



Fostering a Sustainable Business

Builds a Sustainable Future



Form 56-1 One Report 2023

Thai Vegetable Oil Public Company Limited

Philosophy

We will be a quality, sustainable and stable growth company which produces high quality products for a better quality of life of the people and will generate value added for shareholders, with responsibility to society and environment.

Vision

Stepping into the food business and firmly maintains its leadership position in the vegetable oil and animal feed ingredients business



Mission

Strives to develop personal excellence and recruit technological and digital skilled personnel

Improves production efficiency to increase competitiveness and raise the quality of products and services to meet the variety of customer's demands

Strives toward Food & Future Food business throughout the value chain, both existing businesses and new businesses

Creates technology and innovation aligning with the sustainable operation of environmental, social, and governance (ESG) with the objective of reaffirming position as an industry leader who is concerned about the community, society, and environment

Award of Excellence



The Company was evaluated from the corporate governance report of Thai listed companies 2023 at an excellent level (5 stars)

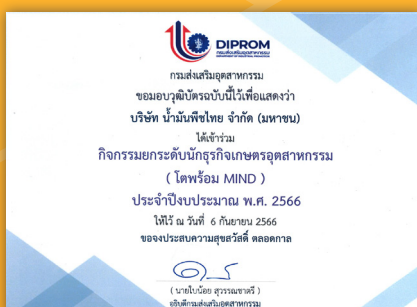


The Company received the Sustainability Disclosure Award in 2023



สมาคมส่งเสริมพลังงานไทย
THAI INVESTORS ASSOCIATION

The Company was evaluated the quality of the annual general meeting of shareholders for the year 2023 with a full score of 100 points which is at the "excellent" level



The Company received the "Best Case award" granted by the activity to enhance agro-industrial businessmen "Grow with MIND" due to the creation of the project "Eco Flying"



The Company was selected to be one of the ESG100 securities group for the 8th consecutive year



The Company was certified the renewal of membership of the Coalition Against Corruption for the first time by the Thai Private Sector Coalition Against Corruption Committee



The Company was ranked an AA rating in the Argo&Food Industry of listed company by SET ESG Ratings 2023



The Company received Thailand's Most Admired Brand 2023, as the most reliable vegetable oil brand from BrandAge Magazine



The Company received an CSR-DIW Continuous Award 2023 for the 4th consecutive year

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Message from the Chairman

“TVO has continuously monitored and evaluated the risks. Simultaneously, TVO stepped up to take responsibility for environmental, social, and governance (ESG) aspects. TVO emphasized fulfilling potential through the production process to create value for all stakeholders to provide a good quality of life for communities, workers and consumers”



In the past year, the economic growth of many countries has slowed down as a result of tightening monetary policy to tackle high inflation. Thus, the interest rate was inevitably lifted and affected the purchasing power of consumers. The business operation also encountered various challenges in driving business such as the rise of geopolitical risk, illegal pork smuggling from abroad, the fall of vegetable oil prices especially palm oil, and the impact of climate change.

Among these challenging factors, TVO has continuously monitored and evaluated the risks and impacts as well as developed its business operations and strategies according to the change in consumer behavior. Simultaneously, TVO stepped up to take responsibility for environmental, social, and governance (ESG) aspects, striving to create sustainable benefits for all stakeholders. Also, TVO emphasized fulfilling potential through the production process to create value for all stakeholders, which included raw material sourcing, standardized production, and delivering products to consumers to provide a good quality of life for communities, workers, consumers along with taking care of the environment.



TVO remains committed to its mission of sustainability, which is integrated into every area of its business operations with consideration for social and environmental responsibility and all stakeholders in order to create good governance and sustainable growth. As a result, TVO received an evaluation score of listed companies with corporate governance at a level of 5 stars or “Excellent” CGR scoring in 2023 and was ranked an AA rating for the 7th consecutive year by SET ESG Ratings, previously known as Thailand Sustainability Investment (THSI). Also, TVO was ranked in ESG100 for the 8th consecutive year by Thaipat Institute.

On behalf of the Board of Directors, I would like to thank all who have supported TVO, the shareholders, customers, trading partners, financial institutions, business partners, government agencies, consumers, the public, and the media, for placing your trust in TVO’s Board of Directors and Executives. TVO pledges to you our commitment to always working to achieve decent returns for our shareholders and society in a continued and sustainable manner.

A handwritten signature in black ink, reading "Dr. Suvit Maesincee".

Dr. Suvit Maesincee

Chairman of the Board



Financial Highlights



Total Assets

13,076.07

Million Baht



Total Revenue

34,539.15

Million Baht



Value Per Share

11.32

Baht

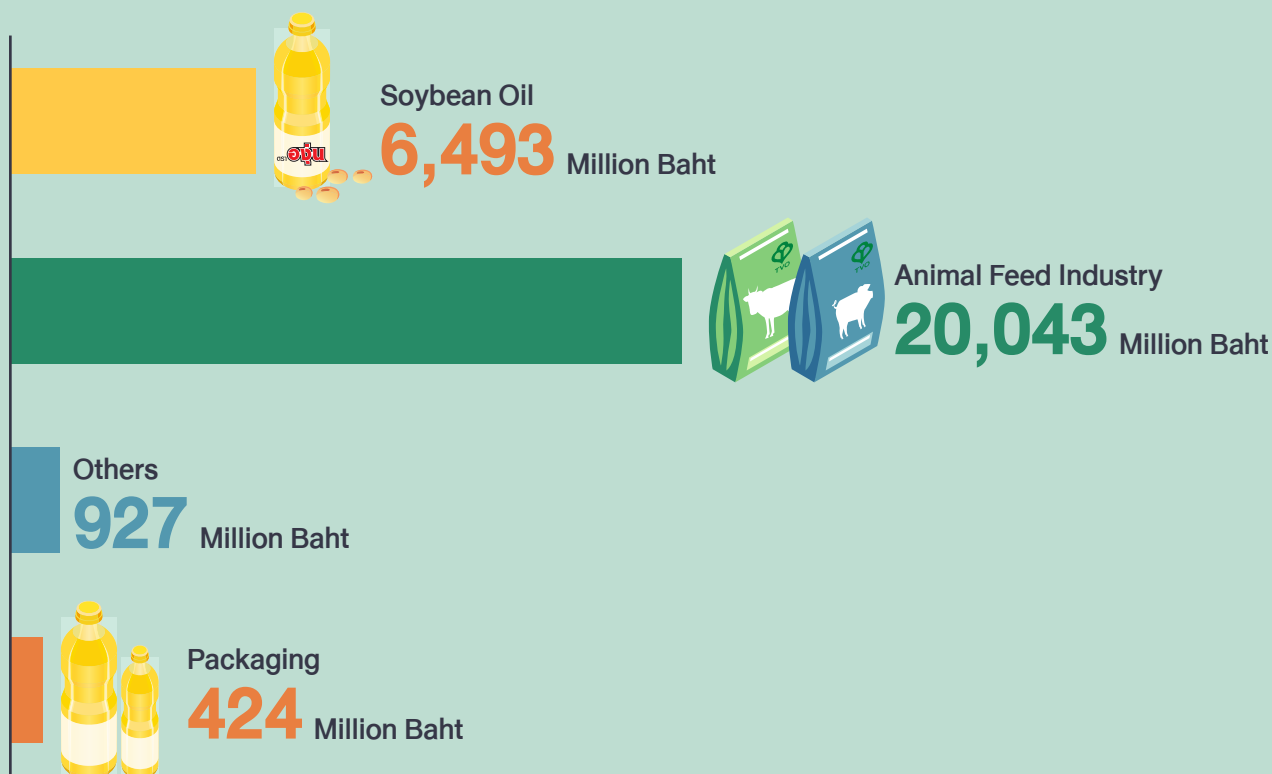
	2023	2022	2021	2020
Financial Status				
Total Assets	13,076.07	18,417.43	13,342.68	13,908.11
Total Liabilities	2,607.88	7,792.16	3,437.70	4,373.39
Shareholders' Equity	10,071.36	10,235.99	9,512.47	9,123.07
Operational Performance				
Total Revenue	34,539.15	39,322.17	31,800.04	25,064.75
Total Expense	33,610.46	37,287.61	29,174.77	22,929.29
Earnings before Income Tax	928.69	2,034.56	2,625.27	2,135.46
Net Earning	729.56	1,604.17	2,067.61	1,655.80
Per Share Data				
Earning Per Share (Baht)	0.82	1.80*	2.56	2.05
Value Per Share (Baht)	11.32	11.51	11.76	11.28

Remark: * Interim stock dividend included.

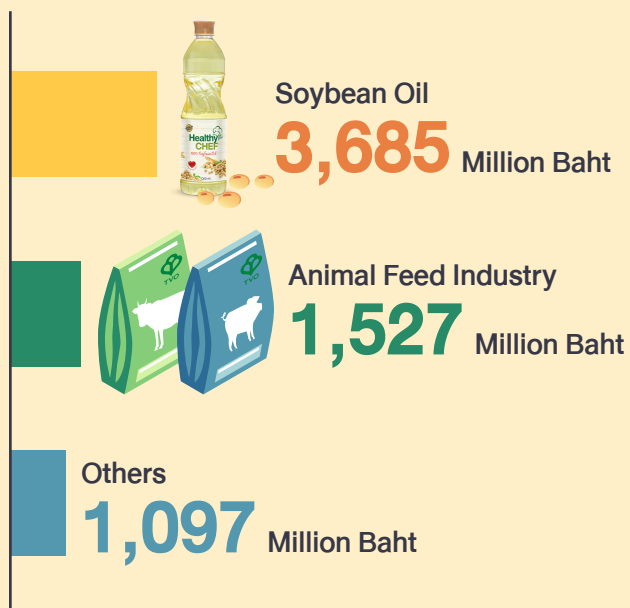
Unit : Million Baht

Revenue Structure

Revenue from Domestic Sales 2023



Revenue from International Sales 2023





Part

1

Business Overview and Performance





1

Business Overview and Performance

1.1

Business Structure and Operation

TVO values the importance of sustainable business operation under good corporate governance consistent with the vision, mission, short-term, middle-term, and long-term goals as well as the operational strategy of the Company to define the directions of the business operations and adjust its strategy following the situation

of the current business and the future business in all aspects to take into account leadership roles and create sustainability for all stakeholders. TVO also values the importance of risk management which includes climate-related physical and transition risk along with the determination of ESG operation indicators such as



environmental aspect:

Efficient use of resources and reducing greenhouse gas emissions.



social aspect:

Creating participation and engagement with employees and the surrounding community.



governance aspect:

Raise awareness of the code of conduct both in the organization and suppliers, including anti-corruption policy.

During the year 2023, the Board of Directors considered and reviewed the vision, mission, middle-term and long-term goals, and strategies with the Executives in the Board of Directors Meeting No. 7/2023 on November 24, 2023, and Meeting No.8/2023 on December 15, 2023, with a resolution to modify the vision and mission to align with the sustainable business operation.

1.1.1

Vision, Objective, Goal,
and Company's Operating
Strategy

Vision

Stepping into the food business and firmly maintains its leadership position in the vegetable oil and animal feed ingredients business



Mission

Strives to develop personal excellence and recruit technological and digital skilled personnel

Improves production efficiency to increase competitiveness and raise the quality of products and services to meet the variety of customer's demands

Strives toward Food & Future Food business throughout the value chain, both existing businesses and new businesses

Creates technology and innovation aligning with the sustainable operation of environmental, social, and governance (ESG) with the objective of reaffirming position as an industry leader who is concerned about the community, society, and environment

Corporate Values: TVO Way



Trust & Teamwork

Build confidence, develop the organization and team work to achieve business excellence.



Value Creation

Create value for the Company in order to be a leadership in the vegetable oil and animal feed ingredients business.



Operational Excellence

Increase efficiency by creating innovation in order to bring TVO forward and maintain the sustainable leadership.

Company's Operating Strategy

Objective and Intermediate-Long-Term Goals

The Company is confident in the potential growth of the agricultural and food industry. The Company has expanded its business into new and international markets, to strive our product quality improvement continually with modern technology in accordance with international standards based on the use of resources economically and environmentally friendly and to create innovation that creates value for the business and reduces environment impacts, and also to increase the potential of our employees at all levels in order to enhance our competitiveness along with caring for society and communities, and to generate appropriate return for shareholders. By conducting business that takes into account all interested parties, it will lead to the Company's sustainable growth. To ensure that the Company's

operations are in line with the objectives and middle to long term goals, the Company adjusts the strategy to be in line with the changing situations along with extensive risk management and sufficient internal control in accordance with the principle of good corporate governance by determining middle-goal to improve and development the production process in 2028 and long-term goal to achieve a net profit of 6-8% in 2033.

In the year 2023, the Board of Directors together with the management reviewed the past year's performance coupled with the change of global situation to determine the strategies linked to the operation plan and annual budget by adjusting the main strategies as follows;



Customer Satisfaction:

Operates business focusing on customer satisfaction



New Product:

Creates new product and develops the existing product to be more specific to customer's need



New Market:

Expands to the new industry and international market.
Cost Competitiveness:
Manages cost-efficiently in the production process



Cost

Competitiveness:

Manages cost-efficiently in the production process



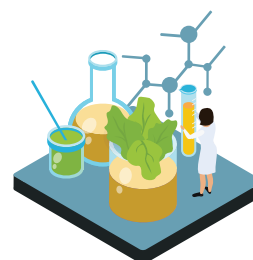
ESG: Doing Well by Doing Good:

Creates the sustainability of environmental, social, and governance (ESG) aspects adhering to the principle of cost efficiency based on the confidence of all groups of stakeholders



Talent & Technology:

Strives to develop and recruit personnel with technology skills to keep up with the rapid change of technology trend



New Business:

Explores and studies new business under the framework of Food & Future Food, Value Chain Expansion and Innovation

1.1.2 Major Change and Development

Enterprise Control in the Previous Year

Detail shows in Topic 1.3.4 “Shareholder” on [page 35–36](#)

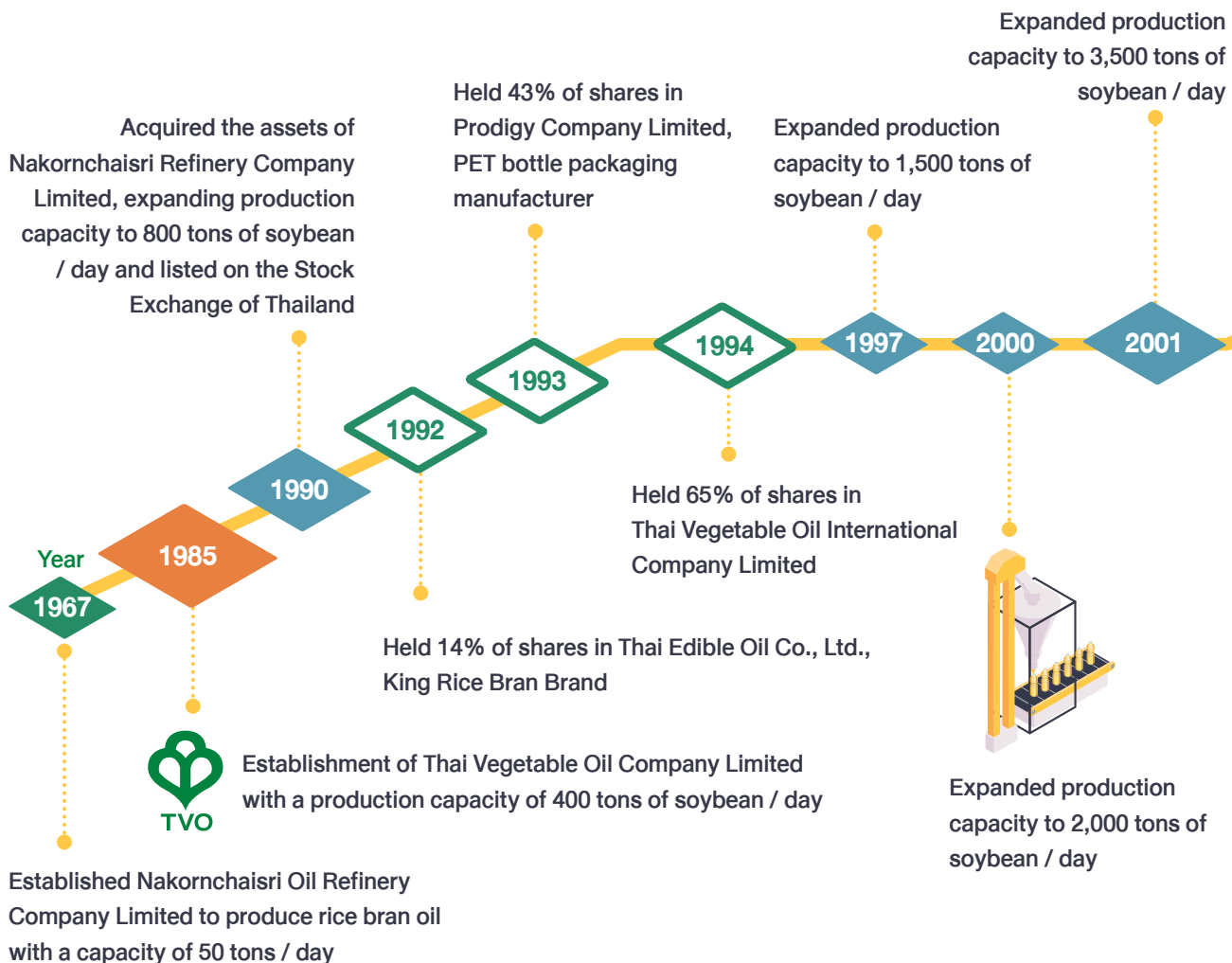
Nature of Business Operations in the Previous Year

The Company was established in 1967 under the name of Nakornchaisri Oil Refinery Company Limited, a manufacturer and distributor of rice bran oil. Then, in 1985, the Company Limited, a manufacturer and distributor of rice bran oil. Then, in 1985, the Company was registered as Thai Vegetable Oil Company Limited to operate and produce cooking vegetable oil and animal feed ingredients and was listed on the Stock Exchange of Thailand on November 14, 1990 as a Thai Vegetable Oil Public

Company Limited or TVO. From operating the business into the 57th years, the Company is committed to conduct business in accordance with the principles of corporate governance with regard to responsibility to all stakeholders to make the Company grow sustainably and maintain leadership in the vegetable oil industry as well as create appropriate returns for shareholders regularly.

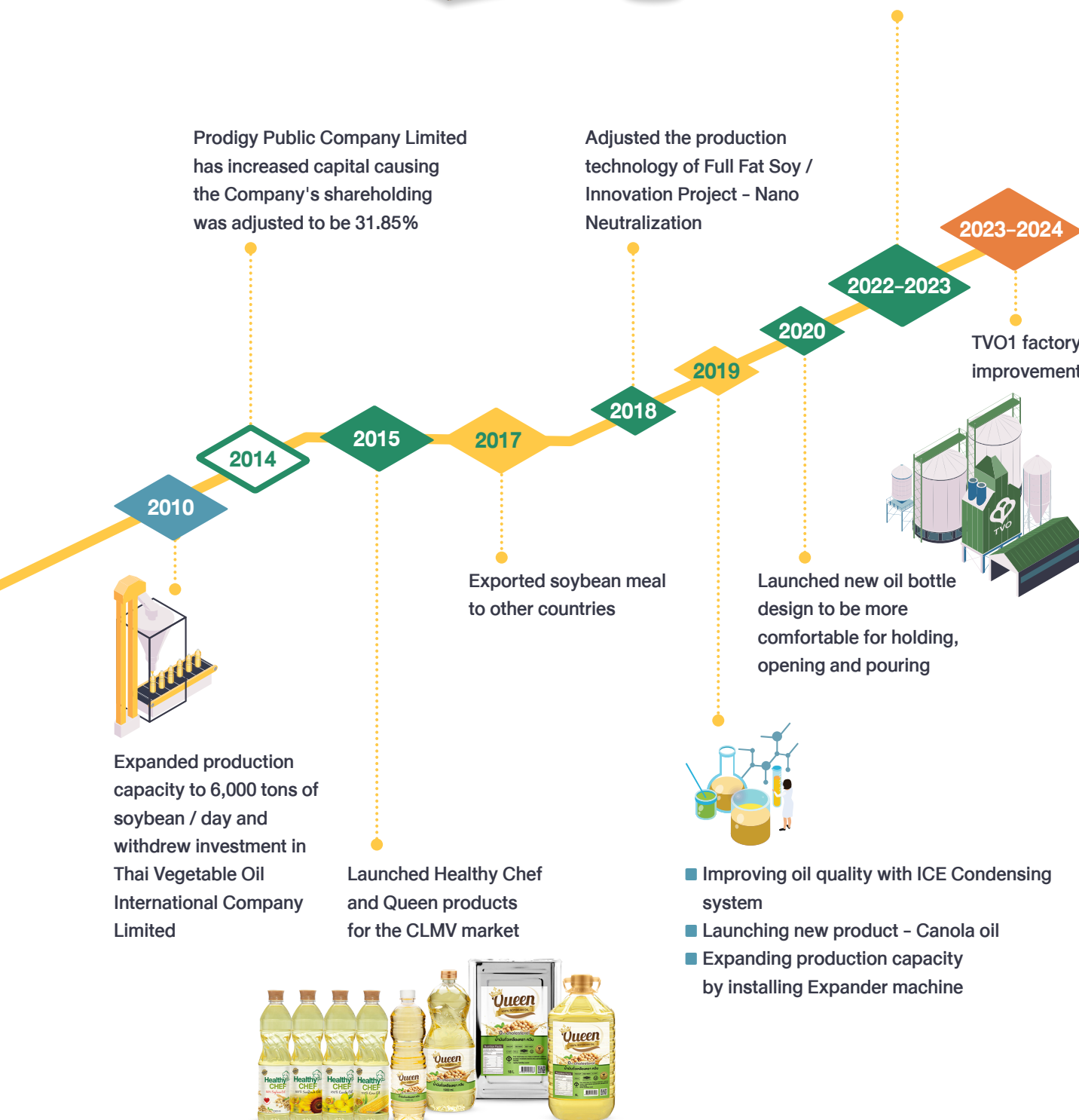
In the year 2023, climate change remained a key risk issue. The Company continued to conduct business on an ESG basis, adhering to the principles of efficient cost management, transparency, and fairness to all groups of stakeholders in a sustainable manner. Therefore, one of the strategies of the business plan in the medium and long term is seeking and studying new business ventures, promoting innovation to satisfy the needs of customers and consumers.

There was no change in the shareholding structure managing and business operation in past 3 years.





Revamping the 1-liter-bottle design of vegetable oil bottles, using fewer plastic pellets to make by 4 grams per bottle resulting in a saving of 350,000 kilograms per year and developing cardboard boxes used for packaging vegetable oil are now made from recycled paper.



1.1.3 General Information

Name	Thai Vegetable Oil Public Company Limited	
Head Office	149 Ratchadapisek Road (Thapra-Taksin) Bukkhalow Thonburi Bangkok 10600	
Factory	81/7 Moo 1, Thaiyawas Sub-district, Nakorn Chaisri District, Nakorn Pathom Province 73120	
Type of Business	Producer and distributor of soybean meal and soybean oil.	
Registration Number	0107537001536	
Authorized Capital	Common Shares 889,471,248 units Par Value 1 Baht/share totaling 889,471,248 Baht	
Paid-up Capital	Common Shares 889,471,248 units Par value 1 Baht/share Totaling 889,471,248 Baht	
Telephone Number	Head Office: (02) 477 9020	Factory: (034) 265 620-29
Fax Number	Factory: (034) 265 610	
Website	www.tvothai.com	
Securities Registrar	Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Din Daeng, Bangkok 10400, Thailand Telephone: (02) 009 9000 Fax: 02 009 9991	
Auditor	Ms. Isaraporn Wisutthiyan C.P.A. Registration No. 7480 EY OFFICE LIMITED 33 rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: (02) 264 0777 Fax : (02) 264 0789 - 90	
Legal Advisor	BAKER & MCKENZIE LTD. Legal Office 990 Abdulrahim Place, 5 th Floor, 10 th Floor and 21 st - 25 th Floors, Rama IV Road, Silom, Bangrak, Bangkok 10500 Telephone: (02) 636 2000 Fax: (02) 636 2111	

1.2

Nature of Business

1.2.1

Revenue Structure

Products	Operated by	% Shares	2023	%	2022	%	2021	%	2020	%
Revenue from domestic sales										
Soybean Oil	TVO	100	6,493	18.99	10,059	25.72	8,366	26.72	6,830	27.36
Animal Feed Industry	TVO	100	20,043	58.62	21,809	55.77	17,862	57.05	14,811	59.34
Others	TVO	100	927	2.71	648	1.66	679	2.17	820	3.28
Packaging	Prodigy	31.85	424	1.24	429	1.10	341	1.09	254	1.02
Revenue from international sales										
Soybean Oil	TVO	100	3,685	10.78	3,833	9.80	2,554	8.16	1,376	5.51
Animal Feed Industry	TVO	100	1,527	4.46	2,148	5.49	1,236	3.95	714	2.86
Others	TVO	100	1,097	3.21	182	0.46	270	0.86	158	0.63
รวมทั้งสิ้น			34,195	100	39,108	100	31,308	100	24,963	100

Unit : Million Baht

1.2.2 Products

Characteristics of Products and Innovation Development

Thai Vegetable Oil Public Company Limited is an agricultural food industry, manufacture and distributor of edible vegetable oil and animal feed ingredients. There are 20 products as follows;

Cooking Oil for Domestic Market

1



Soybean oil “Angoon” is a vegetable oil produced from 100% quality soybean, having unsaturated fat which is necessary for the body, used for household cooking. Soybean oil is a primary ingredient for other processed food manufacturing industries, such as the canned fish industry, the chili paste industry and other businesses. “Angoon” are trust by consumers and industry users alike, owing to its unsaturated and healthy nutritional value

2



Corn Oil “Angoon” is extracted from 100% quality corn seeds with highly unsaturated oil containing high level of linoleic acid including high phytosterols which lower Low Density Lipoprotein Cholesterol (LDL) by inhabiting cholesterol absorption thus reduce the levels of LDL cholesterol

3



Sunflower Oil “Angoon” is a 100% sunflower oil with high unsaturated fat and rich in linoleic acid which is scientifically proved to be safe for the human consumption and provides the great health benefit to the consumers. Sunflower Oil’s commonly used in the canned food export industry, e.g. canned tuna in sunflower oil.

4



Canola oil “Angoon” contains a lower level of the saturated fatty acids which is less than 10% and high level of the monounsaturated fat or oleic acid which is to reduce LDL cholesterol and does not cause accumulated fat in the blood, thereby, it reduces the risk of Cardiovascular disease and High Blood Pressure.

5



Classico Extra Virgin Olive Oil (MONINI) is the pure fresh olive oil extracted from olive without heat and chemicals. It contains high level of the monounsaturated fatty acids which lower LDL cholesterol and rich in vitamin E and high Antioxidants; Polyphenols, provides intense flavor and aroma of the olive oil. We are the only distributor in Thailand. This Classico Extra Virgin Olive Oil is the number 1 bestselling in Italy.

6



Anfora Olive oil (MONINI) is a blend of refined good quality Olive oil, obtaining the most advanced refined techniques, the light gold color oil is good for cooking in high temperature without any change of delicate taste, especially deep-frying and pan frying.

7



Mild & Light Olive Oil (MONINI) is obtained through the most advanced refining process with good quality of Olive oil. It has a special gentle and mild taste which makes it perfect for light taste cooking, baking and deep-frying and suitable for use as a substitute for butter and vegetable oil in high temperature cooking without any change of the delicate taste of food.

8



Seasoned Extra Virgin Olive Oil (MONINI) (White Truffle, Rosemary, Four Peppers) natural olive oil is flavorful and aromatic with the combination of rare ingredients such as white truffle, rosemary, and four types of pepper. That intend to add taste and aroma to your special meal.

9



Balsamic Vinegar of Modena I.G.P (MONINI) premium vinegar that has been meticulously processed giving the wine the aroma of wine aged in oak barrels and a distinctive sweet and sour taste in authentic Italian style.

Cooking Oil for International Market

10



Soybean oil (Healthy Chef) is made from 100% soybeans containing 0 grams of trans fat per serving and has a good source of omega 3 and 6, which help in lowering blood pressure and preventing heart disease. It is also rich in vitaminE and supports the body's ability to absorb vitaminA, vitaminD, vitaminE and vitaminK from meals.

11



Canola oil (Healthy Chef) has a high heat capacity which make it perfect for every cooking style. It also contains high levels of omegas 3, 6, and 9 with a low saturated fat content that is suitable for preventing high blood pressure.

12



Sunflower oil (Healthy Chef) has high levels of vitamin E to prevent the erosion of cells and acts as an antioxidant to improve the skin directly and create new cells from the damage of sunlight.

13



Corn oil (Healthy Chef) is a frying oil with omegas 6, 9, and high phytosterols that reduce cholesterol absorption.

14



Soybean oil (Queen) is made from 100% soybeans. It is a multipurpose cooking oil frying, cooking, making salad dressings, or marinating food. It is also rich in vitaminE and supports the body's ability to absorb vitaminA, vitaminD, vitaminE and vitaminK from meals.

Animal Feed Ingredients

15



Soybean Meal is a key raw material for animal feed distributed under brand “**TVO Hipro - Meal**” and widely accepted by the livestock industries due to their consistently high quality and standard.

16



Dehulled Soymeal, under brand “**TVO Dehulled Soymeal**” is produced from the husked soybean. It provides higher protein and nutritional benefits, appropriated for animal which requires high quality feed for growth and maximum yield.

17



Full Fat Soy, a high protein meal under brand “**TVO Full Fat Soy**”, is an ingredient mixed for animal feed used in piglet and poultry farming industries. It has the benefits of easy digestion, high protein and energy content, and rich in unsaturated fat essential for various types of raised livestock. It is particularly suited as a quality growth enhancer for younger livestock and especially for ensuring a higher proportion of lean meat.

18



Dehulled Full Fat Soy, the products under the “**TVO Dehulled Full Fat Soy**”, is the cooking of high quality of soybean, edible standard quality, extruded by thermal treatment process at proper heated to deactivate anti-nutrition factors without destroying its nutrient quality. It is for early stage animal such as wean pigs, egg laying hen, other poultry and aquatic animal such as shrimp and fish. It helps them absorb nutritional value, contribute its health and enhance its growth, including animal that needs high energy. TVO Dehulled Full Fat Soy is a best quality product that precisely response the demand of meal industry with high productivity at lowest cost.

19



Lecithin is an important ingredient for animal feed production such as shrimp, chicken and pig feed. It contains phospholipids and being a source of choline which is an important nutrient for the compound feed for shrimp and early-stage animal which helps to increase the fat utilization efficiently, and increases nutrients absorption ability.

20



TVO Soy Hull is product that produced from soybean hull. It's a good source of fiber particularly ruminant feed and animal feed needed high fiber in some stage of ages.

Market and Its Competitiveness Products and Service Marketing

Marketing Policy

To be a Southeast Asia leading soybean-processing company in the production and distribution of soybean oil and soybean meal, the Company has a marketing strategic plan as follows;

- 1 Produces high-quality products using quality raw materials from credible sources together with saved and hygienic modern production processes. The production is strictly controlled in terms of quality in every step from raw material sourcing, production, packaging, and transportation in order to obtain high-quality products that meet the consumer's satisfaction.
- 2 Research and develop continuously to meet the satisfaction of business partner and consumer focusing on health and lifestyle trend.
- 3 Build a strong and sustainable brand by creating brand awareness of health and environmental concern. For instance, communicating the nutritional value of the product or sustainable production processes, etc.
- 4 Manage risk from raw material sourcing to control the production cost and other indirect cost in order to make the total cost appropriate and competitive in the long run.
- 5 Develop a customer relationship management system (CRM) to foster trust and long-term collaboration with every target customer by deeply examining each target customer's needs in order to develop products and services that meet their satisfaction.
- 6 On-time and quick delivery together with maintaining product quality during transportation by using quality packaging and appropriate transportation methods so that the products reach the hands of consumers in the best condition.

- 7 Develop effective distribution channels and cover areas both domestically and internationally by collaborating with business partners to expand distribution channels to new areas.

Customers and Distribution Channels

The Company's sales revenue mainly comes from domestic sales, approximately 81% of total sales revenue while the remaining sales revenue comes from exporting to neighbor countries such as Southeast Asian countries and Asian countries including India, China, Hong Kong, South Korea and Japan.

Customers and distribution channels can be divided as follows;

Animal Feed Ingredients

Soybean meal, dehulled soymeal, full fat soy, dehulled full fat soy, lecithin and TVO soy-hulled are directly sold to feed meal manufacturer and livestock farmer in domestic. The proportion of domestic and international sales is at 90:10

Cooking Oil

- 1 **Brand "Angoon"**, a vegetable oil for health-conscious consumers, is distributed locally by the Company through wholesalers, discount stores, supermarkets, hypermarkets, convenience stores, and retail shops with 63%* of market share. (*Source: NielsenIQ)
- 2 **Brand "Healthy Chef" and "Queen"**, export brands, are vegetable oils that consumers in the international market who are health-conscious choose. The Company has appointed an Exclusive Distributor in both Cambodia and Myanmar through the channel of Sub-distributor, Wholesaler, Supermarket, Hypermarket, Convenience Store and general retail stores in the market.

- 3 Olive Oil – Brand “Monini”**, the Company is the only sale distributor in Thailand importing Extra Virgin Olive Oil (Brand Monini) which is number 1 bestselling brand from Italy. The Company has a marketing plan and distribution plan through all distribution channels for target group.

Industrial Oil

Our customers are in significant industry such as canned tuna industry, food industry, painting industry and others. The Company sells directly to clients and dealers.

The Company emphasizes building good relationships with customers. Therefore, there is an annual customer satisfaction survey implemented to gauge the level of customer expectations and satisfaction, and gather feedback for future innovations. According to the results of the customer satisfaction survey in 2023, it was found that customers were overall satisfied at 90.32%, which demonstrated the Company's dedication to becoming a leader in sustainable superior product quality. Also, the Company manages relationships with customers at all levels to be able to offer new products or services that meet the needs of customers. As a result, the Company can offer customers maximum satisfaction and confidence in the Company's products and services.

Industry Overview and Trends

Economic Situation in 2023 and Outlook for 2024

1 Global Economic Situation and Outlook

Despite glimmers of resilience, the global economy in 2023 navigates a tightrope, precariously balanced between fragile recovery and lurking threats. Several factors cast a long shadow on its future:

- **The Ripple Effects of War:** The ongoing conflict in Ukraine continues to send shockwaves through the global system, disrupting trade, investment, and energy flows. This has fueled inflationary pressures and dampened economic growth across the globe.

- **The Interest Rate Tightrope:** Central banks worldwide have embarked on a delicate dance, raising interest rates to tame inflation. However, this tightening act carries its own risks, potentially choking off borrowing, weakening purchasing power, and further slowing economic momentum.

The International Monetary Fund, while initially optimistic, painted a picture of a decelerating global engine. While 2023 surpassed initial growth projections with a 3.0% expansion, the tailwinds are expected to weaken, with growth dipping to 2.9% in 2024. The combined forces of lingering inflation and the tightening grip of interest rates in developed economies.

As we step into 2024, the specter of uncertainty continues to loom. Several key risks could derail the fragile recovery:

- **Prolonged Interest Rate Highs:** Inflationary pressures might necessitate extended periods of high interest rates, further squeezing already-stressed economies.
- **Geopolitical Flashpoints:** The world remains a tinderbox, with existing and potential conflicts posing a constant threat to global stability and economic interconnectedness.
- **China's Internal Balancing Act:** The world's second-largest economy is grappling with internal challenges, from an aging population to a debt-laden real estate sector. Estimated at \$3.8 trillion, this real estate debt burden equates to a quarter of China's GDP, casting a cloud over its future growth prospects.

2 Thailand's Economic Situation and Outlook

The Bank of Thailand (BoT) paints a picture of a Thai economy in flux, navigating the choppy waters of recovery. While 2023 witnessed a welcome improvement from the 2.6% growth of 2022, the expected 2.8% expansion falls short of the BoT's initial 3.4% forecast. This slight downward revision reflects headwinds from a contraction in exports and government spending, even as private consumption and tourism provide much-needed buoyancy. Yet, the underlying narrative remains one of cautious optimism.

The BoT anticipates a robust rebound to 4.4% growth in 2024, fueled by several promising factors. Private investment, long a sluggish engine, is expected to roar back to life, drawing inspiration from the recent surge in approvals granted by the Board of Investment (BOI). This renewed confidence in Thailand's business potential bodes well for job creation and overall economic dynamism.

The Thai baht, the currency that acts as the lifeblood of Thailand's vibrant economy, had a tale of resilience to tell in 2023. After weathering the storms of consecutive current account deficits in 2022 and 2023, it emerged stronger, appreciating by 0.7% against the mighty US dollar. This feat, averaging an exchange rate of 34.80 baht per US dollar, can be attributed to two key factors that steered the currency in a favorable direction; Current account surplus and Fed's rate hike cut.

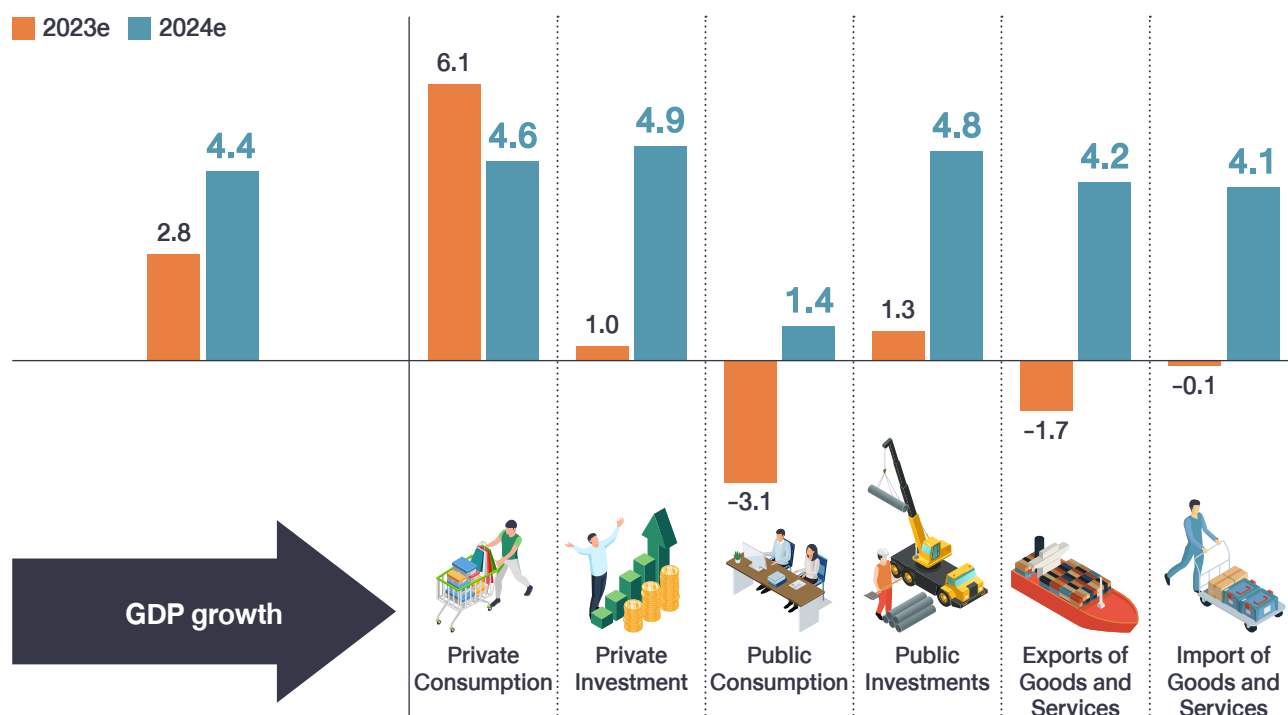
3 Soybeans Markets Situation

CBOT Soybeans Price

The average price of CBOT soybeans fluctuated in 2022, declining from \$15.50 per bushel in 2021 to \$14.20 (figure 2). This downward trend can be attributed to two key factors:

- Record-breaking production in Brazil: The 2022/23 Brazilian soybean harvest, reaped between February and April, yielded record-high volumes, flooding the market and exerting downward pressure on prices.
- Gloomier global economic outlook: Concerns about a potential economic slowdown dampened the demand for soybeans, adding to the downward pressure on prices.

Figure 1
Thai Economic Performance in 2023 and the Outlook for 2024



Source: BoT

Unit: %Y/Y

Figure 2
CBOT Soybeans price in 2021-2023



Source: Refinitiv

Moving forward to the 2023/24 season, the US Department of Agriculture (USDA) paints a more optimistic picture. Global soybean production is projected to rise by a significant 7%, reaching 399 million tons, boosted by robust harvests in key producer nations. Additionally, global demand is anticipated to increase by 5%, reflecting a potential recovery in economic activity (figure 3). However, a note of caution must be sounded. The CBOT soybean market is notoriously volatile during planting seasons in both the United States and South America. This volatility is amplified by the current reality of the lowest US soybean ending stocks in eight years. This tight

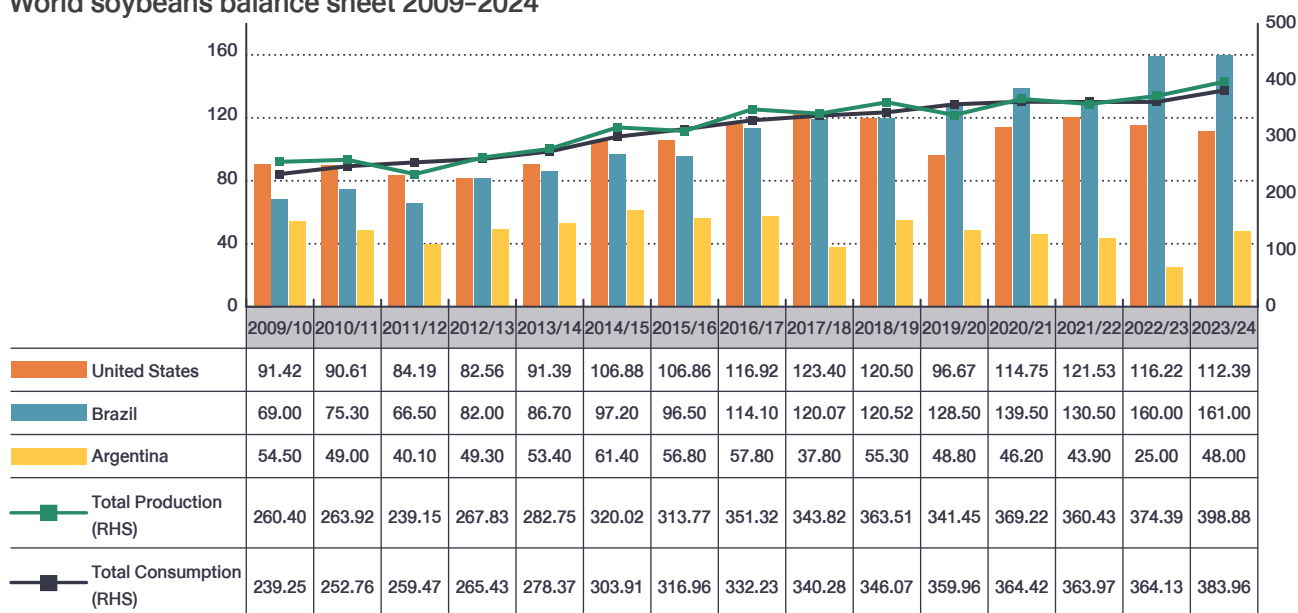
supply situation makes the market extremely sensitive to potential disruptions in planting or weather patterns, both in the US and abroad.

CBOT Soybean Meal and Soybean Oil Prices

The year 2023 witnessed a downward trend in the average price of both CBOT soybean meal and soybean oil, with meal settling at \$437 per short ton and oil averaging 57.7 cents per pound. This represents a decline from \$443 per short ton for meal and 71.1 cents per pound for oil in 2022. Several factors contributed to this price softening in the vegetable oil market:

- Projected increase in global vegetable oil production: Forecasts for 2024 point to a 2% rise in global output of key vegetable oils such as palm oil, canola oil, and sunflower oil. This anticipated abundance can exert downward pressure on prices across the board.
- Enhanced sunflower oil exports from Ukraine: The resumption of sunflower oil exports from Ukraine following the easing of geopolitical tensions in the region is another factor contributing to the increased supply of vegetable oil, further influencing pricing dynamics.

Figure 3
World soybeans balance sheet 2009-2024



Source: USDA

Unit: Mil.MT

Overview of the Thailand's Livestock Industry

Thailand's Poultry and Swine Industries: Market Dynamics and Future Trajectory

(Based on the report on the situation of important agricultural products and trends in 2024, prepared by the Office of Agricultural Economics)

Chicken Meat Farming:

- Thai chicken production in 2023 reached 1.947 billion birds, marking a 1.03% increase from 2022.
- Export volume climbed 7.02% to 1.08 million tons, distributed between frozen and processed chicken.
- Domestic consumption saw a slight decline to 2.06 million tons.
- For 2024, a modest production increase to 1.949 billion birds is anticipated, propelled by sustained domestic and international demand.
- Domestic consumption is projected to recover to 2.07 million tons, fueled by economic growth and stimulus measures.

Swine Farming:

- Thailand's swine industry, the second largest livestock segment, witnessed production rise to 17.5 million head in 2023, reflecting a recovery from African Swine Fever (ASF).
- Domestic pork consumption grew to 1.32 million tons, mirroring increased tourist activity.
- In 2024, pig production is expected to climb 4% to 18.2 million head due to stricter ASF control measures and a modest rise in sow numbers, despite cost pressures on farmers.
- Domestic pork consumption is projected to reach 1.38 million tons, supported by economic recovery, particularly in tourism and service sectors.

Overview of the Global Vegetable Oil Industry

Table 1
Global Vegetable Oil Production and Demand

Units: Million Tons	Production				Consumption			
	2021/22	2022/23	%YoY	2023/24	2021/22	2022/23	%YoY	2023/24
Palm Oil	73.0	77.6	6%	79.5	69.5	74.6	7%	78.1
Soybean Oil	59.3	59.0	-1%	61.9	59.2	58.1	-2%	60.8
Canola Oil	29.2	32.8	12%	33.2	29.9	32.5	9%	32.6
Sunflower Oil	19.7	21.6	10%	22.1	17.6	19.5	11%	20.5

Source: USDA

1 Supply Trends:

- **Palm Oil:** World palm oil production in 2023/24 witnessed a robust 6% increase to 77.6 million tons compared to 2022/23. The upward trajectory is expected to continue with projected production reaching 79.5 million tons in 2024/25, although the El Niño phenomenon presents a potential risk.
- **Soybean Oil:** In contrast, global soybean oil production in 2023/24 slipped 1% to 59.0 million tons due to soybean production losses in Argentina. However, a 5% rebound is anticipated in 2024/25 driven by expected increases in output from major soybean producers.
- **Canola Oil:** Following severe droughts in Europe and Canada, canola oil production has staged a remarkable comeback, surging 12% to 32.8 million tons in 2023/24. This positive trend is likely to continue with a forecasted production of 33.2 million tons in 2024/25.
- **Sunflower Seed Oil:** The early stages of the Russia-Ukraine conflict disrupted sunflower seed production, but a solid recovery ensued in 2023/24, pushing output up 10% to 21.6 million tons. Continued growth is projected for 2024/25, with production expected to reach 22.1 million tons.

2 Demand Trends:

- World palm oil demand climbed 7% in 2023/24 to 74.6 million tons, fueled by Indonesia's plans to increase the palm oil blend in diesel. This upward trajectory is expected to extend in 2024/25, pushing demand to 78.1 million tons.

- Soybean oil demand, however, declined by 2% in 2023/24 as consumers switched to cheaper alternatives due to tight global supply and higher prices. Nevertheless, a rebound is anticipated in 2024/25, with demand projected to reach 60.8 million tons.
- Canola and sunflower seed oil demand also exhibited positive growth in 2023/24, increasing by 9% and 11%, respectively. Both are expected to maintain this momentum in 2024/25, with canola oil demand reaching 32.6 million tons and sunflower seed oil demand reaching 20.5 million tons.

Soybean Crushing Industry

- The Thai soybean crushing industry faced headwinds in 2023, including:

Sluggish economic growth impacting domestic demand.

Competitive pricing of palm oil compared to soybean oil.

Pork smuggling suppressing domestic prices and harming small-scale farmers.

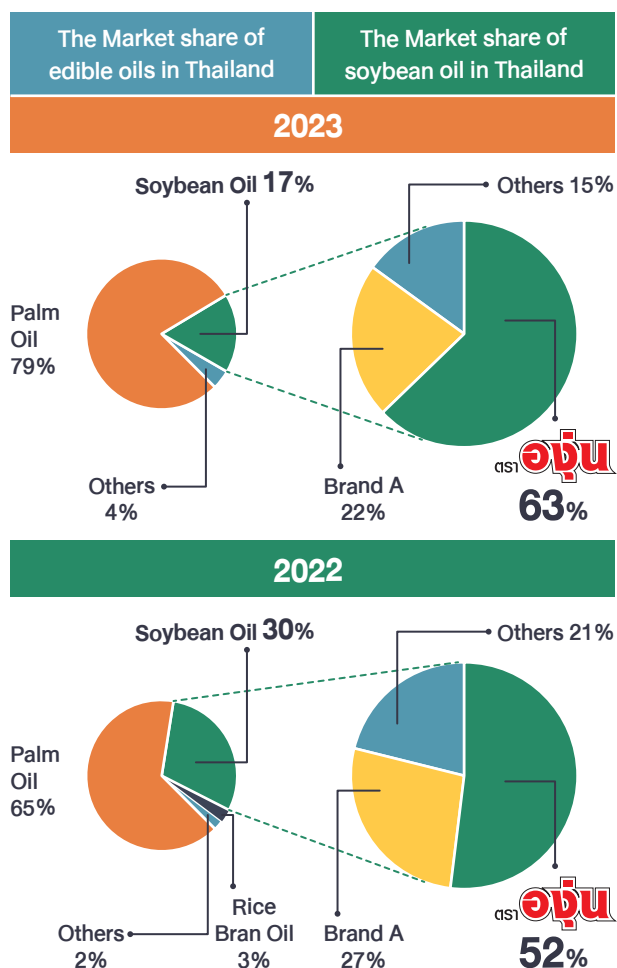
Continued presence of ASF

- Volatile raw material prices, product costs, and exchange rates remain concerns for 2024.
- The Company is implementing prudent risk management practices and closely monitoring market conditions.
- Strategic adaptations include adjusting marketing plans, developing innovative products, and leveraging its competitive advantage in product quality and customer trust.

Competition and Industry trends

Analyzing Shifting Vegetable Oil Consumption: Palm Gains, Soybean Retreats

Figure 4
The market share of edible oils in Thailand in 2023

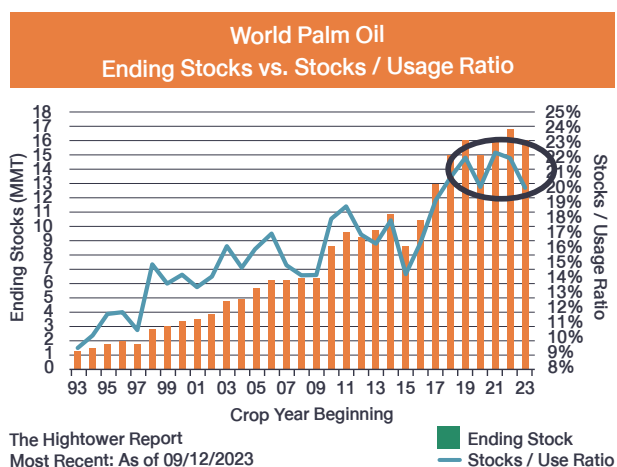
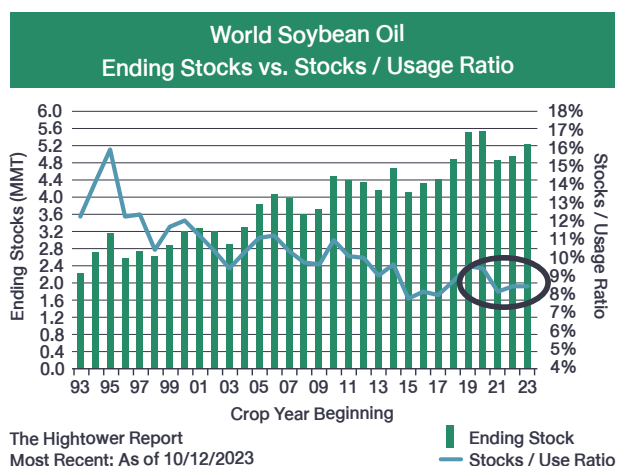


Source: NielsenIQ

The market share of palm oil consumption witnessed a notable increase compared to the previous year, reaching 79%, while soybean oil consumption contracted to 17% (Figure 4). This shift can be primarily attributed to the widening price gap between the two oils observed from the fourth quarter of 2022 to the third quarter of 2023. Two key factors underpin this price divergence:

- 1** Global Palm Oil Supply Surplus: The current 2023/24 season boasts a comparatively high ending stock-to-use ratio (%Stock-Use) for global palm oil (Figure 5). This abundance translates to ample supply and, consequently, competitive pricing for palm oil relative to soybean oil.
- 2** Global Soybean Oil Supply Tightness: In contrast, the ending stock-to-use ratio for global soybean oil in the 2023/24 season remains significantly lower (Figure 5). This lower stockpile is largely attributable to a dramatic 43% year-over-year decline in soybean production in Argentina earlier this year, further tightening global supply and exerting upward pressure on prices.

