

# 56-1 One Report for the Year 2024

THAI HA PUBLIC COMPANY LIMITED



## Table of Contents

	<b>Page</b>
<b>Message from the Chairman</b>	<b>3</b>
<b>Part 1 Business Operations and Performance</b>	<b>4</b>
1. Group Structure and Performance	4
2. Risk Management	36
3. Driving Business to Achieve Sustainability	41
4. Management Discussion and Analysis (MD&A)	55
5. General Information and Other Important Information	62
<b>Part 2 Corporate Governance</b>	<b>63</b>
6. Corporate Governance Policy	63
7. Corporate Governance Structure and Important Information about the Board of Directors, Subcommittees, Executives, Employees and Others	73
8. Corporate Governance Key Performance Report	83
9. Internal Control and Connected Transactions	93
<b>Part 3 Financial Statements</b>	<b>104</b>
Addendum 1 Details about Directors, Executives, Controlling Persons, Those Assigned the Highest Responsibilities in Accounting and Finance, Those Assigned the Direct Responsibility for Overseeing the Accounting and the Company Secretary	158
Addendum 2 Details about the Directors of Subsidiaries	170
Addendum 3 Details about the Chief Internal Auditor	171
Addendum 4 Assets Used in Business Operations and Details of Property Appraisal Transactions	174
Addendum 5 Complete Version of the Business Code of Conduct Prepared by the Company	176
Addendum 6 Report of the Audit Committee	204

## Message from the Chairman



2024 was a challenging year in adapting to strategies and differentiating products to keep up with rapidly changing circumstances while creating stability, sustainable growth and prosperity for all stakeholders.

Overall, in 2024, the Company's strategy continued to focus on selling highly profitable products and increase of production potential to support the expansion of ready-to-eat and ready-to-drink products. This was coupled with the continuous development of products of Kaset brand, focus on healthy products and use of clean energy in the production process to deliver valuable products to consumers. The Company also collaborated with leading business partners, expanding B2C sales channels through vending machines to bring products of Kaset brand to customers quickly and conveniently.

In the field of personnel, the Company continues to focus on developing ideas and attitudes on the condition of intense economic competition to make people aware of the present and happy from within to create good work to give back to society.

On behalf of the Board of Directors, THAI HA Public Company Limited would like to thank the shareholders, all commercial partners, business partners, management and employees who have always worked together to support the Company's operations well. This is key to driving the Company's sustainable and stable growth. In closing, I would like to dedicate every aspect of my ability to conducting business carefully, steadily, while adhering to good corporate governance and governance forever.



Mrs. Pattama Tangpiroonthum

Chairman of the Board of Directors



*First Lady*

*Imperial Taste*  
รสเลิศ รสดี รสอร่อย





## Part 1

### Business Operations and Performance

#### 1. Group Structure and Performance

##### 1.1 Policy and Business Overview

THAI HA Public Co., Ltd. is an expert and market leader in agricultural products, processed agricultural products and semi-finished food products such as bagged Thai jasmine rice, bean vermicelli and value-added products such as instant porridge, instant bean vermicelli and coco rolls under the Kaset brand. The Company had a nationwide distribution channel of more than 30,000 stores, including online trading channels and vending machines (B2C) with expansion of its export base to more than 80 countries worldwide. In 2024, the company has a revenue ratio of domestic and international customers at the ratio of approximately 25 : 75, with products certified by high international food standards such as BRC, US FDA and HALAL. In addition, the Company is engaged in holistic management with the use of standardized information systems that emphasize accuracy, speed, transparency and accountability.

##### 1.1.1 Vision, Objectives, Goals or Operational Strategies

<b>Vision</b>	Become a global brand.
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<b>Strategy</b>	The presence of a wide range of processed agricultural products is in demand in the market in addition to an efficient production base with competitive costs by using the Company's brand and reliability in marketing with management of distribution and distribution channels under a rapid information management system.
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<b>Goals</b>	<p>The Company has the following 5-year business goals and guidelines.</p> <ol style="list-style-type: none"><li>(1) Increase production potential to support the expansion of ready-to-eat/drink products.</li><li>(2) Expand the e-commerce and vending machine businesses, which are B2C businesses.</li><li>(3) Expand the snack and health product businesses to consumers.</li><li>(4) To maintain Thai Hom Mali rice export business by building a strong global brand and remain good quality of Thai Hom Mali rice. The company plans to expand to potential markets such as European countries, the United States, the People's Republic of China and African countries.</li></ol>
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### 1.1.2 Major Changes and Developments

#### 2024

- The Extraordinary General Meeting of Shareholders of the Company approved the decrease in the Company's registered and paid-up capital from registered capital of 292,500,000 baht to be new registered capital of 146,250,000 baht and the paid-up capital of 278,000,000.00 baht, to be new paid-up capital of 139,000,000 baht, respectively. This will be achieved by reducing the par value of the Company's shares from 1.00 baht per share to 0.50 baht per share.
- The Company has inspected factories according to various standards such as KOSHER, SMETA, BRGS, and managed its warehouses to make more efficient use of space.
- The Company has used a monitoring system via a dashboard in every unit of the Company.
- The Company has started collecting data on the results of using solar energy. In the first quarter of the year 2024, the Company reduced the cutting of 6,046 trees and reduced CO<sub>2</sub> emissions by 63,190 kilograms.
- The Company received a score of 100 points from the quality assessment of the Annual General Meeting of Shareholders for the year 2024 assessed by Thai Investors Association.
- The Company received a certificate of honor for protecting and honoring the monarchy.
- The company received the Thai Private Sector Collective Action Against Corruption (CAC) certificate for 7 years.
- The Company has always promoted CSR activities, such as donating scholarships to students, donating the Company's products, and participating in blood donations.

#### 2023

- The Company is certified by BRCGS Grade B and IFS certify by SGS.
- The Company has sold products through e-commerce channels including Shopee, Lazada, Facebook, LineMyShop and Tiktok.
- the Company received a score of 100 points from the quality assessment of the Annual General Meeting of Shareholders for the year 2023 assessed by Thai Investors Association.
- The Company joined the Thai Private Sector Collective Action Coalition against Corruption.
- The Company amended anti-corruption policy and organization risk assessment in Code of Conduct.

## 2022

- The Company issued and offered subordinated debentures with equity-like characteristics at a total value of no more than 70 million baht for the Company's directors, and/or shareholders to use the proceeds to repay loans from financial institutions and/or use as working capital in the business.
- The Company registered the dissolution of its subsidiary in the Lao People's Democratic Republic (Kaset Lao Company Limited).
- The Company implemented the Thaiha Business Intelligence Process system to gather information and knowledge within the organization in one place to generate net profit to meet targets and cover 85 items of the COSO internal control system.
- The first phase of the Thaiha Intelligent Farm project has been completed. Through the use of various technologies, it has been able to increase the crop yield to 1,400 kilograms per rai from the previous 800 kilograms per rai.
- The Company's revenue from vending machines (VDM) increased from 2021 by 96%.
- The Company's revenue from sales through e-commerce channels including Shopee, Lazada, Facebook and JD Central increased from 2021 by 155%.

## 2021

- The Company established Thaiha Innovation Foods Co., Ltd., a new subsidiary in Thailand. To support the expansion of the food production and distribution business, including plant-based foods, vegetables, fruits and mushrooms and instant foods. The Company and/or its newly formed subsidiary have acquired land, buildings, machinery and equipment from Albatross Co., Ltd. and Albatross Foods Co., Ltd.
- The Company expanded its business into the distribution channel business, importing and installing more than 200 vending machines (VDM) to sell the Company's instant and semi-finished products in accordance with modern society with its needs for convenience and speed and needs during the pandemic. The Company had growth in the VDM business sector from 2020 at 125%.
- The Company cooperated with the Extraordinary Commission for Honoring the Monarchy, the Senate, government agencies, the private sector, and farmers in implementing the Thaiha Intelligent Farm system to develop integrated agriculture in order to continue and build on the royal aspirations in the Royal Initiatives at the site of the first land title deed in Thailand. Moo 1, Wat Yom Subdistrict, Bang Pa-in District, Phra Nakhon Si Ayutthaya Province, to increase efficiency and productivity, reduce costs and generate more profit, which will give the Company competitive capacity.
- The company markets through e-commerce: KASETSHOP ONLINE and more customers order products through this channel.

- Instant is the Company's new product line with high sales through delivery and e-commerce.
- The Company participated in donations to hospitals and medical centers.
- The Company modernized the office building to suit GEN Y and GEN Z personnel.

## 2020

- The company received the 100% quality rice award from the Department of Internal Trade, Ministry of Commerce.
- The company received an award from the THAI SELECT project from the Department of International Trade Promotion, Ministry of Commerce
- The Company renewed its BRC (British Retail Consortium) Grade A certification from the BSI Institute and the GMP HACCP quality system for rice, instant bean vermicelli and instant rice porridge products.
- The Company developed a snack product, rice berry puffed rice under the brand "Bubble Riz" through both domestic and international distribution channels.
- The Company encourages individuals to develop skills in using technology in their work and increase their abilities to suit the current situation, such as live product presentations and product presentations via VDO CALL.
- In terms of corporate social responsibility activities (CSR), the Company continuously considers sharing and helping fellow Thais by donating products of Kaset brand in major projects such as the Talad Jai Su Pak Tai project, the Thamdee project and the #Save Mor (Doctors), # Save Us project, etc. This includes expressing the intention to share in other ways by both executives and employees participating in blood donation projects with the Thai Red Cross Society.

