

VISION TRANSFORMATION TEAMWORK

Annual Report 2017



Thai President Foods Public Company Limited



Contents

03	Highlights of the year	84	Internal Control and Risk Management
06	Message from the board of directors	88	Major shareholders
08	Organization chart	89	Report on directors' shareholding In thai president foods public company limited
10	Board of directors	90	Management discussion and analysis
12	Audit committee	94	Report from audit committee
12	Nomination and remuneration committee	96	Report of the nomination and remuneration committee
13	Risk management committee	97	Report from risk management committee
14	Management team	98	Report of the board of director's responsibilities on the financial report
16	Management	99	Independent auditor's report
26	Dividend policy	104	Financial statements and notes to consolidated
30	Nature of business	186	Board of directors details
36	Instant noodles market in overview	198	Management team details
40	Related transactions	208	Company profile
44	Corporate social responsibility		
56	Good corporate governance compliance report		
82	Risk factors		

Vision

To be a world leading food producer and brand name that are well-accepted and recognized by consumers of all household for our safe and international standard products under creative and innovative management with responsibilities to social and environment for the long-term sustainability.

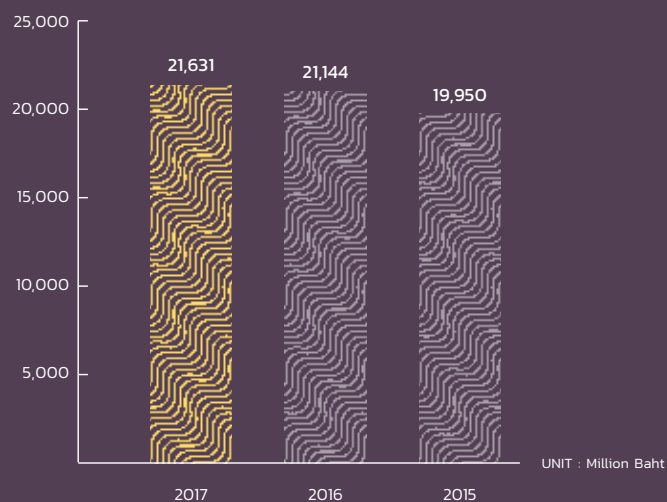
Mission

1. Maximize the consumer's benefit with safe, quality and nutritious convenient food products at reasonable price.
2. Develop capabilities of our human resources leading the company to be learning organization for everyone.
3. To enhance production efficiency with modern technology, and support research and development to initiate foods innovation as well as effective management system based on the Big Data information.
4. Search for marketing opportunity and channel for continuously growth of our business around the world.
5. Build trust among stakeholders with emphasis on social responsibility as well as protections of natural resource and environment using good governance for sustainable development.

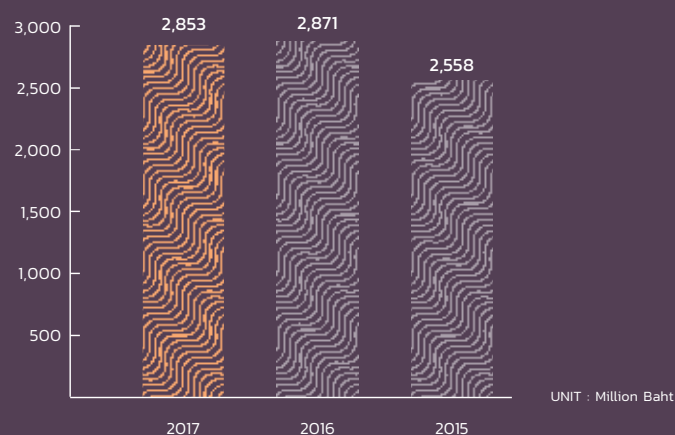
Core values



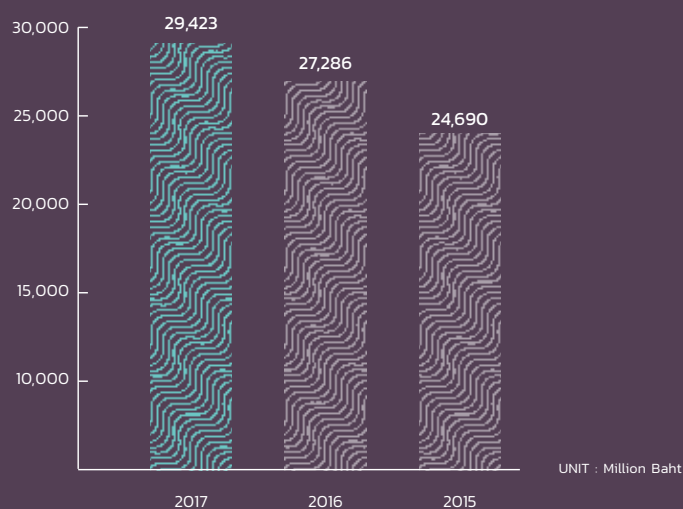
21,631
*Sale
Revenues*



2,853
*Net Profit
of Equity Holders
of the Company*



29,423
*Total
Assets*



Highlights of the year



Consolidated	2017	Change (%)	2016	Change (%)	2015
Performance (Million Baht)					
Sales	21,631	2.30	21,144	5.98	19,950
Total Revenues*	22,218	2.29	21,721	6.17	20,460
Net Profit of Equity Holders of the Company	2,853	-0.63	2,871	12.24	2,558
Total Assets	29,423	7.83	27,286	10.51	24,690
Total Liabilities	3,706	-6.77	3,975	6.17	3,744
Total Shareholders' Equity	25,717	10.32	23,311	11.29	20,946
Per Share Data (Baht)					
Earnings per Share	8.65	-0.69	8.71	12.24	7.76
Dividend Per Share	3.61	-0.39	3.63	14.95	3.16
Book Value per Share	78.00	10.33	70.70	11.29	63.53
Financial Ratio					
Current Ratio	5.07	25.56	4.04	-1.16	4.09
Average Collection Period (Days)	61	8.93	56	0.00	56
Return on Assets	14.45	-8.70	15.83	1.67	15.57
Debt to Equity	0.14	-15.49	0.17	-4.60	0.18
Times Interest Earned	250.12	10.03	227.32	41.92	160.17
Rate of Return (%)					
Gross Profit Margin	33.64	-0.30	33.93	0.58	33.35
Net Profit Margin	17.29	-0.80	18.09	1.12	16.97
Return on Equity	19.14	-2.50	21.65	0.38	21.27

* Included the Share of profit from investments in associates

** Adjusted to be the same base at 329,704,014 shares



VISION TRANSFORMATION TEAMWORK

AS ONE COMPANY

We strive to be the global leading food manufacturer that provides satisfaction to consumer through its quality.



"MAMA", the brand that consumers acknowledge and prefer having in every household.

Products with international standards of safety and quality are delivered to consumers in many countries.

Operate innovative and socially responsible business for the long-term sustainability

Message from the Board of Directors



Mr. Boonsithi Chokwatana
Chairman of the Board

Over the past several years including the year 2017, the global economic, social and political conditions became unstable resulting in the fluctuation in the monetary and capital markets, the depreciation of US dollar compared to other currencies, the change in consumer's behaviors, and the likeliness of migration into the big cities. Considering the economic slowdown in Thailand, although the export trend is improving, the continuously appreciation of Thai baht, the increasing basic labor costs, the higher energy price are still negative factors affecting the cost of products and the transportation cost. However, in the next five to ten years, the opportunities occurring from Eastern Special Economic Zone (EEC) policy will create the development in the infrastructure and utilities to serve the target industry.

During the past year, the Company has participated in the Achievement Award 2017: Best Thailand Deal by Finance Asia, the leading financial magazine, from the Company's restructuring with the amalgamation between Thai President Foods Public Company Limited (TF) and President Rice Products Public Company Limited (PR) to become Thai President Foods Public Company

Limited (TFMAMA) on 16th October, 2017, with the objective in being able to respond to the changes in a timely manner with efficiency and sustainable growth. After the amalgamation, the Company has set the direction of the policy of research, development and application of robots in works as well as studying the use of Big Data to serve new opportunities. Businesses can adapt to change and meet the needs of stakeholders with good governance.

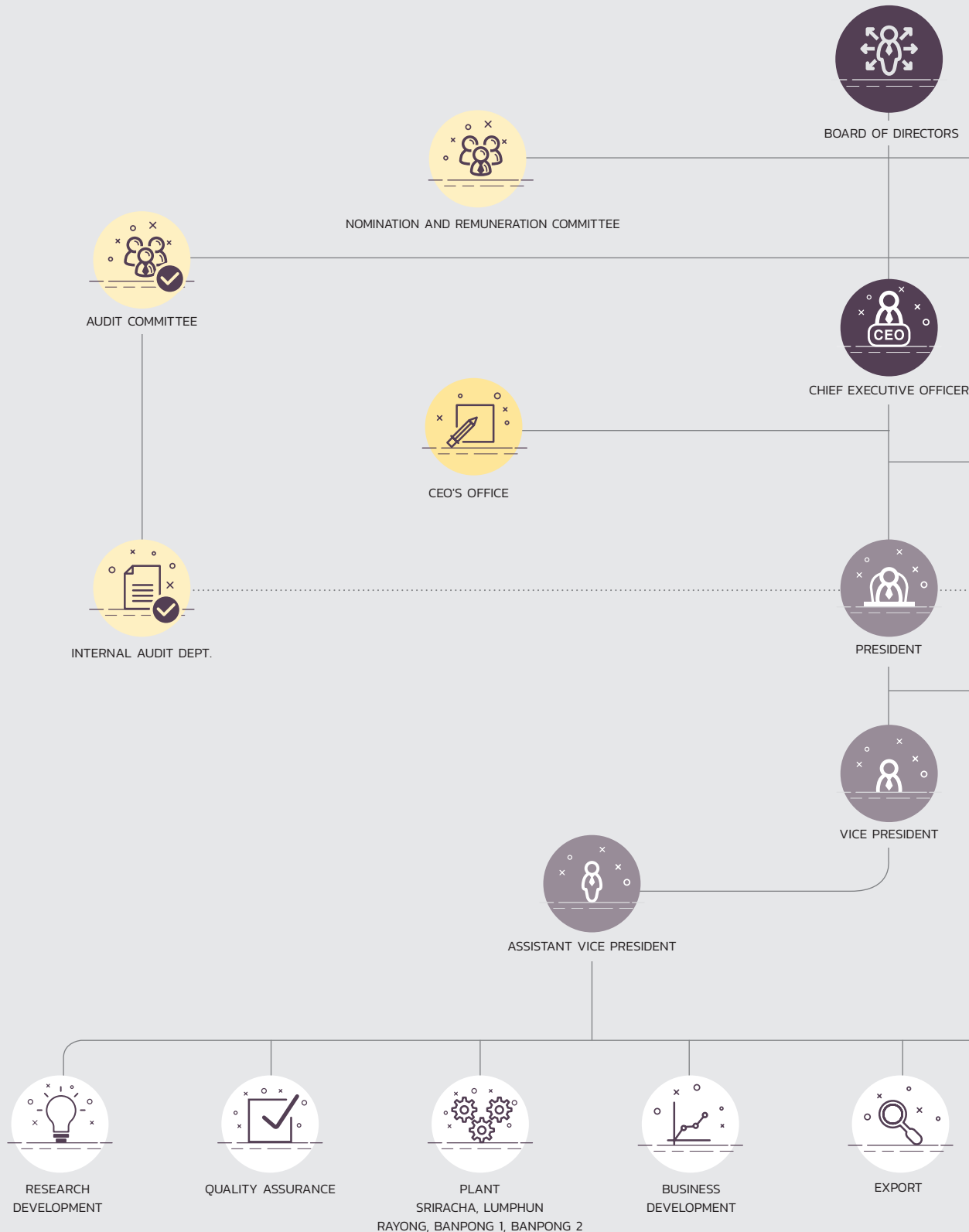
From such merger amalgamation, the Company is able to achieve the target of generating total Company's revenue of up to 20 billion Baht. The Company is confident that, with the effective management policies and the appropriate investment strategy supplementary with the strength of this new structure, the Company can generate revenue to new targets at 30 billion Baht by the year 2022. Such success will not happen at all without the cooperation from all departments in the Company, shareholders, business partners, and all stakeholders. In this occasion, the Company would like to thank and hope to receive support and help to push the Company to sustainable growth forever.

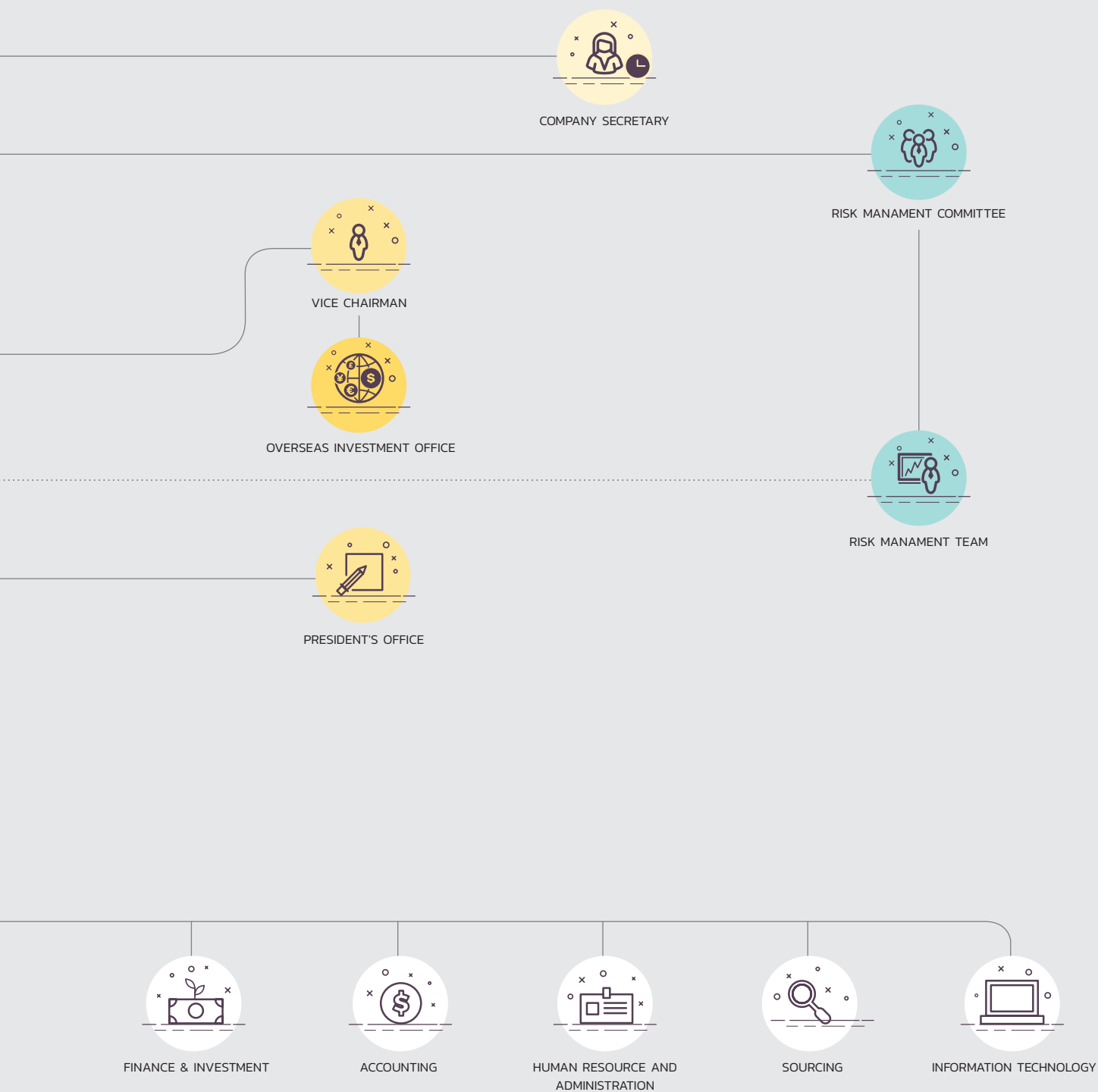


Mr. Pipat Paniangvait

Vice Chairman of the Board / Chief Executive Officer

Organization Chart





Board of Directors



Mr. Boonsithi Chokwatana
Chairman of the Board/
Chairman of the Nomination
and Remuneration Committee



Mr. Karmthon Punsak-Udomsin
Vice Chairman of the Board



Mr. Pipat Paniangvait
Vice Chairman of the Board/
Nomination and Remuneration
Committee



Mr. Suchai Ratanajiaroen
Vice Chairman of the Board/
Risk Management Committee



Dr. Poj Paniangvait
Director/
Risk Management Committee



Mr. Kamthorn Tatiyakavee
Director



Mr. Apichart Thammanomai
Director



Mr. Boonchai Chokwatana
Director



Mr. Vathit Chokwatana
Director



Miss Pojjana Paniangvait
Director/
Risk Management Committee



Dr. Kulpatra Sirodom
Independent Director/
Chairman of Audit Committee



Thanpuying Angkab Punyashthiti
Independent Director/
Audit Committee



Mr. Chaiwat Maraprygsavan
Independent Director/
Audit Committee/
Nomination and Remuneration
Committee



Prof. Dr. Visith Chavasit
Independent Director/
Chairman of Risk Management
Committee



Mr. Saroch Chayavivatkul
Independent Director

Audit Committee



Dr. Kulpatra Sirodom
Chairman of Audit Committee



Thanpuying Angkab Punyashthiti
Audit Committee



Mr. Chaiwat Maraprygsavan
Audit Committee

Nomination and Remuneration Committee



Mr. Boonsithi Chokwatana
Chairman of the Nomination
and Remuneration Committee



Mr. Pipat Paniangvait
Nomination and Remuneration
Committee



Mr. Chaiwat Maraprygsavan
Nomination and Remuneration
Committee

Risk Management Committee



Prof. Dr. Visith Chavasit
Chairman of Risk Management
Committee



Mr. Suchai Ratanajiaroen
Risk Management Committee



Dr. Poj Paniangvait
Risk Management Committee



Miss Pojjana Paniangvait
Risk Management Committee

Management Team



Mr. Pipat Paniangvait
Chief Executive Officer



Mr. Suchai Ratanajiaroen
Vice Chairman



Dr. Poj Paniangvait
President



Dr. Pojjanee Paniangvait
Vice President



Miss Pojjana Paniangvait
Assistant Vice President



Ms. Hatairat Kwangchit-Aree
Assistant Vice President



Mrs. Sodsai Hanchana
Assistant Vice President



Mr. Petch Paniangvait
Manager, Foreign Investments Office



Mr. Pun Paniangvait
Manager, Presidents Office



Miss Sararath Tangsirimongkol
Manager, Accounting Dept. &
Company Secretary



Mr. Wasan Boonsampankit
Manager, Finance &
Investment Dept. (CFO)



Mr. Ittiphon Khouharat
Manager, Business Development Dept.



Miss Prapin Lawanprasert
Manager, Sourcing Dept.



Mr. Sorayut Raksasri
Manager, Human Resource &
Administration Dept.



Miss Ariya Tangcheevinsirikul
Manager, Internal Audit Dept.



Mr. Chumpol Temiyasathit
Manager, Research Development Dept.



Miss Sawita Sakulthanasombat
Manager, Quality Assurance Dept.



Miss Nimol Kijkhan
Manager, Sriracha Factory



Mrs. Suchada Paniangvait
Manager, Lamphun Factory



Mr. Nirun Poothong
Manager, Rayong Factor

Management



Management Structure

The Board of Directors

The Directors of the Company shall perform the duties of the Board of Directors and 3 Committee, including Audit Committee, Nominating and Remuneration Committee, Risk Management Committee.

According to the joint meeting of shareholders of Thai President Foods Public Company Limited and shareholders of President Rice Products Public Company Limited No. 1/2017 on 11 October 2017, the meeting has approved the appointment of 15 Directors of the Company, 5 of those are Independent Directors, and approved the Executive Position of the Company as per following details,

Board of Director		Position	Type of Director
1. Mr. Boonsithi	Chokwatana	Chairman of the Board Chairman of the Nomination and Remuneration Committee	Non-Executive Director
2. Mr Karmthon	Punsak-udomsin	Vice Chairman of the Board	Non-Executive Director
3. Mr. Pipat	Paniangvait	Chairman of the Board Chairman of the Nomination and Remuneration Committee Chief Executive Officer	Executive Director
4. Mr. Suchai	Ratanajajaroen	Vice Chairman of the Board Member of Risk Management Committee Vice Chairman	Executive Director
5. Dr. Poj	Paniangvait	President Member of Risk Management Committee	Executive Director
6. Mr. Kamthorn	Tatayakavee	Director	Non-Executive Director
7. Mr. Apichart	Thammanomai	Director	Non-Executive Director
8. Mr. Boonchai	Chokwatana	Director	Non-Executive Director
9. Mr. Vathit	Chokwatana	Director	Non-Executive Director
10. Miss Pojjana	Paniangvait	Director	Executive Director
	-	Member of Risk Management Committee	
11. Dr. Kulpatra	Sirodom	Director Chairman of Audit Committee	Independent Director
12. Thanpuying Angkab	Punyashthiti	Director Member of Audit Committee	Independent Director



Board of Director		Position	Type of Director
13. Mr. Chaiwat	Maraprygsavan	Director Member of Audit Committee Member of Nomination and Remuneration Committee	Independent Director
14. Professor Dr. Visith	Chavasit	Director Chairman of Risk Management Committee	Independent Director
15. Mr. Saroj	Chayaviwatkul	Director	Independent Director

Authorized Signatory of the Company : Two Directors, other than Independent Director namely Dr. Kulpatra Sirodom, Thanpuying Angkab Punyashthiti, Mr. Chaiwat Maraprygsavan, Mr. Saroj Chayaviwatkul, and Professor Dr. Visith Chavasit, shall jointly sign his/her name with the Company's seal affixed to bind the Company.

Scope of Duties and Responsibilities

1. To determine the business directions, goals and policies of the Company.
2. To approve the annual business plan and budget and to oversee the management to operate in accordance with the laws or the predetermined policy and plan in an efficient and effective way.
3. To encourage to establish the Corporate Governance Policy and the Code of Conduct in writing to be the guideline for the Directors, executives, employees, and to follow up their operations to be in strict compliance with these standards.
4. To establish an adequate and suitable internal control system to ensure that all relevant transactions are approved by the authorized persons and are recorded accurately, and that the relevant systems to prevent improper use of Company's asset are operating.
5. To consider with due care the participation of the transactions with conflict of interest. In this regard, the best benefit of the Company and the shareholders must be taken into account. Additionally, the decision making on these transactions shall not be done by the interested persons and shall follow the regulations relating to the connected transactions and the disclosure of information.
6. To give opinion on the financial statements which have been audited and/or certified by the auditors and been considered by the Audit Committee.
7. To be responsible to the shareholders with the equitable treatments and to disclose the accurate, standardized, and transparent information to the shareholders and investors.
8. To acknowledge the operational report of the Executive Committee.
9. To call for the shareholders' meeting by specifying the date, time, place, meeting agenda, dividend payment (if any), and opinion of the Board of Directors on the proposed matters. In this regard, the registration of the share transfer may be closed between 21 days before the meeting and the Company must notify to the shareholders at the Head and Branch Office not less than 14 days prior to the deadline of the share transfer.



The company will fix the Record Date(RD) to ascertain the list of shareholders and fix the closing date of share register book on next working day after the Record Date to list the shareholders to be entitled to have the right to attend the meeting and to receive the dividend.

10. To produce “the report of the Board of Directors’ Responsibilities for the Financial Statements” to be disclosed in the Annual Report of the Company (Form 56-2) and the Annual Registration Statements (Form 56-1)
11. To follow up the document submitted to the related regulators to ensure that the reported details are accurate and similar to the information shown in the accounting book, registration, or other documents of the Company.
12. To approve the Charter of Board of Directors and/or the Charter of the other Committee
13. To perform other tasks exceeding the authority of the Executive Board or any other tasks as deemed appropriate by the Board.

Authority

1. To appoint, dismiss, empower the advisor of the Board and/or the other Committee to perform their duty
2. To approve the lending to the other company which has the business relationship as the shareholder of the Company, or to the other company which is the trading partner of the Company, or to the other company when the amount of money exceeding the financial limit to be approved by the Executive Committee.
3. To approve to guarantee the credit line of the other company which has the business relationship as the shareholder of the Company, or of the other company which is the trading partner of the Company, or of the other company when the amount of money exceeding the financial limit to be approved by the Executive Committee.
4. To approve to enter in the legal act which is non-financial transaction when the related amount of money exceeding the financial limit to be approved by the Executive Committee.
5. To approve to agree or cancel the credit line when the related amount of money exceeding the financial limit to be approved by the Executive Committee.
6. To approve to invest in or unwind the purchase of common stock and/or other securities when the related amount of money exceeding the financial limit to be approved by the Executive Committee.
7. To approve to invest in or procure the fixed asset when the related amount of money exceeding the financial limit to be approved by the Executive Committee.
8. To approve to sell or transfer the fixed asset when the related amount of money exceeding the financial limit to be approved by the Executive Committee.
9. To approve to recondition, destroy, liquidate the fixed asset or intangible asset which has been out of service, lost, damaging, obsolete, or in unusable conditions when the collective book value exceeding the financial limit to be approved by the Executive Committee.
10. To approve to reappraise, destroy the raw material and/or inventory which has been damaging or obsolete when the depreciation in book value of such matter exceeding the financial limit to be approved by the Executive Committee.



11. To approve to compromise or to solve the dispute by the arbitrator panel, to handle complaint, legal action and/or to follow up the prosecution on behalf of the Company for an unordinary and/or ordinary business matter when the value of the case exceeding the financial limit to be approved by the Executive Committee.

When necessary to perform urgent operation, the Managing Director is empowered to approve such operation, and propose to Board of Director for acknowledgement.

12. The authority of the Board of Directors with regard to the acquisition or disposal of assets, and to the report of connected transaction shall comply with the Notification of the Capital Market Supervisory Board
13. To propose to the shareholders the capital increase or decrease, the change in share value, the amendment of the Memorandum of Association, Articles of Association, and/or objectives of the Company.
14. To approve the setting up, merger, dissolution of the subsidiary.
15. To empower the Chairman of the Board or the Management to determine the guideline of authority.
16. To empower the management, executive or any person to perform duty on behalf of the Board in the case prescribed by the regulation of the Company.
17. To be authorized to invite the management, executive and involved staff to clarify, give opinion, attend the meeting or submit the documents as deemed necessary.
18. To consult the expert or the advisor of the Company (if any) or to hire the external expert or advisor at the cost of the Company's expense when necessary.
19. To appoint and dismiss the Secretary of the Company.

Meeting of the Board of Directors

The Board of Directors shall conduct the meeting on regular basis, at least once a month. The Board of Directors has held the meeting on every third Wednesday of the month, and may call for the additional meeting as deemed necessary. In every meeting, the meeting's agenda will be determined in advance, and the Company Secretary shall send the invitation notice of the Board's meeting together with supporting documents no less than 7 days prior to the meeting date. The meeting of the Board of Directors normally takes around 1.30-2 hours

Participation to the Meeting

The Company has been registered on October 16, 2017 as a new company from the amalgamation procedure. The meeting of the Board of Directors, and Sub-Committee shall be conducted during the remaining period of the year, the participation of the meeting in 2017 are summarized on the Directors' Meeting allowance and remuneration table.



Audit Committee

The Audit Committee of the Company consists of no less than 3 Independent Directors and at least one of those shall have sufficient knowledge, understanding, and experience in finance and accounting to audit the reliability of financial statement. The Board of Directors has appointed 3 Independent Directors having the qualification as required by the notification of the Capital Markets Supervisory Board and 1 Secretary of the Committee. The Audit Committee and the Secretary of the Committee, having the service term of 1 year, are named as following,

1. Dr. Kulpatra	Sirodom	Chairman of Audit Committee (Independent Director with experience in Accounting and Finance)
2. Thanpuying Angkab	Bunyashthiti	Member of Audit Committee (Independent Director)
3. Mr. Chaiwat	Maraprygsavan	Member of Audit Committee (Independent Director)
4. Miss Ariya	Tangcheevinsirikul	Secretary of Audit Committee

Duties and Responsibilities :

1. Review the accuracy of the Financial Statements and the adequacy of information disclosure.
2. Review the adequacy, effectiveness, and efficiency of Internal Control and Internal Audit, and review sufficiency to Risk management procedure, and monitor to ascertain effective Risk Management of the Company.
3. Review the business operation of the Company to ascertain compliance with the law pertaining to securities and the stock exchange, and the regulations of the stock exchange, or any law governing business of the Company.
4. Select and nominate the Auditor of the Company, and determine the remuneration of the Auditor, and consider to dismiss the Auditor, as well as conduct at least 1 meeting with the External Auditor without presence of the Executives.
5. Review correct and adequate information disclosure on connected transactions, and conflict of interest as required by the relevant laws and the regulations of the Stock Exchange of Thailand.
6. Prepare the report of the Audit Committee to be disclosed in the Annual Report.
7. Review the independence of Internal Audit Unit, and propose the opinion to appoint, remove, promote, dismiss, evaluate Head of Internal Audit.
8. When performing duty of the Audit Committee and finding the possible transactions or actions that may materially affect the financial status or operating performance of the Company, the Audit Committee must report the said event to the Board of Directors to conduct corrective actions within a period as deemed appropriate by the Audit Committee. In the case that the Board of Directors or the Management fails to make corrections within the specified period, one of the Audit Committee may report such transactions or actions to the Securities and Exchange Commission or to the Stock Exchange of Thailand.



9. Review and amend the Charter of the Audit Committee and propose to the Board of Directors for approval
10. Perform any other tasks as assigned by the Board of Directors, and as deemed appropriate by the Audit Committee in compliance with the authority prescribed in the regulation of the Company and the relevant laws.
11. Consider the Anti-Corruption Policy, and review the suitability of any changes in such policy to be proper with the business operation and propose to the Board of Directors for approval.
12. Evaluate the risk of potential corruption within the Company to minimize any events of corruption which may impact financial status and operating performance of the Company.
13. Review and validate the information of suspected conduct of any fraud or corruption associated with the employees of the Company, and propose to the Board of Directors for mutual consideration.

The Audit Committee held 1 meeting in 2017(Oct-Dec 2017), and has submitted the report to the Board of Directors, covering the agenda of internal audit. The Audit Committee also conducted the meeting with external auditor and Manager of Accounting Department to consider quarterly financial statement.

Nominating and Remuneration Committee

The Nominating and Remuneration Committee consists of 3 Directors, one of which shall be Independent Director. The Nominating and Remuneration Committee, having the service term of 1 year, are named as following,

1. Mr. Boonsithi	Chokwatana	Chairman of Nominating and Remuneration Committee
2. Mr. Pipat	Paniangvait	Member of Nominating and Remuneration Committee
3. Mr. Chaiwat	Maraprygsavan	Member of Nominating and Remuneration Committee (Independent Director)

Duties and Responsibilities :

The Nomination

1. To select and nominate the qualified persons to be the Director of the Company.
2. To verify the profile of the nominated person to ensure that the Director of the Company is proven with knowledge, ability, experience, expertise from various backgrounds, and qualifications pursuant to the Articles of Association of the Company and the other relevant laws.
3. To provide the opinions or suggestions to be used for the consideration.
4. To propose the nominated persons to the Board of Directors for approval.
5. To review and amend the Charter of the Nomination and Remuneration Committee and propose for approval to the Board of Directors.
6. To perform any other tasks as assigned by the Board of Directors.



The Remuneration

1. To evaluate the performance of the Board of Directors annually.
2. To consider and determine the amount of the remuneration for the Board of Directors by taking into account the performance results of the Company, the amount approved by the shareholders' meeting, and the amount actually paid to the Board in the past year and to propose the remuneration to the Board of Directors and the shareholders' meeting for approval respectively.
3. To consider and allocate the remuneration for the Directors in proportion to the performance, duty, responsibility, and the amount of the remuneration approved by the shareholders, and to propose the suitable remuneration to the Board of Directors for approval.
4. To consider and allocate the remuneration for the Member of the Nomination and Remuneration Committee (who is not the Director of the Company) in proportion to the performance, duty, and responsibility, and to propose the suitable remuneration to the Board of Directors for approval.
5. To review and amend the Charter of the Nomination and Remuneration Committee and propose for approval to the Board of Directors.
6. To perform any other tasks as assigned by the Board of Directors.

The Nominating and Remuneration Committee, not holding the meeting in 2017(Oct-Dec 2017), has scheduled to conduct the meeting in January 2018 which will be informed in next annual report.

Risk Management Committee

The Risk Management Committee consists of 4 Directors, one of which shall be Independent Director, and 1 Secretary of the Committee. The Risk Management Committee and the Secretary of the Committee, having the service term of 1 year, are named as following,

1. Prof. Dr. Visith Chavasit	Chairman of Risk Management Committee (Independent Director)
2. Mr. Suchai Ratanajajaroen	Member of Risk Management Committee
3. Dr. Poj Paniangvait	Member of Risk Management Committee
4. Miss. Pojjana Paniangvait	Member of Risk Management Committee
5. Mr. Arthorn Suanpo	Secretary of Risk Management Committee

Duties and Responsibilities :

1. To review and propose Risk Management Policy and Framework to the Board of Directors for approval.
2. To formulate Risk Appetite Limit and propose to the Board of Directors for acknowledge, and report risk status and risk management on significant matters to the Board on regular basis.
3. To oversee overall risk management to be in line with Risk Management Policy and Framework continuously to ensure effective and constant risk management for the whole organization.



4. To review risk management report and monitor significant risks to be handled in an adequate and appropriate manner.
5. To cooperate with the Audit Committee on significant risks and oversee Internal Audit Department to ensure that internal control system is adequate and risk management is implemented properly and constantly for the whole organization.
6. To provide advice and recommendation to Risk Management Team on risk management issues that needed to be improved, and to appoint Sub-committee to be able to conduct risk management in an effective manner.
7. To perform the other duties as assigned by the Board of Directors.

The Risk Management Committee held 1 meeting in 2017(Oct-Dec 2017), as per details in the Report from Risk Management Committee.

Company Secretary

According to the Board's meeting No. 1/2017, held on Oct 16, 2017, the Board resolved to appoint Miss Sararath Tangsiramongkol, Manager of Accounting Department who has passed "Company Secretary Program (CSP) No. 42/2011" arranged by Thai Institute of Directors, to be the Company Secretary with the service term of 1 year. In addition, the Board of Directors has approved the Charter of Company Secretary to determine the scope of duties and responsibilities of Company Secretary as following,

Duties and Responsibilities :

Duties

1. Prepare and keep the documents as following,
 - (a) Register of Directors
 - (b) Invitation Notice of the Board's meeting, minute of the Board's meeting, and annual report of the Company
 - (c) Invitation Notice of the shareholders' meeting, and minute of the shareholders' meeting
2. Maintain the Report of Stake Holding of the Directors and Executives of the Company
3. Submit the Report of Stake Holding as required by Section 89/14 to the Chairman of the Board and Chairman of Audit Committee within 7 working days from the date receiving such report.
4. Provide preliminary suggestion with regard to the relevant laws, rules, and Company's regulations.
5. Communicate with the shareholders to inform the rights of shareholders and Company's information.
6. Facilitate the administration of the Company to be complied with Good Corporate Governance Principles
7. Perform any other duties as specified by the Capital Market Supervisory Board



Responsibilities

The Company Secretary shall perform duties with responsibility, prudence, and integrity to support business operation of the Company to be complied with by the relevant laws, objectives, regulations, resolutions of the shareholders' meeting as prescribed by Section 89/23 of the Securities and Exchange Commission Act (No. 4) 2008.

In the event that the Company Secretary has vacated from position or has been incapable to perform duty, the Board of Directors shall appoint new Company Secretary within 90 days from the date of such vacancy or incapability. In this regards, the Board of Director shall be empowered to assign any one Director to perform substituting duties during such period.

The Company Secretary has prepared the minute of the meeting in written document and already kept the minute which had been certified by the Board. In this regard, each Director had received the minute of the meeting no less than 7 days prior to being certified.