Figure 5
World palm oil and soybean oil stock/usage ratio



Source: CME

Domestic Soybean Meal Market

Soybean meal, a high-protein byproduct of soybean oil extraction, serves as a critical nutritional cornerstone for Thailand's livestock industry. Its essential role in animal feed formulas, coupled with limited readily available substitutes throughout the year, underscores its strategic importance.

In 2023, Thailand's dependence on imported soybean meal became evident. Domestic production of 1.7 million tons fell short of the market's demand of 4.8 million tons, necessitating imports of approximately 3.1 million tons. This reliance on external sources highlights the need for strategic initiatives to strengthen domestic production and mitigate potential supply chain disruptions.

The Thai livestock industry, however, faced persistent challenges in 2023, arising from:

- **Elevated raw material and feed costs:**

This prompted increased demand for finished feeds, placing further pressure on producers.

- **Persistent African swine fever (ASF) outbreaks:**

Although sow numbers began to recover, particularly among large-scale farms with more efficient management, ASF's continued presence cast a shadow over the industry.

- **Pork smuggling:**

The influx of smuggled pork suppressed domestic prices and disproportionately impacted small-scale farmers, driving some out of the business.

- **Economic slowdown:**

High inflation and interest rates dampened both domestic and global consumption, while the tourism sector fell short of target arrivals due to lingering travel restrictions.

Despite these challenges, 2024 brings renewed optimism.

- **Recovering Thai swine production:**

Led by large-scale farmers adopting stricter biosecurity measures and improved husbandry practices, domestic pork production is projected to rise.

- **Tourism sector rebound:**

The easing of international travel restrictions worldwide is expected to propel Thailand's tourism sector, boosting overall demand for animal products.

Consequently, Thailand's soybean meal demand in 2024 is forecast to reach 5.0 million tons, a 0.2 million ton increase (6%) compared to 2023. This projected growth underscores the vital role soybean meal plays in Thailand's livestock industry and highlights the potential for further expansion amidst a recovering market

Sources of Information

- Bank of Thailand
- Office of Agricultural Economics
- Thai Customs
- Department of Internal Trade
- TFMA
- NielsenIQ
- United States Department of Agriculture (USDA)
- International Monetary Fund (IMF)
- Kantar Worldpanel
- Reuters
- Research Division, Thai Vegetable Oil PC

Products Supply

Thai Vegetable Oil Public Company Limited has a total production capacity of 6,000 tons per day with more than 80% capacity utilization.

Production Policy: Made-to-Order in according to current market situation and trends.

Detail of factories and headquarter as follows;

Head Office	149 Ratchadapisek Road, (Thapra-Taksin) Bukkhalow Thonburi Bangkok 10600
Factory 1	101/2 Moo 1, Khunkaew Sub-District, Nakorn Chaisri District, Nakorn Pathom Province 73120
Factory 2	36 Moo 3, Nakorn Chaisri District, Nakorn Pathom Province 73120
Factory 3 (Zone 1)	81/7, 81/8, 82 Moo 1, Thaiyawas Sub-District, Nakorn Chaisri District, Nakorn Pathom Province 73120
Factory 3 (Zone 2)	89 Moo 1, Thaiyawas Sub-District, Nakorn Chaisri District, Nakorn Pathom Province 73120

Raw Material Supply

Soybean is our major raw material. The Company shall buy domestic soybeans as first priority. However, due to the inadequate supply of domestic soybean, the Company must therefore import more than 90% of total soybean from Brazil and the United State of America, which import price of soybean depends on soybean price in the world market with an exemption from import duty on soybean import policy according to the agreement of World Trade Organization (WTO). For the purchase of domestic soybeans, the Company shall buy domestic soybeans from famers and traders. The major plantations are around Sukothai, Kampaengpetcn, Autaradit, Petchaboon, Chiangmai and Khonkaen. In addition, the Company also complies with government policy that stipulates the conditions for soybean importers to buy all domestic soybeans in proportion to the amount of imports among all importers at price and conditions specified in the contract determined by the Oil Vegetable and Vegetable Oil Committee. Moreover, the Company also supported a new soybean planting experimental project in various species of soybean to achieve higher productivity that would make the farmers more profit and encourage them to grow more soybeans.

The World average soybean production over the past ten years tended to increase according to the demand of soybean consumptions. Soybean is a commodity product which is widely traded over the world market and can be easily provided and has never suffered from shortage of soybeans until unable to buy soybeans but there might be some periods when soybean price went higher than normal according to demand and supply of the World market in that year. The trade war between the United States of America and China are still key factor that have both positive and negative impacts on the World soybean prices continuously. However, the Company has closely always monitored the soybean price situation to take advantage of the opportunities to purchase soybeans at a competitive cost and to obtain good quality soybeans.

In general, the Company shall purchase soybeans approximately 3-4 months in advance according to sales and production plan by making forward contracts with various suppliers and agree to purchase from supplier offering the best condition to avoid risk of managements and delivery of raw material. The Company does not have a policy or obligation to buy from specified supplier. In addition, the price of soybean traded in the World market is in US dollars, in order to avoid risk of exchange rate, the Company therefore has a policy to make forward contract to manage the cost of raw materials in Thai Baht to be most effective.

Assets Used in Business Operations

The Company and its subsidiary's assets

The main types of the Company and its subsidy assets are land, building and machines

1 Land and land improvements

Total Value of Baht 678.40 Million as of 31 December 2023.

Location	Size Rai- Ngan- Square Wa	Proprietary Right
Office Building 149 Ratchadapisek Road, (Thapra-Taksin) Bukkhalow Thonburi Bangkok	3-1-49	Thai Vegetable Oil Public Company Limited is ownership.
Factory 1 101/2 Moo 1, Khunkaew Sub-District, Nakorn Chaisri District, Nakorn Pathom Province	47-1-30	Thai Vegetable Oil Public Company Limited is ownership.
Factory 2 36 Moo 3, Khunkaew Sub-District, Nakorn Chaisri District, Nakorn Pathom Province	14-2-82	Thai Vegetable Oil Public Company Limited is ownership.
Factory 3 Zone 1 81/7, 81/8, 82 Moo 1, Thaiyawas Sub-District, Nakorn Chaisri District, Nakorn Pathom Province Factory 3 Zone2 89 Moo 1, Thaiyawas Sub-District, Nakorn Pathom District, Nakorn Pathom Province 3/2 Moo 2, Sub District Ngiurai, Nakorn Chaisri District, Nakorn Pathom Province	402-3-24	Thai Vegetable Oil Public Company Limited is ownership.
Land Pakjan Sub-District, Nakorn Luang District Phra Nakhon Si Ayutthaya Province	14-2-50	Thai Vegetable Oil Public Company Limited is ownership.
Prodigy Public Company Limited 7/3 Moo 3 Bang Krabao Sub-District, Nakhon Chai Si District, Nakhon Pathom Province	17-0-93	Prodigy Public Company Limited is ownership.
Prodigy Public Company Limited Bu Ruesi Sub-District, Mueang Surin District, Surin Province	15-3-4	Prodigy Public Company Limited is ownership.

2 Building and Factory

Total Value of Baht 972.32 Million as of 31 December 2023.

Location	Size square metres	Proprietary Right
Head Office Building 149 Ratchadapisek Road, (Thapra-Taksin) Bukkhalow Thonburi Bangkok	4,553	Thai Vegetable Oil Public Company Limited is ownership.
Factory 1 101/2 Moo 1, Khunkaew Sub-District, Nakorn Chaisri District, Nakorn Pathom Province	56,976	Thai Vegetable Oil Public Company Limited is ownership.
Factory 2 36 Moo 3, Khunkaew Sub-District, Nakorn Chaisri District, Nakorn Pathom Province	8,776.90	Thai Vegetable Oil Public Company Limited is ownership.
Factory 3 Zone 1 81/7, 81/8, 82 Moo 1, Thaiyawas Sub-District, Nakorn Chaisri District, Nakorn Pathom Province Factory 3 Zone2 89 Moo 1, Thaiyawas Sub-District, Nakorn Pathom District, Nakorn Pathom Province 3/2 Moo 2, Sub District Ngjurai, Nakorn Chaisri District, Nakorn Pathom Province	129,209	Thai Vegetable Oil Public Company Limited is ownership.
Prodigy Public Company Limited 7/3 Moo 3 Bang Krabao Sub-District, Nakhon Chai Si District, Nakhon Pathom Province	11,801	Prodigy Public Company Limited is ownership.
Prodigy Public Company Limited 55 Moo 1 Bu Ruesi Sub-District, Mueang Surin District, Surin Province	2,408	Prodigy Public Company Limited is ownership.

3 Machinery and Factory Total Value of Baht 980.89 Million as of 31 December 2023

- Thai Vegetable Oil Public Company Limited
- Prodigy Public Company Limited

4 The Company and its subsidiary's assets with no obligation guarantee**Intangible Assets**

The total financial value of the Company and its subsidiary's intangible assets was Baht 26.79 Million as of 31 December 2023

1.3

Group's Shareholding

1.3.1

Company Shareholding Structure

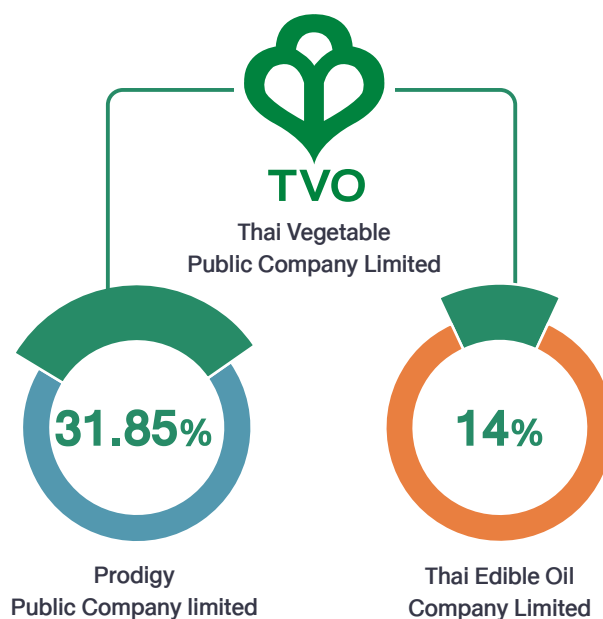
Operational Policy for Subsidiary and Associated Company

The Company has a policy to invest in the related businesses that have potential to support both domestic and international earnings, which should be a business that has potential and can generate long-term profitability for the Company in order to increase share values for Shareholders. The Company invested in Prodigy Public Company Limited, a manufacturer of PET bottles, and also invested in Thai Edible Oil Company Limited, a manufacture of Rice bran oil, branded "King".

The subsidiary and its associated companies operate their business according to their management policy. Their management team adhere to the good governance principles. The Chief Executive Officer (Mr. Pachai Chanpitaksa) as a representative of the Company to be a committee of Prodigy Public Company Limited in order to participate in the determination of important management policies.

Company Shareholding Structure

The Company holds 31.85% of shares in Prodigy Public Company Limited and 14% of shares in Thai Edible Oil Company Limited.



Prodigy Public Company Limited

Prodigy Public Company Limited produces and distributes PET plastic bottle for foods and beverages, including packaging for the Company's vegetable oil. Prodigy sells its products to both the Company and external customers. PET plastic bottle is durable, transparent, acid and base resistant and air-tight, making it suitable for preserving taste and quality of foods and beverages.

As the accounting period ending December 31, 2023, the Company's sales revenue was Baht 631.53 million with net profit Baht 28.90 million. Comparing to 2022, revenue decreased by Baht 125.56 million or 16.58% according to economic slowdown, high inflation, declining of consumer's purchasing power, including the higher cost of goods sold, especially in part of electricity costs and wages. In this regard, the management continues to attach the importance and closely monitors raw material prices so that the company can manage inventory appropriately in terms of price and quantity. Also, the company has accelerated customer base extension to be more varied for a growing number of customers, types of products, and distribution channels to increase sales.

Thai Edible Oil Company Limited

Thai Edible Oil Company Limited is rice bran oil manufacturer and distributor under the "King" brand which is distributed to many countries worldwide.

The juristic person that the Company holds more than 10% of voting shares

	Prodigy Public Company Limited	Thai Edible Oil Company Limited
	Head Office 7/3 Moo 3, Bangkraboa Sub-District, Nakornchaisri District, Nakornpathom province 73120 Tel. (034) 332-611-2 Fax. (034) 332-613	Head Office 3366/6-8 Soi Manorum, Rama 4 Road, Klongton, Klongtoey, Bangkok 10100 Tel. (02) 249-9351-2 Fax. (02) 249-4914
Type of Business	Packaging Company	Manufacture and Distribution of Vegetable Oil
No. of Shares	Common Shares 296,999,929 Units	Common Shares 13,980,000 Units
No. of Shares Held	94,600,000 Shares	2,000,000 Shares
Ratio Shareholding	31.85%	14%

Shareholders

Top 10 Major Shareholders

(as of last Record date on March 14, 2024)

Name of Shareholders	Number of Shares	%
1. Vitayatanagorn's Family	424,947,162	47.78
2. Mr.Taweelarp Jamsai	37,840,000	4.25
3. Thai NVDR Co., Ltd. ^{/1}	33,536,803	3.77
4. Cheer Group Holding Co., Ltd ^{/2}	31,262,252	3.51
5. South East Asia UK (Type C) Nominees Limited ^{/3}	15,133,739	1.70
6. Mrs.Nalinee Wongjunpen	8,843,507	0.99
7. Ms.Suparat Sakwararat	8,184,825	0.92
8. Mr. Chaipong Vechmamontien	6,219,400	0.70
9. Mr. Kriengkrai Wangwichit	5,106,750	0.57
10. Southeast Life Insurance PCL. ^{/4}	4,447,610	0.50
Top Ten Major Shareholders	575,522,048	64.70
Other Shareholders	313,949,200	35.30
Total	889,471,248	100

Note : ^{/1} Listed Company in Thailand, contact a address at 62 Ratchadapisek Road, Khlong Toei 10110 Bangkok. Thailand Thai NVDR Co.,Ltd issued non-voting depository receipt. It is a valid security as specified by SEC and is automatically regarded as a listed security by SET.

^{/2} The Company invests in securities listed on the SET / invests in other companies and real estate. Contact address: 305 Ratchadapisek Road (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok.

^{/3} Listed Company in Foreign country, contact address at Standard Chartered Bank (Thai) Public Company Limited, Securities Services, Zone B Sathorn nakorn tower 14th floor North Sathorn Rd., Silom Bangrak, Bangkok Thailand 10500

^{/4} Listed Company in Thailand, contact a address at 62 Ratchadapisek Road, Khlong Toei 10110 Bangkok. Thailand

The Company has a proportion of free float more than 40% of all issued shares.

Vitayatanagorn's Family			
	Name of Shareholders		
		Number of Shares	%
1.	Miss Sudarath Vitayatanagorn	67,681,790	7.61
2.	Mr.Vichai Vitayathanagorn	64,643,950	7.27
3.	Mrs.Ratana Chanpitaksa	51,277,160	5.76
4.	Nakornchaisri Oil Industrial Co., Ltd. ^{/1}	21,752,214	2.45
5.	Miss Aranya Vitayatanagorn	20,223,355	2.27
6.	Miss Voronud Vitayatanagorn	15,161,911	1.70
7.	Mr.Vachara Vitayatanagorn	15,000,000	1.69
8.	Mrs.Sararath Vitayatanagorn	13,874,295	1.56
9.	Mr.Apsit Vitayatanagorn	13,627,091	1.53
10.	Mr.Jakarin Vitayatanagorn	13,345,902	1.50
11.	Mr.Ekarat Wongsupbhasatigul	13,345,020	1.50
12.	Mr.Supachai Vitayatanagorn	12,795,508	1.44
13.	Mr.Vichit Vitayatanagorn	11,231,380	1.26
14.	Mrs.Pattama Tangpiroonthum	9,598,348	1.08
15.	Mrs.Benyapa Vitayathanagorn	9,000,000	1.01
16.	Mr.Vorravuth Tangpiroonthum	9,000,000	1.01
17.	Mrs. Danuporn Vitayatanagorn	8,605,000	0.97
18.	Miss Aticha Vitayatanagorn	8,262,038	0.93
19.	Mr. Chanvit Vitayatanagorn	7,483,535	0.84
20.	Miss Parinda Tangpiroonthum	5,414,520	0.61
21.	Mr.Kuna Vitayatanagorn	3,989,400	0.45
22.	Miss Patama Vitayatanagorn	3,957,880	0.44
23.	Miss Sapinya Vitayatanagorn	3,300,000	0.37
24.	Mr. Wich Vitayatanagorn	3,300,000	0.37
25.	Mr.Pachai Chanpitaksa	3,185,600	0.36
26.	Miss Pachun Chanpitaksa	2,758,800	0.31
27.	Mr.Pachoke Chanpitaksa	2,745,600	0.31
28.	Miss Vilai Tangsin	2,488,034	0.28
29.	Mr.Somroek Tangpiroonthum	2,317,100	0.26
30.	Miss Sitsiri Vitayatanagorn	1,650,000	0.19
31.	Mr.Poompipat Vitayatanagorn	1,408,000	0.16
32.	Miss Wasina Vitayatanagorn	1,158,144	0.13
33.	Miss Variwan Vitayathanagorn	909,070	0.10
34.	Miss Vichayasuda Hemakul	336,332	0.04
35.	Miss Issara Vitayathanagorn	65,285	0.01
36.	Mr.Kavin Vitayathanagorn	54,900	0.01
Total		424,947,162	47.78

Remarks: ^{/1} The Company has long-term investments in other entities. All shares held by the Vitayatanagorn's family.

1.4

Registered Capital and Paid-Up Capital

The Company registered capital is Baht 889,471,248 with paid up capital 889,471,248 shares, with par value Baht 1 per share

Distribution of Shareholders by Nationality (March 14, 2024)	Number of Shares	%
Thai Shareholders		
Ordinary Person	735,435,264	82.68
Juristic Person	121,014,264	13.61
Foreign Shareholders		
Ordinary Person	648,929	0.07
Juristic Person	32,372,791	3.64

Free Float (March 14, 2024)				
Number of shares	Number of Shareholders	%	Number of shares	%
1-999	8,077	35.58	2,403,017	0.27
1,000-10,000	10,708	47.17	37,205,665	4.18
10,001-100,000	3,439	15.15	93,790,711	10.54
100,001-Less than 5% of paid-up stock	476	2.10	572,468,955	64.36
More than 5% of paid-up stock	3	0.01	183,602,900	20.64
Total	22,703	100	889,471,248	100

1.5

Other Securities

-None-

1.6

Dividend Policy

The dividend policy is not less than 60% of net profit after income tax deduction if there is no necessary reason not to do so. The Company shall propose to the Annual General Meeting of Shareholders to consider and approve. The annual dividend payment which will depend on the investment plan, necessity and other appropriateness as the Board of Directors deems appropriate. For the year 2023, the Board of Directors resolved to propose to the Annual General Meeting of Shareholders on April 26, 2024 to approve the annual dividend payment at the rate of Baht 0.81 per share or equivalent to 98.75% of net profit after income tax deduction.

The subsidiary has a policy to pay dividend to Shareholders every year, depending on the Board of Directors of the subsidiary to consider and propose to the Shareholders' meeting of each subsidiary to consider and approve. The dividend payment is subject to the operating results, financial status and other key factors of each subsidiary without designated dividend payout ratio.

In 2023, the Company received dividend payment in cash from its subsidiary in the amount of Baht 5,676,000.00

Dividend Payment	2021	2022	2023
Earnings per Share	2.56	1.80*	0.82
Dividend per Share (Baht/Share)	2.20	1.15	0.81
Dividend Payout Ratio on Net Profit (%)	86.40	62.25	98.75

Remark: * Interim stock dividend included.



2

Risk Management

2.1

Risk Management Policy and Plan

Risk Management

TVO is committed to managing organizational risks that are linked and integrated with strategic management. The company recognizes that changing internal and external factors may impact the business in both the short and long term. Therefore, TVO has developed a strategic risk appetite to help frame the evaluation of alternatives and the selection of appropriate strategies. This supports the company's operations to achieve strategic goals in accordance with business objectives and create sustainability for the organization.

TVO follows the Enterprise Risk Management - Integrated Framework (ERM-IF) and the COSO Internal Control - Integrated Framework (COSO-ICF). These frameworks provide a comprehensive approach to risk management that is aligned with the company's strategic objectives.

Risk Management Structure

TVO implements a systematic risk management process through a risk management committee and integrated risk management. This ensures that the risk management plan is effective and efficient, and aligned with the organization's goals and strategies. Operational risks are under the supervision of the responsible executives. It is the responsibility of all departments to manage and control risks to an acceptable level.

TVO's CEO is responsible for setting policies, reviewing, considering, and providing feedback on the performance of the risk management committee.

The risk management committee, which is composed of executives from various departments, is responsible for developing and implementing the risk management plan, both at the operational and organizational levels. The committee also monitors the identification and assessment of key risks across the organization, and communicates risk management information to all employees to ensure that it is understood and implemented correctly and consistently. This helps to ensure that risk management is integrated across the organization, both in terms of policies, practices, and information sharing. Key risks are presented to the board of directors along with the company's business plan.

Risk Management Tools

TVO has studied and applied various risk management tools, such as:

- Risk appetite: Defining the organization's acceptable level of risk.
- Risk map: Assessing and prioritizing risk factors.
- Mitigation plan: Tracking risk management through a mitigation plan.
- Key risk indicator (KRI): Key risk indicators.

In addition, TVO monitors changes in key external factors, as well as emerging risks, to prepare proactive risk management measures before they impact the Company's operations.

TVO analyzed the internal and external environment, including economic, social, political, technological, industrial, competitive, and other relevant trends, to identify organizational risk factors that may have a significant impact on the company and/or investors in 2023. These factors were considered by the risk management committee before being submitted to the CEO for consideration in conjunction with the company's business plan. The risks can be summarized by type as follows:

2.2

Business Risk Factors

Strategic Risks

Risks Associated with Changing Consumer Demands and Increasing Competition	
Explanation and Impact:	Risk Management Strategies:
<ul style="list-style-type: none">■ Shifting consumer lifestyles, driven by environmental changes, an aging population, and heightened health awareness, are altering purchasing patterns. Businesses face the challenge of adapting their strategies to meet these evolving needs. This necessitates changes in business models, product and service development, and an expansion to new customer segments.■ Simultaneously, the industry is experiencing intensified competition, particularly in production capacity and costs, as players scramble to satisfy evolving customer demands. This heightened competition exposes businesses to greater risks.	<ul style="list-style-type: none">■ Comprehensive Competitive Analysis: Conduct a thorough assessment of the competitive landscape, considering factors like production capabilities, costs, marketing strategies, and customer demands. This analysis will inform the development of appropriate risk management strategies.■ Cost-Efficiency Optimization: Implement efficient production processes to enhance output and support cost competitiveness.■ Leveraging Core Strengths: Sustain and capitalize on strengths like superior product quality leadership and positive customer relationships to develop new offerings that meet evolving needs and maintain customer satisfaction.■ Market Expansion: Diversify by entering new export markets to mitigate declining domestic demand and ensure long-term business sustainability.■ Strategic Partnerships: Forge partnerships with industry allies to gain access to beneficial raw materials or technologies that enhance competitive advantage.

Risks Associated with Rapid Technological Change

Explanation and Impact:

The burgeoning technological landscape fosters disruptive innovations, new business models, and platforms that fundamentally alter traditional business operations. These advancements pose potential threats to conventional manufacturing and service businesses. To remain competitive and avoid losing critical capabilities, companies must prioritize integrating digital and advanced technologies into their operations, adapting to evolving economic, social, and consumer behavior trends.

Risk Management Strategies:

- **Proactive Technology Monitoring:** The company closely tracks and analyzes technological changes, paying particular attention to emerging trends and popular technologies. This enables preemptive preparation for potential risks.
- **Technology-Aligned Process Transformation:** Work processes are adapted to leverage new technologies, prioritizing approaches that enhance efficiency, reduce operational costs (e.g., automation), and improve overall effectiveness.
- **Investing in Human Capital:** Employee skill development is fostered through training programs and incentivizing learning of new technologies. This empowers them to adapt and utilize new technologies effectively, while fostering a culture of learning and innovation that encourages creativity and experimentation.
- **Strategic Partnerships:** The company seeks partnerships with business allies to gain access to resources and capabilities that aid in adapting to technological change. This may involve collaborating with leading tech companies, educational institutions, and other relevant partners.

Human Resource Risks in Supporting Business Growth and Change

Explanation and Impact:

Shifting business operations, work models, and the broader business environment introduce risks related to employee preparedness. This encompasses both the number of personnel and the alignment of their knowledge and skills with emerging demands. A mismatch in these areas can potentially disrupt business continuity and hinder growth.

Risk Management Strategies:

To mitigate human development risks and support business growth, the company implements the following strategies:

- **Succession Planning for Key Positions:** This involves identifying high-potential individuals and investing in their development to seamlessly fill critical roles when needed. By honing their knowledge, skills, abilities, and behaviors, we ensure a smooth transition and maintain leadership effectiveness.
- **Continuous Employee Development:** We provide reskilling and upskilling opportunities to equip employees with the competencies required for new contexts and higher-value contributions. This includes fostering a comprehensive understanding of the company, its goals, and its future direction. By proactively investing in our workforce, we cultivate a talent pool of future leaders and high-performing employees essential for driving sustainable business growth.

Operational risks

Risks Associated with Soybean Raw Material Sourcing

Explanation and Impact:

Fluctuations in weather patterns and natural disasters can disrupt soybean production, potentially leading to lower yields than anticipated. Additionally, delays in the early-season arrival of soybeans due to domestic transportation issues within exporting countries can create insufficient raw material supplies for production, consequently impacting our ability to deliver products to customers on time. As soybeans are a critical input in our production process, raw material shortages pose a significant risk to the company's operations.

Risk Management Strategies:

- **Strategic Partner Collaboration:** We maintain close partnerships to collaboratively plan raw material procurement strategies for optimal business continuity.
- **Global Supply and Demand Monitoring:** We actively monitor the global soybean market, utilizing data from source country surveys and environmental forecasts to anticipate factors affecting sourcing, such as seasonal changes, harvests, volumes, prices, and quality.
- **Supplier Diversification and Origin Tracing:** We source from reliable partners with robust origin traceability capabilities, and adapt production plans based on real-time conditions. Inventory levels are adjusted to align with market trends and pricing, ensuring sufficient supplies for uninterrupted operations.
- **Support for Domestic Soybean Production:** We collaborate with the government in promoting domestic soybean production in Thailand. This initiative encourages farmers to cultivate soybeans during the dry season as a substitute for rice, contributing to improved soil quality and higher-quality produce that meets market demands.
- **Investing in High-Yield Soybean Varieties:** We explore and support projects focused on cultivating new, high-yield Thai soybean varieties. This initiative aims to ensure the sustainability of Thai farmers and secure stable raw material supplies for our company, while contributing to Thailand's future food security.

Risk Associated with Raw Material Price Volatility

Explanation and Impact:

Soybean raw material prices significantly impact the company's profitability, constituting roughly 90% of our total cost of goods sold. Consequently, volatile soybean prices directly affect our cost structure and bottom line. These fluctuations are driven by global market dynamics, including:

- Weather and Yields: Favorable weather conditions and high yields translate to lower soybean prices, while the opposite scenario drives prices up.
- Supply and Demand: The balance between supply from producing countries and demand from consuming nations influences market equilibrium and price stability.
- Trade Policies: International trade policies, such as tariffs and barriers, can disrupt the global soybean supply chain, leading to price volatility.

Given the inherent unpredictability of some factors, close monitoring and scenario planning are crucial for effectively navigating this risk.

Risk Management Strategies:

- Dedicated Raw Material Procurement Team: We have established a specialized team dedicated to analyzing raw material and product prices, including leveraging derivatives for risk management. They utilize data-driven insights to select the optimal risk management tools aligned with our business plan and regularly communicate risk status to management. This ensures comprehensive price risk monitoring and control, maintaining exposure within acceptable limits.
- Cautious Inventory Management: Adhering to a strict policy against speculative raw material purchases and practicing prudent inventory management mitigates the impact of volatility. Additionally, we consider adjusting selling prices based on market conditions to further minimize the impact.
- Commodity Futures Market Engagement: We manage risks through the commodity futures market, regularly reviewing annual tolerance levels to safeguard against volatility affecting our financial performance.

Ensuring Production Continuity and Business Operations

Explanation and Impact:

Unforeseen crises and emergencies present an ongoing threat to business stability. These include natural disasters, epidemics, employee errors, equipment failures, and information system disruptions. The occurrence of such events can significantly disrupt production and overall business operations.

Risk Management Strategies:

To mitigate the likelihood and impact of these threats, the company has implemented comprehensive risk management plans with both short-term and long-term perspectives. These plans address a wide range of potential disruptions, including:

- **Business Continuity Management (BCM) Plan:** A dedicated BCM plan, encompassing emergency response protocols for natural disasters and epidemics, serves as a cornerstone of our mitigation strategy. This plan includes continuous monitoring of relevant information and news sources to ensure comprehensive preparedness and timely response to emerging threats.
- **Process Continuity Measures:** We have established measures to ensure crucial activities and processes can continue operating uninterrupted even in the face of disruptions. This fosters resilience and minimizes potential business interruptions.
- **Stakeholder Confidence:** By proactively addressing these risks and demonstrating preparedness, we bolster stakeholder confidence in our ability to navigate challenging situations and ensure continued business continuity.

Occupational Health and Safety Risks

Explanation and Impact:

The safety and well-being of our personnel remain paramount to successful business operations. We are committed to proactively preventing workplace accidents and fostering a culture of safety excellence.

Risk Management Strategies:

- **Zero-Accident Vision:** We have established an ambitious goal to achieve zero work-related incidents resulting in employee or contractor injuries requiring medical treatment.
- **Comprehensive Risk Mitigation:** Our approach focuses on both control measures and impact reduction. We cultivate a strong safety awareness among employees and contractors, identifying and addressing potential hazards through thorough safety assessments before accidents occur.
- **Robust Management Systems:** Our well-established management systems encompass various safety aspects, including process safety and transportation safety. These systems serve as guiding principles for operational practices across the organization and are continuously evaluated and improved for enhanced effectiveness.

Financial risks

Foreign Exchange Rate Volatility Risk

Explanation and Impact:

Fluctuations in the Thai Baht's value against the US Dollar significantly impact our financial performance. Soybeans, a critical input material, are priced in US Dollars, while our primary revenue stream is in Thai Baht. This mismatch exposes us to potential financial losses due to currency movements.

Risk Management Strategies:

- **Clear Policy Framework:** We adhere to well-defined policies for cash and financial risk management. These policies prohibit speculative activities and prioritize mitigating the impact of exchange rate fluctuations on our business and stabilizing future financial performance.
- **Dedicated Monitoring and Analysis:** A specialized team continuously monitors and analyzes relevant news and currency dynamics.
- **Hedging Strategies:** To manage foreign exchange risk, we strategically utilize hedging instruments like forward exchange contracts with domestic financial institutions. These contracts, mostly limited to durations of one year or less, help mitigate the impact of short-term volatility.

Liquidity and Counterparty Risks in Financial and Trade Transactions

Explanation and Impact:

The global economic landscape in 2023-2024 remains fraught with challenges, including economic slowdowns caused by central bank interest rate hikes to combat inflation and ongoing geopolitical conflicts. These factors can potentially impact business financing and trade. Maintaining sufficient liquidity is crucial for ensuring uninterrupted business operations and supporting sustainable growth investments.

Risk Management Strategies:

- **Robust Policies and Controls:** We have implemented comprehensive policies, procedures, and controls to minimize liquidity and counterparty risks. These include stringent adherence to trade credit issuance policies tailored to each business unit.
- **Optimized Working Capital Management:** We actively manage working capital to an appropriate level, strategically aligning inventory levels with market demand to enhance overall financial health.
- **Contingency Planning:** We have developed comprehensive contingency plans to address potential liquidity disruptions caused by unforeseen events such as economic crises or natural disasters. These plans ensure our readiness to navigate challenging situations and maintain financial stability.

Legal and Regulatory Compliance Risks

Risk associated with changes in the laws and regulations concerning the industrial sector and their enforcement	
Explanation and Impact:	Risk Management Strategies:
<p>Our business operations are subject to a complex web of laws, regulations, and industry standards. Failure to comply with these requirements can expose the company to significant penalties, fines, and reputational damage, adversely impacting operations and stakeholder trust.</p>	<ul style="list-style-type: none">■ Comprehensive Legal Landscape Monitoring: We have established a robust review plan that continuously monitors relevant legal, regulatory, and compliance developments across our operating environment. This includes proactive review of laws, governmental regulations, standards from regulatory bodies, and certifications. Significant changes prompt immediate identification and analysis.■ Adaptive Policy Framework: We maintain a dynamic policy framework that swiftly adapts to evolving legal and regulatory changes. This ensures our policies remain aligned with current requirements and mitigate potential non-compliance risks.■ Clear Accountability and Internal Controls: We assign clear ownership and responsibility for compliance within the organization. Additionally, we have implemented robust internal control systems, including ongoing monitoring and enforcement measures, to guarantee adherence to our strict code of business ethics.■ Anti-Corruption Measures and Reporting Channels: We are committed to upholding the highest ethical standards and preventing corruption. We have established comprehensive policies, procedures, and operational steps to ensure compliance with relevant legal requirements. This includes practices like pre-departure truck weight inspections and adherence to legal loading limits. Our anti-corruption policies are further supported by robust reporting channels for unethical conduct or complaints. We have a formal complaint response process, protect whistleblowers, and consistently notify complainants of outcomes fairly and according to established procedures.

Personal Data Protection (PDPA) Risks

Explanation and Impact:

Personal data constitutes a significant risk that requires astute management by organizations. Inadequate data protection exposes individuals' information to potential misuse by malicious actors, leading to significant reputational and legal consequences for organizations. Recognizing the criticality of safeguarding personal data, our company prioritizes the protection of employee, customer, and stakeholder information across all stages of collection, use, disclosure, and transfer.

Risk Management Strategies:

- **Enhanced Data Protection Policy:** We have implemented a comprehensive personal data protection policy to strengthen information system security measures and bolster cybersecurity. This includes adherence to established data security standards and alignment with the Personal Data Protection Act (PDPA) regulations.
- **Dedicated Data Protection Officer:** To further elevate data protection and compliance, we have appointed a designated Data Protection Officer (DPO) who assumes responsibility for overseeing data protection practices and ensuring adherence to PDPA requirements.
- **Centralized Data Management System:** We have established a centralized database system ("Cookie and Consent Management") to effectively manage personal data across all channels, improving organization and facilitating compliance efforts.

Environmental, Social and Governance Risk (ESG)

Climate Change and Natural Disaster Risks

Explanation and Impact:

Climate change and its accelerating pace pose a significant and evolving threat to society and ecosystems, creating increasingly unpredictable risks for businesses. These risks can be categorized into physical and transition risks:

Physical Risks: The intensifying global warming trend leads to variable weather patterns and more frequent natural disasters, such as droughts from irregular rainfall or floods from rising sea levels. These events can disrupt agricultural production, a critical source of our raw materials, potentially impacting business operations and causing damage.

Transition Risks: Governments are implementing mechanisms, like carbon taxes, to achieve net-zero greenhouse gas emissions goals. This transition can translate to increased operational costs for companies due to tax payments or investments in emission reduction efforts. Estimates suggest potential carbon tax costs for the company ranging from 9 to 57 million baht annually.

Risk Management Strategies:

Physical Risks:

- **Enhanced Emergency Preparedness:** We regularly review and update emergency plans for crisis situations, including developing and practicing a comprehensive Business Continuity Plan (BCP), assigning clear responsibilities, and conducting regular drills to ensure preparedness.
- **Alignment with International Standards:** We prepare work plans according to international disclosure guidelines, such as the Task Force on Climate-related Financial Disclosures (TCFD) framework, to demonstrate transparency and commitment to responsible climate risk management.

Transition Risks:

- **Greenhouse Gas Emission Monitoring and Reduction:** We conduct regular assessments of our greenhouse gas emissions and set both short- and long-term reduction goals. This proactive approach minimizes potential future costs associated with carbon taxes and contributes to environmental sustainability.
- **Technological Exploration for Emission Reduction:** We continuously investigate and implement new technologies to reduce our greenhouse gas emissions, demonstrating our commitment to cleaner production and contributing to mitigating climate change.

Emerging Risk

Cybersecurity Threats	
Explanation and Impact:	Risk Management Strategies:
<p>Our business operations rely heavily on computer systems and networks, including the internet, for diverse purposes such as database management, data exchange, stakeholder communication, customer outreach, advertising, and sales channels. We recognize the escalating frequency, complexity, and sophistication of cyberattacks, significantly heightening cybersecurity risks. These threats encompass disruptions to critical infrastructure and software, unauthorized access or misuse of sensitive data, and potential damage to our reputation, trust, and public image.</p>	<ul style="list-style-type: none"> ■ Comprehensive Cybersecurity Framework: We prioritize cybersecurity and IT system security at all levels, implementing a holistic framework encompassing governance, infrastructure, policies, technology, personnel, and processes. ■ Security-Conscious Personnel: We establish and enforce information security policies and operational standards for employees to foster a culture of cybersecurity awareness and responsible behavior. ■ Multi-Layered IT Security: We invest in robust IT security measures at various levels, including device, application, and network security. This includes firewalls, backup solutions, antivirus software, centralized troubleshooting, and thorough threat identification to prevent recurrence. ■ Regular Vulnerability Assessments: IT personnel collaborate with external experts to conduct regular security audits and vulnerability assessments, ensuring continuous system improvement and proactive threat mitigation. ■ Disaster Recovery and Incident Response Plans: We have established a Disaster Recovery Plan for emergency preparedness and business continuity, enabling operations to continue through a backup site. Additionally, a Cyber Incident Response Plan with regular drills and penetration testing safeguards against system threats and identifies vulnerabilities for remediation. ■ Data Backup and Continuity: We implement backup systems and off-site data backups at predefined intervals to guarantee business continuity in unforeseen circumstances. ■ Risk Assessment and Reporting: Our IT department conducts regular risk assessments, identifying key risk indicators for quarterly reporting to the risk management committee. This ensures effective risk management and minimizes potential impacts on our organization and business opportunities.



3

Driving Business for Sustainability

3.1

Sustainability Policies and Sustainability Management Objectives

TVO has established ESG as one of the key strategies in business operations to create future sustainable growth under the concept of **“ESG: Doing Well by Doing Good, creating sustainability in environment, society, and corporate governance in compliance with the principles of efficient cost management and the confidence of all groups of stakeholders”**. The ESG strategy is driven by the Environmental, Social, and Governance Committee in 3 levels which are policy level, management level, and execution level. The operation in the sustainability aspect is managed in compliance with the established goals and international operating standards.

To ensure the efficiency of sustainability operations, TVO has prioritized ESG Materiality by considering sustainable issues that impact on the business and its stakeholders across the entire value chain, using it as a guideline for setting operational goals and creating participation with all groups of stakeholders through various activities in 2023. Consequently, this promotes inclusive growth in all 3 aspects namely environment, society, and governance (ESG), all of which are driven under the framework of sustainable development. Additionally, this is consistent with international sustainability principles and can help achieve the Sustainable Development Goals (SDGs) of the UN.

Sustainability Policies

“TVO aims to conduct business for the purpose of sustainable growth, delivering a good quality of life to consumers, employees, and communities as well as taking care of the environment. The Company also creates value for all stakeholders, starting from purchasing raw materials, manufacturing, and delivering products to consumers, adhering to the principles of good corporate governance to establish a sustainable society”



Sustainability Strategies in 3 Areas

are as follows:

1	Establish strategic cooperation throughout the supply chain for sustainable product development
2	Integrate green culture in the operation throughout the product life cycle
3	Create balanced shared value for all groups of stakeholders

Summary of Sustainability Performance in 2023

Sustainability in Environmental Aspect

Carbon Footprint and Greenhouse Gas Emissions



Received Carbon Footprint of Organization certification from Thailand Greenhouse Gas Management Organization (Public Organization) or TGO

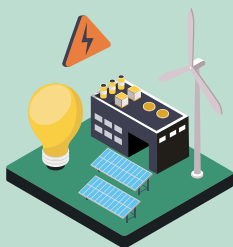
Received Carbon Footprint of Product Certification (CFP) in **19** products from TGO



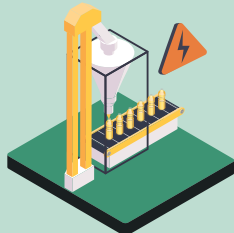
Direct and indirect greenhouse gas emissions (Scope 1 and Scope 2)
44,568 Tons of carbon dioxide equivalent

Energy Management

Energy consumption
1.5 gigajoules/ton soybean

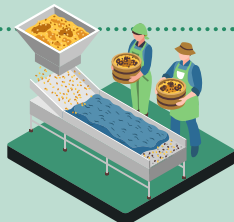


Proportion of renewable energy usage **85%**



Water Management

Water withdrawal
0.9 cubic meters/ton soybean



Waste Management
100% Waste Utilization

Sustainability in Social Aspect



Human Rights

0 case of human rights violation

Employee Caring and Development

Employee Engagement Rate was **61.27%**



Percentage of average training hours of employees accounting for **93%**

The average hours training for all level of employees were **17** hours/person/year

Safety and Occupational Health

No work-related lost time injury continuous for **3,678,544** working hours



Total Recordable Incident Rate (TRIR) was **0.47**, which is lower than the average in Starch and Vegetable Fats and Oil manufacturing (NAICS 311220), recorded at 0.8

Participation in Community and Social Development

The number of projects that TVO contributes to the community **25** projects



Sustainability in Governance and Economic Aspect

Corporate Governance

0 case of the Code of Conduct violation



Anti-Corruption

0 case of bribery & corruption

Relationship Management and Customer Engagement

Average customer satisfaction assessment resulted in

90.32%



Sustainable Procurement



100%

of the new suppliers in 2023 passed selection by using ESG criteria and the new supplier application form

100%

of new suppliers in 2023 completed the Self-Declare questionnaires



100%

of new suppliers in 2023 acknowledged and signed the Supplier Code of Conduct



The Company discloses details of **sustainability policy, strategy, and long-term sustainability management goals** included in the Sustainability Report 2023 on the TVO Sustainability Operations Section, page 15, and the company's website. In Addition, TVO has prepared **The Sustainability Report 2023** in accordance with Global Reporting Initiatives (GRI Standards 2021), along with reports on corporate performance that support the Sustainable Development Goals (SDGs), disclosed on the Company's website

3.2

Managing Stakeholder Impacts in the Business Value Chain

3.2.1 Value Chain Management

The company places importance on managing the entire value chain, from the source to the end product, to create value for goods and services. This includes meeting the expectations of stakeholders, from sourcing raw materials both domestically and internationally, to environmentally-friendly and community-conscious production. Standardized and efficient marketing and distribution, catering to diverse needs, are also considered. Finally, delivering products to customers and consumers is part of this comprehensive approach.

Moreover, the Company aims for suppliers to operate in an ethical manner, respect for human rights, social responsibility with good governance principles as well as a management on occupational health and safety. At the same time, the Company expects its suppliers to pay more attention to related environmental management in order to develop the mutual potential enhancement of the competitiveness in the future. The Company therefore determines **“Supplier Code of Conduct”** and communicate with suppliers both in the country and abroad, disclosed this policy on the Company's website for all stakeholders to acknowledge. In addition, the other related operations are also disclosed in The Sustainability Report 2023 on Value Chain management of TVO page 18-19 and Sustainable Sourcing Section on page 60-62

Supplier Code of Conduct



3.2.2 Stakeholder Analysis in the Business Value Chain

The Company conducts key stakeholder analysis both internally and externally, focused on who are related to the business value chain. It places importance on inclusivity, encourages two-way communication and feedback, and seeks to understand the needs and expectations of stakeholders for the operation of the Company's business. The stakeholders are classified into seven groups, namely

- 1 Employees
- 2 Customers
- 3 Suppliers
- 4 Shareholders
- 5 Community & Society
- 6 Competitors
- 7 Government Agencies

The Company discloses the analysis of expectations related to the company's operations and guidelines for the participation of all groups of stakeholders listed in the Sustainability Report 2023 on the Stakeholder Engagement sector page 20-22

3.3

Environmental Sustainability

3.3.1 Environmental Policies and Practices

The Company recognizes the importance of environmental protection in preventing and taking responsibility for the impacts that may arise from operations, both inside and outside. Therefore, TVO has established an **“Environmental Policy”** to promote the development of production processes, foster innovative practices to reduce environmental impacts, and implement measures to ensure the highest efficient use of resources in all aspects. This aims to address climate change and global warming by utilizing resources efficiently, including electricity, steam, water, and waste generated from the production processes, to support organizational and product-level carbon footprint reduction goals.

In addition, the company has established an **“Energy Policy”** as a guideline for operations to ensure the efficient use of energy and resources in all aspects, generating maximum benefits. This initiative leads to continuous improvement in the organization's resource efficiency, aligning with business growth, and is considered a responsibility of management and employees at all levels. However, the utilization of resources should be value-driven and result from the collaboration of all parties within the organization. Together, they cultivate awareness among employees about the importance of conservation, translating it into ethical practices. The company publishes this policy on its website.

Environmental Policy



Energy Policy



3.3.2 Environmental Performance

Environmental management and operations are under the supervision of **“Environmental and Social Working Group”** or **“ES Group”**. It consists of representatives from the relevant departments to integrate environmental information into the work process, including carbon footprint of organization and product, energy consumption, water management, and waste management. This aim is to achieve Carbon Neutrality and Net Zero organization. The working team responsible also includes setting long-term the goals to reduce resource consumption, mitigating impact of the production process, and promptly responding to complaints. The Company disclosed the environmental performance consisting of the reduction of carbon footprint, greenhouse gas emissions, energy consumption, water consumption, waste generation, and complaint management. These details can be found in the Environmental Sustainability sector of the Sustainability Report 2023, on page 32-42, and in the Appendix on the Sustainability Performance – Environmental Information page 71

In the past year, the Company made significant progress in sustainability at the corporate level, resulting in receiving a certificate of a Carbon Footprint of Organization (CFO) and Carbon Footprint of Product for 19 items from the Thailand Greenhouse Gas Management Organization (Public Organization) or TGO. Additionally, the Company has set a target to **“Reduce product carbon footprint at least 2%”** in a main product Angoon soybean oil, size 1 liter, by 2025.

In addition, the Company was chosen by the Stock Exchange of Thailand to participate in **“Climate Change Management Role Model 2023”** resulting in the establishment of a short-term goal of reducing greenhouse gas emissions by 20% by 2035 as a milestone to achieve carbon neutrality in 2045 and net zero emissions in 2060. Also, the Company is ready to release the TCFD report in accordance with standards for the benefit of investors and stakeholders. TVO's TCFD report can be downloaded at [the Company's website](#) under the topic “Sustainability”.

3.4

Social Sustainability

3.4.1 Social Policies and Practices

In the social dimension of sustainability operations, TVO focuses on engaging and listening to understand the needs of our stakeholders, employees, communities, society, customers, and business partners in the value chain. The key policies related to social operations are outline on the Company's website as follows:

Human Rights Policy



Personal Data Protection Policy



Quality, Occupational health,
Safety and Working environment
Policy



Food & Feed Safety Policy



3.4.2 Social Performance

Social operations are under the supervision of the **“Environmental and Social Working Group”** dividing them into two main parts Internal procedures are focused on taking care of employees, while external operations are dedicated to the well-being of the community and society. Social performance consists of Human Rights, employee care and engagement, a recruitment policy fostering job creation in the community, Safety and Occupational Health, community participation, and social development. These aspects are disclosed in the in the Social Sustainability sector of the Sustainability Report 2023 on page 43-55. Social performance details followed the Global Reporting Initiative (GRI) can also be found in the Sustainability Report in the Appendix, specifically on page 74-80.



4

Management Discussion and Analysis (MD&A)

4.1

Analysis of Operating Performance

Operating results of the Company and its subsidiary for the year ended December 31, 2023 and 2022 were as follows;

Unit: Million Baht	2023	2022	Increase / (Decrease)	
			Amount	%
Sales	33,771	38,679	(4,908)	(12.69)
Sale of packing materials	424	429	(5)	(1.22)
Total sales	34,195	39,108	(4,913)	(12.56)
Cost of sales	33,045	35,986	(2,941)	(8.17)
Gross profit	1,150	3,122	(1,972)	(63.19)
Profit (loss) on exchange rate / derivatives	201	78	123	156.99
Other income	119	137	(18)	(12.97)
Selling expenses	557	614	(57)	(9.26)
Administrative expenses	261	281	(20)	(7.14)
Reversal of allowance for expected credit losses	(17)	(5)	(12)	(216.41)
Reduction of inventory to net realizable value (reversal)	(280)	240	(520)	(216.82)
Loss on write-off of plant, machinery and equipment	0	77	(77)	(100)
Loss on impairment of plant, machinery and equipment	1	90	(89)	(99.15)
Financial cost	20	6	14	239.30
Profit before income tax expenses	929	2,035	(1,106)	(54.35)
Income tax expenses	179	403	(223)	(55.44)
Net profit attributable to equity holders of the Company	730	1,604	(874)	(54.52)
Non-controlling interests of the subsidiaries	20	28	(8)	(28.87)

In 2023, the Company and its subsidiary had a net profit Baht 730 million, decreased by Baht 874 million or 54.52% from Baht 1,604 million when compared to 2022. The Company and its subsidiary had total sales revenue of Baht 34,195 million, decreased by Baht 4,913 million or 12.56% from Baht 39,108 million when compared to 2022. The revenue from sales of products was Baht 33,771 million, decreased by Baht 4,908 million or 12.69% from Baht 38,679 million when compared to 2022, and the revenue from sales of packaging materials was Baht 424 million, decreased by Baht 5 million or 1.22% from Baht 429 million when compared to 2022. The Company and its subsidiaries had a cost of sales Baht 33,045 million, decreased by Baht 2,941 million or 8.17% from Baht 35,986 million compared to 2022. As a result, the Company and its subsidiary's gross profit was Baht 1,150 million, decreased by Baht 1,972 or 63.19% from Baht 3,122 million compared to 2022.

Analysis of Operating Performance

For management purposes, the Company and its subsidiary are organized into business unit based on its products and services and have three reportable segments as follows;

- 1 The manufacture and distribution of products from soybean segment; soybean meal and soybean oil.
- 2 The manufacture and distribution of packaging products.
- 3 Other segments, which is a distribution of other consumer products.

Unit: Million Baht	2023	2022	Increase / (Decrease)	
			Amount	%
Revenue from sales of soy products and others	31,748	37,849	(6,101)	(16.12)
■ Animal feed industry	21,570	23,957	(2,387)	(9.96)
■ Refined Soybean Oil	10,178	13,892	(3,714)	(26.74)
Revenue from sales of other products	2,024	830	1,194	(143.86)
Total revenue from sales of the Company	33,771	38,679	(4,908)	(12.69)
Revenue from sales of packaging materials	424	429	(5)	(1.22)
Total revenue from sales of the Company and its subsidiary	34,195	39,108	(4,913)	(12.56)

Sales Revenues

The Company and its subsidiary had total sales revenue of Baht 34,195 million, decreased by Baht 4,913 million or 12.56% from Baht 39,108 million when compared to 2022. The revenue from sales of products was Baht 33,771 million, decreased by Baht 4,908 million or 12.69% from Baht 38,679 million when compared to 2022, and the revenue from sales of packaging materials was Baht 424 million, decreased by Baht 5 million or 1.22% from Baht 429 million when compared to 2022. The details were as follows;

■ Revenue from sales of soybean meal and other animal feed ingredients

decreased compared to 2022 despite an increase in the average selling price for the whole year which was in line with the price of soybean meal in the domestic and global market especially in the first half of the year. However, sales volume decreased compared to the prior year, mainly due to the global economic slowdown which led to a contraction among export-oriented customers. In addition, the domestic animal feed producers also delayed purchasing orders as a result of the livestock situation that has not yet recovered especially in the swine group that was affected by the problem of illegally imported pork suppressing farmgate pork prices. Moreover, the price of chicken meat continued to decline while the prices of animal feed ingredients increased. As a result, the farmers reduced farm size in order to mitigate risk of losses. All these factors had a direct negative impact on the volume of animal feed orders.