## 2019

- The company has created a new look for its instant rice porridge with a larger package of Real Thai instant rice porridge package than before, and the addition of a modern packaging design that provides good energy, representing young customers. childhood and family
- The company has developed semi-finished vermicelli products under the brand "Kaset" in the form of cups in 2 new flavors, namely spicy stir-fried bean vermicelli with Korean sauce and Tom Yum Yen Ta Pho to meet the needs of today's customers.
- The Company offers snack products to both domestic and international distribution channels to serve the needs of all customer groups worldwide through the brand "Kaset" with new flavors, namely the ebi shrimp and grilled squid flavors.
- The Company places great importance on teamwork and business growth in the market with partners from the world's leading companies. Therefore, we have cooperated with



DKSH (Thailand) Co., Ltd. to deliver products of Kaset brand to customers widely and efficiently.

- The Company began to expand its export of low-sugar 4 Kor. Khor. fragrant rice products in sizes of 50 LBS and 20 LBS to international markets
- The Company expanded the channel of sale of products of Kaset brand through vending machines.
- The Company developed the ERP system, adjusting the system through SAP S/4 HANA to use technology to increase work efficiency, speed and accuracy.
- The Company renewed its BRC (British Retail Consortium) Grade A certification from Intertek Institute and GMP HACCP quality systems for rice, instant bean vermicelli and instant rice porridge products.

## **2018**

- The company received an award from the THAI SELECT project from the Department of International Trade Promotion, Ministry of Commerce
- The Company received the 100% quality rice award from the Department of Internal Trade, Ministry of Commerce.
- The Company has joined the government's program as an agent in the production and distribution of K.B.43 fragrant rice products, which is a medium to low glycemic index rice formed by the breeding of single hybrid rice between Suphanburi fragrant rice and Suphanburi Variety 1 through research by the Department of Rice Ministry of Agriculture and Cooperatives and Faculty of Medicine Ramathibodi Hospital, Mahidol University, to make soft rice a healthy alternative and certified by the Rice Department, Ministry of Agriculture and Cooperatives. There are 2 types of production and distribution: 1 kg and 5 kg.
- The Company introduced one new flavor of snack products, namely wasabi flavor, under the brands "Coco Riz, Coco Jas and Coco Rice" and distributed in international channels.
- The Company invested in innovations to improve quality and reduce production costs, such as solar power generation projects, investments in rice and snack production machinery as well as the development of bean vermicelli production machinery.
- The company has increasingly shifted its advertising format to social media, both in Facebook and YouTube
- In the area of corporate social responsibility activities (CSR), the Company has expressed its intention with "Ajarn Yak", Mr. Wiwat Salyakamthorn, Deputy Minister of Agriculture and Cooperatives, to support the cessation of paraquat use in Thailand for the prevention and eradication of pests that are harmful to farmers who use it and leave consumers exposed to toxic residue.

- The Company sponsored the Supreme Chonburi-E.Tech Club Team Women's Volleyball Thailand League tournament to support Thailand's athletes and donate money and supplies to the schools, temples and the elderly in need.

## 2017

- The Company joined the Thai Private Sector Collective Action Coalition against Corruption (CAC) by becoming certified as a member of the CAC. The Company is responsible for setting an example by announcing Zero Tolerance on Any Form of Corruption Policy and establishing an Anti-Corruption & Bribery Procedures Standards with the duty of expanding anti-corruption practice guidelines for customers and agents in the supply chain of its business operations for them to join with the Company in cooperating with the government, civil society, the media and international organizations to drive for the implementation of anti-corruption measures, disclosure of information and setting of clean business standards with emphasis on competition with market systematic marketing mechanisms.
- The company offers snack products through both domestic and international distribution channels to meet the needs of all customer groups worldwide with two types and 3 flavors without fillings (pandan, coconut milk and durian) and 1 flavor with chocolate filling the Company imported from abroad to achieve premium quality under the brands of "Coco Riz Roll" and "Coco Jas Roll".
- The Company received the Super Brands Award 2017 from Superbrand Thailand, an organization that works in measuring and evaluating the success of brand building through nationwide marketing surveys to select brands under the most trusted product categories. This award is like the Oscar for brand building and the Kaset brand received the most votes by consumers nationwide.
- The Company participated in the Campaign of Preventive Measures for Occupational Safety to Develop a Management System for Safety, Occupational Health and Working Environment in The Workplace to be effective. It has also been evaluated as a company with work and safety standards. The Company received an honorary certificate from the Department of Labor Protection and Welfare, Nakhon Sawan Province.

## 2016

- The Company renewed its BRC (British Retail Consortium) Grade A certification from Intertek Institute for rice products and GMP HACCP quality system for rice products, instant bean vermicelli and instant rice porridge.
- The Company was certified for rice exports to the People's Republic of China (PRC) by the General Administration of Quality Supervision, Inspection and Quarantine (AQSIQ).
- For Good Corporate Governance, the Company scored 100 points based on the quality assessment of the 2016 Shareholders' Meeting 2016.
- In the corporate social responsibility activities (CSR), the Company set up a booth to play games and give away bicycles as gifts on Children's Day, 9 January 2016, in

collaboration with the Ayutthaya Provincial Bicycle Police Club at a Bike for School event to promote and support the distribution of bicycles to students in need in Phrae Province for travel and a better quality of life.

## **2015**

- The Company offered 22,308,724 newly issued shares for private placement in the amount of 63.8 million baht. As a result, the Company has paid-up capital in the amount of 278,000,000 baht.
- In the field of good corporate governance, the Company received a score of 100 points from the quality assessment of the Annual General Meeting of Shareholders 2015.

## **2014**

- The Company signed a declaration of intent to become a member of the Collective Action Coalition Against Corruption (CAC), which is driven by the Thai Institute of Directors Association (IOD).
- The Company offered 45,000,000 shares to existing shareholders at a price of 2.80 baht per share, with 30,691,276 shares exercised. As a result, the Company has paid-up capital in the amount 255,691,276 baht.

## **2013**

- The Company registered a subsidiary in the Lao People's Democratic Republic (Kaset Lao Company Limited) in which the Company holds 100% shares for the purpose of operating a mill, rice quality improvement plant and exports rice.

## **2012**

- The Company is one of 17 companies listed on the Stock Exchange of Thailand with over 600 companies receiving the Investors' Choice Award from the Thai Investors Association as assessed by the shareholders' meeting with 100 points for the 4th consecutive year (2009-2012) by the Company that received the said award, such as PTT Public Company Limited (PTT), Electricity Generating Public Company Limited (EGCO), Bank Krung Thai Public Company Limited (KTB).
- The Company offers semi-finished bean vermicelli products in bowl form to export channels. To meet the needs of international customers, there are 6 flavors, namely tom yum prawn, seafood bean vermicelli, baked shrimp bean vermicelli, padthai flavor, crab stir-fried black pepper, and chicken soup flavors under the brand "Smart Chef Sensai".
- The Company expanded its procurement and production channels to markets in the Asian Economic Community (AEC) to increase the Company's potential as a leader in agricultural products and support the opening of AEC free markets.

## **2011**

- The Company offered 27,000,000 shares to private placement, resulting in the Company's paid-up capital amounting to 225,000,000 baht.



- In the field of good corporate governance, the Company received a score of 100 points for the third consecutive year based on the quality assessment of the Annual General Meeting of Shareholders 2011.
- The company renewed its BRC (British Retail Consortium) Grade A certification from the SGS Institute for rice products, instant bean vermicelli and instant rice porridge for the second consecutive year.
- In terms of corporate social responsibility activities (CSR), the Company continues to donate funds to schools, which continues annually. In addition, the Company also donated funds and products to help flood victims through various agencies such as the Stock Exchange of Thailand, the Chaipattana Foundation and Channel 3, etc.

## **2010**

- The Company introduced popular semi-finished products such as vermicelli cups in packet form. The Company entered into several marketing channels to better suit the lifestyles of the new generation with 3 flavors, namely tom yum shrimp, seafood bean vermicelli and suki yaki, as well as expanding the production capacity of bean vermicelli to 1,700 tons to support business growth.
- In the field of good corporate governance, the Company scored 100 points for the second consecutive year and is one of 63 companies listed on the Stock Exchange of Thailand based on the quality assessment of the Annual General Meeting of Shareholders 2010.
- The company renewed its BRC (British Retail Consortium) Grade A certification from the SGS Institute for rice, instant bean vermicelli and instant rice porridge products.

## **2009**

- In terms of excellent product quality, the Company received a consistent quality shield for its Thai jasmine rice products for the sixth consecutive year from the Department of Internal Trade, Ministry of Commerce.
- In the field of good corporate governance, the Company scored 100 points and is one of 41 companies listed on the Stock Exchange of Thailand based on the quality assessment of the Annual General Meeting of Shareholders 2009 and the Corporate Governance Survey of listed companies for 2009. The level is "Very Good".
- In the field of good corporate governance, the Company scored 100 points and is one of 41 companies listed on the Stock Exchange of Thailand based on the quality assessment of the Annual General Meeting of Shareholders 2009 and the 2009 Corporate Governance Survey of listed companies. The level was "very good".

## **2007**

- The Company received BRC (British Retail Consortium) certification from the SGS Institute.

## 2006

- The Company was awarded the Prime Minister Award for Best Exporter by the Department of Export Promotion, Ministry of Commerce, and was certified by the US FDA.

## 2005

- On 9 December 2005, the Company was listed on the MAI Stock Exchange.
- In 2005, the Company invested 100% in Thaiha Australia Co., Ltd. with the objective of operating the Company's consumer distribution business with access to wholesale and retail channels in Australia. At present, the Company has already registered for dissolution because the Company already has a new dealer.