Remuneration for Executives

1. Monetary Remuneration

1.1 Directors' Meeting allowance and remuneration

		Meeting Attended / Total Meetings (Times)				Remuneration		
		Board of Directors meeting	Audit committee meeting	Nomination and Remuneration committee meeting	Risk Management Committee meeting	Annual Remuneration	meeting Allowance	Total
1. Mr. Boonsithi	Chokwatana	3/3		-		300,000	36,000	336,000
2. Mr. Karmthon	Punsak-Udomsin	3/3				300,000	30,000	330,000
3. Mr. Pipat	Paniangvait	3/3		-		300,000	30,000	330,000
4. Mr. Suchai	Ratanajajaroen	3/3			1/1	300,000	40,000	340,000
5. Dr. Poj	Paniangvait	3/3			1/1	300,000	40,000	340,000
6. Mr. Kamthorn	Tatiyakavee	3/3				300,000	30,000	330,000
7. Mr. Apichart	Thammanomai	3/3				300,000	30,000	330,000
8. Mr. Boonchai	Chokwatana	3/3				300,000	30,000	330,000
9. Mr. Vathit	Chokwatana	3/3				300,000	30,000	330,000
10. Miss Pojjana	Paniangvait	3/3			1/1	300,000	40,000	340,000
11. Dr. Kulpatra	Sirodom	3/3	1/1			300,000	70,000	370,000
12. Thanpuying Angkab	Punyashthiti	3/3	1/1			300,000	50,000	350,000
13. Mr. Chaiwat	Maraprygsavan	3/3	1/1	-		300,000	50,000	350,000
14. Prof. Dr. Visith	Chavasit	3/3			1/1	300,000	42,000	342,000
15. Mr. Saroj	Chayavivatcult	3/3				300,000	30,000	330,000

1.2 Management executive's remuneration

2017 (16 oct - 31 dec 2017)

Remuneration	No.	Amount
Total Salaries	20	15,265,613
Total Bonus	20	1,233,318
Total		16,498,931

2. Other Remuneration

Remuneration	No.	Amount
Provident Fund	20	711,487
Total		711,487

Dividend policy



Dividend Payment Policy of the Company

The Company stipulated the dividend payment policy to pay the dividend of no less than 50% of its net profit according to the separate financial statement

Dividend Payment Policy of Subsidiary which has been the Listed Company (President Bakery PCL)

The Company stipulated the dividend payment policy to pay the dividend of no less than 50% of its net profit after tax and reserve requirement (including additional conditions)

Historical Dividend Payment

The Company is the new company from the amalgamation procedure between Thai President Foods Plc. (TF) and President Rice Products Plc. (PR) on October 16, 2017 and the Company has registered as new juristic person in the name of Thai President Foods Public Company Limited with the security symbol "TFMAMA" which still has no dividend payment. The dividend record for TF and PR, before the amalgamation, was shown in the table below.

TF Historical Dividend Payment

Year	Interim Dividend (Baht/Share)	Final Dividend (Baht/Share)	Total (Baht/Share)	Payment Date Interim/Final
2014	2.09	1.68	3.77	15 Oct 2014 / 27 May 2015
2015	2.07	2.09	4.16	21 Oct 2015/25 May 2016
2016	2.65	2.20	4.85	19 Oct 2016/24 May 2017
2017	2.82			15 Sept 2017

PR Historical Dividend Payment

Year	Interim Dividend (Baht/Share)	Final Dividend (Baht/Share)	Total (Baht/Share)	Payment Date Interim/Final
2014	0.81	1.07	1.88	15 Oct 2014 / 28 May 2015
2015	0.85	1.10	1.95	22 Oct 2015/26 May 2016
2016	0.94	1.22	2.16	14 Oct 2016/26 May 2017
2017	0.98			15 Sept 2017

ยอดขาย
อันดับ 1
BEST SELLER

สวย ร่วง...ในพริบตา

Smile
ใจดี



มาผัดผั...โอมใหม่

อร่อย แรงทุกระส

มาผัดผั
อร่อย



As a manufacturer and distributor of instant noodles, the company strives to deliver food that satisfies consumers, and to emphasize the rights of stakeholders. Moreover, the company has also invested in a group of businesses that provide supplies and materials for company's production, which allows the company to control cost and quality of products effectively.

The company has made joint investment with foreign corporations in order to acquire new knowledge and technologies which can improve the efficiency of company's manufacturing process. In terms of sale, the company has also invested in firms that operate retail and distribution business in order to increase sales and distribution channels, ensuring that the company's products could reach all groups of consumers.

The company has been trusted by leading firms in Europe, the United States, and Australia to manufacture and export instant noodles with the estimated daily capacity of **seven million** units.





VISION TRANSFORMATION TEAMWORK

AS ONE BRAND

Instant noodle under "MAMA" trademark which has been well known and accepted by consumer for over **40 years**

Nature of Business



Thai President Foods PLC is the Company from the amalgamation between TF and PB in compliance with Public Limited Company Act, whereas both merging company still operate their original business after the amalgamation. The equivalent consolidated revenue structure of the Company ⁽¹⁾ is summarized as following,

Product Line	Business Group	Operated by	% Share-holding	Revenue					
				As of 31-Dec-2017		As of 31-Dec-2016		As of 31-Dec-2015	
				mb	%	mb	%	mb	%
Instant Noodles and Semi-finished Food	Food	Thai President Foods Plc (TFMAMA)	-						
		Kallol Thai President Foods (BD) Ltd.	55.00						
		Thai President Foods (Hungary) Kft. (Hungary)	65.00	11,273	52.11	10,839	51.26	10,049	50.37
		President Kourakuen Co., Ltd.	70.00						
Bakery	Food	President BakeryPlc	46.90	7,449	34.44	7,569	35.80	7,347	36.83
Biscuit	Food	Thai President Foods Plc (TFMAMA)	-	873	4.04	857	4.06	794	3.98
Fruit Juice	Food	Taisun Foods Co., Ltd.	52.08	890	4.11	857	4.05	743	3.72
Packaging	Packaging	Thai Anbao Paper Products Co., Ltd.	51.00	1,023	4.73	895	4.23	882	4.42
		Dai-Ichi Packaging Co.,Ltd.	50.10						
Other (Wheat Flour)	Raw material	President Flour Mill Co.,Ltd.	60.00	123	0.57	127	0.60	135	0.68
Total				21,631	100	21,144	100	19,950	100

Note: (1) Pro forma Consolidated Financial Statement for the year ended on Dec 31, 2015, 2016, as audited in compliance with ISAE 3420: Assurance Engagements to Report on the Compilation of pro Forma Information Included in a Prospectus was prepared from financial information of TF and PR to represent financial position as assumed to perform the amalgamation procedure between TF and PB since January 1, 2015



Brand

*has been accepted among
consumers for over 40 years*

Products and Services

1. Instant Noodles and Semi-finished Food

The Company manufactures and distributes instant noodles and semi-finished food product to domestic and foreign market, and shall classify into product groups as following,

1.1 Semi-finished products manufactured from wheat flour as major raw material For example Instant Noodles under “Mama” brand which has been well-known and accepted among consumers for over 40 years and gained most market shares in domestic market. The Company has also been hired to produce instant noodle for several leading manufacturers in Europe, the United States and Australia for exporting. The Company operates with the production capacity of around 7,000,000 packs/day.

1.2 Semi-finished products manufactured from rice as major raw material

1.2.1 Ready-to-eat Products

For example, Instant Rice Vermicelli, Instant Rice Noodle, Instant Flat Noodle, Instant Rice Porridge, Pre-cooked Rice which are the products of noodle and rice with flavor under “Mama” brand and the international brand, such as MAMY, PAPA, PAMA, HANDI RICE, and PRESIDENT RICE, etc.



1.2.2 Noodle Products

For example, Rice Vermicelli, Rice Noodle, to be used for cooking for consumers with several package sizes to serve small or large family, restaurant, school, under the brand of MAMA MAMY, PAPA, PAMA, HANDI RICE และ PRESIDENT RICE, etc.

1.3 Semi-finished products manufactured from other raw materials

For example, Instant Bean Vermicelli, etc.

2. Bakery

President Bakery PCL., which is the Subsidiary of TFMAMA, manufactures and distributes bread and bakery products under its own brand, mostly being sold in domestic market, shall classify into product groups as following,

2.1 Wholesale Bakery Products

For example, Sliced Bread, Burger Buns & Hot Dog Buns, Snack Bread such as Filled Bread, Sandwich, Cake, and so on, which are distributed through modern trade retail shop and traditional trade retail shop under the brand of "Farmhouse".

2.2 Retail Bakery Products

For example, Bakery Products, which are distributed through retail shop of the Company such as Deliya, Madame Marco, and Franchise Bakery Business of "Good Morning Farmhouse", and Vending Machine of bread and bakery

2.3 Fast Food & Catering Products

For example, Burger Bun, Hot Dog Bun, Sliced Bread, French Bread, Croissant, Crouton, and Par-Baked Pizza which are sold to fast food shops, such as McDonald's, KFC, Pizza Hut, Burger King, etc., and Fried Products such as Bread Crumbs

3. Biscuit

Biscuit products under the brand of "Bissin", and "Homey", including biscuit, cracker and wafers of several flavor, such as Butter Coconuts, Butter Coconuts Orange Flavoured Cream, Butter Coconuts Cocoa Topped, Whole Wheat Crackers, Lemonia Cookies, and Wafer of Cocoa, Coffee, Coconut, Strawberry, Blueberry, Blackcurrant Flavour, and Cracker of Sesame, Chicken, Cheese, Coconut Flavour

4. Fruit Juice

Fruit Juice products under the brand of "Green Mate", "Kelly", "Thai Sun" in can or PET bottle of several flavors such as orange, lychee, grass jelly, and tamarind which are well responded in the Southern Region

5. Packaging

For example, Packaging Material for foods, and Paper Cups



The Company consists of 8 Subsidiary and 6 Associated Companies, operating the business of Food, Raw Material, Packaging, Investment, and Other as per the Company Structure as of Dec 31, 2017 as below,



Note: (1) Subsidiary, (2) Associated Company, (3) Investment in Other company



Domestic and Foreign market breakdown

Product Line	Business	Market	Sales Revenue					
			As of 31-Dec-17		As of 31-Dec-16		As of 31-Dec-15	
			Mil.Baht	%	Mil.Baht	%	Mil.Baht	%
Instant food Product	Food	Domestic	8,090	37.40	7,896	37.35	7,471	37.45
		Foreign	3,184	14.72	2,943	13.92	2,578	12.92
Bakery	Food	Domestic	7,449	34.44	7,569	35.80	7,347	36.83
		Foreign	-	-	-	-	-	-
Confectionery	Food	Domestic	808	3.73	778	3.68	719	3.61
		Foreign	65	0.30	80	0.38	74	0.37
Fruit Juice	Food	Domestic	386	1.79	432	2.04	412	2.06
		Foreign	503	2.33	425	2.01	332	1.66
Packaging	Packaging	Domestic	1,020	4.71	892	4.22	879	4.41
		Foreign	3	0.01	3	0.02	3	0.01
Others (Flour Mill)	Raw	Domestic	123	0.57	127	0.60	135	0.68
	Materia	Foreign	-	-	-	-	-	-
Total		Domestic	17,876	82.64	17,694	83.68	16,963	85.03
		Foreign	3,755	17.36	3,450	16.32	2,987	14.97
Total			21,631	100.00	21,144	100.00	19,950	100.00

Export Market*

Market	2017	2016	2015
Asia	46%	43%	36%
Australia	4%	4%	3%
Europe	29%	28%	31%
Canada	4%	4%	4%
America	17%	20%	25%
Africa	-	1%	1%

* From the Separate financial statements only



Production Capacity

Factory	Instant food Products (Ton/Day)			Biscuits (Ton/Day)		
	Full Capacity ⁽¹⁾	Actual	(%)	Full Capacity ⁽¹⁾	Actual	(%)
Sriracha						
Year 2017	230.25	248.69	108.01	-	-	-
Year 2016	230.25	256.07	111.21	-	-	-
Lumpoon						
Year 2017	84.24	74.79	88.78	-	-	-
Year 2016	81.88	80.17	97.91	-	-	-
Rayong						
Year 2017	63.00	64.00	101.59	45.00	32.33	71.84
Year 2016	49.20	46.52	94.55	44.30	32.21	72.71
Ratchaburi 1 and Ratchaburi 2						
Year 2017	48.67	43.96	90.32	-	-	-
Year 2016	48.67	40.83	83.89	-	-	-
Total						
Year 2017	426.16	431.44	101.24	45.00	32.33	71.84
Year 2016	410.00	423.59	103.31	44.30	32.21	72.71

Note : (1) Calculate at 2 Shifts per day less 10 % machine maintenance period and running 300 days per year



Instant Noodles Market In Overview



The overall market for instant noodles and rice noodles in the year 2017 grew by 4.3% with the total market value of approximately 17,080 million baht. The bag-type products had the growth rate of 5.5% while the cup-type product had the same market value as the previous year. The distribution channels in convenience stores grew by 13.1% while for the Supermarket and Hypermarket channels, the figure grew 2.7% compared to the previous year. Even though in 2017, the market for instant noodles encountered the fierce competition and the market of instant noodle consumption declined caused by the substitution of other products including the changing consumer behaviors, MAMA brand still maintained its leading position with 47.9% of market share. The bag-type products had the market share of 45.8% while the cup-type products had the market share of 51.2%. It also had higher market value than competitors (Source: Nielsen (Thailand): December, 2017).

Market for instant noodles

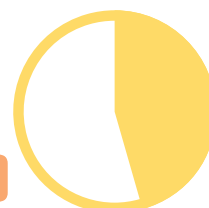
The overall market for instant noodles in the year 2017 grew by 3.7% with the total market value of approximately 15,601 million baht. The bag-type products had the growth rate of 5.5% while the cup-type products had the same market value as the previous year. The distribution channels in convenience stores grew by 21% for the bag-type products and 4% for the cup-type products. For the Supermarket and Hypermarket channels, the cup-type products had no growth compared to the previous year. However, MAMA brand still maintained its leading position with 47.2% of market share. The bag-type products had the market share of 45.8% while the cup-type products had the market share of 51.2% Source: Nielsen (Thailand) : December, 2017).

"MAMA" brand still maintained its leading position with 47.9% of market share. The bag-type products had the market share of 45.8% while the cup-type products had the market share of 51.2% Source: Nielsen (Thailand): December, 2017) .In 2018, MAMA brand plans to develop new flavors launched to market continuously focusing on the premium instant noodles market to stimulate sales and be an alternative to consumers. The strong marketing activities were also arranged throughout the year.

*Market share
Pack noodles*



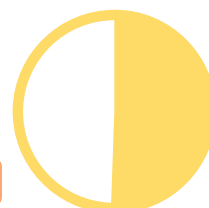
45.8%



*Market share
Cup noodles*



51.2%





Therefore, in order to stimulate MAMA's brand sales, the Company used all forms of marketing strategies and public relations, advertising, nationwide activities including focusing on Above the line communications through TV, radio, billboard, full online media as well as arranging the activities at the point of sale. In the third and fourth quarters, the focus was on television commercials in 3 stories and online channels with ongoing events such as guessing the MAMA's new presenter, taking photos with the products to get the prizes including the Tie in MAMA's products through Music Video. Furthermore, MAMA brand held the promotion program at Modern Trade Department Stores to arrange the special area for the main flavored; Tom Yum Kung, Chopped Pork, and Tom Yum Kung in thick soup. The promotion was to buy 2 and get 1 as well as the promotion to buy the products and get free premium products at the point of sale.

Moreover, the instant noodle product of MAMA brand also changes the packaging pattern to look more modern as well as using the Presenter advertise in the flavors of Tom Yum Kung, Chopped Pork, and Tom Yum Kung in thick soup. In the third quarter, the new flavor was introduced; spicy dried basil flavor both in bag and cup packages to stimulate growth and diversify the market for instant noodles.

In 2018, MAMA brand plans to develop new flavors launched to market continuously focusing on the premium instant noodles market to stimulate sales and be an alternative to consumers. The strong marketing activities were also arranged throughout the year.





Market for instant rice noodles

In 2017, the market for instant rice noodles in Thailand had the total value of 1,084 million baht with the growth rate increasing for 3.8% (Source: Nielsen (Thailand): December, 2017). MAMA brand still maintained the first rank market shares at 70.2%.

In 2017, the Company had the total sales of instant rice noodles for 665 million baht increasing from the previous year for approximately 10.0% because the new product of the Company; “MAMA spicy flat noodle cup”, received the good feedback from the consumers. Moreover, the main product of the Company; “MAMA noodle in clear soup”, also had increasing total sale significantly.

Market for instant porridge and rice soup

In 2017, the domestic market for instant porridge and rice soup had the total value of 2,226 million baht with the growth rate increasing for 6.4% (Source: Nielsen (Thailand): December, 2017).

In 2017, “MAMA” instant porridge and rice soup had the total sale of 163 million baht increasing by 44% from the previous year as 2 new products; cup rice soup in pork, garlic, and pepper flavor and cup porridge in Tom Yum Kung flavor, were sold in all channels in January, 2017, and 2 new products received good feedback from the consumers. The Company also made the advertisement and promotion continually throughout the year by using the strategies Above the line and Below the line.

Market for biscuits

The total market of the products in the biscuit group in 2017 was at 13,098 million baht divided into Biscuit and Cracker for 5,279 million baht, Wafer for 4,181 million baht, and Cookies for 3,638 million baht growing from 2016 by 1.60%.

The products in the biscuit group had the growth rate at 6.24% divided into Biscuit and Cracker for 1.86%, Wafer for 13.78%, and Cookie for 10.75%. The products under the Bissin brand had the growth rate of 7.63% and the Homey brand had the growth rate of 8.07. The marketing activities were arranged by focusing on the arrangement of sale promotion both in the MT (Modern Trade) and TT (Traditional Trade) channels continually as follows:

MT (Modern Trade) channel: The “Bissin” brand arranged the program of buy 2 get 1 for free in the product of Butter Coconut of 180 grams and Wafer of 100 grams in the department stores attending the program. For “Homey” brand, the sale promotion was arranged by distributing Wafer for tasting to introduce the products to the consumers to taste in 7 branches of Makro nationwide and the selling channels are also increased for 2 items of Wafer in Convenience Store.

TT (Traditional Trade) channel: Both “Bissin” and “Homey” brands arranged the sale promotion program of buy 12 get 1 for free in the product of Wafer 29 g. Homey distributed Wafer to taste for free in the large wholesale stores around the country.



Furthermore, “Bissin” also arranged School Visit activity in the secondary schools nationwide to create the acknowledgement and recognition of the Brand among the consumers in the teenager group. “Homey” brand also arranged School Visit activity in the elementary schools nationwide to do the activities of CSR (Corporate Social Responsibility) by attending the project of Kao Kon La Kao with Toon Bodyslam which was the big activity during the end of the previous year. Such CSR activities resulted in the total sale of products in the biscuit group with the continual growth rate as mentioned above.

Foreign markets

For the total sales of products for export of the Company in the previous year compared to the same period of 2016 with the growth rate increasing for 8.16% occurring from the marketing activities which the Company cooperated with the customers continually and the launch of new products such as Thai chef brand to open the markets in Taiwan and India. MAMA products had received Halal standards to open the market in Brunei and Saudi Arabia as well as launching new flavor such as yellow curry to be exported to Finland, etc.

In 2018, the Company planned for marketing by restructuring the sale in several countries such as USA, Europe, Hong Kong, and Taiwan for the efficiency in marketing and selling in accordance with the Company’s objectives in expanding the market more through the Supermarket Chain. The Middle East was also approached continually by using MAMA Halal as the pioneer product.



Related Transactions



The related transactions between the company and the associated and related companies were the normal business activities. The price of products and services as well as the terms and conditions under these transactions were conducted at fair value and were disclosed in Notes 9 to the financial statements. All of the related transactions were summarized as follows:

Related Parties	Relationship	Transaction Details	Consolidated : Transaction Value (Mil.Baht)		Policy and Necessity of the Transactions
			as of 31 Dec. 2017	as of 31 Dec. 2016	
1. Kerry Flour Mills Co.Ltd.	Associated Company Through common shareholdings and directorships	Commercial Trade	638	643	Market Price
		Administrative expenses	0.2	0.6	Upon Agreement
		Dividend	-	47	As Announce
2. Sanko Machinery (Thailand) Co.Ltd.	Associated Company Through common shareholdings and directorships	Other Income	0.1	0.1	Upon Contract
		Commercial Trade	0.3	1	Upon Agreement
3. Chongqing Taibao Paper Products Co.Ltd.	Associated Company Through common shareholdings and directorships	Dividend	-	23	As Announce
4. President Foods (Cambodia) Co.Ltd.	Associated Company Through common shareholdings and directorships	Commercial Trade	106	75	Cost Plus
		Other Income	14	12	Upon Contract
5. Thai Instant Product Co.Ltd.	Associated Company Through common shareholdings and directorships	Commercial Trade	17	17	Market Price
		Administrative expenses	0.3	0.3	
6. Kewpie (Thailand) Co.,Ltd	Associated Company Through common shareholdings and directorships	Commercial Trade	32	28	Market Price
		Other Expenses			
		Commercial Trade	14	15	Cost Plus
		Dividend	5	5	As Announce
7. Saha Lawson	Associated Company Through common shareholdings and directorships	Commercial Trade	9	26	Cost Plus
8. President Interfood Co.,Ltd.	Associated Company Through common shareholdings and directorships	Exporting expenses	61	57	Upon Contract
		Rental fee	1	1	Upon Contract
		Dividend	0.4	0.4	As Announce
9. Sahapattana Interholding Public Co.,Ltd.	Through common shareholdings and directorships	Production charge	173	180	Market Price
		Dividend	3	2	As Announce

Related Parties	Relationship	Transactions Details	Consolidated : Transaction Value (MilBaht)		Policy and Necessity of the Transactions
			as of 31 Dec. 2017	as of 31 Dec. 2016	
10. Sahapattanapibul Public Co.,Ltd.	Through common shareholdings and directorships	Commercial Trade Raw material trade Administrative expenses	8,213 7 10	8,068 9 4	Cost Plus Market Price Upon Contract
11. Jims Group Co.,Ltd.	Through common shareholdings and directorships	Commercial Trade Other Income Raw material trade	13 196	13 196	Cost Plus Market Price
12. President Commercial Co.,Ltd.	Through common directorships	Commercial Trade Other Income	3	4	Cost Plus
13. Northern Technology Co., Ltd.	Through common directorships	Commercial Trade Production charge	3 2	10 2	Upon Agreement Upon Contract
14. Sun108 Co.,Ltd.	Through common directorships	Commercial Trade (Sell) Commercial Trade (Buy)	0.2 0.4	9 1	Cost Plus Market Price
15. Far East DDB Public Co., Ltd.	Through common directorships	Commercial Advertising expenses	71	57	Upon Contract
16. Integrated Communication Co., Ltd.	Through common directorships	Commercial Advertising expenses	1	1	Upon Contract

The Necessity and Rationality of the Transactions

The auditor has examined the related transactions and gave the opinion that the related transactions as aforementioned were mainly about the trading of products which was conducted under the terms and conditions upon the jointly agreement of the two parties and was the normal business activities.

The Process of Related Transactions

In the conduct of the related transactions, the price of products and services charged in the transactions shall reflect the normal market rate. In the case of no such market rate, the other market price under the comparable terms and conditions shall be applied or the price in the transactions shall be considered on the basis of the report of the independent appraisers appointed by the company or the associated. This is to ensure that the price of products and services charged in such transactions is reasonable and is for the maximum benefits to the company. In addition, the company's audit committee will examine the related transactions and disclose the relevant details of such transactions on quarterly basis in order to avoid any conflicts of interests.

The Policies of Related Transactions in the Future

The future related transactions, upon the jointly examination of the audit committee and the company, will be conducted with the rationality and with the fair returns. However because the related transactions are mainly on the basis of the normal business activities and because the company retains a policy to support the operations of each other in the Group, the related party transactions will continue in the future but with the framework of the rationality together with the appropriate conditions and the fair price.

VISION TRANSFORMATION **TEAMWORK**

AS ONE TEAMWORK

We deliver valuable products through continuous research and development and food innovation, with social and environmental responsibilities using good governance for sustainable development.



Maximize consumer satisfaction with **international-standard quality, nutritious, and safe food products.**



Develop the knowledge and proficient capabilities of employees to become an **organization that learns.**



Seek business opportunities for continuous growth and **expansion to every region in the world.**

Social Responsibility



The Company is determined to manufacture high quality food products and safety for consumers. The Company has recognized responsibility to the society, which may be affected by the operation of the Company. Therefore, the Company has performed business with transparency, verifiability, ethic, respect to the human right, benefit of stakeholders, environmental impact, and compliance with agreement and relevant law. The Company developed social responsibility continuously to support community and environment. In addition to performing business with Good Corporate Governance principle, the Company recognized responsibility to the society as following,

(1) Perform business with fairness

The Company opens for the shareholders and stakeholders to communicate, propose opinion or complaint of illegal, unethical, or unfair action of the Company by sending written document to the address of the Company, or E-mail to tf@mama.co.th, or directly to the Audit Committee. The investigation result shall be kept confidential and directly reported to the Board of Directors. On this regard, the Company already established the whistleblower protection policy.

(2) Anti-corruption

Thai President Foods PLC. realizes the importance to conduct business with ethic and Good Corporate Governance principle, thus determining to perform business with fairness, honest, transparency, verifiability to establish effective operation and trust to all stakeholders. The Company considers fraud or corruption to diminish competitiveness and being obstacle to the development of the organization and the whole country, thus including the anti-corruption measure in Good Corporate Governance policy of the Company.



Respon sibility



Thai President Foods PLC signed the Declaration of Intention to join with Private Sector Collective Action Coalition against Corruption, which is the official panel initiated by the Government and Official of the National Anti-Corruption Commission. The Company continuously participated in several social activities with Private Sector Collective Action Coalition against Corruption Committee (CAC). In addition, the Company submitted the application to be certified by the Anti-Corruption Standard on self-assessment procedures covering 71 checkpoints. The CAC Council, on July 25, 2016, has notified the evaluation results to certify self-assessment procedures on Anti-Corruption of the Company, and invited the Management's representative to receive the certificate to represent our commitment to oppose against all forms of corruption on Tuesday, August 16, 2016.

The Company has communicated to Executives and all staffs to develop understanding to conduct anti-corruption in several channels, such as orientation, training, announcement, etc., especially focusing on the risk of participating in corruption, the whistleblowing procedure, and the punishment to the action against anti-corruption policy.

In addition, the CAC Committee of the Company has circulated on December 20, 2017 the Internal Announcement No.1 with regard to the Guidelines for Receiving and Offering Gifts or Souvenirs on New Year occasion to be recognized and committed by all staffs as a norm of the good corporate governance of the Company.



(3) Respect Human Right

The Company respects human right of all staffs and behaves to all employees with equality, honour, and fairness. In addition the Company recognizes the safety in workplace, and banning harassment and oppressive action in all forms. The Company had never faced and cases or prosecution of violation the human right. The Company has established the procedure to review internal rules or regulation regarding safety in the workplace to avoid possible violation of human right, such as installing CCTV, and checking vehicles before leaving the factory, etc.

The Company realizes equitable treatment to employees, and avoids double standard manner. Additionally, the Company has employed disabled. As a result of compliance with the law, business ethic, guideline to respect human right, the Company received none of complaint of violation of human right or double standard action in 2017.

(4) Fair Treatment to the Employees

The Company has taken into account of safety, hygienic working environment and the health of employees, thus developing safety operating procedure to support continuous production. The Company has regularly evaluated safety performance to prevent any loss of life or property of the employees.

In addition, the Company has test environmental situation in the workplace, including the measurement of temperature, noise, light, air quality, chemical compounding, and dust quantity in the workplace, to ensure safety working environment and to prevent danger to the health of all employees.

(5) Responsibility to the Consumers

The Company has performed business ethic, not violated intellectual property. On the other hand, the Company encouraged foods innovation, implemented modern machinery in production as well as conducted personal development to improve knowledge and expertise to be able to respond to customers' needs.

The Company has maintained business ethic to protect privacy and confidential information of all customers, thus establishing the code of conduct to strictly keep customers' confidential information.

Moreover, the Company has opened communication channel to receive suggestion, comment, complaints from customers or consumers, and responded in timely basis in order to support continuous development of the Company. The Company set up Investor Relation Service via the website <http://www.mama.co.th> and Call Center System on telephone no. 02-3747955

The Company did not received complaint of significant matter in 2017, whereas the Company already investigated the other incidents to analyze the cause and problems and finding solution to avoid repetitive issues.

(6) Environmental Care

The Company has realized the importance of environment in every operation and committed to the relevant laws and regulations, thus intending to use recycle material and reduce the waste or toxic element to be discharged from production. For example, the Company encouraged the use of chemical substance having only low impact to the



environment and employees' operation, improved the use of resource in an efficient manner. The Company also implemented international standard to handle environmental impact in order to encourage sustainable development, such as applying for ISO-14001:2015 Environmental Management System, and ESG100 2017 (Environmental, Social and Governance) of Thaipat Institute to represent top 100 Listed Companies operating with outstanding care of environment, society, and Corporate Governance. In addition, the Company developed training for all staffs to acknowledge the importance of environment in order to increase efficiency, and reduce production cost and environmental impacts.

(7) Social or Community Development

The Company has supported public activities, encouraged the recognition of responsibility to the society, developed life quality of surrounding community, and supported sustainable living in the society. In addition, the Company provided assistance to disaster victims in several events, and encouraged the employees to participate in the social activity in every possible occasion.



Every executives and staffs of the Company are determined to express the responsibility to the society, and the Company included social responsibility in the core policy of the Company, both at organizational level by performing business with transparency, efficiency, compliance with Corporate Governance, and at business partners level, such as maintaining quality of products, supporting valued products, being responsible to the consumers, disclosing sufficient and accurate information. The Company also acknowledged the social responsibility, such as supporting surrounding community, hiring local employer, supporting local SME, preventing environmental impacts, sponsoring healthcare project, fostering education, participating in charitable activities, and so on. The Company has continuously supported social activities as following,



“Volunteer Project no. 1-10 to Build the development of New-born upto 5-year-old Child”

Thai President Foods PLC. has organized the volunteer project to build the development of new-born upto 5-year-old child for 30 children at the Foundation for Slum Child Care, Home of Hope Center Onnut 88, in 2017. The project included the activities as following

- No. 1 Visit New Child Care Center :
2 Feb 2018
- No. 2 Storytelling :
2 Mar 2018
- No. 3 Learn Drawing :
2 May 2018
- No. 4 Making Delicious Sandwich :
22 June 2018
- No. 5 Learn Gardening :
2 July 2018
- No. 6 Breastfeeding :
24 Aug 2018
- No. 7 Learn painting Color :
27 Sept 2018
- No. 8 Making Joyful Mask :
31 Oct 2018
- No. 9 Making Joyful Crown :
30 Nov 2018
- No.10 Holding Happy Kid's New Year Party :
21 Dec 2018



The Company intended to build the development for children in all aspects, including physical, wisdom, emotional, mental, and social, to assist delayed-development children to have an appropriate development and to provide suitable treatment for the children with severe abnormal situation, thus supporting nowadays children to be future quality adult, in term of physical and emotional health, ability to take care their own living, dare to express opinion, proper concentration, having both Intelligence Quotient(IQ) and Emotional Quotient(EQ) and attention to surrounding environment.

Project of "Sharing Kindness for Children no. 7"

The Company organized "Sharing Kindness for Children no. 7" on January 13, 2017, and the executives and staff has joined the activity to offer total of 77 educational scholarships, financial assistance for lunch, and provide the instant noodles and biscuit products. In addition the Company offered lunch on National Children Day for the students at Wat Shetaram school in Don Chedi District, Supanburi Province to console the children after fire accident, which damaged the whole building of the school and educational materials.





Sponsoring Products in 2017 National Children Day

The Company provided our products for schools, governmental units, communities to organize their activities on National Children Day for the year 2017 in total of 34 parties, in amount of baht 31,932. The Company also offered the products for “Pak Rad” Subdistrict Administrative Organization to give to the children who joined educational camp activity.



Joining the activity on Day of Older Persons with “Pak Rad” Subdistrict Administrative Organization

The Company joined the activity in Day of Older Persons for the year 2017 with “Pak Rad” Subdistrict Administrative Organization on April 17, 2017 at Pak Rad Subdistrict, Ban Pong District in Ratchaburi Province. The Company organized the activities to enhance both physical and mental happiness to the older persons, and giving lots of gifts and our products. In addition, the Company held the religious activities of making merit to the Buddha image, monks, pouring water to the aging person and asking for blessing, thus conserving the cultural activity and enhancing sustainable community.





Joining Jungle Planting Activity to enhance the King's Resolution

On April 28, 2017, the Company joined with Labour Protection and Welfare Office in Ratchaburi Province at "Non Pun Chan" Subdistrict Administrative Organization, Suan Phueng District, Ratchaburi Province in the activity of planting jungle and enhancing the King's resolution. The social activity was intended to increase the area of jungle, and conserve the environments. The Company also offered eight of scholarship in amount of baht 1,000 each as well as provided educational and sport equipment to Wat Nongpunchan school.



Supporting Blood Donation Activity of Regional Blood Center 4 in Ratchaburi province

The Company joined with Regional Blood Center 4, Ratchaburi Province to perform blood donation activity every 3 months in the area of Company. Lots of employees and volunteers offered assistance in the activity, and donated their blood. In addition, the Company was granted the certificate from Thai Red Cross National Blood Center on June 10, 2017 in providing continuous support for blood donation activity, and the executive of the Company was invited to receive the certificate form the Governor of Ratchaburi Province.





Supporting the Activity of "Making Good for Father"

The Company supported "MAMA" products in "Making Good for Father" activity at Ladprao on July 25, 2017, which having around 5,000 people participating in the activity.

Participating in "Volunteer and Donation in National Mother Day no. 7"

The Company organized social activity on National Mother Day, and provided "MAMA", "Bissin", and "Homey" products for mom and children at Thai Restoration Community Development Foundation, Soi Onnut 38/1, Bangkok on August 11, 2017 in order to give mental support for the mother to raise their children to be good adults for the society

Organizing "MAMA Cup GO International Tournament 2017 "

The Company support GO competition to organize "MAMA Cup GO International Tournament 2017" on 13-14 August, 2017 at MCC hall, The Mall Shopping Center Ngamwongwan, and having worldwide competitors

Sponsoring " NAVY Run Sattahip



Mini – Half Marathon”

The Company sponsored “NAVY Run Sattahip Mini – Half Marathon” to be held in Sattahip Naval Base on Sunday August 27, 2017 at Suan Krom Luang Chumphon, Royal Thai Navy, Sattahip District, Chonburi Province in order to mobilize financial aid to improve the Museum of Admiral Prince Abhakara Kiartivongse, Prince of Chumphon, as well as to renovate Tourist Center at Suan Krom Luang Chumphon to support exercising of local community



Handing over 15,999 Pieces of Dararat Flower for Royal Charity

Mrs. Ratana Paniangvait along with the staffs of Thai President Foods Group (TF Group) made a courtesy visit to Wat Pa Thummasiri located at Pak Chong, Nakhon Ratchasima Province. The major purpose of the visit was to hand over 15,999 pieces of Dararat Flower to Royal Charity to be used in the Royal Cremation of Late King His Majesty Bhumibhol Adulyadej. On this occasion, the Company has given Dararat Flower to the sheriff of Pak Chong District.



Organizing Tutorial Course for University Examination

The Company coordinated with Saha Pathanapibul PLC to promote "Sahapat Admission" to provide tutorial course for University Examination no.20 to be held on 2-7 October, 2017, at Thai Chamber of Commerce University, and invited the interesting persons to submit application via www.sahapatadmission.com until Sep 25, 2017





Supporting Eggs for Kidney Disease Patients

The Company offered eggs for the patients with kidney disease at Ban Pong Hospital, Phothram Hospital after receiving the request from Ban Pong Hospital in order to provide Protein for the patients with kidney disease who needed to consume at least 6 eggs /day. On this occasion, the Company had informed such request to the executives and staffs, and receiving good response and large amount of donation. The Company had given 2,880 eggs to Ban Pong Hospital, and 2,100 eggs to Phothram Hospital in total of 4,980 eggs for kidney disease patients.



Project of "Sharing Kindness for Children no. 9"

Thai President Foods Group (TF) organized "9th Sharing Kindness for Children" on 11 November 2017 at Baan Tung Din Khor School, Nong Kae District, Saraburi Province. The management and staffs had joined the activities to paint the table, chairs, and walkway for students, as well as to raise the lemon tree under the project of "Vegetable for Household Eating"

In addition the Company also provided study materials such as color pencil, fable book etc. and also included socks to all the children. Besides the study materials, the Company also donated Baht 45,500 as a part of its contribution towards school luncheon project, and presented gifts of "MAMA" products, Biscuits and Wafers, "Green Mate" juice, and "Farm House" bread. On this occasion, the management, staffs, school children and teachers had enjoyed lunch altogether.



Donating “MAMA” Products to help flood victims in Southern Region

On December 11, 2017, Thai President Foods Public Company Limited donated “MAMA” Brand Instant Noodles to help flood victims in Southern Region. On this occasion, Pra Tham Bundith, abbot of Wat Rama 9 and representative of Directorate of Joint Civil Affairs kindly accepted the donated Instant Noodles at Wat Rama 9.



Supporting Blood Donation Activity

Thai President Foods PLC at Sriracha and Rayong Factory joined with Thai Red Cross Society to hold blood donation activity at Queen Savang Vadhana Memorial Hospital, Chonburi Province on 18-19 December, 2017



Supporting “Marketplace for Sharing Merit no. 2”

The Company held the project of “Marketplace for Sharing Merit” to gain donation of belongings and financial aid to accumulate revenue to build the classroom about hygienic situation for the primary school students at Ban Nong Kla school, Sriracha District, Chonburi Province



Corporate Governance Report



The Board of Directors recognizes the importance and benefit of good corporate governance to encourage effective, transparent, accountable, management system, thus ensuring trust to the shareholders, investors, all stakeholders, and supporting sustainable growth. The Company has committed to the Good Corporate Governance Principle in 5 following areas,

1. Rights of Shareholders
2. Equitable Treatment to Shareholders
3. Roles of Stakeholders
4. Information Disclosures and Transparency
5. Responsibilities of the Board of Directors

Corporate Governance Report consists of Corporate Governance Policy, Business Ethics, and Code of Conduct for Directors, Management, and all Employees. In compliance with Good Corporate Governance Practice for Listed Company as prescribed by Stock Exchange of Thailand, the Company has proposed Corporate Governance Report to the meeting of Board of Directors No. 3/2018 on March 21, 2018.