■ Revenue from sales of refined soybean oil products

decreased when compared to 2022, due to the economic slowdown resulting in decreased domestic purchasing power. As a result, customers in the industrial market have reduced production. In addition, consumers were more cautious with their spending therefore they changed behavior to smaller purchase size and less stockpiling. Consequently, the product distribution was delayed at the destination stores. Therefore, the Company has concentrated more on selling soybean oil to export markets. In addition, revenue from the sale of refined soybean oil was also affected by a decline in selling prices aligned with the trend of vegetable oil prices in the global and domestic markets. Moreover, the vegetable oil market for consumption was in fierce competition for market share. Intense price competition in the edible vegetable oil market, particularly between soybean and palm oil (with a wider-than-usual price gap), led consumers to choose the lower-priced palm oil across both industrial and consumer sectors.

■ Revenue from sales of packaging materials:

The Company's subsidiary revenue decreased compared to 2022, mainly due to the economic slowdown, high inflation, and the reduction of consumer's purchasing power.

Cost of Sales and Gross Profits

The Company and its subsidiary's cost of sales was Baht 33,045 million, decreased by Baht 2,941 million or 8.17% from Baht 35,986 million compared to 2022. The Company and its subsidiary's gross profit was Baht 1,150 million, decreased by Baht 1,972 or 63.19% from Baht 3,122 million compared to 2022. The main reasons were;

■ Cost of Sales and Gross Profits of the Company:

The Company's cost of sales decreased compared to 2022, mainly due to lower sales volume, and lower price of soybeans which served as the main raw material. This was in line with the downward trend in soybean prices in the global market caused by all-time record of Brazil soybean production in 2022/2023, pushing the world's soybean stocks exceeding 100 million tons again. While in 2021/2022, the world's main soybean-producing countries such as Brazil and Argentina encountered dry weather conditions from La Niña causing damage to more than 20 million tons of soybean production. Even though the average selling prices of soybean meal and animal feed ingredients have increased, the average selling price of refined soybean oil products have decreased by more than 20%, following the trend of vegetable oil prices in both the domestic and global markets. Consequently, the average selling price of all products dropped more than its average cost. As a result, the Company's gross profit decreased compared to the previous year.

■ Cost of Sales and Gross Profits of the Company's subsidiary:

The cost of sales of subsidiaries decreased compared to 2022 mainly due to the decreased sales. Gross profit decreased due to lower sales and high electricity costs in the first half of the year.

Profit (loss) on Exchange Rate / Derivatives

The Company has managed to hedge foreign exchange risk with a forward exchange contract. Therefore, the Company had gain on the foreign exchange rate and derivative amounted to Baht 201 million increased by Baht 123 million or 156.99% from Baht 78 million when compared to 2022.

Other Income

The Company and its subsidiary generated other incomes of Baht 119 million, decreased by Baht 18 million or 12.97% from Baht 137 million compared to 2022 according to lower dividend income. Also, there was a revision of burden-free and high-value promotional expenses in 2022.

Selling and Administrative Expenses

The Company and its subsidiary's selling expenses was Baht 557 million, decreased by Baht 57 million or 9.26% from Baht 614 million compared to 2022 due to wages, other employee's benefit, advertising and public relations expense, and exporting expense.

Administrative expenses were Baht 261 million, decreased by Baht 20 million or 7.14% from Baht 281 million compared to 2022, due to wages, other employee's benefit, and expenses ceased operations on certain goods.

Reversal of Allowance for Expected Credit Losses

In 2023, the Company and its subsidiaries reversed the recognition of allowance for expected credit losses value of Baht 17 million due to the improvement of account receivable collection compared to the previous year.

Reduction Cost of Inventories to Net Realizable Value (Reversal)

In 2023, the Company and its subsidiaries reversed the write-down of cost of inventories of Baht 280 million in some products.

Loss on Impairment of Plant, Machinery and Equipment

In 2023, the Company and its subsidiaries recorded losses from impairment of buildings, machinery and equipment that were not in use, value of Baht 1 million.

Analysis of Financial Position

An analysis of the financial position of the Company and its subsidiary as of December 31, 2023 and 2022, were as follows;

Unit: Million Baht	Dec 31, 2023	Dec 31, 2022	Increase / (Decrease)	
			Amount	%
Assets				
Current Assets	8,887	14,878	(5,992)	(40.27)
Non-Current Assets	4,189	3,539	651	18.39
Total Assets	13,076	18,417	(5,341)	(29.00)
Liabilities				
Current Liabilities	2,398	7,595	(5,197)	(68.43)
Non-Current Liabilities	210	197	13	6.51
Total Liabilities	2,608	7,792	(5,184)	(66.53)
Shareholders' Equity				
Equity attributable to owner of the Company	10,071	10,236	(165)	(1.61)
Non-Controlling Interest	397	389	8	1.94
Total Shareholders' Equity	10,468	10,625	(157)	(1.48)
Total Liabilities and Shareholders' Equity	13,076	18,417	(5,341)	(29.00)

Assets

As of December 31, 2023, the Company and its subsidiary had total assets valued at Baht 13,076 million, decreased by Baht 5,341 million, or 29.00%, from Baht 18,417 million when compared to year end 2022. The major reasons for this decrease were;

- Current assets decreased by Baht 5,992 million or 40.27% when compared to year end 2022. The main reason was the decreasing in inventories of Baht 5,538 million mainly from the declining of raw materials in transit by Baht 5,072 million.

Liabilities

As of December 31, 2023, the Company and its subsidiary has combined liabilities valued at Baht 2,608 million, decreased by Baht 5,184 million, or 66.53%, from Baht 7,792 million when compared to year end 2022. The primary reasons for this were:

- Current liabilities decreased by Baht 5,197 million, or 68.43% due to trade and other payables decreased by Bath 5,064 million, which was mainly from the purchase of raw materials.

Shareholder Equity

As of December 31, 2023, shareholder equity in the Company and its subsidiary totaled Baht 10,468 million, decreased by Baht 157 million, or 1.48%, from Baht 10,625 million when compared to year end 2022. This was the result of total net profit in 2023 of Baht 749 million. The Company and its subsidiary also paid interim dividends for the second half of 2022 and the first half of 2023 amounting to Baht 898 million.

Liquidity

Liquidity for the Company and its subsidiary for the years ending December 31, 2023 and 2022 was as follows;

Unit: Million Baht	2023	2022	Increase / (Decrease)	
			Amount	%
Net cash flows from operating activities	1,286	2,414	(1,128)	(46.71)
Net cash flows from in investing activities	(297)	(564)	268	47.43
Net cash flows used in financing activities	(915)	(1,918)	1,003	52.29
Net increase (decrease) in cash and cash equivalent	75	(68)	143	209.00
Cash and cash equivalents at the beginning of year	334	403	(69)	(17.00)
Cash and cash equivalents at the end of year	409	334	75	22.31

In 2023, the Company and its subsidiary had cash and cash equivalents at the end of the year totaling Baht 409 million. When compared to year end 2022, there were changes as follows;

- Net cash flow from operating activities totaled Baht 1,286 million, decreased by Baht 1,128 million, or 46.71% from Baht 2,414 million when compared to the year 2022. Net cash flow from operating activities was from earnings before income tax of Baht 929 million for both the Company and its subsidiary, which included the portion for non-controlling interest in the Company's subsidiary and adjustments in reconciliation of net profits as net cash receive (paid) from operating activities. The main items were depreciation and amortization totaling Baht 296 million, reversal of inventory to net realizable value in the amounts of Baht 283 million, including a decrease in inventories in the amounts of Baht 5,818 million. In addition, there was a decrease in trade and other receivables in the amount of Baht 5,142 million and cash paid for corporate income tax were Baht 123 million.
- Net cash spending in investment activities totaling Baht 297 million. The net cash received for investment in mutual funds totaling Baht 649 million and dividend received Baht 43 million while the net payment from purchasing property, plant, machinery, equipment and intangible assets was totaling Baht 995 million.
- Net cash flow used in financing activities totaling Baht 915 million due to The Company and its subsidiary paid interim dividends for the second half of 2022 and the first half of 2023 in the amount of Baht 910 million.

4.2

Financial Ratios

Financial ratios for the Company and its subsidiary in the years ending December 31, 2023, 2022, and 2021 were as follows;

Key Financial Ratios	2023	2022	2021
Liquidity Ratio			
Current Ratio (time)	3.71	1.96	3.03
Quick Ratio (time)	0.93	0.35	0.84
Cash Flow Liquidity Ratio (time)	0.26	0.45	0.22
Accounts receivable turnover (time)	22.39	24.70	21.49
Collection period (days)	16.30	14.78	16.99
Finished Goods turnover (time)	15.37	16.65	20.80
Average Days Sales (days)	23.75	21.92	17.54
Account Payables Turnover (time)	7.92	7.71	9.63
Payment period (days)	46.07	47.33	37.89
Cash Cycle (days)	(6.02)	(10.63)	(3.36)
Profitability Ratio			
Gross Profit Margin (%)	3.36	7.98	9.45
Net Profit Margin (%)	2.11	4.08	6.50
Return on Equity (%)	7.19	16.25	22.19
Efficiency Ratio			
Return on Assets (%)	6.00	12.83	19.27
Return on Fixed Assets (%)	30.17	61.33	75.85
Assets Turnover (time)	2.19	2.48	2.33
Financial Policy Ratio			
Debt to Equity Ratio (time)	0.25	0.73	0.35
Interest coverage ratio (time)	57.23	920.84	3,706.93
Commitment Coverage Ratio (time)	0.50	0.94	0.98
Dividend Payout (%)	98.75	62.25	86.04

Liquidity Ratio

As of the December 31, 2023, the current ratio of the Company and its subsidiary stood at 3.71x, increased by 1.75x from the ratio of 1.96x when compared to 2022. The liquidity ratio greater than 1 would imply that the Company still has good liquidity. The quick ratio was 0.93x, average debt collection was 16.30 days, the average days sales was 23.75 days and the cash cycle was -6.02 days. These figures imply that the Company has a strong financial position, appropriate liquidity ratio and good cash on hand from selling products, getting paid faster than the Company paid to supplier and have good cash management efficiency.

Profitability Ratio

In 2023, the profitability ratios consisted of the gross profit margin, net profit margin, and return on equity, were at 3.36%, 2.11%, and 7.19%, respectively. All of these ratios decreased when compared to 2022 due to a decrease in both sales volume and selling price of refined soybean oil. The main reasons were the economic slowdown resulting in the declining of purchasing power in domestic and global market, including the declining in selling prices aligned with the trend of vegetable oil prices in the global and domestic markets.

Operating Efficiency Ratio

In 2023, the return on assets and return on fixed assets stood at 6.00% and 30.17%, respectively which decreased from 2022. This was mainly due to decrease in net profits of the Company and its subsidiary. Meanwhile, the asset turnover ratio was 2.19x decreased when compared to 2022 mainly due to a decrease in total revenue in 2023.

Financial Policy

As of December 31, 2023, the Company and its subsidiary had a total liability of Baht 2,608 million and total shareholder's equity of Baht 10,468 million, represented a debt to equity ratio of 0.25x, decreased from the figure of 0.48x when compared to 2022. The dividend payout ratio in 2023 was 98.75%, increased from the rate of 62.25% in 2022.



5

General Information and Other Important Information

5.1

General Information

Company's Name:	Thai Vegetable Oil Public Company Limited
Type of Business:	Producer and distributor of soybean meal and soybean oil
Corporate Registration Number:	0107537001536
Head Office Location:	149 Ratchadapisek Road (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok 10600
Factory Location:	81/7 Moo 1, Thaiyawas Subdistrict, Nakornchaisri District, Nakorn Pathom 73120
Tel (Head Office):	(02) 477 9020
Tel (Factory):	(034) 265 620 - 29
Fax (Factory):	(034) 265 610
Website:	www.tvothai.com
Authorized Capital:	Common Shares 889,471,248 Units Par Value 1 Baht/Share Totaling 889,471,248 Baht
Paid-up Capital:	Common Shares 889,471,248 Units Par Value 1 Baht/Share Totaling 889,471,248 Baht
Securities Registrar:	Thailand Securities Depository Co., Ltd. (TSD) 93 Ratchadaphisek Road, Din Daeng, Bangkok 10400, Thailand Tel (02) 009-9000 Fax (02) 009-9991
Auditor:	Ms. Isaraporn Wisutthiyan C.P.A. Registration No. 7480 EY OFFICE LIMITED 33 rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Tel (02) 264-0777 Fax (02) 264-0789-90
Legal advisor:	BAKER & MCKENZIE LTD. 990 Abdulrahim Place, 5 th Floor, 10 th Floor and 21 st - 25 th Floors, Rama IV Road, Silom, Bangrak, Bangkok 10500 Tel (02) 636-2000 Fax (02) 636-2111

5.2

Other Important Information

The juristic person that the Company holds more than 10% of voting shares

Thai Edible Oil Company Limited

Head Office:	3366/6-8 Soi Manorum, Rama 4 Road, Klongton, Klongtoey, Bangkok 10100 Tel. (02) 249-9348-52
Website:	www.kingriceoilgroup.com
Type of Business:	Manufacture and Distribution of Vegetable Oil
No. of Shares:	Common Shares 13,980,000 Units
No. of Shares Held:	2,000,000 Shares
Ratio Shareholding:	14%

Prodigy Public Company Limited

Head Office:	7/3 Moo 3, Bangkraboa Sub-District, Nakornchaisri District, Nakornpathom province 73120 Tel. (034) 332-611-2 Fax. (034) 332-613
Website:	www.prodigy.co.th
Type of Business:	Packaging Company
No. of Shares:	Common Shares 296,999,929 Units
No. of Shares Held:	94,600,000 Shares
Ratio Shareholding:	31.85%

5.3

Legal Dispute

The Company has only legal disputes from normal business operations without a lawsuit in which the Company is a disputant or a litigant in the nature of a lawsuit filed as a defendant with capital value exceeding 5% of the shareholders' equity, as of December 31, 2023, the Company has no lawsuits that significantly affect business operations that cannot calculate the amount of money or a case that does not arise from normal business operations of the Company.

Part
2
Corporate Governance





6

Corporate Governance Policy

6.1

Corporate Governance Policy and Practice Overview

Thai Vegetable Oil Public Company Limited conducts business by adhering to the principles of good corporate governance and the code of conduct as well as being responsible to society, community, and the environment in order to ensure that the operations of the Company are efficient, transparent, fair, creating confidence for all Stakeholders, supporting and promoting the competitiveness of the Company which leads to creating value for sustainable business.

In order to ensure that the Company operates its business substantially in accordance with good corporate governance, the Board of Directors approved “**Corporate Governance Policy**” as proposed by the Environmental, Social, and Governance (ESG) Committee. The Corporate Governance Policy is based on the principles of good corporate governance for listed companies in 2017 in accordance with the guidelines set by the Securities and Exchange Commission as a practice guideline for the Board of Directors, who is the most responsible person in the organization, to be applied in the business to have good performance results in the long-term operation and to build credibility for shareholders and all stakeholders as well as to raise up the Company's competitiveness in order to create value for the business to grow sustainably.

The Corporate Governance Policy covers the structure and guidelines for good corporate governance related to the Board of Directors, nomination, remuneration, roles and responsibilities of directors and independence of the Board of Directors from the Management, the Board of Directors' performance evaluation and development, the Company's subsidiary governance, including the Shareholder Policy covering rights and equality of Shareholders and Stakeholders, adequate disclosure of the information, internal control and risk management, prevention of insider trading and conflicts of interest, effective internal audit, operating business with honesty and transparency, compliance with the relevant laws, rules and regulation as well as business ethic, compensation for human rights violations, anti-corruption as well as penalties against those who do not comply with the aforementioned policies and guidelines. These are all key factors that enable the business sustainable and be recognized by all concerned parties.

The Environmental, Social, and Governance (ESG) Committee reviews policy once a year to be suitable for the current situation and to comply with good governance of the Stock Exchange of Thailand. There is a monitoring system to ensure that the implementation shall be done in accordance with the principle strictly and covered all 8 principles of practice in accordance with the CG Code set by the Securities and Exchange Commission.

In addition, the Board of Directors has approved **“Compliance Policy”** as guidelines for the Executives and employees to comply with the laws, rules and regulations related to business operations in order to increase the efficiency of management and to level up the Company’s corporate governance, which results in the Company achieving its goals and building confidence among shareholders, investors and all interested parties as well. The Board of Directors and management as well as employees at all levels must adhere to the Corporate Governance Policy and Compliance policy as their operational standards.

In 2023, the Board of Directors approved the review of **“Corporate Governance Policy”** in the Board of Directors Meeting No.8/2023 on December 15, 2023, as proposed by the Environmental, Social, and Governance (ESG) Committee, along with the communication and tracking to ensure the compliance with the policies and principles of good corporate governance for listed companies 2017 (CG Code) set by the Securities and Exchange Commission as a guideline for the Board of Directors, who is the leader or the most responsible person of the organization, to apply with the Company appropriately and to practice along with the 5 main categories for good corporate governance guidelines as follows:

Chapter 1 Rights of Shareholders

The Board of Directors values and respects the rights of all Shareholders equally and encourage Shareholders to fully exercise their rights especially the fundamental rights of Shareholders namely; the right to sell, buy or transfer shares, the right to receive the profit sharing, the right to receive sufficient information, the right to propose agenda and nominate a person to be a director of the Company, the right to attend Shareholders’ meeting to vote for appointing and removing directors, the right to freely express opinions in the Shareholders’ meeting, the right to approve the remuneration of directors, the right to appoint the auditor and any other significant matters that may impact the Company such as dividend payment, the amendment of the Article of Association and the Memorandum of Association, capital reduction or capital increase including approval of any transactions that may impact the Company’s business direction. The Company shall not involve in any activities that violate or deprive the Shareholders’ rights. The Company sets the policy on Shareholders’ rights as follows;

Right of Sharing Profit

The Company has a dividend payout policy to Shareholders not less than 60% of net profit after tax if there is no necessary reason not to do so. In 2023, the Company shall pay an annual dividend at the combined rate of Baht 0.81 per share or 98.75% of net profit. In this regard, the interim dividend payment for the first-half-year of 2023 performance result was paid by cash on September 8, 2023, totaling Baht 0.16 per share or representing 87.10% of the net profit of the first-half-year of 2023 with the total amount of 142 million Baht. However, the remaining dividend payment at the rate of 0.65 Baht per share must be approved by the 2024 Annual General Meeting of Shareholders.

Right to Have Information

In 2023, the Company disclosed essential, accurate, adequate, reliable information to Shareholders in timely manner and ignored any actions that limited the right of Shareholders to access the Company’s information.

- 1** In 2023, the Company provided essential information to Shareholders and general investors according to the laws and regulations set by the Stock Exchange of Thailand through SET Portal. In addition, the Company also disclosed other important information on the [Company’s website](#) which was a channel that shareholders could access easily and conveniently.
- 2** The Company regularly presented the performance results, financial and non-financial information to analysts, investors, and shareholders every quarter and also provided the opportunity to have a meeting with the Executives to ask questions related to the business to create better understanding and strengthen the relationship between the Company and analysts, investors and shareholders throughout the year. (Further details are in Chapter 4: Disclosure and Transparency)
- 3** The Company participated in the activities organized by the Stock Exchange of Thailand such as “SET Opportunity Day” to disseminate the Company’s information and answer questions. (Further details are in Chapter 4: Disclosure and Transparency)

Shareholders and general investors can contact the Company for more information from the relevant department as follows;

Finance and Accounting Department:

Ms. Sunanta Tritapiruk, Mr. Peerasage Sopakanit
Tel : 66 2 477 9020 Ext 266, 255
email: sunanta@tvothai.com,
peerasage@tvothai.com

Investor Relation Department:

Mr. Angkoon Imerbthum, Mr. Natworakit Jiraratroj
Tel : 66 2 477 9020 Ext 530, 822
email: ir@tvothai.com

Company Secretary:

Ms. Kanutsorn Bunditnate
Tel : 66 2 477 9020 Ext 122
email: kanutsorn@tvothai.com

Right to Attend the Meeting and Vote

The Company has the policy for all shareholders, including institutional investors, to exercise their right to attend the meeting and vote in each agenda as conveniently as possible and strictly avoid any activities that restrict shareholders to attend the meeting. The Company has set the guideline for organizing and conducting the Shareholders' meeting as follows;

- 1 In calling a shareholder meeting whether it takes place in person or an electronic meeting, the Board of Directors oversees that the information on the date, time, venue, and agenda of the meeting including explanations with reasons for each agenda is indicated in the invitation letter completely and the meeting venue is convenient for shareholders.
- 2 The Board of Directors recognizes and respects the rights of Shareholders and shall not do anything that violates or deprive the rights of Shareholders by taking care of their interests fairly as well as supports and encourages all groups of Shareholders; Thai Shareholders, Foreign Shareholders, Individual Shareholders, Major Shareholders or Institutional investors, to exercise their rights; fundamental rights of Shareholders, the right to access to information sufficiently and timely and the right to attend the Shareholders' meeting to participate in determining the operational direction and to consider on significant matters that impact the Company.
- 3 The Board of Directors shall not add any additional agendas or change any significant information without prior notice, particularly, important agenda that Shareholders need to study carefully before making decision.
- 4 The Board of Directors invites Shareholders to propose agenda for Annual General Meeting, submit question in advance and nominate persons to be elected as the Company's directors before the meeting date through the Company's website and SET Portal.
- 5 Each shareholder has the right to vote in the meeting as 1 share per 1 vote. The resolution of the meeting on general matters is based on the majority vote of the Shareholders who attend the meeting and have the right to vote such as Approval of the annual financial statements, Annual dividend payment, Appointment of Directors, Appointment of an auditor, etc. Some important matters that may affect the rights of Shareholders, for example, the agenda of the Remuneration for directors must be supported by not less than two-thirds of the total number of votes of Shareholders who attend the meeting and have voting rights and the agenda of the Amendments to the Company's Articles of Association, Related Party Transaction, Capital increase / decrease, Acquisition and Disposition of Assets must be supported by not less than three-fourths of the total number of votes of Shareholders who attend the meeting and have voting rights.
- 6 During the Shareholders' meeting, Shareholders shall have the right to ask questions and express their opinions in the meeting freely. The Chairman of the meeting shall allocate time for questions and inquiries appropriately.

- 7 The Board of Directors promotes the implementation of technology in the Shareholders' meeting in order to ensure that the voting on each agenda is performed accurately, quickly and transparently. Shareholders shall have the right to vote by agenda separately. For the agenda of election of directors, Shareholders shall vote for election of directors individually.
- 8 The Board of Directors provides Shareholders the right to approve the remuneration of directors every year. Policy and criteria for remuneration of each committee are clearly defined by considering their responsibilities, revenue and profit of the Company including the number of directors as well as comparing the remuneration of directors in other companies, which are the same or similar size in the same industry.
- 9 The Board of Directors disclosed the resolutions of the 2023 Annual General Meeting of Shareholders for the public to be informed about the voting results in each agenda in both Thai and English through the SET Portal system of the Stock Exchange of Thailand and published on the Company website on the meeting date, after the meeting was over.

In 2023, the Company organized Annual General Meeting of Shareholder to allow Shareholders to exercise their rights as follows;

Annual General Meeting of Shareholders

The Board of Directors requires that the Annual General Meeting of Shareholders shall be held every year within 4 months from the end of the Company's fiscal year and if there is a need to consider the special agenda related to rights and benefits of Shareholders, the Board of Directors shall call an Extraordinary General Meeting of Shareholders as necessary and appropriate. In addition, the Company has strictly complied with the requirements and laws along with following the best practices according to the AGM Checklist of the Thai Investors Association as well as the rights of Shareholders and equitable treatment of Shareholders in accordance with Good Corporate Governance Principles.

Although the situation of the coronavirus disease (COVID-19) in early 2023 was likely to improve and the government has relaxed restrictions nationwide. However, in order to prevent and reduce the risk of virus spreading, the Board of Directors therefore considered convening the 2023 Annual General Meeting of Shareholders in the form of electronic meeting (e-AGM) only in accordance with the stipulated law regarding electronic conferencing with details as follows:

Before the Date of Annual General Meeting

- The Company provided an opportunity to Shareholders to propose agenda of the meeting and nominate qualified persons to be considered as directors from October 26, 2022 – January 26, 2023 prior to the meeting date. The Company announced the criteria and procedures on the Company's website and informed via SET Portal of the Stock Exchange of Thailand. None of the Shareholders proposed any agenda in advance for consideration and nominated persons to be considered for election as the Company's director.
- The Company published the notice of the Annual General Meeting of Shareholders and the Proxy form A, B, C on the Company's website since March 30, 2023, 29 days prior to the meeting date so that Shareholders would have time to study information and submit inquiries to the Company in advance. In the event that Shareholders couldn't attend the meeting by themselves, they could appoint an independent director or other person to attend the meeting on their behalf. In this regard, the Company also announced the dissemination of such information via the SET Portal system of the Stock Exchange of Thailand for the Shareholders to acknowledge.
- The Company invited Shareholders to submit questions in advance before the meeting date to inquire information related to the meeting agenda or other important information of the Company during October 26, 2022 - March 31, 2023, the Company had clearly defined the criteria for sending questions in advance and published on the Company's website and announced via the SET Portal of the Stock Exchange of Thailand, none of Shareholder submitted questions in advance to the Company.

- The invitation letter and supporting documents were prepared in Thai for Thai Shareholders and English for foreign Shareholders. Thailand Securities Depository Co., Ltd., a Company's registrar, was responsible for sending the invitation letter by registered mail to Shareholders on April 7, 2023, 21 days prior to the meeting date. The invitation letter was enclosed with meeting details regarding; the meeting agenda, registration process, identity verification, documents and evidence, proxy method, proxy form and measures and documents submission. Each meeting agenda contained relevant information along with the Board of Directors' opinion on such matter as appropriate. The invitation letter was published on Kaohoon, daily newspaper, on April 7 to 9, 2023, 3 consecutive days prior to the meeting date
- The Company invited Shareholders to pre-register for Username and Password from April 7, 2023. Details were specified in the meeting notice which was sent to Shareholders earlier.
- The Company facilitated Institutional investors and Custodian to submit the details of securities holdings for verification and to send proxy to the Company in advance. Institutional investors or Custodians who granted independent director as proxy, the Company would return a copy of the proxy form signed by the independent director, who had been appointed as a proxy, after the meeting.

On the Date of Annual General Meeting

- The 2023 Annual General Meeting of Shareholders was held on April 28, 2023, from 10.00 a.m. – 12.00 p.m., by electronic meeting platform (e-AGM) only under the emergency decree on electronic meeting B.E.2563 (2020), and related laws and regulations. The meeting was held through the DAP Shareholder Meeting system of Digital Access Platform Co., Ltd., a subsidiary of the Stock Exchange of Thailand, which was broadcast from the meeting room on the 3rd floor, TVO Building, at 149 Ratchadapisek Road (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok, where was the headquarters of the Company. Additionally, video material containing both audio and visual recordings of the meeting were made for the legitimate interests and interests of shareholders.
- There were 112 Shareholders and proxies attended the electronic meeting, representing a total of 487,950,339 shares or 54.86 % of total shares. Shareholders and proxies attending the meeting was be able to log-in to the DAP e-Shareholder Meeting system from 9:00 a.m., 1 hour prior to the meeting time.
- The Company facilitated Shareholders who were unable to attend the electronic meeting by themselves by sending the Proxy Form B together with the invitation letter. Shareholders could appoint any person to attend the meeting and vote on their behalf. The Company proposed a list of independent directors of the Company, at least one independent director, as an alternative for proxy. Shareholders were requested to grant an independent director as proxy instead of attending the electronic meeting in person by sending the proxy form in advance to the Company before the meeting date. In this regard, the Company proposed 2 independent directors, namely, Mr. Apichart Chirabandhu, and Mr.Vipoota Trakulhoon as proxies to attend the meeting and vote on behalf of Shareholders. The Company also attached the information of all 2 independent directors in the meeting invitation letter to the Shareholders.
- The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the ESG Committee, Chief Executive Officer, Managing Director, Chief Financial Officer, Auditor and Independent Legal Consultant attended the meeting to answer various questions. At the 2023 Annual General Meeting of Shareholders, there were 12 directors from the total of 12 directors attending the Annual General Meeting (representing 100%).
- The Chairman of the Board acted as the Chairman of the meeting and conducted the meeting according to the Company's regulations. The 2023 Annual General Meeting of Shareholders considered various matters according to the agenda as specified in the invitation letter. There was no addition or amendment of the meeting agenda other than those specified in the meeting invitation.

- The Company Secretary notified the quorum, the number and proportion of Shareholders who attended the electronic meeting by themselves and proxies as well as informed the meeting attendees about voting method, vote counting method and vote processing via electronic meeting. Shareholder and proxy were required to vote in order of the meeting agenda.
- The Company invited a representative from an independent legal advisor, Baker & Mackenzie Company Limited to audit a vote counting via electronic media. In addition, the Thai Investors Association sent shareholders' right protection volunteer to attend the meeting for transparency according to good governance principles.
- The Chairman of the meeting provided opportunity for Shareholders to express their opinions, suggestions or ask questions in each agenda as well as allocated time for Shareholders appropriately and equally on each agenda before voting. The Company Secretary recorded issues, questions, answers, suggestions and comments in the meeting minutes.
- The voting results of each agenda was notified to the meeting after the voting process on each agenda completed except for the agenda on the election of directors, the voting results were announced individually. In the event that the vote counting took time longer than usual in any agenda, the Chairman of the meeting might ask the meeting to consider the next agenda in order to continue the meeting. When the vote counting was finished, the meeting secretary notified the meeting of the voting results immediately. The resolution of each agenda was divided into agreed, disagreed and abstained. This meeting was organized via electronic platform so there was no invalid ballot.
- The Company granted the rights to Shareholders, who attended the meeting after the Chairman of the meeting had started the meeting, to be able to vote on an agenda being considered which had not yet been resolved and would be counted as a quorum starting from the agenda being attended, therefore, it might result in unequal votes in each agenda.

After the Date of Annual General Meeting

- The Company Secretary recorded and disclosed the resolution of the Shareholders' meeting together with voting results of each agenda in both Thai and English via the SET Portal system of the Stock Exchange of Thailand and the Company's website within the meeting date. The Company recorded and stored logfile of the meeting attendees that happened during the electronic meeting that Shareholders could be able to verify.
- The Company provided VDO recording during the meeting and published on the Company's website.
- The Company Secretary prepared the minutes of the Shareholders' meeting correctly with complete details and important notes such as the list of directors who attended the meeting, voting procedures and voting methods, questions and answers or comments, details of each agenda in accordance with the facts that occurred at the meeting. The resolution of each agenda was divided into agreed, disagreed and abstained according to the principles of good corporate governance set by the Stock Exchange of Thailand. The aforementioned minutes was signed by the Chairman of the Board, who was the Chairman of the meeting, and submitted to the Stock Exchange of Thailand and the Ministry of Commerce on May 10, 2023 (14 days from the meeting date according to the time required by law). Meeting information was disclosed on the Company's website both in Thai and English for Shareholders to acknowledge and verify information without waiting for the next Shareholders' meeting.

Chapter 2 Equitable Treatment of Shareholders

The Board of Directors has a policy to ensure that all groups of Shareholders were treated equally and protected their fundamental rights and benefits equitably and fairly which the Company took action in such matters as follows;

- 1 At present, the Company has only ordinary shares, so the voting rights shall be in accordance with the rights of ordinary shares. Each shareholder has one vote per share.
- 2 The Company invited Shareholders to propose agenda for the 2023 Annual General Meeting, and nominate qualified person to be elected as the Company's director. The criteria and procedure were published on the Company's website as well as disclosed via SET Portal of the Stock Exchange of Thailand 3 months in advance. Shareholders could also submit any inquiry in advance via the Company's website.

The Company set the criteria for Shareholders who would like to nominate persons to be elected as the Company's directors in advance. The guideline was determined by granting the rights to one or several Shareholders who held shares of not less than 1% of the number of shares issued and paid up as well as held shares for not less than 1 year on the date of nominating persons to be elected as the Company's director.

For the 2023 Annual General Meeting of Shareholders, the Company published the criteria on [the Company's website](#) under the topic "**Shareholders Meeting**" between October 26, 2022 to January 26, 2023 by notifying Shareholders through SET Portal of the Stock Exchange of Thailand on October 26, 2022. It appeared during such period, no Shareholders proposed the meeting agenda and nominated person to be appointed as the Company's director as well as submitted questions in advance within March 31, 2023. The Company Secretary reported to the Board of Directors for acknowledgment.

- 3 To comply with good corporate governance principles, the Company published the invitation letter for the 2023 Annual General Meeting of Shareholders which contained supplementary information on each agenda on [the Company's website](#) in advance from March 30, 2023, 29 days before the meeting date, and sent the invitation letter both in Thai and English to Shareholders via registered mail on April 7, 2023, 21 days before the meeting date via registered mail. In addition, the Company announced in the newspaper for 3 consecutive days, 21 days before the meeting date.
 - 4 The Company treated and facilitated all Shareholders equally. The Company allowed the Shareholders, who were unable to attend the 2023 Annual General Meeting of Shareholders, to be able to exercise their voting rights by granting other person as proxy to attend and vote on their behalf. The Company sent proxy form B along with the invitation letter and nominated 2 independent directors who had no interest in the meeting as an option for Shareholders to appoint proxy. There was clearly specified on the supporting documents required for granting the proxy to facilitate Shareholders who did not attend the meeting by themselves.
- Shareholders could select any proxy form A, form B or form C (Form C was designed for foreign shareholders who appointed custodians in Thailand to act as a depository and trustee) which published on [the Company's website](#) for Shareholders to download. The Company also facilitated Shareholders by providing e-stamp duties for attaching the proxy form without any charge.
- 5 At the 2023 Annual General Meeting of Shareholders, the Company Secretary informed the meeting regarding the rules and procedures for voting clearly. The Chairman of the Board presided over the meeting and conducted the meeting according to the agenda specified in the meeting invitation. There was no addition or amendment of the agenda other than those specified in the meeting invitation for fairness to Shareholders who did not attend the meeting.

6 In 2023, there were 12 directors of the Board from the total of 12 directors attending the Shareholders' meetings (representing 100% of all directors). Directors and executives attending the meeting were the Board of Directors, Chief Executive Officer, Managing Director and all executives from various departments including the sub-committee, namely the Audit Committee, the Nomination and Remuneration Committee, the ESG Committee to announce performance results and answer questions raised by Shareholders. The Chairman of the meeting allocated appropriate time and encouraged Shareholders to freely express their opinions and ask questions on any matters related to the Company at the appropriate time.

7 The Company prepared the minutes of the 2023 Annual General Meeting of Shareholders within 14 days according to the time required by law and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce and published via the Company's website. The minutes was recorded correctly and completely and was systematically stored so that shareholders can inspect it.

8 The Board of Directors established a rule and regulation regarding the acquisition or disposal of securities of the Company's directors, the Executives and Auditors. They were required to report their securities holdings and changes in the securities holding of the Company to the Securities and Exchange Commission within 30 days after the date of appointing or within 3 working days from the date of purchase, sale, transfer or accept the transfer of securities under Section 59 of the Securities and Exchange Act BE 2535 and with amendments. The Company Secretary reported the changes in securities holdings of directors and the executives to the Board of Directors' meeting every time before considering the meeting agenda in order to acknowledge as a regular agenda in the Board of Directors meeting. The policy / regulation regarding this matter was stated in the Code of Conduct. In 2023, the directors sold the Company's securities a total of 3 times, and there was no the Company's directors or the Executives violating the rules and regulations.

The Company disclosed a report on the securities holding of Directors and the Executives for the year 2023 in an [Attachment 1 page 212-230](#)

9 The Company established the preventive measures and penalties for misuse of insider information (Insider Trading) by relevant persons, including the Company's directors, the Executives and employees, who were aware of material nonpublic information about the Company (including spouses and underage children of such persons) as well as prohibiting such persons from trading the Company's securities during the 1-month period (Blackout Period) before disclosing quarterly financial statements and annual financial statements or other information that might affect the stock price of the Company and until 24 hours after the disclosure of such information to the public. The Company declared this policy in the Code of Conduct. The Company Secretary notified the said period to all relevant persons via letter or email. The Company's directors and the Executives were required to notify the Company Secretary 1 day in advance before trading the Company's securities in order to report to the Board of Directors' meeting for acknowledgement.

In 2023, the Company Secretary informed the relevant person regarding the Blackout Period in advance. However, the Company's directors, executives or relevant employees did not trade the Company's securities by using inside information during that period.

10 The Board of Directors established a policy on connected transactions between the Company, its subsidiary and related persons according to Section 89 of the Securities and Exchange Act BE 2535 and additional amendments. The Company's directors, the executives and those who involved were required to report their own interests within 30 days after the date of appointing or within 14 working days from the date of change. The Company Secretary summarized the transaction and report to the Board of Directors and the Audit Committee at least twice a year to verify and control the interest of Company's directors and the executives in order to achieve good corporate governance of the Company.

11 To prevent conflicts of interest, the Board of Directors established a policy on connected transactions and related party transaction for overseeing transactions that might cause conflicts of interest in the Code of Conduct by designating a written approval process for such transactions in Connected Transaction and Related Parties Transaction Policy which has been reviewed and approved by the Board of Directors Meeting No. 1/2023. The Office of Internal Audit provided opinions on the necessity and reasonableness of such transactions and proposed to the Audit Committee to consider that such transactions were done fairly according to the market price and in accordance with the normal business and to propose to the Board of Directors and/or the Shareholders' meeting (As the case may be) to consider approving those transactions. The Company's directors or the Executives who had conflicts of interest should not participate in the approval of such transactions. The Company disclosed the policy on the Company's website under the topic **"Corporate Governance"** and also disclosed details of the connected transactions and related party transaction occurred in 2023 in the Form 56-1 One Report under the topic "Internal Control and Related Transactions" on [page 143](#).

In the year 2023, the Company Secretary has followed up directors and executives to update their own conflict of interest reports. The Company did not violate the rules of connected transactions and related party transaction or the conflict of interest policy and there was no financial assistance such as lending money to other companies that were not the Company's subsidiary. Also, the company did not have credit guarantee transaction for other companies that were not the Company's subsidiary.

In 2023, the Company organized a training course for directors, executives, and employees on the topic **"Update Business Ethics and Anti-Corruption"** on December 8/15/20, 2023, which covered the company's securities trading and the use of inside information policy, receiving and giving gifts policy, entertainment policy, conflict of interest policy, respecting the human rights policy, and anti-corruption policy. The directors participated in the training course, a total of 100% as well as the executives and employees. The training course was organized both on-site and in the form of video links via the electronic media Line application **"Chatbot Nong Angoon"**, to inform every employee, a total of 100%, of the important issues including knowledge about policies and practices regarding environmental, social, and governance (ESG) aspect.

Chapter 3 Role of Stakeholders

The Board of Directors realizes that successfulness of business and its sustainable growth depends on all stakeholders. Therefore, the Board of Directors encourages the cooperation with all stakeholders and preserves their right and benefit fairly according to relevant laws and agreement as well as protects their rights from any infringement caused by the Company's business of which compensation will be considered not lower than the rate specified by law. The Company will not take any action to violate stakeholder's right and intellectual property but will treat stakeholders honestly. The Company has a guideline for anti-corruption which has been set as practice policy in Code of Conduct and Anti-corruption Manual announced to the Company's directors, the Executives and employees to adhere to the guideline for treating stakeholders to ensure that the Company is responsible for Stakeholders and treats them fairly. The Company has disclosed **"Code of Conduct"** and **"Anti-corruption Manual"** under the **"Corporate Governance"** on the Company's website.

In 2023, the Company strictly followed the policy and did not violate the relevant laws such as Labor law, Employment law, Consumer Protection law, Competition law or Environmental law. The Company had done various activities related to stakeholders, detail was summarized as follows;

Shareholders

The Company respects the fundamental rights of Shareholders, equitable treatment of Shareholders to maximize Shareholders' satisfaction such as the right to attend the Annual General Meeting of Shareholders, the right to vote, the right to propose the agenda and nominate persons to be elected as the Company's directors, the right to express their opinions and suggestions. The Company provides channels for Shareholders to contact via the website and email as disclosed in the section entitled Rights of Shareholders and Equitable Treatment of Shareholders.

The Company values Shareholders as business owners, therefore, the Board of Directors as the representative of the Shareholders including the Executives and employees are required to conduct business in accordance with the principle of good corporate governance to maximize the benefit and to add value for the business in the long-term. The Company respects the fundamental rights of the Shareholders as specified by laws, regulations, the Code of Conduct and relevant rules. All Shareholders are treated equally. The Company, as Shareholders' representative, aims to create the greatest satisfaction for Shareholders by taking into consideration the long-term sustainable growth with consistent and fair returns as well as provides a transparent management system and a reliable accounting system. The Company maintains its assets, controls related transactions, prevents the conflict of interest and misuse of internal information for personal benefit. The Company also ensures that Shareholders are provided with accurate information regarding Shareholders' rights as shown in Chapter 1; Rights of Shareholder and Chapter 2; Equitable Treatment of Shareholders.

In 2023, the Board of Directors approved to pay an annual dividend at the rate of Baht 0.81 per share, totaling Baht 720.47 million or 98.75% dividend payout from the consolidated financial statement, in which the Company paid from its net profit of 2023. The Company had already paid an interim dividends for the first-half-year of 2023 Performance Result to Shareholders on September 8, 2023 at a rate of Baht 0.16 per share or representing 87.10% of net profit of the first-half-year of. The remaining dividend at the rate of Baht 0.65 per share must be approved by the 2024 Annual General Meeting of Shareholders. (Meeting resolution will be disclosed at [Shareholder's meeting](#))

Throughout the year 2023, the Company reported the quarterly performance results accurately, completely and disclosed the transaction with the connected person in the same conditions as the third party through the SET Portal of the Stock Exchange and the Company's website.

Employees

The Company always realizes that personnel are invaluable assets of the Company and being a key factor driving the Company's success, therefore, the Board of Directors has established various policies to improve working environment, welfare and quality of their life based on the guidelines prescribed by law, human rights and in accordance with the corporate direction and strategy. The Company has a policy to encourage employees to have unity and solidarity among colleagues. The Board of Directors Meetings no. 7/2023 and 8/2023 approved the corporate vision and strategic plan emphasizing human resource development along with business development and concern for the environment, society, and governance for sustainability in business operations. The main strategy is operating Talent & Technology which focuses on personnel development, recruiting, and promoting the commitment of personnel to the organization along with promoting digital and technology skills and 3 key personnel strategies:

- 1 Smart People Capability Building
- 2 TVO Engagement and
- 3 TVO Culture Driven

with policies or guidelines as follows.

Employment Policy:

Fairness and equality are prioritized in the company's employment policy. Discrimination on the grounds of race, religion, gender, skin color, or language is prohibited. In addition, child labor and sexual harassment are prohibited and condemned in compliance with human rights policy in its operations. The company employed 1,214 people in total in 2023, 281 of whom were women and 933 of whom were men. Labor laws were not violated by the business and no labor dispute occurred.

Remuneration Policy:

The Company has a policy to compensate employees at all levels for both short-term and long-term appropriately and fairly. **The short-term compensation** is based on knowledge and competence as appropriate, labor market conditions and practices in the same industry together with the Company's yearly performance that is linked to the Key Performance Indicators according to the Balanced Scorecard principles, by considering four main aspects of a business consisting of finance, customer, internal process and learning and growth.

The long-term compensation is based on annual performance evaluation and potential of each employee along with the Company's performance in accordance with the long-term business plan and career development path as stated in the Company's succession plan. In addition, the Company established and contributed a provident fund to ensure that employees receive welfare appropriately in order to motivate them and to retain talented employees. The Company evaluates performance once a year to consider compensation and bonuses.

Safety Policy:

The Company has established Safety, Occupational Health and Working Environment Policy and announced on the Company's website under the heading "**Corporate Governance**" to encourage employees to work safely and to have good hygiene by providing the necessary facilities to perform the duties in order for all employees and workers get safe and have good health under good working environment conditions. The Company pays attention to the prevention of accidents and provides knowledge training for employees, therefore, the Safety, Occupational Health and Working Environment Committee was appointed with its policy as follows;

- Occupational health and safety are the duty and responsibility for the operation of all employees
- Strictly comply with laws and regulations related to quality, occupational health, safety and working environment
- Create the corporate culture of safety for all concerned parties including employees, business partners, contractors and visitors
- Develop a management system for safety, occupational health and working environment continuously
- Allocate sufficient resources for quality, safety, occupational health and work environment operations such as personnel, budget, working time, necessary tools and equipment, and appropriate adequate training
- Strive to prevent occupational loss and illness in all cases
- Monitor and evaluate the implementation of the policy and determine into the annual work plan to achieve the best practice and efficiency. There is a risk management system throughout the organization including various operational control processes to reduce the causes that cause damage to the Company

- Encourage employees to be conscious of the importance of safety, occupational health and good working environment. Support them to participate in safety activities or related projects. Including the right to offer opinions on improving working conditions and suggest the ways to work safely as well as disseminate the policy to all groups of stakeholders for acknowledgment
- Continuously review the policy by taking into account the impact on stakeholders and appropriate to the current situation

In 2023, the Company adhered to the policy of Quality, Occupational Health, Safety and Work Environment that disclosed its policy on website under the topic **“Corporate Governance”**. As a result, Total Recordable Injuries Rate (TRIR) was 0.47 and Lost Time Injury Frequency Rate (LTIFR) of employees was 0. Moreover, the Company organized a Fire Evacuation Training at the factory on October 16 and 17, 2023, and at the head office on December 8, 2023, which was an activity that promoted safety for employees usual.

Welfare Policy:

The Company attaches great importance to the welfare of employees by providing welfare and basic benefits by comparing with leading organizations such as working days and hours, holidays, annual vacation leave and other type of leave for employee including medical expenses, accident insurance, social security and compensation fund. The Company continually promotes benefits to employees and established the provident fund for employees' long-term benefits to encourage employees to save money for the future as well as motivate employees to have loyalty to the Company for a long time. Members of the Provident Fund will receive monthly contributions from the Company at different rate depending on years of membership and they must also pay the same amount deducting from their wages for their accumulated fund. When the employment is terminated, the employees will receive accumulated fund, contribution and the average net profit of the fund.

In 2023, the Company increased the monthly contributions to the Provident fund to be 3%, 5%, and 7%. Also, the company provided welfare and basic benefits for employees as follows:

- Provident fund
- Funeral benefit for employees in case of death and the funeral of employee's family
- Gift basket in case of sickness
- Annual health checkup by leading hospital. The examination program is arranged individually to suit the job characteristics and the age of each employee with special price
- Travel insurance, accident insurance such as driver and factory workers
- Medical and dental expenses other than social security
- Uniform
- Annual Company Trip and New Year Party
- Special price on the Company's products
- ATK test kit

The Company has appointed a welfare committee in the workplace with a 2-year term as employee representative in liaising with the Company in providing assistance and relief to employees' troubles other than welfare benefits provided by the Company. The welfare committee also provides consult and listens to employees' opinion.

In 2023, the company promoted the health welfare of employees by increasing welfare on the cost of eye examination, and reglazing glasses or changing prescription lenses in order to be more suitable for the current situation.

Human Resource Development Policy:

The Company realizes that building a sustainable business growth requires the support from efficient personnel. Personnel is an invaluable resource and being success factor driving the business success, therefore, the Company has set the strategy and policy on human resources by focusing on the performance improvement and human resource development to be more suitable for the environment, technology, innovation and changing business models as well as in accordance with its strategy, goals, policies, short-term and long-term directions. The Company starts from analyzing manpower requirement to support business expansion, recruiting potential new generations, strengthening competitiveness and preparing an action plan including a succession plan as well as evaluating performance, potential and the ability of personnel at all levels continuously in order to promote and develop personnel to create qualified person through training and seminar. The Company has set an annual training plan for employees at all levels especially the skills required for each position to continually develop the capabilities of the Company's executives and employees in order to be ready for the future business challenges driven by both internal and external factors. (Details are disclosed in **"Sustainability Report 2023" under the topic of "Social sustainability" page 46-49**)

In 2023, the Company conducted and reviewed to ensure that human resource management has been implemented in accordance with the policy, regulations regarding the work and the guidelines addressed in the welfare manual completely and regularly.

In addition, the Company plans to upgrade employee knowledge management by continuously developing employees' current skills in new contexts (Reskilling) and upgrading skills to create higher value (Upskilling), as well as learning about technology and digital to be applied to the work process by promoting through Knowledge Management and Learning Platform or job assignment or new tools introduction to improve work processes to be more efficiency, etc.

In 2023, there were 93% of all employees received their professional development from internal training courses, and external training programs offered by training institutions. Employees received 17 hours of training on average annually per worker.

Financial Literacy Policy:

The Company has a policy to encourage employees to develop their financial planning and investment skills. The objective is to provide employees financial security and saving guidelines as well as the ability to manage their own money and investments so that to achieve financial objectives and establish stability for life after retirement.

In 2023, the Company established the provident fund which the proportion of employees who are members of the provident fund is 73.6% of the total employees. Moreover, the Company collaborated with the Federation of Thai Industries to create the **"Happy Workplace Project"** with the objective of building employee engagement and encouraging employee participation. The project focused on the importance of the working happily which would result in better performance. Currently, it was in the process of surveying the needs and opinions of employees in order to lead to further projects for employees in the future such as the relationship and unity, knowledge management, financial for retirement planning.

Human Rights Policy:

The Board of Directors attaches great importance and fully respects Human Rights strictly and has established Human Right policy and disclosed on website under the topic **"Corporate Governance"** in order to be a guideline for treating labor fairly, equitably and promoting equality throughout organization without discrimination on reasons of nationality, religious, gender, skin color, language, and adhering to the policy of preventing child labor and offer remedies when it is discovered. It also includes the resistance to sexual harassment. The Company realizes that human resource is a key factor for business in adding value and increasing productivity. Thus, the Company frequently provides environmental and working condition suitable for employees to improve their quality of life. Employees have the opportunity to prove their potential and been given training to enhance working skills and understand about human right and how to implement properly. In the past, the Company never violated human right.

In 2023, the Company employed 12 handicap labor living in Nakhon Pathom province, which is approximately 1.00% of the total of 1,214 employees in the Company, in which the employment of those handicap reached as required by Empowerment of Persons With Disabilities Act, B.E. 2550 (2007), (2nd ed) B.E. 2556 (2013).

Promoting Employee Engagement and Retention:

The Company encourages employee unity, engagement, and retention. In 2023, the company organized a “Happy Workplace” activity to build employee engagement, resulting in the organizational commitment of employees was 61.27% and an employee turnover rate was 12%.

In this regard, the performance result of human resource management was shown in the content of Part 1, Topic 3, **“Driving Business for Sustainability” on page 49** and **the 2023 sustainability report** (separate report) together with detail of projects and activities on social, community and environment. The 2023 sustainability report was also published on the Company's website.

Customers and Consumers

The Company operates its business under the philosophy: **We will be a quality, sustainable and stable growth Company who produces high quality products for better quality of life of people and will generate value added to shareholders, with responsibility to society and environment.** The Company focuses on quality of product starting from purchase of raw material, production process until delivery to customers and consumers as well as having research and development to improve product quality. In addition, the Company is committed to maintain good relations with customers by organizing various activities such as meeting arrangement with customers to provide information about products and services and discuss on product development according to customer requirements including establishing whistleblowing and complaints channel through the Company's website. Currently, the Company was certified by international production standards, e.g., GMP Plus, HACCP, GHPs, ISO 9001, ISO 22000, FSSC 22000, ISO 50001, ISO 14001, ISO 45001:2018, Halal, Kosher, Carbon Footprint of Products, Carbon Footprint for Organization, Green Industry, SEDEX/ SMETA, AOCs APPROVED CHEMIST, RTRS etc.

The Company treats our customers and consumers fairly by conducting business with integrity and focusing on the best interests of business partners, customers and consumers equitably so that they can get the best thing as deserved. The policy regarding customers and consumers as follows;

- 1 Commit itself to developing and delivering products with high quality produced by modern and high-efficiency production technology in order to meet customers' requirements and having a quality control system at each step with fair conditions as well as consistently following up and enhancing client satisfaction.
- 2 Provide product and services information accurately, sufficiently and timely manner in order for customers to have useful information to make decision. Ignore any actions that cause misunderstandings in product quality exaggeratedly.
- 3 Keep customer information confidential in accordance with the Personal Data Protection Policy (PDPA) which is consistent with the Personal Data Protection Act, including not using their information for the company's or other related parties' benefit. The policy is disclosed on the company website under the topic “Corporate Governance”.
- 4 Respond to customer's demand quickly and punctually to maximize customers satisfaction.
- 5 Provide a channel to receive problems and complaints from customers and solve problems quickly as best as possible including creating customer satisfaction evaluation form to further improve and develop products and services.
- 6 Do not pay any benefit to customers for the purpose of acquiring or hijacking such customer by corruption or violation of the law.

In 2023, there was no any case that the Company violated the interests of consumer and there were no significant complaints from customers. As for other complaints, the Company analyzed, improved, prevented, followed-up and applied through the entire organization so that such complaints will not occur again.

In addition, the Company has a process to build good relationships with customers by conducting annual customer satisfaction surveys in each product group in order to be aware of expectations and satisfaction of customers and to get the survey results analyzed to develop and create further new innovations. The satisfaction assessment criteria must not be less than 80% per product group. In 2023, the satisfaction survey result of all product groups was averaged at 90.32%, which was a customer satisfaction survey of products, transportation and sales department service.