## 2004

- The Company increased its registered capital to 198 million baht and transformed into a public company in addition to investing in Cheer Trading Co., Ltd. to expand its domestic consumer distribution business and HORECA.
- The Company was awarded the Prime Minister Award in the category of Brand Name by the Department of Export Promotion, Ministry of Commerce, and Hom Malitra Agricultural Rice products, making the Company a leader in the modern retail market in Thailand. (Source: AC Nielsen Retail Audit Thailand).

### 1.1.3 Is the use of the proceeds from the equity offering in accordance with the objectives?

- None -

### 1.1.4 Obligations the Company has pledged in the Registration Statement and/or the Terms of Authorization of the Office (if any) and/or the conditions for receiving securities of the SET (if any).

- None -

### 1.1.5 General Company

Company Name	:	THAI HA Public Company Limited
Company Registration No.	:	0107547000311
Type of Business Operations	:	Producer and distributor of agricultural products for domestic and international sales
Main Office Address	:	No. 140 Moo 5, Tambon Bangkratuek, Amphur Sampran, Nakornpathom 73210
Telephone	:	066-115-9381
Homepage	:	<a href="http://www.kasetbrand.co.th">http://www.kasetbrand.co.th</a>

Registered Capital	: 292,500,000 common shares valued at 1 baht per share for a total of 292,500,000 baht (The Extraordinary General Meeting of Shareholders No. 1/2024 held on 28 December 2024 passed a resolution to decrease the Company's registered and paid-up capital, thus, in 2025, the Company will have 292,500,000 common shares valued at 0.50 baht per share for a total of 146,250,000 baht).
Paid-up Shares	: 278,000,000 common shares valued at 1 baht per share for a total of 278,000,000 baht (The Extraordinary General Meeting of Shareholders No. 1/2024 held on 28 December 2024 passed a resolution to decrease the Company's registered and paid-up capital, thus, in 2025, the Company will have 278,000,000 common shares valued at 0.50 baht per share for a total of 139,000,000 baht).



## 1.2 Type of Business Operations

### 1.2.1 Revenue Structure

#### Revenue Structure of the Company and Its Subsidiary

Business Group	2024		2023		2022	
	Monetary Amount (million baht)	%	Monetary Amount (million baht)	%	Monetary Amount (million baht)	%
- Rice	247.61	65.70	255.62	53.56	307.23	65.70
- Raw Materials	10.13	2.70	94.42	19.78	37.83	8.09
- Semi-finished Products	51.87	13.80	56.06	11.75	29.39	6.29
- Trading	36.79	9.80	47.86	10.02	60.38	12.92
- Snacks	30.27	8.00	23.32	4.89	32.79	7.00
<b>Total</b>	<b>367.67</b>	<b>100</b>	<b>477.28</b>	<b>100</b>	<b>467.62</b>	<b>100.00</b>

The Company's ratio of total domestic sales revenue to exports in 2024 was approximately 25 : 75.

### 1.2.2 Product Information

#### (1) Product or Service Characteristics and Business Innovation Development

##### (1.1) Company Products

The Company focuses on the business of manufacturing and selling raw materials, bagged Thai jasmine rice and processed agricultural products such as bean vermicelli products. These can be divided into 2 main product groups, namely agricultural products and processed agricultural products as follows:

##### (1.1.1) Agricultural Products

Agricultural products, including raw materials and bagged rice, which can be divided into 5 main groups as follows:

##### (A) Thai Jasmine White Rice Group

The Company has Thai jasmine rice products that have been standardized by the Department of Internal Trade and the Department of Foreign Trade, Ministry of Commerce with the following three products:



- (A.1) 100% Thai Jasmine Rice (International) under the brands "KASET BRAND", "SMART CHEF", "IMPERIAL TASTE" and "FIRST LADY".
- (A.2) Kaset100% White Rice (Special Selection) is the highest quality Thai jasmine rice and the same grade of Thai jasmine rice exported to foreign countries.
- (A.3) Kaset 100% White Rice (Standard) is a Thai jasmine rice with higher quality than the level of quality specified by the Department of Internal Trade, i.e. no other type of rice is mixed. All of the rice is 100% 105 Thai Jasmine Rice.



Thai jasmine rice products are products for which the Company has been able to build a reputation of acceptance by consumers since the Company entered the market and the quality of bagged rice products has been constantly improved, particularly concerning the machinery that helps remove bad rice grains from good quality grains. In the international market, the Company currently exports bagged rice to 85 countries around the world. The Company is currently focused on producing Thai white jasmine rice, because it wants to make a name for the brand's products to win global acceptance, which is also a another means of making a good name to hom mali (jasmine) rice for Thailand.



## (B) Mixed Rice Group

The products in this group are fragrant rice mixed with Kaset Thung Kula Rice.

## (C) White Rice Group

The products in this group are Kaset 100% white rice from the central region of Thailand with high quality.

## (D) Healthy Rice Group

The product in this group is RD43 rice, which has a rather low glycemic index, a healthy alternative. It is a single hybrid between Suphanburi Fragrant Rice (mother variety) and Suphanburi 1 (father variety) at the Suphanburi Rice Research Institute and has been approved by the Varietal Committee, Department of Rice, Ministry of Agriculture and Cooperatives.



## (E) Other Types of Rice

Other types of rice are niche market rice, which tends to grow at a high rate, such as in the health products and the industry

of processed confectionery made from jasmine rice, such as healthy rice like riceberry, red cargo rice, black jasmine rice, black sticky rice and 100% fragrant jasmine brown rice, etc., and snacks containing rice as an ingredient such as coco rice roll, and ready-to-eat such as rice on trays, etc.

#### (1.1.2) Processed Agricultural Products Group

Processed agricultural products are products from agricultural produce that are processed into processed products. These include bean vermicelli, instant bean vermicelli, instant congee, vegetable oil, and snacks.

##### (A) Bean Vermicelli

The Company's vermicelli is divided into 2 brands and can be divided into 3 main markets as follows:



- (A.1) Kaset Brand 100% mung bean vermicelli (green bag) is the best quality vermicelli for sale in the premium market.
- (A.2) Grade A Kaset mung bean vermicelli (blue bag) is a vermicelli with good quality for standard markets.
- (A.3) 100% mung bean vermicelli (overseas) under the "KASET BRAND" and "SMART CHEF", is the best quality vermicelli for exporting.
- (A.4) Charcoal vermicelli (black bag) is a black straight-cut vermicelli where mung bean vermicelli is mixed with charcoal powder (Japanese bamboo charcoal powder) to increase detox properties and enable the absorption of toxins in the digestive tract and intestines. It is suitable for health lovers.

Most vermicelli is available in 500 grams, 200 grams, 80 grams, 70 grams, 40 grams and 35 grams. The charcoal vermicelli is available in 100-gram packages, as well as the hot pot vermicelli, for suitability in consumption by each customer group.

##### (B) Instant Vermicelli



Instant vermicelli is a value-added product for the vermicelli raw material, which is the Company's product. The product contains vermicelli with complete seasonings, which is suitable for modern social conditions, especially for young women and the working age who often care about their own health. The products are packaged in cups and six flavors are available: Tom Yum Kung Flavor, Roasted Shrimp Vermicelli

Flavor, Seafood Vermicelli Salad Flavor, Stewed Pork Boat Noodle Flavor, Stewed Beef Boat Noodle Flavor, and Yentafo Flavor, which have been well received by consumers. Additionally, there are two new flavors: Korean Spicy Stir-fry and Tom Yum Yentafo flavors, which are suitable for the lifestyles of modern people. Furthermore, products in bag packages include two flavors: Tom Yum Kung and Seafood Vermicelli Salad flavors, which have been well received both domestically and internationally, especially with export channels. The Company has introduced a new type of packaging, displayed carton, for instant vermicelli to meet the needs of international customers.

(C) Instant Rice Porridge



Instant Rice Porridge is a value-added product for rice raw materials, which is the Company's product. The product contains rice ingredients with complete seasonings, which is suitable for today's social conditions. The product is available in both cup and bag packages and include five flavors: pork, chicken, fish, and spicy flavors, and the RD43 brown rice pork flavor developed from brown rice pork flavor. The Company also takes consumers' health into account by not adding MSG and adding omega-3s.

(D) Vegetable Oils



The Company purchases palm oil and refined soybean oil from all domestic producers to produce and prepare recipes available in different sizes, and distribute them, taking into account the quality and suitability based on the needs of customers such as restaurants and diners, etc. This is because customers will mainly consider the quality of use.

The Company's vegetable oils are divided into two types: Cheer Brand soybean oil and Cheer Brand palm olein oil. The Company's main market is the diners and restaurants (IHORECA) which use the products in their production processes for domestic consumption and exporting. The size of vegetable oil containers will be large for the industrial market, up to 13.75 liters, 18 liters and 200 liters. However, the Company distributes enough vegetable oil to meet the needs of its customers, both domestically and internationally. Therefore, the Company does not analyze data for marketing, competitiveness and industrial conditions related to vegetable oil.

(E) Snack Group



Snacks are premium products that select the finest ingredients to create unique crispy baked snacks using innovative ideas that use jasmine rice to enhance the most popular flavors and create Coco Rolls which are fragrant, crispy, delicious and suitable snacks. More importantly, Coco Rolls use 100% natural, preservative-free ingredients and is a beneficial and healthy snack. At present, there are three well-received brands: "Coco Riz", "Coco Jas" and "Coco Rice", available in two types: with premium imported chocolate filling and without filling, which include six flavors: coconut milk, durian, pandan, wasabi, and the new ebi shrimp and grilled squid flavors. In addition, the Company has also developed puffed rice snacks by using the benefits and colors of riceberry to make a new product called Bubble Riz.