The Company is a new company from amalgamation procedure between Thai President Foods PCL (“TF”) and President Ride Products PCL (“PR”), and has registered with Department of Business Development, Ministry of Commerce to on October 16, 2017. The Company shall receive assets, liability, right, obligation, and all responsibility of the 2 involving companies as stipulated by the law. Therefore, the Company has reviewed Good Corporate Governance Principle with the original principle of the 2 companies as per following details;

1. Rights of Shareholders

The Company recognizes the legitimate rights of shareholders, encourages their right execution, and prevents any acts that may infringe or curtail their rights, especially with respect to the primary rights of shareholders; namely the right of purchasing and transferring shares, profit sharing, receiving sufficient information, attending shareholders’ meeting to express their opinions or to make voting on such important issues as election to the Board, determination of the remuneration for the Board, approval for important matters, appointment of external auditors, etc.

In addition to aforementioned primary right of the shareholders, the Company has supported and facilitated the use of right for the shareholders as below,

- 1.1 **Right to receive information** : The shareholders shall be provided with equitable information. To this end, apart from the communication on SET’s public news board, the Company discloses information on official website of the Company <http://www.mama.co.th> in Thai and English version to provide sufficient information to the shareholders, particular to the information that may affect their decision making; e.g. quarterly and annually result of performance, information of connected transaction, acquisition and disposition of asset, top ten major shareholders of the Company on latest book closing (latest information as of Dec 31, 2017), shareholding of Non-Controlling Interest, the annual report within 14 days after the meeting date, and any other important information that may affect decision making of the shareholders.



- 1.2 Right to attend shareholders' meeting :** The Company shall hold the shareholders' meeting on annual basis within 4 months after the date of Company's book closing. (Accounting cycle of the Company is Jan 1 to Dec 31, 2017). The Company selects to hold the shareholders' meeting at Grand Fourwings Convention Hotel (Srinagarindra), 333 Srinagarindra Rd, Hua Mak, Bang Kapi, Bangkok 10240, because this place is close to the Company, Airport Link terminal, and express way, thus convenient for travelling. The Company has improved information system of registration procedure and of vote counting to disclose the result transparently, such as previous counting can be updated to handle disagreement opinion from the shareholders, or previous counting of the past agenda can be displayed upon shareholders' request. In addition, the Company shall conduct the meeting on each individual agenda separately in order to open for the shareholders not attending the meeting since beginning to be able to cast the vote.

Practice to the Shareholders Prior to the meeting date: The Company has established the procedure to prepare the shareholders' meeting. For example, the Board's resolution to hold general shareholders' meeting will be informed to the shareholders not less than 5 weeks prior to the meeting date to allow the shareholders to prepare to attend the meeting. The Company will disclose the Invitation Notice to attend the shareholders' meeting on the Company's website no less than 30 days prior to the meeting date. The Company also provides the supporting information in advance to the shareholders via Thailand Securities Depository Co., Ltd., as the share registrar, to send the document to the shareholders no less than 2 weeks prior to the meeting date. In addition, the Company shall advertise the shareholders' meeting on the daily newspaper for 3 consecutive days and 7 days prior to the meeting date. The advance information includes factual information and opinion of the Board on each agenda, the annual report, proxy form (Form-B), Directors' profiles, map to the meeting place, information of the evidence as required to enter in the meeting, articles with regard to registration of meeting. The shareholders may download the proxy form as prescribed by the Ministry of Commerce (Form-A, Form-B, Form-C) on the Company's website <http://www.mama.co.th>

The Company has given the right of the shareholders to propose agenda and/to nominate candidates to be elected as Director in the General Meeting of Shareholder 1/2018 by sending the letter to the Company Secretary during Dec 1 – Dec 30, 2017 and the Company has disclosed the Principle as aforementioned in Thai and English version in SET's public news board and on the Company's website (<http://www.mama.co.th>) on November 15, 2017. After the giving period, the Company has not received any agenda nor a name/person to consider for representation on the board of director in the Company's General Meeting of Shareholders 1/2018, and the Company has published the result through those channels.

With regard to the right of the shareholders to propose agenda and/to nominate candidates to be elected as Director in the shareholders' meeting, the qualified shareholder entitled to have the said right must possess the qualifications in compliance with the law which is shareholders or group of shareholders holding Company shares collectively at the minimum of 5 percent of total voting rights (16,485,200 shares)

In addition, the shareholders are open to send the query related to the meeting agenda to the Company in advance by E-mail: sararath.t@mama.co.th or by post addressing to Ms. Sararath Tangsirimongkol (Company's Secretary), Thai President Foods PCL 304, Srinakarin Rd., Huamark, Bangkok 10240, or by fax no. 0-2374-7743 during the period to be informed in the invitation notice to attend the shareholders' meeting for being considered by the Company.

Practice to the Shareholders on the meeting date: The Company shall fully provide convenience for the shareholders to attend the meeting and to exercise their voting. The shareholders are facilitated to raise the query on the operation results without any obstacle may causing by day, time, and place of the meeting. The shareholders are open to register to attend the meeting not less than 2 hour before the meeting started. However, the shareholders still reserved their right to attend the meeting after the meeting started and were eligible to do voting on the remaining agenda and would be deemed as a quorum of the meeting since they exercised their voting right. The Company shall prepare adequate staff to perform registration procedure, provide the Stamp Duty to be posted on the proxy form, and distribute the voting card. The Company will improve barcode system in registration procedure and to count the vote in a timely and transparent manner. Additionally, the voting result will be verifiable after the meeting in case of any doubt or objection of the shareholders.

The shareholders, who cannot attend the meeting in person, may authorize proxies or the Independent Director as appointed by the Board to attend the meeting and to perform the right of shareholder on their behalf.

The Company recognizes the importance to attend the shareholders' meeting except for the case of illness or having other significant matter. Thus the staff attending the shareholders' meeting in 2018 includes 15 Directors, Accounting Manager, Finance & Investment Manager, External Auditor from EY Co., Ltd to clarify any query on financial statement, and Law Advisor from Chomphu and Friends Law Office as the inspector of vote counting and to monitor the meeting to be complied with the law and Company's regulation.

The Company organizes the shareholders' meeting to facilitate the right of shareholders to receive the information of operating result and dividend payment. The consideration and the voting procedure in the meeting shall be in compliance with the law and Company's regulation. The Chairman of the Board shall perform as the chairperson of the meeting, inform the proportion of the shareholders attending the meeting, declare to open the meeting, explain the rule and the procedure of the meeting, carry on the meeting according to the predetermined agenda, allocate suitable time for each individual agenda, encourage the shareholders to give opinion or ask question to be clarified by the Executives, and summarized the voting result to be complied by barcode system and to be displayed on the projector. The Company has established the meeting agenda in the shareholders' meeting as following,

- (1) **Appointment of Directors:** The Company opened chance to the shareholders to select the Director of the company by person while providing significant profile of Directors, their meeting attendance, and their positions in the other companies which conducted the same business as the Company or being rival incorporation to the Company. The Nomination and Remuneration Committee shall select the



qualified persons with proven knowledge, experience, expertise in various fields, and past directing performance to propose to the Board to nominate such persons to be approved by the shareholders' meeting.

The Company has given the right of the shareholders to propose agenda and/to nominate candidates to be elected as Director in the General Meeting of Shareholder 1/2018 to the Nomination and Remuneration Committee by sending the letter to the Company Secretary during Dec 1 – Dec 30, 2017 and the Company has disclosed the Principle as aforementioned in Thai and English version in SET's public news board and on the Company's website (<http://www.mama.co.th>) for being considered.

- (2) **Remuneration for Directors:** The Company shall propose the amount of remuneration for the Directors to the shareholders' meeting for approval on annual basis as per prior consideration of Nominating and Remuneration Committee in compliance with the Company's regulation. In addition, the Company shall provide the approved amount to be comparable with the actual amount, classifying into bonus, meeting allowance, remuneration to the Audit Committee, remuneration to the Nomination and Remuneration Committee, and remuneration to the Risk Management Committee (not including the remuneration as ordinary staff of the Company). In addition, the further detail of the remuneration will be disclosed in the annual report and in Form 56-1 to clarify the remuneration of individual Directors, Sub-Committee, and Executive.
- (3) **Appointment of External Auditors and determination of Auditing Fees:** The Company shall provide the details of name and office of external auditors, independence to perform duty, number of year as the auditor of the Company, and the other service fee as per prior reviewed by the Audit Committee. The remuneration to the auditor and the other fee of the Company and Subsidiaries to be paid to the same Accounting Company as per following details,

Fee	Auditing fee	Other Fee	Unit : Bath
			Total
Fee of the Company (separately)	1,400,000	600,000	2,000,000
Fee of 3 Subsidiaries	2,020,309	437,500	2,457,809
Total	3,420,309	1,037,500	4,457,809

- (4) **Allocation of Profit:** The Company has established the dividend payment policy to allocate no less than 50% of annual net profit from Separate Financial Statements. The year 2017 is the start year of the Company, thus no historical data of "TFMAMA" to be compared.

Practice to the Shareholders after the meeting date: The Company has established the procedure after the meeting to prepare the minute of the shareholders' meeting to disclose the important information. For example, the name of Director attending / not attending the meeting, the reason not attending the meeting, clarification of the query from the shareholders, factual information provided in the meeting, voting result on each individual agenda classifying into

approve/disapprove/abstain, and the proportion of invalid voting card. The minute shall be signed by the Chairman of the Board, and submitted to the Stock Exchange of Thailand and Security and Exchange Commission. The Company also discloses the video record and the information of the shareholders' meeting on the Company's website within 14 days after the meeting date in Thai and English to be reviewed by the shareholders. In addition, the Company has to submit the minut of the shareholders' meeting to the ministry of Commerce as required by the law.

- 1.3 Distribution of the Shareholding:** The shareholders shall determine the list of the shareholders entitled to attend the shareholders' meeting on "Record date" (RD) in compliance with Section 225 of the Security and Exchange Act by closing the book of shareholders' registration within 14 days after the Board of Directors has approved the date of shareholders' meeting. On this regard, the Company has reported the information of the distribution of shareholding as of Oct 16, 2017. The collective shareholding of the Board of Directors together with their spouse or child under legal age, and of the Executives and Manager together with their connected persons totaled to 20.98%, which was not over 25% of total shares, and the "free Float" shareholding amounted to 23.78% of total shares.

2. Equitable Treatment to Shareholders

The Company recognizes the importance of rights and equitable treatment of shareholders with regard to shareholders' meeting, inside information, trading shares of the Company, and connected transaction. The Company has reviewed the equitable treatment to shareholders with the original principle of "TF" and "PR as per following details;

- 2.1 Shareholders' meeting:** The Company opens for the shareholders, who cannot attend the meeting in person, to attend the meeting by proxy or by Independent Director. The Company provides the proxy form in the format that the shareholders can specify their voting objective and notifies the shareholders to submit the necessary evidence to appoint their proxy. In the Annual Shareholders' Meeting during April of the year, the Company shall propose 2 Independent Directors to be the proxy holders to cast the vote on behalf of the shareholders. With respect to the voting in the shareholders' meeting as prescribed in the Article 41 of the Article of Association, each shareholder shall have the number of votes equal to the number of shares held (one vote for one share). To ascertain transparency and accountability, the Company has introduced electronic ballot to facilitate vote counting by the computer system for every agenda; thus easier for the shareholders to verify the voting result in case of any future argument. And on the agenda to appoint the Directors, the Company opens for the shareholders to select the Director individually.
- 2.2 Protection of Inside Information:** The guideline to protect improper use of inside information is prescribed in Business Ethics and Code of Conducts to instruct the Directors, Executives, and staffs to perform their duties with honesty and responsibility to the public, not to abuse their positions in the Company to earn any improper benefits, not to abuse any inside information or asset of the Company for personal interests,



and not to support any rival incorporation to the Company. The Company disseminates such guideline to the Directors, Executives, and staffs for their acknowledgement and observances, and has disclosed the said guideline on the Company's website (<http://www.mama.co.th>). Moreover the Company has set the maximum penalty up to employment termination for the employees who violate such rules. However all Directors, Executives, and staff of the Company have strongly committed to such practices for their operation.

- 2.3 Trading Shares of the Company:** The Directors, Executives, and staffs who can access significant inside information are prohibited to purchase/sell the shares of the Company during the period of 1 month prior to the disclosure of financial statements to the public. In addition, the Company has notified the Board of Directors and Managements to report any changes in their shareholding status to the SEC, as specified in Section 59 of Securities and Exchange Act B.E. 2535, and send the copy to the Secretary of the Company to report to the Board's meeting on the agenda of the shareholding of Directors and Managements. The Board's meeting found none of prohibitive transactions from our Executives in 2017.
- 2.4 Connected Transactions and Transactions may cause Conflicts of Interest:** The Company conducts business with prudence and rationality for maximum benefits to the Company. Any connected transactions shall be undertaken with identical conditions as applied to the transactions with any other counterparties, and must represent or support normal business undertaking. To this end, the Director assumed to have related interests shall not participate in the approval of such transactions in order to encourage the other Directors to fully express their opinions and independently make decision. Furthermore, the Company has obligation to disclose name, detail of relationship to the related person, price setting policy, amount of transaction, and opinion of the Board on the news board of SET in both Thai and English version, and on the Company's website "<http://www.mama.co.th>" Additionally, the Company notifies the Directors/ Executives to report any change in their stake holding to the Secretary of the Company within 1 month after such change. The Secretary of the Company shall report such changes to the Chairman of the Board and the Chairman of Audit Committee in no longer than 7 days as required by Section 89/14 of Securities and Exchange Act (4th revision) B.E. 2551

For incoming shareholders' meeting in 2018, the Company opens for the shareholders to propose agenda or nominate suitable person to be selected as the Director in compliance with the regulation of the Company as shown on website <http://www.mama.co.th>. The Company also informed the right of the shareholders via the SET community portal on November 15, 2017. The shareholders can send the aforesaid suggestion to the Company during December 1, 2017 to December 30, 2017. However, there is none of shareholder sent the aforesaid suggestion to the Company.

3. Roles of Stakeholders

The Company recognizes the rights of other groups of stakeholders; thus conducting our business with responsibility and fairness to all stakeholders and with determination to maintain the Company at a sustainable growth in order to earn the appropriate return for the shareholders. In addition, the Company has issued “Code of Business Ethics” for Executives and staffs to conduct appropriate practices to each group of stakeholders as follows:

Shareholders : The Company is determined to achieve business growth with sustainable competitiveness as well as to create ongoing return to shareholders. The Company opens for the shareholders and outside interested persons to visit our factory. Additionally, the Company has supported social activities to promote business relationship with the institutional investors.

The Company has approved the dividend payment policy on Board’s meeting No. 1/2017 on Oct 16, 2017 to allocate no less than 50% of annual net profit from Separate Financial Statements.

For the year 2017, TF and PR recorded 2 dividend payments according to their dividend policy at Baht 903.60 million and Baht 329.07 million on May 24, 2017 and Sept 15, 2017 respectively.

The Company opens for external person to visit the factory of the Company, and the Company welcomed 150 visiting group in the past year. In addition, the Company has coordinated with the other companies in the Group and with the Stock Exchange of Thailand to organize the event of “Analyst and Investors meeting with Saha Group No. 9” on June 30, 2017 to promote information channel of the Company among the investors to follow up the original company of “TF” and “PR”, and this event was participated by lots of interested analyst, investors, and reporters.

Customers : The Company commits to conduct business with honesty, fairness, transparent information disclosure, and free competition to mainly serve customers’ needs and satisfaction as well as to safeguard their confidential information. Furthermore the Company has recognized innovations, and intended to improve production efficiency to earn competitive production cost.

Furthermore, the Company has established communication channel to receive customers’ complaints and responded to such dissatisfaction in a timely manner. To this end, the Company provides the Customer Relation Service via the website <http://www.mama.co.th> and set up call center service on the phone no. 02-3747955

The Company received no significant complaints in 2017. However the Company has considered the other complaints to analyze its cause and find out the correction and implemented follow up process to avoid repetitive deficiency throughout the organization.

Staff : The Company recognizes the staff as the valuable asset to encourage our business success. The Company takes a good care of staff at all levels without double standard practice, and offers fair and reasonable remuneration and welfare including salary, bonus, provident fund, reward for employee who worked with the



Company for longer than 10, 20, 30 years, yearly health check-up, extra medical treatment for aging employee, and educational allowance for potential employee. Furthermore, the Company also improves our staff's capability by providing training which can be directly applied to their present jobs. The Company recognizes safety and health of staff by providing training course to develop management skill for supervisors, 5S course to improve productivity, fire drill exercise, mutual activity to encourage unity among co-workers when helping each other like they are from the same family.

In 2017, The Company still focused on training our staffs to maintain International Standard upon which the Company had received the certificate, and to update the present regulations of exporting to foreign countries, namely Food Safety Modernization Act of USA(FSMA). The Company has also reviewed our Food Safety Plan to be proper with the results of individual risk evaluation, as well as to be ready for ISO(International Standards organization) version 2015 which emphasizes on analyzing organization, recognizing stakeholders' needs and expectations, and applying risk management to encourage continuous planning and development.

Trading Partners : The Company commits to any trading agreements, and behaves to the trading partners with fairness. We have never received or asked for any asset outside trading agreement. The Company supports free and fair competition by mutually respect the right of trading partners, develops close relationship, and visit our partners occasionally to evaluate their operational performance. The Company has informed our partners about accepted practice to work together. The Company realizes the importance of procurement to improve the quality of raw material with controllable cost, thus focusing on transparent and accountable purchasing and hiring process for best benefit of the Company. The Company has never defaulted on terms and conditions agreed with the counterparties. In addition, the Company reviewed our working procedures to comply with the standards of sustainable supply of raw material, such as Unilever (Unilever Responsible Sourcing Audit - URSA) to evaluate the risk of human right violation arising in the countries of suppliers to serve our end customers who pay attention to Responsible Business Partner Policy, and so on.

Creditors : Most of creditors of the Company are account payable, which have definite conditions of delivery and payment. The Company commits to any terms and conditions agreed with the creditors, and to repay our debt on schedule. For the time being, the Company has never encountered to any dispute with creditors on the case of our unpaid obligation.

Competitors : The Company conducts business under the laws and fair competition, maintaining best practice to avoid any acts that may violate or access to confidential information of competitors by dishonest method. The Company has never encountered to any dispute with our trading competitors so far.

Government : The Company pays all tax as required by the laws, i.e., withholding tax, income tax, VAT, specific tax, excise tax, signboard tax, property tax, and stamp duty, and all of tax payment has never been

overdue. The Company commits to any regulations as required for the factory, such as laws governing food manufacturing, laws relevant to energy and environment, and labour laws on security and healthcare protection.

Social and Community : The Company provides ongoing support to the community service, and promotes social contribution in the Company. We regularly provide assistance to the victims in many disaster incidents.

Environment : The Company realizes the importance of environment and strictly complies with all applicable Laws and Regulations. The Company promotes environmental protection in all operational levels. The Company has implemented various standards including ISO-14001: 2015 regarding Environmental Management System. We also provide training courses to encourage our staff to have environmental recognition.

The Company (TF and PR) was granted the certificate of ESG100 in 2017 (Environmental, Social, and Governance) from Thaipat Institute for 100 Listed Company who had outstanding performance on environment, public service, corporate governance, evaluated from the business sustainability information of 621 Listed Companies in Stock Exchange of Thailand.

In addition, the Company recognizes the following rights of stakeholders,

Participation of stakeholders on whistle blowing : The Company opens for the shareholder or the other stakeholders to express their opinions or submit their claims against the actions of the Company or the action of our staff that seemed to be illegal, unethical, or unfair. The stakeholders who observing or having evidence/suspects against the action performed by our staff or any persons acting on behalf of the Company with regard to paying or receiving any bribes either directly or indirectly, or related to any violation of the rule or business ethic of the Company shall be able to send such complaint of unfair practice to the Company via following channels,

1. Complaint in verbal or in writing to
 - Manager of Internal Audit Dept : Tel number 0-2374-4730 ext. 1772
 - Manager of Human Resource & Administration Dept : Tel number 0-2374-4730 ext. 1702
 - Manager of Finance & Investment Dept : Tel number 0-2374-4730 ext. 1125
2. Email : cac@mama.co.th
3. Suggestion Box
4. Mail addressing to
 - Manager of Internal Audit Dep
 - 304 Srinagarindra Rd, Hua Mak, Bang Kapi, Bangkok 10240
5. The complaint raised by the persons not providing his/her name is required to be submitted with the sufficient evidence of the suspecting action



The Company shall keep above complaints as the confidential information, and take into account of the safety of the whistleblower, except to the disclosure as required by the law

Enhancement of effective use of resource : The Company encourages all staff to effectively utilize our resource by economizing the use of electricity, water, fuel oil, and supports electronic mail and electronic forms to replace paper usage. The Company organizes the monthly meeting to follow up the effectiveness of our energy using. In addition, the Company holds the Environmental Week in the Factory to promote environmental conservative campaign every year.

No violation of intellectual property : The Company commits to our business ethics to not violate any intellectual property, meanwhile the Company has determined to develop our own food innovations by utilizing modern technology together with enhancement of our staff's knowledge and skill in order to serve needs of our customers. For the time being, the Company has never been prosecuted against the violation of intellectual property.

No violation of Human Rights : The Company respects the rights of person, thus honoring and offering fair practices to all staff in an equitable manner. The Company encourages personal safety and suitable right in workplace, and prohibits any forms of harassment. For the time being, the Company has never found the case of prosecution against the violation of human rights. The Company has also reviewed internal regulation concerning safety in factory to avoid any potential violation of human rights, such as the use of CCTV, vehicle check before passing factory gate, etc.

Banning corruption or any bribes : The Company determines to perform business with transparency, compliance with the law, opposing to the unlawful action, and anti-corruption, thus establishing 2 anti-corruption principles, i.e. Anti-Corruption Policy and Whistleblowing Policy. In addition, the Company has signed the Declaration of Intention to join with Private Sector Collective Action Coalition against Corruption, and has received the certificate of Thai Institute of Directors (IOD) to represent our commitment to oppose against all forms of corruption. The Company has established anti-corruption policy in writing, and set up the Sub-committee of at least 3 persons to monitor the purchasing or hiring procedure as deemed necessary or appropriate.

The Company develops communication channel with the staff and employees to promote the understanding of anti-corruption practice, includes the anti-corruption principle in the orientation program for new employees, and provides brush-up program for every staff on annual basis.

To communicate with the trading partners, the Company has distributed the anti-corruption policy to all counterparties in domestic and foreign countries, as well as to new counterparty, thus representing out strong commitment against corruption. The Company disclosed anti-corruption policy and measure on the Company's website <http://www.mama.co.th> in Thai and English to inform all stakeholders.

Safety and hygienic workplace : The Company recognizes to improve safety and hygienic working environment for our employees, thus establishing the rule, procedure, working standard, and safety evaluation process in order to protect any loss to life or property of our staff, partners, and any related parties.

The record of occupational accident being found in the Company in 2017 stood at 0.647 cases/100 employees/year according to TCIR Standard (Total Case Incident Rate or average number of accident in the workplace occurring to 100 employees in 1 year), hereby below the benchmark of 1.0 for the standard of safety organization.

4. Information Disclosures and Transparency

The Company establishes the policy to disclose accurate, complete and timely information of the Company, both financial and non-financial information, to ensure that the stakeholders and investors can easily obtain equitable information. The Company commits to provides any important information as required by the relevant laws and regulations as follows,

- (1) Information to be disclosed by book closing period, e.g., financial statements, form to report annual registration statement(Form 56-1), annual report
- (2) Information to be disclosed by occurrence of events, e.g. purchasing / selling of asset, related party transactions, investment plan, dividend payment, approval of granting financial assistance

The Company disseminates such information via SET community portal of the Stock Exchange of Thailand, and discloses information on the website <http://www.mama.co.th> in both Thai and English version.

The Company prepares the report of responsibility of the Board concerning correct and trustable financial statements in compliance with the Code of Best Practices for Directors of listed companies as prescribed by the Stock Exchange of Thailand. The management report on preparing financial statement will be proposed together with the report of external auditor in the annual report to express responsibility of the Company to provide accurate, complete and transparent financial information; thus enhancing the reliability of our financial reports for all stakeholders.

In addition, the Company has disclosed the other information to the shareholders to represent our transparency as following,

- (1) The structure of organization and Management to inform the organization structure, management policy, directory performance of the Board and Sub-committee in the past year, e.g., number of total meeting for the whole year and attendance record for each individual Director, and the guideline to determine remuneration for our Directors and top executives.
- (2) Nature of business to inform business operation of the Company and our subsidiaries
- (3) Connected transactions to inform the Code of Conduct to control the transaction which may cause conflict of interests in a scrutinizing manner for best benefit of the Company and the shareholders. The connected transaction is needed to be considered and approved by the Board of Directors. The normal business transactions between the Company or Subsidiaries with Executive Directors or



their related persons are allowed to be conducted with prior approval of Management of the Company, and must have been reported to the Board of Directors on quarterly basis. On this regard, the Audit Committee has already reviewed the connected transaction of the Company. Additionally, the Company will disclose information via the communication channel of the SET for the additional connected transaction to be approved by the Board of Directors and having significant amount.

- (4) Good Corporate Governance Report to inform business practice of the Company in compliance with the good corporate governance, business ethic, and code of conduct
- (5) Corporate Social Responsibility to inform Community Service as prescribed in core business policy of the Company
- (6) Risk factors to inform risk factors which may affect our performance. The Company establishes Risk Management Committee to monitor and handle such potential risk in a systematic and effective manner, and to formulate the appropriate risk management policy as the guideline to control such potential risks.
- (7) Major shareholders to inform Top Ten major shareholders as of the latest book's closing of the Company.
- (8) Directors' shareholding to report the number of Company's shares held by each Director (including his/her spouse and child under legal age) as of the latest book's closing of the Company
- (9) Report of Directors and Executives' conflict of interest: The Directors/Executives have to report potential conflict of interest for their own or related persons' benefits within 1 month after assuming the position of Director/Executive. When having any changes in information, the Directors/Executives have to submit the report of Directors and Executives' conflict of interest to the Company Secretary within 1 month after such change. The Company Secretary shall send the copy of such report to Chairman of the Board and Chairman of Audit Committee in no longer than 7 business days after receiving information.
- (10) Development of Directors, Executives, and Employees to represent the Company's intention to encourage personnel development in all internal units. The Company has developed both internal and external training program to be suitable with each individual unit continuously.
- (11) Whistle Blowing Policy to represent the policy to open for the shareholder or the other stakeholders to express their opinions or submit their claims against the actions of the Company or the action of our staff/any persons acting on behalf of the Company that seemed to be illegal or related to paying or receiving any bribes either directly or indirectly, or related to any violation of the rule or business ethic of the Company by sending such complaint of unfair practice to the Company via given communication channels. The Company shall keep aforementioned complaints as the confidential information, and take into account of the safety of the whistleblower, except to the disclosure as required by the law. On this regard, the Company performs business operation transparently, openly, and fairly in compliance with "Anti-corruption Policy" as disclosed in the Company's website (www.mama.co.th)

-
- (12) Communication with the shareholders and investors to represent the policy to open for the shareholders and investors to obtain important information for the clear understanding of business operation of the Company. The Company has appointed Investor Relation as the representative of the Company to communicate with the shareholders, and to facilitate the investors and security analyst to access information of the Company on fairly basis via the communication as below,

Investor Relation: Mr. Wasan Boonsampankit,
Manager of Finance & Investment Department (CFO)
Tel number: 02-3744730 ext 1125
E-mail : wasan.b@mama.co.th

In addition, the Company has coordinated with the other companies in the Group and with the Stock Exchange of Thailand to organize the event of “Analyst and Investors meeting with Saha Group No. 9” on June 30, 2017 to promote information channel of the Company among the investors to follow up the original company of “TF” and “PR”, and this event was participated by lots of interested analyst, investors, and reporters.

5. Responsibilities of the Board of Directors

The Board of Directors is responsible to supervise business operation of the Company to be in compliance with the relevant laws, business objectives, Articles of Association of the Company, resolution of shareholder’ meeting, and oversea Managements to perform their duties in an effective manner for best benefit of the Company

5.1 Composition of the Board of Directors

At present, the Board of Directors has 15 Directors, consisting of 1 Chairman who serves as Non-Executive Directors and the other 10 Non-Executive Directors, five of which equivalent to one-third of total Directors are Independent Directors. The 4 remaining Directors are Executive Directors, and their profiles are disclosed on Attachment No.1 The Company has specified stricter qualification of Independent Director than qualification as required by the Regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) to encourage true independence of such Independent Directors. In addition, the Company has clearly separated authorities and responsibilities between the Board of Directors and the Managements. The Company assigns Ms. Sararath Tangsirimongkol, Account Manager of the Company, to be the Secretary of the Company.

The directorship term of the Board of Directors has been definitely prescribed in the Article of Association of the Company, which stipulates that “At every annual ordinary shareholders’ meeting, one third of the Directors, who have remained in office for the longest time, shall retire by rotation. A retiring Director may be eligible for re-election.” In addition, the Company discloses information about Director Position in the other companies hold by each Director in Attachment No. 1 of Form 56-1 and in the annual



report. At present, there is no Director of the Company who having Director Positions in more than 5 Listed Companies. The Company is confident in the directing performance of the Company because the Board of Directors has fully dedicated his/her time and efforts to the Company, regularly attended the meetings, and provided substantial contribution to the Company.

Balance of Power of Non-Executive Director The Company determined the appropriate number of Directors to be no less than 5 persons with the qualifications as required by the Public Company Act as following,

1. Being natural parson
2. Being sui juris(full age)
3. Not being bankrupt, incompetent or quasi-incompetent
4. Neverbeensentencedbyafinaljudgmenttoimprisonmentforanoffensepertainingtoproperty committed in dishonesty
5. Never been dismissed from a government service or state organization or agency for dishonesty on duty
6. Being / Not being the shareholder of the Company

The Structure of 15 Directors of the Board

- | | |
|---|----------|
| - Chairman of the Board (Non-Executive) | 1 person |
| - Non-Executive Directors
(the Directors from the other companies in the Group with working experience related to business of the Company) | 5 person |
| - Independent Directors
(one being Chairman of Audit Committee, one being Chairman of Risk Management Committee, one being Member of Audit Committee one being Member of Audit Committee/Member of Nomination and Remuneration Committee one being Director) | 5 person |
| - Executive Directors
(one being Chief Executive Officer, one being President, two being Executive Directors) | 4 person |

The Board of Directors consists of 5 Independent Directors, accounting for 33.33% of total Directors. Three of Independent Directors perform duty as Audit Committee as required by the Stock Exchange of Thailand. Non-Executive Directors total to 73.33% of total Directors.

The qualifications of Independent Director

All 5 Independent Directors of the Company are qualified to perform duty as the Independent Directors as required by the regulation of the Company. The Independent Director holds the share not exceeding 00.5% (under the criteria), and one Independent Director perform Director Position in the other listed companies (totaling to only 3 companies). The qualifications of Independent Director are disclosed under the Section Nomination and Appointment of Director and Top Executive.

The Board of Director has clearly established the scope of duty and responsibility of each Committee, and has appointed the Executive Committee to direct business operation of the Company in order to meet business objectives in compliance with business policy of the Board of Directors.

The Executive Committee, as the Management of the Company, shall be responsible to manage business operation of the Company as assigned by the Board of Directors, and shall perform duty with prudence and integrity in the same business manner as normal reasonable person shall perform under the similar situation upon the ordinary negotiating power without taking any advantage of having Executive Position.

Authority of Executive Committee

1. To appoint, dismiss, rotate, evaluate performance, and determine the remuneration or other benefits for the employees of different levels.
2. To appoint and dismiss a working group to perform management function of the Company.
3. To issue the regulation and notification regarding to the operation and to empower a Member of the Executive Committee and/or an employee at the management level to be the authorized person to sign his/her name to grant the request to use the asset of the Company.
4. To approve the lending to the other company which has the business relationship as the shareholder of the Company, or to the other company which is the trading partner of the Company, or to the other company when the amount of money not exceeding Baht 50 million.
5. To approve to guarantee the credit line of the other company which has the business relationship as the shareholder of the Company, or of the other company which is the trading partner of the Company, or of the other company when the amount of money not exceeding Baht 50 million.
6. To approve to enter in the legal act which is non-financial transaction when the related amount of money not exceeding Baht 50 million.
7. To approve to agree or cancel the credit line when the related amount of money not exceeding Baht 50 million.
8. To approve to invest in or unwind the purchase of common stock and/or other securities when the related amount of money not exceeding Baht 50 million.
9. To approve to invest in or procure the fixed asset when the related amount of money not exceeding Baht 50 million.



10. To approve to sell or transfer the fixed asset when the related amount of money not exceeding Baht 50 million.
11. To approve to recondition, destroy, liquidate the fixed asset or intangible asset which has been out of service, lost, damaging, obsolete, or in unusable conditions when the collective book value not exceeding Baht 50 million.
12. To approve to reappraise, destroy the raw material and/or inventory which has been damaging or obsolete when the depreciation in book value of such matter not exceeding Baht 50 million.
13. To approve to compromise or to solve the dispute by the arbitrator panel, to handle complaint, legal action and/or to follow up the prosecution on behalf of the Company for an unordinary business matter when the value of the case not exceeding Baht 2 million and/or for an ordinary business matter when the value of the case not exceeding Baht 50 million.

When necessary to perform urgent operation, the Managing Director is empowered to approve such operation, and propose to Board of Director for acknowledgement.

14. The authority of the Executive Committee with regard to the acquisition or disposal of assets, and to the report of connected transaction shall comply with the Notification of the Capital Market Supervisory Board
15. To empower the executive or any person to perform duty on behalf of the Committee.
16. To be authorized to invite the management, executive and involved staff to clarify, give opinion, attend the meeting or submit the documents as deemed necessary.
17. To consult the expert or the advisor of the Company (if any) or to hire the external expert or advisor at the cost of the Company's expense when necessary.
18. To issue any other regulations regarding to the operation as deemed appropriate.

Duties and Responsibilities of Executive Committee

1. To propose the annual business goals, policies, plans, and budget to the Board of Directors.
2. To be responsible to manage the business operation in accordance with the directions, goals, and policies of the Company.
3. To be responsible to strengthen the competitiveness of the Company, and to support ongoing innovation development.
4. To be responsible to conduct the operation of the Company in compliance with the laws, objectives, Articles of Association, resolutions of the Board and the shareholders' meeting, and any other related regulations.
5. The Executive Committee may allocate the whole responsibilities to each individual Member. In this regard, each Member must report his/her own operational result to the meeting of the Executive Committee for acknowledgement.

-
6. To follow up the preparation of the financial statements of the Company to be audited and/or certified by the auditor and to propose the financial statements to the Audit Committee and the Board of Directors subsequently.
 7. To consider the specific matters before submission to the Board of Directors for their consideration or approval.
 8. To review and amend the Charter of the Executive Committee and propose for approval to the Board of Directors.
 9. To perform any other tasks as assigned by the Board of Directors.

The Executive Committee shall hold the meeting in every week, and the meeting schedule for the year will be send to the Executive in advance to be able to monitor operation performance in compliance with the business objective of the Company. The Executive Committee has conducted 9 meeting in 2017 (Oct 16- Dec30, 2017)

Nomination Procedure of Director and Top Executive

The Nomination and Remuneration Committee shall select and nominate the qualified persons to be the Director and Top Executive of the Company, taking into account of knowledge, ability, experience, expertise from various backgrounds, leadership, vision, ethic, transparent working, and without prohibited qualifications as per Public Company Act. The Nomination and Remuneration Committee will propose the nominated person to the shareholders' meeting for approval. In case of vacating Director during the year, the Nomination and Remuneration Committee shall select appropriate person to propose to the Board of Directors, and the substituting Director will hold office only for the remaining term of the vacating Member.

For Independent Director, the Nomination and Remuneration Committee shall select the qualified person to be suitable with knowledge, not being a staff or employee receiving regular salaries from the Company or any other companies in the Group, not involving in regular management, being independent from major shareholders, holding shares of the Company not exceeding 1% of total voting shares, capability to protect benefit of shareholders, qualifications as required by the Securities and Exchange Commission to propose to the Board of Directors and shareholders' meeting (as per detail in the Section Nomination and Appointment of Director and Top Executive)

The number of listed companies on which the Director having director position, Age of Director, Number of term of being Director

The Board of directors has considered the suitability of number of listed companies on which the Director having director position and number of consecutive term of being Director. Each individual Director recognizes his/her responsibility upon business operation of the Company, appropriate time allocation of being Director in the other listed companies, and compliance with Good Corporate Governance Practice, thus the Director of the Company shall have Director Position in the listed companies totaling not more than 5 listed companies. The



information of having Director Position in the listed companies of the Directors as of Dec 30, 2017 is detailed as following,

	Number of the Directors	Number of listed companies having Director Position
1	4 Directors	3 companies
2	1 Director	2 companies
3	3 Directors	1 company
4	7 Directors	0 company

The Company discloses information about Director Position in the other companies hold by each Director in Attachment No. 1 of Form 56-1. According to information of 15 Directors in 2017, 4 Directors have Director Positions in maximum number of 3 listed companies, and the President of the Company do not have Director Position in the other listed companies. Therefore, the Company is confident in the directing performance of the Company because each individual Director has fully dedicated his/her time and efforts to the Company, regularly attended the meetings, and provided substantial contribution to the Company for the time being.

