731,962	-	-
Retained earnings					
Appropriated - statutory reserve	22	32,594,975	27,737,500	32,594,975	27,737,500
Unappropriated		238,841,180	100,221,249	138,536,152	104,555,099
Other components of shareholders' equity		(22,301,030)	(17,395,901)	-	750,400
Equity attributable to owners of the Company		877,044,087	793,621,413	844,859,788	806,771,660
Non-controlling interests of the subsidiaries		98,559,817	92,977,859	-	-
Total shareholders' equity		975,603,904	886,599,272	844,859,788	806,771,660
Total liabilities and shareholders' equity		2,045,500,114	1,573,510,230	1,106,927,618	937,719,035
		-	-	-	-

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

Wice Logistics Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Profit or loss:					
Revenues					
Service income	7	3,995,533,864	2,220,879,660	737,574,852	756,044,968
Dividends income	7, 12	-	-	47,477,074	64,347,193
Other income		10,036,031	10,003,427	10,981,263	5,270,225
Total revenues		4,005,569,895	2,230,883,087	796,033,189	825,662,386
Expenses					
Cost of services	7	3,378,035,771	1,868,608,630	571,014,422	624,656,147
Selling and distribution expenses		32,553,788	34,140,630	28,977,879	31,145,218
Administrative expenses		260,149,548	256,407,670	78,639,754	78,054,568
Loss on measurement of derivatives		60,529	-	60,529	-
Loss on sale and decrease in value of investments in debentures		945,252	-	961,994	-
Total expenses		3,671,744,888	2,159,156,930	679,654,578	733,855,933
Profit from operating activities		333,825,007	71,726,157	116,378,611	91,806,453
Share of loss from investment in associate	13	(753,091)	(274,500)	-	-
Financial income		394,337	-	327,986	-
Finance cost	23	(9,803,150)	(6,729,038)	(4,808,512)	(2,976,283)
Profit before income tax expense		323,663,103	64,722,619	111,898,085	88,830,170
Income tax expense	25	(48,424,129)	(20,769,229)	(15,166,005)	(5,694,020)
Profit for the year		275,238,974	43,953,390	96,732,080	83,136,150
Profit attributable to:					
Equity holders of the Company		201,084,396	61,973,826	96,732,080	83,136,150
Non-controlling interests of the subsidiaries		74,154,578	(18,020,436)		
		275,238,974	43,953,390		
Earnings per share	26				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.31	0.10	0.15	0.13
Weighted average number of ordinary shares (shares)		651,899,500	651,899,500	651,899,500	651,899,500

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

Wice Logistics Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Profit for the year		275,238,974	43,953,390	96,732,080	83,136,150
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods					
Exchange differences on translation of financial statements in foreign currency		(3,966,046)	(10,199,344)	-	-
Share of other cpmprehensive income from investment in an associate	*13.2*	(11,753)	-	-	-
Gain on changes in value of available-for-sale investments		-	954,953	-	733,831
Less: Income tax effect		-	(190,991)	-	(146,766)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(3,977,799)	(9,435,382)	-	587,065
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial gain		-	2,552,638	-	2,933,624
Less: Income tax effect		-	(510,528)	-	(586,725)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		-	2,042,110	-	2,346,899
Other comprehensive income for the year		(3,977,799)	(7,393,272)	-	2,933,964
Total comprehensive income for the year		271,261,175	36,560,118	96,732,080	86,070,114
Total comprehensive income attributable to:					
Equity holders of the Company		197,216,229	54,580,555	96,732,080	86,070,114
Non-controlling interests of the subsidiaries		74,044,946	(18,020,437)		
		271,261,175	36,560,118		

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

Wice Logistics Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements												
		Equity attributable to owners of the Company												
								Other components of shareholders' equity						
								Other comprehensive income						
	Note	Issued and paid-up share capital	Share premium	Surplus on business combination under common control	Surplus (deficit) on change in percentage of shareholding in subsidiary	Retained earnings: Statutory reserve	Retained earnings: Unappropriated	Exchange differences on translation of financial statements in foreign currency	Share of loss on other comprehensive income from investment in an associate	Surplus on changes in value of available-for-sale investments	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Balance as at 1 January 2019		325,949,750	347,778,911	5,597,942	3,731,962	22,250,000	126,438,370	(8,123,888)	-	163,368	(7,960,520)	823,786,415	133,408,658	957,195,073
Profit for the year		-	-	-	-	-	61,973,826	-	-	-	-	61,973,826	(18,020,437)	43,953,389
Other comprehensive income for the year		-	-	-	-	-	2,042,110	(10,199,343)	-	763,962	(9,435,381)	(7,393,271)	-	(7,393,271)
Total comprehensive income for the year		-	-	-	-	-	64,015,936	(10,199,343)	-	763,962	(9,435,381)	54,580,555	(18,020,437)	36,560,118
Appropriated retained earnings														
to statutory reserve	22	-	-	-	-	5,487,500	(5,487,500)	-	-	-	-	-	-	-
Dividends paid	29	-	-	-	-	-	(84,745,557)	-	-	-	-	(84,745,557)	(22,410,362)	(107,155,919)
Balance as at 31 December 2019		325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	(18,323,231)	-	927,330	(17,395,901)	793,621,413	92,977,859	886,599,272
Balance as at 1 January 2020		325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	100,221,249	(18,323,231)		927,330	(17,395,901)	793,621,413	92,977,859	886,599,272
Cumulative effects of changes in accounting policies	4	-	-	-	-	-	948,879	-	-	(927,330)	(927,330)	21,549	-	21,549
Balance as at 1 January 2020 - as restated		325,949,750	347,778,911	5,597,942	3,731,962	27,737,500	101,170,128	(18,323,231)	-	-	(18,323,231)	793,642,962	92,977,859	886,620,821
Profit for the year		-	-	-	-	-	201,084,396	-	-	-	-	201,084,396	74,154,578	275,238,974
Other comprehensive income for the year		-	-	-	-	-	109,632	(3,966,046)	(11,753)	-	(3,977,799)	(3,868,167)	(109,632)	(3,977,799)
Total comprehensive income for the year		-	-	-	-	-	201,194,028	(3,966,046)	(11,753)	-	(3,977,799)	197,216,229	74,044,946	271,261,175
Appropriated retained earnings														
to statutory reserve	22	-	-	-	-	4,857,475	(4,857,475)	-	-	-	-	-	-	-
Dividends paid	29	-	-	-	-	-	(58,665,501)	-	-	-	-	(58,665,501)	(18,785,184)	(77,450,685)
Deficit from change in ownership in interest in subsidiary	12	-	-	-	(55,149,603)	-	-	-	-	-	-	(55,149,603)	(67,677,808)	(122,827,411)
Increase in share capital of subsidiary	12	-	-	-	-	-	-	-	-	-	-	-	18,000,004	18,000,004
Balance as at 31 December 2020		325,949,750	347,778,911	5,597,942	(51,417,641)	32,594,975	238,841,180	(22,289,277)	(11,753)	-	(22,301,030)	877,044,087	98,559,817	975,603,904
		-	-	-	-	-	-				-	-	-	-

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

Araya Kongsoonthorn
(Director)

Chudet Kongsoonthorn
(Director)

Wice Logistics Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2020

(Unit: Baht)

		Separate financial statements						
						Other components of shareholders' equity		
						Other comprehensive income		
						Surplus		
						on changes	Total other	
		Issued and				in value of	components of	Total
		paid-up		Retained earnings		available-for-sale	shareholders'	shareholders'
	Note	share capital	Share premium	Statutory reserve	Unappropriated	investments	equity	equity
Balance as at 1 January 2019		325,949,750	347,778,911	22,250,000	109,305,107	163,335	163,335	805,447,103
Profit for the year		-	-	-	83,136,150	-	-	83,136,150
Other comprehensive income for the year		-	-	-	2,346,899	587,065	587,065	2,933,964
Total comprehensive income for the year		-	-	-	85,483,049	587,065	587,065	86,070,114
Appropriated retained earnings to statutory reserve	*22*	-	-	5,487,500	(5,487,500)	-	-	-
Dividends paid	*29*	-	-	-	(84,745,557)	-	-	(84,745,557)
Balance as at 31 December 2019		325,949,750	347,778,911	27,737,500	104,555,099	750,400	750,400	806,771,660
Balance as at 1 January 2020		325,949,750	347,778,911	27,737,500	104,555,099	750,400	750,400	806,771,660
Cumulative effects of changes in accounting policies	*4*	-	-	-	771,949	(750,400)	(750,400)	21,549
Balance as at 1 January 2020 - as restated		325,949,750	347,778,911	27,737,500	105,327,048	-	-	806,793,209
Profit for the year		-	-	-	96,732,080	-	-	96,732,080
Other comprehensive income for the year		-	-	-	-	-	-	-
Total comprehensive income for the year		-	-	-	96,732,080	-	-	96,732,080
Appropriated retained earnings to statutory reserve	*22*	-	-	4,857,475	(4,857,475)	-	-	-
Dividends paid	*29*	-	-	-	(58,665,501)	-	-	(58,665,501)
Balance as at 31 December 2020		325,949,750	347,778,911	32,594,975	138,536,152	-	-	844,859,788
		-	-	-	-		-	-