(F) Ready-to-Eat and Ready-to-Drink (R-T-E & R-T-D)



Ready-to-eat food and beverages are products that are created with the intention of going through a quality and meticulous production process, including the selection of the finest ingredients in Thailand, in order to pass on the excellence in taste of food and beverages to the world market. The ready-to-eat food has a wide selection of flavors, including authentic Thai food such as green curry, Panang, and Massaman, as well as familiar foreign foods such as Japanese curry, Dal and Tikka Masala curry. In addition, the Company also produces ready-to-eat beverages that maintain the uniqueness of Thailand both Thai tea and Thai boba tea, including international drinks like Americano coffee.

## (1.2) Business Innovation Development

The Company invests in innovations to improve quality and reduce production costs, such as using solar drying systems to produce vermicelli, which is clean, safe and does not damage the environment. Moreover, the Company also develops machinery for producing vermicelli, rice and snack products.



In addition, the Company has invested in the SAP S/4 HANA system and monitoring system through Dashboard, which will enable all departments to plan, coordinate and receive information quickly and in a timely manner with investment. The automated warehouse is linked to the product shipping to increase competitiveness and support the growth of various aspects of the Company's business both domestically and internationally. Furthermore, the Company has increased its B2C sales channel through the use of vending machines to bring Kaset Brand products to customers quickly and conveniently.

## (2) Marketing and Competition

### (2.1) Target Groups for Company Products

The Company's target groups have the following characteristics:

#### (2.1.1) End Consumer Group

Gender:	80% women, 20% men
Age:	15 years & up
SES:	A – C (Social and Economic Status)
Status:	All statuses
Geographic:	Bangkok and cities in other provinces.

(2.1.2) Industrial, Hotel and Restaurant Customers: The majority of these customers are entrepreneurs who use the Company's products for production or industrial use and distribute them to end consumers.

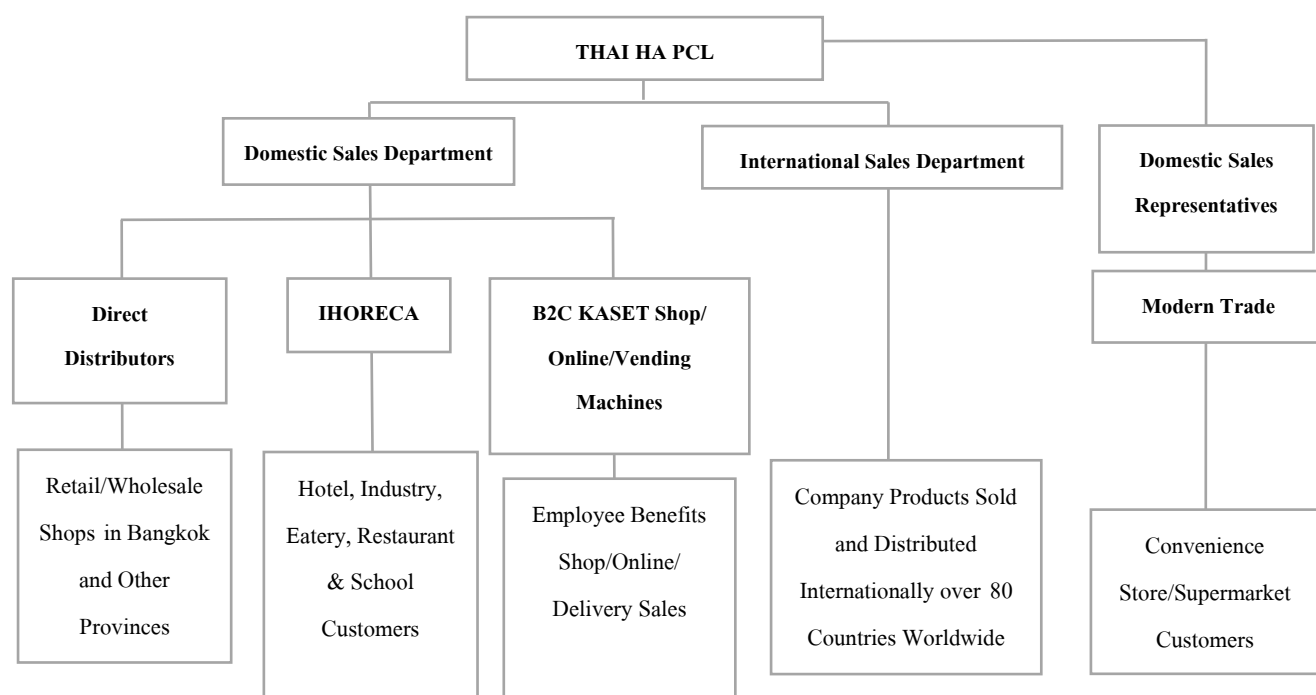
(2.1.3) Asian consumers living in different countries around the world prefer to eat Thai jasmine rice, which has a different taste than other types of rice.

### (2.2) Distribution and Distribution Channels of the Company's Products

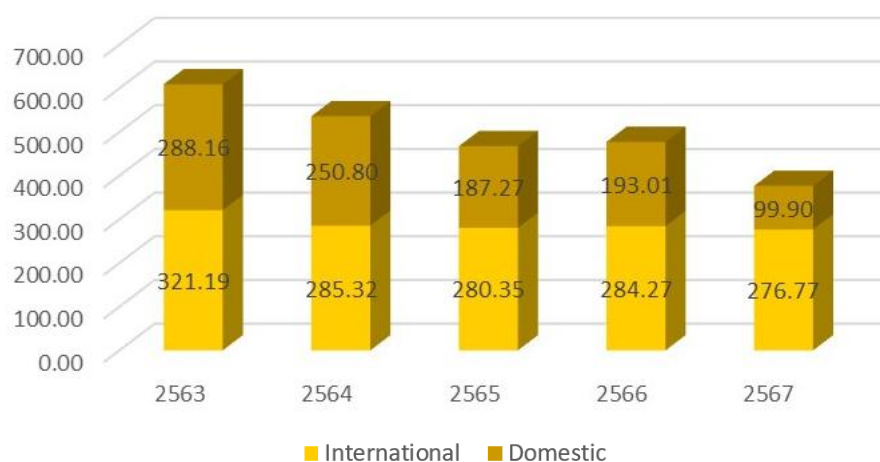
At present, the Company has 2 main distribution channels: domestic sales/distributors and international sales.



## Product Distribution Channels for THAI HA PCL and Subsidiary



Sales Value (Million Baht)



## (2.3) Bagged Rice Industry

### (2.3.1) Bagged Rice Industry Structure

The structure of the bagged rice industry is divided into 2 markets: the domestic bagged rice market and the export bagged rice market.

#### (A) Domestic Bagged Rice

The consumption of bagged rice occurred about 20 years ago due to the changing consumption habits of Thai people who prefer to consume rice with quality control in terms of cleanliness and good standards, as well as taking into account the consistent quality of cooked rice. Meanwhile, the market for sack rice is getting smaller and smaller due to its diminishing popularity. Consumers prefer to eat Thai jasmine rice due to the characteristics of Thai jasmine rice that is white, soft, and fragrant so operators in the bagged rice industry must develop product quality to be consistent throughout the year. The government is also developing new rice varieties, such as RD43 fragrant rice, to increase nutritional benefits and add value. Nowadays, the trend of consuming healthy or homeopathic foods has led consumers to pay more attention to the consumption of brown rice and organic rice due to their high nutritional value and health benefits. Manufacturers have also turned their attention to products in terms of packaging, branding, quality and distribution channels.

In addition, the consumption of bagged rice is due to a change in consumer behavior in Bangkok due to the smaller family conditions. Places of purchase changed from grocery stores to supermarkets. Due to the need for convenience and speed in purchasing and transportation, as well as the use of less space for storage, the bagged rice market is growing every year.

#### (B) Exported Bagged Rice

The competitive situation of rice exporters in the global market in the 2024/2025 production year continues to be characterized by fierce competition and a global economic slowdown due to Russo-Ukrainian war and Israel– Hamas war. World rice production in 2024/2025 is projected to be 522.31million tons of rice, increase from 516.67million tons in 2023/2024, or increase 1.09 %. The export of Thai fragrant jasmine rice from January to December of 2024, or twelve months, was 1.44 million tons, an increase of 10.60% compared to the previous year. It was valued at USD 1,290million, increase by 8.40%. However, Thai jasmine rice has maintained good export levels in countries that still consider quality first, namely the United States, Canada,

Singapore and Hong Kong, despite the higher prices than competitors and under the circumstances of Russo-Ukrainian war and Israel– Hamas war that has affected the global economy.

(2.3.2) Factors Affecting Business Operations

- (A) Factors affecting the success of the bagged rice industry:
  - (A.1) The quality of products meeting acceptable standards.
  - (A.2) A strong brand that requires a high budget and expertise to build.
  - (A.3) Distribution channels that are convenient for consumers.
  - (A.4) Capital that requires high volume in the procurement of raw materials.
- (B) Risk factors entrepreneurs in the bagged rice business must take into account in their business operations:
  - (B.1) The business has a low unit profit because rice is an agricultural product; its prices change seasonally and rely on selling in large quantities as well as other essential consumer goods.
  - (B.2) high capital is required to purchase raw materials for storage, quality improvement, and waiting for bagging for further distribution.
- (C) Factors providing opportunities for the domestic bagged rice industry:
  - (C.1) The business is attractive, both in terms of size and market growth rate.
  - (C.2) There is popularity of consumption as it is a staple food of Thai people.
  - (C.3) It is an industry that has received attention and support from the government to open new markets abroad and encourage foreigners to eat Thai fragrant jasmine white rice.
- (D) Factors obstructing the bagged rice market industry
  - (D.1) Risks associated with fluctuating raw material prices.
  - (D.2) Risks from government interference in the rice market.