Having Director Position in the other companies of the Directors and Executives

The Board of Directors shall consider the business type of the company on which the Director having director position, and the necessity of having representative of the Company to involve in management. If necessary, the Company will send the person with suitable knowledge, ability, expertise in such business operation to be the Director in such company.

The merge or segregation of position

The Chairman of the Board, not being the same person as Chief Executive Officer or the President to segregate management authority and to ascertain independence and balance of power, shall preside the Board's meeting and shareholders' meeting in an effective and efficient manner to encourage all Directors and Executives to have participation in the meeting, to give opinion and assistance to the Management, but not interfere into normal management operation.

The President shall lead management operation, and formulate action plan to comply with the business policy as prescribed by the Board of Directors. The Company has established the principle to segregate the authority of Board of Directors and Management in writing, prepared the Charter of each Committee and specified Duty & Responsibility of the Board and Management, thus encouraging accountability and transparency of management.

Company Secretary

The Company has appointed Miss Sararath Tangsirimongkol, Manager of Accounting Dept and having suitable knowledge and experience, to be the Company Secretary of the Company to support business operation

in an effective manner and in compliance with Good Corporate Governance (as per details in Section Company Secretary)

5.2 Sub-committees

To ensure the shareholders that the operation of the Company is transparent and monitored in a prudent manner, the Board of Directors has set up the Sub-committees to closely oversee the Company's operation and report the performance results to the Board. The present Sub-committees of the Company include the Audit Committee, the Nominating and Remuneration Committee, and the Risk Management Committee.

- (1) The Audit Committee, consisting of 3 Independent Directors with a directorship term of 1 year, shall perform duties and responsibilities as prescribed in the Charter of Audit Committee, and will conduct meeting at least once in 3 months and may call for the additional meeting as deemed necessary. The maximum consecutive term of being Member of Audit Committee has not been determined, thus depending on the consideration of Nomination and Remuneration Committee and Board of Directors according to his/her past directing performance. The Audit Committee conducted 1 meeting in 2017 (Since the start of new company on 16 Oct – Dec, 2017)
- (2) The Nomination and Remuneration Committee, consisting of 3 Directors with a directorship term of 1 year, shall perform duties and responsibilities as prescribed in the Charter of Nomination and Remuneration Committee, and will conduct meeting at least twice in a year and may call for the additional meeting as deemed necessary. The Member of Nomination and Remuneration Committee includes one Independent Director, one Executive Director(Chief Executive Officer) and one Non-Executive Director(as the Chairman of Audit Committee). The Nomination and Remuneration Committee has not conducted meeting in 2017 (Since the start of new company on 16 Oct – Dec, 2017), because the meeting schedule will begin in January, 2018.
- (3) The Risk Management Committee, consisting of 4 Directors with a directorship term of 1 year, shall perform duties and responsibilities as prescribed in the Charter of Risk Management Committee, and may call for the meeting as deemed necessary. The Member of Risk Management Committee includes one Independence Director serving as Chairman of the Committee, the President and 2 Executive Director. The Risk Management Committee conducted 1 meeting in 2017 (Since the start of new company on 16 Oct – Dec, 2017)

5.3 Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors of the Company consists of qualified persons from diverse background with proven knowledge, competency, experience, and expertise. The Directors have understood their duties



and responsibilities and performed their leadership and vision explicitly. The Directors of the Company are independent to supervise the operation of the Company to ascertain achievement of business objectives and best benefit for the Company and shareholders. The Board of Directors is charged with identifying the organization's mission, target, strategy, action plan, and budget to meet predetermined objectives, together with committing to the corporate governance principles to enhance long run business value to the Company and shareholders.

The Board of Directors shall appoint the Nomination and Remuneration Committee to select qualified person to serve director position in a transparent manner. In addition, the shareholders also have the right to participate in the appointment of Director. The Company will hold the Orientation for newly-appointed Director to introduce our business practices, and deliver necessary documents regarding duties and responsibilities of the Board of Directors, including Manual for the Director of Listed Company, Roles and Duties of the Board of Directors of Listed Company, and Reminding for the Director of Listed Company by Thai Institute of Directors(IOD)

The Company has clearly segregated between the structures, duties and responsibilities of the Board of Directors and those of Management. Power of attorney is issued to specify the scope and approval limit for each level of Management. Moreover, the Company regularly communicates the roles, duties and responsibilities to such related persons.

5.3.1 Leadership and Vision

The Company has approved Vision, Mission, and Core Value of the Company in the meeting of Board of Directors No. 1/2017 on Oct 16, 2017 as per following details,

- | | |
|---------|--|
| Vision | " To be a world leading food producer and brand name that are well-accepted and recognized by consumers of all household for our safe and international standard products under creative and innovative management with responsibilities to social and environment for the long-term sustainability " |
| Mission | <ol style="list-style-type: none">1. Maximize the consumer's benefit with safe, quality and nutritious convenient food products at reasonable price.2. Develop capabilities of our human resources leading the company to be learning organization for everyone.3. To enhance production efficiency with modern technology, and support research and development to initiate foods innovation as well as effective management system.4. Search for marketing opportunity and channel for continuously growth of our business around the world.5. Build trust among stakeholders with emphasis on social responsibility as well as protections of natural resource and environment using good governance for sustainable development. |

Core Value POWERS of “TFMAMA”

- Participation
- Organization that Learns
- World Class
- Ethics
- Responsibility
- Sustainability

5.3.2 Good Corporate Governance

The Board of Directors recognizes the importance and benefit of good corporate governance, thus establishing Corporate Governance Policy, Business Ethic, Code of Conduct for Directors, Executives, and Staffs in written document. The Board of Directors has approved Good Corporate Governance Policy in the Board of Directors’ meeting No. 1/2017 on Oct 16, 2017 to be the operational guideline for the Directors, Executives, and all Staffs to perform duties with transparency, integrity, and ethic.

5.3.3 Conflict of Interest

The Board of Directors recognizes the importance of control system to handle conflict of interest and to perform connected transaction with prudent, fair, transparent treatment, thus including the procedure to handle conflict of interest in the Corporate Governance Policy. When performing connected transaction, the Director with related interest shall not take any part in voting procedure, and the Company shall disclose complete information as required by the Securities Exchange Commission and the Stock Exchange of Thailand. In this regard, the Company has disclosed the information in Thai and English via communication channel of SET and on the Company’s website(www.mama.co.th) In addition, the information of connected transaction has been disclosed in the annual report under the Section of Connected Transaction as displayed in the Notes to Financial Statement and in annual registration statement (Form 56-1)

The Audit Committee is of the opinion in the Report of the Audit Committee in 2017 that the Company has disclosed adequate information of Connected Transactions which may cause conflict of interest.

5.3.4 Internal Control and Risk Management

The Board of Directors recognizes the importance of control system to monitor business operation, to prepare financial report, and to comply with relevant rules, regulation, and policy. To encourage effective control system, the Company set up Internal Audit Dept to be independent unit to monitor, evaluate, provide recommendation to improve effectiveness of risk management, internal control, internal audit according to International Standard for the Professional Process of Internal Auditing. In this regard, Internal Audit Dept shall report directly to Audit Committee.



In 2017, Miss Ariya Tangcheevinsirikul has been the manager of Internal Audit Dept. to perform internal audit duty, and conduct the meeting with related internal department to discuss the auditing result, search for practical solution, and report to the Audit Committee on regular basis. In addition, Internal Audit Dept has conducted meeting with the external auditor to review the quarterly, and annually financial statement. The Internal Audit has reported that the Company has prepared the financial statement correctly, and performed internal control to be suitable with the nature of business. In this regard, the Audit Committee has already submitted the report to the Board of Directors on the Board's meeting No. 2/2017 for acknowledgement (as per detail in the Section of Internal Control and Risk Management)

5.3.5 Risk Management

The Board of Directors shall establish Risk Management to avoid potential risk which may impede business objective, thus appointing Risk Management Committee to formulate Risk Management Policy and Framework to encourage effective risk management of the Company. The Risk Management Committee is responsible to monitor significant risk to the Company continuously to be handled in an effective manner. However, every internal unit of the Company shall recognize their own responsibility to control internal risk within the acceptable level. In this regard, Risk Management Committee has submitted the Report of Risk Management Committee to the Board of Directors on regular basis in compliance with COSO Enterprise Risk Management: Integrating with Strategy and Performance 2017 (as per detail in the Section of Internal Control and Risk Management)

In 2017, the Audit Committee has reviewed risk management procedure, and is of the opinion that the Company has performed appropriate internal control and risk management to be suitable with the nature of business.

5.4 The Board of Directors' Meeting

The Board of Directors of the Company recognizes the importance of the Board's meeting and is responsible to attend the meeting to obtain information and participate in making decision about the operation of the Company. The Board of Directors' meeting is scheduled in advance throughout the year. The meeting is usually held on the third Wednesday of each month. The Secretary of the Company shall send the invitation letter along with the relevant documents including meeting agenda, minutes of the previous meeting, etc. to the Board's Member no less-than 7 days prior to the meeting date.

The Board of Directors may propose the additional agenda to be discussed in the Board's Meeting in an open manner. The Company Secretary is responsible to prepare and keep the certified minute of the Board's meeting to be verifiable.

In each agenda of the Board's meeting, the Chairman of the Board will open for all Directors to

express their opinions freely. After the meeting, the Secretary of the Company shall prepare the minutes of the Board's meeting and send it to the President and Chief Executive Officer to sign his name to certify the document. Then, the minutes will be proposed to be certified by the Board at next meeting. However, all Directors are allowed to express opinions or correct any details to ascertain the accuracy and completeness of the minutes. The finalized minute of the Meeting will be presented to Chairman of the Board to be certified. The Secretary of the Company is responsible to collect the original document of the certified minutes of the Board's meeting together with the relevant documents at the office of the Company to be easily recalled for future verification.

In addition, the Company has opened for the Non-Executive Directors to hold the meeting without presence of the Executive Directors as deemed necessary, and submit the report to Board for acknowledgement. However, there is no necessary agenda to be conducted the meeting without presence of the Executive Directors in 2017.

The Board of Directors held 3 meetings in 2017(Since the start of new company on 16 Oct – Dec 31, 2017). All 15 Directors have attended all 3 meetings (100% attendance) as per the details of meeting attendance of each Director.

5.5 Self-assessment of the Board of Directors and Sub-committee

5.5.1 Self-assessment of the Board of Directors

Each Direction shall evaluate performance of the Board as a whole in a scrutinizing and independent manner by filling out the assessment form as issued by the Stock Exchange of Thailand. Such assessment is aimed at,

- (1) Reviewing performance results and analyzing the problems and difficulty in the past year
- (2) Encouraging effective operation due to explicit acknowledgement of responsibility
- (3) Improving relationship between the Board of Directors and Managements

By answering 19 questions with the rating scale as below,

Most agree	=	5 points representing "Excellent" level
Highly agree	=	4 points representing "Good" level
Moderately agree	=	3 points representing "Fair" level
Lowly agree	=	2 points representing "Poor" level
Least agree	=	1 point representing "Very Poor" level

- The self-assessment result of the Board of Directors

In the Board's Meeting No. 5/2017 on Dec 20, 2017, the Directors has performed self-assessment in 3 areas as following,

1. Role, Duty, and Responsibility of the Board
2. Independence of the Director



3. Relationship with Management Team and Stakeholders

The assessment result of the Board of Directors as a whole is average at 82.81% or at "Good" level

- The self-assessment result of the Sub-Committee

The Company has conducted self-assessment of the Sub-Committee in annual basis. In 2017, each Member performed self-assessment in 3 areas as following,

1. Role, Duty, and Responsibility of the Board
2. Performance of the Director
3. Self-development of the Director

The assessment result of Sub-Committee is summarized as following,

Sub-Committee	Avg Point	Level
Audit Committee	75.00	Good
Nomination and Remuneration Committee	77.92	Good
Risk Management Committee	83.64	Good

5.5.2 Self-assessment of Audit Committee

Each Member of Audit Committee is required to evaluate his/her readiness to perform Audit Committee's duties both before being appointed and during directorship term, as well as to assess his/her independence to conduct auditing function and his/her conflict of interest management by filling the self-assessment form as issued by the SET, thus ensuring that the performance of Audit Committee in the past year shall be complete with the scope of duties and responsibilities.

5.6 Remuneration for Directors and Executives

The Nominating and Remuneration Committee is responsible to consider the appropriate amount of remuneration of the Directors and proposes it to the shareholders' meeting for approval.

The remuneration for the Directors of the Company is paid at the rate comparable to those paid in the same industry or by the same business-size organization, and shall be appealing enough to attract and retain the quality Directors to work for the Company.

In 2017, the Joint Meeting of shareholders of TF and shareholders of PR No. 1/2017 on Oct 11, 2017 has approved the Directors' remuneration at the amount not exceeding Baht 15 million per year, not including the remuneration and welfare to be paid as an ordinary staff of the Company (as per detail in the Section Remuneration of Director and Executives)

The remuneration for the Chief Executive Officer of the Company shall be approved by the Board of Directors. The annual review of the Managing Director's remuneration is considered by the Board of Directors as specified in the employment contract. The consideration of remuneration shall reflect overall performance of the Company and the efficiency of the strategic plan of the Company in aspect of finance, customers and stakeholders, internal process, learning and development, social and environment, etc.

The remuneration for the Managements is determined in accordance with the principles and the policy set by the Board of Directors, which shall correspond to the annual performances of the Company and the individual performance.

5.7 Development for Directors and Managements

The Company supports and facilitates training and educating for the Directors and the Managements. The Board recognizes the importance of attending the director courses for improving management competency. The Company supports the Directors and the Managements to attend the training course namely Director Accreditation Program(DAP), Director Certification Program (DCP), Audit Committee Program(ACP), Understanding the Fundamental of Financial Statements (UFS) and Finance for Non-Finance Director(FND), as arranged by Thai Institute of Directors(IOD) as well as the other short training courses as deemed appropriate to the operation of the Directors and any other courses which will be arranged by IOD in the future.

Training Record of 15 Directors is summarized as following,

Program	Number of Directors (persons)
Director Accreditation Program (DAP)	8
Director Certification Program (DCP)	14
Audit Committee Program (ACP)	2

In addition, The Company has supported each individual Director to improve knowledge continuously in order to encourage his/her directing performance to perform duty in the Sub-Committee for best benefit of the Company. In 2017, the Directors have participated in the progra to enhance the capability and understanding to supervise business operation in an effective manner as per following details,

Program	Number of Directors (persons)
Successful Formulation & Execution the Strategy (SFC)	2
Risk Management Program for Corporation Leaders (RCL)	2
Liability to the Civil and Criminal Law	2
Enhancement Seminar CG CODE 2017	3
Top Executive in Trading and Commercial	1



Orientation for New Director

The Company has established to policy to arrange the Orientation for new Director. The Nomination and Remuneration Committee will assign the Management to provide the information of business operation, duty & responsibility of the Directors or Sub-Committee(if any), relevant Charter of the Company, annual registration statement(Form 56-1), annual report, clarification of any query. The Company will arrange the factory visit trip for new Director to enhance his/her understanding of business operation of the Company, as well as opening for his/her suggestion. In 2017, all Directors of the Company has already obtained knowledge, understanding of business operation, and received relevant document important to perform duty as the Director of the Company

5.8 Succession Planning

The Board recognizes to establish succession planning, thus reviewing current working environment and improving for future operation continuously. The Company also considered the salary structure of the Company to be suitable with the comparable market rate. The Company will promote potential subordinated employee to receive progressive training to fill up higher-level position from generation to generation. The Company has performed succession planning as following,

- Distribute authority of making decision or ordering payment along with the organization level as per the limit approved by the Board of Directors
- Encourage Junior Executive to work closely with High-level Executives
- Develop suitable career path for potential Junior Executive
- Assign task or project requiring the use of knowledge and capability to develop management skill
- Determine clear level of organization

5.9 Compliance with CG Code

The Board has reviewed the procedure to comply with CG Code to be suitable with nature of business from the study and comparison between Good Corporate Governance for Listed Company for the year 2012(CG) in 5 areas and Good Corporate Governance for Listed Company for the year 2017 (CG Code) in 8 principles and 37 Sub-Principles. The main content is to consolidate between CG and CG Code, and the current policy has covered 92%. The remaining 8% is about "Strategy in Human Resource Management", especially related to "Succession Plan and Follow up Plan". The Company has prepared the procedure to comply with 37 Sub-principles of CG Code as following,

- Already have applicable policy and procedure in 25 principles (68%)
- Already have applicable policy and is preparing the procedure in 9 principles (24%)
- In the process of study to determine suitable procedure in 3 principles (8%)

The Board of Directors' meeting No. 1/2018 on January 2018 has approved to implement Good Corporate Governance for Listed Company for the year 2017(CG Code) with business operation of the Company.

Risk Factors



1. Risk of Price and Sufficiency of Raw Material

Major raw materials of the Company are wheat flour, rice, and palm oil, all of which are agricultural products and would be affected by global supply and demand and climate situation, thus incurring the risk of both sufficiency of supply quantity and fluctuation of raw material price. Although the cost of our products will be affected by such raw material risk, the Company is unable to increase the price of product without prior approval from Department of Internal Trade because the instant noodle is in the list of monitoring consumer goods and services.

However the Company handled the fluctuation of raw material price by closely monitoring market movement and purchasing forward contract when the price of wheat flour and palm oil was decreasing. In a meantime, the Company purchased raw material in a high volume with multiple suppliers to avoid the risk of raw material shortfall as well as to gain negotiation power to deal with individual supplier.

2. Risk of Distribution Channel

2.1 Risk of Dependency to Major Distributor of Instant Noodles, Semi-finished Foods, and Biscuit Product

Domestic Sales of Instant Noodles and Biscuit Product of the Company, both of which was accounted to be the major proportion of total Sales, was sold to SPC, which was the large distributors of consumer products in the country, as high as more than half of total domestic sales of the Company. However, SPC is a major shareholder of the Company and has established business relationship with the Company for a long time, thus ensuring to carry on business volume with the Company. However in order to reduce the risk of dependency to major domestic distributor, the Company has put effort to increase exporting proportion, and established the working panel to expand the other distribution through our Subsidiaries.

2.2 Risk of Dependency to Major Distributor of Bakery Product

The Company sold high volume of bakery product to CP All PLC., which was the large operator of convenience store in the country, inclusively accounting for 40% of total income from bakery product of the Company. As a result, the sales revenue of the Company shall be affected if losing business volume with this major distributor. Moreover, this distributor has also been the manufacturer of bakery product to distribute through its own convenience store. However the bakery product of Company, compared with bakery product of its own or the other brand, is higher quality product and gains preference from general consumers, thus currently making high income to the convenience store. As a result, the Company has been confident to maintain business with this major distributor because of mutual benefit at both parties.



3. Risk of Exchange Rate

Because the Company exported the products to the foreign countries, and received revenue in foreign currency, thus incurring the risk of exchange rate fluctuation. However the Company had no liability of foreign loan and participated in foreign exchange forward contract for hedging exchange rate risk, but not for speculation. In addition, the Company managed foreign exchange by balancing foreign income of exporting and expenditure of importing raw material, machine, and equipment from foreign countries.

4. Risk of Major Shareholder holding more than 25% of total shares

The major shareholder of the Company was Saha Pathana Inter-Holding PCL., holding total of 82,623,102 shares or 25.06% of paid-up capital, thus being dominating factor to make decision in the shareholders' meeting and incurring the risk to the other shareholders to accumulate shareholders to oppose to the opinion proposed by such major shareholder.

The Company recognized the importance of checking and balance principle, and established the corporate governance policy to protect the right of shareholders and perform equitable treatment to the shareholders, such as "One or several shareholders holding shares amounting to not less than 5 per cent of total number of issued shares of the Company may, by subscribing their names, propose the agenda to be discussed in the shareholders' meeting or nominate the person to be selected to be the Director of the Company prior to the annual shareholders' meeting."

In addition, the Board of Directors has approved the regulation to monitor trading agreement between the Company and Directors, Executives, or connected persons in compliance with the rules and regulations of Securities and Exchange Commission and Stock Exchange of Thailand. The Company has also appointed the Audit Committee to perform duty with independence in common with the Board of Directors to ascertain the transparency and encourage trust from the shareholders in the internal control and checking and balance procedure in the Company to support best benefit for the Company and every shareholder.



Internal Control and Risk Management



To Control the Use of Inside Information

The policy to prevent the use of inside information for personal interests is included in the business ethics of the Company as follows,

- The Directors, Executives, and staffs who can access significant inside information which is still not disclosed to public must not use such information for their own or any other's interests. In addition, the documents having the confidential business information shall be deemed as controlling document, being accessible by only involving persons, being not allowed to make any copy, and should be kept by authorized persons.
- Although the Directors, Executives, and staffs are allowed to hold the securities of the Company and Subsidiaries, the Company instructs Management and staffs to avoid purchasing / selling our securities within 30 days before the disclosure of financial statements to the public in order to prevent conflicts of interest. On this regard, the Company Secretary shall circulate the notification to the Directors and Executives to inform the period upon which purchasing / selling securities is prohibited prior to the disclosure of quarterly or yearly financial statement via the information channel of the Stock Exchange of Thailand

The opinion of the Board of Directors

The Board of Directors has evaluated the adequacy and suitability of Internal Control, and summarized as following,

1. Financial Statement of the Company complies with the policy of the Company and generally accepted accounting standards including any amendments or changes in accounting standard and has been conducted with faithful discretion to record necessary accounting estimate to represent accurate operating performance.

2. The Company has clearly defined the scope of duties in written for all staff level, has separated responsibilities among the persons to approve payment, post account, maintain information system, and handle property to encourage verifiability according to the effective internal control.

3. The Company establishes the procedures to protect classified information to prevent any use of information for personal benefits, intention may causing damages to the Company, disclosure of information to customers/selling agents/suppliers/competitors/or external parties, excepting for the use of information in normal business operation or general publicized information.

4. The Company establishes the operation procedure for all staffs to prevent any actions which may cause conflict of interest with business of the Company.

5. The Company monitors and evaluates up-to-date news or information which may cause risk factors to conduct appropriate risk mitigation measures.

The Company has established the Internal Audit Department as an independent unit to directly report to the Audit Committee of the Company. The Audit Committee shall submit the internal audit report to the Board of Directors on regular basis. At present, the Audit Committee and Internal Audit of the Company have committed to the auditing framework according to the International Standard of the Committee of Sponsoring Organization of the Treadway Commission (COSO) in 5 key areas following,



1. Organization and Environment

The Company clearly defines the organization structure, and emphasizes on good corporate governance practice. All staffs will be informed their duties and responsibilities and recognize the conduct of their duties. To comply with good corporate governance, the Company intends to establish proper internal control environment because internal environment will be the ground of risk management framework of the Company; for example, having positive attitude and adhering to integrity and high ethical standard can be the role model and encourage all staffs to perform their duties with best effort and support cooperation between departments in order to meet common objective of the organization with limited resource.

Thai President Foods PLC signed the Declaration of Intention to join with Private Sector Collective Action Coalition against Corruption, which is the official panel initiated by the Government and Official of the National Anti-Corruption Commission. The Company continuously participated in several social activities with Private Sector Collective Action Coalition against Corruption Committee (CAC). In addition, the Company submitted the application to be certified by the Anti-Corruption Standard on self-assessment procedures covering 71 checkpoints. The CAC Council has notified the evaluation results to certify self-assessment procedures on Anti-Corruption of the Company, and invited the Management's representative to receive the certificate to represent our commitment to oppose against all forms of corruption. In addition, the CAC Committee of the Company has circulated on December 20, 2017 the Internal Announcement No.1 with regard to the Guidelines for Receiving and Offering Gifts or Souvenirs on New Year occasion to be recognized and committed by all staffs as a norm of the good corporate governance of the Company.

2. Risk Management

The Board of the Company is responsible to establish risk management to handle any potential risks which may disrupt our strategic objectives. The Board shall assign Risk Management Committee to formulate risk management policy and frameworks to effectively oversee risk management practices, and to continuously monitor any significant risks to the organization. On this regards, all internal units shall be responsible to handle and control all potential risks at the acceptable level, and report their risk management performance to the Board of Directors on regular basis to comply with Coso Enterprise Risk Management : Integrating with Strategy and Performance 2017

In addition, the Company has implemented operational risk management as been certified by several international operational standards and foods safety standards, namely ISO 9001 (Quality Management System), ISO 14001 (Environmental Management System), ISO/TEC 17025 (General Requirements for the Competence of Testing and Calibration Laboratories), GMP (Good Manufacturing Practices), HACCP (Hazard Analysis and Critical Control Points), BRC (Global Standard for Food Safety), Kosher (Kosher Foods Manufacturing Standard), Halal(Halal Foods Manufacturing Standard), AEOs (Authorized Economic Operator Standard of Customs Department for Exporters)



3. Management Control

In general, the Company conducts Control Activities on regular basis to ascertain that all working operations shall be in compliance with Rules, Regulations, and Operational Manual. The Company shall evaluate operational performance for staff at all levels to ensure the achievement of business's objective. The scope of duties and limit of financial approval is clearly defined in written. In addition, the Company established protection of asset practice to prevent the loss of asset or improper use of asset for personal benefit. The Company also assigned the staff to be responsible for internal control in each operational procedure. The Company strictly complied with the regulation on information disclosure of connected transaction as required by the Securities Exchange Commission, and monitored all operations to ensure compliance with Company's rules and related laws.

4. Information and Communication System

The Company shall prepare supporting documents for the Board's meeting to provide necessary and sufficient information. Such meeting document has been submitted to the Board's Member in advance as required by the laws. The Company has evaluated efficiency of every Board's meeting. The Company compiles the minute of the Board's meeting which is open for the shareholders to monitor performance of Directors of the Company. The accounting documents are kept by category as required by the laws, and back-up information system has been implemented. The Audit Committee will hold the meeting with external auditor and the Management to discuss about the auditor's report, operational result of the Company, accounting policy, internal control system, and the disclosure of related party transaction, etc.

The Company recognizes the importance of information technology. The Company has continuously improved information system to ensure that effective and efficient information needed for decision making can be communicated throughout the organization. Such important information includes Management's policy, rules and regulations, order of the executive, and compliance information. The employee's information can be delivered from top Management to all staff levels. The effective information safety system has been implemented to safeguard communication channel of the Company. The contingent plan to protect important information when having severe disasters which disrupt our normal operation is also conducted. For external communication, the Company has set up Investor Relation Unit to be the communication channel to provide information and to receive complaint or suggestion from outside persons.

5. Monitoring System

The Company has followed up the performance result of the Company on monthly basis. Year-on-year performance comparison will be analyzed and led to suitable change in our business strategy. In addition, to ensure adequate Internal Control, the Company assigns Internal Audit Department to execute annual auditing plan, to evaluate adequacy and suitability of Internal Control System, to follow up auditing result, and directly report to the Audit Committee. The Audit Committee is responsible to report any significant operational error to the Board to find out corrective measure in timely basis.



The opinion of the Audit Committee

The Board of Directors has reviewed and amended the Charter of the Audit Committee to be in compliance with the regulation related to the Independent Director and Audit Committee as prescribed by Stock Exchange Thailand and Securities and Exchange Commission, as well as included the responsibility of Audit Committee to formulate the anti-corruption policy to be suitable with nature, environment, and culture of the Company and to propose to the Board of Directors for approval. In addition, the Audit Committee has reviewed and evaluated the risk of potential fraud as proposed by Internal Audit Department to ascertain that such fraud risk shall incur minimum impact to the financial position and performance of the Company. The Audit Committee shall investigate the complaint from whistle-blower of any wrongdoing in the organization, and propose to the Board of Directors to determine punishment and corrective measure. The Audit Committee shall perform duties with independence to encourage effective internal audit procedure. On this regard, the Audit Committee may hold the meeting with the external auditor without presence of Executives of the Company.

According to the evaluation of internal control system of the Company in 5 abovementioned areas and quarterly internal audit report, the Audit Committee is of the opinion that the Company has established adequate Internal Control and performed appropriate risk management to support continuous business operation in order to achieve business objective. Although some particular operations required improvement as recommended by internal auditor, the related department has conducted corrective measure to lessen or prevent such potential risk, and such improvement has already been verified by follow-up procedures. Thus the concerning Department should be able to conduct operation to meet business target in a suitable manner. However the effectiveness of internal control of the Company is changeable according to various factors, thus may affecting business operation.

Head of Internal Audit and Internal Control

The Board of Directors has common opinion with the Independent Director and Audit Committee that: the Company has established appropriate Internal Control to be suitable with current nature of business, and recognized that no matter how much internal control to be performed, the Company is not protected from all sort of error, but having prevented such potential risk in a reasonable manner.

The Company has appointed Miss Ariya Tangcheevinsirikul to be Manager of Internal Audit Department, she is qualified with no-less-than 5 years of internal auditing experience and has participated in the program of internal audit operation, the evaluation of fraud risk, working sheet to implement anti-corruption policy, as well as having good understanding of our business operation, thus representing suitable academic background and working experience. On this regard, the appointment, promote, transfer, dismissal, and evaluation of Head of Internal Audit shall be approved by the Audit Committee.



Major Shareholders



Top ten major shareholders of the Company, including the holding by related persons according to the Section 258 of the Securities and Exchange Act B.E. 2535 as registered on Book Closing of the Company as of December 2017, are summarized as following,

No.	Major Shareholders ⁽¹⁾	Shares	%holding
1.	Saha Pathana Inter-Holding PCL	82,623,102	25.06
2.	NISSIN FOODS HOLDINGS CO., LTD.	53,470,044	16.22
3.	Punsak-Udomsin Group ⁽²⁾	51,948,041	15.76
4.	Paniangvait Group ⁽²⁾	47,603,229	14.44
5.	Tatayakavee Group ⁽²⁾	28,641,288	8.69
6.	Chokwatana Group ⁽²⁾	7,552,729	2.29
7.	Sahapatanapibul Public Company Limited	6,431,151	1.95
8.	I.C.C. International Public Company Limited	4,515,628	1.37
9.	Osathanugrah Group ⁽²⁾	3,489,168	1.06
10.	Thanayongpibul Group ⁽²⁾	2,230,233	0.68

Remark: (1) Excluding the shareholding of Thai NVDR Co., Ltd. in amount of 356,080 shares , or 0.11% of paid-up capital

(2) Grouping shareholders by the persons using the same family name and their close relatives, such as father, mother, spouse, and the juristic person to be held the shares of more-than 50% by aforementioned persons

Shareholding Structure

Shareholding Structure of the Company as of latest Book Closing on December 31, 2017

Type of Shareholder	Number of Shareholders	Number of Shares	% of total shares
Juristic Person			
- Thai Nationality	43	128,232,200	38.89
- Non-Resident	21	66,771,210	20.25
Subtotal	64	195,003,410	59.14
Natural Person			
- Thai Nationality	2,374	134,468,601	40.79
- Non-Resident	7	232,003	0.07
Subtotal	2,381	134,700,604	40.86
Total	2,445	329,704,014	100.00

Report of directors' shareholding



No.	Name of Directors	Shares		
		Dec 31,2017	Oct 16,2017	Change
1	MR. BOONSITHI CHOKWATANA	3,101,994	3,101,994	-
2	MR. KARMTHON PUNSAK-UDOMSIN	2,668,946	2,668,946	-
3	MR. PIPAT PANIANGVAIT	23,789,660	26,303,618	(2,513,958)
4	MR. SUCHAI RATANAJIAJAROEN	-	314,829	(314,829)
5	DR. POJ PANIANGVAIT	3,058,552	2,958,552	100,000
6	MR. KAMTHORN TATIYAKAVEE	8,424,453	9,024,453	(600,000)
7	MR. APICHART THAMMANOMAI	158,972	158,972	-
8	MR. BOONCHAI CHOKWATANA	73,964	73,964	-
9	MR. VATHIT CHOKWATANA	888	888	-
10	MISS POJJANA PANIANGVAIT	3,063,413	2,963,413	100,000
11	DR. KULPATRA SIRODOM	150,147	150,147	-
12	THANPUYING ANGKAB PUNYASHTHITI	155,873	155,873	-
13	MR. CHAIWAT MARAPRYGSAVAN	-	-	-
14	PROFESSOR DR.VISITH CHAVASIT	-	-	-
15	MR. SAROJ CHAYAVIVATKUL	-	-	-



Management Discussion and Analysis: MD&A



After the amalgamation on October 16, 2017, the Company (TFMAMA) still conducts the original business of TF and PR, and the Company has added the operating performance of PB to prepare the consolidated financial statement because the Company has held 46.90% of total shares and has been under single controlling power.

The Company has prepared the Pro forma Consolidated Financial Statement since the year ended on Dec 31, 2015 up to the date of amalgamation, as audited in compliance with ISAE 3420: Assurance Engagements to Report on the Compilation of pro Forma Information Included in a Prospectus was prepared from financial information of TF and PR to represent financial position as assumed to perform the amalgamation procedure between TF and PB since January 1, 2015

1. Operating Results

1.1 Sales Revenue

The Company recorded the total sales of Baht 21,630.95 million in 2017, increasing by Baht 487.27 million or by 2.30% from the same period last year. Total sales revenue consisted of the sales of Baht 12,758.90 million or 58.98% of total sales from TF, the sales of Baht 1,423.14 million or 6.58% of total sales from PR, and the sales of Baht 7,448.91 million or 34.44% of total sales from PB. The sales revenue of TF and PR grew by 4.07% and 8.22% from the previous year respectively due to continuous growth of foreign market and increasing new products, while the sales revenue of PB declined by 1.58% due to intensifying competitive environment, especially from the convenience store which had produced their own House Brand products and operated their own bakery business to compete in the market. However, the Company has conducted continuous product development, as well as penetrated into Fast food and Restaurant business which had performed solid growth

Sales Revenue Classified by Products

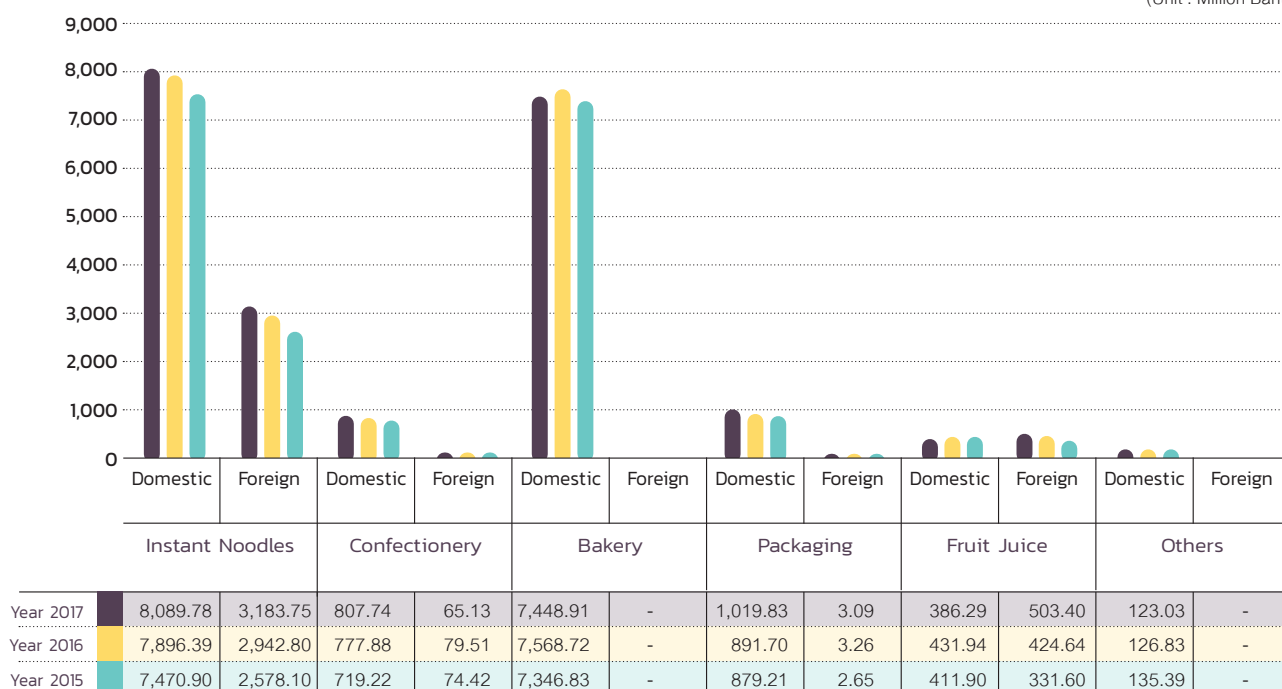
The revenue structure of the Company is summarized as following

Product Line	Business Group	Operated by	Sales Revenue							
			% Share	Year ended on Dec 31, 2015		Year ended on Dec 31, 2016		Year ended on Dec 31, 2017		
			holding	Million Baht	%	Million Baht	%	Million Baht	%	
Instant Noodles and Semi-finished Food	Food	Thai President Foods Plc (TFMAMA)	-							
		Kallol Thai President Foods (BD) Ltd.	55.00							
		Thai President Foods (Hungary) Kft. (Hungary)	65.00	10,049	50.37	10,839	51.26	11,273	52,11	
		President Kourakuen Co., Ltd.	70.00							
Bakery	Food	President BakeryPlc	46.90	7,347	36.83	7,569	35.80	7,449	34.44	
Biscuit	Food	Thai President Foods Plc (TFMAMA)	-	794	3.98	857	4.06	873	4.04	
Fruit Juice	Food	Taisun Foods Co., Ltd.	52.08	743	3.72	857	4.05	890	4.11	
Packaging	Packaging	Thai Anbao Paper Products Co., Ltd.	51.00	882	4.42	895	4.23	1,023	4.73	
		Dai-Ichi Packaging Co.,Ltd.	50.10							
Other(Wheat Flour)	Raw material	President Flour Mill Co.,Ltd.	60.00	135	0.68	127	0.60	123	0.57	
Total				19,950	100.00	21,144	100.00	21,631	100.00	



Sales Revenue Classified by Product type and Market location

(Unit : Million Baht)



- Instant Noodles and Semi-finished Food**

Domestic Market

The sales revenue for the year ended on Dec 31, 2017 rose by 2.45% from the previous year, accounting for 1.0% growth of instant noodles products and 15.90% growth of semi-finished food products, including Instant Rice Vermicelli, Instant Rice Noodle, Instant Rice Porridge, Pre-cooked Rice. The increasing revenue resulted from continuous product development, effective marketing activities, and general market recovery. In a meantime the Company has introduced new products, which received satisfying response from the customers.