Business Partners, Creditors and Competitors

The Company operates its business in accordance with the competitive framework transparently, fairly and honestly subject to legal requirements and other related conditions by adhering to Code of Conduct, trade terms and business contracts strictly. In addition, the Company has established a policy on intellectual property to clearly specify preventive guidelines for non-infringement of intellectual property. The Executives and employees are responsible directly to comply with the policy. Therefore, the Company has never violated any laws related to business partners, creditors and competitors with the following guidelines;

Treating Business Partners:

The Board of Directors recognizes the importance of operating a business to expand in a sustainable and high-quality manner. Therefore, we intend to encourage our partners to conduct business in accordance with the Company's way of operation. In addition, we treat trading partners equally and consider mutual benefits to maintain sustainable relationships and mutual trust. The policy and guidelines for trading partners are as follows:

- Treat business partners equally, transparently, fairly and conduct business under the rules of good competition according to free trade policy based on fair returns to both parties.
- Comply with business contracts, agreements or conditions with partners strictly by taking into account the reasonableness in term of price, quality and service. In the case that it is not possible to do so, the Company must notify the partners in advance to jointly consider finding solutions and prevent damage.
- Establish Procurement Policy & Procedures and shall not claim or receive any offers and benefits that are unethical trade in business negotiations with business partners.
- Do not support any person or organization that do illegal business.
- Announce the Supplier Code of Conduct and Anti-Corruption Policy to partners for acknowledgement and encourage them to apply or follow.
- The Company follows environmentally friendly procurement regulations and clearly defines procedures, practices, and criteria for selecting business partners. This also includes monitoring, inspecting, evaluating, and promoting the potential and capabilities of partners in order to develop sustainable business operations between each other. The Company also avoids purchasing products from suppliers who violate human rights.

In 2023, the Company communicated the Supplier Code of Conduct covering human rights, labor, environment, and anti-corruption including legal and related regulations in order for business partners to sign for acknowledgment and adhere to the guidelines for being a sustainable business partnership. The company also asked business partners to refrain from giving gifts to the company itself during the New Year's celebration. In addition, the Company reviewed and established the Supplier Code of Conduct approved by the Board of Directors on 12 May 2023 and published on the Company's website under the topic **"Corporate Governance"**.

Treating Creditors:

The Company has a policy to treat all creditors equally and fairly by strictly complying with the contract and conditions made with the creditors as well as building a good relationship with creditors. The financial status is disclosed to the creditors accurately on time to create confidence and trust. Treating creditors practices are as follows;

- Follow the agreement, requirement, terms or conditions to creditors strictly especially regarding the conditions of guarantees and capital management to have an appropriate structure including credit default protection measure. In case the obligation cannot be fulfilled reasonably, the Company must notify the creditors in advance so that they can work together to find the solutions and prevent damage.
- Shall not call or receive any benefits dishonestly in business negotiations with creditors.
- Report accuracy and completed financial information to the creditors regularly and shall not concealing any important information or facts that may cause damage to creditors.

Treating Competitor:

The Company has a policy to treat competitors fairly according to the competition law framework by adhering to business operations under ethics with transparency and without violating the confidentiality or knowing the competitor's trade secrets with dishonest way, therefore, the Company set the practices for treating competitor as follows;

- Follow the rules of fair and honest competition including support and promote free trade.
- Do not seek confidential information of competitor through dishonest or inappropriate manner.
- Do not ruin the reputation of competitor with malicious accusations without truth.

- Do not do anything to violate the intellectual property of competitor.
- Do not collude with competitors or other businesses to constitute a monopoly or restrict trade competition.

In 2023, there was no violation of the competition law and no disputes or lawsuits from business partners, creditors, and competitors.

Regulator

The Company commits to comply with the rules, regulations, and practices prescribed by law. The Company operates business with transparency and discloses complete and accurate information as prescribed by the regulators.

Treating regulator practices are as follows:

- Practice and follow strictly in accordance with the intent of the laws and regulations issued by regulators.
- Refrain from any actions which will help, support, or agree to be a tool that will cause laws or regulations avoidance.
- Collaborate with regulators and report information about violation or non-observance of any law or regulation.

In 2023, the Company strictly complied with the requirements of the Regulator.

Society Community and Environment

The Company places great importance on social and community participation along with environmental stewardship. Regarding this, the “Environmental, Social, and Governance (ESG) Committee” will assist the Board of Directors in formulating policies and guidelines for environmental, social, and governance operations so that the business operation will be transparency and fair to all groups of stakeholders in sustainable manner which are appropriate and consistent with company’s policies and business plans. Environmental operations focus on addressing carbon footprint reduction at both corporate and product levels to achieve the Net-Zero Greenhouse Gas Emissions. This must be achieved by improving the process and utilizing all aspects of resources including energy, electricity, water, and production waste to be the most cost-effective and efficient, as well as reducing the environmental impact in terms of odors, dust, and noise to the community. Meanwhile the social work focuses on both internal engagement with employees and external engagement with the community, cover with human rights, employee stewardship and developing skills, promoting careers and building self-reliant communities, and contributing to the well-being life for people in the community.

In 2023, the Company had a scheme to develop and promote communities, society and environment which the performance results were published in the content of Part 1, Topic 3, **“Driving Business for Sustainability” on page 49** and **the 2023 sustainability report** (separated report) with project details and various activities on social, community and environment and published on the Company's website.

Innovation Management

The Board of Directors supports and promotes the innovative creation in order to create business value along with being responsible to all stakeholders. The Company has determined innovation strategy to be in line with the corporate direction and the rapidly-evolving digital age by initiating and developing innovation in both production processes and new products as well as applying technology systems in dairy work to upgrade the business competitiveness. The Company encourages research and product development in order to be in line with the changing consumer needs, with a focus on reducing the impacts on society and the environment as well as researching new innovations to increase production efficiency and develop production processes with modern technology that helps to reduce work procedures and production costs. Meanwhile, the business development department is responsible for planning and determining corporate strategies to create a competitive advantage for the business so that the company can adapt appropriately to changes in the industry.

In 2023, the Company operated a project to improve TVO 1 by utilizing new technology to extract high-quality soybean oil by switching the raw material preparation method from Cold dehulling to Warm dehulling. This results in the process being streamlined from two steps to one, which helps to shorten the time it takes for the soybeans to cool down. Consequently, resources can be used effectively, resulting in lower energy consumption and greenhouse gas emission which is in line with the Company's Net Zero Pathway policy. Furthermore, the Company implemented modern technology in both hardware and software systems which applied to the work process via the Automation system. This aided in the operations of the factory by helping to record, store, and analyze data in order to obtain information for real-time production condition adjustment (real-time analysis). As a result, work was controlled more quickly and efficiently and accurate management, decision-making, and problem-solving were encouraged. The company has published the details of the promotion of innovation in its 2023 Sustainability Report (separate report).

Non-infringement of Intellectual Property

The Company has a policy and practice on non-infringement of intellectual property. The guidelines for this matter have been stated in the Code of Conduct for all executives and employees to abide as a working practice covering non-infringement, respect the rights of the intellectual property owners, legal compliance, non-copyright infringement, non-trademark infringement or non-infringement of other people's work for the Company's benefit and own benefit which may cause damage to the Company.

Fraud Prevention

The Board of Directors is committed to conducting business with transparency and fairness in accordance with the principles of good corporate governance and prioritize in all forms of anti-corruption with confidence that it will be supporting the business growth sustainably. Risk management process and audit are provided to prevent and suppress corruption and misconduct as well as supporting the creation of corporate culture that adheres to honesty and integrity.

Anti-corruption

The Board of Directors approved and announced anti-corruption policy and its manual since 2016 for the Executives and employees to comply strictly in accordance with the business intent by prohibiting the Company's directors, the Executives and employees from demanding, executing or accepting corruption in any forms either directly and indirectly for the benefit of the Company, themselves, their family, friends and acquaintances which covers all business units and all related agencies. The Board regularly reviews the compliance with the anti-corruption policy, guidelines and operational requirements to be consistent with the changes of business, rules, regulations and legal requirements. All Executives and employees must sign and acknowledge in the anti-corruption measures manual.

In 2023, The Board of Directors reviewed and approved the Anti-Corruption Policy and Measures Manual on December 15, 2023. Additionally, the company joined the CAC Change Agent project, which was a special project of the Thai Private Sector Coalition Against Corruption (CAC) to expand the transparent business network to partner companies. The Company has published an Anti-corruption Policy under the topic **"Corporate Governance"** on the Company's website.

No Gift Policy

The Board of Directors set guidelines for receiving - giving gifts, reception or any other benefits to comply with the anti-corruption policy and announced throughout the organization. All Executives and employees must strictly follow to avoid actions that may affect decisions making on duty and also communicated to outsiders who are involved in the business. No Gift Policy was published on [the Company's website](#).

Measures to take on those who do not comply with policies and guidelines

The Company has an appropriate and fair punishment measures for employees who fail to comply with anti-corruption policy. In the case that the Company's directors, the Executives or employees violates the anti-corruption policy, disciplinary action will be taken according to the Company's regulations and legal punishment, as the case may be. The Company will appoint an investigation committee as appropriate.

Whistleblowing and Complaints

The Board of Directors attaches importance to good corporate governance and provides opportunities for stakeholders to provide information and complaints about illegal actions, ethics, financial reports, internal control system, and anti-corruption policy. The complaint regulation is announced as **guidelines for implementation** and published on the Company's website under the topic **"Corporate Governance"**. The complaints are received through the Office of Internal Audit or the Chairman of the Audit Committee which the company will appoint an investigation committee on a case-by-case basis. The complaint can be reported via the following channel.

Post: The Office of Internal Audit
Thai Vegetable Oil
Public Company Limited
149 Ratchadapisek road
(Thapra-Taksin), Bukkhalow,
Thonburi, Bangkok 10600
Telephone: 02-477-9020
E-mail: ac@tvotai.com

Or through the Audit Committee

Post: Chairman of the Audit Committee
Thai Vegetable Oil
Public Company Limited
149 Ratchadapisek road
(Thapra-Taksin), Bukkhalow,
Thonburi, Bangkok 10600
E-mail: acchairman.tvot@gmail.com

The actions upon receiving complaints

The Company has a process for handling complaints by considering whether such matter is considered an offense or in any level of offense in order that the Company can impose a penalty for such wrongdoing fairly and correctly. Details are as follows.

■ Collecting facts and screening information:

Recipients of complaints and whistleblowers conducts factual gathering of the information received, processing and screening to consider the proper procedure and management in each matter which can be done by themselves or assign the Office of Internal Audit to process on behalf and report to the Managing Director.

After investigation, if it is found that the defendant is not guilty or that it is a misunderstanding or the complaint is unfounded, the complaint will be dropped. The complaint recipient shall submit the matter to the Managing Director for approval to close the investigation and inform the facts to the complainant.

In addition, if the complaint is alluded to any person in the Fact Investigation Committee, the person who is alluded to or involved will not be able to participate in any investigation process.

■ Investigation:

In case of the complaint recipient investigates and finds that the complaint is truthful and should be submitted to the Chief Executive Officer or the Audit Committee to consider and appoint an investigation committee to investigate facts and consider disciplinary action by requesting consultation from other relevant agencies such as the Legal Department or the Human Resources Department in order to ensure that the investigation process complies with the Company's laws and regulations.

■ Measures:

The investigation committee will propose measures to take action against those who violate or fail to comply with the Company's regulations, Code of Conduct, Supplier Code of Conduct, Anti-corruption Policy, Human rights policy including other related policies etc., and offer mitigation measures to all affected persons by considering the overall damage. Penalties are subject to the Company's regulations and/or may be subject to legal penalties if the action is illegal.

■ Reporting:

The complaint recipient is responsible for reporting the results to the complainant within 7 working days from the date of the investigation conclusion. In the case of critical matter, it should be reported to the Managing Director or Chief Executive Officer, as the case may be, and report to the Audit Committee and/or the Board of Directors on a quarterly or annual basis

Measures to protect complainants and informers

Complainant, whistleblower or those who cooperate in the investigation and those who reject corruption will be protected according to the following criteria;

- Complainant, whistleblower or those who cooperate in the investigation will be protected fairly and appropriately. The Company will not disclose the name-surname, address, photo or any other information that can identify such person.
- Complaint recipient and relevant parties who has been informed of the matter or information relating to the complaint must keep the information and documents provided confidential and will disclose as necessary by considering the safety and damage of the complainant, whistleblower or those who cooperate in the investigation without any request if it is deemed to be likely to cause damage or insecure. For information about the offense, record of phrasing, documentary evidence will be kept confidential and do not forward to another person unless it is a disclosure required by law.

- Complainant, whistleblower, those who cooperate in the investigation or those who reject corruption or bribery will be protected from harassment, intimidation, punishment or any other act of unfair treatment or giving any negative results that affects work duties even if the wrongdoing will negatively affect business opportunities of the Company.

- Those who have suffered damage will be mitigated by appropriate and fair procedures.

In 2023, the Company has not received any complaints about wrongdoings in the following matter; legal, ethics, code of conduct, financial report, internal control, anti-corruption policy and conflicts of interest of directors, executives or employees in any way.

Chapter 4 Disclosure and Transparency

The Board of Directors shall disclose essential information of the Company such as financial and non-financial information and other significant information in both Thai and English accurately, adequately and transparency timely manner, and follow strictly in accordance with rules and regulations regarding disclosure of Securities and Exchange Commission and Stock Exchange of Thailand. Investors and all stakeholders, both domestically and internationally, can access information equally, which is reliable and sufficient, for making decisions through SET Portal of the Stock Exchange of Thailand and [the Company's website under the investor relations section](#).

In 2023, the Company disclosed the significant information as follows;

- 1 Disclosure of Financial Statements and Form 56-1 One Report 2023, through SET Portal of the Stock Exchange of Thailand and on the Company's website in both Thai and English, the information always keeps updated.

The management is responsible for the financial statements, financial information and financial reports which was prepared in accordance with accounting standard including the internal control system and asset safeguard system. The Audit Committee is responsible for quality of financial report and suitability of the internal control environment managed by the Company's management which is an effective system. Hence, the Management ensured that its internal control environment and current internal control system was making the financial report and corporate property management as of December 31, 2023 reliable one.

The Board of Directors is responsible for the consolidated financial statement of the Company and its subsidiary and financial information disclosed in the annual report by providing financial report and the reports of the Board's Responsibility to financial reports so that the information presented in the financial statements is accurate and in accordance with accounting standards and is reviewed by independent auditor. In 2023, the Company submitted the Quarterly and Annual Financial Statements accurately, completely, and timely as required by laws and regulation.

- 2 Disclosure of policies, manuals, charters, company regulation, and important documents such as Corporate Governance Policy, Compliance Policy, Code of Conduct Manual, Supplier Code of Conduct, the Company's Regulation, Board Charter, Sustainability Policy, Personal Data Protection Policy, Connected transactions and Related Parties transactions Policy, Human Right Policy, Disclosure Policy, Anti-Corruptions Manual, Complaints Regulation, Tax Policy, Environmental policy, Quality Safety Health and Environmental Policy etc. The Company also reported its implementation results including the reason for not being able to comply with said policy in Form 56-1 One Report 2023, Sustainability report on [the Company website](#).

- 3 Disclosure of Shareholding Structure and Report of Securities Holdings of Directors and Executives including spouses and underage children. The reports were arranged in accordance with laws relating to the Company's directors and the Executives, and reported to SEC as follows;

- Report of Holdings of the Company's Securities when being appointed as director or executive for the first time. The report (Form 59-1) must be submitted within 30 working days from holding the position.
- Report of Changes in the Holding of the Company's Securities every time when buying, selling, transferring or receiving transfers. The report (Form 59-2 via the SEC's online system) must be submitted within 3 working days from transaction date.
- Information with Representation and Warranty of the Company's Director and Executive and their Consent. The report (35E-1) must be submitted within 7 working days from holding the position.

In 2023, the Directors and Executives including spouse and underage children are requested to report the Company's Securities Holdings before every meeting of the Board of Directors' meeting and summarizes reports to the Board of Directors twice a year for acknowledgement. The report was disclosed on [page 230](#) in Form 56-1 One Report 2023 in the appendix and on [the Company's website](#).

4 Disclosure of Role and Responsibility of the Board of Directors and Subcommittee, number of meetings, the 2023 attendance record of each person including professional training and development for the Board is shown in the topic "Corporate Governance Report" on [page 121](#) in Form 56-1 One Report 2023.

5 The Board of Directors and Executives are required to submit the report on the interests of themselves and related persons who have interests in the Company's business with measures and policy to comply with the criteria defined as follows;

- Report when being appointed as director or executive for the first time
 - Report every time when there is a change of interest
 - Report every year-end
 - In case of termination and reappointment as the Director in a consecutive way, the Director shall not submit new report if there is no change of interests.
 - The Directors and Executives should present report of interests to the Company Secretary within 1 month after being elected/ appointed, changes and keep the information updated every year.
- In 2023, the Directors and the Executives have completed their report of changes of interests complying with the criteria defined.

In 2023, the Directors and the Executives have completed their report of changes of interests complying with the criteria defined.

6 Disclosure of Auditing fees and other services fee provided by the Auditor is in the Form 56-1 One Report 2023 on [page 120](#).

7 Disclosure of the policy of the Directors Remuneration and the form or nature of the compensation has matched with the industry' standard and also reflect the responsibilities and responsibilities of each person. The amount of remuneration shall be approved by Shareholders and disclosed in the Form 56-1 One Report 2023 on [page 133](#).

8 Disclosure of the policy of the Executives Remuneration and the form or nature of the compensation such as salary, bonus and others depends on responsibility and accountability according to corporate performance, and comparison with other companies in the same industry is disclosed in the Form 56-1 One Report 2023 on [page 117](#).

9 The Company has a policy on related party transactions as required for business efficiency and cost management, which has been done fairly according to the market price and in the normal business. Such transactions must be considered by the Audit Committee and approved by the Board of Directors to eliminate conflicts of interest carefully, reasonably and for the best interest of the Company and Shareholders. The approved transactions are disclosed in details in the annual report and form 56-1 which is in accordance with the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission. The Company has disclosed the details in the Form 56-1 One Report 2023 on [page 146](#).

In 2023, all connected transactions were approved by the Board of Directors in compliance with the prescribed rules and all transactions did not exceed the approved credit line. Details are provided in "Related Transaction" on [page 147](#).

10 The Board of Directors approves the disclosure policy as a guideline for disclosing the Company's information to the third parties, and determines the authorized executives to disclose information as well as ensures the Company to establish Investor Relations function to represent the Company in communicating information and activities according to the policy and guideline for information disclosure, which is useful in making decisions to Shareholders, Investor, Analysts and those interested in the Company to acknowledge and shall treat all investors equally and fairly. The Company discloses information in accordance with relevant laws and regulations accurately, adequately, timely, reliably and in accordance with the regulations of the Stock Exchange of Thailand to create confidence and correct understanding of the business operations of the Company for investors.

The top management who was authorized to be a spokesperson shall allocate time to participate in investor relations activities and meet with investors in order to announce policies and business directions, exchange comment and answer various questions usually. The Company organizes activities to promote relationship between investors, analysts such as Company visit, Management discussion panel, Analyst meeting to disclose Company's information as well as news and activities.

The Company has set a period to refrain from communicating with analyst and investors to provide information regarding the Company's performance (Silent Period) for 30 days before the date of the Company's Quarterly and Annual Operating Results Announcement to the Stock Exchange of Thailand to avoid giving unfair information which may affect the price of the Company's securities.

In 2023, the Executives had opportunity to meet Shareholders, Analysts, Investors and Media in various activities to present the operating results regularly which summarized as follows;

- Quarterly Analyst Meeting, 4 times on February 27, 2023 / May 15, 2023 / August 15, 2023 and November 17, 2023
- Opportunity Day: to report the 2022 performance results organized by the Stock Exchange of Thailand on March 7, 2023.
- Provide information to investors, institutional investors and analysts totaling 11 times
- Provided information and had meeting with media; The Chief Executive Officer gave an interview on the YEC Food Network program, Episode 25, "Angoon Vegetable Oil, Thai kitchen oil" which was live broadcast via Facebook Live YEC Thai Chamber of Commerce/ Provincial Chamber of Commerce On Sunday, September 3, 2023

In addition to the information disclosure via the channel of the Stock Exchange of Thailand, the Board of Directors has encouraged to apply technology to disseminate information by preparing documents in both Thai and English for disclosure to the public via the Company's website. Shareholders and general investors can contact the Investor Relations Unit at;

Investor Relations:

149 Ratchadapisek road (Thapra-Taksin),
Bukhalow, Thonburi, Bangkok 10600
Telephone : 02-477-9020
E-mail: ir@tvotai.com

Information Technology Governance

The Company established the regulatory framework and corporate information technology management that is in line with the business requirement and ensured that information technology is used to increase business opportunities and to develop operations as well as risk management is provided by covering risks of information technology so that the business can achieve its objectives and main goals.

In order to use computers and computer networks appropriately and efficiently, the Company therefore has established **a working regulation to be a guideline for all employees** to follow in the same direction and to prevent problems that may occur from incorrect use. Guidelines for information technology governance are as follows;

- 1 Ensuring and inspecting the use of information technology in accordance with the law, regulations, related standards and term of use on computers and computer networks to ensure that computers and computer networks are used correctly, completely in accordance with the policy and procedure and within the authority and responsibility framework as specified.
- 2 Maintaining data security and information technology systems by having intrusion prevention system (Firewall) from external network, Authentication system, Authorization system, Audit Log system. The Company has set security measures in accordance with the security policy of the Company's information technology.
- 3 Backing up data on a daily basis and testing the accuracy and completeness of the information as well as formulating plans for emergency situations and testing the said plan to be confident that it can be implemented effectively.
- 4 Ensuring that the computer reporting and auditing system has clear procedures and can be audited.

In 2023, the Company foresees the importance of the information technology control and governance. Therefore, the management department was assigned to ensure that operations were in accordance with the regulations for the use of computers and the computer network of the company, and established an audit plan and conducted the audit in the area of information technology management and information technology systems security management. With the help of cyber security experts or consultants to provide guidance and inspect directly, it was assured that the company had implemented security measures tightly and safely defend against online threats.

Chapter 5 Board of Director Responsibility

The Board of Directors should assume a leadership role in creating a good corporate governance for the Company, therefore, the appropriateness and clarity of the Board Structure and the authority and responsibility are essential to performance effectively. The person to be appointed as the Company's director must be visionary, competent, experienced, independent and must devote time to perform their duties completely for the best interest of the Company and shareholders as a whole. In addition, the Board of Directors should appoint the sub-committees to assist in supervising and screening the work as necessary in order to ensure that the Board Structure is suitable for business conditions and enhances the efficiency of the Board of Directors' performance. The Board of Directors has established policies and guidelines regarding the Board's responsibilities in various matters as follows;

Strategy, Policy and Business Directions

The Board of Directors is responsible for formulating policies, strategies, business plans, short-term and long-term goals and reviewing the vision and mission at least once a year in accordance with the business situation including promoting innovation and supporting the technology implementation in business operations to enhance the business's value. The Board of Directors should agree on the Key Performance Indicators (KPIs) proposed by the management and oversee their performance to achieve the goals and plans as specified. Details are disclosed in the topic "Business Structure and Operation" on [page 11](#).

Good Corporate Governance and Code of Conduct

The Board of Directors is responsible for governing the Company to have a good corporate governance policy, Code of Conduct, Compliance Policy in accordance with the laws and regulations in order for the directors, executives and employees to adhere to their works with standards, ethics, transparency and accountability and to maintain the rights of the Stakeholders according to their fundamental rights equally including prioritizing to anti-corruption throughout the business operations. The Environmental, Social, and Governance (ESG) Committee is assigned to govern the Company's operations in accordance with the aforementioned policies, laws, objectives, regulations and the resolution of the Shareholders' meeting strictly. Details are disclosed in the topic "Corporate Governance" on [page 135](#).

Internal Control and Internal Audit

In order to provide the Company and its subsidiary with an efficient and standardized internal control system and acceptable risk management by taking into account the appropriate control environment. The Board of Directors therefore assigns the Audit Committee and the Office of Internal Audit to regularly review and monitor the results of the internal control, communicate sufficient and reliable information both inside and outside as well as regularly monitor and evaluate so as to optimize operations, reporting and compliance with applicable laws and regulations and to build confidence among the executives, investors and stakeholders as disclosed in the topic "Internal control" on [page 143](#).

Risk Management

The Board of Directors oversees the company to ensure that its risk management policies and procedures are reliable and efficient, and assigns the Environmental, Social, and Governance (ESG) Committee to establish policies and guidelines for environmental, social, and governance operations of the company appropriately, adequately and efficiently as well as to review and follow up on the management of environmental, social and governance risks. In addition, the Board of Directors has also approved the Environmental, Social, and Governance Committee's charter, which was created by the company and was published on the company's website under the "Corporate Governance" section.

The Company appointed a risk management working group which consists of executives from various departments to be responsible for overseeing the company's risk management throughout the organization to enable risk management to be efficient and effective. The working group analyzes and evaluates both external and internal risks that could have an impact on the company's objectives as well as prepares a risk management plan that outlines the risk management measures and monitors the implementation of the measures to ensure that the risk level is within acceptable criteria. In addition, the working group is responsible for reporting operating results to Chief Executive Officer as disclosed in the topic "Risk Management" on [page 39](#), and then reports to the ESG Committee. The risk management working group organizes risk management meetings regularly and reports to the ESG Committee at least twice a year.

Conflict of Interest

The Board of Directors has established a policy on related transactions and connected transactions as well as guidelines on such transactions for directors, executives and employees to comply with caution in order to prevent any transactions that violate the rules set by the SEC and the SET. The Directors and Executives as defined by the SEC are responsible to report their interests and personal interests to the Company. In addition, the Company has gathered all information and prepared as a database for other departments to be used as a guideline in considering the Company's transactions so as not to make an error. Details are disclosed in the topic "Corporate Governance Report" on [page 136](#).

Nomination of Directors and Top Management

Nomination and Appointment of New Directors:

The Board of Directors has assigned the Nomination and Remuneration Committee, which consists of only independent directors, to consider recruiting and screening persons to be appointed as directors and propose a qualified persons along with opinions to the Board of Directors and propose the list of the aforementioned persons to the Shareholders' meeting for election. The policy and selection criteria are considered from the appropriateness of the number of directors and Board Diversity in accordance with the business strategy and the composition of the committee according to the Board Skill Matrix approved by the Board of Directors in order to specify the qualifications of the directors required by the Company and with consideration from the Director Pool Database from a credible institutions such as the Thai Institute of Directors (IOD) or consulting companies, as the case may be, by taking into account the missing skills of necessary experience, specialized knowledge and expertise that is beneficial to the Company in order for the Board Composition is complete absolutely and is in the best interest of the Company. Meanwhile, the appointment of retiring director, the Nomination and Remuneration Committee will consider the past performance and dedication to the Company of each director as well.

Furthermore, the company granted its shareholders the right to propose individuals who they believe meet the qualifications to be chosen as a director by posting an announcement on the Company's website and via Set Portal of the Stock Exchange of Thailand's.

Nomination and Appointment of Independent Directors:

The Nomination and Remuneration Committee will consider the number of independent directors against the Board composition to be consistent and in accordance with the requirements of the SEC, whereby the number of independent directors must not be less than one-third of the total number of directors. An Independent director must be qualified and independent in accordance with the regulations set by the Capital Market Supervisory Board. Details are disclosed in the topic "Selection Criteria" on [page 123](#).

Appointment of an advisor to the Board of Directors:

The Board of Directors may appoint a qualified person with knowledge, capability and experience as advisor to the Board of Directors to provide advices in various areas related to the Company's business operations.

Nomination and Appointment of Top Executives:

The Board of Directors assigned the Nomination and Remuneration Committee to be responsible for selecting qualified persons with knowledgeable and experiences that is beneficial to the Company's operation to be the Chief Executive Officer and senior executives from the level of the Managing Director upwards and proposing to the Board of Directors for approval. The Nomination and Remuneration Committee has considered and screened qualified persons with suitable qualifications, knowledge and abilities, skills and experience that is beneficial to the Company's operation. However, such person must have good understanding of the business and the ability of management to achieve the objectives and goals set by the Board. The Nomination and Remuneration Committee has also considered succession plans with Chief Executive Officer by considering the experts from inside and outside the organization in order to conduct business continuously and strengthen personnel to be ready according to succession plan.

Recruitment of top executives in other positions except from the level of the Managing Director upwards, the Chief Executive Officer is responsible for selecting and appointing persons who are qualified for the position and responsibilities including knowledge, ability, business understanding and experiences that are beneficial to the Company's operation. The selection is in accordance with the recruitment rules of the Human Resources Department.

Remuneration for Directors and Executives

The Company has a remuneration policy to pay for directors and executives at an appropriate level and consistent with the Company's strategy, short-term and long-term goal, operation results and comparable with the same business or industry and according to their duties and responsibility. The directors who are assigned to be sub-committees, which has increased duties and responsibilities, should receive appropriate remuneration according to the duties and responsibilities assigned to them. To comply with good corporate governance principles, the Company should have a clear policy and remuneration criteria. The Board of Directors considered and approved the remuneration policy for Directors and the Chief Executive Officer to be a guideline in determining remuneration fairly and reasonably. Director remuneration should consist of monthly remuneration, meeting allowance and bonus. The Nomination and Remuneration Committee will consider Directors' remuneration for the past year and present to the Shareholders' meeting for approval. The detail of Directors' remuneration is disclosed in the Form 56-1 One Report 2023 in the topic "Director Remuneration" on [page 134](#).

The remuneration for Chief Executive Officer and other executives is in accordance with the principles and policies set forth by the Nomination and Remuneration Committee in the form of salary, provident funds and bonus which are considered based on the Company's performance in line with its vision, mission and strategy as well as guidelines and standards of other companies which has similar size of business by having an annual performance evaluation based on roles, duties and responsibilities of each executive. The Nomination and Remuneration Committee is responsible for consideration the suitability of both short-term and long-term remuneration and annual benefit adjustment for the Chief Executive Officer and present to the Board of Directors for approval whereas

the Chief Executive Officer will consider the suitability of the remuneration and annual salary adjustment reflecting the individual performance of each executive. Remuneration for the Executive is disclosed in the Form 56-1 One Report 2023 in the topic "Remuneration Policy for the Executive" on [page 117](#).

Board Independence

The Board of Directors is independent from the management in setting policies and conducting overall business governance and providing opinions on the strategic direction to be used as a guideline for business plans and action plans as well as regularly monitoring the performance results of the Company and the sub-committees to ensure that the Company can achieve its goals. Details are disclosed in the topic "Roles and Duties of the Board" on [page 101](#) and [107](#).

Directors and Executives Development

In order to obtain the Board of Director's efficiency in the operation, the Board of Directors has a policy to encourage the Directors and Executives to have received training courses that are beneficial to the performance of duties continuously by inviting experts to share their knowledge and applying for training course with external training institute such as Thai Institute of Director (IOD) and overseas trainings by assigning the Nomination and Remuneration Committee together with the Company Secretary to consider the necessary training courses for each director involved in the duties and responsibilities of each director continuously in order to bring knowledge and experience to develop the organization towards. For executive development, Human Resource Department has policies and development plans for the Executives individually to develop personnel in the organization to have potential and readiness for work in accordance with the Company's succession plan and expansion plan.

Performance Evaluation

The Board of Directors shall oversee the performance assessment of the Board of Directors and sub-committees and Chief Executive Officer annually at least once a year. The Board assessments is divided into 2 parts which are Board as a whole evaluation and Board self-assessment. The Nomination and Remuneration Committee is assigned to be responsible for reviewing evaluation form of the Board, sub-committees and Chief Executive Officer. The Company Secretary is responsible for submitting all assessment forms to the Board in order to evaluate their own performance as the Board of Directors and as member in the sub-committees as well as evaluating the performance of Chief Executive Officer, then the Company Secretary will gather back to assess and propose to the Nomination and Remuneration Committee for consideration to report the results to the Board of Directors, which the Board of Directors will analyze the results and find conclusions in order to determine measures to improve the performance of the Board of Directors, sub-committees and Chief Executive Officer.

For the evaluation criteria, the percentage is calculated from the full score of each item as follows;

Score	Meaning
equal to or greater than 90%	Excellent
equal to or greater than 80%	Very Good
equal to or greater than 70%	Good
equal to or greater than 60%	Fair
Less than 60%	Need Improvement

Governance of Subsidiaries and Associate Companies

The Company has a policy to appoint a qualified director or the executive to be as a director in subsidiary company to enable the overall management to be in the same direction. This is an agreement between the Company, its subsidiary and associate companies to participate in formulating an important policy and supervise its subsidiaries to have proper internal control system and mechanisms of governance in various aspects under the same criteria as the Company. The subsidiary company is responsible for submitting financial statement to the Company for the consolidated financial statement.

In 2023, Mr. Pachai Chanpitaksa Company Director and Chief Executive Officer served as a director of a subsidiary company to supervise and participate in formulating management policies that were important to the operations of the subsidiary.

6.2

Code of Conduct

The Board of Directors ensures that the executives and all employees understand the ethical standards that the Company adheres in conducting the business in order to achieve objectives, goals, vision and to create value for the organization. Manual of Code of Conduct has been made in writing and regularly reviewed every 2 years as well as announced and communicated to everyone for acknowledgement and adherence to business operation. It is in the Company's orientation program and published on website. The Company also organizes activities on this issue regularly to instill employees to have conscience in this regard. The important points of TVO's code of conduct are as follows.

- Treating the stakeholders.
- Personal data protection.
- Financial statement reporting, internal control system and internal audit.
- Company's securities trading and the use of inside information.
- Maintenance and use of the Company's assets.
- Receiving and giving of gifts and receptions.
- Conflict of interest.
- The use of information technology, communication, and intellectual property.
- Politic rights.
- Respecting the human rights.
- Anti-corruption.
- Quality, occupational health, safety and working environment.
- Compliancy and disciplinary.



The Board of Directors Meeting reviews the Code of Conduct regularly in order to be suitable for the current business situation and environment that may be changed. Moreover, the company arranged training updating on code of conduct and anti-corruption for directors, executives, and employees on December 8, 15, and 20, 2023, to ensure that employees receive up-to-date information and encourage all employees to adhere to the same guideline. In addition, the Company hopes that the business partners would operate their business in a sustainable manner and in line with the Company's operation practices, thus, the Company communicated the Supplier Code of Conduct; covering human rights, labor, environment and anti-corruption issues including the related laws and regulations, as a way of conducting business together.

In 2023, all directors, executives, and employees did not commit any ethical violations and the company did not commit anything that violated the regulations of regulatory agencies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) as well. The Company has published Corporate Governance policy, Code of Conduct and Supplier Code of Conduct including the complaint channels through the Company's website in the topic **"Corporate Governance"** for the best benefit of all stakeholders.

6.3

Major Changes and Developments of Policy, Practices and Corporate Governance in the Past Year

The company regularly reviewed its policies, practices, and corporate governance systems to increase the efficiency in compliance with the principles of good governance for listed companies 2017 (CG Code).

In 2023, the 2023 Annual General Meeting of Shareholders on April 28, 2023, resolved to approve the amending and adding of the Company's Articles of Association number 9, 16, 18, 23, 24, 25, 28, 38, together with adding Articles 49 and 50 so that to be up-to-date and comply with the law and the company's operations, and be more efficient. Details of the resolutions of the general shareholder meeting are published on the Company's website under the topic "[Investor Relations](#)", and via the SET Portal of the Stock Exchange of Thailand.

Furthermore, with approval from the Environmental, Social, and Governance Committee (ESG) in the Board of Directors Meeting No. 8/2023 on December 15, 2023, the review and amendment of the Charter of the Board of Directors, the Corporate Governance Policy, and the anti-corruption manual were approved to be compliance with the amendment of the company's Articles of Association that was approved by the 2023 Annual General Meeting of Shareholders. The company has published the Charter of the Board of Directors, Corporate Governance Policy, and the anti-corruption manual on the company's website under the topic of "[Corporate Governance](#)".

In the year 2023, there are issues that the Company has not implemented according to the principles of good corporate governance into business operations as follows:

Principles	The Company's Explanation
The Board should appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment at least once every three years.	The Nomination and Remuneration Committee Meeting No. 4/2023 on November 10, 2023, brought up for consideration the issue of appointing external consultants to assist in setting guidelines and provide recommendations in evaluating the performance of the committee. Consequently, the resolution was passed authorizing the Company secretary to review the Stock Exchange's list of companies offering such services and to bring comparable information to present to the Nomination and Remuneration Committee Meeting for review and feedback prior to presenting it to the committee for further consideration.
The Board should consist of more than 50% independent directors.	The Company has considered and have an opinion that the current structure of the Board of Directors is still suitable for the Company's operations. Out of the total 12 directors in the Company, 5 are independent directors, or 41.67%.



With strong determination to comply the principles of good corporate governance and the code of conduct into the Company's operation continuously, the corporate governance is always developed to be more efficient and suitable for the Company, therefore, the Company has been evaluated by organizations as follows;



Corporate Governance Report of Thai Listed Companies – CGR

The Company was evaluated from the corporate governance report of Thai listed companies 2023 at an excellent level (5 stars) in the Listed Companies in the Argo & Food Industry that have market capitalization (Market Cap.) greater than Baht 10,000 million, which is the 5th consecutive year by Thai Institute of Directors (IOD).



สมาคมส่งเสริมลงทุนไทย
THAI INVESTORS ASSOCIATION

AGM Checklist

The Company was evaluated the quality of the annual general meeting of shareholders (AGM Checklist) for the year 2023 by the Thai Investors Association with a full score of 100 points which is at the “excellent” level.



SET ESG Ratings Level AA

The Company was ranked an AA rating in the Argo&Food Industry of listed company for the 7th consecutive year for the year 2023 by SET ESG Ratings, previously known as Thailand Sustainability Investment (THSI) as a result of the operations adhering to the principles of sustainability for both Environmental, Social, and Governance (ESG) and responsibility for all groups of stakeholders.



ESG 100 List

From the evaluation of a total of 888 listed securities in 2023 by Thaipat Institute, Foundation for Thailand Rural Reconstruction Movement Under The Royal Patronage, the company was selected to be one of the ESG100 securities group for the 8th consecutive year as a result of the outstanding of the sustainable business operation in Environmental, Social, and Governance aspect.



CSR-DIW Continuous Award 2023

In 2023, the Company received an **CSR-DIW Continuous Award 2023 for the 4th consecutive year** from the Department of Industrial Works, Ministry of Industry indicating the intention to uphold the standards for social responsibility, environmentally friendly and participate in sustainable community development.



Sustainability Disclosure Award 2023

The Company received the **Sustainability Disclosure Award in 2023**, indicating the importance of sustainable development in every dimension including disclosing information to the public and stakeholders transparently under the Global Reporting Initiative (GRI) standards reporting framework.



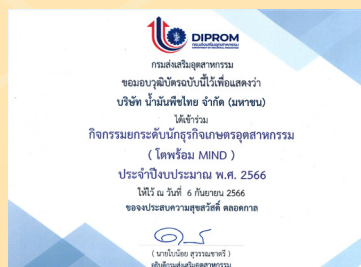
Thailand's Most Admired Brand 2023

As a producer and distributor of “Angoon” vegetable oil brand, the company received Thailand's Most Admired Brand 2023 award as the most reliable vegetable oil brand by BrandAge magazine. The award-winning strengthened the brand's position as **the number 1 vegetable oil brand entrusted by consumers**.



CAC Membership Certification

The Company was **certified the renewal of membership of the Coalition Against Corruption for the first time** by the Thai Private Sector Coalition Against Corruption Committee or CAC. The certification, which has been valid for 3 years (2022 - 2025), indicates the company's commitment to transparent administration in line with corporate governance to build confidence among all stakeholders.



Best Case Award: Grow with Mind 2023, "Eco Flying Project"

The Company received the “**Best Case award**” granted by the activity to enhance agro-industrial businessmen “Grow with MIND” of the Department of Industrial Promotion due to the creation of the project “**Eco Flying**” which assisted in elevating the status of community enterprises and solving the dense water hyacinth problem with the “Koh lad E-tan” community, Nakhon Pathom province.



7

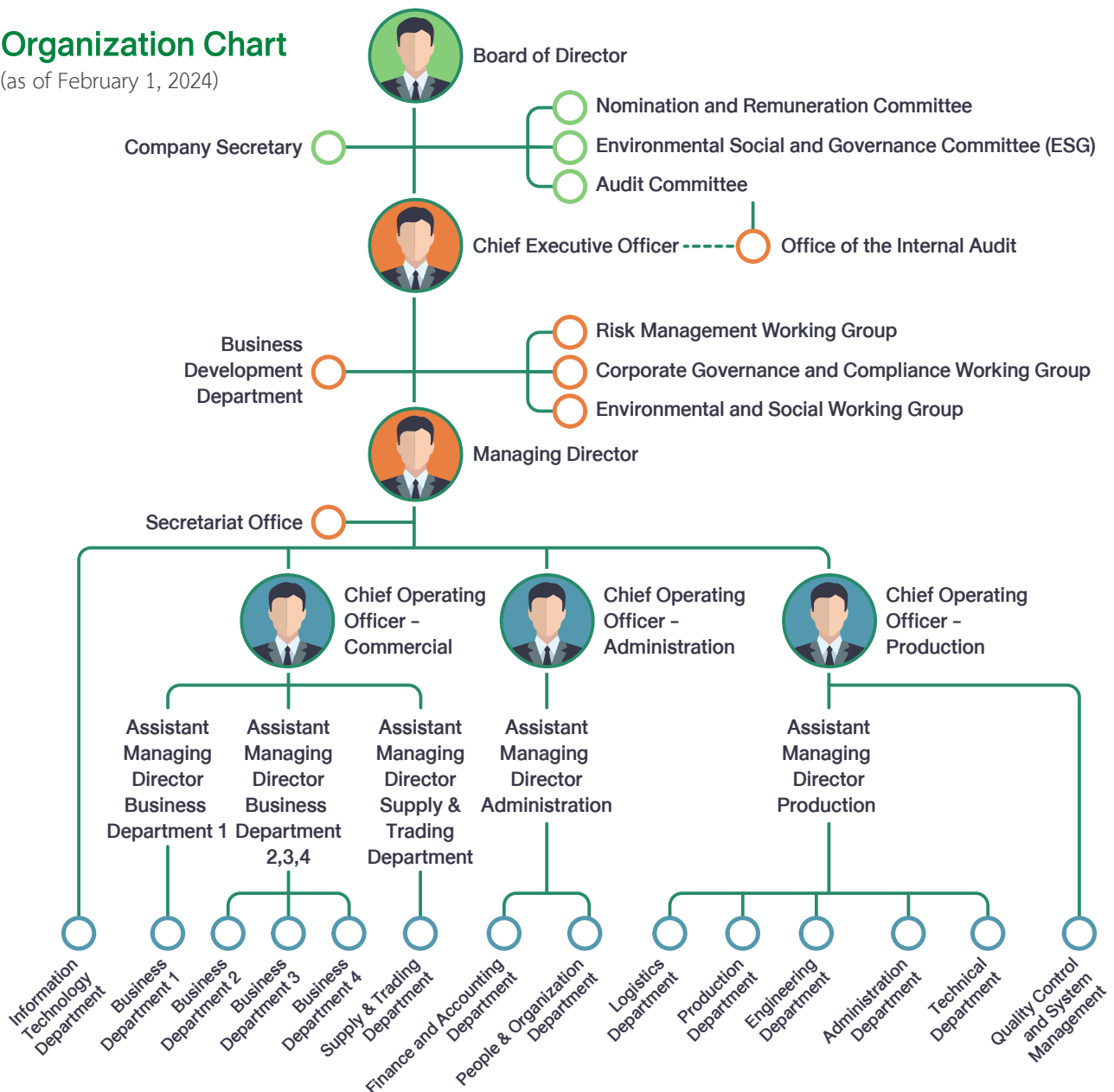
Corporate Governance Structure and Important Information about the Board Structure, Sub-committee, Management Team, Human Resource and Other Information

7.1

Corporate Governance Structure

Organization Chart

(as of February 1, 2024)



7.2

The Board Structure

The Board Structure consists of the Board of Directors and Sub-Committee; the Audit Committee, the Nomination and Remuneration Committee, the Environmental, Social, and Governance (ESG) Committee, which enhance the corporate governance to be appropriate, auditable and counterbalanced.

7.2.1

The Board Composition

Since the Company places importance on the diversity of the composition of the Board of Directors, the Board of Directors consists of qualified members from professional fields with the skills, expertise and experience in vegetable oil industry and other areas which are helpful to the Board's function and beneficial to the business without the restriction on gender and age. Also, They are able to dedicate time and effort on their duties. The Board of Directors is responsible to set up policies and corporate overview both short-term and long-term with the Top Executives, and to monitor, supervise and evaluate corporate performance in order to achieve the corporate goal.

According to the Company's Articles of Association, at least 5 directors must be appointed, not less than half of which must reside in Thailand. As of December 31, 2023, there were 12 members of the Board of Directors consisting of 9 male directors, 3 female directors according to good corporate governance principles for listed companies which the number of directors is appropriate for the size, type and business complexity. In addition, the Board of Directors consisted of independent directors with a proportion of not less than one-third out of total number of directors in accordance with the regulations set by the Capital Market Supervisory Board and the Stock Exchange of Thailand. The independent directors were responsible for auditing the operation of management team, expressing the opinion, supporting policy that benefit to Shareholders or opposing the unfair or ambiguous that may effect to

benefit of Shareholders and other Stakeholders. The independent directors also monitored on dissemination of related transaction to ensure that such transaction was performed in the best interest of the Company and Shareholders.

For non-executive directors, they had experience in the Company's main business or business industry. All directors were qualified with skills and useful expertise in accordance with the Company's business.

The current Board Composition is as follows;

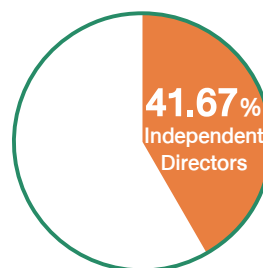
- 11 Non-executive directors (representing 91.67% of the total number of directors)

- 5 independent directors (not less than one-third, representing 41.67%, of the total number of directors)

- 6 other directors who are not involved in the routine management of the Company (representing 50% of the total number of directors)

- 1 Executive directors (equivalent to 8.33% of the total number of directors)

- 3 Female directors (equivalent to 25% of the total number of directors)



3 Female Directors
equivalent to **25%**
of the total number
of directors (12 directors)



9 Male Directors

7.2.2

List of the Board of Directors and Authorized Person

As of December 31, 2023, the Board of Directors was composed of 12 persons, which were 5 independent directors (equivalent to 1/3 of the total number of directors), 1 executive director and 6 non-executive directors which was in accordance with the Company's regulations and in line with the principles of good corporate governance. The list of the Board of Directors was as follows:

Name		Position	Date of appointment as director	Number of Years in Position
1. Dr. Suvit	Maesincee	<ul style="list-style-type: none"> Chairman of the Board (Independent) Chairman of the NR Committee Chairman of the ESG Committee 	13 Jan 2021	2 years 11 months
2. Mr. Apichart	Chirabandh	<ul style="list-style-type: none"> Vice Chairman of the Board (Independent) Chairman of the Audit Committee Member of the NR Committee 	28 Feb 2018	5 years 10 months
3. Mr. Vipoota	Trakulhoon	<ul style="list-style-type: none"> Director (Independent) Member of the Audit Committee Member of the ESG Committee 	15 Oct 2021	2 years 2 months
4. Ms. Patrawan	Manutsathit	<ul style="list-style-type: none"> Director (Independent) Member of the Audit Committee 	22 Apr 2022	1 year 8 months
5. Prof. Dr. Sanipa	Suradhat ¹	<ul style="list-style-type: none"> Director (Independent) Member of the NR Committee 	21 Jul 2023	5 months
6. Miss Aranya	Vitayatanagorn ²	<ul style="list-style-type: none"> Director Member of the ESG Committee 	29 Apr 2011	12 years 8 months
7. Mr. Vichai	Vitayathanagorn	<ul style="list-style-type: none"> Director 	13 May 2016	7 years 7 month
8. Mr. Vachara	Vitayatanagorn ²	<ul style="list-style-type: none"> Director 	29 Apr 2013	10 years 8 months
9. Mr. Pachai	Chanpitaksa ²	<ul style="list-style-type: none"> Director Director of ESG Committee 	18 Mar 2015	8 years 9 months
10. Mr. Ekarat	Wongsupbhasatigul	<ul style="list-style-type: none"> Director 	28 Apr 2016	7 years 8 months
11. Mr. Vorravuth	Tangpiroonthum ²	<ul style="list-style-type: none"> Director 	26 Apr 2017	6 years 8 months
12. Mr. Kuna	Vitayatanagorn ²	<ul style="list-style-type: none"> Director 	23 Apr 2021	2 years 8 months

Remark : ¹ Prof. Dr. Sanipa Suradhat was appointed as Director (Independent) / the Nomination and Remuneration Committee, effective from July 21, 2023, to replace Assoc. Prof. Dr. Kitcha Urairong who resigned effectively on May 1, 2023.

² Authorized Director by requiring two authorized directors from five to sign together and affix with the company's seal.

7.2.3 Roles and Duties of the Board of Directors

The Board of Directors plays an important role in overseeing the setting of the corporate objectives and its main goals as well as supervising on strategies, policies, operational plans and monitoring the management's work for the best interest of the Company and fairness to stakeholders and society as a whole with consideration to good corporate governance principles.

In the year 2023, the following cases had never happened to the Company; Severe violation against stipulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, Corruption action or violation of ethics, Resignation of a non-executive director due to the corporate governance issues, Loss of creditability due to the Board of Director's failure in monitoring the business.

Scope of Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible for directing the Company's policy and direction and to monitoring and supervising the management to be in compliance with policy efficiently and effectively with care and honesty to achieve the maximize value of business and to generate good profit to Shareholders with responsibility and accountability in the business operation by taking into account the interests of all Shareholders equally to preserve benefit for Shareholders. The information was disclosed to the investors accurately, completely, standardized and transparent. The Board of Directors has approved the Board of Directors Charter as proposed by the Environmental, Social, and Governance (ESG) Committee and scheduled to be reviewed annually.

In 2023, the Environmental, Social, and Governance (ESG) Committee reviewed and considered the appropriateness of the current Board of Directors Charter. At the meeting of the Board of Directors No. 1/2023 on February 24, 2023, and No. 8/2023 on December 15, 2023, a resolution was passed to approve the review of the said Board of Directors Charter to be up-to-date and consistent with the Public Limited Company Act B.E. 2535 and additional amendment. The Company publishes the Board of Directors Charter on the Company's website under the topic **"Corporate Governance"**.

The important details of authorities, duties and responsibilities of the Board of Directors are covered below;

- 1 Members of the Board must perform their duties with responsibility, caution, honesty (Duty of Care and Duty of Loyalty), together with disclosing information correctly, completely, and transparently (Duty of Disclosure), and ensure that the Company's operations in compliance with the law, objective, the Article of Associations of the Company, resolutions of the Board meeting, resolutions of Shareholders' meeting (Duty of Obedience), mainly to protect the best interests of the Company and Shareholders carefully. Also, the Board of Directors has to arrange the committee meeting not less than 6 times per year.
- 2 Member of the Board has authorization to consider and approve all matters about Company operation with major responsibilities as follows:

- Establishing a vision, missions, strategies, long-term goals, business policy, operation plan, and the Company's annual budget along with monitoring to ensure that the Company's strategy is implemented according to the established plan and ensures that the management provides the Board of Directors with regular updates on its performance, including reviewing every year in accordance with the business environment in order for the executives and employees to have the identical direction.

In 2023, at the Board of Directors Meeting No. 4/2023 on July 21, 2023, the Board of Directors considered the goals and five-year strategic plans of the Company as well as considering and approving the review of the organization's business plan for the second half of 2023 to make it appropriate and consistent with the current situation to ensure maximum efficiency and effectiveness of operations.

In addition, at the Board of Directors Meeting No. 7/2023 on 24 November 2023 and No. 8/2023 on 15 December 2023, the Board of Directors considered and approved the review of vision, mission, goals, short-term and long-term strategic plans, and corporate business plan for 2024 so that the Company's business direction is appropriate for the current business environment and be able to run a sustainable business, including optimizing business opportunities and create value for all groups of stakeholders.

- Defining and reviewing the structure of the Board of Directors and approval authority to be suitable for the Company's business as well as supervising the process of nomination and election of directors in a transparent manner and determining the appropriate remuneration for directors.

In 2023, at the Board of Directors Meeting no. 2/2023 on March 10, 2023, the Board considered persons who had been approved by the Nomination and Remuneration Committee in order to propose to the 2023 Annual General Meeting of Shareholders to consider appointing as a director of the Company in replacement of those who retired by rotation. In addition, the Board of Directors Meeting no. 4/2023 on July 21, 2023 considered and approved the appointment of Prof. Dr. Sanipa Suradhat as an independent Director and member of the Audit Committee to replace the resigned director which was approved by the Nomination and Remuneration Committee.