(More details are contained in Section 1, Clause 2 on "Risk Management".)

(E) Market Conditions and Competition

(E.1) Market conditions and domestic market competition among bagged rice producers.

At present, the competitive conditions in the bagged rice market are with large producers who have continuous marketing promotion activities. Small producers will not play much of a role in the market and will only promote a specific segment of their marketing.

In addition, competition in the bagged rice market depends on many factors, such as rice export factors for each year. If in any year rice exports are favorable, the price of rice in the country will also be favorable. The competition in the domestic bagged rice market will not be very intense. However, if in any year rice exports decline, the price of rice in the country will also fall. Entrepreneurs in the rice business will also turn to marketing more in the country. Competition will intensify for both existing producers and exporters. In addition, the annual output is also a factor. If there is a large amount of rice produced in any year, it will cause the price of rice to fall, and if drought occurs in any year, the price of bagged rice will rise.

After the government took measures to standardize the quality of bagged rice and seriously inspected the bagged rice sold in the market by the Office of the Consumer Protection Commission, the retail price of bagged rice better reflects true cost and quality. As a result, the gap between each grade of rice quality will not be very big.

(E.2) Market conditions and international market competition among bagged rice producers.

The Company's rice export market is competitive. There are competitors both from Thailand and from other rice exporting countries such as Vietnam, Cambodia and Laos, etc., and the fragrant rice of the main competitors such as Vietnam has more rice varieties, such as ST24 rice that won the World's Best Rice award, etc. Therefore, the Thai rice strategy will focus on producing all seven types of rice to meet the

market demand, including fragrant jasmine rice, Thai fragrant rice, soft rice, hard rice, steamed rice, sticky rice, and special quality rice. In addition, the Company will develop at least 12 varieties of rice to compete in the global market. Thai jasmine rice was awarded the “World’s Best Rice Award 2020” from the world’s largest rice contest held annually at the World Rice Conference organized by The Rice Trader. Thai rice continues to gain an advantage in terms of the reliability of world rice trade and the export of standard “Thai Jasmine Rice” has interesting markets, namely, the EU, Senegal, USA, Canada, China, Hong Kong, Australia and Singapore.

At the same time, the Company mainly focuses on international marketing for jasmine rice and special varieties of fragrant rice by focusing on the quality of jasmine rice that is not adulterated with other types of rice to gain the acceptance and trust of customers. Having the highest production BRC certification standards, and implementing a promotional strategy by providing premium to customers will allow overseas customers to know the brand and be able to make decisions when purchasing the Company's products. In addition, the Company has expertise in exporting and understands the different needs of overseas customers in each country.

(F) Bagged Rice Industry Trends

(F.1) Domestic bagged rice industry trends:

The trend of the domestic bagged rice industry is likely to grow well due to the changing behavior of consumers who want convenience in purchasing goods and want standardized products. This is due to food safety campaigns of the government. As a result, only producers with high production standards can remain in the bagged rice market, and the government is also developing new rice varieties, such as RD43 fragrant rice, to increase nutritional benefits and add value.

(F.2) International bagged rice industry market trends:

The competitive situation of rice exporters in the global market in the 2024/2025 production year remains fierce, with the world rice production for 2024/2025 projected to be 522.31 million tons of rice,

increase 1.09%. World rice consumption is estimated at 523.48 million tons of milled rice, increased by 0.63 %. World rice trade is expected to the amount of 59.78 million tons of milled rice, an increase of 11.03%. Thai jasmine rice exports in 2024 amounted to 1.44 million tons, an increase of 10.60% compared to the previous year, with a value of USD 1,290 million, increased by 8.40% due to the increase in the quantity of jasmine rice sold. However, it is considered that Thai jasmine rice still maintains a good export level. The price is still competitive. The price is still in good condition according to the world economy that is expected to return to normal. Especially the export to 4 important markets with a total export ratio of more than 50 percent of all Thai jasmine rice exports, namely the United States, China, Hong Kong and Canada. The export of Thai jasmine rice to these countries increased by 10.60% and the value increased by 8.40%, demonstrating the potential of Thai jasmine rice that remains in demand in the premium rice market with high purchasing power.

#### (2.4) Bean Vermicelli Industry

##### (2.4.1) Bean Vermicelli Industry Structure

The vermicelli manufacturing industry in Thailand has been around for more than 40 years, but there are still few manufacturers due to the unique formulations of each plant that are not widely disseminated and the specific production process of each factory, which affects the quality of products and consumer acceptance in each brand. Additionally, the main raw material used in production is mung beans, which requires expertise in purchasing and procuring raw materials, as well as the quantity and quality depending on the seasons of each year.

The vermicelli manufacturing industry is an industry of few manufacturers. This is due to the complex production process that requires high management expertise. The size of the production and consumption market is 25,000 tons per year, with a total market value of 2,000 million baht. It has a market growth rate of about 5% per year. (Source: Company Information)

However, although mung bean vermicelli is not a staple food of Thai people, it is a widely popular food. It can be used to cook a variety of Thai signature dishes, such as vermicelli salad, vermicelli curry and roasted seafood with vermicelli.



#### (2.4.2) Factors Affecting Business Operations

##### (A) Factors Affecting Success, Risk Factors, Opportunities and Obstacles of New Competitors

Although the mung bean vermicelli market has few producers. There is mild competition, and the market is growing every year. However, it is difficult to achieve sales success because the consumer behavior of not changing brands once the consumer is familiar with existing brands, in addition to the sales channels of traditional stores that only sell brands that are popular with consumers, and modern trading channels that have limited space for the rise of new traders.

##### (B) Market Situation and Competition

The vermicelli market can be divided into four characteristics as follows:

(B.1) High quality and high price products (Premium)

(B.2) Good quality and medium prices products.

(B.3) Medium quality products at low cost.

(B.4) Economical quality products at affordable prices.

The company has created new products in the upper and lower vermicelli market, such as cut vermicelli and healthy vermicelli, to increase the ease of cooking and respond to the needs of today's consumers.

Due to the competition in the vermicelli market, there are few competitors, consisting of about 4 large manufacturers, and about 10-15 small and medium-sized manufacturers. (Source: Company Information) Therefore, the Company has decided to invest in production and marketing seriously by distributing “Kaset Brand” vermicelli products for the upper vermicelli market, where the Company will compete in terms of quality as this consumer group prioritizes product quality and have the trend to not change brands if they are satisfied with the existing brands. Meanwhile, the lower vermicelli market will have intense price competition, where the production focuses on medium quality to low quality products by small and medium-sized manufacturers.

However, the Company has also invested in the lower market, selling vermicelli under the brand “Chalad Chim”, which is a medium-quality product at an affordable price, to be able to compete in the lower market, which is a consumer market that focuses on price rather than quality. At present, the Company

has an annual production capacity of 936 tons of vermicelli per year.

(C) Bean Vermicelli Industry Trends

The improved economic outlook will inevitably result in higher purchasing power for consumers and the popularity of consuming nutritious and delicious products means the vermicelli industry is likely to expand. There is no product that will replace vermicelli directly, as vermicelli is characterized by its glass-like transparency. While similar products are mee, bamee, Changhai kuaiteaw, or kuaiteaw noodles. However, small and medium-sized producers are likely to experience higher production and sales costs, and the number of manufacturers is likely to decrease in the future.

(3) Procuring/Sourcing Products and Services

The Company has always focused on the quality of its products, which is the main factor that makes its products widely accepted by consumers. The Company has been certified by many food safety standard systems such as HALAL, GMP, HACCP, THAILAND BRAND, and standards by the Department of Internal Trade and Department of Foreign Trade, Ministry of Commerce. It also received the certification for quality control and fair advertisement from the Office of Consumer Protection. Only two manufacturers in the country have received this honor. In addition, the Company has received BRC (British Retail Consortium) Grade A quality standard certification and certification from the USFDA.

The Company has a bagged rice processing plant in Amphur Sampran, Nakornpathom, which has a rice production capacity of 100,000 tons of paddy per year, and a vermicelli factory in Amphur Takhli, Nakornsawan with a production capacity of 936 tons of vermicelli per year.

(3.1) Raw Materials Used in Production

Product	Raw Materials Used	Procurement
Rice	Thai Jasmine Rice, White Rice, Glutinous Rice	40 Suppliers
Bean Vermicelli	Mung Beans	10 Suppliers

*Note: The company buys rice directly from rice mills and brokers, and only buys mung beans, which are the raw materials for vermicelli, from brokers. In addition, the Company buys grains such as black glutinous rice, black beans, white sesame seeds and black sesame seeds from mills, cooperative brokers and farmers' brokers.*

### (3.2) Storage Locations/Storage and Distribution Policies

A 1,000 square-meter area for storing rice, which is in the form of raw materials is located in Amphur Sampran, Nakornpathom with capacity for storing 3,000 tons of rice raw materials and an area of 1,632 square meters for storing mung beans for use in the production of bean vermicelli in the form of raw materials and finished goods. It is located in Amphur Takhli, Nakornsawan.

The finished goods storage and distribution policy can be divided into 2 types as follows:

(3.2.1) For domestic consumers, the Company will only use the Made-to-Stock policy, which is a normal business activity for consumer goods distributors. The Company has to use said policy because it is not possible to predict the exact amount of consumer demand. The Company has a stock storage space of 2,000 square meters to support consumer demand.

(3.2.2) International customers use the Made-to-Order policy, which involves no inventory.