Foreign Market

The sales revenue for the year ended on Dec 31, 2017 rose by 8.19% from the previous year, accounting for 10.64% growth of instant noodles products and 2.48% decline of semi-finished food products, including Instant Rice Vermicelli, Instant Rice Noodle, Instant Rice Porridge, Pre-cooked Rice. Meanwhile, the sales volume to Asian market was accounted for the largest proportion of total foreign revenue and grew at highest pace, and the sales volume to Australian market was increasing at solid pace. The growth of foreign revenue resulted from continuous marketing activities and effective sales promotion activities with the local distributors to encourage our product to be better accepted in the global market.

- **Bakery**

The sales revenue of bakery products for the year ended on Dec 31, 2017 decreased by 1.58% from the previous year, resulting from intensifying competitive environment and new competitors in the market. However the Company has introduced new products, and performed continuous advertising and sales promotion activities in order to encourage sales volume and to distribute our products to widen customers.

- **Other Products**

The sales revenue of other products, such as biscuit, fruit juice, packaging, and so on, for the year ended on Dec 31, 2017 increased by 6.31% from the previous year, resulting from solid growth of packaging products and continuous growth of fruit juice in the foreign market.

1.2 Cost of Sales

The cost of sales of the Company stood at Baht 14,354.55 million in 2017, increasing by Baht 385.73 million or by 2.76% from the previous year due to higher use of raw material and packaging in line with higher sales volume. Meanwhile, the depreciation of bakery factory in 2017 was higher after BangChan Factory2 had started its operation. As a result, the cost of sales to total sales revenue ratio was at 66.36%, increasing by 0.29% from the ratio in the previous year.

1.3 Selling and Administrative Expenses

The selling and administrative expenses totaled to Baht 3,611.50 million, increasing by Baht 178.15 million or by 5.19% from the previous year. The higher expense included the expense of amalgamation and was attributed to higher remuneration of the employees, such as salary, overtime, allowance according to increasing number of employee and salary base. However, the ratio of selling and administrative expenses to total sales revenue ratio was at 16.70%, slightly increasing from the previous year.

1.4 Net Profit

The net profit of equity holder of the Company, for the year stood at Baht 2,853.49 million, decreasing by Baht 17.69 million or by 0.62% from the previous year, mainly due to lower profit of President Bakery PLC and President Flour Mill Co., Ltd. and decreasing profit proportion of BOI-promoted business. In a meantime, the Company maintained the profit margin at 13.19% of total income.

2. Financial Position

2.1 Assets

Total assets of the Company as of Dec 31, 2017 amounted to Baht 29,423.17 million, increasing by Baht 2,136.88 million or by 7.83% from the previous year. The main assets of the Company consisted of the fixed assets of Baht 8,790.56 million, accounting for 29.88% of total assets, and the current assets of Baht 13,333.57 million, accounting for 45.32% of total assets. The increasing assets of the Company was mainly attributed to increasing cash and cash equivalent item as a result of higher net profit.

The trade account receivable of the Company in 2017 stood at Baht 3,625.82 million, accounting for 12.32% of total assets and increasing by 11.57% from the previous year in accordance with higher sales volume. The major trade account receivable from domestic market of the Company was due from Sahapathanapibul PCL, whereas the average debt collection period was at 61 days, or increasing by 5 days from the previous year. In addition, the Company had set aside the allowance for doubtful accounts by Baht 16.38 million, which was sufficient to cover the account receivable due longer than 3 months. In overall, the trade account receivable of the Company was mostly paid on schedule. Although a few foreign accounts were paid overdue, such delayed payment constituted an insignificant portion, when compared with total trade accounts.

The inventory of the Company in 2017 amounted to Baht 1,352.54 million, accounting for 4.60% of total assets and increasing by 10.61% from a year earlier. In addition, the average shelf life of instant noodles products stood at 180 days, whereas the average days sales was at 34 days.

2.2 Liability

Total liability of the Company as of Dec 31, 2017 amounted to Baht 3,705.96 million, decreasing by Baht 269.16 million or by 6.77% from the end of 2016 as a result of decreasing amount of outstanding liability and accrued expenses because the Company had repaid liability obligation on schedule. However, most liability of the Company was current liability, whereas the long-term liability was accounted for 29.10% of total liabilities. Meanwhile the debt to equity ratio of the Company was at 0.14 time.

2.3 Shareholders' Equity

The shareholders' equity of the Company as of Dec 31, 2017 amounted to Baht 25,717.21 million, increasing by Baht 2,406.04 million or by 10.32% from the end of 2016 because of net profit in the period. In 2017, the Company recorded the dividend payment for the second half-year of 2016 at Baht 578.64 million, and the interim dividend payment for the period ended on June 30, 2017 at Baht 654.31 million. In addition, the book value of the Company increased by 7.30 Baht per share from 70.70 Baht per share to 78 Baht per share, or rising by 10.33% from the preceding year.

3. Liquidity Position and Suitability of Capital Structure

3.1 Liquidity Position

The net cash from operating activities of the Company in 2017 amounted to Baht 3,693.09 million, whereas the net cash used for investing and financing activities amounted to Baht 2,040.98 million and Baht 1,324.37 million respectively. The Company, as of Dec 31, 2017, recorded net cash and cash equivalent of Baht 2,777.38 million, increasing by Baht 332.42 million from 2016. The important details were summarized as follows,

The cash inflow from operating activities totaled to Baht 3,693.09 million, mainly due to the operating profit before tax of Baht 4,235.11 million which decreased by 1.52% from the year 2016. The Company used Baht 2,040.98 million for investing activities, mostly in short-term and long-term investment by placing excessive cash into deposit in the financial institutions. The Company also purchased additional machinery and equipment. In addition, the cash paid for financing activities was at Baht 1,324.37 million, mainly due to the dividend payment of Baht 1,228.07 million. However, the Company was able to maintain strong liquidity ratio. The current ratio and the quick ratio of the Company in 2017 stood at 5.07 and 4.54 times respectively, increasing from the ratio in the previous year. Meanwhile, the cash cycle of the Company was at 50 days.

3.2 Suitability of Capital Structure

The liability to shareholders' equity ratio of the Company as of Dec 31, 2017 was low at 0.01 time, while the interest coverage ratio was high at 250.12 times, thus reflecting the stability of capital structure and strong capability of debt service of the Company.

4. Remuneration to the Auditor

The Company paid for the remuneration to the Auditor as following,

- The Auditing Fee amounted to 1,400,000 Baht
- The Other Fees consisted of
 - The auditing fee for specific requirement as prescribed by the investment promotion certificate of the Board of Investment amounted to 600,000 Baht

Report from the Audit Committee 2017



To Shareholders of Thai President Foods PCL.,

The Audit Committee of Thai President Foods PCL consists of 3 Independent Directors, who have the qualifications and the scope of responsibilities as required by the Regulations of Stock Exchange of Thailand (SET). The Audit Committee held 4 meetings in 2016, as detailed below.

Name	Position	Meeting Attendance / Total Meeting
1. Dr. Kulpatra Sirodom	Chairman of the Audit Committee	1/1
2. Thanpuying Angkab Punyashtiti	Member of the Audit Committee	1/1
3. Mr.Chaiwat Maraprygsavan	Member of the Audit Committee	1/1

The Audit Committee of the Company has service term of 1 year, and MissAriya Tangcheevinsirikul has been the Secretary of the Committee. The Audit Committee held 1 meeting in 2017, and closely worked with the Executives, Internal Audit, and External Auditor on relevant matter. In a meantime as deemed appropriate, the Audit Committee discussed with the External Auditors without presence of the Executives in order to review the scope of duties and responsibilities as prescribed in the Charter of the Audit Committee, and to conduct Self Assessment. In addition the Audit Committee has performed duties as assigned by the Board of Directors, and submitted report of the Audit Committee to the Board on quarterly basis as summarized below;

- 1) Review quarterly and annual financial statements of the Company to ensure that these financial statements are accurate and comply with generally accepted accounting standards, and to ascertain that these financial statements disclose sufficient and faithful information. Additionally, the Audit Committee has reviewed Key Audit Matter(KAM) to be done in the Auditor Reporting in 2017 with the External Auditor.
- 2) Review risk management policy, and consider action plan for Corporate Risk Management. The Audit Committee has held the meetings with Risk Management Committee and Sub-Committee to ascertain the effectiveness and suitability of risk management of the Company, and has provided recommendation to improve our risk management.
- 3) Review effectiveness of Internal Control of the Company. The Audit Committee has worked with Head of Internal Audit Department to evaluate the sufficiency of Internal Control System on key operations, and resource utilization of the Company on annual basis. In addition, the Audit Committee has also reviewed Internal Control of the Company with regard to Accounting and Financial matters, protection of Company's asset, compliance with relevant laws and regulations according to the principle of Checking and Balance Principle to safeguard benefit of stakeholders efficiently to ensure our business achievement.
- 4) Supervise Internal Audit operation. The Audit Committee shall review annual internal audit plan, monitor actual operations to be in schedule, and follow up the auditing results every quarter. The Audit Committee has provided recommendation upon such Auditing Report, and followed up the corrective action plan on significant issues to ascertain good corporate governance and adequate internal control. In addition, the Audit Committee has reviewed the independence of the Internal Audit department, as well as the appointment, transfer, dismissal, and evaluation of Head of Internal Audit or other related Auditing Departments to be taken in an appropriate manner.

- 5) Review Connected Transactions. The Audit Committee has reviewed connected transactions of the Company to be taken in compliance with the Regulations of Stock Exchange Thailand and Securities and Exchange Commission, and these transactions are made for best benefits of the Company. The connected transactions must be conducted under normal commercial condition by considering the benefits of all related stakeholders to prevent the possible conflict of interest. The Audit Committee shall monitor the Company to disclose accurate and complete information of Connected Transactions. The Audit Committee is of the opinion that such transactions represent normal business undertaking, and comply with the relevant rules and regulations.
- 6) Appoint the External Auditors of the Company. The Audit Committee shall select the qualified External Auditors and consider their remuneration by taking into account of their knowledge, professional competency, independence, past auditing performance, and the suitable audit fee. The Audit Committee proposes to the Board of Directors to appoint the auditors from E Y Company Limited to be the External Auditor of the Company for the year 2017, and the appointment of External Auditors has been already approved by the General Shareholders' Meeting in 2017.
- 7) Review business operations to be in compliance with the Securities and Exchange Act, rules and regulations of Stock Exchange of Thailand and Securities and Exchange Commission, and other relevant laws. The Audit Committee is of the opinion that the Company undertakes business operation properly and complies with all relevant rules and regulations.
- 8) Encourage good corporate governance principles in the Company. The Audit Committee has reviewed the corporate governance policy of the Company to be in line with the guidelines given by the Stock Exchange of Thailand and Securities and Exchange Commission. In addition, The Audit Committee has performed their duties and responsibilities as prescribed in the Charter of the Company with carefulness and sufficient independence.
- 9) Evaluate the risk of potential corruption within the Company, and consider the Anti-Corruption Policy to minimize any events of corruption which may impact financial status and operating performance, as well as to be suitable with business operation of the Company

In summary, the Audit Committee has performed duties as prescribed in the scope of duties and responsibilities, and is of the opinion that financial statements of the Company in 2017 are accurate, reliable, and in compliance with generally accepted accounting standards. The Company has conducted appropriate Risk Management and efficient Internal Control to be suitable to nature of business, The Company has disclosed adequate information of Connected Transactions which may cause conflict of interest, and comply with the regulations of Stock Exchange of Thailand and any other relevant laws. The Audit Committee has fulfilled duties and responsibilities as prescribed in the Charter of the Audit Committee, and found no significant deficiency or any abnormal matters.



Associate Prof. Dr. Kulpatra Sirodom

Chairman of Audit Committee

January 17, 2018

Report of the Nomination and Remuneration Committee 2017



To the Shareholders of Thai President Foods PCL.,

The Board of Directors of Thai President Foods PCL. has appointed the Nomination and Remuneration Committee consisting of 3 Directors and having service term of 1 year. All 3 members have been the member of Nomination and Remuneration Committee of the Company since before the amalgamation on October 16, 2017 as named below,

Name	Position Meeting
1. Mr. Boonsithi Chokwatana	Chairman of the Nomination and Remuneration Committee
2. Mr. Pipat Paniangvait	Member of the Nomination and Remuneration Committee
3. Mr. Chaiwat Maraprygsavan	Member of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee held 2 meetings in 2017 before the amalgamation to perform duties as assigned by the Board of Directors as per following details,

Nomination

1. To select the Members of the Board of Directors by taking into the consideration of knowledge, abilities, skills, experience, and expertise in various professional areas in compliance with the regulations of the Company, and any other relevant rules and regulations.
2. To propose the qualified person to the Board of Directors for approval

Determination of the Remuneration

1. To determine the remuneration for the Members of the Board of Directors, and Sub-Committee by taking into the consideration that such remuneration shall be commensurate with the responsibilities to be assigned, overall performance of the Company, and the comparable remunerations of the other companies in the same business.
2. To propose the appropriate remuneration for the Members of the Board of Directors, and Sub-Committee to the Board of Directors for approval

In summary, the Nomination and Remuneration Committee has completely fulfilled duties and responsibilities as prescribed in the Charter of the Nomination and Remuneration Committee.

Mr. Boonsithi Chokwatana
Chairman of the Nomination and Remuneration Committee
17 January, 2018

Report from Risk Management Committee 2017



To Shareholders of Thai President Foods PCL.,

The Risk Management Committee of Thai President Foods PCL consists of 4 Directors, including one Independent Directors to be the Chairman of the Committee. The qualified members of Risk Management Committee are as following,

Name	Position Meeting	Attendance / Total Meeting
1. Prof. Dr. Visith Chavasit	Chairman of Risk Management Committee	1/1
2. Mr. Suchai Ratanajiaroen	Member of Risk Management Committee	1/1
3. Mr. Poj Paniangvait	Member of Risk Management Committee	1/1
4. Ms. Pojjana Paniangvait	Member of Risk Management Committee	1/1

The Risk Management Committee of the Company shall have the service term of 1 year, and Mr. Arthorn Suanpo is appointed as the Secretary of the Committee. The Risk Management Committee held 1 meeting after the amalgamation procedure in 2017. The scope of duties and responsibilities of the Audit Committee are summarized as following;

1. To appoint or propose Risk Management Sub-Committee comprising qualified persons as the representatives from Factories / other Departments as deemed appropriate.
2. To formulate the policy on Corporate Risk Management and determine the strategies to handle each significant risk to meet strategic targets within acceptable risk, and establish the explicit and appropriate risk management targets in compliance with vision and mission of the Company as per the objective of the amalgamation in October, 2017
3. To monitor overall Corporate Risk Management and review current risk status and set up the framework to control potential risks in compliance with our risk management targets.
4. To review overall risk management of the Company to be in line with Risk Management Policy, and consider the action plan for Corporate Risk Management both at Corporate Risk Level and at Department Risk Level as proposed by Risk Management Sub-Committee, and report to the Audit Committee from time to time.
5. To develop internal personnel to have knowledge and understanding on risk management to encourage Risk-Aware Culture in the organization.

In summary, the Risk Management Committee has fulfilled their duties and responsibilities as prescribed in the Charter of the Company which is approved by the Board of Directors. The Audit Committee performs their duties with full knowledge and prudence to oversee our business operations to be in line with the Risk Management Policy and Framework to ascertain effective and continuous risk management of the Company.

Prof. Dr. Visith Chavasit
Chairman of Risk Management Committee
February 5, 2018

Report of the Board of Director's responsibilities on the Financial Report



The company's Financial Statements have been complied under the policies of the Board of Directors which are in compliance with the generally accepted accounting principles, and to be cautiously recorded. Due circumspection of estimation has also been given in the preparation of the financial statements to reflect truthfully the company's performance.

Recognizing the essential of the quality of the financial statements, the Board of Directors then managed to provide reviewing of the financial data and sufficient information in the Notes to the Financial Statements and the Explanation and Analysis Report for the benefits of the shareholders and investors who seek access into the financial statements.

For this respect, the Board has appointed an Audit Committee, consisting of independent and non-executive directors, to directly oversee the quality of the financial statements. The Audit Committee's comments have already been shown in the Report of the Audit Committee in this annual report.

According to the effective administrative structure and internal control systems as well as the audit results of the certified public accountant, the Board is reasonably confident that the Company's financial statements as of December 31, 2017 have shown as essentially accurate picture of its financial status, performance and cash flow statements according to the Financial Reporting Standards.

Mr. Boonsithi Chokwatana
Chairman of the board

Mr. Pipat Paniangvait
Vice Chairman and Chief executive officer

Independent Auditor's Report



To the Shareholders of Thai President Foods Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Thai President Foods Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2017, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Thai President Foods Public Company Limited as at 31 December 2017 and for the period as from 16 October 2017 (Amalgamation date) to 31 December 2017.

In my opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Thai President Foods Public Company Limited and its subsidiaries as at 31 December 2017, and their consolidated financial performance and cash flows for the year then ended and the separate financial position of Thai President Foods Public Company Limited as at 31 December 2017, and its separate financial performance and cash flows for the period as from 16 October 2017 to 31 December 2017, 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.

Emphasis of matter

I draw attention to Note 1.2 to the financial statements regarding the amalgamation. On 16 October 2017, Thai President Foods Public Company Limited and President Rice Products Public Company Limited registered their amalgamation with the Ministry of Commerce under the name of Thai President Foods Public Company Limited. Therefore, Thai President Foods Public Company Limited and President Rice Products Public Company Limited were dissolved on that date and Thai President Foods Public Company Limited has assumed all assets, liabilities, rights, duties, and obligations of those companies by law. Such amalgamation was considered to be a group restructuring under common control. The Company has therefore presented consolidated financial statements for the years ended 31 December 2017 and 2016 and presented a consolidated statement of financial position as at 1 January 2016. My opinion is not qualified in respect of this matter.

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

The Group disclosed accounting policies for revenue recognition in the Note 4.1 to the financial statements. The amounts of the group's revenue from sales represented significant amounts in the financial statements, and directly affect profit or loss of the Group. In addition, there are both domestic and export sales with a variety of conditions in the revenue recognition. As a result, there are risks with respect to the amount and timing of revenue recognition. I therefore gave significant attention to the revenue recognition of the Group.

I assessed and tested the Group'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. I applied a sampling method to select sales transactions to assess whether the recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy. On a sampling basis, I examined supporting documents for actual sales transactions occurring during the year and near the end of the accounting period. I also reviewed of credit notes that issued after the period-end. In addition, I performed analytical procedures of disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

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.

Sarinda Hirunprasurtwutti

Sarinda Hirunprasurtwutti

Certified Public Accountant (Thailand) No. 4799

EY Office Limited

Bangkok: 26 February 2018

Statement of financial position

Thai President Foods Public Company Limited and Its subsidiaries
As at 31 December 2017

(Unit: Baht)

**Separate
financial**

Consolidated financial statements

statements

	Note	31 December 2017	31 December 2016	1 January 2016	31 December 2017
Assets					
Current assets					
Cash and cash equivalents	6	2,777,379,202	2,444,963,168	1,583,584,395	1,283,163,852
Current investments	7	5,515,714,068	4,529,234,266	5,228,023,501	4,521,982,325
Trade and other receivables	8, 9	3,625,820,272	3,249,870,397	3,076,812,951	2,261,712,812
Short-term loan to associated company	9	1,000,000	1,000,000	1,000,000	1,000,000
Inventories	10	1,352,540,987	1,222,801,721	1,226,182,641	481,497,275
Other current assets		61,118,628	68,196,579	72,665,602	671,891
Total current assets		13,333,573,157	11,516,066,131	11,188,269,090	8,550,028,155
Non-current assets					
Restricted bank deposit	33.2	36,348,041	36,348,041	36,348,041	-
Investments in subsidiaries	11	-	-	-	1,365,829,127
Investments in associates	12	1,562,333,315	1,428,235,361	1,322,195,045	255,273,469
Investments in other companies	13	266,777,254	144,773,930	147,118,534	91,277,254
Other long-term investments	14	5,133,555,544	4,412,898,083	3,761,256,887	3,330,686,940
Advance payment for investments in related pa	11, 13	77,358,968	100,880,853	90,563,899	294,707
Investment properties	15	98,257,750	100,205,082	80,568,614	124,992,980
Property, plant and equipment	16	8,790,563,837	9,388,571,094	7,788,064,533	2,530,651,283
Downpayment for purchase of machinery		16,804,293	15,532,582	108,939,459	-
Other intangible assets	17	40,305,955	46,046,596	47,088,233	22,429,427
Leasehold rights		929,986	1,346,653	686,837	-
Goodwill		5,535,124	10,074,595	10,074,595	-
Deferred tax assets	27	31,199,817	65,994,937	83,065,549	15,391,377
Other non-current assets		29,625,307	19,311,294	25,324,148	3,159,158
Total non-current assets		16,089,595,191	15,770,219,101	13,501,294,374	7,739,985,722
Total assets		29,423,168,348	27,286,285,232	24,689,563,464	16,290,013,877

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

Statement of financial position (continued)

Thai President Foods Public Company Limited and Its subsidiaries
As at 31 December 2017

					(Unit: Baht)
					Separate financial statements
Consolidated financial statements					statements
Note	31 December 2017	31 December 2016	1 January 2016	31 December 2017	
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institution	18	-	-	30,000,000	-
Trade and other payables	9, 19	1,787,564,304	1,870,203,761	1,788,883,017	1,080,584,347
Current portion of liabilities under					
finance lease agreements	9, 20	82,664,625	104,104,897	108,599,399	1,546,986
Income tax payable		242,659,374	235,983,483	196,156,854	131,741,364
Accrued bonus		159,252,086	157,809,730	139,717,588	31,205,220
Advance receipt from non-controlling interests					
for investments in a subsidiary		2,690	20,324,755	21,120,678	-
Other accrued expenses	9	285,022,734	376,791,939	365,725,293	98,037,805
Other current liabilities		70,376,800	84,487,992	86,664,811	45,166,005
Total current liabilities		2,627,542,613	2,849,706,557	2,736,867,640	1,388,281,727
Non-current liabilities					
Liabilities under finance lease agreements					
- net of current portion	9, 20	93,827,430	123,797,535	135,789,375	1,254,030
Long-term loans from director	9, 21	77,983,946	84,156,713	76,986,115	-
Long-term loans from employees	21	39,626,763	45,172,352	34,004,615	-
Provision for long-term employee benefits	22	806,610,129	812,111,417	757,683,996	564,144,601
Other non-current liabilities		60,369,697	60,170,786	2,248,689	57,340,835
Total non-current liabilities		1,078,417,965	1,125,408,803	1,006,712,790	622,739,466
Total liabilities		3,705,960,578	3,975,115,360	3,743,580,430	2,011,021,193

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

Statement of financial position (continued)

Thai President Foods Public Company Limited and Its subsidiaries
As at 31 December 2017

(Unit: Baht)

		Consolidated financial statements			Separate financial statements
	Note	31 December 2017	31 December 2016	1 January 2016	31 December 2017
Liabilities and shareholders' equity (continued)					
Shareholders' equity					
Share capital	23				
Registered share capital					
329,704,014 ordinary shares of					
Baht 1 each		329,704,014	329,704,014	329,704,014	329,704,014
Issued and fully paid-up share capital					
329,704,014 ordinary shares of					
Baht 1 each		329,704,014	329,704,014	329,704,014	329,704,014
Share premium		712,962,638	713,014,993	713,014,993	712,962,638
Retained earnings					
Appropriated - statutory reserve	25	39,000,000	39,000,000	39,000,000	39,000,000
Unappropriated		18,459,462,598	16,842,664,755	15,151,569,984	12,849,640,150
Other components of shareholders' equity		336,109,880	69,992,251	(14,030,177)	347,685,882
Equity attributable to owners of the Company		19,877,239,130	17,994,376,013	16,219,258,814	14,278,992,684
Non-controlling interests of the subsidiaries		5,839,968,640	5,316,793,859	4,726,724,220	-
Total shareholders' equity		25,717,207,770	23,311,169,872	20,945,983,034	14,278,992,684
Total liabilities and shareholders' equity		29,423,168,348	27,286,285,232	24,689,563,464	16,290,013,877

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

Statement of comprehensive income

Thai President Foods Public Company Limited and It's subsidiaries
For the year ended 31 December 2017

		(Unit: Baht)		
		Consolidated financial statements		Separate financial statements
		For the year ended	For the year ended	For the period as from
Note		31 December 2017	31 December 2016	16 October 2017 to 31 December 2017
Profit or loss:				
Revenues				
Sales	9, 28, 30	21,630,951,476	21,143,676,671	2,733,985,682
Other income				
Interest income		177,747,810	188,020,227	27,528,304
Dividend income	9	35,215,803	33,613,980	2,681,494
Exchange gain		-	8,469,065	-
Others	9	162,245,132	155,641,956	26,584,530
Total other income		375,208,745	385,745,228	56,794,328
Total revenues		22,006,160,221	21,529,421,899	2,790,780,010
Expenses				
Cost of sales	26	14,354,551,571	13,968,817,822	1,988,575,391
Selling expenses	9	1,444,357,049	1,410,466,853	65,558,734
Administrative expenses	9	2,167,147,342	2,022,890,582	217,017,518
Total expenses		17,966,055,962	17,402,175,257	2,271,151,643
Profit before share of profit from investments in associates, finance cost and income tax expenses				
Share of profit from investments in associates	12	212,014,950	192,130,280	-
Profit before finance cost and income tax expenses				
Finance cost		(17,012,285)	(19,107,644)	(576,188)
Profit before income tax expenses		4,235,106,924	4,300,269,278	519,052,179
Income tax expenses	27	(430,425,546)	(405,603,217)	(38,120,502)
Profit for the year		3,804,681,378	3,894,666,061	480,931,677

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

Statement of comprehensive income (continued)

Thai President Foods Public Company Limited and its subsidiaries
For the year ended 31 December 2017

		(Unit: Baht)		
		Consolidated financial statements		Separate financial statements
		For the year ended	For the year ended	For the period as from
Note		31 December 2017	31 December 2016	16 October 2017 to 31 December 2017
Other comprehensive income:				
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>				
Exchange differences on translation of financial statements in foreign currency				
		(24,021,453)	(22,645,226)	-
Gain on change in value of available-for-sale investments - net of income tax				
27		295,680,084	111,708,303	46,897,114
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax				
		271,658,631	89,063,077	46,897,114
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>				
Actuarial loss - net of income tax				
27		(11,558,134)	(23,324,004)	(15,031,992)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax				
		(11,558,134)	(23,324,004)	(15,031,992)
Other comprehensive income for the year				
		260,100,497	65,739,073	31,865,122
Total comprehensive income for the year				
		4,064,781,875	3,960,405,134	512,796,799
Profit attributable to:				
Equity holders of the Company				
		2,853,491,087	2,871,184,939	480,931,677
Non-controlling interests of the subsidiaries				
		951,190,291	1,023,481,122	
		3,804,681,378	3,894,666,061	
Total comprehensive income attributable to:				
Equity holders of the Company				
		3,111,383,541	2,939,919,598	512,796,799
Non-controlling interests of the subsidiaries				
		953,398,334	1,020,485,536	
		4,064,781,875	3,960,405,134	
Earnings per share				
29				
Basic earnings per share				
		8.65	8.71	1.46

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

Statement of cash flows

Thai President Foods Public Company Limited and It's subsidiaries
For the year ended 31 December 2017

		(Unit: Baht)	
		Consolidated financial statements	Separate financial statements
		For the year ended	For the year ended
		31 December 2017	31 December 2016
		For the period as from 16 October 2017 to 31 December 2017	
Note			
Cash flows from operating activities			
	Profit before tax	4,235,106,924	4,300,269,278
	Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:		519,052,179
	Depreciation	15, 16 1,188,890,835	1,059,503,509
	Amortisation	9,961,544	10,658,575
	Gain on disposals of property plant and equipment	(2,124,956)	(12,170,557)
	Gain on disposals of investment properties	(52,052,668)	(2,613,470)
	Gain on disposals of intangible assets	-	(40,786)
	Gain on disposals of other investments	-	(875,000)
	Gain on disposals of other long-term investments	(65,957,330)	(20,851,242)
	Loss from write-off of equipment and intangible assets	3,859,094	309,460
	Allowance for deteriorated inventories	(77,146)	(2,805,689)
	Loss on impairment of investments in associated company	6,500,000	-
	Allowance for impairment loss on investments in other companies (reversal)	15,609,176	(3,653,855)
	Reversal of allowance for impairment loss on investment properties	-	(19,722,998)
	Allowance for doubtful accounts	13,930,818	-
	Gain from investments in the liquidated other company	-	(223,602)
	Share of profit from investments in associates	12 (212,014,950)	(192,130,280)
	Dividend received from other companies and other long-term investments	(35,215,803)	(33,613,980)
	Interest income	(177,747,810)	(188,020,227)
	Interest expenses	10,404,252	13,195,269
	Provision for long-term employee benefits	122,685,648	104,318,160
	Profit from operating activities before changes in operating assets and liabilities	5,061,757,628	5,011,532,565
	Operating assets (increase) decrease		591,460,129
	Trade and other receivables	(394,372,045)	(162,176,738)
	Inventories	(129,662,120)	6,186,609
	Other current assets	8,636,307	5,787,847
	Other non-current assets	(10,314,013)	6,012,854
	Operating liabilities increase (decrease)		(136,584,151)
	Trade and other payables	(226,398,820)	(2,696,573)
	Other current liabilities	(14,111,192)	(2,176,819)
	Other non-current liabilities	198,911	57,922,097
	Provision for long-term employee benefits	(137,218,425)	(66,439,605)
	Cash flows from operating activities	4,158,516,231	4,853,952,237
	Cash paid for income tax	(465,430,129)	(371,503,221)
	Net cash flows from operating activities	3,693,086,102	4,482,449,016
			439,972,805
			(282,067)
			439,690,738

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

Statement of cash flows (continued)

Thai President Foods Public Company Limited and It's subsidiaries
For the year ended 31 December 2017

				(Unit: Baht)
	Note	Consolidated		Separate
		financial statements		financial
		For the	For the	statements
		year ended	year ended	For the period
		31 December 2017	31 December 2016	as from
				16 October 2017 to
				31 December 2017
Cash flows from investing activities				
Increase in current investments		(4,937,628,274)	(5,148,230,324)	(2,502,508,505)
Decrease in current investments		3,951,148,472	5,847,019,559	569,871,246
Increase in investments in a associated companies	12	(13,906,619)	-	-
Increase in investments in other company		(138,012,500)	(14,462,500)	(12,600,000)
Decrease in investments in other company		400,000	21,335,959	-
Proceed from return on investments in the liquidated other company		-	223,602	-
Proceed from return on investments in associated company of a subsidiary		-	6,749,850	-
Decrease (increase) in advance payment for investments in other company		11,875,000	(11,875,000)	-
Increase in other long-term investments		(4,354,720,801)	(5,328,311,834)	(412,913,625)
Decrease in other long-term investments		4,073,553,634	4,815,398,379	507,230,383
Dividend received from associated companies		77,551,447	70,956,872	-
Dividend received from other companies and other long-term investments		34,890,128	33,400,526	2,392,238
Dividend received by non-controlling interest of subsidiaries		(451,200,237)	(437,382,850)	-
Purchase of property, plant and equipment		(553,693,410)	(2,538,336,203)	(6,701,109)
Decrease (increase) in downpayment for purchase of machinery		(1,271,711)	93,406,877	-
Proceeds from disposals of property, plant and equipment		8,543,589	13,777,466	-
Proceed from disposals of investment property		54,000,000	2,700,000	-
Proceed from disposals of intangible assets		-	40,800	-
Purchase of intangible assets		(5,702,152)	(9,277,172)	-
Cash paid for leasehold rights		-	(1,000,000)	-
Increase in advance receipt of non-controlling interests for investments in a subsidiary		20,677,547	-	-
Proceed received for non-controlling interest of the subsidiaries		-	7,432,500	-
Cash paid for share capital from amalgamation		(52,355)	-	(52,355)
Interest income		182,564,837	177,352,973	30,432,405
Net cash flows used in investing activities		(2,040,983,405)	(2,399,080,520)	(1,824,849,322)

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

Statement of cash flows (continued)

Thai President Foods Public Company Limited and Its subsidiaries
For the year ended 31 December 2017

(Unit: Baht)			
	Consolidated		Separate
	financial statements		financial
			statements
	For the	For the	For the period
	year ended	year ended	as from
	31 December 2017	31 December 2016	16 October 2017 to
<u>Note</u>			31 December 2017
Cash flows from financing activities			
Increase in short-term loans from financial institution	-	449,084,723	-
Repayment of short-term loans from financial institution	-	(479,084,723)	-
Increase (decrease) in long-term loans from director	(6,172,767)	7,170,598	-
Increase (decrease) in long-term loans from employees	(5,545,589)	11,167,737	-
Repayment of liabilities under finance lease agreements	(74,184,415)	(35,759,832)	(1,229,481)
Dividend paid	(1,228,066,134)	(1,155,404,522)	-
Cash paid for interest expenses	(10,404,252)	(13,195,269)	(26,902)
Net cash flows used in financing activities	(1,324,373,157)	(1,216,021,288)	(1,256,383)
Increase (decrease) in translation adjustments	4,686,494	(5,968,435)	-
Net increase (decrease) in cash and cash equivalents	332,416,034	861,378,773	(1,386,414,967)
Cash and cash equivalents at beginning of year	2,444,963,168	1,583,584,395	2,669,578,819
Cash and cash equivalents at end of year	2,777,379,202	2,444,963,168	1,283,163,852
Supplementary disclosures of cash flows information			
Non-cash related transactions			
Dividend receivable	325,674	213,454	289,257
Dividend payable	102,798	191,667	-
Other payable from purchase of property, plant and equipment	28,047,626	112,984,438	4,556,363
Liabilities under finance lease agreements - net of deferred interest	53,148,102	91,273,229	-

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

Statement of changes in shareholders' equity

Thai President Foods Public Company Limited and its subsidiaries
For the year ended 31 December 2017

Consolidated financial statements												Unit: Baht
Equity attributable to the parent's shareholders												
Other components of equity												
Other comprehensive income												
Exchange												
	Issued and paid-up share capital	Share premium	Appropriated statutory reserve	Retained earnings	Financial statements in foreign currency	Surplus on changes in value of investments available for sale	Total other components of shareholders' equity	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total	Shareholders' equity	
Balance as at 1 January 2015	326,704,014	113,014,969	39,000,000	15,151,596,984	1,005,398	115,336,115	(14,086,177)	16,215,259,814	4,726,729,200	20,945,983,034		
Profit for the year	-	-	-	2,871,194,826	-	-	-	2,871,194,826	1,023,484,122	3,894,686,061		
Other comprehensive income for the year	-	-	-	(15,281,769)	117,302,533	501,366,437	84,522,504	86,735,136	(2,696,062)	86,739,073		
Total comprehensive income for the year	-	-	-	2,855,913,057	117,302,533	501,366,437	84,522,504	2,956,920,074	1,020,488,060	3,980,408,134		
Net increase (decrease) in the Company's equity from change in the Company's investments	-	-	-	485,547	-	(476)	(476)	485,071	(485,370)	-		
Net increase in non-controlling interests of the subsidiary from change in investments of subsidiary	-	-	-	-	-	-	-	-	7,433,930	7,433,930		
Net increase from surplus on treasury shares restructuring	-	-	-	3,694,750	-	-	-	3,694,750	-	3,694,750		
Adjustment from amalgamation	-	-	-	(2,679,595)	-	-	-	(2,679,595)	-	(2,679,595)		
Cumulative effect of changes in classification of investments	-	-	-	(10,676,812)	-	-	-	(10,676,812)	-	(10,676,812)		
Dividend paid	-	-	-	(1,156,986,189)	-	-	-	(1,156,986,189)	(437,962,952)	(1,592,979,098)		
Balance as at 31 December 2015	326,704,014	113,014,969	39,000,000	16,842,964,795	119,366,595	581,348,549	85,902,281	17,994,376,013	5,308,760,859	23,311,146,872		

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

Thai President Foods Public Company Limited and its subsidiaries
For the year ended 31 December 2017

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

Statement of changes in shareholders' equity (continued)

Thai President Foods Public Company Limited and its subsidiaries
For the period as from 16 October 2017 to 31 December 2017

Separate financial statements										(Unit: Baht)
	Issued and paid-up share capital	Share premium	Retained earnings - Appropriated - statutory reserve	Unappropriated	Surplus on changes in value of available-for-sale investments	Total other components of shareholders' equity	Total shareholders' equity			
Notes										
Balance as at 16 October 2017 (Reorganisation date)	329,724,014	713,014,993	39,000,000	12,383,140,465	2,383,856,083	2,383,856,083	15,849,315,565			
Cumulative effect of changes in status of investments from amalgamation	-	-	-	-	(2,083,067,325)	(2,083,067,325)	(2,083,067,325)			
Balance as at 16 October 2017 - as restated	329,724,014	713,014,993	39,000,000	12,383,140,465	300,788,758	300,788,758	13,766,248,240			
Profit for the period	-	-	-	480,931,877	-	-	480,931,877			
Other comprehensive income for the period	-	-	-	115,831,991	46,897,114	46,897,114	31,865,122			
Total comprehensive income for the period	-	-	-	480,931,877	46,897,114	46,897,114	512,796,799			
Decrease in share premium from amalgamation	-	(52,395)	-	-	-	-	(52,395)			
Balance as at 31 December 2017	329,724,014	712,962,598	39,000,000	12,549,540,750	347,685,862	347,685,862	14,278,920,584			

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

Notes to consolidated financial statements

Thai President Foods Public Company Limited and its subsidiaries

For the period as from 16 October 2017 (Amalgamation date) to 31 December 2017

1. General information

1.1 Corporate information

Thai President Foods Public Company Limited ("the Company") is a public company incorporated from an amalgamation on 16 October 2017 and domiciled in Thailand. Its major shareholder is Sahapatana Interholding Public Company Limited which is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of instant noodles, semi-instant foods and biscuit products. The registered office and head office of the Company is at No. 304, TF Group Building, Srinakarin Road, Huamark Sub-district, Bangkapi District, Bangkok. There are five plants, located at Chonburi Province, Lamphoon Province, Rayong Province and another 2 plants at Ratchaburi Province.