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

Wice Logistics Public Company Limited and its subsidiaries

Cash flows statement

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit before tax	323,663,103	64,722,619	111,898,085	88,830,170
Adjustments to reconcile profit before tax to				
net cash provided by (paid from) operating activities:				
Depreciation and amortisation	61,331,644	42,131,399	19,827,093	20,084,758
Doubtful accounts (reversal)	-	(91,862)	-	(91,862)
Loss on (reversal of) expected credit losses	5,897,535	-	(85,235)	-
Loss on disposal and write-off equipment	-	169,028	-	169,028
Gain on sales of current investments	-	(1,634,547)	-	(1,195,806)
Loss on sales of debt instrument	1,402,095	-	1,410,671	-
Gain on fair value adjustment of debt instrument	(456,843)	-	(448,678)	-
Loss on write-off of stock right option	179,579	-	-	-
Share of loss from investment in an associate	753,091	-	-	-
Long-term employee benefits expense	1,149,407	4,568,391	768,953	4,092,149
Unrealised (gain) loss on exchange	(452,454)	324,849	(452,454)	324,849
Loss on measurement of derivative	60,529	-	60,529	-
Finance income	(394,337)	(495,554)	(327,986)	(518,836)
Dividends income	-	-	(47,477,074)	(64,347,193)
Finance cost	9,803,150	6,915,392	4,808,512	2,976,283
Profit from operating activities before				
changes in operating assets and liabilities	402,936,499	116,609,715	89,982,416	50,323,540
Operating assets (increase) decrease				
Trade and other receivables	(351,637,754)	(154,439,492)	(45,530,790)	41,274,370
Other current financial assets	(1,144,605)	-	-	-
Other current assets	(7,925,901)	1,931,230	(9,963,464)	1,186,024
Other non-current assets	(1,059,116)	2,011,717	28,474	242,824
Operating liabilities increase (decrease)				
Trade and other payables	261,248,015	137,089,907	36,394,430	(28,876,357)
Other current liabilities	2,493,507	5,054,336	3,627,146	535,186
Other non-current liabilities	(7,195,736)	5,691,236	-	242,520
Cash flows from operating activities	297,714,909	113,948,649	74,538,212	64,928,107
Cash paid for corporate income tax	(22,352,449)	(20,262,621)	(4,736,990)	(6,401,080)
Cash paid for provision for employee benefits	(744,833)	-	(744,834)	-
Net cash flows from operating activities	274,617,627	93,686,028	69,056,388	58,527,027

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

Wice Logistics Public Company Limited and its subsidiaries

Cash flows statement (Continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from investing activities				
Decrease (increase) in current investments	595,820	417,201	(29,396)	(37,459)
Increase in restricted bank deposits	(138,574)	(740,001)	-	-
Decrease (increase) in short-term loans to related parties	773,610	6,420,868	2,488,426	(6,250,000)
Acquisitions of equipment	(19,353,683)	(38,110,274)	(781,952)	(1,877,561)
Acquisitions of intangible assets	(235,465)	(26,944,328)	(91,008)	(351,410)
Acquisitions of right-of-use assets	(4,100,013)	-	-	-
Proceeds from sales of equipment	-	841,122	-	841,122
Cash received from decrease in subsidiary's capital	-	-	-	40,500,000
Cash paid for acquisitions of investment in subsidiaries	(122,827,411)	-	(134,827,397)	-
Additional investment in associate	(865,591)	-	-	-
Cash paid for acquisitions of debt instrument	(567,139,831)	(324,000,000)	(560,136,755)	(264,000,000)
Cash received from sales of debt instrument	575,387,081	274,491,821	562,976,521	224,491,821
Interest income	387,790	1,231,516	321,439	1,254,798
Dividends income	-	-	47,477,074	64,347,193
Net cash flows from (used in) investing activities	(137,516,267)	(106,392,075)	(82,603,048)	58,918,504
Cash flows from financing activities				
Cash received from loan from related parties	-	8,491,650	-	-
Cash received from short-term loan from bank	5,083,303	6,594,156	-	-
Cash received from long-term loans from bank	90,000,000	59,236,162	80,000,000	-
Repayments on long-term loans from bank	(17,299,978)	-	(13,753,000)	-
Repayments on long-term loans from related paries	(4,618,781)	-	-	-
Repayments on liabilities under finance lease	(19,675,276)	(4,039,655)	(5,593,865)	(3,957,361)
Proceeds from share subscription from non-controlling interest	18,000,004	-	-	-
Interest expenses	(6,967,181)	(4,244,988)	(1,274,082)	(305,879)
Dividends paid	(77,448,926)	(99,213,418)	(58,663,744)	(84,745,557)
Net cash flows from (used in) financing activities	(12,926,835)	(33,176,093)	715,309	(89,008,797)
Decrease in translation adjustments	(10,170,479)	(13,013,162)	-	-
Net increase (decrease) in cash and cash equivalents	114,004,046	(58,895,302)	(12,831,351)	28,436,734
Cash and cash equivalents at beginning of year	149,329,922	208,225,224	74,775,236	46,338,502
Cash and cash equivalents at end of year (Note 8)	263,333,968	149,329,922	61,943,885	74,775,236
	-	-	-	-
Supplemental cash flows information				
Non-cash items:				
Payables for purchase of equipment	1,792,621	-	1,494,731	-
Acquisitions of motor vehicles under finance lease	-	287,784	-	-
Increase in right-of-use assets and lease liabilities	4,100,013	-	-	-
Payable for long-term employee benefits	-	137,906	-	137,906
Payable for finance cost	2,835,969	2,670,404	2,835,969	2,670,404

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

Wice Logistics Public Company Limited and its subsidiaries
Notes to consolidated financial statements
For the year ended 31 December 2020

1. General information

1.1 General information of the Company

Wice Logistics Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in an international air and sea freight forwarding, customs broker, inland transportation, cross-border transport, multimodal transport operator, warehousing service and all freight related services for imports and exports. The registered office of the Company is at 88/8 Nonsee Road, Chong-nonsee, Yannawa, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries.

This situation significantly affects the Group's business activities in terms of cash collection and cashflow management as well as their investments in the General Fixed Income Funds managed by a fund management company that announced the terminations of the funds in late March 2020 and are currently under liquidation. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of Wice Logistics Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			(%)	(%)
Wice Suppy Chain Solution Company Limited	Warehouse storage services	Thailand	99.99	99.99
Euroasia Total Logistics Company Limited(*)	Cross-Border Transport Service	Thailand	40.00	40.00
Euroasia Transport Company Limited	Inland transportation service	Thailand	100.00	-
Wice Logistics (Singapore) Pte. Ltd.	Freight forwarder and all freight related services for imports and exports	Singapore	100.00	70.00
Wice Logistics (HongKong) Limited	Freight forwarder and all freight related services for imports and exports	Hong Kong	80.00	80.00
Guangzhou Wice Logistics Limited (100% held by Wice Logistics (HongKong) Limited)	Freight forwarder and all freight related services for imports and exports	China	100.00	100.00
Wice Logistics (Shenzhen) Co., Ltd. (70% held by Wice Logistics (Hong Kong) Limited)	Freight forwarder and all freight related services for imports and exports	China	70.00	70.00

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			(%)	(%)
Euroasia Total Logistics (M) Sdn Bhd (40% held by Euroasia Total Logistics Company Limited and 60% held by major shareholder of Euroasia Total Logistics Company Limited)	Cross-Border Transport Services	Malaysia	40.00	40.00
Euroasia Total Logistics (China) Co., Ltd. (2020: 100% held by Guangxi Total Logistics Co., Ltd. and 2019: 100% held by Euroasia Total Logistics Company Limited)	Cross-Border Transport Services	China	100.00	100.00
Guangxi Euroasia Total Logistics Co., Ltd. (100% held by Euroasia Total Logistics Company Limited)	Cross-Border Transport Services	China	100.00	-

(*) Under control of the Company

b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) The assets and liabilities in the financial statements of overseas subsidiary companies is translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.

f) Material balances and transactions between the Company and its subsidiaries companies have been eliminated from the consolidated financial statements.

g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

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

During the year, the Group has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

Financial reporting standards related to financial instruments

The set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

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

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. They also include stipulations regarding the presentation and disclosure of financial instruments.