- Defining organizational structure or management structure suitable for business operations and ensuring that the Company's operations are in accordance with the law, manuals and business policies set by the Company of which are consistent with the good corporate governance principles. Corporate culture is encouraged to adhere to ethics and morality. Being a role model to ensure that the current structure and practices paves the way for appropriate corporate governance and good ethical operations.

- In 2023, at the Board of Directors Meeting No. 8/2023 on December 15, 2023, considered and approved the review of the corporate governance policy in order to be up-to-date and in line with business operations in accordance with the principles of good corporate governance. The Company has also provided updated information and knowledge on business ethics and anti-corruption to the Board of Directors. Also, the structure of approval authority and the authority of the management appropriate to responsibilities has been established.

The Board of Directors ensures that the current organization structure is suitable according to job and business type which is similar to other listed companies in the same industry group and enhances the leadership role of the Board as well as has clearly divided roles and responsibilities between the Board and management. In this regard, the Company has reviewed and adjusted the organization structure to be appropriate and up-to-date.

- Establishing investment policy for financial management including policy and credit limit for financial instrument trading (Options). As well as approving significant items such as credit limits from financial institutions, loan, guarantees, new investment projects in accordance with the rules and regulations of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand and related laws.

In 2023, the Board of Directors considered approving the credit facilities from financial institutions as working capital and preventing foreign exchange risk, approving the policy as a framework for trading financial instruments (Options) as well as tools for managing risk from price fluctuations in raw material in order to reduce the impact on the price which affected the Company's performance result, approving the Forward FX transaction policy to manage foreign exchange (FX) risk for forward selling products, and approving the adjustment criteria of the SWAP & Options transaction to be in line with the current market conditions where soybean prices, soybean meal and soybean oil had increased.

- Monitoring to ensure that accounting system, financial report and accounting audit are reliable, including disclosure of important information accurately, adequately, timely, in accordance with relevant rules and practices as well as ensuring that the assessment of internal control and internal audit are adequacy and monitoring the implementation to be effective.

In 2023, the Board of Directors agreed with the proposal from the Audit Committee to propose to the Annual General Meeting of Shareholders to consider the appointment of Certified Public Accountant of EY Office Limited as the Company's auditor for the year 2023 to oversee that the published financial information was completed accurately, transparently, beneficial to investors and in line with international standards.

In addition, the Company has disclosed the complete reporting information within the allowed time frame and disseminate information via the SET Portal system of the Stock Exchange of Thailand, and the Company's website under topic **"Investor Relations"**.

- Ensuring that the management is responsible for monitoring and assessing the Company's financial status, financial liquidity and debt servicing ability, establishing a mechanism to support operations under tight financial constraints in the event that the business encounters financial problems and to report the Board of Directors regularly.

- Overseeing to ensure that the effective risk management policy is covering the entire organization with reviewing and assessing the system regularly.

The Board of Directors appointed the Environmental, Social, and Governance (ESG) Committee to ensure that the corporate governance covered responsibilities to the community, society, environment, and relevant rules. In 2023, the ESG Committee reported its performance on environmental, social, risk management and corporate governance to the Board of Directors Meeting No. 4/2023 on July 21, 2023, and No. 8/2023 on December 15, 2023.

- Overseeing and promoting innovations that create value for the business together with benefits for all stakeholders.

The Board of Directors has promoted the innovation that creates value to the business and supervised the managements to conduct research and development in order to expand the product and improve production efficiency.

In 2023, the Company implemented a project to improve and expand the production capacity of the TVO 1 factory using new technology to extract high-quality soybean oil in order to use resources efficiently, reduce working hours, and reduce greenhouse gas emissions in according to comply with the Company's Net Zero Pathway policy. In addition, the Company introduced digital technology and automation systems to help record, store, and analyze data, and provide information to adjust production conditions in real-time, leading to timely and accurate management and problem-solving. As a result, the Company can effectively control production costs and quality to ensure customer satisfaction.

- Ensuring that IT management, IT security policy and procedure are in place.

In 2023, the Board of Directors governed the management to use tools or information technology that was compatible with the business and flexible enough to implement under the changing situations. Additionally, for the technology system security measures to be guaranteed, the management made direct arrangements for cyber security experts or consultants to examine and provide guidance to ensure the business has tight and secure protection against cyber threats.

- Approving the appointment of sub-committees and its charter such as the Audit Committee, the Nomination and Remuneration Committee and the Environmental, Social, and Governance (ESG) Committee to consider specific issues, information verification and propose guidelines for consideration.

In 2023, the Board of Directors reviewed and approved the charter of the Board and the charter of sub-committees such as the Audit Committee, the Nomination and Remuneration Committee and the Environmental, Social, and Governance (ESG) Committee in order to be appropriate and consistent with the duties and responsibilities according to the principles of good corporate governance.

- Appointing advisors, advisory board and senior management or as the Board of Directors deems necessary or appropriate.

- Encouraging the Company to comply with all forms of anti-corruption to promote good governance principles and ensuring the Company to have a receiving complaints system and action plans in case of whistleblowing.

In 2023, The Board of Directors' Meeting No. 8/2023 on December 15, 2023 considered and approved the review of the anti-corruption manual to be up-to-date and appropriate to the situation. The Company has established a policy of refraining from accepting gifts, assets, or any other benefits in all cases and asked for cooperation from those involved such as customers, business partners, and related agencies. to refrain from giving gifts during the New Year festival and on any other occasions as well. In addition, the Company was certified the renewal of membership of the Coalition Against Corruption for the first time by the Thai Private Sector Coalition Against Corruption Committee in 2022.

In addition, the Company joined the CAC Change Agent project which is the special project of the Thai Private Sector Coalition Against Corruption for expanding transparent business network to partners.

- Monitoring and managing potential conflict of interest that may occur between the Company and the management, directors, and shareholders, including the improper use of assets and other transactions of connected person by focusing on the best interests for shareholders and stakeholders.

The Board of Directors governed the management to review the policy of connected transactions and related party transaction every 2 years in accordance with good corporate governance principles to be appropriate and in line with the changing business environment. The current policy on connected transactions and related party transactions was approved by the Board of Directors Meeting No. 1/2023.

- Evaluating the performance of the Board of Directors annually by performing as a whole assessment and self-assessment including overseeing to have the performance assessment of Sub-committee, the results of assessments and the review of the performance assessment form every year.

In 2023, the Nomination and Remuneration Committee reviewed the Board's evaluation form and presented to the Board of Directors Meeting No. 6/2023 on November 10, 2023, to consider evaluating the performance of the Board of Directors as a whole assessment and self-assessment including the evaluation of sub-committees and then reported the evaluation results to the Board of Directors' Meeting No. 1/2024.

- Ensuring that the Chief Executive Officer's performance is evaluated annually, and the remuneration of the Chief Executive Officer is in line with the Company's operating results.

The Corporate Nomination and Remuneration Committee reviewed the evaluation form of the Chief Executive Officer's performance and then presented to the Board of Directors Meeting No. 6/2023 on November 10, 2023, to consider evaluating the Chief Executive Officer's performance and reported the evaluation results to the Board of Directors Meeting No. 1/2024 to approve the annual remuneration for the Chief Executive Officer.

- Overseeing to ensure that top executives have been remunerated appropriately and consistent with the Company's performance to create motivation both in the short and long term.

The Board of Directors assigned the Nomination and Remuneration Committee to consider and determine the remuneration policy and criteria for the senior executives as appropriate that linked to the Company's performance by assigning the Chief Executive Officer to consider the appropriateness that reflected the performance of each executive.

- Ensuring that the development program and the succession plans of senior managements has been established for continuity of management.

The Board of Directors assigned the Nomination and Remuneration Committee to prepare succession plans for the Chief Executive Officer and senior executives from the Managing Director upwards and propose to the Board of Directors for consideration as well as monitoring the progress according to the action plan.

In 2023, the Nomination and Remuneration Committee Meeting No. 4/2023 on 10 November 2023 resolved to approve the succession plan for the Chief Executive Officer and Managing Director as well as reporting to the Board of Directors to acknowledge progress.

- Ensuring that the Company's governance framework and policy extend to its subsidiaries and considering the appropriateness of the representative from the Company to be a director in its subsidiary.

In 2023, the Chief Executive Officer, as the Company's representative, served as a director in Prodigy Public Company Limited, a subsidiary of the Company and attended 6 meetings of Prodigy Public Company Limited's Board of Directors or 100% of the meetings (appointed as a director on April 21, 2023) to help drive the business in the same direction.

- Setting up framework for resource management together with development and budget.

- Supervising and encouraging employees to have knowledge and understanding of money management and provident funds.

- Considering the appointment of the Company Secretary to be responsible for the works relating to the Board and to manage the important tasks of the Company in accordance with relevant laws and regulations.

The Board of Directors' Authority

- 1 Setting and approving vision, strategy, policies, short-term, intermediate term, and long-term business plan
- 2 Defining authorization structure
- 3 Appointing advisory and management team from Executive Vice President and above
- 4 Considering the meeting allowance and directors' remuneration in order to propose to the Shareholders
- 5 Approving budget with credit limit of over Baht 25 million or more
- 6 Approving annual budget plan including goals and criteria for finance and investment
- 7 Approving the loan to other companies or other persons for corporate business objective
- 8 Approving the loan and issued Bank of guarantee and its credit line
- 9 Approving to open and close bank account with financial institution and setting credit line and authorizing person for account payment
- 10 Approving the criteria for connected and related transactions
- 11 Approving the interim dividend payment to Shareholders
- 12 Performing any other duties according to laws and Company Articles of Association

Roles and Responsibilities between the Board of Directors and the Management

The Board of Directors and the management have clearly separated roles, duties and responsibilities in order to counterbalance and review the business management. The Board of Directors will consider and approve the overall policy, corporate governance strategy while the management is responsible for operating daily works in accordance with the policies set by the Board of Directors.

The Chairman of the Board

is not the same person of Chief Executive Officer. The authority and function are separated to counterbalance between the Board and the Management team. No one has absolute power. The Chairman of the Board shall be an independent director, non-executive director and shall not be associated with management and shall not hold any corporate shares. Role and Responsibility of the Chairman of the Board are as follows;

- 1 Advising on the Corporate policy and strategy.
- 2 Governing the structure of the Board of Directors to be suitable for business according to good corporate governance.
- 3 Overseeing the Board and Sub-committee to participate in creating an ethical corporate culture and good corporate governance to achieve the objectives and main goals of the organization according to the plan efficiently and effectively.
- 4 Supervising all directors to participate in promoting a corporate culture with ethics and good corporate governance.

- 5 Being the leader of the Board and presiding over the meeting of Board of Directors including approving matters to be included in the agenda of the Board of Directors' meeting together with the Chief Executive Officer with measures to ensure that a) important matters are included in the meeting agenda and b) directors receive complete and sufficient information prior to the date of Board's meeting as well as allocating sufficient time for discussion of important issues and encouraging directors to exercise discretion carefully and express opinion independently.
- 6 Strengthening good relations between executive directors and non-executive directors and between the Board and management.
- 7 Being a casting vote at the Board of Directors' meeting in the case that the votes are equally.
- 8 Presiding over the Shareholders' meeting and conducting the meeting toward agendas, which is according to the Company's Article of Associations and relevant laws.

Chief Executive Officer

is responsible for day-to-day operation of the Company under the policies set forth by the Board of Director. The scope of authority of the Chief Executive Officer is clearly defined as follows;

- 1 Ensuring the Company's operation is in line with policies set forth by the Board of Directors, under the laws, conditions, the Company's rules and regulations
- 2 Setting the guideline for business operation, development and expansion according to the Board of Directors' policy
- 3 Appointing the executives as necessary and appropriate, except the position of Executive Vice President and above and setting the scope of duties and responsibilities to perform duties efficiently

4 Being authorized to approve the expenses related to investment and procurement within the limit not exceeding Baht 25 million per time except in the case of contracts as follows: packaging within the limit of not more than Baht 400 million per year and hexane within the limit of not more than Baht 100 million per year

5 Being authorized to approve the raw material procurement as follows:

- Raw material purchase budget – within USD 70 million per time or within the amount of not more than 100,000 tons per vessel per time, whichever is higher

- Loan or credit procurement – within Baht 3,000 million time

- Financial tools for risk management of foreign exchange rates – within the limit of no more than 5 vessels (USD 50 million per vessel)

6 Hiring talented personnel and preparing the executive development and succession plans for the Board of Directors' consideration

7 Ensuring that the organization has proper system and policies for on-time accurate information disclosure, as well as the financial report is prepared and presented correctly, with necessary information for investors

8 Being authorized to approve any action necessary to the Company's normal business operation, the details of which are as follows:

- Being authorized to approve the orders, rules, announcements and notes for the operation consistent to the Company's policy and interests and to maintain the organizational disciplines

- Approving the appointment of advisors as necessary to the operations

- Performing any other duties as assigned by the Board of Directors

Advisor to the Board of Directors

is responsible for attending the Board of Directors' meetings or other sub-committees meeting to provide advice, opinions and suggestions to the directors.

The Management Team

is responsible for managing the Company in various fields. The Chief Executive Officer is as the head and the leader of the management team to operate business according to the policy by covering the following matters;

- 1** Controlling and managing the general work of the Company including having the authority to act as a boundary under the approved scope of authority in order to comply with the objectives, policies and regulations of the Company
- 2** Considering investment plans and presenting to the Board of Directors for approval
- 3** Performing any actions as assigned by the resolution of the Board of Directors' meeting and the resolution of the Shareholders' meeting

7.3

Sub-committee

In accordance with good corporate governance principles, the Board of Directors has appointed 3 sub-committees consisting of the Audit Committee, the Nomination and Remuneration Committee and the Environmental, Social, and Governance (ESG) Committee in order to consider screening important operations specifically with discretion and efficiency and to provide opinions to the Board of Directors including disclosing operation performance in the annual report for Shareholders to acknowledge as well as having the authority to consider and decide on

some important matters authorized by the Board of Directors as specified in the charter, which is to define and review the duties and responsibilities of each sub-committee. The Company has published the sub-committees' charter on the Company's website under the topic **"Corporate Governance"**.

In order to ensure that the Company's operations are in accordance with the principles of good corporate governance, the Board of Directors shall review the composition of the sub-committees annually, details on the organizational structure on **page 98** and on the Company's website under the heading **"About Us"**, sub-heading **"Organization Chart"**. In this regard, the Board of Directors has considered the sub-committee charter on February 24, 2023. Names and roles of sub-committees as of December 31, 2023 are as follows;

Audit Committee

The Board of Directors appoints the Audit Committee, which solely consists of not less than 3 independent directors, with qualifications and duties in accordance with the rules prescribed by the Capital Market Supervisory Board by having at least 1 director with sufficient knowledge and experience to be able to perform the duty of reviewing the reliability of financial statements.

The Audit Committee has a 3-year term. The members who are due to retire by rotation may be re-appointed as the Board of Directors deems appropriate. The Audit Committee is responsible for overseeing the Company's operations through the Office of Internal Audit by using the method of auditing and reviewing the management of

the Company for the benefit of the shareholders as a whole. The Audit Committee Meeting is scheduled to be held at least 4 times per quarter according to the financial reporting period. The Audit Committee may consider calling additional meetings as necessary and keeping minutes of the meetings in writing including the complete certified meeting minutes for inspection. The Board of Directors Meeting No. 8/2023 on December 15, 2023 resolved to approve the review of the Audit Committee Charter.

As of December 31, 2023, the Audit Committee consists of 3 independent directors; who are knowledgeable, expertise and adequate experience in reviewing the reliability of financial statements, as follows:

รายชื่อ		ตำแหน่ง
1. Mr. Apichart	Chirabandhu ¹	Chairman (Independent)
2. Mr. Vipoota	Trakulhoon ²	Member (Independent)
3. Ms. Patrawan	Manutsathit ²	Member (Independent)

Remark: ¹ Audit Committee with legal knowledge and experience
² Audit Committee with financial accounting knowledge and experience

Authority, Duty, and Responsibility of the Audit Committee

- 1 Verifying the accuracy and adequate disclosure of the financial statement in coordinate with external auditor and management who is responsible of financial report quarterly and yearly.
- 2 Verifying and governing the Company to have implemented internal control system efficiently and to have an appropriate and effective internal audit system, as well as considering the independence of the internal audit department and approving the appointment, rotation and termination of the internal auditor and whom may be responsible for internal audit work.
- 3 Verifying the Company's operations to comply with laws regarding securities and stock exchange and regulation of Stock Exchange of Thailand and relevant laws related to the business.
- 4 Nominating, appointing, re-appointing and terminating the independent person who have qualified and approved by the SEC to act as the Company's auditor and setting their fees also attending the meeting with auditor without management team at least once a year.
- 5 Verifying the connected and related transactions to prevent a conflict of interest according to the rules and regulations of the Stock Exchange of Thailand to ensure that transactions are reasonable and for the best interest to the Company.

- 6 Preparing an Audit Committee Report, signed by Chairman of the Audit Committee, which is disclosed in annual report with following necessary contents;

- The accuracy, adequacy and reliability of corporate financial statements
- The adequacy of risk management and internal audit control system
- The compliance of rules and regulations of Stock Exchange of Thailand and relevant business laws
- The suitability of the Auditor
- The conflict of interest transactions
- Number of the audit committee meeting and attendance of each member of the Audit Committee
- Overall opinion and observations that audit committee has received from performing their duties according to the Audit Committee Charter
- Other transactions that shareholders and investors may acknowledge under responsibility assigned by the Board of Directors

- 7** During performing duty, if there are any suspicious transactions which may significantly affect to financial status and operational performance, the Audit Committee shall have the authority to invite the relevant person to provide information and report to the Board of Directors to improve within proper time as deemed appropriate by the Audit Committee.

■ Conflict of interest transaction

■ Fraud, corruption or any other essential flaw from internal audit system

■ Violation against Securities and Exchange Act, regulations of the Stock Exchange of Thailand or other laws related to the business

If any above-mentioned transaction is not rectified by the Board or Executives as scheduled, the Audit committee shall report to the Securities and Exchange Commission and Stock Exchange of Thailand in that case.

- 8** Supporting and monitoring the Efficiency and adequacy of Risk Management system.
- 9** Reviewing and updating Audit Committee Charter to propose to the Board of Directors for approval.
- 10** Audit committee shall consult any professional advisors if necessary, the Company is responsible for the costs incurred.

- 11** Reviewing to ensure that the Company has internal process of whistleblowing and complaint that has investigation system independently and properly pursuing by having confidentially concerns and guideline of whistleblower protection. In this regard, Compliance with anti-corruption policy is another important matter. In addition, performing any other duties assigned by the Board of Directors with consent of Audit Committee.

In this regard, the Audit Committee should consider issues related to operational continuity and new ideas to be discussed.

- 12** Verifying the accuracy of the reference documents and the self-assessment form of anti-corruption measures of the Company in accordance with the Thailand's Private Sector Collective Action Coalition Against Corruption.

The Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Directors, consisting of not less than 3 directors and must be independent director for more than 50%. The Nomination and Remuneration Committee has a 3-year term with the retired directors may be re-appointed. The Nomination and Remuneration Committee is responsible for proposing, considering and nominating qualified person for the position of the Company's directors and top executives and performing other duties as assigned by the Board of Directors with the scope of duties and responsibilities as specified in the Charter of the Nomination and Remuneration Committee. In this regard, the Board of Directors meeting No. 1/2023 on February 24, 2023 resolved to approve the review of the Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee requires to hold a meeting at least twice a year to consider criteria and methods for recruiting people and to review the performance evaluation system of the Board of Directors and executives including recruiting the advisor to the Board of Directors and the experts.

As of December 31, 2023, the Nomination and Remuneration Committee consists of 3 independent directors and 1 honorary member as follows;

Name		ตำแหน่ง
1. Dr. Suvit	Maesincee	Chairman (Independent)
2. Mr. Apichart	Chirabandhu	Member (Independent)
3. Prof. Dr. Sanipa	Suradhat ¹	Member (Independent)
4. Ms. Wiboonluck	Ruamraksa	Honorary Member

Remark : ¹ Prof. Dr. Sanipa Suradhat was appointed as Director of the Nomination and Remuneration Committee, effective from July 21, 2023, to replace Assoc. Prof. Dr. Kitcha Urairong who resigned effectively on May 1, 2023.

Authority, Duty, and Responsibility of the Nomination and Remuneration Committee

Authority

- 1 Establishing methods and criteria for nominating directors. and senior executives.
- 2 Establishing standards for performance evaluation and consider remuneration for senior executives from the managing director level and up including advisors to the Board of Directors and experts.

Duty and Responsibility

- 1 Nominating individuals who are qualified to serve as directors. and consider the performance, qualifications, and suitability of re-election of directors who retire from office proposing to the Board of Directors to consider and give approval and propose to the shareholder meeting for appointment as a company director.
- 2 Nominating individuals with qualifications and experience to provide advice and opinions that are beneficial to business operations to serve as an expert and advisor to the Company's Board of Director.

- 3 Providing opinions to the Board of Directors regarding the successor to the position of Chief Executive Officer and Managing Director including reviewing succession plans for senior executives, executives, and significant roles that the Chief Executive Officer or the managing director has made an arrangement.
- 4 Considering remuneration for company's directors proposing to the Board of Directors for consideration and resolution to propose to the shareholders' meeting. to consider approval.
- 5 Taking responsibility to other missions assigned by the Board of Directors.

Environmental, Social, and Governance (ESG) Committee

The Board of Directors realizes the importance of corporate management towards sustainability, beginning with corporate governance, regulatory compliance, and risk management including value chain management that integrates environmental, social and governance (ESG) issues into the business operations to enhance the business sustainable in the long term and create a positive impact on society, environment and stakeholders systematically and continuously.

The Board of Directors appoints the ESG Committee with the objective of assisting the Board of Directors in developing appropriate, adequate, and efficient policies and guidelines in operation regarding environment, society, and corporate governance. As a result, this will make the Company's business operations transparent, and equitable

to all stakeholder groups in a sustainable manner, and successful in meeting the established objectives. Also, The Charter of ESG committee is specified and reviewed at least once a year. In 2023, the Board of Directors Meeting No. 1/2023 on February 24, 2023 resolved to approve the review of the ESG Committee Charter.

The ESG Committee consists of no less than three directors, with at least half of them needing to be independent. The selection is considered from the Company's directors and/or senior executives with the chairman who must be an independent director. The term of office is 3 years, with the retired directors may be re-appointed to continue in the position. In addition, meetings must be held at least twice a year. In 2023, the ESG Committee held 3 meetings in total.

As of December 31, 2023, the ESG Committee consists of 2 independent directors and 2 directors as follows:

Name		Position
1. Dr. Suvit	Maesincee	Chairman (Independent)
2. Mr. Vipoota	Trakulhoon	Member (Independent)
3. Ms. Aranya	Vitayatanagorn	Member
4. Mr. Pachai	Chanpitaksa	Member

Authority, Duty, and Responsibility of ESG Committee

Authority

- 1 Inviting company executives or other related employees to attend the ESG meeting so they can make remarks, offer explanations, or share information about the environment, society, and corporate governance as well as other matters that the committee determines are appropriate and necessary for the performance according to the executives' or officer's duties and responsibilities.
- 2 Assigning any department of the Company to provide written statements and/or explanations to the committee regarding the environment, society, and corporate governance issues, as well as other matters that the committee determines are necessary and appropriate for the departments to perform under its own duties and responsibilities.

Duty and Responsibility

■ Environment and Society

- 1 Providing advice to the Board of Directors regarding strategy, or operational guidelines related to environmental and social issues
- 2 Considering and reviewing policies, goals, operations, and performance results related to the environment and society including continuous improvement and modernization.
- 4 Reviewing and following up continuously on important environmental and social risk management of the Risk Management Working Group in order for the Company to have an effective risk management system.
- 4 Considering reviewing the disclosure of important environmental and social information.
- 5 Suggesting issues related to the environment and society that may affect stakeholders, business, and operations, the operating results or reputation of the Company are submitting to the Board of Directors, including giving advice on improving policies, operation, and disclosure of information

■ Governance

- 1 Considering setting guidelines and recommending policies/practice guidelines regarding the Company's business ethics as well as anti-corruption policies/measures.
- 2 Recommending and reviewing of policies/practices regarding responsibilities to various groups of stakeholders of the Company as well as providing supervision and advice, together with following up on the progress of implementation and evaluation of good corporate governance performance.

In the case of necessity and appropriateness in order to accomplish the duties and responsibilities successfully, the ESG Committee may request opinions from independent consultants and receive trainings and educations concerning the environment, society, and corporate governance.

Risk Management Working Group

The ESG Committee appointed a risk management working group in order to operate risk management efficiently and align with the organization's policy, business plan, and good corporate governance. The risk management working group consists of 8 representatives from each department and the managing director serves as a chairman of the working group and has the responsibility to report performance results directly to the Chief Executive Officer.

Authority, Duty, and Responsibility of Risk Management Working Group

- 1 Creating a risk Management plan by analyzing, evaluating, setting objectives and risk indicators (Key Risk Indicator: KRI), including setting risk management measures (Mitigation Plan) to cover the entire organization.
- 2 Determining bearable risk levels (Risk Appetite) and risks tolerated by the organization (Risk Tolerance) to present to the Chief Executive Officer.
- 3 Following up on operations according to risk management measures and risk indicators in order to review risk levels and appropriate management measures.
- 4 Reporting operating results to the Chief Executive Officer for acknowledgment, consideration, and comment so that to ensure the operating results are effectively in accordance with the plan.
- 5 Communicating and encouraging risk management operations to be a part of normal working and is conducted throughout the organization.
- 6 Arranging meetings to follow up on risk management performance at least twice a year.
- 7 Conducting other duties as assigned by the Chief Executive Officer.

New Business Driving Working Group

In 2023, the Board of Directors resolved to approve and appoint the new business driving working group by the approval of the Nomination and Remuneration Committee. The working group was established to screen and drive the Company's investment projects more efficiently and focus on business growth before presenting to the Board of Directors for consideration

The new business driving working group consists of 2 independent directors, 2 directors, and 2 representatives from management, a total of 6 people as follows:

Name		Position
1.	Mr. Apichart Chirabandhu	Chairman
2.	Mr. Vipoota Trakulhoon	Vice-Chairman
3.	Mr. Pachai Chanpitaksa	Member
4.	Mr. Kuna Vitayatanagorn	Member
5.	Mr. Suchai Visesleela	Member
6.	Mr. Kraiwut Pinyodussadee	Meeting Secretary

Authority, Duty, and Responsibility of Driving New Business Working Group

- 1 Planning, organizing and controlling each project to operate smoothly.
- 2 Making decisions, solving problems, and tracking project progress.
- 3 The working group can invite company advisors, advisor to the Board of Directors and/or related persons to join in giving opinions.
- 4 The working group can assign management to prepare information to present to the Board of Directors.
- 5 Reporting the progress of the working group to the Board of Directors every quarter.

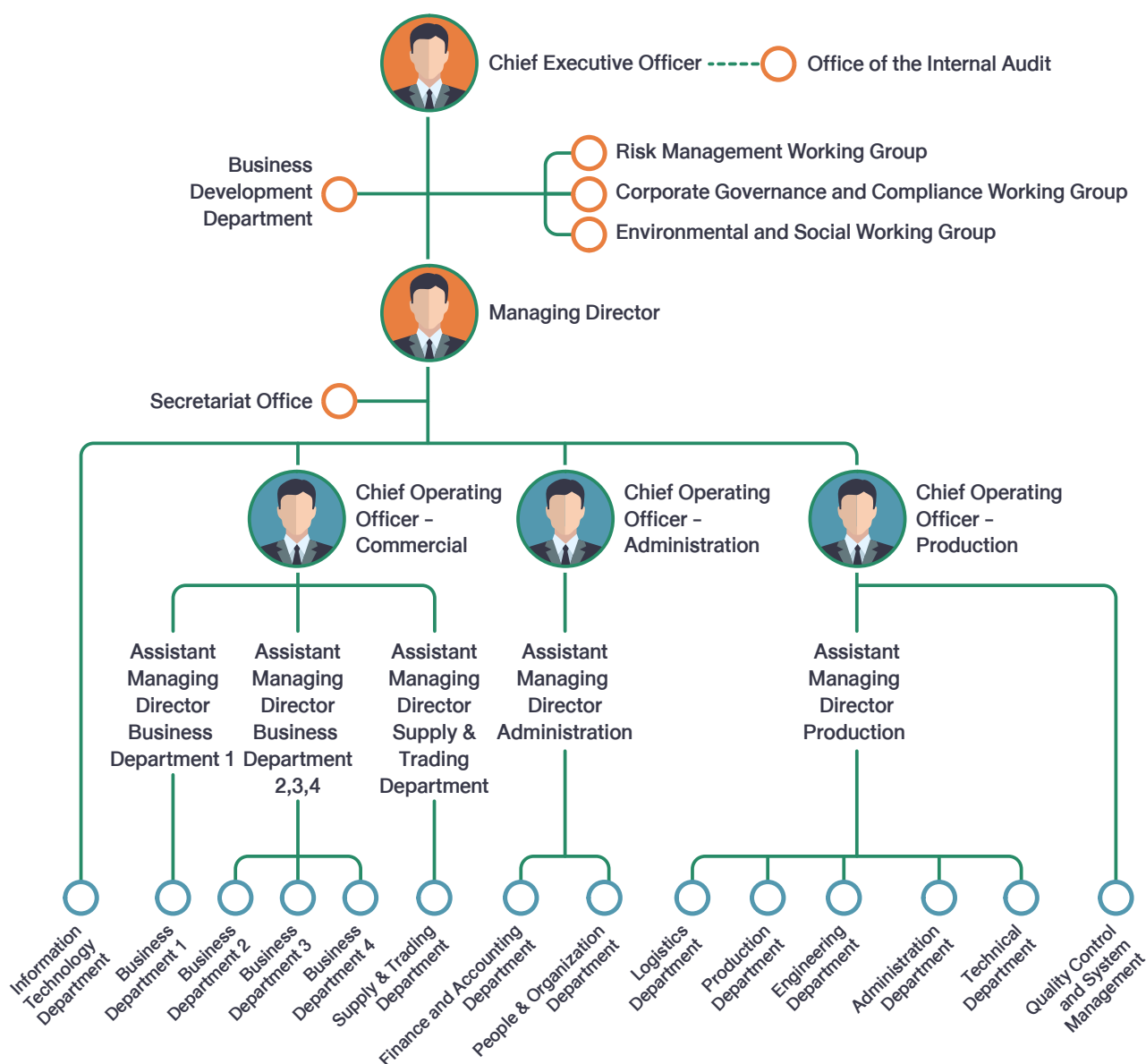
7.4

Management Team

7.4.1

Management Structure

Management Structure Chart (as of February 1, 2024)



As of December 31, 2023, there are 8 top executives according to the definition of the SEC Office as follows;

Name		ตำแหน่ง
1. Mr. Pachai	Chanpitaksa	Chief Executive Officer
2. Mr. Suchai	Visesleela	Managing Director
3. Miss Sunanta	Tritepapirok ¹	Chief Operating Officer –Administration
4. Mr. Peerasage	Sopakanit ¹	Assistant Managing Director – Administration
5. Mr. Suranat	Khemadham	Assistant Managing Director – Business Department 1
6. Miss Potjane	Asvapathanagul	Assistant Managing Director – Business Department 2,3,4
7. Mr. Surat	Jewpraditkul ²	Assistant Managing Director – Production Department
8. Mr. Susatha	Wangpongpiat ²	Assistant Managing Director – Production Department

Remark: Disclosed in compliance with 56-1 One Report, which must report changes in management after the end of the annual accounting period to be up-to-date :Details on the expertise, skills and experience of management are shown in [Attachment 1](#).

¹ Miss Sunanta Tritepapirok retired on December 31, 2023. The company appointed Mr. Peerasage Sopakanit to perform duties instead, responsible for the accounting and finance department. Therefore, he is considered the highest executive in the accounting and finance department effective from January 1, 2024

² Mr. Surat Jewpraditkul retired on December 31, 2023. The company appointed Mr. Susatha Wangpongpiat to perform duties instead, responsible for the production line effective from January 1, 2024.

7.4.2 Remuneration Policy for Top Executives

The Company has a policy and criteria for determining remuneration which is relevant to the Company's performance in the form of Key Performance Indicators (KPI) as well as evaluating the performance of the executives every year. The Chief Executive Officer and President shall consider the appropriateness in determining the remuneration and annual wage adjustment that reflects the performance management of each executive according to the work which is in line with the vision, mission and strategy of the Company as well as the guidelines and standards of other listed companies with similar size of business.

The remuneration of Chief Executive Officer has been defined appropriately. The guidelines are clear, transparent, fair and reasonable, taking into account the responsibilities and performance. The remuneration is considered on both short-term and long-term basis by considering the operating results of the Company compared to the business plan in each year for the short-term evaluation. The long-term consideration will be based on the ability to formulate strategies and operational direction to achieve the goal and mission according to the vision of the organization including the results of the performance evaluation of the Chief Executive Officer. The Board of Directors has assigned the Nomination and Remuneration Committee to determine the annual remuneration of the Chief Executive Officer and present to the Board of Directors for consideration. The Chief Executive Officer also receives remuneration and benefits as the highest top management of the Company besides receiving as a director.

In 2023, 8 top executives, including the Chief Executive Officer and top executives, according to the criteria of the SEC Office were paid in the form of salary, provident fund and bonus in the total amount of Baht 42.61 million (Representing 7.08% of the total compensation of the business). In addition to the monetary remuneration as aforementioned, the Company does not pay any other non-monetary remuneration to top executives.

7.5

Human Resource

Personnel

The Company has a recruitment policy that focuses on equality, no restrictions or discrimination based on sex, race, religion, culture, and realize that employees are valuable resources in driving the Company's business. As of December 31, 2023, there were 1,214 employees working for TVO, a decrease of 84 employees from 2022 or decreased by 6.5%, which was divided into 155 employees working at Head office while 1,059 employees were working at the product plants with variety of the age, gender and education level, classified by work field as follows;

Work Field	Number of employees
Work directly to the Chief Executive Officer	22
Internal Audit	4
Finance and Accounting	32
Marketing and Commerce	60
Centralized Management (Human Resources, Administrative, Purchasing, Law)	37
Production	1,059
Total	1,214

Remuneration for Employees

The Company has a remuneration policy for employees that is in line with the short-term and long-term performance of the Company to provide remuneration to employees fairly. The remuneration structure for each position is determined appropriately by considering from the performance and the level of responsibility responsible for the knowledge, ability and individual performance of each employee. Employees shall receive remuneration equally and fairly when compared within the organization, parallelly, the remuneration payment is also in accordance with the economic conditions, inflation, consumer price index and remuneration guideline of other companies in the same industry, however, remuneration for employees must be suitable for business expansion and the Company's growth rate. Employees shall receive remuneration in the form of salary, wages, bonuses and provident fund etc.

Provident Fund

The Company has set up a provident fund to provide benefits to employees and to promote savings in another way as well as being a motivation for employees to work with the Company for a long time. Regarding this, the company has a policy to select low-risk funds to secure fund members' principal. Employees who are members of the provident fund will receive monthly contribution to the fund from the Company at different rates depending on years of membership, concurrently, employees must accumulate money to the fund at the same rate. In case of the termination, employees will receive contributions including the average net benefit of the fund. The provident fund contribution rates are as follows:

Membership	Contribution Rate
From 1 Year to 5 Years	3%
From 5 Years to 10 Years	5%
From 10 Years onward	7%

In 2023, there were 893 employees who joined the provident fund, representing 73.6% of total number of employees, decreased by 6.1% from previous year.

In 2023, the Company paid remuneration to employee as follows:

■ **Short-term remuneration that is consistent with the Company's performance** such as salary, which is increased once a year and annual bonus based on the Company's performance and individual assessment totaling Baht 565.4 Million.

■ **Long-term remuneration** such as provident fund and retirement benefits, which the Company paid contributions to the provident fund totaling Baht 15.9 Million and reserved a provision for long-term employee benefits of Baht 20.7 Million.

The proportion of female's remuneration to male's remuneration was 16:84

7.6

Other Information

7.6.1

List of Assigned Persons

The Person Supervising in Finance and Accounting

The Company assigned Miss Sunanta Tritapiruk, Chief Operating Officer – Administration (retired on December 31, 2023, the company appointed Mr. Peerasage Sopakanit to perform duties instead) as the person with the highest responsibility in accounting and finance to be responsible for overseeing the preparation of financial reports to be credible and quality in accordance with accounting standards and the guidelines of the SEC. Details of the person supervising in finance and accounting appear in [Attachment 1](#).

Company Secretary

The Board of Directors is responsible for the appointment of knowledgeable persons with ability and appropriateness to be a Company Secretary to help and support the Board to perform their duties efficiently and effectively as required by law. The Board of Directors appointed Miss Kanatsorn Bunditnate to be the Company Secretary since August 14, 2018 to perform duties under the Securities and Exchange Act B.E. 2535 and the announcement of the Capital Market Supervisory Board. Details of the roles, duties and responsibilities of the person holding the position of Company Secretary appear in [Attachment 1](#).

Internal Audit Supervisor

The Audit Committee appointed Mr. Krit Kongkaew, Manager of the Internal Audit Office as the head of the internal audit department to be responsible for internal auditing and evaluating the Company's activities, reviewing the quality of operations to be in accordance with the audit plan and consistent with the objectives and goals of the Company as well as performing other duties as assigned by the Audit Committee. Details of the person holding the position of Internal Audit Supervisor appear in [Attachment 3](#).

Internal Audit Company

The Audit Committee considered and selected an internal auditor company and then appointed Ascent Advisory Company Limited as an independent internal auditor for the year 2023, effective from February 24, 2023. They were responsible for auditing compliance with policies, organizational regulations and procedures to ensure that the Company has an appropriate and adequate internal control systems to achieve the objectives and goals.

Head of Compliance

The Company established an Environmental, Social, and Governance (ESG) Committee to help monitor operations, process, review and improve work systems. In addition, the Committee also appointed a working group to oversee the performance by assigning Mr. Surat Jewpraditkul to be responsible for compliance with laws, rules, regulations, policies and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission of Thailand and Public Law. Details of the roles, duties and responsibilities of the person holding the position of Head of Compliance appear in [Attachment 3](#).

Investor Relations

The Company established an investor relations unit by assigning Mr. Angkoon Imerbthum, Deputy Trading Director, as the Company's representative to be responsible for disclosing the Company's information and news to Shareholders, investors, analysts and the general public. Investors can contact the Investor Relations Department according to information as provided below;

Investor Relations:

Thai Vegetable Oil PCL,
149 Ratchadapisek Road (Thapra - Taksin)
Bukhalow, Thonburi, Bangkok 10600
Telephone: 02-477-9020
Email: ir@tvothai.com

Auditor

The auditors of the Company and its subsidiary for the year 2023 are (1) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No. 7480 and/or (2) Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 and/or (3) Mr. Vacharin Pasarapongun Certified Public Accountant No.6660, from EY Office Company Limited. The audit fees paid by the Company and its subsidiary to EY Office Company Limited are as follows;

1 Audit Fee

	Baht
The Company	1,900,000
The subsidiary	1,160,000

2 Non-Audit Fee

For the year 2023, the Company has an expense for a non-assurance service fee 60,000 Baht for attending to observe the destruction of buildings, machinery, equipment and other fixed assets, that are not in use and must be demolished for the TVO 1 project, and 20,000 Baht for service fee for participating in the observation of the destruction of deteriorated, outdated, and unused packaging.



8

Corporate Governance Report

8.1

Summary of the Board's Performance in the Past Year

8.1.1

Nomination, Development, and Performance Evaluation of the Board of Directors

Nomination and Appointment of the Directors

The Nomination and Remuneration Committee has determined the criteria of directors selection by considering the nature of the business and the strategy of the Company, therefore, has defined the qualifications of the directors to be appropriate and consistent with the business strategy of the Company by considering the necessary skills that are still lacking and the Board Diversity in professional skills, gender, specialized expertise, knowledge including work experience to determine the appropriate person with experience, knowledge and ability that will benefit the Company to become a director or executive.

The Company has established a table of Board Skill Matrix and reviewed the Board Diversity annually and considered the performance evaluation of the current committee in order to review the structure of the Board which is used as information for consideration of nomination of directors to ensure that the Board of Directors is qualified in accordance with the Company's business direction.

However, the person who is appointed to be the director or executive must be fully qualified according to Section 68 of the Public Company Act B.E. 2535 (including the amendments) and the SEC's announcement and must not have prohibited characteristics as Securities Act (Including additional amendments), other laws and related regulations.

In 2023, Assoc. Prof. Dr. Kittha Urairong, independent director, and member of the Nomination and Remuneration Committee, resigned due to his other business, effective from May 1, 2023. Consequently, the Nomination and Remuneration Committee nominated Prof. Dr. Sanipa Suradhat who has experience, knowledge, and abilities consistent with the Company's business strategy to the Board of Directors as a replacement for the vacant position at the meeting of the Board of Directors No. 4/2023 on July 21, 2023.

In addition, the Board of Directors Meeting No. 6/2023 on 10 November, 2023, reviewed and approved the revision of the Board Skill Matrix proposed by the Nomination and Remuneration Committee. This revision permitted the directors to add skills, knowledge, and expertise from the previously established topics in order to be recorded and support the committee's development to maximize benefits for the company's operations.

Board Skill Matrix

Knowledge/Experience	Dr. Suvit	Maesincee	Mr. Apichart	Chirabandhu	Mr. Vipoota	Trakulhoon	Ms. Patrawan	Manutsathit	Prof. Dr. Sanipa Suradhat	Mr. Pachai	Chanpitaksa	Miss Aranya	Vitayatanagorn	Mr. Vichai	Vitayatanagorn	Mr. Vachara	Vitayatanagorn	Mr. Ekarat	Wongsupphasatigul	Mr. Vorravuth	Tangpiroonthum	Mr. Kuna	Vitayatanagorn	Number of director with knowledge and experience	Proportion of Directors with knowledge and experience (%)
Knowledge and experience in animal feed ingredients and vegetable oil industry	●								●	●	●	●	●	●	●					●	●			8	67%
Vision, mission, policy, strategic planning of the organization	●			●					●	●											●			5	42%
Business administration or work related to the main business of the Company			●						●	●	●							●	●					6	50%
Expertise in domestic and/or international marketing												●	●					●	●					4	33%
Knowledge and experience in reviewing the credibility of financial statement					●		●									●				●				4	33%
Risk Management and work management in normal situation				●												●				●				3	25%
ESG Management	●													●						●				3	25%
Human Resource Management			●				●													●		●		4	33%
Knowledge of Digital Transformation							●											●	●	●				4	33%
Legal and Compliance	●	●	●	●																				4	33%

In 2023, the Board of Directors currently consists of 12 members, which is suitable for the business. All directors have work experience or have ever worked in the top management positions of government agencies and/or business sectors. Also, the Board of Directors has various elements in the Board Skill Matrix consistent with the business, and most of the directors have knowledge and experience in the vegetable oil industry and animal feed ingredients that are beneficial to the Company. Moreover, they have knowledge and abilities related to the

Company's core business and are skilled in creating the organization's vision, mission, policies, and strategic planning. Furthermore, they possess proficiency in local and/or international marketing, expertise and experience in evaluating the accuracy of financial statements, management of human resources, knowledge in digital and information technology, risk management, management in regular situation, and management in accordance with ESG principles.

The Company invites minority Shareholders through website to nominate qualified person who was not possessing any prohibited characteristics as prescribed by the laws on public limited company, the laws on securities and the stock exchange and according to the criteria set by the Company every year to be selected as the Company's director. The Nomination and Remuneration committee will consider and propose to the Board of Directors or Shareholders' meeting, as the case may be. In 2023, the company invited the shareholders to nominate individuals with appropriate knowledge, abilities, and qualifications to be elected as directors in advance from October 26, 2022, to January 26, 2023. It appeared that there were no shareholders to nominate persons to be elected as directors.

Selection Criteria

Directors Qualifications

- Not being prohibited by the Public Limited Companies Act B.E. 2535 or other related laws as well as the requirements of the SET, the SEC and the Company's regulations.
- Being a qualified person with leadership, visionary, morality and ethics, knowledge, ability, useful experience and understanding of the nature of business and industry in which the Company operates to be consistent with the Company's strategy and the Board Skill Matrix.
- Being responsible and able to fully devote time to perform the duties as the Company's directors. The director can hold a directorship in other businesses, but it must not be an obstacle to perform the duties as the Company's director. In order to encourage the directors to devote sufficient time to perform their duties efficiently, the director is limited to serve as a director in the listed companies in the Stock Exchange of Thailand not more than 5 companies.

Independent Directors Qualifications

The number of independent directors is not less than one-third of the total number of directors. At present, the Board of Directors consists of 5 independent directors who are fully qualified according to the criteria set by the Capital Market Supervisory Board as follows;

- 1 Shall not hold shares exceeding of 1% of the total number of voting shares of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.
- 2 Shall not a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person having controlling power, of the Company or the parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years, provided always that such prohibited characteristics shall not apply to an independent director who used to be a government officer or an advisor to a government authority, which is a major shareholder or the controlling person of the Company.
- 3 Shall not a person related by blood or legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child of other directors, management person, major shareholder, controlling person, or the person being nominated to be a director, management person or a controlling person of the Company or the subsidiary company.
- 4 Shall neither have and have ever had any business relationship with the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years.

- 5 Shall not be nor have ever been an auditor of the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person, and is not a significant shareholder, a controlling person, or a partner of any auditing firm of which the auditor of the Company, or the parent company, subsidiary company, associated company, major shareholder, or controlling person is working, unless such an independent director has not possessed the characteristics referred to above for at least two years.
- 6 Shall not be nor have ever been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the Company or the parent company, subsidiary company, associated company, major shareholder, or controlling person, and not be a significant shareholder, or a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years.
- 7 Shall not be a director appointed as a representative of the Board of Directors, major shareholder, or shareholder who is a related to major shareholder of the Company.
- 8 Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
- 9 Shall not have any other characteristics which may restrict such person from offering independent opinions regarding the Company's operations.

Director's Term of Office

The Company's Articles of Association stipulates the director's term of office in accordance with the Public Limited Companies Act B.E. 2535 that at the Annual General Meeting of Shareholders each year, one-third of directors shall vacate office. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. In the first and the second year, directors to vacate office shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office. However, the Board of Directors has a 3-year term of office and may be re-elected as the Board of Directors deems appropriate. The director vacating office may be re-elected. The Company established the terms of independent director not to exceed 3 consecutive terms (9 years), as indicated in the Charter of the Board of Directors.

In 2023, the Company does not have any independent directors who serve more than 3 consecutive terms (or 9 years). Details of the term of office of the committee are shown in [attachment 1 page 213-230](#).

Directors Appointment

In every Annual General Meeting of Shareholders, one-third of members of the Board shall vacate office, if the number of directors cannot be divided exactly by three, the directors in a number closest to one-third shall vacate office, and then new members shall be elected by Shareholders based on following criterion:

- 1 One shareholder has votes in a number equal to number of shares.
- 2 Each shareholder may use all his/her votes to elect one or more than one director but may not distribute his/her vote varied for persons.
- 3 In voting for the director election, the Company allows Shareholders to elect directors individually. In this regard, the Shareholders are required to cast all their votes to elect nominated persons as directors one by one.
- 4 Voting result, the Company uses a simple majority votes of the Shareholders who attend the meeting and cast their votes. Persons equaled to number of directors to be appointed with highest subsequent votes shall be elected as members of the Board of Directors. In cases where the persons elected in descending order are equal vote, exceeding number of directors to be elected at that time, Chairperson shall cast a deciding vote.

In the case of a vacancy of directorship for reason other than expiration of term of office, the Nomination and Remuneration Committee shall elect a person possessed of qualifications and not possessed of disqualifications according to the law as the replacement director in the Board of Directors' meeting within the period specified by law unless the remaining term of office of the vacating director is less than 2 months. The replacement director may hold only for the remainder of term of office of the director who be replaced. In this regard, the resolution must be supported by votes not less than three-fourths of the number of the remaining directors.

The 2023 Annual General Meeting of Shareholders considered and approved the appointment of 4 directors who retired by rotation, namely: Dr. Suvit Maesincee (Independent Director), Mr. Vichai Vitayathanagorn (Director), Miss Aranya Vitayatanagorn (Director) and Mr. Vorravuth Tangpiroonthum (Director), to be re-elected as the Company's directors for another term. All 4 directors had passed the screening process by the Nomination and Remuneration Committee and been approved by the Board of Directors that their qualifications were suitable for the business and their past performance had been satisfactory throughout the term of directorship. Regarding this, the election of directors will be considered and approved for appointment individually.

Nomination and Appointment of Top Executives

The Board of Directors has assigned the Nomination and Remuneration Committee to be the person who determines the methods and standard for nominating the managing director and higher-level executives, as well as advisors and experts presenting to the Board of Directors to consider appointing. Details are reported under Part 2 Corporate Governance, "Topic 6 Corporate Governance Policy, Chapter 5 Board of Director Responsibility" and "Topic 7.4 Management Team".

Limitation of Director's Positions in Other Companies

The Board of Directors has a definite policy on a limitation of number of Companies that a director should be holding as a director in other SET listed companies not exceeding than 5 companies in order for the director to have adequate time to do their own duties.

In 2023, there was no director holding any position as a director in more than 5 listed companies.

The Position of Chief Executive Office in Other Companies

The Board of Directors has a definite policy on other positions of Chief Executive Office in other companies by considering that the business must be supported by the business of the Company for example; position in the Company's subsidiary in order to control them.

However, being a director in other listed companies of the Chief Executive Officer must not be an obstacle to the performance of the Chief Executive Officer of the Company and that business must not be the same nature as the Company and not in competition with the Company and also bring knowledge and experience from being a director in other companies to help enhance the Company.

In 2023, the Board of Directors resolved to appoint Mr.Pachai Chanpitaksa, Chief Executive Officer to take the position of director in Prodigy Public Company Limited, in which the company holds 31.85% of shares since 2022. Details are reported under Part 1, Business Overview and Performance, "topic 1.3 Group's Shareholding" in order to participate in determining important policies, and get the greatest benefit.

Directors Development

The Company is aware of the importance of knowledge development for directors in performing duties and supports the directors to attend training courses related to the roles and responsibilities of directors organized by the Thai Institute of Directors (IOD). Presently, 12 directors, representing 100% the total directors have passed the preliminary training program with the IOD such as Director Certification Program (DCP) or Director Accreditation Program (DAP) including other courses or participated in seminars that enhance the performance of director duties to encourage sustainable business operation.

In 2023, all 12 directors participated in a seminar which the topics relevant to the code of conduct and anti-corruption on December 15, 2023, to update knowledge, policies, and practices according to the duties and responsibilities of directors. For instance, company's securities trading and insider information, policy on giving and receiving gifts or entertainment, conflicts of interest policy, human rights respect policy, anti-corruption policy, including training and seminar activities to increase knowledge in operating duties and business operations as the following details

Training Development of Directors 2023

Director's Name	Program	Organization / Lecturer
1. Prof. Dr. Sanipa Suradhat*	Director Certification Program (DCP) Class 353	Thai Institute of Directors (IOD)
2. Mr. Pachai Chanpitaksa	Engaging Board in ESG: The Path to Effective Sustainability	Thai Institute of Directors (IOD)
	Successful Formulation & Execution of Strategy (SFE) Class 43	
3. Miss Aranya Vitayatanagorn	Engaging Board in ESG: The Path to Effective Sustainability	Thai Institute of Directors (IOD)
4. Mr. Vorravuth Tangpiroonthum	Engaging Board in ESG: The Path to Effective Sustainability	Thai Institute of Directors (IOD)
	Hot Issue for Directors: Climate Governance Class 1	
	The Board's Role in Mergers and Acquisitions (BMA) Class 4	
5. Mr. Kuna Vitayatanagorn	Engaging Board in ESG: The Path to Effective Sustainability	Thai Institute of Directors (IOD)
	Hot Issue for Directors: Climate Governance Class 1	

Remark: * Prof. Dr. Sanipa Suradhat attended the training program Director Certification Program (DCP) class 353, organized by the Thai Institute of Directors Association (IOD) on 16 January to 13 February 2024.

New Directors Orientation

The Company has specified guidelines for preparing the duties of the directors for newly elected directors by organizing the orientation program for a new director in order to prepare in performing duties as a director. The Company Secretary is responsible to organize program to visit the plants and its production process, prepare Director's handbook as an introduction to the Company such as vision, goal of the Company, industry overview as well as the Company's regulations, related laws including operation framework, scope of duties and responsibility of the committees including matters under consideration by the Board as references for a new director to be able to search initially. In addition, the Board has assigned the Company Secretary to arrange a meeting with the Chairman of the Company, other directors or managements to inquire and receive in-depth information about the Company's business operations.

In 2023, the Company Secretary prepared a director manual which was useful for new directors to perform their duties, which consisted of 1) Business overview (the Company's history, nature of business, organizational chart), 2) Laws and regulations, 3) Corporate governance (Corporate Governance Policy, Code of Conduct, Work Culture, Sustainability, Charter of the Board of Directors and Sub-Committees). In this regard, the Chairman got the opportunity to discuss with the new directors before the Board Meeting. In 2023, there was one arrangement for current and new directors to visit the factory and production process on December 15, 2023.