1.2 Amalgamation

The Company was formed as a result of the amalgamation in accordance with the Public Limited Companies Act B.E. 2535 on 16 October 2017. The amalgamating companies were as follows:

- 1) Thai President Foods Public Company Limited
- 2) President Rice Products Public Company Limited

As a result of the amalgamation, the Company received the assets, liabilities, rights and obligations of these companies and therefore presented beginning account balances based on the total net book values presented in the financial statements as of 15 October 2017 of both companies. This amalgamation was thus considered to be a business combination under common control, and the Company presented information in the consolidated financial statements for the years ended 31 December 2017 and 31 December 2016 and the consolidated statement of financial position as at 1 January 2016 to reflect the financial position, operating results, and cash flows of the group of companies under common control on the basis of economic substance, even though the legal form of the Company was established subsequent to 1 January 2017.

The Stock Exchange of Thailand had approved the listing shares of the Company which were traded on the Stock Exchange of Thailand commencing from 18 October 2017.

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 Thai President Foods Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries").

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			31 December 2017	31 December 2016
			(Percent)	(Percent)
<u>Held by the Company</u>				
Taisun Foods Company Limited	Manufacture and distribution of fruit juice and distribution of biscuit products	Thailand	52.08	52.08
Thai Anbao Paper Products Company Limited	Manufacture and distribution of paper packaging	Thailand	51.00	51.00
Dai-ichi Packaging Company Limited	Manufacture and distribution of packaging printing products and provide packaging service for consumable products	Thailand	50.10	50.10
Kallol Thai President Foods (BD) Limited	Manufacture and distribution of instant noodles	Bangladesh	55.00	55.00
President Flour Mills Company Limited	Manufacture and distribution of flour-related products	Thailand	60.00	60.00
Thai President Foods (Hungary) Company Limited	Manufacture and distribution of instant noodles	Hungary	65.00	65.00
President Kourakuen Company Limited	Restaurant and drink	Thailand	70.00	70.00
President Bakery Public Company Limited	Manufacture and distribution of bakery products	Thailand	46.90	46.90
<u>Held by subsidiaries</u>				
Siam Sincere Company Limited	Trading of rice bran	Thailand	99.97	99.97
Aksorn Art Paper Cup and Packaging Company Limited	Printing	Thailand	99.99	99.99

-
- 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 as from the date of acquisition, 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 subsidiaries and associated companies are 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 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 and associates under the cost method.

3. New financial reporting standards

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

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2016) and new accounting treatment guidance which are effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

(b) Financial reporting standards that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements.

The management of the Company and its subsidiaries believe that the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied.

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Interest income

Interest income is recognised on an accrual basis based on the effective rate.

Rental income

Rental income is recognised on an accrual basis in accordance with the terms and conditions specified in the contracts.

Dividend income

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

4.2 Cash and cash equivalents

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

4.3 Trade accounts receivable and allowance for doubtful accounts

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 collection experience and based on analysis of debt aging.

4.4 Inventories

Finished goods and work in process are valued at the lower of cost (under the weighted average method) and net realisable value. The cost of inventories is measured using the standard cost method, which approximates actual cost, and includes costs of raw material, labour, and attributable factory overheads.

The net realisable value of inventory is estimated from the estimated selling price in the ordinary course of business, less the costs to complete the sale.

Raw materials, supplies, spare parts and factory consumables are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

Allowance for deteriorated inventories will be set up for deteriorated inventories.

4.5 Investments

- a) Investments in available-for-sales 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.
- b) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The discount on debt securities is accreted by the effective rate method with the accreted amount presented as an adjustment to the interest income.
- c) Investments in non-marketable securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- d) Investments in associates are accounted for in the consolidated financial statements using the equity method.
- e) Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method.

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 or yield rate of government bond adjusted by an appropriate risk factor, as the case may be. 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

4.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.7 Property, plant and equipment and depreciation

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

Depreciation of plant and equipment is calculated by reference to their costs over the following estimated useful lives as follows:

	The Company		The Subsidiaries
	Since 2004	Before 2004	
	<u>Method</u>	<u>Method</u>	<u>Method</u>
<u>Building and equipment</u>			
<u>acquired before 2001</u>			
Building	Straight-line 20 years	Declining 20 years	Straight-line 20 years
Machinery	Straight-line 5 years	Straight-line 5 years	Straight-line 10 years
Tools and equipment	Straight-line 5 years	Declining 5 years	Straight-line 5 years
Furniture and fixtures	Straight-line 5 years	Declining 5 years	Straight-line 5 years
Motor vehicles	Straight-line 5 years	Straight-line 5 years	Straight-line 5 years
<u>Building and equipment</u>			
<u>acquired since 2001</u>			
Building	Straight-line 20 years	Straight-line 20 years	Straight-line 20 years
Machinery	Straight-line 5, 10 years	Straight-line 5 years	Straight-line 10 years
Tools and equipment	Straight-line 3, 5 years	Straight-line 5 years	Straight-line 5 years, Declining 7 years
Furniture and fixtures	Straight-line 5 years	Straight-line 5 years	Straight-line 5 years, Declining 7 years
Motor vehicles	Straight-line 5 years	Straight-line 5 years	Straight-line 5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation and construction.

An item of property, plant 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 (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

4.8 Intangible assets

Intangible assets are measured at cost on the date of acquisition. Following the initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the useful 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.

The intangible assets (i.e. computer software) have useful lives of 3 - 10 years.

4.9 Related party transactions

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

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

4.10 Long-term leases

Leases of 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 other 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.

Leases of 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.

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

Gains and losses on exchange are included in determining income.

4.12 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company and its subsidiaries also carry 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.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

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

Defined benefit plans and other long-term employee benefits

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefit plans. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan. In addition, the Company and its subsidiaries 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.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

4.14 Provisions

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

4.15 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.

4.16 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.

5. Significant accounting judgements and estimates

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

5.1 Consolidation of subsidiary is held less than half of shares

The management of the Company determined that it has control over President Bakery Public Company Limited, even though it holds 46.9% of shares and voting rights that is less than half of shares and voting rights. This is because it has the ability to direct the significant activities. As a result, President Bakery Public 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.

5.2 Impairment of investments

The Company treats available-for-sale equity investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement of the management.

5.3 Investment properties, property plant and equipment/Depreciation

In determining depreciation of investment properties, and plant and equipment, the management is required to make estimates of the useful lives and residual values of the investment properties, and plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review investment properties, and property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

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

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

6. Cash and cash equivalents

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Cash in hand	5,287	110,334	1,589
Bank deposits	2,548,565	1,614,329	1,172,005
Promissory notes and bills of exchange	-	536,000	-
Cash and cash equivalents (in private fund)	223,527	184,300	109,570
Total	<u>2,777,379</u>	<u>2,444,963</u>	<u>1,283,164</u>

As at 31 December 2017, bank deposits in savings accounts, fixed accounts, promissory notes and bills of exchange carried interests at the rates between 0.1% and 1.8% per annum (2016: between 0.1% and 1.7% per annum).

7. Current investments

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Fixed deposits	4,006,833	3,535,480	3,971,384
Short-term fund	50,405	62,238	-
Current investments (in private fund)	1,458,476	931,516	550,598
Total	5,515,714	4,529,234	4,521,982

As at 31 December 2017, bank deposits in fixed account, short-term fund and current investment (in private fund) carried interests at the rates between 0.6% and 5.0% per annum (2016: 1.1% and 4.0% per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
<u>Trade receivables - related parties</u>			
Aged on the basis of due dates			
Not yet due	1,339,221	1,237,064	1,439,174
Past due			
Not over 3 months	148,841	124,192	162,951
3 - 6 months	889	525	889
6 - 12 months	1,039	109	1,039
Total trade receivables - related parties	1,489,990	1,361,890	1,604,053
<u>Other receivables - related parties</u>			
Accrued income and interest receivable	576	442	6,638
Total other receivables - related parties	576	442	6,638
Total trade and other receivables - related parties (Note 9)	1,490,566	1,362,332	1,610,691

(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
<u>Trade receivables - unrelated parties</u>			
Aged on the basis of due dates			
Not yet due	1,182,935	1,151,753	407,994
Past due			
Not over 3 months	683,458	620,886	117,981
3 to 6 months	108,177	5,251	8,815
6 to 12 months	2,707	14,781	1,895
Over 12 months	13,096	438	13,082
Total	1,990,373	1,793,109	549,767
Less: Allowance for doubtful accounts	(16,379)	(495)	(14,287)
Total trade receivables - unrelated parties, net	1,973,994	1,792,614	535,480
<u>Other receivables - unrelated parties</u>			
Accrued income and interest receivable	56,074	60,885	31,245
Prepayments	20,708	16,228	6,739
Advances for goods	73,157	-	73,157
Advances	11,321	17,811	4,401
Total other receivables - unrelated parties	161,260	94,924	115,542
Total trade and other receivables - unrelated parties, net	2,135,254	1,887,538	651,022
Total trade and other receivables - net	3,625,820	3,249,870	2,261,713

9. Related party transactions

9.1 Transactions incurred during the year/period

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarized 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: Thousand Baht)

	Consolidated financial statements		Separate financial statements	Pricing Policy
	For the year ended 31 December 2017	For the year ended 31 December 2016	For the period as from 16 October 2017 to 31 December 2017	
Transactions with subsidiary companies (eliminated from the consolidated financial statements)				
Sales	-	-	103,180	Cost plus margin
Rental and other income	-	-	5,751	Contract price
Purchase of goods and raw material, and production cost (included in cost of sales)	-	-	546,785	Approximately market price with reference to purchase volume
Other expenses (included in selling and administrative expenses)	-	-	19,031	Agreed price

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	Pricing Policy
	For the year ended 31 December 2017	For the year ended 31 December 2016	For the period as from 16 October 2017 to 31 December 2017	
Transactions with associated companies				
Sales	108,540	74,753	26,009	Cost plus margin
Rental and other income	16,579	11,714	2,120	Contract price
Purchase of goods and raw material, and production cost (included in cost of sales)	655,871	660,320	24,063	Approximately market price with reference to purchase volume
Other expenses (included in selling and administrative expenses)	435	950	-	Contract price
Purchase of machinery and equipment	338	938	59	Agreed price
Transactions with related companies				
Sales	8,238,824	8,121,870	1,918,016	Cost plus margin
Dividend income	8,263	7,030	594	At the announced rate
Rental and other income	24,435	29,081	3,511	Contract price
Purchase of goods and raw material, and production cost (included in cost of sales)	504,410	460,502	95,197	Approximately market price with reference to purchase volume
Commission and other expenses (included in selling and administrative expenses)	150,605	123,587	19,800	Contract price
Purchase of machinery and equipment	3,410	10,473	437	Agreed price

9.2 Outstanding balance at end of year

As at 31 December 2017 and 2016, the balances of the accounts between the Company and those related companies are as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Trade and other receivables - related parties (Note 8)			
Subsidiaries	-	-	128,376
Associated companies	33,793	31,485	33,457
Related companies (related by common shareholders)	1,456,773	1,330,847	1,448,858
Total trade and other receivables - related parties	<u>1,490,566</u>	<u>1,362,332</u>	<u>1,610,691</u>
Trade and other payables - related parties (Note 19)			
Subsidiaries	-	-	370,143
Associated companies	164,650	178,069	17,527
Related companies (related by common shareholders)	94,841	100,936	22,528
Total trade and other payables - related parties	<u>259,491</u>	<u>279,005</u>	<u>410,198</u>
Liabilities under finance lease agreements - related parties			
<i>Related companies</i>			
Liabilities under finance lease agreements	117,028	185,733	84
Less: Current portion	(53,181)	(83,836)	(84)
Liabilities under finance lease agreements - net of current portion	<u>63,847</u>	<u>101,897</u>	<u>-</u>

(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements
	2017	2016	2017
Other accrued expenses - related parties			
<i>Related companies</i>	18,235	14,929	18,235
Total other accrued expenses - related parties	18,235	14,929	18,235

Short-term loans to related party - Associated company

As at 31 December 2017 and 2016, the balance of loans between the Company and an associated company and the movement are as follows:

(Unit: Thousand Baht)				
	Consolidated financial statements/ Separate financial statements			
Company's name	Balance as at 31 December 2016	Increase during the year	Decrease during the year	Balance as at 31 December 2017
Thai Instant Products Co., Ltd.	1,000	1,000	(1,000)	1,000
Total	1,000	1,000	(1,000)	1,000

Long-term loans from directors

During the year, movements of long-term loans from directors (including interest payable) of a subsidiary are as follows:

(Unit: Thousand Baht)				
Consolidated financial statements				
	Balance as at			Balance as at
	31 December	During the year		31 December
	2016	Increase	Decrease	2017
Long-term loans from directors	84,157	42,645	(48,818)	77,984

9.3 Directors and management's remuneration

The Company and its subsidiaries had employee benefit expenses payable to its directors and management as below.

	(Unit: Million Baht)		
	Consolidated financial statements		Separate financial statements
			For the period as from
	For the year ended 31 December 2017	For the year ended 31 December 2016	16 October 2017 to 31 December 2017
Short-term employee benefits	180	188	16
Post-employment benefits and other long-term benefits	19	10	3
Total	199	198	19

10. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduced cost to net realisable value		Inventories-net	
	2017	2016	2017	2016	2017	2016
Finished goods	227,650	267,421	(556)	(633)	227,094	266,788
Work in process	50,602	36,188	-	-	50,602	36,188
Raw materials	755,888	574,670	-	-	755,888	574,670
Supplies	183,082	187,962	-	-	183,082	187,962
Goods in transit	36,788	60,093	-	-	36,788	60,093
Spare parts and consumables	99,087	97,101	-	-	99,087	97,101
Total	1,353,097	1,223,435	(556)	(633)	1,352,541	1,222,802

(Unit: Thousand Baht)			
Separate financial statements - 31 December 2017			
	Cost	Reduced cost to net realisable value	Inventories-net
Finished goods	123,796	-	123,796
Raw materials	187,567	-	187,567
Supplies	136,319	-	136,319
Goods in transit	5,784	-	5,784
Spare parts and consumables	28,031	-	28,031
Total	481,497	-	481,497

11. Investments in subsidiaries

11.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)			
Separate financial statements - 31 December 2017			
Company's name (Nature of business)	Paid up capital	Shareholding percentage (Percent)	Cost
Taisun Foods Company Limited (Manufacture and distribution of fruit juice and distribution of biscuit products)	Baht 50 million	52.08	26,038
Thai Anbao Paper Products Company Limited (Manufacture and distribution of paper packaging)	Baht 20 million	51.00	10,200
Dai-Ichi Packaging Company Limited (Manufacture and distribution of packaging printing products and provide packaging service for consumable products)	Baht 150 million	50.10	75,721
Kallol Thai President Foods (BD) Limited (Manufacture and distribution of instant noodles)	Taka 630 million	55.00	142,150
President Flour Mills Company Limited (Manufacture and distribution of wheat flour-related products)	Baht 600 million	60.00	360,000
Thai President Foods (Hungary) Company Limited (Manufacture and distribution of instant noodles)	Forint 2,350 million	65.00	209,185
President Kourakuen Company Limited (Restaurant and drink)	Baht 25 million	70.00	17,500
President Bakery Public Company Limited (Manufacture and distribution of bakery products)	Baht 450 million	46.90	525,035
Total			1,365,829

There was no dividend received for the period as from 16 October 2017 to 31 December 2017.

On 21 September 2016, the meeting of the Company's Board of Directors No. 9/2016 passed a resolution approving the establishment of a new company in Myanmar within the first quarter of 2017, named Ayeyarwaddy Success Venture Foods Co., Ltd., to engage in manufacturing of instant noodles with a registered share capital of USD 10 million or equivalent to approximately Baht 350 million. The Company will hold 51 percent interest. As at 31 December 2017, this company is in the process of establishing.

11.2 Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2017	2016	2017	2016	2017	2016	2017	2016
	(Percent)	(Percent)						
President Bakery Public Company Limited	53.10	53.10	3,562	3,233	715	781	387	375
Dai-ichi Packaging Company Limited	49.90	49.90	1,484	1,361	155	151	31	30
President Flour Mills Company Limited	40.00	40.00	361	337	42	46	18	12

11.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

Summarised information about financial position

(Unit: Million Baht)

	President Bakery Public Company Limited		Dai-ichi Packaging Company Limited		President Flour Mills Company Limited	
	2017	2016	2017	2016	2017	2016
Current assets	2,620	2,268	1,192	1,174	576	490
Non-current assets	5,378	5,260	2,205	1,941	353	381
Current liabilities	1,032	1,148	320	311	25	27
Non-current liabilities	258	290	104	78	3	2

Summarised information about comprehensive income

(Unit: Million Baht)

	For the year ended 31 December					
	President Bakery Public Company Limited		Dai-Ichi Packaging Company Limited		President Flour Mills Company Limited	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Revenue	7,519	7,641	2,094	1,919	987	1,014
Profit	1,336	1,463	310	303	104	114
Other comprehensive income	11	7	-	-	-	-
Total comprehensive income	1,347	1,470	310	303	104	114

Summarised information about cash flows

(Unit: Million Baht)

	For the year ended 31 December					
	President Bakery Public Company Limited		Dai-Ichi Packaging Company Limited		President Flour Mills Company Limited	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Cash flows from operating activities	1,781	1,870	324	398	(18)	212
Cash flows used in investing activities	(822)	(875)	(211)	(366)	(2)	(10)
Cash flows used in financing activities	(811)	(762)	(64)	(62)	(45)	(60)
Net increase (decrease) in cash and cash equivalents	148	233	49	(30)	(65)	142

11.4 Details of advance payment for investments

Kallol Thai President Foods (BD) Limited has a plan to increase its registered share from Taka 530 million to Taka 730 million. In August 2015, the Company paid for share subscription in advance for share capital increase amounting to approximately Taka 55 million or equivalent to approximately Baht 26 million. In July 2017, Kallol Thai President Foods (BD) Limited has increased its registered share from Taka 530 million to Taka 630 million. The Company transferred such advance payments (31 December 2016: Baht 26 million) presented under "Investments in subsidiaries" in the separate statement of financial position.

In addition, during the year 2011, this subsidiary has invested in a company in Bangladesh and paid share advance amounting to approximately Taka 197 million or equivalent to approximately Baht 77 million (2016: Baht 89 million).

Such advance payments are presented including as "Advance payment for investments in related parties" in the statement of financial position.

12. Investments in associates companies

12.1 Details of investments in associated companies are as follows:

Company's name (Nature of business)	Country of incorporation	Paid up capital	Consolidated financial statements										(Unit: Thousand Baht)			
			Separate financial statements										Share of other			
			2017 (Percent)	2016 (Percent)	Shareholding percentage	Carrying amount based on cost method	2017	2016	Carrying amount based on equity method	2017	2016	Share of profit (loss) from investments in associates during the years	Share of other comprehensive income from investments in associates during the years	Dividend received during the period		
Kerry Flour Mills Company Limited (Manufacture of wheat flour)	Thailand	Baht 200 million	39.00	39.00		92,630	92,630	1,227,063	1,105,136	180,415	164,350	-	-	92,630		
Chongqing Taobao Paper Products Company Limited (Manufacture of paper products)	China	RMB 50 million	35.00	35.00		87,324	73,418	162,486	143,465	23,338	19,690	-	-	87,324		
Thai-Myanmar Success Venture Company Limited (Investment holding)	Thailand	Baht 100 million	35.00	35.00		35,040	35,040	40,463	39,621	842	808	-	-	35,040		
Sanko Machinery (Thailand) Company Limited (Assembly of automatic packaging machines)	Thailand	Baht 15 million	35.00	35.00		5,587	5,587	56,888	54,382	2,506	2,306	-	-	5,587		

Share of profit from investments in two associated companies accounted for under the equity method for the year ended 31 December 2017, totalling approximately Baht 25.4 million or 0.7% of consolidated net profit for the year (2016: Baht 23.4 million or 0.6%) was calculated from financial statements which had not been audited by the auditor of these associated companies.

12.2 Summarised financial information about material associates

Summarised information about financial position

	(Unit: Million Baht)			
	Kerry Flour Mills		Chongqing Taibao	
	Company Limited		Paper Products Company Limited	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Current assets	2,233	1,950	573	446
Non-current assets	1,031	1,004	182	187
Current liabilities	87	93	399	312
Non-current liabilities	12	8	14	-
Net assets	3,165	2,853	342	321
Shareholding percentage (%)	39	39	35	35
Share of net assets	1,234	1,113	120	112
Adjustment transactions in consolidated financial statements	(7)	(8)	42	31
Carrying amounts of associates based on equity method	1,227	1,105	162	143

Summarised information about comprehensive income

	(Unit: Million Baht)			
	Kerry Flour Mills		Chongqing Taibao	
	Company Limited		Paper Products Company Limited	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Revenue	2,534	2,300	596	518
Profit	463	421	46	49
Total comprehensive income	463	421	46	49

13. Investments in other companies

Company's name (Nature of business)	(Unit: Thousand Baht)					
	Consolidated financial statements				Separate financial statements	
	Paid up capital	Shareholding percentage		Carrying amounts based on cost method		Carrying amounts
		2017	2016	2017	2016	based on cost method
	(Million Baht)	(Percent)	(Percent)			2017
Kewpie (Thailand) Company Limited (Manufacture of sauce and dried vegetables)	260.00	10.00	10.00	26,000	26,000	10.00 26,000
President Interfood Company Limited (Agency)	3.00	8.67	8.67	442	442	8.67 442
Treasure Hill Company Limited (Real estate development)	200.00	3.00	3.00	6,000	6,000	2.00 4,000
Winstore Retail Network Company Limited (Information technology management)	62.65	0.60	0.60	2,500	2,500	0.60 2,500
The Bangkok Club Company Limited (Club)	450.00	0.44	0.44	3,000	3,000	0.44 3,000
Thai Sanwa Food Industrial Company Limited (Manufacture of instant noodles)	80.00	-	0.25	-	400	- -
Noble Place Company Limited (Real estate development)	296.25	0.08	0.08	1,500	1,500	0.08 1,500
Saha Lawson Company Limited (Convenience store)	1,087.00	9.00	9.00	97,830	97,830	9.00 97,830
Sahachol Food Supplies Company Limited (Non-alcoholic beverage retailer)	325.00	6.62	5.77	28,775	10,963	4.42 21,875
American Food Company Limited (Manufacture of ice-cream)	140.00	18.00	-	25,200	-	9.00 12,600

							(Unit: Thousand Baht)
Company's name (Nature of business)	Paid up capital	Consolidated financial statements				Separate financial statements	
		Shareholding percentage		Carrying amounts based on cost method		Shareholding percentage	Carrying amounts based on cost method
		2017 (Percent)	2016 (Percent)	2017	2016		
						(Million Baht)	
Maruto (Thailand) Company Limited (Trading of packaging products)	10.00	10.00	10.00	1,000	1,000	-	-
Ashton Asoke Praram 9 Company Limited (Real estate development)	1,170	6.00	-	75,000	-	-	-
IDEO Q Victory Company Limited (Real estate development)	510	4.00	-	20,000	-	-	-
President Flour Mills Company Limited (Manufacture and distribution of wheat flour-related products)	600	10.00	-	60,000	60,000	-	-
Total				347,247	209,635	-	169,747
Less: Allowance for loss on impairment of investments				(80,470)	(64,861)	-	(78,470)
Total investments in other company - net				266,777	144,774		91,277

In December 2016, Sahachol Food Supplies Company Limited has plan to increase its registered share from Baht 60 million to Baht 325 million. The Company paid for share subscription in advance for share capital increase amounting to approximately Baht 11.9 million. Such advance payments are presented including as "Advance payment for investments in related parties" in the statement of financial position.

14. Other long-term investments

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	2017		2016	
	Cost	Fair value	Cost	Fair value
Fixed deposit with financial institutions				
Fixed deposit (in private fund)	35,000	35,000	18,000	18,000
Total investments in fixed deposit with financial institutions	35,000	35,000	18,000	18,000
Available-for-sale investments				
Local marketable equity securities	142,257	481,340	142,257	224,311
Local quoted bonds	153,096	178,544	40,000	40,000
Government bonds	45,500	45,500	50,700	50,700
Long-term fund	105,280	110,479	172,434	168,831
Available-for-sale investments (in private fund)	4,165,340	4,282,693	3,885,504	3,911,056
	4,611,473	5,098,556	4,290,895	4,394,898
Add: Surplus on changes in value of available-for-sale investments	487,083		104,003	
Total investment in available-for-sale securities	5,098,556		4,394,898	
Total other long-term investments in the consolidated financial statements	5,133,556	5,133,556	4,412,898	4,412,898

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2017	2016
Revaluation surplus in investments		
Portion of the Company	434,607	97,141
Portion of the Subsidiary	52,475	6,862
	487,082	104,003
Less: Portion of the subsidiary attributable to non-controlling of the subsidiary	(26,988)	-
Deferred tax effect	(92,019)	(17,654)
Total surplus on changes in value of available-for-sale investments in the consolidated financial statements	368,075	86,349

	(Unit: Thousand Baht)	
	Separate financial statements	
	2017	
	Cost	Fair value
Fixed deposit with financial institutions		
Fixed deposit (in private fund)	5,000	5,000
Total investments in fixed deposit with financial institutions	5,000	5,000
Available-for-sale investments		
Local marketable equity securities	142,257	481,340
Local quoted bonds	48,096	73,543
Government bonds	40,000	40,000
Long-term fund	99,903	104,693
Available-for-sale investments (in private fund)	2,560,824	2,626,111
	2,891,080	3,325,687
Add: Surplus on changes in value of available-for-sale investments	434,607	
Total investments in available-for-sale securities	3,325,687	
Total other long-term investments in the separate financial statements	3,330,687	3,330,687

	(Unit: Thousand Baht)
	Separate financial statements
	<u>2017</u>
Revaluation surplus in investments	434,607
Less: Deferred tax effect	<u>(86,921)</u>
Total surplus on changes in value of available-for-sale investments in the separate financial statements	<u>347,686</u>

As at 31 December 2017, the Company and its subsidiaries have pledged government bonds with maturity date over 1 year of approximately Baht 84 million (2016: Baht 85 million) and the Company only of Baht 37 million as a guarantee for electricity and steam use of the Company and its subsidiaries and guarantee for retroactive tax assessment of the Company.

15. Investment properties

The net book value of investment properties as at 31 December 2017 and 2016 is presented below.

	(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements		
	Land	Total	Land	Plant	Total
31 December 2017					
Cost	109,374	109,374	128,287	35,300	163,587
Disposal	(1,947)	(1,947)	-	-	-
<u>Less</u> Accumulated depreciation	-	-	-	(29,425)	(29,425)
<u>Less</u> Allowance for impairment loss	(9,169)	(9,169)	(9,169)	-	(9,169)
Net book value	<u>98,258</u>	<u>98,258</u>	<u>119,118</u>	<u>5,875</u>	<u>124,993</u>
31 December 2016					
Cost	109,460	109,460			
Disposal	(86)	(86)			
<u>Less</u> Allowance for impairment loss	(9,169)	(9,169)			
Net book value	<u>100,205</u>	<u>100,205</u>			

A reconciliation of the net book value of investment properties for the years 2017 and 2016 is presented below.

	(Unit: Thousand Baht)		
	Consolidated financial		Separate
	statements		financial
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Net book value at beginning of year	100,205	80,568	116,165
Disposal - net book value	(1,947)	(86)	-
Depreciation charged	-	-	(372)
Transfer from amalgamation	-	-	9,200
Reversal of allowance for impairment loss	-	19,723	-
Net book value at end of year	<u>98,258</u>	<u>100,205</u>	<u>124,993</u>

Based on the latest valuation performed by an independent valuer, using the market approach, the fair value of an investment properties in respect of land awaiting for sales amounted to approximately Baht 247 million. The Company believed that the fair value as at the end of reporting period did not materially differ from the latest valuation. The fair value of an investment property regarding plant held for rent did not materially differ from the book value.

16. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements								
	Land	Land improvement	Buildings	Machinery	Tool and plant and office equipment	Motor vehicles	Assets under installation and under construction	Total
Cost:								
1 January 2016	941,924	22,580	3,596,828	8,224,196	2,620,136	1,285,316	845,901	17,536,881
Additions	228,989	110	3,683	15,644	94,937	46,185	2,279,727	2,669,275
Disposals and write-off	-	-	(11,852)	(20,188)	(91,031)	(43,069)	-	(166,140)
Transfer in (out)	-	-	133,041	458,625	192,024	84,143	(867,833)	-
Translation adjustment	(1,316)	-	(3,478)	(3,101)	(336)	(117)	(461)	(8,809)
31 December 2016	1,169,597	22,690	3,718,222	8,675,176	2,815,730	1,372,458	2,257,334	20,031,207
Additions	196,117	-	2,925	18,526	64,161	36,214	285,013	602,956
Reclassification	-	-	-	-	(54)	-	-	(54)
Disposals and write-off	-	-	(19,180)	(94,381)	(76,338)	(28,126)	-	(218,025)
Transfer in (out)	-	-	749,413	1,438,171	206,220	51,654	(2,445,458)	-
Translation adjustment	(1,814)	-	(36)	(3,401)	(1,289)	(143)	-	(6,683)
31 December 2017	1,363,900	22,690	4,451,344	10,034,091	3,008,430	1,432,057	96,889	20,409,401
Accumulated depreciation:								
1 January 2016	-	4,325	1,506,565	5,283,700	2,028,471	925,755	-	9,748,816
Depreciation for the year	-	1,455	166,141	532,305	221,593	138,009	-	1,059,503
Accumulated depreciation on disposals and write-off	-	-	(11,848)	(20,034)	(90,177)	(42,163)	-	(164,222)
Translation adjustment	-	-	(184)	(1,085)	(136)	(56)	-	(1,461)
31 December 2016	-	5,780	1,660,674	5,794,886	2,159,751	1,021,545	-	10,642,636
Depreciation for the year	-	1,462	187,248	610,471	249,401	140,309	-	1,188,891
Accumulated depreciation on disposals and write-off	-	-	(14,642)	(92,238)	(75,188)	(27,623)	-	(209,691)
Reclassification	-	-	-	-	(6)	-	-	(6)
Translation adjustment	-	-	(268)	(1,721)	(931)	(73)	-	(2,993)
31 December 2017	-	7,242	1,833,012	6,311,398	2,333,027	1,134,158	-	11,618,837
Net book value:								
31 December 2016	1,169,597	16,910	2,057,548	2,880,290	655,979	350,913	2,257,334	9,388,571
31 December 2017	1,363,900	15,448	2,618,332	3,722,693	675,403	297,899	96,889	8,790,564
Depreciation for the year								
2016 (Baht 849 million included in manufacturing cost, and the balance in administrative expenses)								1,059,503
2017 (Baht 977 million included in manufacturing cost, and the balance in administrative expenses)								1,188,891

(Unit: Thousand Baht)

Separate financial statements								
	Land	Land improvement	Buildings	Machinery	Tool and plant and office equipment	Motor vehicles	Assets under installation and under construction	Total
Cost:								
16 October 2017	212,547	4,224	1,611,537	3,559,897	1,769,461	115,667	62,653	7,335,986
Additions	-	-	-	48	1,881	-	9,329	11,258
Transfer in (out)	-	-	-	438	25,718	-	(26,156)	-
31 December 2017	212,547	4,224	1,611,537	3,560,383	1,797,060	115,667	45,826	7,347,244
Accumulated depreciation:								
16 October 2017	-	3,446	918,924	2,385,576	1,323,737	96,406	-	4,728,089
Depreciation for the period	-	178	13,443	42,758	30,577	1,548	-	88,504
31 December 2017	-	3,624	932,367	2,428,334	1,354,314	97,954	-	4,816,593
Net book value:								
31 December 2017	212,547	600	679,170	1,132,049	442,746	17,713	45,826	2,530,651
Depreciation for the period as from 16 October 2017 to 31 December 2017								88,504
(Baht 81 million included in manufacturing cost, and the balance in administrative expenses)								

As at 31 December 2017, the Company and the subsidiary had vehicles under finance lease agreements with net book values amounting to approximately Baht 94 million (2016: Baht 123 million), and Separate financial statements of Baht 1 million.

As at 31 December 2017 and 2016, certain machinery and equipment of the Company and its subsidiaries have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 6,394 million and Baht 5,817 million, respectively (Separate financial statements: Baht 3,015 million and Baht 2,807 million, respectively).

17. Intangible assets

Details of intangible assets which are computer software are as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Cost:			
16 October 2017	109,742	101,212	60,861
Additions	5,702	9,557	-
Translation adjustments	(3)	-	-
Transfer from property, plant and equipment	54	-	-
Disposals and write-off	(3,237)	(1,026)	-
31 December 2017	<u>112,258</u>	<u>109,743</u>	<u>60,861</u>
Accumulated amortisation:			
16 October 2017	63,696	54,124	37,279
Disposals and write-off	8,256	9,572	1,152
31 December 2017	<u>71,952</u>	<u>63,696</u>	<u>38,431</u>
Net book value:			
31 December 2017	<u>40,306</u>	<u>46,047</u>	<u>22,430</u>

A reconciliation of the net book value of intangible asset is presented below.

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	2017	2016	2017
Net book value at the beginning of the year/period	46,047	47,088	25,095
Additions	5,702	9,557	466
Disposals/write-off	(9,545)	(10,318)	(3,131)
Amortisation for the year/period	(1,944)	(280)	-
Reclassification	48	-	-
Translation adjustments	(2)	-	-
Net book value at the end of the year/period	40,306	46,047	22,430

18. Short-term loans from financial institution

A subsidiary had short-term promissory notes issued with a local financial institution as follows:

Consolidated financial statements - As at 1 January 2016			
Effective date	Interest rate	Amount	Repayment date
	(Percent per annum)	(Million Baht)	
9 December 2015	2.10	30	8 February 2016

19. Trade and other payables

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Trade payables - related parties	246,844	263,129	390,241
Other payables - related parties	12,647	15,876	19,957
Total trade and other payables - related parties (Note 9)	259,491	279,005	410,198
Trade payables - unrelated parties	1,300,964	1,312,278	585,217
Other payables - unrelated parties	215,043	269,764	74,163
Unearned revenue	12,066	9,157	11,006
Total trade and other payables - unrelated parties	1,528,073	1,591,199	670,386
Total trade and other payables	1,787,564	1,870,204	1,080,584

20. Liabilities under finance lease agreements

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Liabilities under finance lease agreements	182,366	236,566	2,923
Less: Deferred interest expenses	(5,874)	(8,663)	(122)
Total	176,492	227,903	2,801
Less: Portion due within one year	(82,665)	(104,105)	(1,547)
Liabilities under finance lease agreements – net of current portion	93,827	123,798	1,254

The Company and its subsidiary has entered into the finance lease agreements for rental of motor vehicles and office equipment for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 1 and 5 years. The agreements are non-cancellable.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Thousand Baht)

As at 31 December 2017						
	Consolidated financial statements			Separate financial statements		
	Less than			Less than		
	1 year	1-5 years	Total	1 year	1-5 years	Total
Future minimum lease payments	86,562	95,804	182,366	1,646	1,277	2,923
Deferred interest expenses	(3,897)	(1,977)	(5,874)	(99)	(23)	(122)
Present value of future minimum lease payments	82,665	93,827	176,492	1,547	1,254	2,801

(Unit: Thousand Baht)

As at 31 December 2016			
	Consolidated financial statements		
	Less than		
	1 year	1-5 years	Total
Future minimum lease payments	109,346	127,220	236,566
Deferred interest expenses	(5,241)	(3,422)	(8,663)
Present value of future minimum lease payments	104,105	123,798	227,903

21. Long-term loans from directors and employees

A subsidiary has received deposits from its directors and employees under its policy to promote staff deposits with the company, for saving and to derive better returns from deposits and withdrawals than deposits with banks. Each director and employee has a passbook for such deposits and withdrawals. As at 31 December 2017, deposits carried interest at a rate of 2.75 percent per annum (2016: 3.00 percent per annum).