The Company has no problem storing products and raw materials, which are agricultural crops, as the Company has an effective storage and protection policy. This can be seen from the fact that the Company has received the standards of the Department of Foreign Trade, Ministry of Commerce, such as the Certificate of Good Manufacturing Practice (GMP), and the Hazard Analysis and Critical Control Point (HACCP) system, which is a food safety quality assurance system.

### (3.3) Environmentally Related Actions

Due to the Company's business of producing rice, vermicelli, vegetable oil, and grains, which are consumer products derived from natural raw materials, the production process is simple, does not introduce toxic substances to the environment, and can handle by-products such as rice bran, which comes from the production of bagged rice, or fresh and dried mung bean meal and dried mung bean protein from vermicelli production. The manufacturing company can use it as raw material and/or farmers buy it for animal feed or natural fertilizer.

In addition, the bean vermicelli factory in Amphur Takhli, Nakornsawan, has a standardized effluent treatment system to protect the environment that can treat effluent with minimal energy. In addition, the treated water can be used for agricultural purposes as well.

(4) Assets Used in Business Operations



(4.1) Key characteristics and value of the main fixed assets used in business operations.

List of Assets	Ownership (Owned/Leased by the Company)	Net Accounting Value (Thousand Baht)	Obligations
1. 1 Land Plot  Location: Amphur Sampran, Nakornpathom  Total Area: 9 rai, 2 ngan, 31 sq.wa.	Owned by the Company	123,834	No Collateral Obligations
2. 9 Land Plots  Location: Amphur Takhli, Nakornsawan  Total Area: 37 rai, 6 ngan, 193 sq.wa.	Owned by the Company	53,697	No Collateral Obligations
3. 2 Land Plots  Location: Amphur Thamuang, Kanchanaburi  Total Area: 23 rai, 2 ngan, 17 sq.wa.	Owned by the Company	22,518	No Collateral Obligations
4. Office Building and Factory  Location: Amphur Sampran, Nakornpathom	Owned by the Company	83,111	No Collateral Obligations
5. Office Building and Factory  Location: Amphur Takhli, Nakornsawan	Owned by the Company	44,905	No Collateral Obligations
6. Office Building and Factory  Location: Amphur Thamuang, Kanchanaburi	Owned by the Company	16,741	No Collateral Obligations
7. Machineries	Owned by the Company	113,503	No Collateral Obligations

#### (4.2) Important Characteristics of Key Intangible Assets

The Company has registered trademarks covering all brands sold both in Thailand and abroad. There are a total of nine trademarks registered in Thailand and five trademarks registered overseas in 14 countries.

The Company's major trademarks are as follows:

Trademark	Owner's Name	Product/Service Type	Reg. No. / Registration Type	Period of Coverage
 “ตราเกษตร” Trademark	THAI HA PCL.	Instant Rice, Porridge, Bean Vermicelli	161101597 / Thailand	10 years from 4 February 2025 to 3 February 2035
 “KASET BRAND” Trademark	THAI HA PCL.	Instant Rice, Porridge, Bean Vermicelli	161101596 / Thailand	10 years from 4 February 2025 to 3 February 2035

#### (4.3) Investment Policy in Subsidiaries

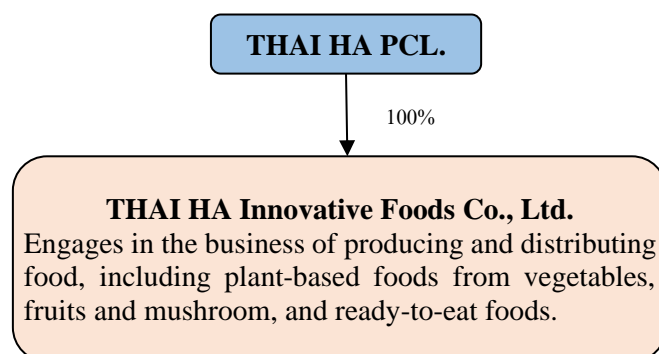
The Company has a policy to invest in businesses that are related to or support the growth or increase of the Company's production potential, or businesses that are believed to have good business growth prospects, whereby the Company will invest only in companies that it can gain control of and have directors or executives of the Company involved in the management of such subsidiaries to ensure that the policies of such subsidiaries are in line with the Company's policies.

#### (5) Undelivered Work

- None -

### 1.3 Shareholding Structure of the Company Group

#### 1.3.1 Group Shareholding Structure of the Company Group (As of 31 December 2024)



(1) THAI HA Innovative Foods Co., Ltd.

The Company foresees trends in its food production and distribution business, including plant-based foods from vegetables, fruits and mushroom, and instant foods. After receiving approval from the Board of Directors in 2021, the Company established THAI HA Innovative Foods Co., Ltd., a new subsidiary in Thailand to support the expansion and growth of such food production and distribution business.

(2) Information about Juristic Persons in Which the Company Holds 10% or More of the Total Number of Shares Sold by the Company

<b>Name</b>	: THAI HA Innovative Foods Co., Ltd.
<b>Main Office Address</b>	: No. 140 Moo 5, Tambon Bangkratuek, Amphur Sampran, Nakornpathom 73210
<b>Business Type</b>	: Engaged in the instant food and rice business for domestic and international sales.
<b>No. of Common Shares Issued</b>	: 400,000 shares
<b>Company Shareholding</b>	: 400,000 shares
<b>Shareholder Equity of THAI HA PCL as of 31 December 2024</b>	: 100%



### 1.3.2 People with Potential Conflicts of Interest in the Company's Subsidiaries or Affiliates

- None -

### 1.3.3 Relationships with the Business Groups of Major Shareholders

- None -

### 1.3.4 Shareholders

List of Top 10 Shareholders as of 6 December 2024

List of Shareholders	No. of Shares Held (shares)	Shareholder Equity (%)
1. Cheer Group Holdings Co., Ltd.	115,664,300	41.61
2. Mr. Thaveechat Chulangkul	13,500,000	4.86
3. Mr. Vorravuth Tangpiroonthum	12,641,300	4.55
4. Mrs. Pattama Tangpiroonthum	11,717,892	4.22
5. Mr. Somroek Tangpiroonthum	10,422,612	3.75
6. Miss Prinda Tangpiroonthum	10,170,010	3.70
7. Mr. Vich Withayathanakorn	4,000,000	1.44
8. Mr. Natthavut Chaimongkon	2,195,900	0.79
9. Mrs. Hatairat Chulangkul	2,158,5005	0.78
10. Mr. Natthapong Panrattamongkon	2,020,200	0.73

The shareholding structure of Cheer Group Holdings as of 27 April 2024 is as follows:

List of Shareholders	No. of Shares Held (shares)	Shareholder Equity (%)
1. Tangpiroonthum Group	25,766,049	78.08
2. Withayathanakorn Group	6,350,506	19.24
3. Mrs. Rattana Janthornphitak	532,909	1.62
4. Ms. Vilai Tangsin	234,900	0.71
5. Ms. Suparat Sakworarat	85,636	0.26
6. Miss Titima Orsiriwikorn	30,000	0.09
<b>Total</b>	<b>33,000,000</b>	<b>100.00</b>

Remarks: 1. Tangpiroonthum Group consists of Mrs. Pattama Tangpiroonthum, Mr. Somroek Tangpiroonthum, Miss Prinda Tangpiroonthum, and Mr. Vorravuth Tangpiroonthum.

2. *Withayathanakorn Group consists of Mr. Phueanrak Nakhob, Ms. Worathida Withayathanakorn, Ms. Issara Withayathanakorn, Ms. Sararat Withayathanakorn, Ms. Woranut Withayathanakorn, Ms. Aranya Withayathanakorn, Mr. Chakrin Withayathanakorn, Mr. Chanwit Withayathanakorn, Mr. Suphachai Withayathanakorn, Ms. Sudarat Withayathanakorn, Mr. Wichai Withayathanakorn, Mr. Watchara Withayathanakorn, Mr. Aphisit Withayathanakorn, Mr. Phumphiphat Withayathanakorn, and Mr. Khuna Withayathanakorn.*

#### 1.4 Amounts of Registered and Paid-up Capital

In 2024, the Company has a registered capital of 292,500,000 baht, paid-up 278,000,000 baht, divided into 278,000,000 ordinary shares with a par value of 1 baht each (The Extraordinary General Meeting of Shareholders No. 1/2024 held on 28 December 2024 passed a resolution to decrease the Company's registered and paid-up capital, thus, in 2025, the Company will have a registered capital of 146,250,000 baht, paid-up 139,000,000 baht, divided into 278,000,000 ordinary shares with a par value of 0.50 baht each).