The adoption of these standards has the impact on the Group's financial statements to result in the following adjustments.

- Classification and measurement of investments in debenture - The Group's investments in mutual open-ended fund are measured at fair value through other comprehensive income. The Group has decided to classify these investments as financial assets at fair value through profit or loss. The cumulative gains (or losses) on changes in the value of reclassified available-for-sale investments that were previously presented in other comprehensive income is to be reclassified to retained earnings.
- Recognition of credit losses - The Group recognises an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.
- Recognition of derivatives - The Group initially recognises derivatives at their fair value on the contract date and subsequently measure them at fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss.

The Group adopted these financial reporting standards which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4.

TFRS 16 Leases

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

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

The Group recognised the cumulative effect of the adoption of this financial reporting standard as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4.

Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impacts of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

During the period from the first quarter to the third quarter of 2020, the Group elected to apply the following temporary relief measures on accounting alternatives:

- Not to take into account forward-looking information when determining expected credit losses, in cases where the Group uses a simplified approach to determine expected credit losses.
- To lightly weight information relating to the COVID-19 situation in applying the valuation technique to measure the fair value of financial assets in the form of debt instruments using Level 2 or Level 3 inputs.
- Not to use information relating to the COVID-19 situation that may affect the cash flow forecasts used in testing goodwill for impairment.

In the fourth quarter of 2020, the Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets, provisions and contingent liabilities. As a result, in preparing the financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of all temporary relief measures on accounting alternatives with no significant impact on the Group's financial statements.

b) Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2021

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 3 to the financial statements, during the current year, the Group has adopted the set of financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings and other components of shareholders' equity as at 1 January 2020. Therefore, the comparative information was not restated.

The impacts of changes in accounting policies on the statements of financial position at the beginning of 2020 due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
		The impacts of		
	31 December 2019	Financial reporting standards related to financial instruments	TFRS 16	1 January 2020
Statement of financial position				
Assets				
Current assets				
Current investments	152,690	(152,690)	-	-
Other current financial assets	-	152,712	-	152,712
Non-current assets				
Property, plant and equipment	229,637	-	(15,729)	213,908
Right-of-use assets	-	-	51,804	51,804
Liabilities and shareholders' equity				
Current liabilities				
Current portion of lease liabilities	4,094	-	14,298	18,392
Non-current liabilities				
Lease liabilities, net of current portion	3,372	-	23,609	26,981
Other non-current liabilities	7,280	-	(1,832)	5,448
Shareholders' equity				
Retained earnings - unappropriated	100,221	949	-	101,170
Other components of shareholders' equity	(17,396)	(927)	-	(18,323)

(Unit: Thousand Baht)

	Separate financial statements			
		The impacts of		
	31 December 2019	Financial reporting standards related to financial instruments	TFRS 16	1 January 2020
Statement of financial position				
Assets				
Current assets				
Current investments	132,600	(132,600)	-	-
Other current financial assets	-	132,622	-	132,622
Non-current assets				
Property, plant and equipment	139,119	-	(15,729)	123,390
Right-of-use assets	-	-	33,402	33,402
Liabilities and shareholders' equity				
Current liabilities				
Current portion of lease liabilities	4,074	-	823	4,897
Non-current liabilities				
Lease liabilities, net of current portion	3,188	-	18,682	21,870
Other non-current liabilities	1,832	-	(1,832)	-
Shareholders' equity				
Retained earnings - unappropriated	104,555	772	-	105,327
Other components of shareholders' equity	750	(750)	-	-

4.1 Financial instruments

a) Details of the impact on retained earnings and other components of shareholders' equity as at 1 January 2020 due to the adoption of financial reporting standard related to financial instruments are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	Retained earnings	Other components of shareholders' equity	Retained earnings	Other components of shareholders' equity
Classification of available-for-sale debt investments as financial assets at fair value through profit or loss	927	(927)	750	(750)
Recognition of derivatives at fair value through profit or loss	22	-	22	-
Impacts of the adoption of financial reporting standards related to financial instruments	949	(927)	772	(750)

b) As at 1 January 2020, classification and measurement of financial assets required by TFRS 9, in comparison with classification and the former carrying amount, are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9		
		Classification and fair value through profit or loss	Amortised cost	Total
Financial assets as at 1 January 2020				
Cash and cash equivalents	149,330	-	149,330	149,330
Trade and other receivables	596,091	-	596,091	596,091
Short-term loans to related parties	2,974	-	2,974	2,974
Other current financial assets	152,690	141,135	11,555	152,690
Derivative assets	-	22	-	22
Restricted bank deposits	2,840	-	2,840	2,840
Total financial assets	903,925	141,157	762,790	903,947

(Unit: Thousand Baht)

	Separate financial statements			
	Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9		
		Classification and fair value through profit or loss	Amortised cost	Total
Financial assets as at 1 January 2020				
Cash and cash equivalents	74,775	-	74,775	74,775
Trade and other receivables	147,331	-	147,331	147,331
Short-term loans to related parties	6,250	-	6,250	6,250
Other current financial assets	132,600	130,463	2,137	132,600
Derivative assets	-	22	-	22
Restricted bank deposits	2,100	-	2,100	2,100
Total financial assets	363,056	130,485	232,593	363,078

As at 1 January 2020, the Group derecognised of financial liabilities at fair value through profit or loss.

4.2 Leases

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2020. For leases that previously classified as finance leases, the Group recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial application.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 December 2019	45,666	26,908
Less: Short-term leases and leases of low-value assets	(2,936)	(2,936)
Less: Deferred interest expenses	(4,823)	(4,466)
Increase in lease liabilities due to TFRS 16 adoption	37,907	19,506
Liabilities under finance lease agreements as at 31 December 2019	7,466	7,261
Lease liabilities as at 1 January 2020	45,373	26,767
Weighted average incremental borrowing rate (percent per annum)	3.2%	3.0%
Comprise of:		
Current lease liabilities	18,392	4,897
Non-current lease liabilities	26,981	21,870
	45,373	26,767

5. Significant accounting policies

5.1 Revenue and expense recognition

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

Dividends are recognised when the right to receive the dividends is established.

5.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.3 Investments in subsidiaries and associates

Investment in an associate is accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries are accounted for in the separate financial statements using the cost method less impairment loss (if any).

5.4 Property, building and equipment/Depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Building and yard	20 years
Furniture, fixtures and office equipment	5 years
Computers	3 - 5 years
Motor vehicles	5 - 10 years
Container and container equipment	10 years

Depreciation is included in determining income. No depreciation is provided on land.

An item of property, building and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.5 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss on the straight-line basis over the economic useful life as follows:

	Useful lives
Customer relationship	10, 25 years
Stock rights option	4 years
Computer software	3 - 5 years

5.6 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.7 Leases

Accounting policies adopted since 1 January 2020

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land	8	years
Buildings	20	years
Equipment	5	years
Motor vehicles	10	years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

Accounting policies adopted before 1 January 2020

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

5.8 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated company and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

5.9 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.10 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, building and equipment, right-of-use asset and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

5.11 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Company and its subsidiary in Thailand and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiary. The fund's assets are held in a separate trust fund and the Company and its subsidiary's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Company and its subsidiary have obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Company and its subsidiary treat these severance payment obligations as a defined benefit plan. In addition, the Company and its subsidiary provide other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income. While actuarial gains and losses arising from other long-term employee benefits are recognised immediately in profit and loss.

5.12 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.13 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.14 Financial instruments

Accounting policies adopted since 1 January 2020

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Accounting policies adopted before 1 January 2020

Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

Investments

Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income and will be recorded in profit or loss when the securities are sold.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.15 Derivatives

The Group uses derivatives, as forward currency contracts, to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

5.16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Consolidation of subsidiary that the Company holds less than half of shares

The management of the Company determined that the Company has control over Euroasia Total Logistics Company Limited, even though the Company holds 40% of shares and voting rights that is less than half of shares and voting rights. This is because the Company is a major shareholder and has the ability to direct the significant activities. As a result, Euroasia Total Logistics Company Limited is deemed to be a subsidiary of the Company and has to be included in the consolidated financial statements from the date on which the Company assumed control.

Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Post-employment benefits under defined benefit plans and other long-term employee benefits

The obligation under the defined benefit plans and other long-term employee benefit plans are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

7. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2020	2019	2020	2019	
Transactions with subsidiaries					
(eliminated from the consolidated financial statements)					
Service income	-	-	9.9	4.8	Close to market price
Rental income and other service	-	-	3.2	1.4	As stipulated in the agreement
Dividend income	-	-	47.7	64.3	As declared
Interest income	-	-	0.2	-	Interest rate 4.00% per year
Cost of services	-	-	76.8	34.1	Close to market price
Other expenses	-	-	4.7	-	As stipulated in the agreement
Transactions with associate					
Service income	15.9	3.4	-	-	Close to market price
Other service income	0.1	0.1	-	-	As stipulated in the agreement
Interest income	0.1	-	-	-	Interest rate 4.00% per year
Cost of service	3.8	3.7	-	-	Close to market price
Transactions with management and directors					
Rental expenses	-	1.9	-	1.9	As stipulated in the agreement

As at 31 December 2020 and 2019, the balances of the accounts between the Company, subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade and other receivables - related parties (Note 9)				
Subsidiaries	-	-	1,000	1,497
Associate	17,399	3,773	-	-
Related individuals (Management and directors)	1,506	47	-	-
Total trade and other receivables - related parties	18,905	3,820	1,000	1,497
Trade and other payables - related parties (Note 19)				
Subsidiaries	-	-	21,797	5,295
Associate	45	573	-	-
Related individuals (Management and directors)	-	38	-	38
Total trade and other payables - related parties	45	611	21,797	5,333
Other current liabilities				
Share subscription payable	-	275	-	-

Short-term and long-term loans to related person and related party

As at 31 December 2020, the balance of loans between the Group, related person and related party and the movements are as follows:

(Unit: Thousand Baht)

		Consolidated financial statements				
Loan to related parties	Related by	Balance as at 1 January 2020	Increase during the year	Decrease during the year	Gain (loss) on exchange	Balance as at 31 December 2020
Short-term loans						
An individual	Subsidiary's director	2,165	44	(2,200)	(9)	-
Euroasia Total Logistics (Vietnam) Co., Ltd.	Associate	809	330	(1,184)	45	-
Total		2,974	374	(3,384)	36	-
Long-term loan						
An individual	Subsidiary's director	-	2,200	-	-	2,200
Total		-	2,200	-	-	2,200

(Unit: Thousand Baht)

Short-term loans to related party	Related by	Separate financial statements			
		Balance as at 1 January 2020	Increase during year	Decrease during year	Balance as at 31 December 2020
Euroasia Total Logistics Company Limited	Subsidiary	6,250	12,000	(14,488)	3,762
Total		6,250	12,000	(14,488)	3,762

Short-term loans to related person and related party carried interest at rates of 2% - 8%per annum. These loans are due for repayment on demand and with no guarantees.

Long-term loan to related person carried interest at rate of 4% per annum. These loan is due for repayment within 3 years (2023) and with on guarantee.

Loans from related person

As at 31 December 2020, the balance of loans from related person between the Group and related person and the movements are as follows:

(Unit: Thousand Baht)

Loans from	Related by	Consolidated financial statements					
		Balance as at 1 January 2020	Increase during year	Decrease during year	Loss on exchange	Current portion of long-term loan	Balance as at 31 December 2020
Short-term loan/Current portion of long-term loan							
An individual	Subsidiary's director	5,492	-	(5,692)	200	1,859	1,859
Long-term loan							
An individual	Subsidiary's director	3,000	20,577	(19,704)	-	(1,859)	2,014

Short-term loan from director carried interest at a rate of 4% per annum. This loan is due for repayment on demand and with no guarantee.

Long-term loan from director carried interest at a rate of 4% per annum. This loan is due for repayment within 5 years (2025) and with on guarantee.

Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Short-term employee benefits	63,643	57,442	21,927	23,451
Post-employment benefits	641	891	747	863
Total	64,284	58,333	22,674	24,314

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties as presented in note 20.

8. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash	733	439	-	-
Bank deposits	262,601	148,891	61,944	74,775
Total	263,334	149,330	61,944	74,775

As at 31 December 2020, bank deposits in saving accounts carried interests between 0.05% and 0.25% per annum (2019: 0.04% and 0.38% per annum).

9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade accounts receivable - related parties				
Aged on the basis of due dates				
Not yet due	-	-	875	1,251
Past due				
Up to 3 months	17,399	3,754	38	49
Total trade accounts receivable - related parties	17,399	3,754	913	1,300
Trade accounts receivable - unrelated parties				
Aged on the basis of due dates				
Not yet due	576,692	175,886	107,066	68,271
Past due				
Up to 3 months	284,391	290,667	49,990	36,681
3 - 6 months	17,158	41,155	432	2,636
6 - 12 months	10,708	14,375	1,767	7,909
Over 12 months	9,502	33,210	675	677
Total	898,451	555,293	159,930	116,174
Less: Allowance for expected credit losses (2019: Allowance for doubtful accounts)	(6,251)	(353)	(268)	(353)
Total trade accounts receivable - unrelated parties, net	892,200	554,940	159,662	115,821
Total trade accounts receivable - net	909,599	558,694	160,575	117,121

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Other receivables				
Advance receivables - related parties	-	-	87	197
Advance receivables - unrelated parties	40,080	35,835	32,429	29,602
Other receivables - related parties	1,506	66	-	-
Other receivables - unrelated parties	1,875	1,495	97	410
Total other receivables	43,461	37,396	32,613	30,209
Trade and other receivables - net	953,060	596,090	193,188	147,330

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
As at 1 January 2020	353	353
Increase (decrease) during the year	5,898	(85)
As at 31 December 2020	6,251	268

10. Other current financial assets

(Unit: Thousand Baht)

	31 December 2020	
	Consolidated financial statements	Separate financial statements
Debt instruments at amortised cost		
Fixed deposits	11,847	2,167
Contract assets	1,145	-
Total	12,992	2,167

(Unit: Thousand Baht)

	31 December 2020	
	Consolidated financial statements	Separate financial statements
Financial assets at FVTPL		
Investment in debentures	131,722*	126,660**
Total financial assets at FVTPL	131,722	126,660
Total other current financial assets - net	144,714	128,827

*Including investment in the General Fixed Income Fund of Baht 0.6 million managed by a fund management company that announced the termination of the fund in late March 2020 and is currently under liquidation

**Including investment in the General Fixed Income Fund of Baht 0.5 million managed by a fund management company that announced the termination of the fund in late March 2020 and is currently under liquidation

The balances of current investments as at 31 December 2019 consist of:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Investments designed at fair value through profit or loss		
Investments in debentures - Cost	139,976	129,525
Add: Gain on valuation of investments	1,159	938
Investments in debentures - Fair value	141,135	130,463
Fixed deposits	11,555	2,137
Total	152,690	132,600

11. Restricted bank deposits

These represent fixed deposits pledged with the banks to secure credit card used for fuel purchase and bank guarantees issued by bank on behalf of the Group to secure cargo usages and transportation service.

12. Investments in subsidiaries

12.1 As at 31 December 2020 and 2019, details of investments in subsidiaries as presented in separate financial statements are as follows:

Subsidiaries	Paid-up capital		Shareholding percentage		Cost		Dividends received during the year	
	2020	2019	2020	2019	2020	2019	2020	2019
			(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
Wice Supply Chain Solution Co., Ltd.	Baht 13.5 million	Baht 13.5 million	99.99	99.99	13,498	13,498	-	8,651
Euroasia Total Logistics Company Limited	Baht 100 million	Baht 70 million	40.00	40.00	40,000	28,000	-	-
WICE Logistics (Singapore) Pte.	SGD 0.7 million	SGD 0.7 million	100.00	70.00	413,464	290,637	38,729	47,523
WICE Logistics (Hong Kong) Limited	HKD 0.8 million	HKD 0.8 million	80.00	80.00	80,412	80,412	8,748	8,173
Total					547,374	412,547	47,477	64,347

On 4 January 2018, the Company acquired shares of WICE Logistics (Hong Kong) Limited of 80,000 ordinary shares (par value of HKD 10 each) or 80% of all shares issued. The Company paid a first amount of Baht 39.86 million. According to share purchase agreement, the Company will pay the remaining amount based on the actual operating results of this company upto the year 2022 with the amount not exceeding USD 2.21 million. At the acquisition date, the Company recognised the fair value of investment amounted to Baht 80.4 million and recorded Baht 40.5 million as payable for purchase of investment. Finance cost related to this payable will be adjusted in subsequent period as follow:

(Unit: Thousand Baht)

	Consolidated/Separate financial statements	
	2020	2019
Payable for purchase of investment in a subsidiary	40,557	40,557
Add: Accumulated finance cost	8,020	5,184
Total	48,577	45,741
Finance cost for the period/year	2,836	2,670

On 5 May 2020, the Company acquired 210,000 ordinary shares or 30% of registered shares of Wice Logistics (Singapore) Pte. Ltd., from non-controlling interest at a price of SGD 5.4 million or Baht 123 million. As a result, the Company holds entire of shares of this subsidiary as presented below.