22. Provision for long-term employee benefits

Provision for long-term employee benefits, which is compensations on employees' retirement, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	2017			2016		
	Employee retirement benefits	Other long-term employee benefits	Total	Employee retirement benefits	Other long-term employee benefits	Total
Provision for long-term employee benefits beginning of year	732,949	79,162	812,111	678,628	79,056	757,684
Included in profit or loss:						
Current service cost	80,701	21,305	102,006	68,073	15,495	83,568
Interest cost	18,687	1,801	20,488	18,627	2,123	20,750
Past service cost	333	(141)	192	-	-	-
Benefits paid during the year	(120,160)	(17,058)	(137,218)	(48,337)	(18,102)	(66,439)
Actuarial (gain) loss arising from						
Demographic assumptions changes	-	4,297	4,297	-	214	214
Financial assumptions changes	-	1,455	1,455	-	384	384
Experience adjustments	-	(5,753)	(5,753)	-	(8)	(8)
Included in other comprehensive income:						
Actuarial (gain) loss arising from						
Demographic assumptions changes	7,537	-	7,537	(26)	-	(26)
Financial assumptions changes	23,971	-	23,971	(226)	-	(226)
Experience adjustments	(22,476)	-	(22,476)	16,210	-	16,210
Provision for long-term employee benefits at end of year	721,542	85,068	806,610	732,949	79,162	812,111

(Unit: Thousand Baht)			
	Separate financial statements		
	2017		
	Employee retirement benefits	Other long-term employee benefits	Total
Provision for long-term employee benefits beginning of year			
Included in profit or loss:			
Current service cost	549,843	70,014	619,857
Interest cost	21,118	2,771	23,889
Benefits paid during the year	(83,623)	(13,715)	(97,338)
Actuarial loss arising from			
Experience adjustments	-	1,058	1,058
Included in other comprehensive income:			
Actuarial loss arising from			
Experience adjustments	14,365	-	14,365
Provisions for long-term employee benefits at end of year	503,810	60,335	564,145

Long-term employee benefit expenses included in the profit or loss was as follows:

(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements
			For the period as from
	For the year end 31 December 2017	For the year end 31 December 2016	16 October 2017 to 31 December 2017
Current service cost	102,006	83,568	23,889
Interest cost	20,488	20,750	2,314
Past service costs and gains or losses on settlement	192	-	1,058
Total expense recognized in profit or loss	122,686	104,318	27,261

Such expenses are included in selling and administrative expenses in profit or loss

The Company and its subsidiaries expect to pay Baht 77 million of long-term employee benefits during the next year (Separate financial statements: Baht 56 million) (2016: Baht 50 million).

As at 31 December 2017, the weighted average duration of the liabilities for long-term employee benefit is 4.81 - 22.11 years (Separate financial statements: 4.81 - 9.15 years) (2016: 6.45 - 24.56 years).

Significant actuarial assumptions are summarised below:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Discount rate	1.73 - 3.11	1.59 - 3.89	1.73 - 2.22
Salary increase rate	2.50 - 7.00	1.34 - 8.00	2.50 - 6.00
Turnover rate	0 - 57.30	0 - 64	0 - 57.30

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2017 and 2016 are summarised below:

	(Unit: million Baht)			
	As at 31 December 2017			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(50)	54	(38)	41
Salary increase rate	45	(46)	36	(38)
Turnover rate	(38)	42	(25)	30

	(Unit: million Baht)	
	As at 31 December 2016	
	Consolidated financial statements	
	Increase	Decrease
	1%	1%
Discount rate	(39.13)	44.09
Salary increase rate	47.02	(41.57)
Turnover rate	(41.98)	24.15

23. Share capital

23.1 Share capital before amalgamation

Share capital of Thai President Foods Public Company Limited before amalgamation

The issued and paid-up share capital of Thai President Foods Public Company Limited as at 31 December 2016 consisted of 180 million ordinary shares with a par value of Baht 1 each.

On 25 April 2017, the Annual General Meeting of Shareholders for the year 2017 No. 46/2017 of Thai President Foods Public Company Limited passed a resolution to approve a reduction of the Company's registered of 60 million ordinary shares of Baht 1 each and paid-up share capital from Baht 240 million (240 million ordinary shares of Baht 1 each) to Baht 180 million (180 million ordinary shares of Baht 1 each).

The issued and paid-up share capital of Thai President Foods Public Company Limited, after registering the decrease in its share capital with the Ministry of Commerce on 3 May 2017 consisted of 180 million ordinary shares with a par value of Baht 1 each.

Share capital of President Rice Products Public Company Limited before amalgamation

The issued and paid-up share capital of President Rice Products Public Company Limited before amalgamation consisted of 149.7 million ordinary shares with a par value of Baht 1 each.

23.2 The allocation of share capital to shareholders as at amalgamation date

As at 31 December 2017, the registered and paid-up share capital of Baht 329.7 million comprises 329.7 million ordinary shares with a par value of Baht 1 each, resulting from the combination of the issued and paid-up share capital of Thai President Foods Public Company Limited and President Rice Products Public Company Limited before amalgamation.

The basis of allocation of share capital to the shareholders of Thai President Foods Public Company Limited and President Rice Products Public Company Limited was as follows:

- 1.47927562 shares of the Company for every 1 existing share of Thai President Foods Public Company Limited
- 0.42373214 shares of the Company for every 1 existing share of President Rice Products Public Company Limited

24. Cumulative effect of changes in status of investments from amalgamation

Investment before amalgamation represented the ordinary shares of President Bakery Public Company Limited held by Thai President Foods Public Company Limited which have a cost of Baht 99.9 million (42.2 million ordinary shares, or a shareholding of 9.39 percent) which presented at fair value before amalgamation.

With reference to the amalgamation referred to in Note 1.2 to financial statements, the Company reversed the related surplus on change in value of available-for-sale investment and related deferred tax liabilities of Baht 2,603.8 million and Baht 520.8 million, respectively. This was presented under "Cumulative effect of changes in status of investments from amalgamation".

25. 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 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered share capital. The statutory reserve is not be available for dividend distribution. At present, the statutory reserve has fully been set aside.

26. Expenses by nature

Significant expenses by nature are as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
			For the period as from
	For the year ended 31 December 2017	For the year ended 31 December 2016	16 October 2017 to 31 December 2017
Raw materials and consumables used	10,067,838	10,689,097	1,587,333
Changes in finished goods and work in process	(39,694)	42,695	-
Salary wages and other employee benefits	3,677,671	3,487,012	331,823
Depreciation	1,188,891	1,059,503	88,876
Advertising and promotion expenses	321,363	200,374	34,426
Transportation expenses	383,597	355,676	8,770
Export expenses	71,100	67,309	13,076
Commission expenses	66,274	54,242	14,295

27. Income tax

Income tax expenses are made up as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
			For the period as from
	For the year ended 31 December 2017	For the year ended 31 December 2016	16 October 2017 to 31 December 2017
Current income tax:			
Current income tax charge	472,224	411,082	57,687
Deferred tax:			
Relating to origination and reversal of temporary differences	(41,798)	(5,479)	(19,567)
Income tax expense reported in the statement of comprehensive income	430,426	405,603	38,120

The amounts of income tax relating to each component of other comprehensive income are as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
			For the period as from
	For the year ended 31 December 2017	For the year ended 31 December 2016	16 October 2017 to 31 December 2017
Deferred tax relating to gain on changes in value of available-for-sale investments	(77,853)	(153,006)	509,043
Deferred tax relating to actuarial gain (losses)	(2,584)	(4,920)	(668)
Total	(80,437)	(157,926)	508,375

Reconciliation between accounting profit and income tax expenses is shown below:

(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements
	For the year ended 31 December 2017	For the year ended 31 December 2016	For the period as from 16 October 2017 to 31 December 2017
Accounting profit before tax	4,235,107	4,300,269	519,052
Applicable tax rate	0.60%, 10%, 20%	10%, 20%, 35%	20%
Accounting profit before tax multiplied by applicable tax rate	935,796	975,853	103,810
Effects of:			
Promotional privileges (Note 28)	(368,037)	(420,753)	(38,642)
Non-deductible expenses	(18,017)	25,127	(26,757)
Additional expense deductions allowed	(13,746)	(12,833)	(166)
Dividend income not subject to tax	(103,584)	(154,394)	(119)
Other	(1,986)	(7,397)	(6)
Total	(505,370)	(570,250)	(65,690)
Income tax expenses reported in the statement of comprehensive income	430,426	405,603	38,120

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Deferred tax assets			
Provision for long-term employee benefits	106,636	73,913	82,655
Allowance for loss on impairment of investments	16,994	12,572	16,994
Allowance for doubtful accounts	2,858	-	2,858
Allowance for asset impairment	459	459	459
Accumulated depreciation - plant and equipment	1,323	1,893	-
Assets under finance leases	1,014	1,146	-
Others	12	67	-
Total	<u>129,296</u>	<u>90,050</u>	<u>102,966</u>
Deferred tax liabilities			
Unrealised gain on change in value of investments	97,443	23,431	86,921
Unrealised rental income	653	624	653
Total	<u>98,096</u>	<u>24,055</u>	<u>87,574</u>
Deferred tax assets – net	<u>31,200</u>	<u>65,995</u>	<u>15,392</u>

28. Promotional privileges

The Company and its subsidiaries have been granted promotional privileges under the Investment Promotion Act B.E. 2520 as approved by the Board of Investment under certain significant conditions. Significant tax privileges are as follows:

Details	The Company
1. Certificate No.	60-1161-0-00-0-2
Dated	16 October 2017
Transferred from certificate No.	2082/Aor./2549
Dated	10 November 2006
2. Promotional privileges for	Manufacturing of instant noodles
3. The significant conditions to follow are	
3.1 Plant to be located at	Rayong
4. The granted significant privileges are	
4.1 Exemption of corporate income tax for net income from promotional privileges and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	Until 27 November 2011 (Expired)
4.2 Reduction of 50% of corporate income tax on net income, commencing from the date which the privilege in 4.1 expire	5 years (Expired in 27 November 2016)
4.3 Exemption of import duty on machinery as approved by the board.	Granted
4.4 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	5 years
5. Date of first earning operating income	1 July 2006

Details	The Company (continued)				
1. Certificate No.	1403(2)/2551	1402(2)/2551	60-1162-0-00-1-2	1843(2)/2552	60-1163-0-00-1-2
Dated	26 March 2008	26 March 2008	16 October 2017	4 November 2009	16 October 2017
Transferred from certificate No.	-	-	1388(2)/2552	-	2201(2)/2553
Dated	-	-	26 May 2009	-	9 November 2010
2. Promotional privileges for	Manufacturing	Manufacturing	Manufacturing	Manufacturing	Manufacturing
	of wafers with	of instant	of biscuits	of instant	of instant
	stuff	noodles		noodles	noodles
3. The significant conditions to follow are					
3.1 Plant to be located at	Rayong	Chonburi	Rayong	Chonburi	Chonburi
4. The granted significant privileges are					
4.1 Exemption of corporate income tax on net income from the promoted operation, but not over 100 percent of investment and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	8 years (Expired)	8 years (Expired)	Until 3 March 2018	8 years (Expired)	Until 9 June 2019
4.2 Exemption of import duty on machinery as approved by the board.	Granted	Granted	Granted	Granted	Granted
4.3 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	1 year	1 year	1 year	1 year	1 year
5. Date of first earning operating income	14 October 2008 (Canceled 17 July 2017)	6 January 2009 (Canceled 17 March 2016)	4 March 2010	5 October 2010 (Canceled 25 May 2017)	10 June 2011

Details	The Company (continued)				
1. Certificate No.	1866(2)/2554	60-1164-0-00-1-2	60-1165-0-00-1-2	60-1166-0-00-1-2	60-1169-0-00-1-2
Dated	27 July 2011	16 October 2017	16 October 2017	16 October 2017	16 October 2017
Transferred from certificate No.	-	2535(2)/2554	1045(2)/2555	1161(2)/2555	1782(2)/2556
Dated	-	28 December 2011	19 January 2012	9 February 2012	6 June 2013
2. Promotional privileges for	Manufacturing	Manufacturing	Manufacturing	Manufacturing	Manufacturing of
	of instant	of instant	of instant	of wafers with stuff	instant noodles
	noodles	noodles	noodles		
3. The significant conditions to follow are					
3.1 Plant to be located at	Chonburi	Chonburi	Chonburi	Rayong	Rayong
4. The granted significant privileges are					
4.1 Exemption of corporate income tax on net income from the promoted operation, but not over 100 percent of investment and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	8 years (Expired)	Until 31 October 2020	Until 1 July 2021	Until 4 November 2020	Until 30 June 2023
4.2 Exemption of import duty on machinery as approved by the board.	Granted	Granted	Granted	Granted	Granted
4.3 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	1 year	1 year	1 year	1 year	1 year
5. Date of first earning operating income	2 May 2012 (Canceled 25 May 2017)	1 November 2012	2 July 2013	5 November 2012	1 July 2015

Details	The Company (continued)				
1. Certificate No.	60-1167-0-00-1-2	60-1168-0-00-1-2	60-1170-0-00-1-2	60-1171-0-00-1-2	60-1172-0-00-1-2
Dated	16 October 2017	16 October 2017	16 October 2017	16 October 2017	16 October 2017
Transferred from certificate No.	1780(2)/2556	1781(2)/2556	1783(2)/2556	1017(2)/2558	1018(2)/2558
Dated	6 June 2013	6 June 2013	6 June 2013	6 January 2015	6 January 2015
2. Promotional privileges for	Manufacturing of wafers with stuff	Manufacturing of instant noodles	Manufacturing of cake with stuff	Manufacturing of instant noodles	Manufacturing of instant noodles
3. The significant conditions to follow are					
3.1 Plant to be located at	Rayong	Chonburi	Rayong	Rayong	Lampoon
4. The granted significant privileges are					
4.1 Exemption of corporate income tax on net income from the promoted operation, but not over 100 percent of investment and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	Until 30 September 2024	8 years	8 years	Until 31 August 2024	Until 31 January 2024
4.2 Reduction of 50% of corporate income tax on net income, commencing from the date which the privilege in 4.1 expire.	-	-	-	5 years	5 years
4.3 Exemption of import duty on machinery as approved by the board.	Granted	Granted	Granted	Granted	Granted
4.4 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	1 year	1 year	1 year	1 year	-
4.5 Reduction of 75% of import duty on raw materials and significant supplies used in domestic sales from the first import date	-	-	-	-	1 year
5. Date of first earning operating income	1 October 2016	Not yet commenced	Not yet commenced	1 September 2016	1 February 2016

Details	The Company (continued)	
1. Certificate No.	1042(3)/2548	60-1173-0-00-1-2
Dated	18 January 2005	16 October 2017
Transferred from certificate No.	-	58-2216-0-00-1-0
Dated	-	22 September 2015
2. Promotional privileges for	Manufacturing of instant foods and semi instant foods	Manufacturing of semi-instant noodles and dried noodles
3. The significant conditions to follow are		
3.1 Plant to be located at	Ratchaburi	Ratchaburi
4. The granted significant privileges are		
4.1 Exemption of corporate income tax on net income from the promoted operation, but not over 100 percent of investment and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	8 years (Expired)	Until 6 May 2024
4.2 Exemption of import duty on machinery as approved by the board.	Granted	Granted
4.3 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	1 year	-
5. Date of first earning operating income	4 January 2008 (Canceled 17 September 2017)	7 May 2016

Details	A subsidiary - Thai Anbao Paper Products Co., Ltd.				
1. Certificate No.	1611(2)/2552	1596(5)/2553	1461(2)/2554	1084(2)/2556	2438(2)/2556
Dated	14 August 2009	3 May 2010	27 April 2011	18 January 2013	15 October 2013
2. Promotional privileges for	Manufacturing	Manufacturing	Manufacturing	Manufacturing	Manufacturing
	of packaging	of pulp or	of pulp or	of pulp or paper	of pulp or
	and carton	paper material	paper material	material	paper material
3. The significant conditions to follow are					
3.1 Plant to be located at	Lamphoon	Rayong	Chonburi	Chonburi	Rayong
4. The granted significant privileges are					
4.1 Exemption of corporate income tax for net income from promotional privileges and exemption of income tax on dividends paid from the promoted operations in which the corporate income tax is exempted.	8 years (not over 100 percent of investment excluding land and working capital)	8 years	7 years (not over 100 percent of investment excluding land and working capital)	7 years (not over 100 percent of investment excluding land and working capital)	3 years (not over 100 percent of investment excluding land and working capital)
4.2 Exemption of import duty on machinery as approved by the Board.	Granted	Granted	Granted	Granted	Granted
5. Date of first earning operating income	6 January 2010	3 May 2010	9 September 2011	6 September 2013	Not yet commenced

Details	A subsidiary - President Flour Mills Co., Ltd.	A subsidiary - Dai-ichi Packaging Co., Ltd.
1. Certificate No.	1044(2)/2555	1855(2)/2555
Dated	19 January 2012	6 July 2012
2. Promotional privileges for	Manufacturing of flour-related products	Manufacturing of plastic product, or coated plastic
3. The significant conditions to follow are		
3.1 Plant to be located at	Rayong	Chachoengsao
4. The granted significant privileges are		
4.1 Exemption from corporate net income tax on income from the promoted operation, but not over 100 percent of investment excluding land and working capital.	3 years (Expired in 22 June 2017)	7 years
4.2 Exemption of import duty on machinery as approved by the Board.	-	Granted
4.3 Exemption of import duty on raw materials and significant supplies used in export production from the first import date.	-	1 year
5. Date of first earning operating income	23 June 2014	30 June 2014

Details	A subsidiary - President Bakery Public Co., Ltd.		
1. Certificate No.	1973(3)/2550	1343(2)/2555	2218(2)/2557
Dated	26 September 2007	22 March 2012	25 September 2014
2. Promotional privileges for	Manufacture of ready-made foods	Manufacture of bakery products	Manufacture of whole grain products
3. Significant privileges			
3.1 Exemption from import duty on approved machinery	Granted	Granted	Granted
3.2 Exemption from corporate income tax on net income from promoted operation (commencing from the date of earning operating income) and exemption from income tax on dividend paid from the income of the operations on which the corporate income tax is exempted throughout the corporate income tax exemption period	8 years (Expired in 2 June 2017)	8 years (not over 100 percent of investment excluding land and working capital)	8 years (not over 100 percent of investment excluding land and working capital)
3.3 Allowance to deduct operating loss incurred during the corporate income tax exemption period from net income incurred thereafter (after exemption period in 3.2)	5 years	5 years	5 years
3.4 Exemption from import duty on raw and essential materials imported for export manufacturing commencing as from the first import date	1 year	-	-
3.5 Exemption from import duty on goods imported for re-export commencing as from the first import date	1 year	-	-
5. Date of first earning operating income	3 June 2009	1 June 2017	1 October 2014

The Company and its subsidiaries have to comply with certain conditions specified under the promotion certificates.

The Company's and its subsidiaries' operating revenues, divided between promoted and non-promoted operations, are summarised below.

(Unit: Thousand Baht)

Consolidated financial statements								
	Promoted operations				Non-promoted operations		Total	
	Exemption of corporate income tax		Reduction of 50% of corporate income tax					
	2017	2016	2017	2016	2017	2016	2017	2016
Sales								
Export	1,024,857	1,072,193	-	217,718	2,730,508	2,160,306	3,755,365	3,450,217
Domestic sales	9,879,699	11,193,623	-	23,436	7,995,887	6,476,401	17,875,586	17,693,460
Total sales	10,904,556	12,265,816	-	241,154	10,726,395	8,636,707	21,630,951	21,143,677

(Unit: Thousand Baht)

	Separate financial statements		
	Promoted operations		
	Exemption of corporate income tax	Non-promoted operations	Total
	For the period as from	For the period as from	For the period as from
	16 October 2017 to 31 December 2017	16 October 2017 to 31 December 2017	16 October 2017 to 31 December 2017
Sales			
Export	982,593	1,083,524	2,066,117
Domestic sales	235,311	432,558	667,869
Total sales	1,217,904	1,516,082	2,733,986

29. Earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

30. 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. The Chief Operating Decision Makes has been identified as Executive Committee.

For management purposes, the Company and its subsidiaries are organised into business units based on their products and services and have six reportable segments as follows:

1. Instant noodles and semi-instant foods
2. Biscuits
3. Bakery
4. Packaging
5. Fruit Juice
6. Others (wheat flour)

No operating segments have been aggregated to form the above reportable operating segments.

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 on a basis consistent with that used to measure operating profit or loss in the financial statements.

The Company's and its subsidiaries' have applied the pricing policies described in Note 9 to set the transfer price. Inter-segment revenues are eliminated on consolidation.

The following table presents revenue and profit and total assets/ total liabilities information regarding the Company and its subsidiaries' operating segments for the years ended 31 December 2017 and 2016:

(Unit Thousand Baht)

	Instant noodles and semi-instant foods	Biscuits	Bakery	Packaging	Fruit Juice	Others (wheat flour)	Total reportable segments	Adjustments and eliminations	Consolidated
For the year ended 31 December 2017									
Revenue from external customers	11,273,531	872,871	7,448,907	1,022,920	889,692	123,030	21,630,951	-	21,630,951
Inter-segment revenue	105,714	343,850	53	1,596,599	1,006	858,177	2,905,399	(2,905,399)	-
Interest revenue	117,302	8,604	30,635	20,620	187	400	177,748	-	177,748
Depreciation and amortization	421,642	33,746	534,636	144,501	33,472	30,439	1,198,436	(1,390)	1,197,046
Share of profit of associates accounted for under the equity method	-	-	-	-	-	212,015	212,015	-	212,015
Income tax expense	231,260	2,979	143,334	29,183	6,793	16,877	430,426	-	430,426
Segment profit	2,198,797	57,175	1,330,828	347,571	103,297	316,402	4,354,070	(549,389)	3,804,681

(Unit Thousand Baht)

	Instant noodles and semi-instant foods	Biscuits	Bakery	Packaging	Fruit Juice	Others (wheat flour)	Unallocated assets	Total reportable segments	Adjustments and eliminations	Consolidated
Investment in associates accounted for under the equity method	-	-	-	-	-	-	1,562,333	1,562,333	-	1,562,333
Additions (decrease) to non-current assets other than deferred tax assets	(452,579)	(33,171)	61,409	136,420	(820)	(28,044)	(4,394,367)	(4,711,152)	5,065,323	354,171

(Unit Thousand Baht)

	Instant noodles and semi-instant foods	Biscuits	Bakery	Packaging	Fruit Juice	Others (wheat flour)	Total reportable segments	Adjustments and eliminations	Consolidated
For the year ended 31 December 2016									
Revenue from external customers	10,839,188	857,391	7,568,718	894,963	856,585	126,832	21,143,677	-	21,143,677
Inter-segment revenue	95,250	318,173	33	1,510,474	835	885,197	2,809,962	(2,809,962)	-
Interest revenue	120,563	9,353	39,277	18,306	156	365	188,020	-	188,020
Depreciation and amortization	386,823	29,429	447,947	139,021	32,236	29,344	1,064,800	(1,389)	1,063,411
Share of profit of associates accounted for under the equity method	-	-	-	-	-	192,130	192,130	-	192,130
Income tax expense	196,229	3,427	162,411	28,211	5,929	9,396	405,603	-	405,603
Segment profit	2,390,051	61,477	1,462,949	346,369	87,690	305,101	4,653,637	(758,971)	3,894,666

(Unit: Thousand Baht)

	Instant noodles and semi-instant foods	Biscuits	Bakery	Packaging	Fruit Juice	Others (wheat flour)	Unallocated assets	Total reportable segments	Adjustments and eliminations	Consolidated
Investment in associates accounted for under the equity method	-	-	-	-	-	-	1,428,235	1,428,235	-	1,428,235
Additions (decrease) to non-current assets other than deferred tax assets	(60,519)	49,161	1,484,832	362,524	5,565	(18,854)	1,423,386	3,246,095	(960,100)	2,285,995

Geographic information

Revenue from external customers is based on locations of the customers.

	(Unit: Thousand Baht)	
	<u>2017</u>	<u>2016</u>
Revenue from external customers		
Thailand	17,875,586	17,693,460
Others	3,755,365	3,450,217
Total	<u>21,630,951</u>	<u>21,143,677</u>
Non-current assets (other than deferred tax assets)		
Thailand	15,759,055	15,375,710
Others	299,341	328,515
Total	<u>16,058,396</u>	<u>15,704,225</u>

Major customers

For the year 2017, the Company and its subsidiaries have revenue from a major customer in amount of Baht 8,213 million, arising from sales by the Instant noodles (2016: Baht 8,068 million).

31. Provident fund

The Company and its subsidiaries, and their employees jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The fund is contributed by both employees and the Company or the subsidiary companies at the rates of 3 - 5 percent of their basic salaries and is managed by Tisco Asset Management Co., Ltd.

Total contributions of the Company and its subsidiaries for the year 2017 amounting to approximately Baht 61 million (2016: Baht 61 million) and separate financial statements: Baht 5 million were recognised as expenses.

32. Dividend

Dividend payment for the years ended 31 December 2017 and 2016 were dividends paid in respect of Thai President Foods Public Company Limited and President Rice Products Public Company Limited before the amalgamation are as follows:

Thai President Foods Public Company Limited

	Dividend for 2017		
	Per share	Total	Paid date
	(Baht)	(Thousand Baht)	
The second-half period of 2016			
(Approved by the Annual General Meeting of the Company's shareholders No. 46/2017 on 25 April 2017)			
BOI-promoted operation	2.00	360,000	24 May 2017
Non-BOI-promoted operation	0.20	36,000	
	2.20	396,000	
The first-half period of 2017			
(Approved by the Meeting of the Company's Board of Directors No. 8/2017 on 16 August 2017)			
BOI-promoted operation	1.80	324,000	15 September 2017
Non-BOI-promoted operation	1.02	183,600	
	2.82	507,600	
Total dividend declared in 2017	5.02	903,600	

	Dividend for 2016		
	Per share	Total	Paid date
	(Baht)	(Thousand Baht)	
The second-half period of 2015			
(Approved by the Annual General Meeting of the Company's shareholders No. 45/2016 on 27 April 2016)			
BOI-promoted operation	1.70	306,000	25 May 2016
Non-BOI-promoted operation	0.39	70,200	
	2.09	376,200	
The first-half period of 2016			
(Approved by the Meeting of the Company's Board of Directors No. 9/2016 on 21 September 2016)			
BOI-promoted operation	2.00	360,000	19 October 2016
Non-BOI-promoted operation	0.65	117,000	
	2.65	477,000	
Total dividend declared in 2016	4.74	853,200	

President Rice Products Public Company Limited

	Dividend for 2017		
	Per share	Total	Paid date
	(Baht)	(Thousand Baht)	
The second-half period of 2016			
(Approved by the Annual General Meeting of the Company's shareholders No. 1/2017 on 25 April 2017)			
BOI-promoted operation	1.15	172,160	24 May 2017
Non-BOI-promoted operation	0.07	10,479	
	1.22	182,639	
The first-half period of 2017			
(Approved by the Meeting of the Company's Board of Directors No. 8/2017 on 16 August 2017)			
BOI-promoted operation	0.93	139,225	15 September 2017
Non-BOI-promoted operation	0.05	7,485	
	0.98	146,710	
Total dividend declared in 2017	2.20	329,349	

	Dividend for 2016		
	Per share	Total	Paid date
	(Baht)	(Thousand Baht)	
The second-half period of 2015			
(Approved by the Annual General Meeting of the Company's shareholders No. 1/2016 on 27 April 2016)			
BOI-promoted operation	0.56	83,834	26 May 2016
Non-BOI-promoted operation	0.54	80,840	
	1.10	164,674	
The first-half period of 2016			
(Approved by the Meeting of the Company's Board of Directors No. 9/2016 on 16 September 2016)			
BOI-promoted operation	0.83	124,254	14 October 2016
Non-BOI-promoted operation	0.11	16,468	
	0.94	140,722	
Total dividend declared in 2016	2.04	305,396	

33. Commitments and contingent liabilities

33.1 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of warehouse and other services. The terms of the agreements are generally 1 year to 5 year.

Future minimum lease payments required under these operating leases contracts were as follows:

	(Unit: Million Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
Payable within:			
Less than 1 year	25	27	7
1 to 5 years	9	11	-
	<u>34</u>	<u>38</u>	<u>7</u>

33.2 Guarantees

33.2.1 As at 31 December 2017, there were outstanding bank guarantees of approximately Baht 106 million (2016: Baht 148 million), issued by banks on behalf of the Company and its subsidiaries and separate financial statements Baht 59 million in respect of certain performance bonds as required in the normal course of business of the Company and its subsidiaries. These included letters of guarantee as follows:

	(Unit: Million Baht)		
	Consolidated financial statements		Separate financial statements
	<u>2017</u>	<u>2016</u>	<u>2017</u>
<u>Type of guarantee</u>			
Payment due to creditors	29	89	-
Custom duty	2	2	2
Retroactive tax assessment	75	57	57
	<u>106</u>	<u>148</u>	<u>59</u>

33.2.2 A subsidiary company had pledged its fixed deposit of Baht 36.3 million (2016: Baht 36.3 million) with the Revenue Department as a guarantee for a retroactive tax assessment against the Company. Currently, the case is in the appeal process of the Central Tax Court.

34. Fair value hierarchy

As at 31 December 2017 and 2016, the Company and its subsidiaries had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated Financial Statements		
	As at 31 December 2017		
	Level 1	Level 2	Total
Financial assets measured at fair value			
Available-for-sale investments			
Local marketable equity securities	481,340	-	481,340
Long-term fund	-	110,479	110,479
Available-for-sale investments (in private fund)	-	4,282,693	4,282,693
Assets for which fair value are disclosed			
Investment property	-	247	247

(Unit: Million Baht)

	Consolidated Financial Statements		
	As at 31 December 2016		
	Level 1	Level 2	Total
Financial assets measured at fair value			
Available-for-sale investments			
Local marketable equity securities	224,311	-	224,311
Long-term fund	-	168,831	168,831
Available-for-sale investments (in private fund)	-	3,911,056	3,911,056
Assets for which fair value are disclosed			
Investment property	-	247	247

(Unit: Million Baht)

	Separate Financial Statements		
	As at 31 December 2017		
	Level 1	Level 2	Total
Financial assets measured at fair value			
Available-for-sale investments			
Local marketable equity securities	481,340	-	481,340
Long-term fund	-	104,693	104,693
Available-for-sale investments (in private fund)	-	2,626,111	2,626,111
Assets for which fair value are disclosed			
Investment property	-	237	237

35. Financial instruments

35.1 Financial risk management

The Company and its subsidiary companies' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade accounts receivable, investments and trade accounts payable. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiary companies are exposed to credit risk primarily with respect to trade accounts receivable. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and sales are made to creditworthy customers. Therefore the Company and its subsidiaries do not expect to incur material financial losses. The maximum exposure to credit risk is limited to the carrying amounts of receivables less allowance for doubtful accounts as stated in the statement of financial position.

Interest rate risk

The Company and its subsidiary companies' exposure to interest rate risk relates primarily to its cash at banks and financial institutions, investments and liabilities under financial lease agreements. Most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rates are summarized in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2017							
Fixed interest rates							
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate	(% per annum)
Financial Assets							
Cash and cash equivalents	1,441	-	-	1,299	33	2,773	0.05 - 5.13
Current investments	5,516	-	-	-	-	5,516	0.55 - 5.04
Trade and other receivables	-	-	-	23	3,603	3,626	0.05 - 5.04
Other long-term investments	-	-	-	234	4,900	5,134	1.49 - 5.13
	6,957	-	-	1,556	8,536	17,049	
Financial liabilities							
Trade and other payables	-	-	-	-	1,788	1,788	-
Liabilities under finance lease agreements	82	94	-	-	-	176	2.80 - 5.15
	82	94	-	-	1,788	1,964	

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2016							
Fixed interest rates							
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate	(% per annum)
Financial Assets							
Cash and cash equivalents	1,055	-	-	1,210	180	2,445	0.10 - 1.65
Current investments	4,529	-	-	-	-	4,529	0.75 - 4.52
Trade and other receivables	35	-	-	-	3,295	3,330	0.10 - 4.38
Other long-term investments	-	489	127	-	3,797	4,413	1.20 - 5.13
	5,619	489	127	1,210	7,272	14,717	
Financial liabilities							
Trade and other payables	-	-	-	-	1,870	1,870	-
Liabilities under finance lease agreements	104	124	-	-	-	228	2.24 - 7.65
	104	124	-	-	1,870	2,098	

(Unit: Million Baht)

	Separate financial statements						
	As at 31 December 2017						
	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum.)
Financial Assets							
Cash and cash equivalents	44	-	-	1,209	30	1,283	0.05 - 0.80
Current investments	4,522	-	-	-	-	4,522	0.09 - 1.75
Trade and other receivables	22	-	-	-	2,240	2,262	0.10 - 1.75
Other long-term investments	-	40	73	-	3,218	3,331	1.59 - 4.25
	4,588	40	73	1,209	5,488	11,398	
Financial liabilities							
Trade and other payables	-	-	-	-	1,081	1,081	-
Liabilities under finance lease agreements	2	1	-	-	-	3	5.15
	2	1	-	-	1,081	1,084	

Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The Company and the subsidiaries seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

The balances of financial assets and liabilities denominated in foreign currencies are summarized below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US dollar	9,379	8,530	3,176	2,693	32.6407	35.7843
Singapore dollar	183	163	5	4	24.4157	24.7612
Euro	512	331	51	129	38.9753	37.7066
Japanese Yen	-	19,674	31,388	65,710	0.2894	0.3075
Ringgit	289	253	36	114	8.0379	7.9714
Canada dollar	-	-	-	1	-	26.5416
Pound sterling	6	-	-	-	43.9241	-

Foreign exchange contracts outstanding are summarized below.

As at 31 December 2017					
Foreign currency	Sold amount	Bought amount	Contractual exchange rate		Contractual maturity date
	(Thousand)	(Thousand)	Sold amount	Sold amount	
			(Baht per 1 foreign currency unit)		
US dollar	2,000	1,721	32.5680 - 32.6647	32.5630 - 34.722	26 January - 11 May 2018
As at 31 December 2016					
Foreign currency	Sold amount	Bought amount	Contractual exchange rate		Contractual maturity date
	(Thousand)	(Thousand)	Sold amount	Sold amount	
			(Baht per 1 foreign currency unit)		
US dollar	486	7,238	35.7942 - 35.974	34.6607 - 36.07	15 January - 8 March 2017
HKD dollar	380	-	4.6305	-	29 December 2016 - 8 March 2017
Japanese Yen	-	61,600	-	0.3196 - 0.3416	10 January - 17 February 2017

35.2 Fair values of financial instruments

Since the majority of the Company and its subsidiary companies' financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

36. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2017, the Group's debt-to-equity ratio was 0.12:1 (2016: 0.16:1) and the Company's was 0.14:1.

37. Approval of financial statements

These financial statements were authorised for issue by the authorised director of the Company on 26 February 2018.