Relevant Parties in Corporate Governance

The Company has a policy to encourage those supporting the Board of Directors work, such as Company Secretary, the secretary to the Audit Committee, and those doing relevant jobs, to be developed consistently and continuously by receiving training and seminars in courses related to their duties organized by the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), Thai Listed Companies Association, Thai Institute of Directors (IOD) and other institutions continuously.

In 2023, the company secretary participated in training programs that support the performance of duties organized by the Thai Institute of Directors (IOD). These programs included CGR Workshop 1&2: a seminar explaining the criteria for surveying the CGR project for the year 2023, and an ASEAN CG Scorecard Coaching seminar. In addition, there were training programs organized by the SEC, which included a seminar on the topic of roles and duties of directors and executives of listed companies, and a workshop on preparing the organization's carbon footprint (CFO) classes 1 & 2. Moreover, there were additional training programs organized by the Thai Listed Companies Association which included the preparation of stakeholder lists and policies on the use of inside information, and training in techniques for organizing board meetings, etc.

Succession Plan

In order to be prepared for a continuation of the business, the Board of Directors, therefore, requires the management to have a succession plan of the Chief Executive Officer and senior executives by assigning the Nomination and Remuneration Committee to be responsible for succession plan for important positions together with Chief Executive Officer and to present to the Board of Directors for consideration including determining the knowledge, ability and experience of positions that are important and affecting the business as well as to prepare assessment plans of knowledge, capabilities, weakness, strengths and readiness of Managing Director and above especially the Chief Executive Officer position in order to find qualified people to participate in individual development programs, which is to develop the knowledge of potential executives to be ready for business management, business expansion and organization restructuring including retirement in the future. The Chief Executive Officer is responsible for reporting the succession plan to the Nomination and Remuneration Committee to summarize and report to the Board of Directors at least once a year.

In 2023, the Nomination and Remuneration Committee Meeting No. 4/2023 on November 10, 2023, resolved to approve the succession plan for the Chief Executive Officer and Managing Director with the training plan to develop the potential in various areas as well as reporting to the Board of Directors for acknowledgment.

Performance Evaluation

To comply with the principles of good corporate governance, The Company assigned the Board of Directors and sub-committees to continuously evaluate their own performance annually. The details are as follows.

Board of Directors

The Nomination and Remuneration Committee is responsible for assessment process of the Board of Directors by applying the assessment form of the Stock Exchange of Thailand to be adapted to suit the nature and structure of the Board of Directors in which the assessment forms will be reviewed annually in order to be used as a framework for monitoring the performance of the Board of Directors.

The Company arranges an annual evaluation of the performance of the Board of Directors and the Company Secretary delivers the evaluation form to each director for assessing performance both the entire Board and individual. The assessment results will be used for consideration for the suitability of the Board composition and improvement of the effectiveness of committees' work to achieve maximum benefit in corporate governance and business operations. In this regard, the performance assessment of the Board of Directors has the following topics as follows;

Topic of the Entire Board Assessment

- Structure and Qualification of the Board of Directors
- Role, Duty, and Responsibility of the Board
- Board Meeting
- Directors' Duties
- Relation with management
- Self-development of directors and executive

Topic of Individual Assessment

- Structure and Qualifications of the Board of Directors
- Meeting
- Roles, duties and responsibilities of the Board of Directors

Sub-committee

The Board of Directors requires that the sub-committees, consisting of the Audit Committee, the Nomination and Remuneration Committee and the Environmental, Social, and Governance (ESG) Committee shall have a self-assessment of their performance and shall report the assessment results to the Board of Directors meeting every year to review the performance of the sub-committee. The evaluation form of the sub-committee is prepared in accordance with the scope of authority, duties and responsibilities in accordance with the charter of each sub-committee and reference to the form from the Stock Exchange of Thailand, which has topics about the structure, and qualifications of sub-committees, roles, duties and responsibilities of sub-committees. In this regard, the assessment results shall be reported to the Board of Directors' meeting to review the performance of sub-committees annually.

The Company arranges an annual evaluation of the performance of each sub-committee and the secretary of each sub-committee takes responsibility for delivering the evaluation form to each committee member to assess performance. The company secretary will compile the assessment result of each committee and report to the Board of Directors meeting.

In 2023, the Board of Directors and all sub-committees have performed their duties with knowledge, ability, according to the scope of authority and responsibility assigned by the Charter and in accordance with the best practices of the regulatory authorities. The Company Secretary has summarized the evaluation results of the Board of Directors both the entire Board and individual including the evaluation results of each sub-committee and reported to the Nomination and Remuneration Committee to present to the Board of Directors Meeting No. 1/2024 on February 28, 2024. The assessment results of the Board of Directors were in excellent level with the following details:

Board of Directors	Score (%)
As a whole assessment	89.1
Individual assessment	92.3
Sub-committee	Score (%)
The Audit Committee	100.0
The Nomination and Remuneration Committee	100.0
The ESG Committee	99.0

Chief Executive Officer

The Board of Director shall evaluate the performance of the Chief Executive Officer every year by adapting the guidelines from the Stock Exchange of Thailand to suit the environment and the Company's business including adjusting the sustainability assessment and ESG drives. To comply with corporate strategy, the assessment criteria consists of 10 main topics which have been approved by the Nomination and Remuneration Committee including non-executive directors. The assessment criteria were divided into

- 1 leadership
- 2 formulation of strategic plans
- 3 implementation of strategic plans
- 4 financial planning and performance
- 5 relationship with the Board
- 6 external relations
- 7 administration and personnel relations,
- 8 succession plan
- 9 knowledge of products and services
- 10 personal characteristics.

The Company Secretary is responsible for submitting the assessment form to all directors including non-executive directors to evaluate the performance of the Chief Executive Officer and compiling the assessment results, reporting to the Nomination and Remuneration Committee to present to the Board of Directors for determining the annual remuneration of the Chief Executive Officer. A discussion session is provided to give comments on performance improvement.

The assessment result of the performance of the Chief Executive Officer for the year 2023 was at a good level at 84%.

8.1.2 Meeting Attendance and Remuneration for Individual Director

Board Meeting

The Board of Directors requires that the meeting shall be not less than 6 meetings per year, with the meeting dates set in advance for the whole year and may be conducted via electronic media as provided in the Electronic Meetings Act. The Company Secretary is responsible for submitting meeting invitations and meeting materials to directors at least 5 days before the meeting date in accordance with the Company's regulation so that the directors have enough time to review information on various topics, except in the case of urgent necessity. However, the date of the meeting may be changed as appropriate depending on the importance of the agenda to be considered.

In 2023, the Board of Directors held totally 8 meetings with the proportion of meeting attendance of the entire Board of Directors was 98.1%. and the Company Secretary submitted meeting invitations and meeting materials to directors at least 5 days before the meeting date.

For the Board of Directors' meeting in 2024, the Board of Directors has scheduled the meeting date in advance throughout the year and notified the said schedule to each director since October, 2023 so that the directors can arrange the time and attend the meeting. If there is no Board meeting in any month, the management will report the operational results to the Board of Directors through electronic channels (e-mail) so that the Board is able to monitor, control and supervise the managements' operations continuously and in a timely manner.

In 2023, There were 8 board meetings as follows

Board Meeting	Date
Meeting No.1/2023	February 24, 2023
Meeting No.2/2023	March 10, 2023
Meeting No.3/2023	May 12, 2023
Meeting No.4/2023	July 21, 2023
Meeting No.5/2023	August 11, 2023
Meeting No.6/2023	November 10, 2023
Meeting No.7/2023	November 24, 2023
Meeting No.8/2023	December 15, 2023

Board Meeting Agenda

The Chairman of the Board and Chief Executive Officer jointly consider the matters into the meeting and set the meeting agenda. Each director is allowed to propose his own agenda to be considered as the meeting agenda, and the Company Secretary may present a complete agenda related to various regulations. In addition, the Executives who are involved in important matters may be assigned to attend the Board meetings to provide additional necessary information.

Board Meeting Quorum

In a meeting of the Board of Directors, the presence of not less than one-half of the total number of directors is required to constitute a quorum. The meeting is conducted in the form of a presentation, and discussion suitable for consideration. The Chairman of the Board, as Chairperson of the meeting, will give an opportunity for the Committee to freely express opinions. Management team will join the meeting in some agenda to present an important information as related persons and acknowledge policy directly from the Board of Directors by themselves in order to have it implemented efficiently.

In the Board meeting with important agenda to be approved, the quorum must consist of not less than two-thirds of the total number of directors presenting at the time of voting to jointly consider important agenda.

The resolution of the Board of Directors' meeting shall be by a majority votes, each director shall have one vote, except the director having interests in any matter who shall have no right to vote in such matter. In the case of an equality of votes, the Chairman of the meeting shall give the casting vote.

The Company Secretary shall attend the meeting to take minutes of meeting which will be certified correctly by the Chairman of the Board and proposed to the next meeting for approval. The Company Secretary is also a data collector regarding certified documents or other all meeting documents for easy reference in searching.

Non-executive Meeting

The Board of Directors encourages non-executive directors to convene meeting among themselves without management team attending the meeting. The meeting is independently to discuss business issues, including improvements of the Company. The meeting results shall be reported to the Board of Directors.

In 2023, non-executive directors held meeting among themselves without the management attending on November 10, 2023 to discuss about the Company's operating guidelines under changing condition, organization's risk management, organization strategy and future business direction that the Company must focus on as well as ESG direction for the corporate sustainability.

Summary of meeting attendance of the committee and working group in 2023

Name		Position	Board of Directors Meeting	Audit Committee	Nomination and Remuneration Committee	Environmental, Social and Governance Committee	Annual General Meeting of Shareholders	Non-Executive Directors Meeting	New Business driving Meeting
1.	Dr. Suvit Maesincee	Chairman of the Board	8/8 (100%)	-	4/4	3/3	1/1	1/1	-
2.	Mr. Apichart Chirabandhu	Vice Chairman	8/8 (100%)	5/5	4/4	-	1/1	1/1	4/4
3.	Assoc. Prof. Dr. Kitcha Urairong ¹	Director (Independent)	2/2 (100%)	-	2/2	-	1/1	-	-
4.	Mr. Vipoota Trakulhoon	Director (Independent)	8/8 (100%)	5/5	-	3/3	1/1	1/1	4/4
5.	Ms. Patrawan Manutsathit	Director (Independent)	8/8 (100%)	5/5	-	-	1/1	1/1	-
6.	Prof. Dr. Sanipa Suradhat ²	Director (Independent)	4/4 (100%)	-	1/1	-	-	1/1	-
7.	Mr. Pachai Chanpitaksa	Director	8/8 (100%)	-	-	3/3	1/1	1/1	-
8.	Miss Aranya Vitayatanagorn	Director	8/8 (100%)	-	-	3/3	1/1	1/1	-
9.	Mr. Vichai Vitayathanagorn	Director	6/8 (75%)	-	-	-	1/1	1/1	-
10.	Mr. Vachara Vitayatanagorn	Director	8/8 (100%)	-	-	-	1/1	-	-
11.	Mr. Eakarat Wongsupbhasatigul	Director	8/8 (100%)	-	-	-	1/1	1/1	-
12.	Mr. Vorravuth Tangpiroonthum	Director	8/8 (100%)	-	-	-	1/1	1/1	-
13.	Mr. Kuna Vitayatanagorn	Director	8/8 (100%)	-	-	-	1/1	1/1	4/4
Total			98.1						

Remark: ¹ Assoc. Prof. Dr. Kitcha Urairong resigned from Director (Independent) and the Nomination and Remuneration Committee effectively from May 1, 2023

² Prof. Dr. Sanipa Suradhat was appointed as Director (Independent) and the Nomination and Remuneration Committee according to the resolution of the Board of Directors meeting No. 4/2023 on July 21, 2023.

Director Remuneration

The Board of Directors has established the remuneration policy for directors fairly and reasonably according to the principles of good corporate governance. The Nomination and Remuneration Committee is assigned to be responsible for determining the remuneration to be reasonable and in accordance with the business strategy, long-term goals, the Company's performance and other duties as assigned. To determine the remuneration appropriate and sufficient to motivate and retain qualified directors, the Company uses the Director Compensation Survey Report of the Thai Institute of Directors and the Stock Exchange of Thailand for consideration including comparing with other listed companies in the Stock Exchange that are in the same industry group and similar size.

Directors who are assigned to be members of sub-committees will receive additional remuneration based on responsibilities increased and executive directors will receive remuneration from working as employees of the Company. Annual remuneration shall be presented to the Board of Directors' meeting for consideration before proposing for approval from the Shareholders' meeting every year in order to adhere to the principles of good corporate governance. In this regard, the remuneration of directors is determined in the form of monthly remuneration, meeting allowance and special remuneration as follows;

Directors' Remuneration

The directors are entitled to receive remuneration per meeting allowance and / or receive monthly remuneration in an average of not more than Baht 600,000 per month by considering allocating at the discretion of the Board of Directors.

Sub-committee's Remuneration

with details as follows;

Sub-Committee	Position	Meeting Allowance (Baht/Person/Time)
The Audit Committee	Chairman	50,000
	Member	40,000
The Nomination and Remuneration Committee	Chairman	40,000
	Member	30,000
The Environmental, Social, and Governance (ESG) Committee	Chairman	40,000
	Member	30,000

Special Remuneration

The directors are entitled to receive an annual special remuneration in the amount not exceeding Baht 20 million by considering allocating at the discretion of the Board of Directors. In the year 2023, the Board of Directors considered determining the annual special remuneration in the amount of Baht 7 million and will propose to the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 for consideration and approval.

Other

Directors' & Officers' liability insurance (limit of liability: 100 million Baht)

In the year 2023, the monetary remuneration for 13 directors equals to Baht 7.58 Million, consisting of monthly remuneration of Baht 3,500,000, meeting allowance of Baht 2,420,000, remuneration for the Audit Committee of Baht 650,000, remuneration for the Nomination and Remuneration Committee of Baht 370,000 and remuneration for the Environmental, Social, and Governance Committee of Baht 360,000, and remuneration for the New Business Driving Working Group of Baht 280,000. The Company does not provide any other benefits to the directors in addition to monetary compensation. The Board of Directors will present the directors' remuneration for the year 2023 to the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 with the following details:

Director Remuneration 2023

Name		Monthly Remuneration (12 months)	Board of Directors meeting allowance	Audit Committee Remuneration	Nomination and Remuneration Committee Remuneration	Environmental, Social, and Governance Committee Remuneration	New Business Driving Working Group Remuneration	Total
1. Dr. Suvit	Maesincee	1,200,000	680,000	-	160,000	120,000	-	2,160,000
2. Mr. Apichart	Chirabandhu	600,000	320,000	250,000	120,000	-	120,000	1,410,000
3. Assoc. Prof. Dr. Kitcha	Urairong ^{/1}	200,000	80,000	-	60,000	-	-	340,000
4. Mr. Vipoota	Trakulhoon	600,000	320,000	200,000	-	90,000	80,000	1,290,000
5. Ms. Patrawan	Manutsathit	600,000	320,000	200,000	-	-	-	1,120,000
6. Prof. Dr. Sanipa	Suradhat ^{/2}	300,000	160,000	-	30,000	-	-	490,000
7. Miss Aranya	Vitayatanagorn	-	80,000	-	-	90,000	-	170,000
8. Mr. Vichai	Vitayathanagorn	-	60,000	-	-	-	-	60,000
9. Mr. Pachai	Chanpitaksa	-	80,000	-	-	60,000	-	140,000
10. Mr. Vachara	Vitayatanagorn	-	80,000	-	-	-	-	80,000
11. Mr. Eakarat	Wongsupbhasatigul	-	80,000	-	-	-	-	80,000
12. Mr. Vorravuth	Tangpiroonthum	-	80,000	-	-	-	-	80,000
13. Mr. Kuna	Vitayatanagorn	-	80,000	-	-	-	80,000	160,000
SOJ		3,500,000	2,420,000	650,000	370,000	360,000	280,000	7,580,000

Remark: ^{/1} Assoc. Prof. Dr. Kitcha Urairong resigned from Director (Independent) and the Nomination and Remuneration Committee effectively from May 1, 2023

^{/2} Prof. Dr. Sanipa Suradhat was appointed as Director (Independent) and the Nomination and Remuneration Committee according to the resolution of the Board of Directors meeting No. 4/2023 on July 21, 2023.

8.1.3 Governance of its Subsidiary and Associated Company

The Company has a policy to assign qualified directors or managements to be as a director in subsidiary company to enable the overall management to be in the same direction. This is an agreement between the Company, its subsidiary and associated company to participate in formulating an important policy and governing its subsidiary to have proper internal control system and corporate governance in various aspects same as the Company. The Board of Directors shall assign the management to consider the suitable person as the Company's representative to be a director or an executive in its subsidiary according to the shareholding proportion in accordance with the term of directorship. Its subsidiary is responsible for submitting financial statement to the Company to make consolidated financial statement.

The Company has considered appointing the Chief Executive Officer as the Company's representative to be a director in Prodigy Public Company Limited, a subsidiary of the Company in order to participate in important management policies and help drive business in the same direction.

8.1.4 Compliance with Corporate Governance Policy and Practices

The Board of Directors attaches great importance to the good corporate governance principles by prescribing related policies and practices in the Corporate Governance policy and Code of Conduct and promoting practicality to build confidence among all stakeholders.

In 2023, the Company has organized training for directors, and employees under the topic of "Code of Conduct and Anti-Corruption Update" which included company's securities trading and insider information, policy on giving and receiving gifts or entertainment, conflicts of interest policy, human rights respect policy, anti-corruption policy as well as providing information, knowledge, and practices regarding ESG. on December 8/15/20, 2023, and published the information of said training in form of video via Line application "Chatbot Nong Angoon" to all employees. In addition, the Company has followed up on compliance with the good corporate governance principles covering the following matters: Shareholder rights protection, Equitable treatment of Shareholders, Responsibility to all stakeholders covering in these areas; Employment, Human Rights, Competition, Health, Safety and Environment, Social Responsibility, Community, and Compliance with the rules and regulations of the governing bodies. The results showed that the Company had completely followed the guidelines for each issue. In addition, the Company has followed to achieve the good corporate governance in the following main areas;

Conflicts of Interest Prevention

The Board of Directors has set the policy regarding conflicts of interest and related transactions between the Company and its subsidiary. Considerations of any transactions including the approval of such transaction must comply with regulations of the Office of the Securities and Exchange Commission according to the announcement of the Capital Market Supervisory Board and are subject to normal business conditions with the best interest of the Company and Shareholders. The Company must avoid any actions that cause conflicts of interest. The Company requires those who have a conflict of interest or connected with the considering transaction to report the Company regarding their relationship or connected person before considering the agenda of the Board of Directors' Meeting and record those transaction in the minutes. Those who have a conflict of interest are not allowed to participate in any meeting of such approval and have no authority to approve such transaction. The Audit Committee is responsible for overseeing any conflicts of interests to be corresponding with the policy by concerning requirements, procedures and disclosure of transactions that may cause conflict of interest properly.

In 2023, the Board of Directors ensured that the Company's directors and the Executives reported their conflict of interests and submit to the Company Secretary every year in order to get the information updated in accordance with good corporate governance principles. In this regard, the Company has no violation of the rules for conducting related transactions and connected transactions or the conflict of interest policy.

Insider Trading Control

The Board of Directors has established the company's securities trading and inside information policy in the Corporate Governance Policy, Charter of the Board of Directors, and Code of Conduct Manual in order to comply with the securities laws and transparency in the business. The directors, executives and employees are prohibited from using the Company's internal information for personal benefit or disclosing information to the third parties for securities trading. The Company has disclosed the aforementioned policy on the website for Shareholders' reference. Details are summarized as follows;

- Directors and executives, as defined by the SEC, are responsible to report changes in the Company's securities holding to the SEC within 3 working days as required by the SEC. In this regards, the Company requires directors and top executives to notify the Company Secretary 1 day in advance of securities trading in order to inform the Board of Directors meeting.
- Directors, Executives and Employees related to information. (Including spouses and underage children of such persons) are prohibited from securities trading the during the 1-month period (Blackout Period) before disclosing quarterly financial statements and annual financial statements or other information that may affect the stock price of the Company and until 24 hours after the disclosure of such information to the public. The Company Secretary is responsible to notify the concerned person by letter or e-mail during the said period in advance.
- The Company Secretary is responsible to prepare a report on the change in securities holding for the directors to certify and endorse before the Board's meeting and disclose such report along with details of changes during the year in Appendix in Form 56-1 One 2023.

In 2023, there were 3 transactions of director's selling the Company's securities which has been audited and found that the directors have fully complied with the Company's policy without using inside information. At the Board of Directors Meeting No. 1/2024, the Company Secretary reported the changes in securities holdings of directors and the executives to the meeting for acknowledgement. Details are as [attachment 1](#).

Anti-Corruption

In order to be in line with the business intention and as a guideline for Directors, Executives and Employees to strictly adhere to their operations. In 2023, the Company communicated to its business partners and invited them to join the Thai Private Sector Collective Action Against Corruption to jointly create good norms for working together and supported them in implementing or applying in sustainable business operations. In addition, the Company also asked for cooperation from business partners to refrain from giving gifts to the executives and staffs of the Company in every festival. In addition, the Company reviewed and revised the complaints procedures together with the Company's Board of Directors resolution to approve the review and improvement of the Anti-Corruption Manual on December 15, 2023, to make it up-to-date and consistent with business operations. The Company published an Anti-Corruption policy and complaints procedures on the topic "Corporate Governance" in Form 56-1 One Report on [page 66-93](#) and on [the Company's website](#).

The Company declared its intention to become a member of Thai Private Sector Collective Action Against Corruption with a commitment to against all forms of corruption both directly and indirectly. The Company has been certified as a member on Friday, October 18, 2019 and in the year of 2022, the Company has also certified the 1st renewal of membership from the Thai Private Sector Collective Action Against Corruption. In 2023, the company joined the CAC Change Agent project, a special project organized by the Thai Private Sector Collective Action Against Corruption (CAC) to expand a transparent business network to partner companies. In order to comply with the Anti-Corruption policy, the Company took action as follows;

1 Business Risk Assessment

In 2023, the company reviewed and established a risk management working group in compliance with the policy and operational framework of the Chief Executive Officer. The working group, which consists of executives from various departments, is responsible for preparing a Risk Management Plan, Mitigation Plan, Risk Appetite, and Risk Tolerance, as well as tracking the operation and communication. Also, the working group is in charge of encouraging risk management to be a standard operating procedure and practiced across the entire organization.

2 Practices on governance, prevention and monitoring risk from corruption

The Company prescribes anti-corruption practices regarding governance and monitor risk from corruption as follows;

- Office of Internal Audit provides examination process, the internal control system assessment, risk management covering important work system such as procurement system, sales system, accounting system, payment system etc. These are to prevent and monitor risk from corruption including provide appropriate opinion on solving guidelines.
- Provide channels for receiving information on clues, complaints, offenses, violations of laws, regulations, or anti-corruption policies. The measure is to protect the whistleblower or complainant and keep the information of them as confidential including having measure to investigate. The Company also imposes disciplinary action and relevant legal penalties.
- The head of the relevant department is responsible for monitoring the implementation or improvement of defects (if any) and report to the supervisor.

3 Training and Communication

The Company has planned an annual training program to educate employees on anti-corruption policy as well as related policies such as code of conduct, or policy on giving and receiving gifts or entertainment. In 2023, the Company arranged training for directors, executives and employees to provide better understanding of the implementation according to anti-corruption policy on December 8/15/20, 2023. Every employee can reach such policy via intranet system, Nong Angoon chatbot, and company's email. The Company also communicated anti-corruption policy to its business partners and those who related, and as well as business representatives via appropriate channel for having same practices and acknowledgement.

4 Guidelines for monitoring and evaluating performance according to anti-corruption measures

In 2023, the Company did not receive any clues or complaints of wrongdoing or corruption. In this regard, the Company prepared a summary report on the implementation of anti-corruption measures and reported to the Audit Committee and the Environmental, Social and Governance (ESG) Committee, and disclosed to Shareholders in the annual report as well.

5 Review the completeness and sufficiency of the process

The Audit Committee reviewed all information and agreed on the completeness and sufficiency of the process and endorsed by the Chairman of the Audit Committee.

Whistleblowing

The Company provides a channel for stakeholders to report whistleblowing and complaints through post, e-mail and telephone. The Internal Audit Office is responsible to screen clues and such complaints and the Audit Committee, who is independent from the management, will consider the case.

In 2023, the Company reviewed and revised the complaints procedures to be appropriate and consistent with current business on May 23, 2023. However, none of whistleblowing and complaints, related to fraud or violations of the Company's corporate governance policy, was found.

Personal Data Protection

The Board of Directors realizes the importance of Data Privacy in order to comply with the Personal Data Protection Act 2019, the Board of Directors established the Personal Data Protection Policy to be a guideline in accordance with the laws, regulations, rules and practices on the personal data protection and published on the company's website under the topic **"Corporate Governance"**. In 2023, the Company established a policy to protect personal data, regarding service users, customers, partners and made **an announcements on the company's website**.

8.2

Audit Committee Performance

In 2023, the Audit Committee, consisting of not less than 3 independent directors, convened 5 meetings and held 1 meeting with the auditor without the management to request opinions from the auditor on various matters.

Name		Position	Meeting Attendance in 2023
1.	Mr. Apichart Chirabandhu	Chairman (Independent)	5/5
2.	Mr. Vipoota Trakulhoon	Member (Independent)	5/5
3.	Ms. Patrawan Manutsathit	Member (Independent)	5/5

The main aspects of the Audit Committee's performance in 2023 were summarized as follows;

- 1 The Company's financial reports is accurate, complete, and reliable
- 2 The Company has adequate internal control system
- 3 The Company operates in compliance with the Securities and Exchange Law, requirements of the Securities and Exchange Commission or laws relating to the Company's business
- 4 Considered selecting and appointing an auditor and audit fees by considering the past performance, independence and reputation including the appropriateness of the auditor and the audit fee. The Audit Committee agreed to appoint Ms. Isaraporn Wisutthiyan and/or Mr. Chatchai Kasemsrithanawat and/or Mr. Vacharin Pasarapongun of EY Office Limited to be the Company's auditors for the year 2024 and propose to the Board of Directors for consideration and proposing to the Shareholders' meeting to consider appointing auditors and approving audit fees
- 5 Considered the connected transaction or transaction that might have conflicts of interest to comply with the regulations of the Securities and Exchange Commission
- 6 Performed duties and responsibilities as specified in the Audit Committee Charter approved by the Board of Directors

8.3

Sub-committees Performance

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of not less than 3 independent directors and holds a meeting at least twice a year. In 2023, the Nomination and Remuneration Committee held 4 meetings.

As of December 31, 2023, the Nomination and Remuneration Committee consisted of 3 independent directors and 1 honorary member as follows;

Committee		Position	Meeting Attendance in 2023
1.	Dr. Suvit Maesincee	Chairman (Independent)	4/4
2.	Mr. Apichart Chirabandhu	Member (Independent)	4/4
3.	Assoc. Prof. Dr.Kitcha Urairong^{/1}	Member (Independent)	2/2
4.	Prof. Dr. Sanipa Suradhat^{/2}	Member (Independent)	1/1
5.	Ms. Wiboonluck Ruamraksa	Honorary Member	4/4

Remark: ^{/1} Assoc. Prof. Dr. Kitcha Urairong resigned from Director (Independent) and the Nomination and Remuneration Committee effectively from May 1, 2023

^{/2} Prof. Dr. Sanipa Suradhat was appointed as Director (Independent) and the Nomination and Remuneration Committee according to the resolution of the Board of Directors meeting No. 4/2023 on July 21, 2023.

The Nomination and Remuneration Committee considered the significant matters in 2023 as follows;

Nomination

- 1 Nominated the Company's directors to replace the directors who were due to retire by rotation following the agenda of the annual general meeting 2023 to the Board of Directors and Shareholders' meeting for consideration and approval. The company invited the shareholders to nominate qualified persons to be directors given 3 months in advance via the company's website and also notified via the SET Portal between October 26, 2022, to January 26,

2023, there was no proposal from shareholders. As a result, The Nomination and Remuneration Committee nominated the former directors namely Dr.Suvit Maesincee, Mr.Vichai Vitayathanagorn, Miss Aranya Vitayatanagorn, and Mr.Vorravuth Tangpiroonthum for another term. All of the nominated persons are qualified with expertise and experience that align with the organization's business strategy and are not prohibited by law or regulation. As a result, the Board of Directors and the Annual General Meeting of Shareholders 2023 resolved to approve the proposal of The Nomination and Remuneration Committee.

2 To replace the directors who resigned during 2023, Prof. Dr. Sanipa Suradhat was nominated for independent director proposing to the Board of Directors for consideration and approval for appointment. The nomination of the director was conducted following the company's requirements considering the qualification in terms of law, the company's regulations, and good governance principles. The qualification was also based on knowledge, ability, and expertise, and the Board Skills Matrix including the consideration of the name list of the Director's pool from the Thai Institute of Directors (IOD). As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.

3 Nominating the qualified persons for the director of sub-committees to replace the vacant position during 2023, including the nomination of Prof. Dr. Sanipa Suradhat for director of the Nomination and Remuneration Committee, proposing to the Board of Directors for consideration in accordance with the company's requirement considering the qualification in terms of law, company's regulation and good governance principles. The qualification was also based on knowledge, ability, and expertise, and Board Skills Matrix including the consideration of the name list of the Director's pool from the Thai Institute of Directors (IOD). As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.

Remuneration

1 Considered the directors' remuneration for the year 2023, consisting of monthly remuneration, bonus, and remuneration for sub-committee which consisted of the Audit Committee, the Nomination and Remuneration Committee, and the ESG Committee to present to the Board of Directors' meeting and the Annual General Meeting of Shareholders to consider and approve. The remuneration was considered following the good governance principles based on various factors such as the company's operating performance 2023, the current economic situation that affected the company's business, principles and policies approved by shareholders, duties and responsibilities of the committee including the comparison of remuneration within the same industry. As a result, the Board of Directors and the Annual General Meeting of Shareholders resolved to approve the proposal of The Nomination and Remuneration Committee.

2 Considered the remuneration of the Project Steering Committee in accordance with the duties and responsibilities entrusted by the Board of Directors. As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.

3 Considered remuneration for Chief Executive Officer for 2023 based on performance, duties, and responsibilities entrusted in accordance with the clear, transparent, and fair principles in order to present to the Board of Directors to consider and approve.

Environmental, Social, and Governance (ESG) Committee

The ESG Committee consists of Director (Independent) and Chief Executive Officer not less than 3 members and holds at least 2 board meetings a year. In 2023, the ESG Committee held 3 meetings.

As of December 31, 2023, the ESG Committee consisted of 2 independent directors and 2 directors (one of whom is Chief Executive Officer) as follows;

	Name	Position	Meeting Attendance in 2023
1.	Dr. Suvit Maesincee	Chairman (Independent)	3/3
2.	Mr. Vipoota Trakulhoon	Member (Independent)	3/3
3.	Miss Aranya Vitayatanagorn	Member	3/3
4.	Mr. Pachai Chanpitaksa	Member / Chief Executive Officer	3/3

The ESG Committee considered significant matters in 2023 as follows.

- 1 Considered and provided opinions on draft policies, goals, operations, and performance results related to the environment and society. This included policy guidelines and guidelines regarding code of conduct, and anti-corruption as well as considering improving it to be up-to-date.
- 2 Considered, reviewed and followed up on environmental, social and governance risk management.
- 3 Suggested the Board of Directors on the issues related to the environment, society, and corporate governance that could have an impact on all stakeholders, business operation, operating results, or reputation of the company. This included making recommendations on how to improve the company's policies, procedures, and disclosure of relevant information.
- 4 Performed duties as assigned by the Board of Directors.

In 2023, the company was invited by the Stock Exchange of Thailand (SET) to participate in the **“Climate Change Management Role Model 2023”** with the duration from May to November 2023. Taking part in this project, the company employs a tool called **“Task Force on Climate-related Financial Disclosure”** or **“TCFD”** to govern and drive the operation relating to climate change which includes risks and opportunities evaluating, strategic planning, organizational risk management, climate scenario analysis and financial effect. The company also encourages the creation of a climate action plan for the company to achieve the goal of Net Zero Emissions in 2060 so that the company was ensured by a concretely consistent action plan that aligned with short-term, medium-term, and long-term goals.

The Environmental, Social, and Governance Committee is committed to operating the organization based on long-term sustainability and establishing value and trust for all stakeholders throughout the value chain. In addition, the organization's operating system is developed to cover and integrate all aspects including environment, social, risk management, corporate governance, and the continuous supervision of regulatory compliance. In addition, there is a complete supervision of operations as specified in the ESG Committee Charter, in line with the principles of good corporate governance.



9

Internal Control and Related Transaction

9.1

Internal Control

The Board of Directors recognizes the importance of internal control systems according to the international standards - The Committee of Sponsoring Organizations of the Tread way Commission (COSO) in order to achieve the objectives of internal control in all 3 areas, namely operation, reporting, and compliance with the rules and regulations relevant to the Company's business operations. The management is encouraged to establish operational procedures and working structure divided by duties to counterbalance between each other, to set clear written operational authority and to provide a performance tracking system. The Audit Committee has been assigned to monitor and review the internal control system to be effective according to international standards. The internal control system has been reviewed by independent internal auditors, Ascent Advisory Company Limited, together with the internal audit department.

The internal audit office is independent and directly reports to the Audit Committee. The Audit Committee is responsible for approving the appointment, rotation or termination and evaluation the performance of the head of the internal audit department. In this regard, independent internal auditors and the internal audit department are able to freely access the information for the audit, perform inspection and assess the adequacy, appropriateness and efficiency of the internal control systems of various processes and work systems according to the internal audit plan which is prepared according to the risk-based approach approved by the Audit Committee and report the audit results and progress of the management directly to the Audit Committee on a regular basis.

In 2023 the adequacy of the Company's internal control system was assessed by independent internal auditors from Ascent Advisory Company Limited, according to the assessment form of the Office of the Securities and Exchange Commission (SEC). As the management has prepared and the review result of the internal control system assessment, the Audit Committee has considered that the Company's internal control system is sufficient and appropriate without any fault detected. The Company ensures that there are sufficient personnel to operate and manage internal control system. The Company's internal control system consists of components as follows;

1 The Board of Directors and executives support an organizational culture that focuses on honesty and ethics, monitor the Company's business operations in accordance with the vision and mission, provide a good internal control environment and facilitate operations, establish an appropriate organizational structure in order to make the management more efficient and operate in the same direction, segregate duties in significant areas in order to create counterbalances between each other as well as assign duties and responsibility, delegate appropriate authority according to the organizational structure, encourage all employees to be aware of their roles, authority and responsibilities, establish policies and procedures covering all operational activities and establish a good Corporate Governance policy, Compliance Policy, Anti-Corruption Guidelines and business Cond of Conduct manual for the Board of Directors, Executives and employees of the Company to adhere as operational guidelines. All personnel are responsible for internal control and maintaining a good internal control system. The Company regularly communicates and publicizes the said policy with all Executives and employees.

2 The Board of Directors and Executives attach importance to risk management in order to increase the business value, to build confidence to achieve the Corporate's short-term and long-term goal and to build confidence for all stakeholders and to create value for the organization in the long term. Consequently, the Risk Working Team was appointed by the Chief Executive Officer in accordance with the structure approved by the Board of Directors and appropriate risk management framework policy which is in accordance with the business plan and policy. The Risk Working Team is responsible for administrative duties to oversee the Company's risk management across the entire organization to be efficient and effective. Management guidelines are as follows;

- Conducting risk management throughout the organization according to the COSO-ERM framework and establishing a risk management policy in order to manage risks that may affect the achievement of the organization's objectives.

- Managing risks throughout the organization by analyzing and assessing various risks from both internal and external factors including the possibility of fraud and corruption that may affect business goals. Preparing a risk matrix and mitigation management plan that specify measures to cover all processes throughout the organization, in which all departments are responsible for managing risks to an acceptable level. Providing a process of review, follow up the implementation of risk management measures on a regular basis which is considered a part of work that all Executives and employees must be aware of and pay attention to.

- Applying the Key Risk Indicator (KRI) and systematically recording the statistics of actual risk cases for analysis and monitoring of changes in various risk factors in order to define and review risk management measures to respond to changes effectively and timely manner.

- Providing a risk communication channel throughout the organization by announcing a communication channel through the Company's network

3 The Company has specified controlling activities with due regard to good internal control principles such as separation of duties, determination of approval and operational authorization in order to inspect and counterbalance, policies and guidelines relating to transactions that may have conflicts of interest, transactions and approvals that is transparently, fairly and auditable by taking into account the best interests of the company, etc. The Company's regulations, policies, requirements, operation manual are in written by clearly defining the scope of authority of personnel at each level and procedures to be an operational guide. The operation review is conducted in accordance with the rules, policies, requirements and various operation manual regularly. In addition, the information control is also specified such as Access Control to determine the operational rights in the SAP system in accordance with the principles of good segregation of duties, Firewall systems to prevent an access from external threats from all channels, Solution Firewall backup to install all Anti-Virus programs to prevent data loss or data loss from being infected with viruses, etc.

4 Information and Data Communication, the Company has implemented the SAP program in collecting and processing business data in both core and supporting activities in order to reduce data redundancy in the use of many information systems and can summarize the report to the management quickly. The Board of Directors, Executives, employees and stakeholders are provided with appropriate communication via communication channels such as internal communication through the organization's intranet, communication via electronic mail, communication via Microsoft Teams, communication for external stakeholders via website, and electronic mail. In addition, there are guidelines for complaints management and channels for receiving complaints (Whistleblower System) clearly so employees and outsiders can be confident that complaints will be considered transparently, fairly and confidentially within a timely manner.

5 The Company has a process for monitoring and evaluating the adequacy of the internal control system, as well as determining the development guidelines to ensure that the Company's internal

control systems are efficient and effective. In 2023, the Company has assessed the adequacy of the internal control system by an independent internal auditor. An independent internal auditor together with an internal audit department are responsible for reviewing the audit results to ensure that the existing internal control is sufficient and appropriate and consistent. Various activities were audited in accordance with the internal audit plan approved by the audit committee. The management acknowledged and implemented internal control improvements based on the recommendations received. The audit results will be reported to the Audit Committee on a quarterly basis as well as ongoing compliance monitoring in order to improve the operations in accordance with the rules and regulations related to the Company's business operations. In addition, the Company was certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) through a self-assessment process every 3 years, reviewed and signed by the Company's Audit Committee to confirm that the Company has established policy, guidelines, and measures to prevent corruption in accordance with the criteria specified by CAC.

Regarding this, the Company found no significant defects in the internal control system that may affect the achievement of the Corporate's main objectives, Anti-corruption or violation of laws related to the Company's business operations.

The Board of Directors ensures that the Company has an internal audit unit under the Office of Internal Audit, Mr. Krit Kongkaew was appointed to be an Internal Audit Manager, as he has experience in internal auditing and has attended training courses related to the internal audit practice and has understanding of the Company's business that is able to perform his duties properly. The Internal Audit manager is responsible for preparing the internal audit plan and conducting the internal audits and presenting to the Audit Committee including coordinating and monitoring activities regarding environmental, social, risk management and regulatory compliance. The qualification of the Internal Audit manager is shown in [Attachment 3](#).

9.2

Related Transaction

Related Transaction Policy between the Company, Subsidiary and its Related Parties

The Company has set Related Transactions Policy that it shall be based on necessity in order to achieve business efficiency goal, cost and expense management which will specify the pricing policy between them clearly. The management can approve related transactions in the normal course of business or supports normal business with general trading conditions that are appropriate and fair, taking into account the best interests of the Company and Shareholders as a whole. Transactions between the Company and / or its subsidiary with their connected persons and related parties must be done with prices and conditions that are not inferior to the market price and trade terms in the nature that any man shall made with his partner in the same situation without asserting influence from one's position as a director, executive, or related person. The Board of Directors Meeting No. 1/2023 on February 24, 2023, reviewed and approved the policy on connected transactions and related party transactions to be appropriate and in accordance with good corporate governance principles and published on company's website under the topic **"Corporate Governance"**.

Approval Procedures of Related Transactions

The Board of Directors recognizes the importance of preventing related party transactions or connected transactions that may have a conflict of interest, and determines the criteria for considering the size of the transaction and conditions as specified in the Notification of Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions of the Board of Governors of the Stock Exchange of Thailand.

Whenever, there is a connected transaction in a business that may cause a conflict of interest, Directors and Executives and all concerned parties must consider the necessity, the reasonableness of the transaction by comparing the prices of products or services with external prices under market price conditions and must inform the Company Secretary to inform the Chief Executive Officer. The Audit Committee will advise on the necessity and reasonableness of such transactions to the Board of Directors and/or Shareholders meeting (as the case may be according to the criteria for calculating the size of transactions as specified by the SEC) so they can consider approving the transactions.

Reviewing connected transactions by providing a summary transactions report between the Company and the connected persons, which shall be reported in the Board meeting every quarter. In the case that the Audit Committee is not qualified to advise on the related transactions, the independent experts or the Company's auditors will advise on those transactions for the decision-making of the Board of Directors or the Shareholders, as the case may be. Anyhow, the conflict of interest person will not partake in the approval process.

During the year 2023, the Company and its subsidiary had significant transactions with related parties, which were in accordance with commercial trade terms and conditions as agreed between the Company and those related parties, which were in the normal business. The Independent Directors did not have different opinions from the directors' resolution and the transactions were disclosed in the notes to the financial statements (No. 6), Form 56-1 One Report 2023.

Policy and Future Trend of Related Transactions

The Company has a policy to enter into related party transactions that are in accordance with normal business operations or to support regular businesses that occur regularly in the future. The Company has a policy to manage such related transactions to be in the best interest of the Company by setting conditions to be in accordance with the normal business operation.

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy
			December 31, 2021	December 31, 2022	December 31, 2023	
Prodigy PCL.	<ul style="list-style-type: none"> The Company holds 31.85% of shares Directors of the Company and their connected persons hold 9.51% of shares in Prodigy PCL. Prodigy PCL. has total 3 mutual directors and executives, and 3 authorized directors with the Company. Directors of the Company are authorized persons of Prodigy PCL. 	<ul style="list-style-type: none"> Purchase of packing material, PET bottle and Pre-Form, to contain vegetable oil for sale. 	Purchase 343.38 Trade Payable 59.72 Sales - Other Receivable -	Purchase 328.26 Trade Payable 40.59 Sales 0.01 Other Receivable - Service Charge 0.30 Trade Payable 0.02	Purchase 207.93 Trade Payable 37.52 Sales 0.01 Other Receivable - Service Charge 0.01 Trade Payable -	<ul style="list-style-type: none"> There is a purchase contract for a period of 3 years, starting from 1 July 2022 to 30 June 2025. Opinion from the Board of Directors / Opinion from the Audit Committee In 2023 The transaction occurred as a general trade condition. The procurement was handled by the selection committee for manufacturers of vegetable oil bottles and caps and the price was set to be comparable to the market price. This was compliant with the company's related transaction policy.
		<ul style="list-style-type: none"> The company hired Prodigy PCL. to improve the vegetable oil bottle mold plot. 	Purchase - Trade Payable - Sales - Other Receivable -	Purchase - Trade Payable - Sales - Other Receivable - Service Charge - Trade Payable -	Purchase - Trade Payable - Sales - Other Receivable - Service Charge - Trade Payable -	
		<ul style="list-style-type: none"> The company sold vegetable oil to Prodigy PCL. to donate to charity. at a price similar to wholesale customers. 	Purchase - Trade Payable - Sales - Other Receivable -	Purchase - Trade Payable - Sales - Other Receivable - Service Charge - Trade Payable -	Purchase - Trade Payable - Sales - Other Receivable - Service Charge - Trade Payable -	

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy
			December 31, 2021	December 31, 2022	December 31, 2023	
Thai Ha PCL.	<ul style="list-style-type: none"> Directors of the Company and their connected persons hold 4.55% of shares in Thai Ha PCL. There is one common director The one director of the Company is the authorized persons of Thai Ha PCL. 	<ul style="list-style-type: none"> Sell vegetable oil for Thai Ha PCL to resell 	Sales 13.69 Trade Receivable 3.84 Other Receivable -	Sales 15.67 Trade Receivable 1.36 Other Receivable -	Sales 4.98 Trade Receivable 0.32 Reprocess 0.15 Other Receivable -	<ul style="list-style-type: none"> The Company always treats Thai Ha PCL as a business partner, like other distributors. The Company therefore has defined trade terms with Thai Ha PCL, which is similar to other distributors. No long-term contract. One-time order <p>Opinion from the Board of Directors / Opinion from the Audit Committee</p> <ul style="list-style-type: none"> The transactions were general trade terms. The selling price was similar to normal trading price in accordance with the Company's policy on related party transactions.

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy
			December 31, 2021	December 31, 2022	December 31, 2023	
Golden Thread Co., Ltd.	<ul style="list-style-type: none"> Director and management of the Company and their connected persons hold 30.03% of shares. There is one mutual director with the company. The director of the Company is the authorized persons of Golden Thread Co.,Ltd. 	<ul style="list-style-type: none"> Sell vegetable oil to Gloden Thread Co.,Ltd as a staff's welfare. 	Sales 0.27 Trade Receivable 0.09	Sales 0.34 Trade Receivable 0.09	Sales 0.12 Trade Receivable 0.08	<ul style="list-style-type: none"> The selling price to Gloden Thread Co.,Ltd, for staff's welfare, is similar to the price offered to wholesale customers. No long-term contract. One-time order In each purchase, the Company has process to review the price and conditions of other threads manufacturers. <p>Opinion from the Board of Directors / Opinion from the Audit Committee</p> <ul style="list-style-type: none"> Sales: The transactions were general trade terms in accordance with the Company's policy on related party transactions. The selling price was not lower than the price sold to other customers during the same period.

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy
			December 31, 2021	December 31, 2022	December 31, 2023	
Thai Edible Oil Co., Ltd.	<ul style="list-style-type: none"> The Company holds 14% of shares. 	<ul style="list-style-type: none"> Prodigy PCL, a subsidiary of the Company, sold PET bottle to Thai Edible Oil Co., Ltd for vegetable oil packing Thai Vegetable Oil PCL bought machines from Thai Edible Oil Co., Ltd. for soybean production process 	Sales 45.39 Trade Receivable 4.66 Purchase 5.36	Sales 49.40 Trade Receivable 4.35 Purchase 1.34	Sales 43.57 Trade Receivable 5.02 Purchase 13.04	<ul style="list-style-type: none"> No contract for this transaction. Price and trade conditions are according to the market standard. In each purchase, the Company has process to review the price and conditions of other threads manufacturers. <p>Opinion from the Board of Directors / Opinion from the Audit Committee</p> <ul style="list-style-type: none"> Prodigy PCL has confirmed that transaction was normal trading conditions according to the Company's policy on related party transactions as they sold to other customers.

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy	
			December 31, 2021	December 31, 2022	December 31, 2023		
Cheer Group Holdings Co., Ltd.	■ Director and management of the Company and their connected persons hold 23.41 % of shares	■ Sell vegetable oil to Cheer Group Holdings Co., Ltd. to distribute as a gift	Sales	Sales	Sales	■ The Company always treats Cheer Group Holdings Co., Ltd. as distributor. The Company therefore has defined trade terms with Cheer Group Holdings Co., Ltd., which is similar to other distributors.	
	■ There is one common director		0.02	0.01	0.01		■ No long-term contract. One-time order
	■ The one director of the Company is the authorized person of Cheer Group Holdings Co., Ltd.		Trade	Trade	Trade		
			Receivable	Receivable	Receivable		
			-	-	-		
						Opinion from the Board of Directors / Opinion from the Audit Committee	
						■ The transactions were general trade terms according to the Company's policy on related party transactions. The selling price was not lower than the price sold to other customers during the same period.	

Details of Related Transactions occurred in 2021 and 2022 and 2023

Related Company	Relation	Transaction	Size of Transaction (Million Baht)			Conditions and price policy
			December 31, 2021	December 31, 2022	December 31, 2023	
Fila Plus Co., Ltd.	<div><div></div>Director and their connected person hold 92.50% of shares in Fila Plus Co., Ltd.</div> <div><div></div>There is one common director</div> <div><div></div>The one director of the Company is the authorized person of Fila Plus Co., Ltd.</div>	<div><div></div>Sell vegetable oil to Fila Plus Co., Ltd. to be resold to employees as welfare.</div>	<div>Sales -</div> <div>Trade Receivable -</div>	<div>๓Sales -</div> <div>Trade Receivable -</div>	Sales - <div>Trade Receivable -</div>	<div><div></div>No long-term contract. One time order.</div> <div><div></div>The selling price to Fila Plus Co., Ltd is similar to the price offered to wholesale customers for welfare, therefore, no long-term contract and one-time order.</div>

Part

3

Financial Statements



Thai Vegetable Oil Public Company Limited
and its subsidiary
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of Thai Vegetable Oil Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Thai Vegetable Oil Public Company Limited and its subsidiary (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Thai Vegetable Oil Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thai Vegetable Oil Public Company Limited and its subsidiary and of Thai Vegetable Oil Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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

Key audit matter and how audit procedures respond for the matter are describe below.

Revenue recognition from sales of goods

Revenue from sales is considered to be a significant account because the amounts recorded directly impact the Company's annual profit and loss. Moreover, the Company has numerous customers in various industries which have different commercial terms and there are sales promotions and discounts to boost sales. I therefore focused on the Company's recognition of sales revenue.

I have examined the revenue recognition of the Company by assessing and testing the Company's IT system and its internal controls with respect to revenue cycle by making enquiry of responsible executive, gaining an understanding of the controls and selecting representative sample to test the operation of the designed control, and with special consideration given to expanding the scope of the testing of the internal controls which respond to the risk of revenue recognition. On a sampling basis, I also examined supporting documents for sales transactions occurring during the year and near the end of the accounting period to assess whether revenue recognition was consistent with the conditions of commercial terms, and whether it was in compliance with the Company's policy. I reviewed credit notes issued to customers after the reporting period. In addition, I performed analytical review procedures on revenue from sales and reviewed journal vouchers to detect possible irregularities in sales transactions throughout the period.

Other Information

Management is responsible for the other information. The other information comprises 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.