(Unit: Thousand Baht)

	Consolidated financial statements
Purchase price of additional investment in subsidiary	122,827
Less: Non-controlling interests of subsidiary	(67,678)
Deficit on change in percentage of shareholding in subsidiary	55,149

On 23 June 2020, the Extraordinary General Meeting of Euroasia Total Logistics Company Limited, passed a resolution approving the increase in share capital of Baht 30 million (3 million ordinary shares of Baht 10 each). After an increase in share capital, the new registered capital was Baht 100 million (10 million ordinary shares of Baht 10 each). The Company paid Baht 12 million and non-controling interests of the subsidiary paid Baht 18 million in the additional shares in proportion of their shareholdings. The subsidiary registered the increase in capital with Ministry of Commerce on 29 June 2020.

On 15 July 2020, the Board of Director meeting of Euroasia Total Logistics Company Limited, pass a resolution approving the investment in a new company established in China "Guangxi Euroasia Total Logistics Company Limited". The share capital was CNY 5 million (Baht 23 million). Euroasia Total Logistics Company Limited paid for share subscription by transferring its interest in Euroasia Total Logistics (China) Co,.Ltd, a subsidiary in China to Guangxi Euroasia Total Logistics Company Limited on 16 December 2020.

On 15 October 2020, the Board of Director meeting of Euroasia Total Logistics Company Limited, passed a resolution approving an investment in a new subsidiary established in Thailand "Euroasia Transport Company Limited", with objective to provide logistics service. This company has a registered capital of Bath 5 million (500,000 ordinary shares of Baht 10 each), and calls for share subscription at 25% for which the subsidiary has paid such amount. It commits to pay Baht 3.75 million for uncall portion.

12.2 Details of its subsidiaries that have material non-controlling interests.

(Unit: Million Baht)

Subsidiaries	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the year		Dividend paid to non-controlling interest during the year	
	2020	2019	2020	2019	2020	2019	2020	2019
	(%)	(%)						
Euroasia Total Logistics Company Limited	60.00	60.00	73.04	20.29	34.75	(19.06)	-	-
Euroasia Total Logistics (M) Sdn. Bhd.	60.00	60.00	(4.98)	(19.72)	14.74	(19.90)	-	-
Wice Logistecs (Singapare) Pte. Ltd.	30.00	30.00	-	77.42	6.85*	14.34	(16.60)	(20.37)
Wice Logistic (Hong Kong) Limited	20.00	20.00	26.83	12.84	16.18	4.46	(2.19)	(2.04)
Wice Logistics (Shenzhen) Co., Ltd.	30.00	30.00	3.66	2.14	1.52	2.14	-	-
Total			98.55	92.97	74.04	(18.02)	(18.79)	(22.41)

*The information of non-controlling interest from 1 January 2020 to the date of exercise for right to acquire the shares.

12.3 Summarised financial information of its subsidiaries that based on amounts before inter-company elimination that has material non-controlling interest.

Summarised information about financial position.

(Unit: Million Baht)

Financial information	Euroasia Total Logistics Co., Ltd.		Wice Logistics (Singapore) Pte. Ltd.		Wice Logistics (Hong Kong) Limited and its subsidiaries	
	2020	2019	2020	2019	2020	2019
Current assets	389.6	203.1	-	135.6	413.9	209.3
Non-current assets	101.8	51.6	-	14.2	25.2	32.7
Current liabilities	(312.5)	(149.7)	-	(76.5)	(311.1)	(180.4)
Non-current liabilities	(60.0)	(48.4)	-	(2.6)	(1.3)	(3.6)

Summarised information about comprehensive income

(Unit: Million Baht)

	For the year ended 31 December					
	Euroasia Total Logistics Co., Ltd.		Wice Logistics (Singapore) Pte. Ltd.		Wice Logistics (Hong Kong) Limited and its subsidiaries	
Financial information	2020	2019	2020*	2019	2020	2019
Revenue	941.1	453.8	220.7	482.1	1,709.3	601.5
Profit (loss)	72.7	(47.5)	25.6	56.0	83.9	25.4
Other comprehensive income	-	-	-	-	(1.2)	0.4
Total comprehensive income	72.7	(47.5)	25.6	56.0	82.7	25.8

*The information of non-controlling interest from 1 January 2020 to the date of exercise for right to acquire the shares.

Summarised information about cash flow

(Unit: Million Baht)

	For the year ended 31 December					
	Euroasia Total Logistics Co., Ltd.		Wice Logistics (Singapore) Pte. Ltd.		Wice Logistics (Hong Kong) Limited and its subsidiaries	
Financial information	2020	2019	2020*	2019	2020	2019
Cash flow from (used in) operating activities	13.8	(49.3)	16.9	69.2	96.2	33.7
Cash flow used in investing activities	(9.5)	(29.2)	(0.3)	(0.8)	(2.0)	(33.7)
Cash flow from (used in) financing activities	11.5	77.6	(25.6)	(76.3)	(13.6)	(10.0)
Net increase (decrease) in cash and cash equivalents	15.8	(0.9)	(9.0)	(7.9)	80.6	(10.0)

*The information of non-controlling interest from 1 January 2020 to the date of exercise for right to acquire the shares.

13. Investment in associate

In 2019, Euroasia Total Logistics Company Limited, a subsidiary company has invested in a newly established company in Vietnam "Euroasia Total Logistics Vietnam Company Limited", with registered share capital of VND 500 million. The subsidiary invested VND 200 million or 40% interest in this company or Baht 274,500. This company has been registered on 2 May 2019.

On 15 July 2020, the Board of Director meeting of Euroasia Total Logistics Company Limited, pass a resolution approving the increased in share capital of Euroasia Total Logistics (Vietnam) Co., Ltd., After an increase in capital, the associate company had share registered of VND 2,125 million. On 13 December 2020, the subsidiary invested VND 650 million (Baht 865,590) in the proportion of its shareholding.

13.1 Details of associate:

(Unit: Thousand Baht)

Associate	Nature of business	Shareholding percentage		Consolidated financial statements			
				Cost		Carrying amount under equity method	
		2020	2019	2020	2019	2020	2019
		(%)	(%)				
Euroasia Total Logistics (Vietnam) Co., Ltd.	Cross - border Transportation	40	40	1,140	275	101	-

13.2 Share of comprehensive income and dividend received

During the year, its subsidiary has recognised its share of loss from investment in associate in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associate	Consolidated financial statements			
	Share of loss from investment in associate during the year		Share of other comprehensive income from investment in associate during the year	
	2020	2019	2020	2019
Euroasia Total Logistics (Vietnam) Co., Ltd	(753)	(275)	(12)	-

During the years 2020 and 2019, no dividend was declared by this associate.

13.3 Summarisation of financial information of an associate

Summarisation of information about financial position

(Unit: Thousand Baht)

	2020	2019
Current assets	17,500	2,873
Non-current assets	1,346	1,139
Current liabilities	(18,594)	(5,317)
Net assets	252	(1,305)
Shareholding percentage (%)	40	40
Carrying amount of an associate under equity method	101	(522)

Summary of comprehensive income

(Unit: Thousand Baht)

	For the year ended 31 December	
	2020	2019
Revenue	22,642	5,905
Loss	(578)	(1,851)
Total comprehensive income	(578)	(1,851)

13.4 Investment in associate with capital deficit

The subsidiary recognised share of loss from investment in associate, as listed below, until the value of the investment approached zero. Subsequent losses incurred by that associate has not been recognised in its accounts since it has no obligations, whether legal or constructive, to make any payments on behalf of that associate. The amount of such unrecognised share of loss was set out below.

(Unit: Thousand Baht)

Associate	Unrecognised share of losses			
	Share of losses during the years		Cumulative share of losses up to 31 December	
	2020	2019	2020	2019
Euroasia Total Logistics (Vietnam) Co., Ltd.	-	(522)	-	(522)
Total	-	(522)	-	(522)

In 2020, the subsidiary recognised share of loss and deficit in associate amounted to Baht 0.2 million and Baht 0.5 million.