Board of Directors Details



1. Name	MR. BOONSITHI CHOKWATANA	
Position	Chairman of the Board / Chairman of the Nomination and Remuneration Committee	
Age	80 years	
Shareholding	3,004,301 Shares (0.91%)	
Education	The Honorary Doctorate Degree Business Administration Burapha University Business Administration Thammasat University Business Administration National Institute of Development Administration, Business Administration University of the Thai Chamber of Commerce Environmental Engineering Khon Kaen University Faculty of Law Waseda University Faculty of Textile Industry (Textile and Garments) Rajamangala University of Technology Krungthep	
Working Experience		
Oct 2017 - Present	Chairman of the Board / Chairman of The Nomination and Remuneration Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 - Oct 2017	Chairman of the Board / Chairman of The Nomination and Remuneration Committee	Thai President Foods Public Co.,Ltd.(TF)
2010 - Present	Honorary Chairman	Saha Pathanapibul Public Co.,Ltd.
1973 - Present	Chairman / Chairman of the Executive Board / Chairman of the Nomination and Remuneration Committee	Saha Pathana Inter-Holding Public Co.,Ltd,
Present	Honorary Advisory	I.C.C International Public Co.,Ltd.
May 2016 - Dec 2016	Honorary Advisory Director	I.C.C International Public Co.,Ltd.
1991 - May 2016	Vice Chairman	I.C.C International Public Co.,Ltd.
2002 - Present	Director	Sahacogen (Chonburi) Public Co., Ltd.
Jul 2016 - Present	Advisor to the Board of Directors	Thanulux Public Co., Ltd.
May 2010 - Jul 2016	Director Consultant	Thanulux Public Co., Ltd.
2010 - Present	Advisor to The Board of Directors	Textile Prestige Public Co., Ltd.
2010 - Present	Consultant	Thai Wacoal Public Co.,Ltd.
Board Member in Listed company	Honorary Chairman	Saha Pathanapibul Public Co.,Ltd.
	Chairman / Chairman of the Executive Board / Chairman of the Nomination and Remuneration Committee	Saha Pathana Inter-Holding Public Co.,Ltd,
	Director	Sahacogen (Chonburi) Public Co., Ltd.
Board Member in Other company	Amount 23 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	



2. Name	MR. KARMTHON PUNSAK-UDOMSIN	
Position	Vice Chairman	
Age	82 years	
Shareholding	2,668,946 Shares (0.81%)	
Education	PEI-ING MIDDLE SCHOOL	
Working Experience		
Oct 2017 - Present	Vice Chairman	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 - Oct 2017	Vice Chairman	Thai President Foods Public Co.,Ltd.(TF)
2003 - Present	Director	Saha Pathana Inter-Holding Public Co.,Ltd.
2004 - Present	Director	IT City Public Co.,Ltd.
Board Member in Listed company	Director	Saha Pathana Inter-Holding Public Co.,Ltd.
	Director	IT City Public Co.,Ltd.
Board Member in Other company	Amount 11 companies	
Appointed to be the company director since	October 16, 2017	
Director skills and duties trainings	Thai Institute of Directors Association	
	- Director Accreditation Program (DAP) 3/2003	
	- Director Certification Program (DCP) 68/2005	

3. Name	MR. PIPAT PANIANGVAIT	
Position	Vice Chairman / Nomination and Remuneration Committee / Chief Executive Officer	
Age	78 years	
Shareholding	22,130,705 Shares (6.71%)	
Education	Honorary Doctor of Science Degree in Food Science and Technology, Faculty of Science and Technology, Rajamangala University of Technology Tawan-ok Honorary Doctor of Arts Degree in Business administration, North Chiang Mai University Honorary Doctor of Arts Degree in Home Economics Development, Faculty of Education / Ramkhamhaeng University	
Working Experience		
Oct 2017 - Present	Vice Chairman / Chief Executive Officer Nomination and Remuneration Committee	Thai President Foods Public Co.,Ltd. (TFMAMA)
2013 - Oct 2017	Vice Chairman / Chief Executive Officer Nomination and Remuneration Committee	Thai President Foods Public Co.,Ltd. (TF)
2013 - Present	Honorary Director	The Thai Chamber of Commerce
2007 - 2013	Vice Chairman	The Thai Chamber of Commerce
1980 - Present	Chairman Chairman of The Nomination and Remuneration Committee	President Bakery Public Co.,Ltd., Thai O.P.P. Public Co.,Ltd.
1995 - Present	Chairman	Sahapatana Inter Holding Public Co.,Ltd.,
2003 - Present	Director	President Rice Product Public Co.,Ltd.
2013 - Oct 2017	Advisor to the Board of Directors	President Rice Product Public Co.,Ltd.
1983 - 2013	Chairman	President Bakery Public Co.,Ltd.,
Board Member in Listed company	Chairman Chairman Director	Thai O.P.P. Public Co.,Ltd. Sahapatana Inter Holding Public Co.,Ltd.,
Board Member in Other company	Amount 9 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 39/2004	

4. Name	MR. SUCHAI RATANAJIAJAROEN	
Position	Vice Chairman / Risk Management Committee	
Age	65 years	
Shareholding	-	
Education	Master in Business Administration , Thammasat University	
Working Experience		
Oct 2017 - Present	Vice Chairman	Thai President Foods Public Co.,Ltd.(TFMAMA)
	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
Apr 2017 - Oct 2017	Vice Chairman	Thai President Foods Public Co.,Ltd.(TF)
2013 - Apr 2017	President	Thai President Foods Public Co.,Ltd.(TF)
2013 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)
2013 - Present	Chairman	President Interfood Co.,Ltd.
	Chairman	Kallol Thai President Foods (BD) Ltd.
	Chairman	China Bangla Packaging & Printing Industries Ltd.
	Consultant	Kerry Flour Mills Ltd.
	Director	Thai-Myanmar Success Venture Co.,Ltd.
	Director	President Foods (Cambodia) Co.,Ltd.
	Director	Sriracha Transportation Co.,Ltd.
2011 - May 2017	Chairman	President Flour Mills Co.,Ltd.
	Director	Thai President Foods (Hungary) Kft.
2016 - Present	Director	President Kourakuen Co.,Ltd.
Board Member in Listed company	None	
Board Member in Other company	Amount 8 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Director Certification Program (DCP) 45/2004	

5. Name	DR. POJ PANIANGVAIT	
Position	President / Risk Management Committee	
Age	50 years	
Shareholding	3,058,552 Shares (0.93%)	
Education	Dotor of Philosophy in Knowledge Management, Chiang Mai University MBA Commerce and Accountancy, Thammasat University	
Working Experience		
Oct 2017 - Present	President Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
Apr 2017 - Oct 2017	President	Thai President Foods Public Co.,Ltd.(TF)
2013 - Apr 2017	Vice President	Thai President Foods Public Co.,Ltd.(TF)
2013 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)
2013 - Present	Director	Sanko Machinery (Thailand) Co.,Ltd.
	Director	President Foods (Cambodia) Pte.,Ltd.
	Director	Thai Myanmar Success Venture Ltd.
	Director	Kallol Thai President Foods (BD) Ltd.
	Director	China Bangla Packaging & Printing Industries Ltd.
	Director	Jim's Group Co., Ltd.
	Managing Director	Thai President Foods (Hungary) Kft.
	Director	Sam Chai Sun Co., Ltd.
Jun 2017 - Present	Director	President Flour Mills Co.,Ltd.
Board Member in Listed company	None	
Board Member in Other company	Amount 9 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Directors Accreditation Program (DAP) 20/2004 - Director Certification Program (DCP) 72/2006	

6.	Name	MR. KAMTHORN TATIYAKAVEE	
	Position	Director	
	Age	63 years	
	Shareholding	5,792,527 Shares (1.76%)	
	Education	MBA. (Finance) University of Bridgeport Connecticut, U.S.A.	
	Working Experience		
	Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	2013 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)
	2013 - Present	Director	President Bakery Public Co.,Ltd,
	2013 - Present	Director Consultant	Kerry Flour Mills Limited
	2013 - Jul 2017	Director	Asia Wealth Securities Co.,Ltd.
	2013 - Jul 2017	Director	Asia Wealth Holding Co.,Ltd.
	2014 - Present	Chairman	WHA Real Estate Management Co.,Ltd.
	2015 - Present	Director	Export - Import Bank of Thailand
	2013 - Jul 2017	Director	Asia Wealth Securities Co., Ltd.
	2013 - Jun 2017	Director and President	President Holding Co.,Ltd.
	2017 - Present	Chairman	Keystone Holding Co., Ltd.
	Board Member in Listed company	Director	President Bakery Public Co.,Ltd,
	Board Member in Other company	Amount 2 companies	
	Appointed to be the company director since October 16, 2017		
	Director skills and duties trainings	Thai Institute of Directors Association	
		- Audit Committee Program (ACP) 12/2006	
		- Directors Certification Program (DCP) 46/2004	
		- Directors Accreditation Program (DAP) 3/2003	

7.	Name	MR. APICHART THAMMANOMAI	
	Position	Director	
	Age	68 years	
	Shareholding	158,972 Shares (0.05%)	
	Education	Mini MBA , Thammasat University Bachelor's Degree in Political Science, Ramkhamhaeng University	
	Working Experience		
	Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	2013 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)
	1984 - Present	Managing Director	President Bakery Public Co.,Ltd.
	2014 - Present	Nomination and Remuneration Committee	President Bakery Public Co.,Ltd.
	2015 - Oct 2017	Chairman of the Board of Director	
		Chairman of the Nomination and	
		Remuneration Committee	President Rice Products Public Co.,Ltd.
	Jun 2017 - Present	Chairman	President Flour Mills Co.,Ltd.
	2011 - May 2017	Director	President Flour Mills Co.,Ltd.
	2013 - Present	Director	Kerry Flour Mills Limited
	Board Member in Listed company	Managing Director Nomination and	
		Remuneration Committee	President Bakery Public Co.,Ltd.
	Board Member in Other company	Amount 2 companies	
	Appointed to be the company director since October 16, 2017		
	Director skills and duties trainings	Thai Institute of Directors Association - Director Certification Program (DCP) 68/2005 - Director Accreditation Program (DAP) 2003	

8.	Name	MR. BOONCHAI CHOKWATANA	
	Position	Director	
	Age	70 years	
	Shareholding	73,964 Shares (0.022%)	
	Education	The Doctor Honorary Degree in -Communication, Naresuan University -Business Administration, Mahasarakham University Bachelor of Arts in Political Science, Ramkhamhaeng University Bachelor of Business Administration Wisconsin State University At Superior, U.S.A.	
	Working Experience		
	Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	2013 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)
	Apr 2012- Present	Director	Saha Pathana Inter-Holding Public Co.,Ltd.
	2013 - Present	Chairman / Chairman of the Executive Board	Saha Pathanapibul Public Co.,Ltd.
	2013 - Present	Chairman	Far East DDB Public Co.,Ltd.
	2009 - Dec 2014	Independent Director	MFC Asset Management Public Co.,Ltd.
	2011 - Dec 2012	Chairman	Pan Asia Footware Public Co.,Ltd.
	Dec 2012 - Apr 2014	Director	Pan Asia Footware Public Co.,Ltd.
	Board Member in Listed company	Chairman / Chairman of the Executive Board	Saha Pathanapibul Public Co.,Ltd.
		Chairman	Far East DDB Public Co.,Ltd.
		Director	Saha Pathana Inter-Holding Public Co.,Ltd.
	Board Member in Other company	Amount 21 companies	
	Appointed to be the company director since October 16, 2017		
	Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	

9.	Name	MR. VATHIT CHOKWATANA	
	Position	Director	
	Age	53 years	
	Shareholding	888 Shares (0.0003%)	
	Education	Master's Degree in Business Administration, Assumption University Bachelor of Electronic Engineer, San Francisco State University, California USA	
	Working Experience		
	Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	2013 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)
	2017 - Present	President	Saha Pathanapibul Public Co.,Ltd.
	2008 - 2017	Director	Saha Pathanapibul Public Co.,Ltd.
		Managing Director	Sun 108 Co.,Ltd.
		Managing Director	Thai Cubic Technology Co.,Ltd.
	Board Member in Listed company	President	Saha Pathanapibul Public Co.,Ltd.
	Board Member in Other company	Amount 17 companies	
	Appointed to be the company director since October 16, 2017		
	Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program (DAP) 75/2008	

10. Name	MISS POJJANA PANIANGVAIT		
Position	Director / Risk Management Committee /Assistant Vice President		
Age	52 years		
Shareholding	3,061,510 Shares (0.93%)		
Education	Master Of Business Administration (MBA), National Institute of Development Administration Master Of Art (MA) in Communication Art and Design New York Institute of Technology (NYIT),New York,USA B.F.A. (Communication Design), King Mongkut's Institute of Technology Ladkrabang		
Working Experience			
Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)	
Oct 2017 - Present	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)	
Oct 2017 - Present	Assistant Vice President	Thai President Foods Public Co.,Ltd.(TFMAMA)	
Apr 2015 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)	
2016 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)	
2015 - Present	Director	Thai President Foods (Hungary) Kft.	
2008 - Present	Director	Sam Heng Co., Ltd.	
2000 - Present	Managing Director	President Imter Food Co., Ltd.	
1986 - Present	Director	Daiji Enterprise Co., Ltd.	
1979 - Present	Director	Jim's Group Co., Ltd.	
Board Member in Listed company	None		
Board Member in Other company	Amount 5 companies		
Appointed to be the company director since October 16, 2017			
Director skills and duties trainings	Thai Institute of Directors Association - Directors Certification Program (DCP 212/2015) - Successful Formulation & Execution the Strategy (SFE 29/2017) - Risk Management Program for Corporation Leaders (RCL 8/2017)		

11. Name	DR. KULPATRA SIRODOM	
Position	Independent Director / Chairman of Audit Committee	
Age	61 years	
Shareholding	150,147 Shares (0.05%)	
Education	Ph.D (Finance) University of Pittsburgh, Pennsylvania,USA	
Working Experience		
Oct 2017 - Present	Independent Director Chairman of the Audit Committee	Thai President Foods Public Co.,Ltd. (TFMAMA)
2013 - Oct 2017	Independent Director Chairman of the Audit Committee	Thai President Foods Public Co.,Ltd. (TF)
2002 - 2017	Independent Director Director of the Audit Committee	President Bakery Public Co.,Ltd.
2010 - Present	Independent Director Chairman of the Audit Committee Chairman of Corporate Governance Committee	Thai Wacoal Public Company Limited
2009 - Present	Independent Director / Audit Committee Member	The Siam Commercial Bank Plc.
2013 - Present	Independent Director / Audit Committee Member	The Arawan Group Plc.
Board Member in Listed company	Independent Director Chairman of the Audit Committee Chairman of Corporate Governance Committee Independent Director / Audit Committee Member Independent Director / Audit Committee Member	Thai Wacoal Public Company Limited The Siam Commercial Bank Plc. The Arawan Group Plc.
Board Member in Other company	Amount 2 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Director Certification Program (DCP) 1/2000 - Audit Committee Program	

12. Name	THANPUYING ANGKAB PUNYASHTHITI	
Position	Independent Director / Director of Audit Committee	
Age	83 years	
Shareholding	155,873 Shares (0.05%)	
Education	Honorary Degree of Doctor of Philosophy in Educational Administration Ph.D. (Honorary Degree in Educational Administration) Ramkhamhaeng University Doctor of Philosophy (Buddhist Educational Administration) Mahachulalongkornrajavidyalaya University M.S.C. in Education University of Wisconsin, U.S.A. Bachelor of Arts, Chulalongkorn University	
Working Experience		
Oct 2017 - Present	Independent Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	Director of the Audit Committee	
2013 - Oct 2017	Independent Director	Thai President Foods Public Co.,Ltd.(TF)
	Director of the Audit Committee	
2013 - Present	Chairman	Thai Bunka Fashion Co.,Ltd.
	Advisor	Chitralada School (vocational)
	Honorary Member	The National Scout Council
	Honorary Member	Chitralada Technology College
	Honorary Advisory	Chitralada Technology College
Board Member in Listed company	None	
Board Member in Other company	Amount 1 company	
Appointed to be the company director since	October 16, 2017	
Director skills and duties trainings	Thai Institute of Directors Association - Director Certification Program (DCP) 68/2005	

13. Name	MR. CHAIWAT MARAPRYGSAVAN	
Position	Independent Director / Audit Committee / Nomination and Remuneration Committee	
Age	71 years	
Shareholding	-	
Education	Master of Laws, Ramkhamhaeng University	
Working Experience		
Oct 2017 - Present	Independent Director/Director of Audit Committee	
	and RemunerationCommittee	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 - Oct 2017	Independent Director/Director of Audit Committee	
	and Remuneration Committee	Thai President Foods Public Co.,Ltd.(TF)
2013 - Present	Vice Chairman	The Thai Chamber of Commerce
	Advisor of Legal Committee	Board of Trade of Thailand
	Chairman of Audit Committee	University of the Thai Chamber of Commerce
	Director	Board of Thai Entrepreneur Development Institute, Board of Trade of Thailand
	Director	Board of Certificate of Origin (C/O), Certificate of Standards of Products and ATA Carnet
	Director	The Committee on the business of APEC/APAC/ASEM
	Director	University of the Thai Chamber Commerce Council
		Litigant, Business Law Consultant / C.B. Law office Ltd.
2014 - Present	Expert to Member of The National Legislative Assembly	
	Practice as the Arbitrator and Counselor	
Board Member in Listed company	None	
Board Member in Other company	Amount 1 company	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association	
	- Directors Certification Program (DCP) 105/2008	

14. Name	PROFESSOR DR.VISITH CHAVASIT	
Position	Independent Director / Chairman of Risk Management Committee	
Age	60 years	
Shareholding	-	
Education	Ph.D.(Food Science) Department of Food Science and Technology, Oregon State University U.S.A	
Working Experience		
Oct 2017 - Present	Independent Director Chairman of Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 - Oct 2017	Independent Director Chairman of Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)
2014 - Present	Professor	The Institute of Nutrition / Mahidol University
Oct 2007 - Oct 2014	Director	The Institute of Nutrition / Mahidol University
Oct 1999 - Oct 2014	Associate Professor	The Institute of Nutrition / Mahidol University
Board Member in Listed company	None	
Board Member in Other company	None	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Director Certification Program (DCP) 136/2010 - Risk Management Program for Corporation Leaders (RCL 8/2017)	

15. Name MR. SAROJ CHAYAVIVATKUL

Position Independent Director

Age 51 years

Shareholding -

Education Master of Business Administration, The Wharton School, University of Pennsylvania
Bachelor of Arts in Computer Science, University of Texas

Working Experience

Oct 2017 - Present	Independent Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
Apr 2016 - Oct 2017	Independent Director	Thai President Foods Public Co.,Ltd.(TF)
1996 - Present	President	Thai Beverage Can Ltd.

Board Member in Listed company None

Board Member in Other company Amount 4 companies

Appointed to be the company director since October 16, 2017

Director skills and duties trainings Thai Institute of Directors Association
- Director Certification Program (DCP)

Management Team details



1. Name	MR. PIPAT PANIANGVAIT	
Position	Chief Executive Officer	
Age	78 years	
Shareholding	22,130,705 Shares (6.71%)	
Education	Honorary Doctor of Science Degree in Food Science and Technology, Faculty of Science and Technology, Rajamangala University of Technology Tawan-ok Honorary Doctor of Arts Degree in Business administration, North Chiang Mai University Honorary Doctor of Arts Degree in Home Economics Development, Faculty of Education / Ramkhamhaeng University	
Working Experience		
Oct 2017 - Present	Vice Chairman / Chief Executive Officer	Thai President Foods Public Co.,Ltd. (TFMAMA)
	Nomination and Remuneration Committee	
2013 - Oct 2017	Vice Chairman / Chief Executive Officer	
	Nomination and Remuneration Committee	Thai President Foods Public Co.,Ltd. (TF)
2013 - Present	Honorary Director	The Thai Chamber of Commerce
2007 - 2013	Vice Chairman	The Thai Chamber of Commerce
1980 - Present	Chairman	
	Chairman of The Nomination and Remuneration Committee	President Bakery Public Co.,Ltd., Thai O.P.P. Public Co.,Ltd.
1995 - Present	Chairman	
2003 - Present	Director	Sahapatana Inter Holding Public Co.,Ltd.,
2013 - Oct 2017	Advisor to the Board of Directors	President Rice Product Public Co.,Ltd.
1983 - 2013	Chairman	President Rice Product Public Co.,Ltd.
Board Member in Listed company	Chairman	President Bakery Public Co.,Ltd.,
	Chairman	Thai O.P.P. Public Co.,Ltd.
	Director	Sahapatana Inter Holding Public Co.,Ltd.,
Board Member in Other company	Amount 9 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association	
	- Director Accreditation Program (DAP) 3/2003	
	- Director Certification Program (DCP) 39/2004	



2. Name	MR. SUCHAI RATANAJAJAROEN		
Position	Vice Chairman		
Age	65 years		
Shareholding	-		
Education	Master in Business Administration , Thammasat University		
Working Experience			
Oct 2017 - Present	Vice Chairman	Thai President Foods Public Co.,Ltd.(TFMAMA)	
	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)	
Apr 2017 - Oct 2017	Vice Chairman	Thai President Foods Public Co.,Ltd.(TF)	
2013 - Apr 2017	President	Thai President Foods Public Co.,Ltd.(TF)	
2013 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)	
2013 - Present	Chairman	President Interfood Co.,Ltd.	
	Chairman	Kallol Thai President Foods (BD) Ltd.	
	Chairman	China Bangla Packaging & Printing Industries Ltd.	
	Consultant	Kerry Flour Mills Ltd.	
	Director	Thai-Myanmar Success Venture Co.,Ltd.	
	Director	President Foods (Cambodia) Co.,Ltd.	
	Director	Sriracha Transportation Co.,Ltd.	
2011 - May 2017	Chairman	President Flour Mills Co.,Ltd.	
	Director	Thai President Foods (Hungary) Kft.	
2016 - Present	Director	President Kourakuen Co.,Ltd.	
Board Member in Listed company	None		
Board Member in Other company	Amount 8 companies		
Appointed to be the company director since October 16, 2017			
Director skills and duties trainings	Thai Institute of Directors Association		
	- Director Certification Program (DCP) 45/2004		

3. Name	DR. POJ PANIANGVAIT	
Position	President	
Age	50 years	
Shareholding	3,058,552 Shares (0.93%)	
Education	Dortor of Philosophy in Knowledge Management, Chiang Mai University MBA Commerce and Accountancy, Thammasat University	
Working Experience		
Oct 2017 - Present	President Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
Apr 2017 - Oct 2017	President	Thai President Foods Public Co.,Ltd.(TF)
2013 - Apr 2017	Vice President	Thai President Foods Public Co.,Ltd.(TF)
2013 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)
2013 - Present	Director	Sanko Machinery (Thailand) Co.,Ltd.
Director	President Foods (Cambodia) Pte.,Ltd.	
Director	Thai Myanmar Success Venture Ltd.	
Director	Kallol Thai President Foods (BD) Ltd.	
Director	China Bangla Packaging & Printing Industries Ltd.	
Director	Jim's Group Co., Ltd.	
Managing Director	Thai President Foods (Hungary) Kft.	
Director	Sam Chai Sun Co., Ltd.	
Jun 2017 - Present	Director	President Flour Mills Co.,Ltd.
Board Member in Listed company	None	
Board Member in Other company	Amount 9 companies	
Appointed to be the company director since October 16, 2017		
Director skills and duties trainings	Thai Institute of Directors Association - Directors Accreditation Program (DAP) 20/2004 - Director Certification Program (DCP) 72/2006	

4. Name	DR. POJJANEE PANIANGVAIT	
Position	Vice President	
Age	54 years	
Shareholding	3,100,923 Shares (0.94%)	
Education	Ph.D. in Agricultural and Environmental Chemistry with emphasis on Food Sciences, University of California, Davis Master of Management, SASIN Graduate Institute of Business Administration, Bangkok	
Working Experience		
Oct 2017 - Present	Vice President	Thai President Foods Public Co.,Ltd.(TFMAMA)
2009 – Oct 2017	Vice President	Thai President Foods Public Co.,Ltd.(TF)
2011 - Present	Managing Director	President Flour Mills Co.,Ltd.
2006 - Present	Director	Kerry Flour Mills Co.,Ltd.
2014 - Present	Managing Director	Siam Sincere Co.,Ltd.
2013 - Present	Director	President Inter Foods Co.,Ltd.
2013 - Present	Director	President Bakery Public Co.,Ltd.
2007 - Oct 2017	Director	President Rice Products Public Co.,Ltd.
Board Member in Other company	Amount 4 companies	
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program	

5.	Name	MISS POJJANA PANIANGVAIT	
	Position	Assistant Vice President	
	Age	52 years	
	Shareholding	3,061,510 Shares (0.93%)	
	Education	Master Of Business Administration (MBA), National Institute of Development Administration Master Of Art (MA) in Communication Art and Design New York Institute of Technology (NYIT),New York,USA B.F.A. (Communication Design), King Mongkut's Institute of Technology Ladkrabang	
	Working Experience		
	Oct 2017 - Present	Director	Thai President Foods Public Co.,Ltd.(TFMAMA)
	Oct 2017 - Present	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TFMAMA)
	Oct 2017 - Present	Assistant Vice President	Thai President Foods Public Co.,Ltd.(TFMAMA)
	Apr 2015 - Oct 2017	Director	Thai President Foods Public Co.,Ltd.(TF)
	2016 - Oct 2017	Risk Management Committee	Thai President Foods Public Co.,Ltd.(TF)
	2015 - Present	Director	Thai President Foods (Hungary) Kft.
	2008 - Present	Director	Sam Heng Co., Ltd.
	2000 - Present	Managing Director	President Imter Food Co., Ltd.
	1986 - Present	Director	Daiji Enterprise Co., Ltd.
	1979 - Present	Director	Jim's Group Co., Ltd.
	Board Member in Listed company	None	
	Board Member in Other company	Amount 5 companies	
	Appointed to be the company director since October 16, 2017		
	Director skills and duties trainings	Thai Institute of Directors Association - Directors Certification Program (DCP 212/2015) - Successful Formulation & Execution the Strategy (SFE 29/2017) - Risk Management Program for Corporation Leaders (RCL 8/2017)	

6. Name	MS.HATAIRAT KWANGCHIT-AREE	
Position	Assistant Vice President	
Age	59 years	
Shareholding	51,144 Shares (0.016%)	
Education	EX-MBA The National Institute of Development B.B.A Accounting Ramkhamhaeng University	
Working Experience		
Oct 2017 - Present	Assistant Vice President	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Assistant Managing Director	
	Executive Director	President Rice Products Public Co.,Ltd.
Board Member in Other company	None	
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program	

7. Name	MRS. SODSAI HANCHANA	
Position	Assistant Vice President	
Age	58 years	
Shareholding	25,574 Shares (0.008%)	
Education	Master in Marketing, Thammasart University Bachelor of Science (Food and Biotechnology) Chulalongkorn University	
Working Experience		
Oct 2017 - Present	Assistant Vice President	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Assistant Managing Director	
	Executive Director	President Rice Products Public Co.,Ltd.
2013 – Present	Director	President Inter Foods Co.,Ltd.
2016 - Present	Director	Faculty of Engineering, Thammasat University
Board Member in Other company	Amount 1 company	
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program	

8. Name	MR. PETCH PANIANGVAIT	
Position	Foreign Investments Office, Manager	
Age	43 years	
Shareholding	3,062,746 Shares (0.93%)	
Education	MBA International Business, University of Technology, Sydney, Australia Bachelor's Degree in Business Administration, Assumption University	
Working Experience		
Oct 2017 - Present	Foreign Investments Office, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Business Development Department, Manager	Thai President Foods Public Co.,Ltd.(TF)
	Director	Saha Pathanapibul Public Co.,Ltd.
	Director	President Interfood Co.,Ltd.
	Director	Thai Anbao Paper Products Co.,Ltd.
2015 - Oct 2017	Director	President Rice Products Public Co.,Ltd.
Board Member in Other company	Amount 2 companies	
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program	

9. Name	MR. PUN PANIANGVAIT	
Position	Presidents Office, Manager	
Age	42 years	
Shareholding	3,065,331 Shares (0.93%)	
Education	Master of Law (LL.M) in Business Law (International Program) Chulalongkorn University	
Working Experience		
Oct 2017 - Present	Presidents Office, Manager	Thai President Foods Public Co.,Ltd. (TFMAMA)
2013 - Oct 2017	Managing Director	
	Nomination and Remuneration Committee	President Rice Products Public Co.,Ltd.
2013 - Present	Director	Thai Instant Products Co., Ltd.
	Director	Thai Anbao Paper Products Co., Ltd.
2012 - Present	Director	Dai-Ichi Packaging Co., Ltd.
	Chairman of Business Law	The Thai Chamber of Commerce and
	Committee Director	Board of Trade of Thailand
2015 - Present	Qualified member of Calibration Committee	Department of Internal Trade Ministry of Commerce
2015 - Present	Member of retail whosale Subcommittee	Department of Internal Trade Ministry of Commerce
2014 - Present	Member of Central Intellectual Property Trial Justice Subcommittee	Ministry of Justice Organizatio of Justice
Board Member in Other company	Amount 3 companies	
Director skills and duties trainings	Thai Institute of Directors Association - Director Accreditation Program	

10. Name	MISS SARARATH TANGSIRIMONGKOL	
Position	Accounting Department, Manager / Company Secretary	
Age	53 years	
Shareholding	0.00%	
Education	Master of Science (Internal Auditing), The University of the Thai Chamber Commerce	
Working Experience		
Oct 2017 - Present	Accounting Department, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
Oct 2017 - Present	Company Secretary	Thai President Foods Public Co.,Ltd.(TFMAMA)
May 2012 - Oct 2017	Accounting Department, Manager	Thai President Foods Public Co.,Ltd.(TF)
Apr 2012 - Oct 2017	Company Secretary	Thai President Foods Public Co.,Ltd.(TF)
Board Member in Other company	None	
Director skills and duties trainings	Thai Institute of Directors Association Company Secretary Program (CSP) 42/2011	

11. Name	MR. WASAN BOONSAMPANKIT	
Position	Finance and Investment Department, Manager (CFO)	
Age	47 years	
Shareholding	0.00%	
Education	MS.(Finance), University of Colorado, USA.	
Working Experience		
Oct 2017 - Present	Finance and Investment Department, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Finance and Investment Department, Manager	Thai President Foods Public Co.,Ltd.(TF)
2002 – 2005	Assistant Finance Manager	Thai President Foods Public Co.,Ltd.
1996 - 2002	Foreign Exchange Dealer	Bangkok Bank Public Co.,Ltd.
Board Member in Other company	None	

12. Name	MR. ITTIPHON KHOUHARAT	
Position	Business Development, Manager	
Age	52 years	
Shareholding	0.00%	
Education	Master of Economics, University of the Thai Chamber of Commerce	
Working Experience		
Oct 2017 - Present	Business Development, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
Jul 2016- Oct 2017	Brand Manager	Thai President Foods Public Co.,Ltd.(TF)
2001 - Jun 2016	Marketing Manager	Thaisun Foods Co.,Ltd
Board Member in Other company	None	

13. Name	MISS PRAPIN LAWANPRASERT	
Position	Sourcing Department, Manager	
Age	55 years	
Shareholding	32,297 Shares (0.01%)	
Education	Master's Degree of Food Science and Technology, Kasetsart University	
Working Experience		
Oct 2017 - Present	Sourcing Department, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Sourcing Department, Manager	Thai President Foods Public Co.,Ltd.(TF)
Apr 2013 - Present	Director President Flour Mills Ltd.	
1999 – Mar 2013	Director Kerry Flour Mills Ltd.	
Board Member in Other company	Amount 1 company	

14. Name	MR. SORAYUT RAKSASRI	
Position	Human Resource & Administration Department, Manager	
Age	46 years	
Shareholding	0.00%	
Education	Master of Public Administration, Chiangmai University	
Working Experience		
Oct 2017 - Present	Human Resource & Administration Department, Manager	Thai President Foods Public Co.,Ltd. (TFMAMA)
May 2015 - Oct 2017	Human Resource & Administration Department, Manager	Thai President Foods Public Co.,Ltd.(TF)
2003 - Apr 2015	Chief of Human Resource Department (Lumphun Plant)	Thai President Foods Public Co.,Ltd.
Board Member in Other company	None	

15. Nam	MISS ARIYA TANGCHEEVINSIRIKOL	
Position	Internal Audit Department, Manager	
Age	45 years	
Shareholding	0.00%	
Education	Master of Faculty of Commerce and Accountancy Degree in Corporate Governance Program (MSCG), Chulalongkorn University	
Working Experience		
Oct 2017 - Present	Internal Audit Department , Manager	Thai President Foods Public Co.,Ltd. (TFMAMA)
2011 – Oct 2017	Internal Audit Department , Manager	Thai President Foods Public Co.,Ltd.(TF)
2009 - 2011	Internal Audit and Governance Department Head	TEAM Group of Companies Co.,Ltd.
2003 - 2009	Internal Audit Division , Manager	President Bakery Public Co.,Ltd.
Board Member in Other company	None	

16. Name	MR. CHUMPOL TEMIYASATHIT	
Position	RD Department, Manager	
Age	53 years	
Shareholding	430 Shares	
Education	Master of Business Administration (Management), Sasin Graduate Institute of Business Administration of Chulalongkorn University	
Working Experience		
Oct 2017 - Present	RD Department, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
Apr 2016 - Oct 2017	RD & QA Department, Acitng Manager	Thai President Foods Public Co.,Ltd.(TF)
Jan 2007 - Mar 2016	Deputy Sourcing Manager	Thai President Foods Public Co.,Ltd.(TF)
Board Member in Other company	None	

17. Name	MISS SAWITA SAKULTHANASOMBAT	
Position	Quality Assurance, Manager	
Age	56 years	
Shareholding	0.00%	
Education	Bachelor of Arts Program in General management Rajabhat Rajanagarindra University	
Working Experience		
Oct 2017 - Present	Quality Assurance, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2007 - Oct 2017	Asst. Manager /RD & QA Department	Thai President Foods Public Co.,Ltd.(TF)
Board Member in Other company	None	

18. Name	MISS NIMOL KIJKHAN	
Position	Sriracha Factory, Manager	
Age	56 years	
Shareholding	0.00%	
Education	Master of Science , Kasetsart University	
Working Experience		
Oct 2017 - Present	Sriracha Factory, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
Jan 2016 - Oct 2017	Sriracha Factory, Manager	Thai President Foods Public Co.,Ltd.(TF)
Jan 2015 - Dec 2015	Sriracha Assistant Production Manager	Thai President Foods Public Co.,Ltd.
Apr 2013 - Dec 2014	Head of Quality Development Section	Thai President Foods Public Co.,Ltd.
Jan 2011 - Mar 2013	Consultant GMP/ISO9000/BRC	
Board Member in Other company	None	

19. Name	MRS. SUCHADA PANIANGVAIT	
Position	Lamphun Factory, Manager	
Age	50 years	
Shareholding	52,918 Shares (0.016%)	
Education	Master of Science in Computer and Engineering Management MS. (CEM), Assumption University	
Working Experience		
Oct 2017 - Present	Lamphun Factory, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Lamphun Factory, Manager	Thai President Foods Public Co.,Ltd.(TF)
2016 - Present	Director Northern Technology Co.,Ltd.	
2007 - 2009	Head Office,plant (to be on assistant plant manager,Lamphun)	Thai President Foods Public Co.,Ltd.(TF)
2005 - 2007	Assistant Head Office, Plant	Thai President Foods Public Co.,Ltd.(TF)
Board Member in Other company	Amount 1 company	

20. Name	MR. NIRUN POOTHONG	
Position	Rayong Factory , Manager	
Age	65 years	
Shareholding	69,865 Shares (0.02%)	
Education	MBA, Burapha University	
Working Experience		
Oct 2017 - Present	Rayong Factory, Manager	Thai President Foods Public Co.,Ltd.(TFMAMA)
2013 – Oct 2017	Rayong Factory, Manager	Thai President Foods Public Co.,Ltd.(TF)
Board Member in Other company	None	

Company Profile



Thai President Foods Public Company Limited

Main Business	: Foods Manufacturer
Registered No.	: Bor. Mor. Jor 0107560000397
Registered Capital	: 329,704,014 baht, issued and fully paid, comprising 329,704,104 Ordinary Shares, Par Value at 1 baht per share
Head Office	: 304 TF Bldg., Srinakarin Rd., Huamark, Bangkok, Bangkok 10240, Thailand.
Tel	: (662) 0-2374-4730
Fax	: (662) 0-2374-7743
Website	: http://www.mama.co.th
E-mail	: tf@mama.co.th
Factory	<p>Sri Racha : 601 Moo 11 Sukapiban 8 Rd., Nangkarm, Sri Racha, Chonburi Province 20280 Tel. 0-3848-0502 Fax. 0-3848-0184</p> <p>Lumphun : 99/9 Moo 5, Lamphun - Pa Sang Rd., Phasuk, Lumphun Province Tel. 0-5358-4088, 0-5353-7788 Fax. 0-5353-4086</p> <p>Rayong : 43/244, Moo 4, Huayprab-Pluakdaeng Rd., Mabyangporn Sub-district, Pluakdaeng District, Rayong province Tel : 0-3889-1530 Fax : 0-3889-1533</p> <p>Ratchaburi 1 : 115 Moo 15 Songpol Rd., Pakrad, Banpong, Ratchaburi 70110 Tel. 032 201 503-4 Fax: 032 201 248</p> <p>Ratchaburi 2 : 158 Moo 15 Songpol Rd., Pakrad, Banpong, Ratchaburi 70110 Tel. 032 719 599 Fax: 032 719 555</p>
Reference Person	: Registrar SET For Securities Depository Center (Thailand) Co., Ltd. 14th Floor, The Stock Exchange of Thailand Building 93 Ratchadapisek Rd., Din Daeng, Bangkok 10400 Tel. 0-2009-9000 Fax. 0-2009-9992
Auditor	: Mrs. Sarinda Hirunprasurtwutti EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 New Ratchadapisek Road Klongtoey, Bangkok 10110, Thailand
Legal Consultant	: Chompoo & Associates Co., Ltd. 5 Boonsiri Road, Sanchaophorseue Sub District, Pranakorn District, Bangkok 10200 Tel. 0-2221-8111-3 Fax. 0-2224-1997
Banks	: Bangkok Bank Public Company Limited, Bank of Ayudhya Public Company Limited. Citibank, N.A, Kasikorn Bank. Thanachart Bank., Government Housing Bank. Mizuho Corporate Bank Ltd., Exim Bank., CIMB Thai Bank Public Company Limited.



Thai President Foods Public Company Limited

Registered No. Bor Mor Jor 0107560000397
304 TF Buildings, Srinakarin Rd., Huamark,
Bangkapi, Bangkok 10240, Thailand.
Tel. (662) 0-2374-4730 Fax. (662) 0-2374-7743
e-mail : tf@mama.co.th
www.mama.co.th