Isaraporn Wisutthiyan
Certified Public Accountant (Thailand) No. 7480

EY Office Limited
Bangkok: 28 February 2024

Thai Vegetable Oil Public Company Limited and its subsidiary

Statement of financial position

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Assets					
Current assets					
Cash and cash equivalents	7	409,041,873	334,421,120	99,262,740	68,950,393
Trade and other receivables	8	1,587,160,823	1,491,386,298	1,527,495,634	1,436,311,039
Inventories	9	6,625,521,800	12,163,248,302	6,550,013,311	12,044,273,429
Other current financial assets	10	227,970,556	864,278,274	227,970,556	864,278,274
Derivative assets	29	6,271,309	1,879,850	6,271,309	1,879,850
Other current assets		30,678,879	23,461,094	29,200,761	20,282,457
Total current assets		8,886,645,240	14,878,674,938	8,440,214,311	14,435,975,442
Non-current assets					
Other non-current financial assets	10	311,692,688	306,484,993	311,692,688	306,484,993
Investment in subsidiary	11	-	-	21,500,000	21,500,000
Investment properties	12	161,961,337	-	161,961,337	-
Property, plant and equipment	13	3,660,900,319	3,087,340,989	3,468,955,019	2,876,566,166
Intangible assets	14	26,785,758	25,711,213	26,751,895	25,679,216
Deferred tax assets	22	22,819,159	116,137,309	13,527,111	106,942,742
Other non-current assets		5,270,213	3,082,692	4,545,878	2,142,528
Total non-current assets		4,189,429,474	3,538,757,196	4,008,933,928	3,339,315,645
Total assets		13,076,074,714	18,417,432,134	12,449,148,239	17,775,291,087

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

Thai Vegetable Oil Public Company Limited and its subsidiary
Statement of financial position (continued)
As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	16	2,054,650,082	7,118,664,066	2,019,908,888	7,051,751,354
Current portion of lease liabilities	17	5,157,948	5,169,434	5,157,948	5,169,434
Income tax payable		86,215,185	122,287,188	79,984,799	118,314,228
Derivative liabilities	29	36,808,594	210,118,763	36,808,594	210,118,763
Other current liabilities		215,012,947	138,709,088	212,328,814	136,971,741
Total current liabilities		2,397,844,756	7,594,948,539	2,354,189,043	7,522,325,520
Non-current liabilities					
Lease liabilities, net of current portion	17	5,421,061	10,540,966	5,421,061	10,540,966
Provision for long-term employee benefits	18	204,615,306	186,667,329	179,341,955	163,874,393
Total non-current liabilities		210,036,367	197,208,295	184,763,016	174,415,359
Total liabilities		2,607,881,123	7,792,156,834	2,538,952,059	7,696,740,879
Shareholders' equity					
Share capital	19				
Registered					
889,471,248 ordinary shares of Baht 1 each (2022: 889,472,084 ordinary shares of Baht 1 each)		889,471,248	889,472,084	889,471,248	889,472,084
Issued and fully paid up					
889,471,248 ordinary shares of Baht 1 each		889,471,248	889,471,248	889,471,248	889,471,248
Share premium		2,475,091,096	2,475,091,096	2,475,091,096	2,475,091,096
Surplus on changes in the Company's shareholding in the subsidiary		28,377,618	28,377,618	-	-
Retained earnings					
Appropriated-statutory reserve	20	103,797,205	103,797,205	88,947,208	88,947,208
Unappropriated		6,373,569,443	6,542,366,378	6,255,630,423	6,428,150,607
Other components of shareholders' equity		201,056,205	196,890,049	201,056,205	196,890,049
Equity attributable to owners of the Company		10,071,362,815	10,235,993,594	9,910,196,180	10,078,550,208
Non-controlling interests of the subsidiary		396,830,776	389,281,706	-	-
Total shareholders' equity		10,468,193,591	10,625,275,300	9,910,196,180	10,078,550,208
Total liabilities and shareholders' equity		13,076,074,714	18,417,432,134	12,449,148,239	17,775,291,087

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

Directors

Thai Vegetable Oil Public Company Limited and its subsidiary

Income statement

For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Revenues					
Sales		33,771,009,406	38,678,531,431	33,771,012,723	38,678,531,431
Sales of packing material		423,600,441	428,827,103	-	-
Total sales		34,194,609,847	39,107,358,534	33,771,012,723	38,678,531,431
Other income					
Dividend income	10, 11	42,874,631	49,491,765	48,550,631	63,939,765
Gain on exchange		-	40,723,316	-	40,723,316
Gain on derivative		225,630,960	37,455,904	225,630,960	37,455,904
Others		73,375,281	86,443,718	70,499,685	84,456,965
Total other income		341,880,872	214,114,703	344,681,276	226,575,950
Total revenues		34,536,490,719	39,321,473,237	34,115,693,999	38,905,107,381
Expenses					
Cost of sales		33,045,449,810	35,985,773,147	32,719,735,129	35,673,538,285
Selling and distribution expenses		556,941,236	613,744,473	533,635,221	590,295,858
Administrative expenses		260,609,051	280,651,303	216,758,307	239,634,653
Other expenses					
Loss on exchange		24,720,727	-	24,720,727	-
Reversal of allowance for expected credit losses	8	(17,328,594)	(5,476,560)	(17,389,462)	(8,050,142)
Reduction cost of inventories to net realisable value (reversal)	9	(280,411,377)	240,045,794	(279,867,200)	239,623,027
Loss on write-off of plant, machinery and equipment	13	8	77,290,926	8	77,290,926
Impairment loss on plant, machinery and equipment	13	766,010	89,776,288	766,010	89,776,288
Total expenses		33,590,746,871	37,281,805,371	33,198,358,740	36,902,108,895
Operating profit		945,743,848	2,039,667,866	917,335,259	2,002,998,486
Finance income		2,661,675	700,006	278,987	223,348
Finance cost		(19,718,052)	(5,811,378)	(19,392,884)	(5,457,314)
Profit before income tax expenses		928,687,471	2,034,556,494	898,221,362	1,997,764,520
Income tax expenses	22	(179,437,415)	(402,701,498)	(172,387,621)	(392,431,834)
Profit for the year		749,250,056	1,631,854,996	725,833,741	1,605,332,686
Profit attributable to:					
Equity holders of the Company		729,556,990	1,604,167,611	725,833,741	1,605,332,686
Non-controlling interests of the subsidiary		19,693,066	27,687,385		
		749,250,056	1,631,854,996		
Earnings per share					
24					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.82	1.80	0.82	1.80

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

Thai Vegetable Oil Public Company Limited and its subsidiary

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements		
	Note	2023	2022	2023	2022
Profit for the year		749,250,056	1,631,854,996	725,833,741	1,605,332,686
Other comprehensive income:					
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Gain on changes in value of investments in equity instruments designated at fair value through other comprehensive income		5,207,695	11,034,011	5,207,695	11,034,011
Less: Income tax effect	22	(1,041,539)	(2,206,801)	(1,041,539)	(2,206,801)
Other comprehensive income for the year		4,166,156	8,827,210	4,166,156	8,827,210
Total comprehensive income for the year		753,416,212	1,640,682,206	729,999,897	1,614,159,896
		-	-		
Total comprehensive income attributable to:					
Equity holders of the Company		733,723,146	1,612,994,821	729,999,897	1,614,159,896
Non-controlling interests of the subsidiary		19,693,066	27,687,385		
		753,416,212	1,640,682,206		

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

Thai Vegetable Oil Public Company Limited and its subsidiary

Statement of changes in shareholders' equity

For the year ended 31 December 2023

	Consolidated financial statements										(Unit: Baht)
	Equity attributable to owners of the Company										
	Issued and fully paid-up share capital	Share premium	Surplus on changes in the Company's shareholding in the subsidiary	Retained earnings		Other comprehensive income	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiary	Total shareholders' equity	
				Appropriated	Unappropriated						
Balance as at 1 January 2022	808,610,985	2,475,091,096	28,377,618	94,441,124	5,917,887,059	188,062,839	188,062,839	9,512,470,721	392,506,325	9,904,977,046	
Profit for the year	-	-	-	-	1,604,167,611	-	-	1,604,167,611	27,687,385	1,631,854,996	
Other comprehensive income for the year	-	-	-	-	-	8,827,210	8,827,210	8,827,210	-	8,827,210	
Total comprehensive income for the year	-	-	-	-	1,604,167,611	8,827,210	8,827,210	1,612,994,821	27,687,385	1,640,682,206	
Increase in ordinary share (Note 19, 27)	80,860,263	-	-	-	-	-	-	80,860,263	-	80,860,263	
Dividend paid (Note 27)	-	-	-	-	-	-	-	-	-	-	
Stock dividend	-	-	-	-	(80,860,263)	-	-	(80,860,263)	-	(80,860,263)	
Cash dividend	-	-	-	-	(889,471,948)	-	-	(889,471,948)	-	(889,471,948)	
Appropriation of retained earnings to statutory reserve	-	-	-	9,356,081	(9,356,081)	-	-	-	-	-	
Decrease in equity attributable to non-controlling interests of the subsidiary due to dividend payment	-	-	-	-	-	-	-	-	(30,912,004)	(30,912,004)	
Balance as at 31 December 2022	889,471,248	2,475,091,096	28,377,618	103,797,205	6,542,366,378	196,890,049	196,890,049	10,235,993,594	389,281,706	10,625,275,300	
Balance as at 1 January 2023	889,471,248	2,475,091,096	28,377,618	103,797,205	6,542,366,378	196,890,049	196,890,049	10,235,993,594	389,281,706	10,625,275,300	
Profit for the year	-	-	-	-	729,556,990	-	-	729,556,990	19,693,066	749,250,056	
Other comprehensive income for the year	-	-	-	-	-	4,166,156	4,166,156	4,166,156	-	4,166,156	
Total comprehensive income for the year	-	-	-	-	729,556,990	4,166,156	4,166,156	733,723,146	19,693,066	753,416,212	
Dividend paid (Note 27)	-	-	-	-	(898,353,925)	-	-	(898,353,925)	-	(898,353,925)	
Decrease in equity attributable to non-controlling interests of the subsidiary due to dividend payment	-	-	-	-	-	-	-	-	(12,143,996)	(12,143,996)	
Balance as at 31 December 2023	889,471,248	2,475,091,096	28,377,618	103,797,205	6,373,569,443	201,056,205	201,056,205	10,071,362,815	396,830,776	10,468,193,591	

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

Thai Vegetable Oil Public Company Limited and its subsidiary

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

Separate financial statements								(Unit: Baht)
	Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of shareholders' equity		Total shareholders' equity	
			Appropriated	Unappropriated	Other comprehensive income	Total other components of shareholders' equity		
Balance as at 1 January 2022	808,610,985	2,475,091,096	80,941,124	5,801,156,216	188,062,839	188,062,839	9,353,862,260	
Profit for the year	-	-	-	1,605,332,686	-	-	1,605,332,686	
Other comprehensive income for the year	-	-	-	-	8,827,210	8,827,210	8,827,210	
Total comprehensive income for the year	-	-	-	1,605,332,686	8,827,210	8,827,210	1,614,159,896	
Increase in ordinary share (Note 19, 27)	80,860,263	-	-	-	-	-	80,860,263	
Dividend paid (Note 27)	-	-	-	(80,860,263)	-	-	(80,860,263)	
Stock dividend	-	-	-	(889,471,948)	-	-	(889,471,948)	
Cash dividend	-	-	-	(8,006,084)	-	-	-	
Appropriation of retained earnings to statutory reserve	-	-	8,006,084	(8,006,084)	-	-	-	
Balance as at 31 December 2022	889,471,248	2,475,091,096	88,947,208	6,428,150,607	196,890,049	196,890,049	10,078,550,208	
Balance as at 1 January 2023	889,471,248	2,475,091,096	88,947,208	6,428,150,607	196,890,049	196,890,049	10,078,550,208	
Profit for the year	-	-	-	725,833,741	-	-	725,833,741	
Other comprehensive income for the year	-	-	-	-	4,166,156	4,166,156	4,166,156	
Total comprehensive income for the year	-	-	-	725,833,741	4,166,156	4,166,156	729,999,897	
Dividend paid (Note 27)	-	-	-	(898,353,925)	-	-	(898,353,925)	
Balance as at 31 December 2023	889,471,248	2,475,091,096	88,947,208	6,255,630,423	201,056,205	201,056,205	9,910,196,180	

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

Thai Vegetable Oil Public Company Limited and its subsidiary

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit before tax	928,687,471	2,034,556,494	898,221,362	1,997,764,520
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Dividend income	(42,874,631)	(49,491,765)	(48,550,631)	(63,939,765)
Gain on investments in fixed income of open-end funds	(13,119,503)	(4,822,273)	(13,119,503)	(4,822,273)
Reversal of allowance for expected credit losses	(20,464,690)	(8,127,872)	(19,015,862)	(10,640,745)
Write-off bad debts	3,136,097	2,651,312	1,626,400	2,590,603
Reduction cost of inventories to net realisable value (reversal)	(283,363,934)	240,045,794	(282,819,757)	239,623,027
Loss on write-off of inventories	2,952,557	-	2,952,557	-
Depreciation and amortisation	296,257,164	324,652,040	261,778,944	278,689,614
Loss (gain) on sales of plant, machinery and equipment	545,127	(5,040,585)	1,692,289	(4,970,493)
Loss on write-off of plant, machinery and equipment	-	77,290,917	-	77,290,917
Impairment loss on plant, machinery and equipment	766,010	89,776,288	766,010	89,776,288
Provision for long-term employee benefits	24,305,662	24,816,628	20,660,693	21,490,548
Unrealised loss (gain) on exchange	32,372,995	(60,129,266)	32,372,995	(60,129,266)
Loss (gain) on fair value adjustment of derivatives	(177,701,628)	205,169,029	(177,701,628)	205,169,029
Income from operating activities before changes in operating assets and liabilities	751,498,697	2,871,346,741	678,863,869	2,767,892,004
Operating assets decrease (increase)				
Trade and other receivables	(78,843,843)	196,947,827	(74,193,044)	209,944,619
Inventories	5,818,137,879	(5,306,859,817)	5,774,127,318	(5,276,684,627)
Other current assets	(7,217,785)	(5,031,751)	(8,918,304)	(3,066,107)
Other non-current assets	(2,187,521)	(230,497)	(2,403,350)	3,000
Operating liabilities increase (decrease)				
Trade and other payables	(5,142,000,928)	5,136,686,329	(5,109,829,410)	5,159,216,193
Other current liabilities	76,303,859	10,850,899	75,357,073	10,195,775
Provision for long-term employee benefits	(6,357,685)	(9,396,867)	(5,193,131)	(9,234,467)
Cash flows from operating activities	1,409,332,673	2,894,312,864	1,327,811,021	2,858,266,390
Cash paid for corporate income tax	(123,232,807)	(480,760,387)	(118,342,958)	(467,122,637)
Net cash flows from operating activities	1,286,099,866	2,413,552,477	1,209,468,063	2,391,143,753

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

Thai Vegetable Oil Public Company Limited and its subsidiary

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from investing activities				
Cash paid for investment in fixed income open-end funds	(4,067,000,000)	(7,527,000,000)	(4,067,000,000)	(7,527,000,000)
Cash received from sales of investments				
in fixed income open-end funds	4,716,427,221	7,307,585,556	4,716,427,221	7,307,585,556
Cash received from sales of investment in private debt instrument	-	5,000,000	-	5,000,000
Dividend received	42,874,631	49,491,765	48,550,631	63,939,765
Acquisition of property, plant and equipment	(993,568,302)	(420,808,591)	(977,934,705)	(414,801,950)
Proceeds from disposal of plant, machinery and equipment	6,571,160	23,044,384	5,423,964	22,974,292
Increase in intangible assets	(1,830,769)	(1,392,163)	(1,813,769)	(1,392,163)
Net cash flows used in investing activities	<u>(296,526,059)</u>	<u>(564,079,049)</u>	<u>(276,346,658)</u>	<u>(543,694,500)</u>
Cash flows from financing activities				
Decrease in trust receipts	-	(992,334,266)	-	(992,334,266)
Dividend paid	(897,677,667)	(889,317,549)	(897,677,667)	(889,317,549)
Dividend paid to non-controlling interests of the subsidiary	(12,143,996)	(30,912,004)	-	-
Payment of principal portion of lease liabilities	(5,131,391)	(5,364,882)	(5,131,391)	(5,364,882)
Net cash flows used in financing activities	<u>(914,953,054)</u>	<u>(1,917,928,701)</u>	<u>(902,809,058)</u>	<u>(1,887,016,697)</u>
Net increase (decrease) in cash and cash equivalents	<u>74,620,753</u>	<u>(68,455,273)</u>	<u>30,312,347</u>	<u>(39,567,444)</u>
Cash and cash equivalents at beginning of year	<u>334,421,120</u>	<u>402,876,393</u>	<u>68,950,393</u>	<u>108,517,837</u>
Cash and cash equivalents at end of year	<u>409,041,873</u>	<u>334,421,120</u>	<u>99,262,740</u>	<u>68,950,393</u>
	-	-	-	-
Supplemental cash flow information				
Non-cash items				
Increase in right-of-use assets from entering into lease agreements	-	1,115,757	-	1,115,757
Accounts payable for purchasing of fixed assets	76,491,596	31,155,994	76,491,596	31,155,994
Transfers from property, plant and equipment to investment properties	161,961,337	-	161,961,337	-
Transfers from property, plant and equipment to intangible assets	5,978,732	-	5,978,732	-
Stock dividend paid	-	80,860,263	-	80,860,263
Dividend payables	14,210,324	13,514,066	14,210,324	13,514,066

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

Thai Vegetable Oil Public Company Limited and its subsidiary
Notes to consolidated financial statements
For the year ended 31 December 2023

1. General information

Thai Vegetable Oil Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution of soy meal and soybean oil. The registered office of the Company is at 149 Ratchadapisek Road (Thapra-Taksin), Bukkhalow, Thonburi, Bangkok and its factory is located in Nakhon Pathom Province.

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, 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 Vegetable Oil Public Company Limited (“the Company”) and the following subsidiary company (“the subsidiary”) (collectively as “the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2023</u>	<u>2022</u>
Prodigy Public Company Limited	Manufacture and distribution of packaging products	Thailand	32	32

- b) The Company is deemed to have control over an investee or subsidiary 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) Subsidiary is fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiary are prepared using the same significant policies as the Company.

- e) Material balances and transactions between the Company and its subsidiary have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiary 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 subsidiary under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts to customers.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset net of the allowance for expected credit loss (if any).

Dividend income

Dividend income is recognised when the right to receive the dividends is established.

Finance cost

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

4.2 Cash and cash equivalents

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

4.3 Inventories

Finished goods are valued at the lower of cost (under the weighted average method) and net realisable value. The cost of inventories includes all production costs of raw materials, wages and attributable factory overheads.

Raw materials and other material supplies are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

4.4 Investment in subsidiary

Investment in subsidiary is accounted for in the separate financial statements using the cost method.

4.5 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).

No depreciation is provided on investment properties which is land.

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.

4.6 Property, plant and equipment/Depreciation

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

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

Buildings	- 20 years
Building improvement	- 5 years and 20 years
Machinery and equipment	- 2 - 10 years
Factory tools and equipment	- 5 years
Furniture and fixtures	- 3 years and 5 years
Motor vehicles	- 5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under 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 is included in profit or loss when the asset is derecognised.

4.7 Intangible assets

Intangible assets are initially recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

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

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3, 5, 10 years

4.8 Leases

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

The Group as a lessee

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

Right-of-use assets

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

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

Motor vehicles	5	years
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Right-of-use assets are presented as part of property, plant and equipment in the statement of financial position.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term, which discounted by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made and is remeasured if there is a change in the lease contracts.

Short-term leases and leases of low-value assets

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

4.9 Related party transactions

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

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

4.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

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

Gains and losses on exchange are included in determining income.

4.11 Impairment of assets non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of their property, plant and equipment, right-of-use asset and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. 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.

4.12 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

The Company and the subsidiary and their employees have jointly established provident funds. The funds are monthly contributed by employees and by the Company and the subsidiary. The funds' assets are held in separate trust funds and the Company and the subsidiary contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the Projected Unit Credit Method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

4.13 Provisions

Provisions are recognised when the Group has 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.

4.14 Income tax

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

Current income 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 Group recognises 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 Group reviews and reduces 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 Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.15 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

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

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

Classification and measurement of financial liabilities

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

Regular way purchases and sales of financial assets

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Group commits to purchase or sell the asset.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

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

Impairment of financial assets

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

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.16 Derivatives

The Company's derivatives consist of forward exchange contracts and commodity swap agreements.

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

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

4.17 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 Group applies 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 Group measures 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 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 Group determines 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:

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

The management of the Company determined that the Company has control over Prodigy Public Company Limited, even though the Company holds 32% of shares and voting rights that is less than half of shares and voting rights. This is because the Company is a major shareholder and has the ability to direct the significant activities, while other shareholders are only minor shareholders. As a result, Prodigy 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.

Allowance for expected credit losses of trade receivables

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

Allowance for diminution in value of inventory

The determination of allowances for diminution in the value of inventory, requires management to make judgements and estimates. The allowance for decline in net realisable value is estimated based on the selling price expected in the ordinary course of business less the estimated costs to complete the sales.

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Property, plant and equipment/Depreciation

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

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

Post-employment benefits under defined benefit plans

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

6. Related party transactions

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

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
<u>Transactions with subsidiary</u>					
(eliminated from the consolidated financial statements)					
Purchases of packing materials	-	-	208	328	Normal prices charged to ordinary customers
Service expense	-	-	-	0.3	Reference to market price
<u>Transactions with related companies</u>					
Sales of goods by the Company	5	16	5	16	Normal prices charged to ordinary customers
Sales of goods by subsidiary	44	49	-	-	Normal prices charged to ordinary customers
Purchase of machinery	13	1	13	1	Reference to market price

The balances of the accounts as at 31 December 2023 and 2022 between the Group and those related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade receivables - related parties (Note 8)</u>				
Related companies (related by common directors or shareholders)	5,417	5,798	396	1,447
Total trade receivables - related parties	<u>5,417</u>	<u>5,798</u>	<u>396</u>	<u>1,447</u>
<u>Trade payable - related party (Note 16)</u>				
Subsidiary	-	-	37,521	40,607
Total trade payable - related party	<u>-</u>	<u>-</u>	<u>37,521</u>	<u>40,607</u>

Directors and management's benefits

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	75	88	58	71
Post-employment benefits	5	6	5	6
Total	<u>80</u>	<u>94</u>	<u>63</u>	<u>77</u>

(Unit: Million Baht)

7. Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash	479	482	409	412
Bank deposits	408,563	333,939	98,854	68,538
Total	<u>409,042</u>	<u>334,421</u>	<u>99,263</u>	<u>68,950</u>

(Unit: Thousand Baht)

As at 31 December 2023, bank deposits in saving accounts and fixed account carried interests between 0.15 and 1.60 percent per annum (2022: between 0.10 and 1.00 percent per annum).

8. Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	5,417	5,798	396	1,447
Total trade receivables - related parties (Note 6)	<u>5,417</u>	<u>5,798</u>	<u>396</u>	<u>1,447</u>

(Unit: Thousand Baht)

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	1,321,595	1,260,494	1,299,486	1,239,392
Past due				
Not over 3 months	243,130	236,922	211,208	209,218
3 - 6 months	471	1,760	-	-
6 - 12 months	637	9	-	-
Over 12 months	75,621	83,169	62,272	67,438
Returned cheques	6,354	6,710	-	-
Total	1,647,808	1,589,064	1,572,966	1,516,048
Less: Allowance for expected credit losses	(86,372)	(106,836)	(65,524)	(84,541)
Total trade receivables - unrelated parties, net	1,561,436	1,482,228	1,507,442	1,431,507
Total trade receivables - net	1,566,853	1,488,026	1,507,838	1,432,954

Other receivables

Other receivables	18,685	148	18,035	145
Accrued income	1,623	3,212	1,623	3,212
Total other receivables	20,308	3,360	19,658	3,357
Trade and other receivables - net	1,587,161	1,491,386	1,527,496	1,436,311

Set out below is the movement in the allowance for expected credit losses of trade receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	106,836	114,964	84,541	95,181
Provision for expected credit losses increase (decrease)	(13,501)	3,961	(14,282)	(5,575)
Amount written off	(3,136)	(2,651)	(1,626)	(2,590)
Amount recovered	(3,828)	(9,438)	(3,108)	(2,475)
Ending balance	86,371	106,836	65,525	84,541

9. Inventories

(Unit: Thousand Baht)

Consolidated financial statements						
	Cost		Reduce cost to net realisable value		Inventories-net	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Raw materials	3,435,775	2,818,952	-	-	3,435,775	2,818,952
Finished goods	1,472,066	2,827,843	(340)	(280,751)	1,471,726	2,547,092
Material supplies	202,494	212,129	(9,898)	(12,851)	192,596	199,278
Raw materials in transit	1,525,425	6,597,926	-	-	1,525,425	6,597,926
Total	<u>6,635,760</u>	<u>12,456,850</u>	<u>(10,238)</u>	<u>(293,602)</u>	<u>6,625,522</u>	<u>12,163,248</u>

(Unit: Thousand Baht)

Separate financial statements						
	Cost		Reduce cost to net realisable value		Inventories-net	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Raw materials	3,405,923	2,751,526	-	-	3,405,923	2,751,526
Finished goods	1,440,174	2,790,203	-	(279,867)	1,440,174	2,510,336
Material supplies	188,389	197,336	(9,898)	(12,851)	178,491	184,485
Raw materials in transit	1,525,425	6,597,926	-	-	1,525,425	6,597,926
Total	<u>6,559,911</u>	<u>12,336,991</u>	<u>(9,898)</u>	<u>(292,718)</u>	<u>6,550,013</u>	<u>12,044,273</u>

During the current year, the Group reversed the write-down of cost of inventories by Baht 280 million (2022: Baht 54 million) (The Company only: Baht 280 million, 2022: Baht 53 million), and reduced the amount of inventories recognised as expenses during the year. During 2022, the Group reduced cost of inventories by Baht 294 million (The Company only 2022: Baht 293 million) (2023: Nil), to reflect the net realisable value. This was included in cost of sales.

10. Other financial assets

		(Unit: Thousand Baht)	
		Consolidated/Separate financial statements	
		<u>2023</u>	<u>2022</u>
<u>Other current financial assets</u>			
Debt instruments at FVTPL (Note 29)			
Investment in fixed income open-end funds		227,971	864,278
Total other current financial assets		<u>227,971</u>	<u>864,278</u>
<u>Other non-current financial assets</u>			
Equity instruments designated at FVOCI (Note 29)			
Equity instruments of listed companies		13,654	14,007
Equity instruments of non-listed companies			
Thai Edible Oil Company Limited		297,939	292,378
Others		100	100
Total other non-current financial assets		<u>311,693</u>	<u>306,485</u>

Equity instruments designated at FVOCI include listed and non-listed equity investments which the Group considers these investments to be strategic in nature.

During 2023, the Company received dividends from Thai Edible Oil Company Limited amount of Baht 42 million (2022: Baht 49 million).

11. Investment in subsidiary

11.1 Details of investment in subsidiary, which is investment in ordinary shares, as presented in separate financial statements are as follows:

		(Unit: Thousand Baht)						
Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)				
Prodigy Public Company Limited	148,500	148,500	32	32	<u>21,500</u>	<u>21,500</u>	<u>5,676</u>	<u>14,448</u>

In addition, during 2022, the Company received stock dividend from its subsidiary in form of ordinary shares at the rate of 1 dividend share for every 10 existing shares, consisting of 8.6 ordinary shares with a par value of Baht 0.50 per share, totaling of Baht 4.3 million.

11.2 Details of investment in subsidiary that has 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/loss allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(%)	(%)						
Prodigy Public Company Limited	68	68	397	389	20	28	12	31

In addition, during 2022, the subsidiary paid stock dividend to non-controlling interests in form of ordinary shares at the rate of 1 dividend share for every 10 existing shares, consisting of 18.4 ordinary shares with a par value of Baht 0.50 per share, totaling of Baht 9.2 million.

11.3 Summarised financial information that based on amounts before inter-company elimination about subsidiary that has material non-controlling.

Summarised information about financial position of Prodigy Public Company Limited

(Unit: Million Baht)

	<u>2023</u>	<u>2022</u>
Current assets	484	484
Non-current assets	217	236
Current liabilities	81	113
Non-current liabilities	25	23

Summarised information about comprehensive income of Prodigy Public Company Limited

(Unit: Million Baht)

For the years ended 31 December

	<u>2023</u>	<u>2022</u>
Revenue	634	760
Profit	29	41
Other comprehensive income	-	-
Total comprehensive income	29	41

Summarised information about cash flow of Prodigy Public Company Limited

	(Unit: Million Baht)	
	For the years ended 31 December	
	<u>2023</u>	<u>2022</u>
Cash flow from operating activities	76	22
Cash flow used in investing activities	(14)	(6)
Cash flow used in financing activities	(18)	(45)
Net increase (decrease) in cash and cash equivalents	<u>44</u>	<u>(29)</u>

12. Investment properties

A reconciliation of the net book value of investment properties for the years ended 31 December 2023 and 2022 is presented below.

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	-	-
Transferred from property, plant and equipment	161,961	-
Net book value at end of year	<u>161,961</u>	<u>-</u>

On 24 November 2023, the Company's Board of Directors passed a resolution to approve the lease out of some plots of land which have the book value of Baht 162 million. The Company, therefore, reclassified those lands from property, plant and equipment to the investment properties.

The management of the Group believes that the fair value of investment properties is close to the book value because the lands acquisition cost is close to the current market value.

13. Property, plant and equipment

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	<u>2023</u>	<u>2022</u>
Net book value:		
Property, plant and equipment	3,650,818	3,072,101
Right-of-use assets (Note 17)	10,082	15,240
Total	<u>3,660,900</u>	<u>3,087,341</u>

Movements of property, plant and equipment for the years ended 31 December 2023 and 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land and land improvement	Factory and improvement	Machinery and equipment	Factory tools and equipment	Furniture and Fixtures	Motor vehicles	Assets under construction
							Total
Cost:							
1 January 2022	678,221	1,838,442	4,611,405	573,821	157,879	149,859	8,338,953
Additions	-	2,350	66,660	39,509	3,360	9,239	443,170
Disposals/written off	-	(57,363)	(377,680)	(21,149)	(6,384)	(22,411)	(484,987)
Transfers in (out)	8,190	173,913	109,465	12,374	15,491	6	(319,439)
31 December 2022	686,411	1,957,342	4,409,850	604,555	170,346	136,693	8,297,136
Additions	153,953	3,307	22,642	25,979	8,873	654	1,038,904
Disposals/written off	-	(3,047)	(190,670)	(24,646)	(17,744)	(1,822)	(237,929)
Transfers in (out)	(161,961)	143,067	129,306	3,605	934	-	(282,891)
31 December 2023	678,403	2,100,669	4,371,128	609,493	162,409	135,525	8,930,171
Accumulated depreciation:							
1 January 2022	-	1,024,679	3,454,193	481,169	131,438	120,706	5,212,185
Depreciation for the year	-	77,187	175,378	38,889	10,092	10,386	311,932
Depreciation on disposals/written off	-	(51,203)	(288,923)	(21,131)	(6,333)	(21,268)	(388,858)
31 December 2022	-	1,050,663	3,340,648	498,927	135,197	109,824	5,135,259
Depreciation for the year	-	80,121	144,946	38,062	12,319	8,917	284,365
Depreciation on disposals/written off	-	(2,435)	(184,917)	(24,431)	(17,714)	(1,316)	(230,813)
31 December 2023	-	1,128,349	3,300,677	512,558	129,802	117,425	5,188,811

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land and land improvement	Factory and improvement	Machinery and equipment	Factory tools and equipment	Furniture and fixtures	Motor vehicles	Assets under construction
							Total
Allowance for impairment loss:							
1 January 2022	-	681	-	55	98	-	834
Written off	-	(681)	-	(55)	(98)	-	(834)
Impairment loss for the year	-	-	88,790	748	238	-	89,776
31 December 2022	-	-	88,790	748	238	-	89,776
Impairment loss for the year	-	-	766	-	-	-	766
31 December 2023	-	-	89,556	748	238	-	90,542
Net book value:							
31 December 2022	686,411	906,679	980,412	104,880	34,911	26,869	3,072,101
31 December 2023	678,403	972,320	980,895	96,187	32,369	18,100	3,650,818
Depreciation for the year							
2022 (Baht 292 million included in manufacturing cost, and the balance in selling and administrative expenses)							311,932
2023 (Baht 266 million included in manufacturing cost, and the balance in selling and administrative expenses)							284,365

	Separate financial statements							(Unit: Thousand Baht)
	Land and land improvement	Factory and improvement	Machinery and equipment	Factory tools and equipment	Furniture and fixtures	Motor vehicles	Assets under construction	Total
Cost:								
1 January 2022	632,915	1,699,996	3,860,823	356,366	151,050	137,981	329,033	7,168,164
Additions	-	2,349	66,660	36,724	3,293	6,470	321,667	437,163
Disposals/written off	-	(57,363)	(377,680)	(20,962)	(6,384)	(22,412)	-	(484,801)
Transfers in (out)	8,189	173,913	109,465	12,374	15,492	6	(319,439)	-
31 December 2022	641,104	1,818,895	3,659,268	384,502	163,451	122,045	331,261	7,120,526
Additions	153,953	3,307	22,642	18,680	8,770	654	815,264	1,023,270
Disposals/written off	-	(3,047)	(78,160)	(17,382)	(17,744)	(1,822)	-	(118,155)
Transfers in (out)	(161,961)	143,067	128,876	1,435	934	-	(280,291)	(167,940)
31 December 2023	633,096	1,962,222	3,732,626	387,235	155,411	120,877	866,234	7,857,701
Accumulated depreciation:								
1 January 2022	-	954,550	2,801,465	297,284	126,274	112,540	-	4,292,113
Depreciation for the year	-	71,346	151,059	25,280	9,619	8,679	-	265,983
Depreciation on disposals/written off	-	(51,203)	(288,923)	(20,944)	(6,333)	(21,269)	-	(388,672)
31 December 2022	-	974,693	2,663,601	301,620	129,560	99,950	-	4,169,424
Depreciation for the year	-	74,315	128,760	27,511	11,845	7,470	-	249,901
Depreciation on disposals/written off	-	(2,435)	(72,407)	(17,167)	(17,714)	(1,316)	-	(111,039)
31 December 2023	-	1,046,573	2,719,954	311,964	123,691	106,104	-	4,308,286

(Unit: Thousand Baht)

	Separate financial statements							Total
	Land and land improvement	Factory and improvement	Machinery and equipment	Factory tools and equipment	Furniture and fixtures	Motor vehicles	Assets under construction	
Allowance for impairment loss:								
1 January 2022	-	681	-	55	98	-	-	834
Written off	-	(681)	-	(55)	(98)	-	-	(834)
Impairment loss for the year	-	-	88,790	748	238	-	-	89,776
31 December 2022	-	-	88,790	748	238	-	-	89,776
Impairment loss for the year	-	-	766	-	-	-	-	766
31 December 2023	-	-	89,556	748	238	-	-	90,542
Net book value:								
31 December 2022	641,104	844,202	906,877	82,134	33,653	22,095	331,261	2,861,326
31 December 2023	633,096	915,649	923,116	74,523	31,482	14,773	866,234	3,458,873
Depreciation for the year								
2022 (Baht 254 million included in manufacturing cost, and the balance in selling and administrative expenses)								265,983
2023 (Baht 239 million included in manufacturing cost, and the balance in selling and administrative expenses)								249,901

As at 31 December 2023, certain plant, machinery and equipment items of the Group has been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 3,841 million (2022: Baht 3,625 million) (The Company only: Baht 3,150 million, 2022: Baht 2,906 million)

During 2022, the Company's Board of Directors approved a partial improvement on factories. Therefore, the Company wrote-off the factory buildings that were demolished and unusable machinery and equipment with net book value of Baht 92 million and recognised loss on write-off plant, machinery and equipment of Baht 77 million in the income statement, and set aside an allowance for impairment loss on machinery and equipment that were granted promotional privileges by the Board of Investment as described in Note 23 of Baht 90 million due to stop using them.

14. Intangible assets - computer software

The net book value of intangible assets as at 31 December 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cost	98,746	91,233	98,101	90,605
Less: Accumulated amortisation	(71,960)	(65,522)	(71,349)	(64,926)
Net book value	26,786	25,711	26,752	25,679

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	25,711	31,948	25,679	31,902
Acquisition of computer software	1,831	1,392	1,814	1,392
Transfers from property, plant and equipment	5,979	-	5,979	-
Amortisation	(6,735)	(7,629)	(6,720)	(7,615)
Net book value at end of year	26,786	25,711	26,752	25,679

15. Credit facilities of bank overdrafts, short-term loans from financial institutions and trust receipts

Trust receipts of the Company were charged interest at the rate of THOR plus with incremental interest rate per annum.

The agreements for the credit facilities obtained from banks and financial institutions contain covenants with which the Group must comply. These relate to, among other things, the maintenance of certain financial ratios, and restrictions on the creation of lien or encumbrance over their assets.

16. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade payables - related party (Note 6)	-	-	37,521	40,607
Trade payables - unrelated parties	1,634,477	6,707,145	1,572,736	6,612,040
Other payables - unrelated parties	203,974	221,081	199,687	216,102
Accrued expenses	216,199	190,438	209,965	183,002
Total trade and other payables	<u>2,054,650</u>	<u>7,118,664</u>	<u>2,019,909</u>	<u>7,051,751</u>

17. Leases

The Company as a lessee

The Company has lease contracts for assets used in its operations such as motor vehicles. Leases generally have lease terms of 5 years.

17.1 Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand)	
	Consolidated/Separate financial statements	
	Motor vehicles	
	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	15,240	19,215
Additions	-	1,116
Depreciation for the year	(5,158)	(5,091)
Net book value at end of year	<u>10,082</u>	<u>15,240</u>

17.2 Lease liabilities

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	<u>2023</u>	<u>2022</u>
Lease payments	10,916	16,413
Less: Deferred interest expenses	(337)	(703)
Total	10,579	15,710
Less: Portion due within one year	(5,158)	(5,169)
Lease liabilities - net of current portion	<u>5,421</u>	<u>10,541</u>

17.3 Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	2023	2022
Depreciation expense of right-of-use assets	5,158	5,091
Interest expense on lease liabilities	365	497

18. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the Group, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Provisions for long-term employee				
benefits at beginning of year	186,667	171,248	163,874	151,618
Included in profit or loss:				
Current service cost	20,651	21,563	17,549	18,713
Interest cost	3,655	3,253	3,112	2,777
Benefits paid during the year	(6,358)	(9,397)	(5,193)	(9,234)
Provisions for long-term employee				
benefits at end of year	204,615	186,667	179,342	163,874

The Group expects to pay Baht 12.0 million of long-term employee benefits during the next year (2022: Baht 17.9 million) (The Company only: Baht 11.8 million, 2022: Baht 16.6 million).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit of the Company is 14 years (2022: 14 years) and of its subsidiary is 14 years (2022: 14 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rate	2.3, 2.4	2.3, 2.4	2.3	2.3
Salary increase rate	3.7 - 6.0	3.7 - 6.0	4.0 - 6.0	4.0 - 6.0
Turnover rate	0 - 20	0 - 20	0 - 20	0 - 20

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Million Baht)

	As at 31 December 2023			
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(16.6)	19.1	(14.1)	16.2
Salary increase rate	22.4	(19.7)	19.0	(16.7)
	<u>Increase 10 - 20%</u>	<u>Decrease 10 - 20%</u>	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(8.7)	9.8	(8.1)	9.1

(Unit: Million Baht)

	As at 31 December 2022			
	Consolidated financial statements		Separate financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(16.1)	18.5	(13.8)	15.8
Salary increase rate	19.8	(17.5)	16.9	(14.9)
	<u>Increase 10 - 20%</u>	<u>Decrease 10 - 20%</u>	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(7.6)	8.5	(7.0)	7.8

19. Share capital

On 23 September 2022, the Extraordinary General Meeting of the Company's shareholders approved an increase in the Company's registered share capital of Baht 81 million, consisting of 81 million shares with the par value of Baht 1 per share, to support the stock dividend payment as described in Note 27 to the financial statements. The Company registered the increase in its registered share capital with the Ministry of Commerce in September 2022. After the capital increase, the Company's registered share capital is Baht 889 million, consisting of 889 million shares with the par value of Baht 1 per share.

On 7 October 2022, the Company registered the increase in its paid-up share capital of Baht 81 million with the Ministry of Commerce. These additional shares of the Company were traded in The Stock Exchange of Thailand (SET) from 11 October 2022.

20. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

21. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Salaries and wages and other employee benefits	695,132	734,295	602,024	639,441
Depreciation and amortisation	296,257	324,652	261,779	278,690
Promotion expenses	18,916	38,286	18,916	38,286
Transportation expenses	229,371	198,073	216,479	185,394
Raw materials and consumables used	30,406,672	35,863,144	30,111,301	35,483,272
Purchase of finished goods	154,787	402,431	100,354	315,264
Changes in inventories of finished goods	1,355,777	(1,332,672)	1,350,029	(1,320,392)

22. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current income tax:				
Current income tax charge	87,161	505,789	80,014	494,300
Deferred tax:				
Relating to origination and reversal of temporary differences	92,276	(103,088)	92,374	(101,868)
Income tax expenses reported in profit or loss	<u>179,437</u>	<u>402,701</u>	<u>172,388</u>	<u>392,432</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax on gain on changes in fair value of investment measured at FVOCI	1,042	2,207	1,042	2,207
Total	<u>1,042</u>	<u>2,207</u>	<u>1,042</u>	<u>2,207</u>

The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Accounting profit before tax	<u>928,687</u>	<u>2,034,556</u>	<u>898,221</u>	<u>1,997,765</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	185,738	406,911	179,644	399,553
Recognised deferred tax assets of previous year	-	(7,137)	-	(7,137)
Effects of:				
Eliminate of related transactions	(39)	(69)	-	-
Non-taxable income and expenses	6,529	17,114	6,492	16,907
Additional expense deductions allowed	(4,042)	(4,440)	(3,864)	(4,323)
Exemption of income	(8,575)	(9,898)	(9,710)	(12,788)
Others	(174)	220	(174)	220
Total	<u>(6,301)</u>	<u>2,927</u>	<u>(7,256)</u>	<u>16</u>
Income tax expenses reported in profit or loss	<u>179,437</u>	<u>402,701</u>	<u>172,388</u>	<u>392,432</u>

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

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax assets				
Allowance for diminution in value of inventories	2,049	58,721	1,980	58,544
Reserve for sales promotion	4,987	5,780	4,987	5,780
Loss on fair value adjustment of derivatives	6,107	41,648	6,107	41,648
Provision for long-term employee benefits	40,922	37,333	35,868	32,775
Allowance for expected credit losses on trade receivables	6,816	9,962	2,647	5,503
Loss from promotional operation	12,182	12,182	12,182	12,182
Others	99	-	99	-
Total deferred tax assets	<u>73,162</u>	<u>165,626</u>	<u>63,870</u>	<u>156,432</u>
Deferred tax liabilities				
Gain on fair value adjustment on investments	(50,343)	(49,415)	(50,343)	(49,415)
Others	-	(74)	-	(74)
Total deferred tax liabilities	<u>(50,343)</u>	<u>(49,489)</u>	<u>(50,343)</u>	<u>(49,489)</u>
Net deferred tax assets	<u>22,819</u>	<u>116,137</u>	<u>13,527</u>	<u>106,943</u>

23. Promotional privileges

23.1 The Company has been granted promotional privileges by the Board of Investment for the production of an ingredient mix for animal feed, pursuant to the promotion certificate No. 63-1042-1-00-1-0, issued on 26 May 2020. Subject to certain imposed conditions, the privileges include exemptions from import duty on approved machinery in group of ingredient mix for animal feed and exemption from corporate income tax on profits from the promoted activities of the production of ingredient mix for animal feed for a period of 3 years commencing from the date of the first sales.

The Company has ceased its promotional operation in 2022. The promotional privileges related to the exemption from corporate income tax was expired on 4 November 2023.

23.2 The Company has been granted promotional privileges by the Board of Investment for the production of producing crude soybean oil, purified soybean oil, and ingredient mix for animal feed, pursuant to the promotion certificate No. 66-1320-2-00-1-0, issued on 28 September 2023. Subject to certain imposed conditions, the privileges include exemptions from import duty on approved machinery, as approved by the committee, and exemption from corporate income tax on profits from the promoted activities for 5 years commencing from the date of the first sales.

24. Earnings per share

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

25. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and have three reportable segments as follows:

- The manufacture and distribution of products from soybean segment, which is a manufacture and distribution of soy meal and soybean oil.
- The manufacture and distribution of packaging products.
- Other segment, which is a distribution of consumer products

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

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Geographic information

The Group operates in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year 2023, the Company has 17.2 percent (2022: 25.3 percent) of total sales from one major customer, arising from sales by the manufacture and distribution of products from soybean segment.

Revenue, profit and total assets information

The following table present revenue, profit and total assets information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Million Baht)

For the year ended 31 December**Revenue**

	Manufacture and distribution of products from soybean		Manufacture and distribution of packaging products		Others		Total reportable segments		Adjustments and eliminations		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Revenue from external customers	33,646	38,476	424	429	125	202	34,195	39,107	-	-	34,195	39,107
Inter-segment	-	-	208	328	-	-	208	328	(208)	(328)	-	-
Total sales	33,646	38,476	632	757	125	202	34,403	39,435	(208)	(328)	34,195	39,107

Segment profit

Unallocated income (expenses):

Other income	1,034	2,953	98	117	18	52	1,150	3,122	-	-	1,150	3,122
Finance income											116	136
Selling and administrative expenses											3	1
Reversal of allowance for expected credit losses											(818)	(894)
Reversal of reduction cost of inventories to net realisable value (reduction)											17	5
Loss (gain) on exchange											280	(240)
Gain on derivatives											(25)	41
Loss on write-off of plant, machinery and equipment											226	37
Impairment loss on plant, machinery and equipment											-	(77)
Finance cost											(1)	(90)
Profit before income tax expenses											(20)	(6)
Income tax expenses											928	2,035
Profit for the year											(179)	(403)
											749	1,632

Segment total assets

	12,363	17,684	701	720	86	90	13,150	18,494	(74)	(77)	13,076	18,417
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26. Provident fund

The Company and its employees and the subsidiary and its employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The employees, the Company and its subsidiary contributed to the funds monthly at the rate of 3 - 7 percent of basic salary (2022: 3 - 5 percent). The Company's fund managed by MFC Asset Management Public Company Limited and the subsidiary's fund is managed BBL Asset Management Company Limited. The Funds will be paid to employees upon termination in accordance with the funds' rules. For the year 2023, the contributions of the Company amounting to approximately Baht 16 million (2022: Baht 12 million) and the contributions of the subsidiary amounting to Baht 1 million (2022: Baht 1 million) were recognised as expenses.

27. Dividends

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Dividends for 2022	The Annual General Meeting of the Company's shareholders on 28 April 2023	756,039	0.85
Interim dividends for 2023	The Extraordinary General Meeting of the Company's shareholders on 11 August 2023	142,315	0.16
Total dividends for the year 2023		898,354	1.01
Dividends for 2021	The Annual General Meeting of the Company's shareholders on 22 April 2021	727,750	0.90
Interim dividends for 2022	The Extraordinary General Meeting of the Company's shareholders on 23 September 2022		
Stock dividend		80,860	0.10
Cash dividend		161,722	0.20
Total dividends for the year 2022		970,332	1.20

28. Commitments and contingent liabilities**28.1 Capital commitments**

As at 31 December 2023, the Group had capital commitments of approximately Baht 714 million and USD 0.1 million (2022: Baht 550 million) relating to the construction of factory, acquisition of machinery and factory tools and equipment (The Company only: Baht 714 million, 2022: Baht 548 million).

28.2 Guarantees

As at 31 December 2023, there were outstanding bank guarantees of approximately Baht 42 million (2022: Baht 36 million) issued by banks on behalf of the Company and its subsidiary in respect of certain performance bonds as required in the normal course of business of the Company and the subsidiary (The Company only: Baht 33 million, 2022: Baht 26 million). The bank guarantees are related to guarantee electricity use.

28.3 Long-term Service commitments

As at 31 December 2023, the Company had commitments to pay in the future totaling Baht 7 million (2022: Baht 8 million) under various service agreements. The terms of service agreements are generally between 1 - 5 years.

29. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)				
As at 31 December 2023				
Consolidated/Separate financial statements				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
<i>Financial assets measured at FVTPL</i>				
Investments in fixed income open-end funds	-	228	-	228
<i>Financial assets measured at FVOCI</i>				
Investments in equity instruments of listed companies	14	-	-	14
Investments in equity instruments of non-listed companies	-	-	298	298
<i>Derivatives</i>				
Foreign currency forward contracts	-	6	-	6
Liabilities measured at fair value				
<i>Derivatives</i>				
Foreign currency forward contracts	-	37	-	37
Assets for which fair value are disclosed				
Investment properties	-	-	162	162

(Unit: Million Baht)

	As at 31 December 2022			
	Consolidated/Separate financial statements			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
<i>Financial assets measured at FVTPL</i>				
Investments in fixed income open-end funds	-	864	-	864
<i>Financial assets measured at FVOCI</i>				
Investments in equity instruments of listed companies	14	-	-	14
Investments in equity instruments of non-listed companies	-	-	292	292
<i>Derivatives</i>				
Commodity swap contracts	-	2	-	2
Liabilities measured at fair value				
<i>Derivatives</i>				
Foreign currency forward contracts	-	210	-	210

During the current year, there were no transfers within the fair value hierarchy.

Reconciliation of recurring fair value measurements categorised within Level 3 of the fair value hierarchy

	(Unit: Thousand Baht)	
	Consolidated / Separate financial statements	
	Investments in equity instruments of non-listed companies	
Balance as at 1 January 2023	292,478	
Gain recognised into other comprehensive income	5,561	
Balance as at 31 December 2023	298,039	

Valuation techniques and inputs to Level 2 valuation

Investments in fixed income open-end funds are stated at fair value using inputs of Level 2 which is use of other observable inputs for such assets or liabilities, whether directly or indirectly. Such fair value of investments in fixed income open-end funds has been determined by using the net asset value as published by the Asset Management.

The fair value of derivatives has been determined by using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies, interest rate yield curves and commodity price yield curves.

Valuation techniques and inputs to Level 3 valuation

The fair value of investment in equity instruments of non-listed companies has been determined by analysis and considering change in the invested companies' financial position and operation performance, including other several factors.

30. Financial instruments

30.1 Derivatives

Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 1 to 12 months.

30.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade receivables, investments, trade payables and trust receipts. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade receivables, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the outstanding trade receivables are regularly monitored and the Company does not have high concentrations of credit risk since it has a large customer base in various businesses and the majority of customers are credit worthy customers.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by product type and customer rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions in accordance with the Group policy by making investments only with approved counterparties and within limits assigned to each counterparty. Counterparty limits are reviewed by the Company's Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are three types of market risk comprising interest rate risk, commodity price risk and foreign currency risk.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to their cash at banks and trust receipts. However, most of the Group's financial assets and liabilities are short-term and bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal. The detail of cash at banks and trust receipts are set out in the Note 7 and 15 to the financial statements.

Commodity price risk

The Company is exposed to the price volatility of soybean which is major raw material of the Company's production and the fluctuation in soybean meal and soy oil price which are major products of the Company. In order to manage risk on the fluctuation in gross profit margin, the Company has entered into short-term commodity swap agreement and commodity option agreement with banks and counterparties to hedge such risk. Gain or loss is recognised in the statement of income when the contracts are settled or expired.

The Company has no commodity swap and commodity option contract as at 31 December 2023.

The Company had outstanding of commodity swap agreements as at 31 December 2022 as listed below.

Consolidated/Separate financial statements			
Commodity swap contracts	Maturity	Notional amount	Net fair value gain (loss)
		(Million USD)	(Million Baht)
Received Fixed price - Paid Floating price	February 2023	2	2

Foreign currency risk

The Group's exposure to foreign currency risk relates primarily to purchases of major raw materials and machinery and sales of goods which are denominated in foreign currencies.

As at 31 December 2023 and 2022, the balances of financial assets and liabilities denominated in foreign currencies of the Company are summarised as follows:

Foreign currencies	Financial assets		Financial liabilities		Average exchange rate as at 31 December	
	2023	2022	2023	2022	2023	2022
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	1.9	2.3	43	187.8	34.2233	34.5624
Euro	-	-	-	0.1	38.0334	36.8274

The Company seeks to mitigate this risk by entering into forward exchange contracts, which are mature within one year in order to hedge the foreign exchange risk.

The outstanding forward exchange contracts as at 31 December 2023 and 2022 are summarised as follows.

Consolidated/Separate financial statements as at 31 December 2023

Foreign currencies	Amount	Average contractual exchange rate	Contractual maturity date
	(million)	(Baht per 1 foreign currency unit)	
<u>Forward contracts to "Buy"</u>			
US dollar	31.7	34.9184	January - June 2024
<u>Forward contracts to "Sell"</u>			
US dollar	2.5	36.4560	April 2024

Consolidated/Separate financial statements as at 31 December 2022

Foreign currencies	Amount	Average contractual exchange rate	Contractual maturity date
	(million)	(Baht per 1 foreign currency unit)	
<u>Forward contracts to "Buy"</u>			
US dollar	120.6	35.8359	January - July 2023
<u>Forward contracts to "Sell"</u>			
US dollar	0.2	34.6400	February 2023

Foreign currency sensitivity

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives as at 31 December 2023 and 2022. The Group's exposure to other foreign currencies is not material.

Currency	2023		2022	
	Change in FX rate	Effect on profit	Change in FX rate	Effect on profit
	Increase/Decrease	before tax	Increase/Decrease	before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
US dollar	+ 0.7	(2,835)	+ 0.8	(18,479)
	- 0.7	2,835	- 0.8	18,479

This information is not a forecast or prediction of future market conditions and should be used with care.

30.3 Fair values of financial instruments

Since the majority of the Group's 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.

31. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023, the Group's debt-to-equity ratio was 0.25:1 (2022: 0.73:1) and the Company's 0.26:1 (2022: 0.76:1).

32. Events after the reporting period

- 32.1 On 28 February 2024, a meeting of the Company's Board of Directors passed a resolution to approve an annual dividend payment of Baht 0.65 per share, a total of Baht 578 million, in addition to the interim dividend payment of Baht 0.16 per share, to be paid from the Company's operating results for the year 2023. This resolution will be further proposed for the shareholders' approval at the Annual General Meeting of the Company's shareholders for the year 2024.

32.2 On 14 February 2024, a meeting of the subsidiary's Board of Directors passed a resolution to approve an annual dividend payment of Baht 0.08 per share, a total of Baht 23.8 million, in addition to the interim dividends payment of Baht 0.01 per share, to be paid from the subsidiary's operating results for the year 2023. This resolution will be further proposed for the subsidiary's shareholders' approval at the Annual General Meeting of the subsidiary's shareholders for the year 2024.

33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 28 February 2024.

Part

4

About this Report



Reporting scope

The Company discloses information in this Annual Report 2023 (Form 56-1 One Report) and its sustainability operation in part 1, section 3 Driving Business for Sustainability and section 1 Business Overview and Performance are also disclosed separately in Sustainability Report.

The Company has also developed a climate-related financial disclosure report or "Task Force on Climate - Related Financial Disclosures" (TCFD) and published on [the Company's website](#) under the topic "Investor Relations" and "Sustainability" covering information of operations from January 1, 2023 to December 31, 2023, applying the reporting guidelines to present important agendas and operating results as follows

56-1 One Report	The Securities and Exchange Commission or SEC's manual for annual information disclosure forms/annual report form 56-1 One Report.
GRI	Sustainability Report of Global Initiative (GRI) Sustainability Reporting Standards in Reporting with reference in accordance with level.
SDGs	Reporting on progress in supporting the United Nations' Sustainable Development Goals (SDGs)
TCFD	Task Force on Climate-Related Financial Disclosures


Reporting Approval

The disclosure of the Company's operating result in 2023 Annual Report 56-1 One Report, Sustainability Report, and Task Force on Climate - Related Financial Disclosures Report were approved by relevant executives and the Board of Directors.