14. Property, building and equipment

(Unit: Thousand Baht)

	Consolidated financial statements								
	Land	Buildings and yard	Furniture and fixtures	Office equipment	Computer equipment	Motor vehicles	Container and container equipment	Construction in progress	Total
Cost									
1 January 2019	24,220	65,736	17,766	9,187	19,804	192,003	16,096	-	344,812
Additions	-	-	850	801	3,220	10,550	23,004	-	38,425
Disposals	-	-	-	(255)	(233)	(1,435)	-	-	(1,923)
Translation adjustment	-	(281)	(393)	(203)	(775)	(3,391)	(43)	-	(5,086)
31 December 2019	24,220	65,455	18,223	9,530	22,016	197,727	39,057	-	376,228
Additions	-	1,257	1,413	592	2,727	-	13,445	1,712	21,146
Write-off	-	-	-	(4)	-	-	-	-	(4)
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(17,485)	-	-	(17,485)
Translation adjustment	-	834	127	32	77	2	22	-	1,094
31 December 2020	24,220	67,546	19,763	10,150	24,820	180,244	52,524	1,712	380,979
Accumulated depreciation									
1 January 2019	-	30,589	14,444	6,861	15,056	54,111	222	-	121,283
Depreciation for the year	-	3,072	1,219	918	1,900	18,101	2,631	-	27,841
Depreciation on disposals	-	-	-	(242)	(219)	(452)	-	-	(913)
Translation adjustment	-	(281)	(376)	(137)	(473)	(350)	(3)	-	(1,620)
31 December 2019	-	33,380	15,287	7,400	16,264	71,410	2,850	-	146,591
Depreciation for the year	-	15,173	1,584	796	2,596	4,585	4,870	-	29,604
Depreciation on write-off	-	-	-	(1)	-	-	-	-	(1)
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(1,600)	-	-	(1,600)
Translation adjustment	-	(1,324)	96	-	29	2	(102)	-	(1,299)
31 December 2020	-	47,229	16,967	8,195	18,889	74,397	7,618	-	173,295
Net book value:									
31 December 2019	24,220	32,075	2,936	2,130	5,752	126,317	36,207	-	229,637
31 December 2020	24,220	20,317	2,796	1,955	5,931	105,847	44,906	1,712	207,684

Depreciation for the year	
2019 (Baht 21.7 million included in cost of services, and the balance in selling and administrative expenses)	27,841
2020 (Baht 22.0 million included in cost of services, and the balance in selling and administrative expenses)	29,604

(Unit: Thousand Baht)

	Separate financial statements							
	Land	Buildings and yard	Furniture and fixtures	Office equipment	Computers	Motor vehicles	Construction in progress	Total
Cost:								
1 January 2019	24,220	61,403	11,270	5,653	9,670	135,732	-	247,948
Additions	-	-	316	156	186	1,220	-	1,878
Disposals	-	-	-	(255)	(233)	(1,435)	-	(1,923)
31 December 2019	24,220	61,403	11,586	5,554	9,623	135,517	-	247,903
Additions	-	-	379	117	69	-	1,712	2,277
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(17,225)	-	(17,225)
31 December 2020	24,220	61,403	11,965	5,671	9,692	118,292	1,712	232,955
Accumulated depreciation:								
1 January 2019	-	26,256	8,014	4,321	7,055	45,403	-	91,049
Depreciation for the year	-	3,072	1,100	541	1,155	12,779	-	18,647
Depreciation on disposals	-	-	-	(242)	(218)	(452)	-	(912)
31 December 2019	-	29,328	9,114	4,620	7,992	57,730	-	108,784
Depreciation for the year	-	3,079	1,115	453	943	9,523	-	15,113
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(1,496)	-	(1,496)
31 December 2020	-	32,407	10,229	5,073	8,935	65,757	-	122,401
Net book value:								
31 December 2019	24,220	32,075	2,472	934	1,631	77,787	-	139,119
31 December 2020	24,220	28,996	1,736	598	757	52,535	1,712	110,554
Depreciation for the year								
2019 (Baht 12.7 million included in cost of services, and the balance in selling and administrative expenses)								18,647
2020 (Baht 11.0 million included in cost of services, and the balance in selling and administrative expenses)								15,113

As at 31 December 2020, certain equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 65.2 million (2019: Baht 37.9 million) (Separate financial statements: Baht 41.8 million, 2019: Baht 16.2 million).

15. Leases

15.1 The Group as a lessee

The Group has lease contracts for operating assets which generally have lease terms between 3 - 20 years.

a) Right-of-use assets

Movements of right-of-use assets for the year ended 31 December 2020 were summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements				
	Land	Buildings	Machinery and equipment	Motor vehicles	Total
1 January 2020	-	-	-	-	-
Adjustments due to TFRS 16 adoption	17,673	14,536	2,357	17,238	51,804
Additions	-	-	-	5,263	5,263
Disposals	-	(1,849)	-	-	(1,849)
Depreciation for the year	(1,219)	(11,728)	(739)	(2,309)	(15,995)
Translation adjustment	-	252	39	14	305
31 December 2020	16,454	1,211	1,657	20,206	39,528

(Unit: Thousand Baht)

	Separate financial statements		
	Land	Motor vehicles	Total
1 January 2020	-	-	-
Adjustments due to TFRS 16 adoption	17,673	15,729	33,402
Depreciation for the year	(1,219)	(1,208)	(2,427)
31 December 2020	16,454	14,521	30,975

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Lease payments	33,609	7,744	25,859	7,480
Less: Deferred interest expenses	(4,176)	(274)	(3,989)	(219)
Translation adjustment	(1)	(4)	-	-
Total	29,432	7,466	21,870	7,261
Less: Portion due within one year	(7,791)	(4,094)	(4,033)	(4,073)
Lease liabilities - net of current portion	21,641	3,372	17,837	3,188

A maturity analysis of lease payments is disclosed in Note 32.2 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	For the year ended 31 December 2020	
	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	15,930	2,426
Interest expense on lease liabilities	1,035	698
Expense relating to short-term leases	639	639
Expense relating to leases of low-value assets	5,356	888
Expense on variable lease payment	1,179	-

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 19.7 million (Company only: Baht 5.6 million) , including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments.

16. Goodwill

Goodwill presented in the statement of financial position, arose from acquisitions of two overseas subsidiaries as follows:

(Unit: Thousand Baht)

Subsidiaries	
Wice Logistics (Singapore) Pte. Ltd.	99,400
Wice Logistics (Hong Kong) Limited	40,442
Total	139,842

The recoverable amounts of goodwill were determined based on value in use calculations, made using cash flow projections covering a five-year period extracted from financial budgets approved by the management.

Significant assumptions on cashflow projections are summarised below.

	Wice Logistics (Singapore) Pte. Ltd.	Wice Logistics (Hong Kong) Limited
Growth rate	2%	3%
Pre-tax discount rate	8%	13%

The management determined the growth rate based on the historical operating result and forecast market growth. The pre-tax discount rate used, reflects the risks specific to each entities. Management has considered the above and believes that there is no occurance of impairment of goodwill and customer relationship.

17. Intangible assets

The net book value of intangible assets as at 31 December 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements			
	Customer relationship	Stock rights option	Computer software	Total
As at 31 December 2020:				
Cost	299,221	4,367	11,928	315,516
Less: Accumulated amortisation	(56,106)	(4,188)	(5,296)	(65,590)
Less: Write-off	-	(179)	-	(179)
Translation adjustment	67	-	(1)	66
Net book value	243,182	-	6,631	249,813

(Unit: Thousand Baht)

	Consolidated financial statements			
	Customer relationship	Stock rights option	Computer software	Total
As at 31 December 2019:				
Cost	299,221	4,367	11,692	315,280
Less: Accumulated amortisation	(41,160)	(3,661)	(2,961)	(47,782)
Translation adjustment	(515)	-	(1)	(516)
Net book value	257,546	706	8,730	266,982

(Unit: Thousand Baht)

	Separate financial statements
	Computer software
As at 31 December 2020:	
Cost	11,661
Less: Accumulated amortisation	(5,222)
Net book value	6,439
As at 31 December 2019:	
Cost	11,569
Less: Accumulated amortisation	(2,934)
Net book value	8,635

The management determined that investment in entity with derived the customer relationship has on impairment indicator since there are continuous tradings with customers.