#### 1.5 Issuance of Other Securities

Type of Debentures	Subordinated debentures with capital-like characteristics requiring one-time principal repayment upon dissolution of the Company or when the issuer exercises the right to early redemption of the debentures. The issuer has the right to defer interest payments along with the accumulation of unpaid interest on any date to the debenture holders for an unlimited period and number of times at the sole discretion of the issuer. Such debentures are debentures of the type specified in the name of the holder. There is no guarantee, no conversion, no representative of the debenture holders, and the issuer has the right to redeem the debentures before maturity
Limit of Issued Debentures	The total offering value is not more than 70 million baht.
Debenture Age and Interest Rate	There is no perpetual maturity period and there is a floating interest rate which is as follows: <ul style="list-style-type: none"> <li>• Years 1-5: Fixed rate of 5.25% per annum.</li> <li>• Years 6-25: Equal to the product of A) 5-year government bond yield, B) Initial credit spread, and C) 0.15% per annum.</li> <li>• Years 26-50: Equal to the product of A) 5-year government bond yield, B) Initial credit spread, and C) 1.00% per annum.</li> </ul>

	<ul style="list-style-type: none"> <li>Years 51 and over: Equal to the product of A) 5-year government bond yield, B) Initial credit spread, and C) 2.00% per annum.</li> </ul> <p>The initial credit spread is 3.14% per annum (calculated from the 5-year government bond yield calculated by the Thai Bond Market Association as of 3 August 2022) and the 5-year government bond yield refers to the yield interpolation of the 5-year government bond yield line at the end of the business day two business days prior to any interest rate adjustment date prepared by the Thai Bond Market Association.</p> <p>The 5-year government bond yield will be adjusted every five years to reflect the current interest rate conditions.</p>
Interest Payment Interval	Interest is paid every three months.
Early Redemption	The issuer has the right to redeem the entire amount of debentures as deemed appropriate on the first day on which their debenture redemption right can be exercised (maturity date is 5 years from the date of issuance of the debentures) or each interest due date after the first day that the right to redeem the debentures can be exercised or under the conditions stipulated in the terms and conditions.
Collateral	None
Type of Offer	No more than 10 cornerstone investors in any 4-month period to the directors and/or major shareholders of the Company.
Maturity Date	Redemption upon dissolution of the Company (Perpetual) or the issuer exercising the right of redemption in accordance with the rules and procedures set forth in the terms of rights.
Purpose of Use of Funds	To repay financial institution loans and/or use them as working capital in the business.
Consultant on the Issuance of Subordinated Debentures with Capital-like Characteristics	UBO Public Co., Ltd.
Legal Advisor	Araya & Partners Co., Ltd.

## 1.6 Dividend Payment Policy

The Company has a policy to pay dividends at the rate of no less than 50% of the net profit in the consolidated financial statements after deducting all types of reserves required by law and the Company. Dividend payments take into account the following various factors for consideration, e.g., include the Company's operating results and financial position, its liquidity, and its financial performance. The dividend payment mentioned above must be approved by the Board of Directors and the Shareholders' Meeting.

### **Dividend Payment Information for the Past 3 Years**

Description of Dividend Payments	2024	2023	2022
Net Profit per Share (baht per share)	(0.22)	(0.30)	(0.10)
Dividend Rate per Share (baht per share)	No Payment	No Payment	No Payment
Dividend Payment Ratio to Net Profit (%)	No Payment	No Payment	No Payment

## **2. Risk Management**

### **2.1 Risk Management Policy and Plan**

The Company has established risk management policies and plans by preparing and assessing various risks both from external factors and internal operations, as well as establishing guidelines for risk administration and management to an acceptable level. Communication is also provided to employees.

### **2.2 Risk Factors for the Company's Business Operations**

#### **2.2.1 Business Risks**

##### **(1) Risks from the Russo-Ukrainian War**

The war between Russia and Ukraine is a violent event that could affect economies around the world, putting pressure on economic recovery.

The unrest between the two countries is likely to escalate and expand into a regional conflict, so there is also a chance that the trade impact will extend to European countries and affect Thailand. The European region is considered an important region for imports and exports of Thai products. In 2024, Thailand's trade with European countries was valued at about 10% of the country's total trade value.

With the rising trend in product prices due to shortages, the price of many types of products has increased significantly. This includes agricultural products, industrial products, and energy products, which also contribute to the rise in oil prices in the global market.

For the impact on the Thai economy due to the decline in global trade, Thailand's shipment volume is likely to be less than expected. Meanwhile, inflation accelerated. As a result, Thailand's economy is likely to expand at a lower rate than expected.

##### **(2) Risks from Changes in Raw Material Prices**

Rice and flour, which are the Company's main raw materials for the production of bagged rice and vermicelli, are agricultural products whose prices change seasonally. Changes in raw material prices may affect the Company's performance.

The Company has a policy to closely monitor the price of raw materials. Short-term and long-term purchase agreements are agreed upon with both small and large the manufacturers and importers at the beginning of the season and measures are in place to check the quality and maintain standardized rice and flour storage. In addition, among the higher-end customers, the Company can adjust the price to compensate for the difference because consumers trust in the quality of jasmine rice under the Company's brand. This is especially true in international markets where there is no sales price regulator.

In addition, the Company has adjusted its production and distribution management system throughout the process, resulting in the Company having accurate and fast information to support decisions to adjust the operation plan effectively and allow for

a significant reduction in operating costs and expenses. This enables the Company to compete with the global market in both the short and long term.

(3) Government Policy Risks

Rice is an agricultural product that has a significant impact on Thailand's economy. As a result, the government has several policies that may affect the Company's operations, such as the policy of setting the price of rice mortgage to help farmers, causing the price of Thai rice to be higher than the world market price. This may result in the Company's overseas customers ordering substitute goods or reducing the number of orders.

However, the Company focuses on selling fragrant jasmine rice, which Thailand is the main producer in the world and the rice is a Thai variety that cannot be grown well in other countries. In addition, overseas consumers also have confidence in the quality of jasmine rice, and the Company focuses on opening up the market for agricultural products with trading partners as well.

In addition, the Company monitors and analyzes various government policies and their impact on the Company, and plans to support such policies by cooperating with government agencies, including attending meetings and seminars with government agencies to provide information and closely monitor movements.

(4) Export Risks

The Covid-19 pandemic has resulted in a decrease in the country's economy and purchasing power. This, coupled with the continued strengthening of the Thai Baht exchange rate, as well as the development of rice varieties by competing countries, may affect the Company's rice orders and increase competition in the rice market.

However, since consumers still believe in the quality of fragrant jasmine rice under the Company's brand, the Company is still able to retain its target customers, and the Company adopts a Made-to-Order policy for export products, so there will be no inventory. In addition, to reduce the original cost of producing fragrant jasmine rice, the Company has entered into contract farming with farmers to jointly develop new rice varieties.

(5) Environmental Impact Risks

The Company has established guidelines for the implementation and follow-up of environmental management related matters both inside and outside the factory, using the 3R concept: Reuse, Reduce, and Recycle. As a result, it is possible to reduce the amount of waste in the production process, reduce the disposal of waste materials and reduce the cost of waste disposal. The production process has been improved to reduce energy consumption, especially electricity consumption. The Company uses solar drying systems to produce vermicelli, which is a clean, safe and environmentally-friendly energy, and improves the production process to reduce dust and odor, as well as monitors the impact regularly. In the past year, the Company has passed all industry standards. It does not affect or damage the environment and community resources.



(6) Risks from Social Change

Continuous changes in society, including technological advancement caused the lifestyle of human beings in this modern era to change dramatically, especially those in big cities. Therefore, consumption habits change accordingly. In addition, there has been a change in shopping habits from in-store shopping to online shopping. If the Company does not adapt to society and technology, it may affect business operations due to reduced competitiveness.

To handle the situation, the Company has used information technology as a tool to communicate with partners and customers in addition to increasing its outreach to customers on various online media such as the Company's website and Facebook, as well as expanding its business in the e-commerce segment and selling products through vending machines, which is a B2C business, as well as participating in food delivery services via various applications. Moreover, the Company has expanded its ready-to-eat, snack and health product businesses for added revenue and to generate profit for the Company.

(7) Corporate Governance Risks

The persons holding the positions of Chairman of the Board of Directors Chief Executive Officer of the Company belong to the same family, which may make it seem that the Company does not have a balance of power between the Board of Directors and management.

Nevertheless, the Company recognizes the importance of good corporate governance and, therefore, has clearly separated the powers and duties of the Chairman of the Board of Directors and the Chief Executive Officer. This makes the division of roles and responsibilities between the Board of Directors and management clear and properly balanced. In addition, the Company appoints directors without giving any person or group the power to make decisions based solely on one person or group. In order to effectively manage the work and create a counterbalance mechanism, the Company has a management structure with clearly distributed chain of command. The management and decision-making powers are decentralized to the parties within the Company as appropriate, so the decision-making and management power does not lie solely with the Chief Executive Officer.

(8) Corruption Risks

To reduce the risk of corruption, the Company has established anti-corruption policies and measures, including an internal control system that systematically defines operational procedures, compliance with relevant laws and monitoring the strict compliance of employees. In addition, the Company has invested in the implementation of the SAP S/4 HANA system, monitoring system through Dashboard and a smart warehouse system in management, production, sales and marketing, which will allow all departments to systematically plan and coordinate their work and enable them to receive accurate and timely information, which will help in risk management and reduce corruption, especially in the prevention of damaged and lost goods.

In this regard, The Company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) project by the Thai Institute of Directors (IOD).

(9) Cyber Threat Risks

Risks from cyber threats are important and affect the Company's operations, particularly important systems such as networking, financial and accounting systems, internal management system and human resources, which also contain personal information owned by the Company. If there is a problem with the Company's information technology system, access to the personal data held by the Company will affect the Company's operations and reputation.

Therefore, the Company has planned and invested in developing a work system to support new technologies and prevent risks from cyber threats, such as improving the computer network system to make it ready to avoid failure of the network system and server to ensure that the system can work continuously, prevent network access and establish strict security control measures such as a firewall system and setting up a network as a backup center to support emergencies, so the business can continue to operate.

## 2.2.2 Production Risks

(1) Risks associated with the government's salary and minimum wage policies.

Due to the fact that the Company's production and distribution processes require a large number of day-to-day workers and office workers, the announcement of a minimum wage hike and raise in salaries of undergraduate employees in line with government policy has significantly increased the company's production and operating costs

To handle this situation, the Company has been working to improve the work system to be connected throughout the process to reduce unnecessary operational procedures. Training is provided to improve the skills of employees and automate the production process by adding machinery to the production line, which has made it possible to partially reduce the need for labor.