Attachment 1 Details of Directors, Executives, Controlling Persons and Company Secretary

Director and Management Profile (as of December 31, 2023)

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
1. Dr. Suwit Maesincee  <ul style="list-style-type: none"> Chairman of the Board (Independent) Chairman of the Nomination and Remuneration Committee Chairman of the Environmental, Social, and Governance 	62	<ul style="list-style-type: none"> Ph.D. in Marketing, Kellogg Graduate School of management, Northwestern University MBA, NIDA Business School BSc. in Pharmacy, Mahidol University Director Certification Program (DCP 18/2002) Thai Institute of Directors Association (IOD) Director Certification Program Refresher (DCP-Re 18/2006), Thai Institute of Directors Association (IOD) Director Accreditation Program (DAP60/2006) Thai Institute of Directors Association (IOD) Audit Committee Program (ACP 37/2011) Thai Institute of Directors Association (IOD) Top Executive Program in Commerce and Trade: Commerce Academy (TEPCoT) Class 3, University of the Thai Chamber of Commerce Leader Program Class 3, Capital Market Academy Role of Chairman Program (RCP 47/2021), Thai Institute of Directors Association (IOD) National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD) Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd. CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	None	None	Listed companies		
					2021-Present	<ul style="list-style-type: none"> Chairman of the Board (Independent) Chairman of the Nomination and Remuneration Committee Chairman of the Environmental, Social, and Governance Committee 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL.
					2020	<ul style="list-style-type: none"> Advisor to the Board of Directors and Honorary Member of the Corporate Governance Nomination and Remuneration Committee 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL.
					Other companies or organizations		
					2019-2020	<ul style="list-style-type: none"> Minister 	<ul style="list-style-type: none"> Minister of Higher Education, Science, Research and Innovation
					2018-2019	<ul style="list-style-type: none"> Minister 	<ul style="list-style-type: none"> Ministry of Science

Appointed: January 13, 2021


Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
2. Mr. Apichart Chirabandhu  <ul style="list-style-type: none">Independent DirectorChairman of the Audit CommitteeMember of the Nomination and Remuneration Committee Appointed: February 28, 2018	65	<ul style="list-style-type: none">Bachelor of Laws, Ramkhamhaeng UniversityThe National Defense College (2011-2012)Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (Class 18/2014), King Prajadhipok's InstituteDirector Accreditation Program (DAP) Class 103/2013, Thai Institute of Directors Association (IOD)Advance Audit Committee Program (AACCP) Class 31/2018, Thai Institute of Directors Association (IOD)Corporate Governance for Executive (CGE) Class 15/2019, Thai Institute of Directors Association (IOD)National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD)Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzieCG Code 2017: Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company LimitedPotential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited	None	None	Listed companies		
					2023 - Present	<ul style="list-style-type: none">Independent DirectorChairman of the Audit CommitteeChairman of the Recruitment and Compensation Committee	<ul style="list-style-type: none">Kingsford Holdings Public Company Limited
					2018-Present	<ul style="list-style-type: none">Independent DirectorChairman of Audit CommitteeMember of the Nomination and Remuneration Committee	<ul style="list-style-type: none">Thai Vegetable Oil PCL.
					2018-Present	<ul style="list-style-type: none">Independent DirectorMember of the Audit CommitteeChairman of Corporate Governance and Sustainable Development CommitteeMember of Nomination and Remuneration Committee	<ul style="list-style-type: none">Triple I Logistics Public Company Limited
					2018-Present	<ul style="list-style-type: none">Independent DirectorChairman of the Audit CommitteeChairman of Nomination and Remuneration CommitteeMember of Corporate Governance Committee	<ul style="list-style-type: none">Milicon Steel Public Company Limited
					2018-2021	<ul style="list-style-type: none">Independent DirectorMember of the Audit CommitteeChairman of Nomination and Remuneration Committee	<ul style="list-style-type: none">Nok Airline Public Company Limited



Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years	
					Period	Position Company
2. Mr. Apichart Chirabandhu (continued)					Other companies or organizations	
					2019-Present	<ul style="list-style-type: none"> Expert attached to the Senator
					2018-Present	<ul style="list-style-type: none"> Director
					2018-Present	<ul style="list-style-type: none"> Director and Treasurer
					2018-2019	<ul style="list-style-type: none"> Advisor to the Minister of Tourism and Sports
					2018	<ul style="list-style-type: none"> Director
3. Assoc.Prof.Dr. Kitcha Urairong ⁴	71	<ul style="list-style-type: none"> BS (Veterinary Science), Kasetsart University DVM (Doctor of Veterinary Medicine), Kasetsart University Zeugnis in Schweinekrankheiten, Hannover Veterinary University, Germany Director Certification Program (DCP 202/2014), Thai Institute of Directors Association (IOD) Diplomate, Thai Board of Veterinary Medicine Board Nomination and Compensation Program (BNCP 9/2020), Thai Institute of Directors Association (IOD) National Director Conference 2021, Thai Institute of Directors Association (IOD) Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd. CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	None	None	Listed companies	
					2019-April '23	<ul style="list-style-type: none"> Member of the Nomination and Remuneration Committee
					2018-April '23	<ul style="list-style-type: none"> Independent Director
					Other companies or organizations	
					2020-Present	<ul style="list-style-type: none"> Advisor
					2020-Present	<ul style="list-style-type: none"> Committee of the Pig and Product Development Policy Committee (Pig Board), Ministry of Agriculture and Cooperatives
					2020-Present	<ul style="list-style-type: none"> Member of Academic Working Group
					2018-Present	<ul style="list-style-type: none"> External Expert
					2018-Present	<ul style="list-style-type: none"> Technical Advisor
					2018-Present	<ul style="list-style-type: none"> Technical Advisor
					2018-Present	<ul style="list-style-type: none"> Technical Advisor
					2018-Present	<ul style="list-style-type: none"> Senior Expert
					2018-Present	<ul style="list-style-type: none"> Department of Livestock
					2018-Present	<ul style="list-style-type: none"> Academic Committee of Kasetsart University
					2018-Present	<ul style="list-style-type: none"> MasterVet Co. Ltd
					2018-Present	<ul style="list-style-type: none"> MacProduct Co. Ltd
					2018-Present	<ul style="list-style-type: none"> MSD Thailand, Animal Division
					2018-Present	<ul style="list-style-type: none"> Zoetis Thailand, Animal Division
					2018-Present	<ul style="list-style-type: none"> Faculty of Veterinary Medicine, Kasetsart University
					2018-Present	<ul style="list-style-type: none"> Faculty of Veterinary Medicine, Kasetsart University




- Independent Director
- Member of the Nomination and Remuneration Committee

Appointed: April 29, 2014
(Resigned: May 1, 2023)

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
3. Assoc.Prof.Dr. Kitcha Urairong (continued)					2018-Present	• Advisor	• Veterinary Drugs and Vaccines Subcommittee, Thai Veterinary Council
					2018-Present	• Technical Advisor	• Technical Advisor, Better Pharma Company, Betagro
					2018-Present	• Technical Advisor	• Bioscience Group
					2018-Present	• Technical Advisor	• Vet Product Group
					2018-Present	• Technical Advisor	• Smart Vet Group
4. Mr. Vipoota Trakulhoon  • Independent Director • Member of the Audit Committee • Member of the Environmental, Social and Governance Committee Appointed: October 15, 2021	57	<ul style="list-style-type: none"> • Master's degree of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University • Bachelor's degree of Business Administration, Financial Accounting, Chulalongkorn University • Director Accreditation Program (DAP 120/2015), Thai Institute of Directors Association (IOD) • Advance Audit Committee Program (AAP 42/2021), Thai Institute of Directors Association (IOD) • National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd • CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited • Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	None	None	Listed companies		
					2021-Present	• Independent Director • Member of the Audit Committee • Member of the Environmental, Social and Governance Committee	• Thai Vegetable Oil PCL.
					2020-Present	• Independent Director	• SKY ICT PCL.
					2018-Present	• Independent Director	• Triple I PCL.
					2018-Present	• Independent Director	• Business Alignment PCL.
					2018-Present	• Director	• Milcon PCL.
					2020	• Advisor to the Board of Directors	• Thai Vegetable Oil PCL.
					2019-2021	• Independent Director	• General Engineering PCL.
					Other companies or organizations		
					2023-Present	• Advisor to Risk Committee	• Export-Import Bank of Thailand
					2018-Present	• Director	• Creative Power Co., Ltd.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
5. Ms. Patrawan Manutsathit  <ul style="list-style-type: none">Independent DirectorMember of the Audit Committee Appointed: April 22, 2022	40	<ul style="list-style-type: none">Master Degree of Business Administration, London Business School, United KingdomBachelor Degree of Financial and Accounting (International Program) Thammasat UniversityChartered Financial Analyst, CFA InstituteDirector Accreditation Program (DAP 140/2017), Thai Institute of Directors Association (IOD)Advance Audit Committee Program (AACP 46/2022) Thai Institute of Directors AssociationThings to know about Personal Data Protection Act (PDPA) by Baker & McKenzie LtdCG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company LimitedPotential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited	None	None	Listed companies		
					2022-Present	<ul style="list-style-type: none">Independent DirectorMember of the Audit Committee	<ul style="list-style-type: none">Thai Vegetable Oil PCL.
					2018-2022	<ul style="list-style-type: none">Independent Director and Member of the Audit Committee	<ul style="list-style-type: none">Asia Biomass PCL.
					Other companies or organizations		
					2023-Present	<ul style="list-style-type: none">CFO	<ul style="list-style-type: none">Kititan Company Limited
					2018-Present	<ul style="list-style-type: none">Director	<ul style="list-style-type: none">CMP Property Co., Ltd
					2022-2023	<ul style="list-style-type: none">CFO	<ul style="list-style-type: none">Supara Co., Ltd.
					2020-2022	<ul style="list-style-type: none">Head of Revenue Management and Financial Planning	<ul style="list-style-type: none">Tencent (Thailand) Co., Ltd
					2018-2020	<ul style="list-style-type: none">Group Head of Financial Planning and Budgeting	<ul style="list-style-type: none">AirAsia Group
					6. Prof. Dr. Sanipa Suradhat ¹  <ul style="list-style-type: none">Independent DirectorMember of the Nomination and Remuneration Committee Appointed: July 21, 2023	56	<ul style="list-style-type: none">Ph.D. (Veterinary Microbiology), University of Saskatchewan, CanadaDoctor of Veterinary Medicine (D.V.M.), Chulalongkorn UniversityDirector Certification Program (DCP 353/2024, Jan-Feb 2024), Thai Institute of Directors Association (IOD)
July 2023-Present	<ul style="list-style-type: none">Independent DirectorMember of the Nomination and Remuneration Committee	<ul style="list-style-type: none">Thai Vegetable Oil PCL.					
Other companies or organizations							
2021-Present	<ul style="list-style-type: none">Dean, Faculty of Veterinary Science	<ul style="list-style-type: none">Chulalongkorn University					
2018-2021	<ul style="list-style-type: none">Associate Dean, Policy Planning and Academic Services, Faculty of Veterinary Science	<ul style="list-style-type: none">Chulalongkorn University					


Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
7. Mr. Pachai Chanpittaksa  <ul style="list-style-type: none"> • Director • Member of the Environmental, Social and Governance Committee • Chief Executive Officer • Authorized Director to sign on behalf of the Company 	39	<ul style="list-style-type: none"> • Master of Sciences in Technical Venture and foundation of entrepreneurship, University College London & London Business School, United Kingdom • Bachelor of Engineering in Engineering with Business and Finance, University college London & London School of Economics and Political Sciences, United Kingdom • Director Certification Program (DCP 216/2016), Thai Institute of Directors Association (IOD) • Academy of Business of Creativity (Batch 5), Sripatum University • Executive Development Program, Thai Listed Companies Association • Digital Edge Fusion (DEF 1/2017), Sripatum University • Professional Symposium for CEO in Real Estate (RE-CO 3/2017), The Real Estate Executive Association of Chulalongkorn University • Leadership Succession program, Institute of Research and Development for Public Enterprises • Boards that Make a Difference (BMD 9/2019), Thai Institute of Directors Association (IOD) • Basic Course on the Personal Data Protection Act B.E. 2562 (2019), Baker & McKenzie Ltd. • National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd. • CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited 	0.36	Relative	Listed companies		
					Apr.'23-Present	• Director	• Prodigy PCL.
					2022-Present	• Chief Executive Officer • Member of the Environmental, Social and Governance Committee	• Thai Vegetable Oil PCL.
					2021-2022	• Managing Director • Chief Operation Officer - Production	• Thai Vegetable Oil PCL.
					2016-Present	• Director	• Thai Vegetable Oil PCL.
					2018-2020	• Executive Vice President-Supply and Trading Department	• Thai Vegetable Oil PCL.
					2018	• Executive Director	• Thai Vegetable Oil PCL.
					Other companies or organizations		
					- None -		


Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
7. Mr.Pachai Chanpitaksa (continued)		<ul style="list-style-type: none"> Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University Agriculture and Cooperatives Executive Program (ACE 3/2023), Agricultural Research Development Agency, Ministry of Agriculture and Cooperatives Engaging Board in ESG: The Path to Effective Sustainability 2023, Thai Institute of Directors Association (IOD) Successful Formulation & Execution of Strategy (SFE) ปี 43/2023, Thai Institute of Directors Association (IOD) 					
8. Miss Aranya Viayatanagorn	58	<ul style="list-style-type: none"> Bachelor of Business Administration (Management), Faculty of Business Administration, Thonburi University Mini MBA, Year 1986, Thammasart University Sustaining the Family Business – SFB 2009, Sasin Graduate Institute of Business Administration of Chulalongkorn University Director Accreditation Program (DAP), Class 82/2010, Thai Institute of Directors Association (IOD) Director Certification Program (DCP), Class 134/2010, Thai Institute of Directors Association (IOD) Financial Statements for Directors (FSD), Class 11/2011, Thai Institute of Directors Association (IOD) Executive Development Program (EDP12/2013), Thai Listed Companies Association (TLCA) Risk Management Class 5/2015, Chulalongkorn University 	2.27	Relative	Listed companies 2019-Present <ul style="list-style-type: none"> Member of the Environmental, Social, and Governance Committee 2016-Present <ul style="list-style-type: none"> Director 2021 <ul style="list-style-type: none"> Acting Assistant Chief Executive Officer 2018-2020 <ul style="list-style-type: none"> Chief Operating Officer – Commercial 2018-2019 <ul style="list-style-type: none"> Member of the Corporate Governance, Nomination and Remuneration Committee 2016-2018 <ul style="list-style-type: none"> Vice Chairman of the Executive Board Other companies or organizations None -		





- Director
- Member of the Environmental, Social and Governance Committee.
- Authorized Director to sign on behalf of the Company.

Appointed: April 29, 2011

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
8. Miss Aranya Vitayathanagorn (continued)		<ul style="list-style-type: none"> Capital Market Academy Leadership Program (Class 23/2016), The Stock Exchange of Thailand National Director Conference 2021, Thai Institute of Directors Association Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited Engaging Board in ESG: The Path to Effective Sustainability 2023, Thai Institute of Directors Association (IOD) 					
9. Mr.Vichai Vitayathanagorn  <ul style="list-style-type: none"> Director Appointed: May 13, 2016	73	<ul style="list-style-type: none"> The Institute of Administration, Hong Kong Ling-Nan College, Hong Kong Directors Accreditation Program (DAP) Thai Institute of Directors Association (IOD) National Director Conference 2021, Thai Institute of Directors Association (IOD) Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	7.55	Relative	Listed companies		
					2018-Present	• Director	• Thai Vegetable Oil PCL.
					Other companies or organizations		
					2018-Present	• Senior Adviser	• Border Trade Group and Cross Border Trade on The Southern China
					2018-Present	• Chairman	• Fah Chai Yo Co.,Ltd.
					2018-Present	• Chairman	• U Flow Plus Co.,Ltd.
					2018-Present	• Chairman	• Fila Plus Co.,Ltd.
					2018-Present	• Chairman	• Texport Thai Co.,Ltd.
					2018-Present	• Director	• Sing Heang Industry Co.,Ltd.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
10. Mr.Vachara Virayatanagorn  <ul style="list-style-type: none"> • Director • Authorized Director to sign on behalf of the Company <p>Appointed: April 29, 2013</p>	53	<ul style="list-style-type: none"> • Master of Arts in Economics, University of Colorado at Denver, U.S.A • Bachelor of Business Administration in Finance and Banking, Assumption University • Directors Certification Program (DCP174/2013), Thai Institute of Directors Association (IOD) • Risk Management Committee Program (RMP) Class 1/2013, Thai Institute of Directors Association (IOD) • Effective Minute Taking (EMT) Class 28/2014, Thai Institute of Directors Association (IOD) • Company Reporting Program (CRP) Class 8/2014, Thai Institute of Directors Association (IOD) • Board Reporting Program (BRP) Class 13/2014, Thai Institute of Directors Association (IOD) • How to Develop a Risk Management Plan (HRP) Class 5/2014, Thai Institute of Directors Association (IOD) • Capital Market Academy Leadership Program (22/2016), Capital Market Academy • Thailand Energy Academy Leadership Program Class 12/2018 • Bhumnipalung Phandh (Class 5/2019), Chulalongkorn University • National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd • CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited • Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	1.69	Relative	Listed companies		
					2018-Present	• Director	• Thai Vegetable Oil PCL.
					2018-Present	• Executive Director • Member of Risk Management Committee	• Prodigy PCL.
					2018-Present	• Director	• Prodigy PCL.
					Other companies or organizations		
					2018-Present	• Director	• Golden Thread Co., Ltd.
					2018-2019	• Advisor of Committee on Economics	• Monetary and Finance (NLA)

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
11. Mr.Ekarat Wongsupphasatigul  <ul style="list-style-type: none"> • Director <p>Appointed: April 28, 2016</p>	42	<ul style="list-style-type: none"> • Master of Business Administration Management (Executive), Sasn Graduate Institute of Business Administration • Bachelor of Sciences in Electrical Engineering, Suffolk University, United State of America • Executive Development Program (EDP), Thai Listed Companies Association • The Program for Senior Executive on Justice Administration (Batch 16), National Justice Academy • The Politics and Governance Democratic Systems for Executives, The King Prajadhipok's Institute • Young Entrepreneurship Program, Siam Commercial Bank • Academy of Business of Creativity (Batch 3), Sripatum University • Director Certification Program (DCP 227/2016) Thai Institute of Directors Association (IOD) • Strategic Board Master Class (SBM 6/2019), Thai Institute of Directors Association (IOD) • National Director Conference (NDC 1/2021), Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd • CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited • Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited 	1.50	Relative	Listed companies		
					2018-Present	• Director	• Thai Vegetable Oil PCL.
					Other companies or organizations		
					2018-Present	• Executive Director	• Golden Thread Co.,Ltd.
					2018-Present	• Deputy Managing Director	• Golden Thread Co.,Ltd


Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
12. Mr.Vorravuth Tangpiroonthum  <ul style="list-style-type: none">• Director• Authorized Director to sign on behalf of the Company. <p>Appointed: April 26, 2017</p>	50	<ul style="list-style-type: none">• MBA, Concentrate in Marketing and Finance, SASIN Graduate Institute of Business Administration of Chulalongkorn University• BBA, Concentrate in Management, Commerce and Accountancy, Chulalongkorn University• Thai Intelligence Investors Program Class 6, Thai Investors Academy• Professional CFO Diploma, National Institute of Developments Administration (NIDA)• Director Accreditation Program 14/2004 (DAP), Thai Institute of Directors Association (IOD)• Diploma Examination (EXAM) 22/2007, Thai Institute of Directors Association (IOD)• Director Certification Program 92/2007 (DCP), Thai Institute of Directors Association (IOD)• Finance for Non – Finance Directors (FND) 35/2007, Thai Institute of Directors Association (IOD)• Monitoring the Internal Audit Function 6/2009 (MIA), Thai Institute of Directors Association (IOD)• Family Business Sustainability (FBS) 4/2016, Thai Institute of Directors Association (IOD)• Advanced Audit Committee Program 23/2016 (AACP), Thai Institute of Directors Association (IOD)• Corporate Governance for Capital Market 20/2018 (CGI), Thai Institute of Directors Association (IOD)• Board Nomination and Compensation Program (BNCP) 4/2018, Thai Institute of Directors Association (IOD)• Strategic Board Master Class (SBM 6/2019), Thai Institute of Directors Association (IOD)• Boardroom Success Through Financing and Investment (BF19/2020), Thai Institute of Directors Association (IOD)	1.05	Relative	Listed companies		
					2017-Present	• Director	• Thai Vegetable Oil PCL.
					2017-Present	• Director, Strategic and Investment Committee	• Prodigy PCL.
					2017-Present	• Director	• Thai Ha PCL.
					2017-2019	• Director, Audit Committee and Member of Corporate Governance, Nomination and Remuneration Committee	• Major Development PCL.
					Other companies or organizations		
					2017-Present	• Chief Executive Officer	• Cheer Group Holding Company Limited



Thai Vegetable Oil Public Company Limited

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Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years	
					Period	Position
12. Mr. Vorravuth Tangpiroonthum (continued)		<ul style="list-style-type: none"> • Successful Formulation & Execution of Strategy (SFE 33/2020), Thai Institute of Directors Association (IOD) • Director Refreshment Program (DRP 1/2564), Thai Institute of Directors Association (IOD) • National Director Conference 2021, Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd • CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited • Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited • Engaging Board in ESG: The Path to Effective Sustainability 2023, Thai Institute of Directors Association (IOD) • Hot Issue for Directors: Climate Governance 1/2023, Thai Institute of Directors Association (IOD) • The Board's Role in Mergers and Acquisitions (BMA 4/2023), Thai Institute of Directors Association (IOD) 				

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
13. Mr. Kuna Vitayatanagorn  <ul style="list-style-type: none"> • Director • Authorized Director to sign on behalf of the Company. Appointed: April 23, 2021	52	<ul style="list-style-type: none"> • Bachelor, Central Queensland University, Australia • Diploma, Victoria Business College, Australia • Certificate, Stott's Commercial College, Australia • Director Certification Program (DCP) Class 305/2021, Thai Institute of Directors Association (IOD) • National Director Conference 2021, Thai Institute of Directors Association (IOD) • Leader Program Class 20, Capital Market Academy • Top Executive Program in Commerce and Trade: Commerce Academy (TEPCoT#12), University of the Thai Chamber of Commerce • What Directors Need to Know about Digital Asset (Class 3/2022), Thai Institute of Directors Association (IOD) • Things to know about Personal Data Protection Act (PDPA) by Baker & McKenzie Ltd • CG Code 2017: Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited • Potential risks in a business amidst the current situation and significant for 2022 by Internal Auditor from Ascent Advisory Company Limited • Hot Issue for Directors: Climate Governance 1/2023, Thai Institute of Directors Association (IOD) • Engaging Board in ESG: The Path to Effective Sustainability 2023, Thai Institute of Directors Association (IOD) 	0.47	Relative	Listed companies		
					2021-Present	• Director	• Thai Vegetable Oil PCL.
					2018-Present	• Institute Relations Manager	• Thai Vegetable Oil PCL.
					Other companies or organizations		
					2023-Present	<ul style="list-style-type: none"> • Chairman of the Board of Directors (Independent) • Member of Risk Management Committee • Member of the Audit Committee 	• Yuemmai (Thailand) Company Limited
					2021-Present	• President	• Soybean and Rice Brand Oil Processor Association
					2018-Present	• Executive Vice President	• EV Society Company Limited
					2018-Present	• Managing Director	• CWBT Property Solution Co., Ltd.
					2018-Present	• Deputy Managing Director	• CWBT Company Limited
					2018-2021	• Personal expert for Member	• The National Legislative Assembly
14. Mr. Suchal Visetleela <ul style="list-style-type: none"> • Managing Director Appointed: September 1, 2021	55	<ul style="list-style-type: none"> • Bachelor of General Management, Ramkhamhaeng University • Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University 	None	None	2022-Present	• Managing Director	• Thai Vegetable Oil PCL.
					2022-2021	• Chief Operating Officer – Commercial	• Thai Vegetable Oil PCL.
					2021	• Assistant Managing Director -Supply and Trading	• Thai Vegetable Oil PCL.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
14. Mr. Suchai Visetleela (continued)		<ul style="list-style-type: none"> Risk Management Program for Corporate Leaders (RCL) 32/2023, Thai Institute of Directors Association (IOD) 					
15. Miss Sunanta Tritapapiruk² <ul style="list-style-type: none"> Chief Operating Officer - Administration Chief Financial Officer Appointed: January 28, 2015 (Retirement: December 31, 2023)	60	<ul style="list-style-type: none"> M.S., Thammasat University B.A. Accounting (Second Class Honor), Thammasat University Anti-Corruption: The Practical Guide, Thai Institute of Directors Association (IOD) Strategic Credit Analysis Class 1-2 / 2018, Settaluck Co., Ltd e-Payment System (The electronic payment process for entrepreneurs and financial accounting practitioners), Dhammit Seminar and Training Co., Ltd Strategic Credit Analysis Class 3-4 / 2019, Settaluck Co., Ltd Problems of recognition of income and expenses Solution to be correct according to accounting principles, Dhammit Seminar and Training Co., Ltd Techniques and precautions in internal control and accounting system improvement, Dhammit Seminar and Training Co., Ltd Problems in Accounting for Assets, Liabilities and Owner's Equity in accordance with Financial Reporting Standards, Dhammit Seminar and Training Co., Ltd Basic Course on the Personal Data Protection Act B.E. 2562 (2019), Baker & McKenzie Ltd. Inventory Accounting, Dhammit Seminar and Training Co., Ltd Tips for preparing and presenting a simple cash flow statement, Dhammit Seminar and Training Co., Ltd 	0.08	None	2021-2023 2018-2020	<ul style="list-style-type: none"> Chief Operating Officer-Administration Assistant Managing Director, Finance and Accounting Department 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Thai Vegetable Oil PCL.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
15. Miss Sunanta Tritapapiruk (continued)		<ul style="list-style-type: none"> Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University Financial reporting standards and required accounting standards for accountants (TFRS15, TAS16, TAS38, TAS40), Dharmmiti Seminar and Training Co., Ltd Professional tax accounting, Dharmmiti Seminar and Training Co., Ltd Setting up accounting systems, document systems, and financial reports, Dharmmiti Seminar and Training Co., Ltd Governance System for Fraud Detection 2023, Thai Listed Companies Association Financial Reporting Standard 2023 and Interesting Accounting Issues for Listed Company, The Stock Exchange of Thailand TLCA CFO Professional Development Program no.8/2023, Thai Listed Companies Association 					
16. Miss Teerada Korsilabutr <ul style="list-style-type: none"> Assistant Managing Director - Business Department 2, 3, 4 Appointed: January 13, 2021 (Resigned: 1 May, 2023)	39	<ul style="list-style-type: none"> MSc in Finance and Economics, London School of Economics and Political Sciences, UK Bachelor of Economics (First Class Honor with Gold Medal Award), Chulalongkorn University The Oxford Princeton Program (Oxford) Financial Instrument to Manage Global Oil Price Risk Basic Course on the Personal Data Protection Act B.E. 2562 (2019), Baker & McKenzie Ltd. Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University 	None	None	2021-May'23 2018-Present 2018-2020 2018-2020	<ul style="list-style-type: none"> Assistant Managing Director - Business Department 2 3 4 Director Deputy Director - Supply & Trading Investor Relations 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Instasim Company Limited Thai Vegetable Oil PCL. Thai Vegetable Oil PCL.
17. Mr.Suranut Khemacham <ul style="list-style-type: none"> Assistant Managing Director - Business Department 1 Appointed: August 2, 2021	53	<ul style="list-style-type: none"> Master of Business Administration (Business & Finance), Southern New Hampshire University, USA. Bachelor of Arts (Economics), Thammasat University Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University 	None	None	2021-Present 2019-2021 2018	<ul style="list-style-type: none"> Assistant Managing Director - Business Department 1 Assistant Managing Director Managing Director 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Siam Flour Trading Co.,Ltd. Bunge (Thailand) Co.,Ltd.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
17. Mr. Suranut Khemadham (continued)		<ul style="list-style-type: none"> Feed Crisis 2023, Faculty of lecturers, Kasetsart University, Bangkok 					
18. Mr. Surat Jeypraditkul ¹ <ul style="list-style-type: none"> Assistant Managing Director, Production Department Appointed: January 10, 2022 (Retirement: December 31, 2023)	59	<ul style="list-style-type: none"> Bachelor's degree of (Chemical Technology), Chulalongkorn University Carbon Footprint for Organization by senior researcher, VGREEN, Faculty of Environment Kasetsart University CG Code 2017: Disclosure of 56-1 One Report and things to know about Anti-Corruption by Internal Auditor from Ascent Advisory Company Limited 	None	None	2022-2023 2021 2018-2020	<ul style="list-style-type: none"> Assistant Managing Director, Production Department Director of Engineering Project Department Manager 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Thai Vegetable Oil PCL. Thai Vegetable Oil PCL.
19. Miss Potjanee Asvapathanagul <ul style="list-style-type: none"> Assistant Managing Director - Business Department 2 3 4 Appointed: June 6, 2023	45	<ul style="list-style-type: none"> Master of Sciences (Petrochemical), The Petroleum and Petrochemical College, Chulalongkorn University Bachelor of Sciences (Chemical Technology), Chulalongkorn University 	None	None	JUN'23-Present 2021-JUN 5, 2023	<ul style="list-style-type: none"> Assistant Managing Director - Business Department 2, 3, 4 Director-Supply and Trading 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Thai Vegetable Oil PCL.
20. Mr. Peerage Sopalanit ² <ul style="list-style-type: none"> Assistant Managing Director - Administration Appointed: October 9, 2023	43	<ul style="list-style-type: none"> Master of Accountancy (M.Acc.), Chulalongkorn University Bachelor of Business Administration Eastern Asia University Executive Mini MBA National Institute of Development Administration Strategic CFO in Capital Markets Program, Stock Exchange of Thailand 	None	None	OCT'22-Present 2018-APR'2023	<ul style="list-style-type: none"> Assistant Managing Director - Administration Director of Accounting and Finance 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Crown Seal PCL.



Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years		
					Period	Position	Company
20. Mr. Peerasage Sopakanit ² (continued)		<ul style="list-style-type: none"> Insight Financial Management Program, Stock Exchange of Thailand Logistics; Strategic and Management Program, Chulalongkorn University 					
21. Mr. Susatha Wangpongpipat ³ <ul style="list-style-type: none"> Assistant Managing Director, Production Department Appointed: January 1, 2024	44	<ul style="list-style-type: none"> Master of Business Administration in the field of Finance and Banking, Ramkhamhaeng University Bachelor of Engineering in the field of Mechanical Engineering, King Mongkut's University of Technology Thonburi (KMUTT) 	None	None	JAN'2024-Present 2022-2023 2018-2021	<ul style="list-style-type: none"> Assistant Managing Director – Production Department Production Director Senior Production Manager 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL.
22. Miss Kanutorn Bunditnate <ul style="list-style-type: none"> Company Secretary Director of the Office of Secretariat Appointed: August 14, 2018	54	<ul style="list-style-type: none"> Master of Business Administration, Srinakharinwirot University Company Secretary Program, The Stock Exchange of Thailand Board Reporting Program (BRP) Class 21/2016, Thai Institute of Directors (IOD) Company Secretary Program (CSP), Class 92/2018, Thai Institute of Directors Toward the Sustainable Finance & Investment in Thailand, The Stock Exchange of Thailand Advances for Corporate Secretary 2020, Thai Listed Companies Association Basic Course on the Personal Data Protection Act B.E. 2019, Baker & McKenzie Ltd. Preparation for sustainability with One Report, the Securities and Exchange Commission (SEC) Guidelines for preparing a stakeholder report and insider information policy, Thai Listed Companies Association (TLCA) 	None	None	2021-Present 2018-Present 2018-2020 2017	<ul style="list-style-type: none"> Director of the office of CEO Company Secretary Acting Director of the office of CEO Manager of Compliance Unit 	<ul style="list-style-type: none"> Thai Vegetable Oil PCL. Thai Vegetable Oil PCL. Thai Vegetable Oil PCL. Thai Vegetable Oil PCL.

Name / Position Date appointed	Age / years	Education / Training	% Share Holding as of 31/12/23	Family Relation with Executives	Experience in the past 5 years	
					Period	Position Company
22. Miss Kanutorn Bunditnate (continued)		<ul style="list-style-type: none"> ESG Disclosure in One Report, Thai Listed Companies Association (TLCA) The process of director nomination according to CG principles, Thai Listed Companies Association (TLCA) CGR Workshop Seminar on the topic of CGR 2023 Survey No. 2/2021, Thai Institute of Directors (IOD) Preparing for PDPA Enforcement for Company Secretary, Thai Listed Companies Association (TLCA) Reinventing HR to thrive in the "Never Normal", Thai Listed Companies Association (TLCA) Nomination and Appointment of Directors, Thai Listed Companies Association (TLCA) ESG Risk Matter to Supply Chain Management, The Stock Exchange of Thailand (SET) Investor Right Guideline, Thai Investors Association (TIA) CGR 2023 Coaching, Thai Institute of Directors Association (IOD) Challenge in Building Trust in the Board, Thai Institute of Directors Association (IOD) CGR Workshop 1&2/2023: Explaining the Criteria of the CGR 2023 Survey, Thai Institute of Directors (IOD) Carbon Footprint for Organize (CFO) Workshop 1&2/2023, The Securities and Exchange Commission, Thailand Board of Director Meeting Organizing Techniques 2023, Thai Listed Companies Association (TLCA) ASEAN CG Scorecard 2023, Thai Institute of Directors (IOD) 				

Remark: ¹ Assoc.Prof.Dr.Kitcha Urairong have resigned effective from May 1, 2023 onward. And Prof. Dr. Sanipa Suradhat in replacement of Assoc.Prof.Dr.Kitcha Urairong, effective from July 21, 2023 onwards.

² Miss Sunanta Tritapiruk retired on December 31, 2023. The company has appointed Mr.Peerage Sopakanit to perform duties on behalf of.

³ Mr. Surat Jevpraditkul retired on December 31, 2023. The company has appointed Mr.Susatha Wangpongipat to perform duties on behalf of.

○ Details of Executives and Controlling Persons (As of December 31, 2023)

Name	Thai Vegetable Oil PCL.	Related companies			
		Prodigy PCL.	Thai Edible Oil Co., Ltd.	Thai Ha PCL..	Cheers Group Holding Co., Ltd.
1. Dr.Suvit Maesincee	X				Golden Thread Co., Ltd.
2. Mr.Apichart Chirabandhu	/				
3. Mr.Vipoota Trakulhoon	/				
4. Ms. Patrawan Manutsathit	/				
5. Prof. Dr. Sanipa Suradhat	/				
6. Mr.Pachai Chanpitaksa	/	/			
7. Miss Aranya Vitayatanagorn	/				
8. Mr. Vichai Vitayathanagorn	/				
9. Mr.Vachara Vitayatanagorn	/	/, //			/
10. Mr.Ekarat Wongsupbhasatigul	/				//
11. Mr.Vorravuth Tangpiroonthum	/	/		/	//
12. Mr.Kuna Vitayatanagorn	/				

Remarks: X = Chairman of the Board
/ = Director
// = Executive Director



Thai Vegetable Oil Public Company Limited

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Report on changes in securities holding of directors and executives in 2023 (Information as of December 31, 2023)

No.	Name	Position	Number of shares as of December 31, 2022	Number of shares as of December 31, 2023	Increase / (Decrease)	Share Holding (%)
1.	Dr. Suvit Maesincee	Chairman of the Board (Independent)	-	-	-	-
	Spouse and minor children		-	-	-	
2.	Mr. Apichart Chirabandhu	Vice Chairman of the Board (Independent)	-	-	-	-
	Spouse and minor children		-	-	-	
3.	Mr. Vipoota Trakulhoon	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	
4.	Ms. Patrawan Manutsathit	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	
5.	Prof. Dr. Sanipa Suradhat	Independent Director	-	-	-	-
	Spouse and minor children		-	-	-	
6.	Mr. Pachai Chanpitaksa	Director and Chief Executive Officer	3,185,600	3,185,600	-	0.36
	Spouse and minor children		-	-	-	
7.	Miss Aranya Vitayatanagorn	Director	20,223,355	20,223,355	-	2.27
	Spouse and minor children		-	-	-	
8.	Mr. Vichai Vitayathanagorn	Director	64,643,950	64,643,950	-	7.55
	Spouse and minor children		2,488,034	2,488,034	-	
9.	Mr. Vachara Vitayatanagorn	Director	15,000,000	15,000,000	-	1.69
	Spouse and minor children		-	-	-	
10.	Mr. Ekarat Wongsupphasatigul	Director	13,345,020	13,345,020	-	1.50
	Spouse and minor children		-	-	-	
11.	Mr. Vorravuth Tangpiroonthum	Director	9,000,000	9,000,000	-	1.05
	Spouse and minor children		336,332	336,332	-	
12.	Mr. Kuna Vitayatanagorn	Director	5,335,000	4,189,400	(1,145,600) ¹	0.47
	Spouse and minor children		-	-	-	
13.	Mr. Suchai Viseseleela	Chief Operating Officer - Commercial	-	-	-	-
	Spouse and minor children		-	-	-	
14.	Miss Sunanta Tritepapiruk	Chief Operating Officer - Administration	748,262	748,262	-	0.08
	Spouse and minor children		-	-	-	
15.	Mr. Suranut Khemadham	Assistant Managing Director- Business Department 1	-	-	-	-
	Spouse and minor children		-	-	-	
16.	Mr. Surat Jewpraditkul	Assistant Managing Director-Production Department	-	-	-	-
	Spouse and minor children		-	-	-	
17.	Mr. Peerasage Sopakanit	Assistant Managing Director- Administration	-	-	-	-
	Spouse and minor children		-	-	-	
18.	Miss Potjanee Asvapathanagul	Assistant Managing Director- Business Department 2, 3 and 4	-	-	-	-
	Spouse and minor children		-	-	-	
19.	Miss Kanutsorn Bunditnate	Company Secretary	-	-	-	-
	Spouse and minor children		-	-	-	
Total						14.97

Remarks: ¹ Sale of 300,000 shares on June 13, 2023

Sale of 800,000 shares on June 30, 2023

Sale of 45,600 shares on September 25, 2023



Thai Vegetable Oil Public Company Limited

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Attachment 2 Details of the Subsidiary's Directors

Directors	The Subsidiary Prodigy Public Company Limited
1. Mr.Prayoon Boonprasurd	/ ,X
2. Miss Pikul Taksinwaracharn	/
3. Dr.Thanet Norabhoompipat	/
4. Miss Thipawan Uthaisang	/
5. Mr.Pramote Santiwattana	/
6. Mr.Purnrux Nacob	/
7. Mr.Thongchai Tansutat	/ , //
8. Mr.Vachara Vitayatanagorn	/ , //
9. Mr.Vorravuth Tangpiroonthum	/
10.Mr.Pachai Chanpitaksa	/

Remarks : X = Chairman of the Board

/ = Director

// = Executive Director



Thai Vegetable Oil Public Company Limited

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Attachment 3 Details of the Internal Audit supervisor and Compliance supervisors

Internal Audit supervisor

The Company has established an Internal Audit Department under the Internal Audit Office headed by Mr. Krit Kongkaew, the manager of the Internal Audit Office, is suitable for performing duties and has understanding of the Company's business as the head of the internal audit department.

Education Accounting, Rajamangala Institute of Technology

Professional Certificate

- Certified Professional Internal Auditor in Thailand
- IIA'S Endorsed Internal Auditing Program (EIAP) Chulalongkorn University
- ISO Internal Quality Audits Certificate
- OHSAS 18001:2007 Internal Audit Certificate

Training

- Introduction to Control Self-Assessment, the Institute of Internal Auditors of Thailand (IIAT)
- Skill for the New Auditor-in-charge The Institute of Internal Auditors of Thailand (IIAT)
- Mini MBA Thammasat University
- Enterprise Risk Management : What's New? What's Next

Work experiences

- Internal Audit Manager, President Bakery Public Company Limited
- Deputy Director of Internal Audit, RPCG Public Company Limited
- Supervisor of the Internal Audit Office and the MD Consulting Team, IRPC Group's affiliate



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Compliance supervisors

The Company established an Environmental, Social, Risk management and Compliance (ESRC) Policy Committee to help monitor operations, process, review and improve work systems to be suitable and in line with policy, business plan and good corporate governance. In addition, the ESRC Policy Committee also appointed a working group to oversee the performance by assigning Mr. Surat Jewpraditkul to be responsible for compliance with laws, rules, regulations, policies and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission of Thailand and Public Law.

Education	B.Sc. (Chemical Technology), Chulalongkorn University
Training	<ul style="list-style-type: none"> - CG Code 2017 : Disclosure of 56-1 One Report and things to know about Anti-Corruption organized by Dr. Mongkon Laoworapong, Internal Auditor from Ascent Advisory Company Limited - Carbon Footprint for Organization by Faculty of Environment Kasetsart University by Mr. Supachok Tapananon, senior researcher, VGREEN
Work experiences	<ul style="list-style-type: none"> - Assistant Managing Director - Production Department, Thai Vegetable Oil PCL (Retired effectively on December 31, 2023) - Director of Engineering, Thai Vegetable Oil PCL



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[Attachment 4 Details of the property appraisal list](#)

- None -



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Attachment 5 Policy and practice of corporate governance

The Company disclosed Code of Conduct and Corporate Governance Policy on the Company's website (www.tvothai.com) under section "Corporate Governance"

Code of Conduct

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20240326-130431-2567-en-final-version-x.pdf>

Corporate Governance Policy

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20240326-131340-2566-en-version-final-r.pdf>



Thai Vegetable Oil Public Company Limited

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Attachment 6	Report of the Audit Committee
	Report of the Nomination and Remuneration Committee
	Report of the Environmental, Social, and Governance (ESG) Committee
	Report of the Board of Directors' Responsibilities for Financial Statements

Report of the Audit Committee

List of the Audit Committee and number of meeting attendance in 2023.

Name	Position	Status	Number of meeting attendance
1. Mr. Apichart Chirabandhu	Chairman	Director (independent)	5/5 (100%)
2. Mr. Vipoota Trakulhoon	Member	Director (independent)	5/5 (100%)
3. Ms. Patrawan Manutsathit	Member	Director (independent)	5/5 (100%)

The Audit Committee performed its duties independently within the scope as delegated by the Board of Directors and in accordance with the Charter of Audit Committee and in line with the regulations of the Stock Exchange of Thailand. In 2023, the Audit Committee held a total of 5 meetings together with the auditors, including attending without the management. All members of the Audit Committee attended all 5 meetings. The meeting results were summarized and reported to the Board of Directors for acknowledgment.

The summary of the performance of the Audit Committee are as follows:

- 1) Considered the Company's financial reports to be accurate, complete, and reliable
- 2) The Company had adequate internal control systems.
- 3) Considered the Company's operations to be in compliance with the Securities and Exchange Law, requirements of the Securities and Exchange Commission, or laws relating to the Company's business.
- 4) Considered selecting and appointing an auditor and audit fees by considering the past performance, independence, and reputation including the appropriateness of the auditor and the audit fee. The Audit Committee agreed to appoint Ms. Isaraporn Wisutthiyan and/or Mr. Chatchai Kasemsrithanawat and/or Mr. Vacharin Pasaraponggun of EY Office Limited to be the Company's auditors for the year 2024 and propose to the Board of Directors for consideration and proposing to the Shareholders' meeting to consider appointing auditors and approving audit fees

EY Office Company Limited offers an auditor rotation program (for auditors who sign to certify the financial statements) using other auditors in the same auditing office every 7 fiscal years.



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- 5) Considered the connected transaction or transaction that might have a conflict of interest to comply with the regulations of the Securities and Exchange Commission.
- 6) Performed duties and responsibilities as specified in the Audit Committee Charter approved by the Board of Directors.

A handwritten signature in black ink, appearing to read 'Apichart Chirabandhu'.

Mr. Apichart Chirabandhu
Chairman of Audit Committee



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Report of the Nomination and Remuneration Committee

List of the Nomination and Remuneration Committee and number of meeting attendance in 2023.

Name	Position	Status	Number of meeting attendance
1. Dr. Suvit Maesincee	Chairman	Director (independent)	4/4 (100%)
2. Mr. Apichart Chirabandhu	Member	Directors(independent)	4/4 (100%)
3. Assoc.Prof. Dr. Kitcha Urairong ^{/1}	Member	Directors(independent)	2/2 (100%)
4. Prof. Dr. Sanipa Suradhat ^{/2}	Member	Directors(independent)	1/1 (100%)
5. Ms. Wiboonluck Ruamraksa	Honorary Member	Advisor to the Board of Directors	4/4 (100%)

Remarks

1. Assoc. Prof. Dr. Kitcha Urairong resigned from the Nomination and Remuneration Committee effectively from May 1, 2023
2. Prof. Dr. Sanipa Suradhat was appointed as a director of the Nomination and Remuneration Committee according to the resolution of the Board of Directors meeting No.4/2023 on July 21, 2023

The Nomination and Remuneration Committee takes responsibilities for nominating qualified persons and considering directors and top executives' remuneration in order to comply with the principles of good corporate governance. The summary of the key issues are as follows:

Nomination

- Nominated the Company's directors to replace the directors who were due to retire by rotation following the agenda of the Annual General Meeting of Shareholders 2023, proposing to the Board of Directors and the Annual General Meeting of Shareholders for consideration and approval. The company invited the shareholders to nominate qualified persons to be directors given 3 months in advance via the company's website and also notified via the SET Portal between October 26, 2022, to January 26, 2023, there was no proposal from shareholders. As a result, The Nomination and Remuneration Committee nominated the former directors namely Dr.Suvit Maesincee, Mr.Vichai Vitayathanagorn, Miss Aranya Vitayatanagorn, and Mr.Vorravuth Tangpiroonthum for another term. All of the nominated persons are qualified with expertise and experience that align with the organization's business strategy and are not prohibited by law or regulation. As a result, the Board of Directors and the Annual General Meeting of Shareholders resolved to approve the proposal of The Nomination and Remuneration Committee.
- To replace the directors who resigned during 2023, Prof. Dr. Sanipa Suradhat was nominated for director proposing to the Board of Directors for consideration and approval. The nomination of the director was conducted following the company's requirements considering the qualification in terms of law, the company's regulations, and good governance principles. The qualification was also based on knowledge, ability, and expertise, and the Board Skills Matrix including the consideration of the name list of the Director's



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pool from the Thai Institute of Directors (IOD). As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.

- Nominating the qualified persons for the director of sub-committees to replace the vacant position during 2023, which included the director of The Nomination and Remuneration Committee, proposing to the Board of Directors for consideration in accordance with the company's requirement considering the qualification in terms of law, company's regulation and good governance principles. The qualification was also based on knowledge, ability, and expertise, and Board Skills Matrix including the consideration of the name list of the Director's pool from the Thai Institute of Directors (IOD). As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.

Remuneration

- Considered the directors' remuneration for the year 2023, consisting of monthly remuneration, bonus, and remuneration for sub-committee which consisted of the Audit Committee, the Nomination and Remuneration Committee, and the ESG Committee to present to the Board of Directors' meeting and the Annual General Meeting of Shareholders to consider and approve. The remuneration was considered following the good governance principles based on various factors such as the company's operating performance 2023, the current economic situation that affected the company's business, principles and policies approved by shareholders, duties and responsibilities of the committee including the comparison of remuneration within the same industry. As a result, the Board of Directors and the Annual General Meeting of Shareholders resolved to approve the proposal of The Nomination and Remuneration Committee.
- Considered the remuneration of the Project Steering Committee in accordance with the duties and responsibilities entrusted by the Board of Directors. As a result, the Board of Directors resolved to approve the proposal of The Nomination and Remuneration Committee.
- Considered remuneration for Chief Executive Officer for 2023 based on performance, duties, and responsibilities entrusted in accordance with the clear, transparent, and fair principles in order to present to the Board of Directors to consider and approve.

Other duties of the Nomination and Remuneration Committee

- Evaluated the performance of the Board of Directors, sub-committees, and Chief Executive Officer for the year 2023 and reported the evaluation results to the Board of Directors including disclosing in the 56-1 One Report.



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- Reviewed Board Skill Matrix to ensure the appropriateness so that it can be used to nominate the qualified persons for directors and sub-committees, and guarantee the diversity in expertise, skills, and experiences that will be beneficial to the company's business strategy.
- Reviewed the procedure of succession plan for senior executive.

The Nomination and Remuneration Committee is committed to duties and responsibilities that will lead to business operating in accordance with transparency, good corporate governance, and responsibility to all stakeholders for the purpose of long-term sustainability.

A handwritten signature in blue ink, appearing to read 'Dr. Suvit Maesincee'.

(Dr. Suvit Maesincee)

Chairman of the Nomination and Remuneration Committee



Thai Vegetable Oil Public Company Limited

Form 56-1 One Report 2023

Report of the Environmental, Social, and Governance Committee

List of the Environmental, Social, and Governance (ESG) Committee and number of meeting attendance in 2023.

Name	Position	Status	Number of meeting attendance
1. Dr. Suvit Maesincee	Chairman	Director (independent)	3/3 (100%)
2. Mr. Vipoota Trakulhoon	Member	Director (independent)	3/3 (100%)
3. Miss Aranya Vitayatanagorn	Member	Director	3/3 (100%)
4. Mr. Pachai Chanpitaksa	Member	Director / Chief Executive Office	3/3 (100%)

The Environmental, Social, and Governance Committee consists of an independent director, director, and Chief Executive Officer who have the duties and responsibilities of establishing ESG policies and strategies as well as evaluating operational risk in order to lower the risk associated with ESG issues. Moreover, the committee has the duties and responsibilities for proposing the related business opportunities, planning and establishing policies and guidelines, and recommending policies and practices including monitoring operations at the corporate level and management level throughout the organization. The ESG committee conducts all the duties through three working groups which are the Environmental and Social working group, Risk Management working group, and Corporate Governance working group to achieve integrated management in terms of policies, practices, and information exchange that will create consistency and efficiency to the entire organization.

In 2023, the company was invited by the Stock Exchange of Thailand (SET) to participate in the “**Climate Change Management Role Model 2023**” with the duration from May to November 2023. Taking part in this project, the company employs a tool called “Task Force on Climate-related Financial Disclosure” or “TCFD” to govern and drive the operation relating to climate change which includes risks and opportunities evaluating, strategic planning, organizational risk management, climate scenario analysis and financial effect. The company also encourages the creation of a climate action plan for the company to achieve the goal of Net Zero Emissions in 2060 so that the company was ensured by a concretely consistent action plan that aligned with short-term, medium-term, and long-term goals.



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The Environmental, Social, and Governance Committee is committed to operating the organization based on long-term sustainability and establishing value and trust for all stakeholders throughout the value chain. In addition, the organization's operating system is developed to cover and integrate all aspects including environment, social, risk management, corporate governance, and the continuous supervision of regulatory compliance. In addition, there is a complete supervision of operations as specified in the ESG Committee Charter, in line with the principles of good corporate governance.

(Dr. Suvit Maesincee)

Chairman of the ESG Committee



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Report of the Board of Directors' Responsibilities for Financial Statements

The Board of Directors authorizes the management to be responsible for the financial statements and financial reporting contained in this annual report. The financial statements are prepared in accordance with Thai financial Reporting Standards that includes the use of careful judgment and the best estimates. Management is also responsible for establishing and maintaining effective internal control for financial reporting and safeguarding of assets.

The Board of Directors pursues its responsibility for the quality of the risk management system, internal control system, and corporate governance system to ensure that the financial information is accurate, complete and sufficient to maintain the Company's assets as well as to prevent risks from operations. The Board of Directors has appointed the Audit Committee, the Nomination and Remuneration Committee, and the Environmental, Social, and Governance Committee to be responsible for the quality of financial reports, the adequacy of the internal control environments, risk management, and good corporate governance made by the management. The working committee is reported to the Board of Directors' meeting quarterly.

With the effective financial report, internal control system, risk management, and good corporate governance including the existing work system, the Board of Directors assures that the financial report, internal control, risk management, good corporate governance, and retention of the Company's assets as of December 31, 2023 are reliable.

A handwritten signature in blue ink, appearing to read 'Dr. Suvit Maesincee'.

(Dr. Suvit Maesincee)

Chairman of the Board

A handwritten signature in black ink, appearing to read 'Mr. Pachai Chanpitaksa'.

(Mr. Pachai Chanpitaksa)

Chief Executive Office



Thai Vegetable Oil Public Company Limited

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Attachment 7 Charter of the Board

Charter of the Board of Directors

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20240326-131506-2566-en-final-version-z.pdf>

Charter of the Audit Committee

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20221107-105140-11-2565-g.pdf>

Charter of the Nomination and Remuneration Committee

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20230314-104729-24-2566-u.pdf>

Charter of the Environmental, Social and Governance Committee

<https://www.tvothai.com/themes/tvothai/downloads/corporate-governance-new/20230314-104501-esg-k.pdf>



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