A reconciliation of the net book value of intangible assets for the years 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Net book value at beginning of year	266,982	256,174	8,635	9,722
Additions in computer software	235	374	91	351
Increase from acquisition of subsidiary	-	26,571	-	-
Amortisation	(17,291)	(15,621)	(2,287)	(1,438)
Loss on write-off stock rights option	(179)	-	-	-
Translation adjustment	66	(516)	-	-
Net book value at end of year	249,813	266,982	6,439	8,635

18. Short-term loans from bank

	Interest rates	Consolidated financial statements	
		2020	2019
	(percent per annum)		
Short-term loans from bank	4.00 - 6.00	11,677	6,594
Total		11,677	6,594

An oversea subsidiary obtained short-term loans from bank amounted to CNY 2.5 million (2019: CNY 1.5 million) with no guarantee.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade accounts payable - related parties	45	573	17,147	5,237
Trade accounts payable - unrelated parties	639,961	381,769	50,495	36,731
Other payables - related party	-	38	4,650	96
Other payables - unrelated parties	86,982	81,492	13,351	5,907
Total trade and other payables	726,988	463,872	85,643	47,971

20. Long-term loans from banks

(Unit: Thousand Baht)

No.	Credit facility	Interest rate	Repayment schedule	Consolidated financial statements		Separate financial statements	
				2020	2019	2020	2019
	(Million Baht)	(Percent per annum)					
1	30	MLR - 2.75	See (1)	24,700	26,290	-	-
2	40	MLR - 2.75	See (2)	31,310	33,320	-	-
3	10	See (3)	See (3)	10,000	-	-	-
4	80	MLR - 2.85	Interest payable on a monthly basis and principal gradually repaid in full by 2024	66,247	-	66,247	-
Total				132,257	59,610	66,247	-
Less: Deferred financial fee				(75)	(128)	-	-
				132,182	59,482	66,247	-
Less: Current portion				(32,253)	(14,347)	(20,004)	-
Long-term loans - net of current portion				99,929	45,135	46,243	-

(1) During the period from April 2020 to March 2021, only interest is payable on a monthly basis. During the period from April 2021 to February 2023, monthly repayment of Baht 530,000, and in March 2023, repayment all loan and interest in full.

(2) During the period from April 2020 to March 2021, only interest is payable on a monthly basis. During the period from April 2021 to February 2023, monthly repayment of Baht 670,000, and in March 2023 repayment all loan and interest in full.

(3) During 1st - 24th month, interest rate is 2.0 percent per annum and after 25th month onwards, interest rate is MLR. Start from February 2021 the loan principle and interest is payable on monthly basis, monthly repayment of Baht 186,000 and in July 2025, repayment all loan and interest in full.

Movements of the long-term loans during the year ended 31 December 2020 were summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2020	59,482	-
Add: Additional borrowings	90,000	80,000
Less: Repayments	(17,225)	(13,753)
Less: Deferred financial fee	(75)	-
Balance as at 31 December 2020	132,182	66,247

The loans No.1,2 and 3 were guaranteed by the Company and subsidiary's shareholders.

The loan agreement contained covenants that, among other, required its subsidiary to maintain debt-to-equity ratio and debt service coverage ratio.

As at 31 December 2020, the credit facilities of its subsidiary have been fully drawn down (2019: the credit facilities which have not been drawn down amounted to Baht 1.3 million).

21. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensations payable to employees after they retire was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Provision for long-term employee benefits	19,954	18,151	18,151	16,992
Included in profit or loss:				
Current service cost	663	1,880	498	1,547
Interest cost	486	432	271	427
Past service cost	-	2,256	-	2,256
Included in other comprehensive income:				
Actuarial gain (loss) arising from				
Demographic assumption changes	-	(651)	-	(651)
Financial assumption changes	-	31	-	31
Experience adjustment	-	(1,932)	-	(2,313)
Benefits paid during the year	(745)	(138)	(745)	(138)
Translation adjustment	(32)	(75)	-	-
Provision for long-term employee benefits at end of year	20,326	19,954	18,175	18,151

The Group expects to pay 1.0 million of long-term employee benefits during the next year (2019: Baht 0.1 million) (the Company only: Baht 1.0 million, 2019: Baht 0.1 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 11 years (2019: 10 years) (the Company only: 11 years, 2019: 10 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rates	1.44 - 2.49	1.44 - 2.66	1.49	2.66
Salary increase rates	2.66 - 5.00	5.00	4.00	5.00
Employee turnover rates (depending on age)	3 - 40	3 - 40	3 - 40	3 - 40

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 are summarised below:

(Unit: Million Baht)

	As at 31 December 2020			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rates	(1.46)	1.67	(1.40)	1.60
Salary increase rates	1.53	(1.37)	1.47	(1.31)
Turnover rates	(1.45)	1.73	(1.37)	1.63

(Unit: Million Baht)

	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rates	(1.33)	1.49	(1.27)	1.42
Salary increase rates	1.33	(1.22)	1.27	(1.16)
Turnover rates	(1.45)	1.73	(1.37)	1.63

22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

23. Finance cost

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Interest expenses on borrowings	5,932	3,808	1,275	-
Interest expense on payable of investment in subsidiary	2,836	2,670	2,836	2,670
Interest expenses on lease liabilities	1,035	251	698	306
Total	9,803	6,729	4,809	2,976

24. Expenses by nature

During the years ended 31 December 2020 and 2019, significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Salaries and wages and other employee benefits	303,543	217,126	117,199	113,562
Depreciation and amortisation	61,332	42,131	19,827	20,085
Expenses for short-term lease agreement and low-value assets lease agreement	5,995	31,192	1,527	16,560
Expense on variable lease payment	1,179	-	-	-

25. Deferred tax assets (liabilities) / Income tax expense

Income tax expense for the years ended 31 December 2020 and 2019 were made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Current income tax:				
Current income tax charge for the year	50,753	21,493	15,282	6,388
Deferred tax:				
Relating to origination and reversal of temporary differences	(2,329)	(724)	(116)	(694)
Income tax expense reported in the statement of income	48,424	20,769	15,166	5,694

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Deferred tax relating to gain (loss) on changes in value of available-for-sale investments	-	(191)	-	(147)
Deferred tax relating to actuarial loss	-	(511)	-	(587)
	-	(702)	-	(734)

The reconciliation between accounting profit and income tax expense for the years ended 31 December 2020 and 2019 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Accounting profit before tax	323,663	64,723	111,898	88,830
Applicable tax rates	8.25% - 25%	8.25% - 25%	20%	20%
Accounting profit before tax multiplied by income tax rates	73,683	33,251	22,380	17,766
Adjustment income tax for the prior year	(13,131)	(199)	2,649	-
Effects of:				
Non-deductible expenses	698	2,198	(252)	1,491
Additional expense deductions allowed	(1,095)	(264)	-	-
Non-taxable income	(9,576)	(13,269)	(9,495)	(12,869)
Others	(2,155)	(948)	(116)	(694)
Total	(12,128)	(12,283)	(9,863)	(12,072)
Income tax expense reported in the statement of income	48,424	20,769	15,166	5,694

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Deferred tax assets				
Allowance for expected credit losses (2019: Allowance for doubtful accounts)	54	71	54	71
Accumulated depreciation - Motor vehicles	-	810	-	810
Provision for long-term employee benefits	3,773	3,737	3,635	3,630
Unrealised fair value loss on investment	8	-	8	-
Leases	446	366	446	366
Accrued finance cost	1,604	534	1,604	534
Total deferred tax assets	5,885	5,518	5,747	5,411
Deferred tax liabilities				
Intangible assets - Customer relationship	37,857	39,691	-	-
Unrealised fair value gain available-for-sale investments	92	232	90	188
Accumulated depreciation - Motor vehicles	-	-	318	-
Total deferred tax liabilities	37,949	39,923	408	188
Net deferred tax assets (liabilities) are presented as follow:				
Deferred tax assets	136	-	5,339	5,224
Deferred tax liabilities	32,200	34,405	-	-

26. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

27. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its services and have four reportable segments were sea freight, air freight, croos-border transport services and logistics.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the years ended 31 December 2020 and 2019.

(Unit: Million Baht)

	For the year ended 31 December 2020					
	Sea freight	Air freight	Cross border service	Logistics	Adjustments and eliminations	Total
Service income						
Revenue from external customers	633	2,076	933	337	-	3,979
Inter-segment revenue	23	54	46	3	(109)	17
Total revenue	656	2,130	979	340	(109)	3,996
Operating results						
Segment profit	134	282	148	65	-	629
Other income						11
Depreciation and amortisation						(61)
Selling and administrative expenses						(245)
Share of loss from investment in associate						(1)
Finance cost						(10)
Profit before income tax expense						323
Income tax expense						(48)
Profit for the year						275
Segment total assets						
Unallocated assets						2,046
Total assets						2,046

(Unit: Million Baht)

	For the year ended 31 December 2019					
	Sea freight	Air freight	Cross border service	Logistics	Adjustments and eliminations	Consolidated
Service income						
Revenue from external customers	631	776	458	351	-	2,216
Inter-segment revenue	19	37	21	3	(75)	5
Total revenue	650	813	479	354	(75)	2,221
Operating results						
Segment profit	147	180	9	61	(31)	366
Other income						10
Depreciation and amortisation						(42)
Selling and administrative expenses						(262)
Finance cost						(7)
Profit before income tax expense						65
Income tax expense						(21)
Profit for the year						44
Segment total assets						
Unallocated assets						1,574
Total assets						1,574

Geographic information

During the years ended 31 December 2020 and 2019, revenue from external customers is based on locations of the customers as fillow.

(Unit: Thousand Baht)

	2020	2019
Revenue from external customers		
Domestic segment	928,844	835,377
Overea segment	3,066,690	1,385,503
Total	3,995,534	2,220,880
Property, plant and equipment and right-of-use assets		
Domestic	185,306	175,211
Oversea	63,354	56,098
Total	248,660	231,309

Major customers

For the years ended 31 December 2020 and 2019, the Company and its subsidiaries have no major customer with revenue of 10% or more of an entity's revenues.

28. Provident fund

The Company and its subsidiary in Thailand and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company and its subsidiary contribute to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by TISCO Assets Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to Baht 3.3 million were recognised as expense in consolidated financial statements (separate financial statements: Baht 3.0 million) (2019: Baht 3.2 million, separate financial statements: Baht 3.1 million).

29. Dividends paid

Dividend declared during the years ended 31 December 2020 and 2019 consisted of the followings.

Dividends	Approved by	Total dividend (Million Baht)	Dividend per share (Baht)
2020			
Final dividends for 2019	Annual General Meeting of shareholders on 29 April 2020	58.7	0.09
2019			
Final dividends for 2018	Annual General Meeting of shareholders on 25 April 2019	84.7	0.13

30. Commitments and contingent liabilities

30.1 Operating lease commitments

The Group have entered into several lease agreements in respect of the lease of building space and office equipment which each contract as low value (2019: lease of land and office building space). The terms of the agreements are generally between 1 and 3 years (2019: 1 and 20 year).

As at 31 December 2020, the Group had future lease payments required under short-term lease agreement and low-value asset lease agreements amounted to Baht 1.5 million (the Company only: Baht 1.5 million) which payable within two years.

As at 31 December 2019, the Group had future lease payments required under operating lease agreements as follows.

(Unit: Million Baht)

	Consolidated financial statement	Separate financial statement
Payable:		
In up to 1 year	18.3	3.5
In over 1 and up to 5 years	10.2	6.5
In over 5 years	16.9	16.9

30.2 Long-term service commitment

The Company has entered into truck maintenance, elevator maintenance, security guard and consultant service agreements. Under the conditions of service agreements, the Company is to pay monthly fee as stipulated in the agreements. During the year 2020, total expenses were Baht 5.5 million (2019: Baht 3.4 million).

30.3 Bank guarantees

As at 31 December 2020 and 2019, there were outstanding bank guarantees issued by banks on behalf of the Company and its subsidiaries of Baht 30 million (the Company only: Baht 3 million) in respect of warehouse service and SGD 0.8 million in respect of performance obligation required by airline.

31. Fair value hierarchy

As at 31 December 2020 and 2019, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Debt investments	-	131.7	-	131.7
Liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	0.1	-	0.1

(Unit: Million Baht)

	Consolidated financial statements			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Investment units	-	141.1	-	141.1

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Debt investments	-	126.7	-	126.7
Liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	0.1	-	0.1

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Investment units	-	130.5	-	130.5

32. Financial instruments

32.1 Derivatives

(Unit: Thousand Baht)

	Consolidated/Separate financial statements	
	2020	2019
Derivative liabilities		
Derivatives liabilities not designated as hedging instruments		
Foreign exchange forward contracts	39	-
Total derivative liabilities	39	-

Derivatives liabilities not designated as hedging instruments

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to six months.

32.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and other financial instruments. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material losses. Outstanding trade receivables are regularly monitored. The Group does not have high concentrations of trade receivables.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings.

Market risk

The market risk related to the fluctuations in freight rates, which is the major cost of the Group. The Group realised the potential risks and closely monitored the freight rates in order to foresee the situation, and trend of freight rates and entered into the agreement with vessel company.

Foreign currency risk

The Group's exposure to the foreign currency risk related to service income and cost in foreign currencies. The Group seeks to reduce this risk by entering into foreign exchange forward contracts mature within six months.

As at 31 December 2020 and 2019, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	2020	2019	2020	2019	2020	2019
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	17.5	2.5	3.8	1.4	31.34	30.15
HKD	-	-	-	2.8	3.88	3.87

The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. As at 31 December 2020, the sensitivity of the Group's profit before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant are as follow.

Currency	Increase/Decrease in exchange rate	Effect on profit before tax
	(%)	(Million Baht)
US dollar	+6	2.85
	-6	(2.85)

Interest rate risk

The Group's exposure to interest rate risk is low, due to most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Liquidity risk

The Group manages the risk of a shortage of liquidity through the use of bank loans and lease contracts. As at 31 December 2020, the Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low, since the Group is able to access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives				
Short-term loans from bank	11,677	-	-	11,677
Trade and other payables	726,988	-	-	726,988
Long-term loans from related party	1,859	2,014	-	3,873
Payable for purchase of investment in a subsidiary	-	47,389	-	47,389
Lease liabilities	7,791	9,271	12,370	29,432
Long-term loans	32,253	99,929	-	132,182
Total non-derivatives	780,568	158,603	12,370	951,541
Derivatives				
Derivative liabilities: net settled	39	-	-	39
Total	39	-	-	39

(Unit: Thousand Baht)

	Sapareate financial statements			
	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives				
Trade and other payables	85,643	-	-	85,643
Payable for purchase of investment in a subsidiary	-	47,389	-	47,389
Lease liabilities	4,034	5,467	12,370	21,871
Long-term loans	20,004	46,243	-	66,247
Total non-derivatives	109,681	99,099	12,370	221,150
Derivatives				
Derivative liabilities: net settled	39	-	-	39
Total	39	-	-	39

32.2 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or carrying interest at rate close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in statement of financial position.

33. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020 and 2019, the Group's debt-to-equity ratio was 1.10:1 and 0.77:1 (the Company's was 0.31:1 and 0.16:1).

34. Event after the reporting period

The meeting of the Company's Board of Directors held on 24 February 2021 passes a resolution to propose to the Annual General Meeting of the Company's shareholders of the year 2021 for an approval of a dividend payment from the operations for the year 2020 at Baht 0.14 per share, (Baht 91.27 million). Dividend will be paid and accounted for after the approval of the Annual General Meeting of the Company's shareholders.

35. Approval of financial statements

The financial statements were authorised for issue by the Company's Board of Directors on 24 February 2021.

19. Auditor's remuneration and other service fees

Audit Fee

The Company and its Subsidiaries Payment of audit remuneration in the past fiscal year is as follows:

1. WICE Logistics Public Company Limited
   - EY Office Limited, which is the auditor in the past fiscal year Have an audit fee of 1,990,000 baht.

Subsidiary Company

2. WICE Supply Chain Solutions Company Limited
   - EY Office Limited, which is the auditor in the past fiscal year the audit fee amount is 200,000 baht.
3. WICE Logistics (Singapore) Pte. Ltd
   - Ernst & Young llp (Singapore), who is an auditor for the past fiscal year. The total amount is 49,212 Singapore Dollars.
4. WICE Logistics (Hong Kong) Ltd.
   - Teton CPA Company. (Hong Kong), who is the auditor for the past fiscal year. The audit fee is HK $ 340,000.
   - Guangzhou WICE Logistics Limited has an audit fee of HK $ 79,072.
   - WICE Logistics (Shenzhen) Limited has an audit fee of HK $ 19,040.
5. Euroasia Total Logistics Co., Ltd.
   - EY Office Limited, which is the auditor In the past fiscal year The audit fee amount is 180,000 baht.
   - Liang & Co (AF 0360) is the auditor of Euroasia Total Logistics (M) Sdn Bhd with an audit fee of MYR 12,000.
   - Shenzhen Zhengfeng Li Fu Accounting Firm is the auditor of Euroasia Total Logistics (China) Co., Ltd with an audit fee of CNY 36,000.
   - Kreston (VN) Auditing and Consulting Company is the auditor of Euroasia Total Logistics (Vietnam) Co., Ltd with an audit fee of US $ 7,450.

Non - Audit Fee

- None

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