(2) Flood Risks

Since the massive flooding in late 2011, the company has purchased disaster insurance to hedge the risks and invested in landscaping around the locations of all facilities. In addition to the original flood protection line for use as a new line of defense. This also includes canceling the rental of certain establishments in risky and difficult-to-protect areas in the future.

## 2.2.3 Financial Risks

(1) Risk of Fluctuations in Foreign Currency

The Company has policy to give greater importance to international marketing. The goal is to establish the company's brand as a global brand. Meanwhile, the Company's exports to foreign countries accounted for 75% of the combined sales of the Company and its subsidiary in 2024. The Company has focused on preparations for production

readiness, distribution and marketing under the “KASET BRAND”, “SMART CHEF”, “IMPERIAL TASTE”, “FIRST LADY”, “COCO RIZ ROLL” and “COCO JAS ROLL” brands by delivering products to consumers in a wide range of countries, so there are risks from exports in terms of fluctuations in the dollar currency or other currencies which the Company incurs in selling the Company’s products.

Nevertheless, the Company is hedging these risks by providing working capital in dollars proportionately to no more than the expected amount from exports in order to reduce the risk of changes in currency. In addition, the Company has purchased currency forward contracts on the date of delivery to customers with some commercial banks, and will record the sales in Thai baht according to the exchange rate of the commercial bank on that date. This allows the company to recognize certain revenue and cost prices. Therefore, it reduces the volatility of foreign currency income.

#### 2.2.4 Risks Affecting the Rights or Investments of Security Holders

(1) Risks from the Company Having Major Shareholders with Equity Exceeding 25%.

Cheer Group Holdings Co., Ltd. is a shareholder of the Company at 41.61%<sup>1</sup> of the total number of shares sold, thus allowing Cheer Group Holdings Co., Ltd. to exercise its right to object or disapprove of the resolutions at the shareholders’ meetings on matters required by the Company’s Articles of Association or related laws, which require at least three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

*Note:* <sup>1</sup>Information as of 6 December 2024

(2) Risks from Having Accumulated Losses, Resulting in the Potential Inability to Payout Dividends in the Near Future

In the fiscal year 2024, the Company had a net loss (excluding subsidiaries) of 51.54 million baht. This is the company’s sixth consecutive year of net loss and it has resulted in the Company’s accumulated loss (unallocated) at the end of 2024 amounting to 281.45 million baht. The Company has accumulated losses over the past six years. This is partly due to the Covid-19 pandemic, Russo-Ukrainian war and Israel– Hamas war, while the Company is experiencing high competition. As a result, the Company’s sales and net profit ratio decreased. As a result, the Company is unable to pay dividends to shareholders in accordance with the law and shareholders are at risk of not receiving dividends in accordance with the dividend payment policy.

However, at the moment, the Company is in the process of adjusting its marketing strategy. The Company expects that the implementation of such plans will increase product sales and enable the Company to start profiting.

### 3. Driving Business to Achieve Sustainability

#### 3.1 Sustainability Management Policy and Goals

The Company aims to operate its business to be prosperous and grow stably and sustainably, creating wealth for all stakeholders in a balanced manner. Other than the determination to drive the business to achieve success in a legal manner, the Company also takes into account and participates in social and environmental stewardship within the framework of good business ethics, respect to international human rights principles and adhere to the principles of good corporate governance, along with the development of personnel in various aspects, including positive ideas and attitudes, which create initiatives to create good work and give back to society in order to achieve the Company's vision and mission as follows:

<b>Vision</b>	Become a Global Brand
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<b>Mission</b>	<ul style="list-style-type: none"><li>(1) Producing good quality, safe and legal products under high international food standards.</li><li>(2) Continuously creating added value for various agricultural products and processed agricultural products.</li><li>(3) Creating maximum customer satisfaction.</li><li>(4) Continuous development of personnel capabilities and enhancement of personnel quality of living.</li><li>(5) Committing to continuously giving back to the society and community.</li></ul>
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## 3.2 Management of Impact to Stakeholders in the Business Value Chain

### 3.2.1 Business Value Chain

#### (1) Primary Activities

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##### Managing Production Factors

Since the Company's products are agricultural and processed agricultural products, it is difficult to control the quality to be stable and consistent. Therefore, the Company places great importance on selecting the source of local raw materials with quality and safety, incoming inspections of raw materials, and production control processes to ensure the highest satisfaction of consumers. The Company buys rice directly from the rice mill and brokers. Mung beans are the only ingredients for vermicelli production that are purchased entirely from brokers. Grains, such as black sticky rice, black beans, white sesame seeds and black sesame seeds are purchased from the mill, cooperatives' brokers and farmers' brokers. As for palm and soybean oils, the Company buys refined raw materials from all domestic manufacturers. In addition, the Company has entered into contract farming with farmers to jointly develop new rice varieties. In the procurement process, the Company has established guidelines and procedures for procurement, and criteria for selecting trade partners clearly to ensure fairness and independence between the Company and its partners in a transparent and accountable sourcing system.

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##### Operations

Due to the Company's business of producing rice, vermicelli, vegetable oils and grains being consumer goods derived entirely from natural raw materials, the production process is simple and environmentally friendly and can handle by-products from the production of products such as rice bran, which comes from the production of bagged rice, or fresh and dry mung bean meal, and dried green bean protein from vermicelli production, which the Company can use as raw materials and/or farmers can buy it for animal feed or natural fertilizer.

Moreover, the vermicelli factory in Amphur Takhli, Nakornsawan, has a standard wastewater treatment system to preserve nature. The system can treat water with minimal energy and the treated water can be used well for agriculture.

The Company has an effective policy for storing and protecting products and raw materials that are agricultural produce. This can be seen in the fact that the Company has received certification from the Department of Foreign Trade, Ministry of Commerce, namely the Certificate for Good Hygiene Practices (GHPs) and the Hazard Analysis and Critical Control Point (HACCP), which is a food safety quality assurance system.

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### **Product and Service Distribution**

The Company uses the SAP S/4 HANA system to link with automated warehouse systems and transportation systems for modernity and speed to meet the needs of customers and the Company's business expansion in the future. In addition, the Company also uses standards to control food safety during loading and transportation processes.

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### **Marketing and Sales**

The Company determines the price of goods appropriately and provides accurate and complete information about goods and consumption.

The Company proactively conducts marketing activities by adding new product lines to meet the needs of potential markets. The Company has a policy to fulfill sections of the market that is vacant and has growth potential, for example, by adding new products such as new flavors of instant vermicelli, new packaging for instant congee, vermicelli wraps for health lovers with charcoal vermicelli, which makes a difference in the market, and snacks that resonate with consumers

The Company uses a mixed marketing strategy to build brand loyalty, differentiating itself and gaining advantages by, for example, using electronic advertising materials or public relations such as the Company's website and Facebook, as well as participating in exhibitions and giving freebies with the products.

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### **After Sales Service**

The Company gives importance to customer satisfaction and therefore has set up an agency that handles customer complaints through various channels such as telephone, email, website and Facebook of the Company in order to provide advice and expedite the resolution of customer problems as soon as possible.

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## (2) Support Activities

### Technology Development

The Company cooperates with the government and farmers to develop new rice varieties, such as K.B.43 fragrant rice, to increase nutritional benefits and increase value.

The Company has invested in using the SAP S/4 HANA system in the existing ERP (Enterprise Resource Planning) system management, production, accounting and finance, sales and marketing, which will allow all units to make plans, coordinate work and perceive information rapidly and promptly.

### Human Resource Management

The Company manages its human resources by structuring the organization as a low-tier chain of command, making speedy response to the management's policies, performance reporting and adjustment to market situations is possible.

## 3.2.2 Analysis of Stakeholders in the Supply Chain of the Business

Stakeholders	Stakeholders' Expectations	Response to Stakeholders' Expectations
<b>Stakeholders in the Organization</b>		
Shareholders	<ul style="list-style-type: none"><li>Adapting strategies in line with changes for sustainability.</li><li>Increasing competitiveness and continuous business growth.</li><li>Operating with transparency and accountability</li><li>Performing activities with responsibility to society, communities and the environment.</li><li>Offering regular returns on investment.</li></ul>	<ul style="list-style-type: none"><li>Improve product quality as well as introduce new products to generate good performance.</li><li>Analyze and manage potential risks occurring in the future.</li><li>Operate within the framework of the law, business ethics and good corporate governance.</li><li>Disclose information through the Company's website and the Stock Exchange of Thailand.</li><li>Support activities that are in the public interest.</li><li>Comply with the Company's dividend payment policy.</li></ul>



Stakeholders	Stakeholders' Expectations	Response to Stakeholders' Expectations
Employees	<ul style="list-style-type: none"> <li>Developing employee potential for career advancement.</li> <li>Treating employees with fairness.</li> <li>Commensurate remuneration, privileges and benefits.</li> </ul>	<ul style="list-style-type: none"> <li>Encourage all employees to have knowledge and ability by training and promoting learning in the field.</li> <li>Take care of employees equally and fairly.</li> <li>Evaluate performance fairly and provide appropriate remuneration and benefits.</li> </ul>
<b>Stakeholders Outside the Organization</b>		
Trade Partners	<ul style="list-style-type: none"> <li>Treating trade partners with fairness.</li> <li>Acting in compliance with trade terms</li> <li>Promoting and developing raw materials together.</li> <li>Participating in problem-solving.</li> <li>Combatting corruption.</li> </ul>	<ul style="list-style-type: none"> <li>Adhere to conducting business with business partners with fairness, equality and mutual benefits.</li> <li>Strictly comply with the terms and conditions of trade agreements entered.</li> <li>Solve problems together in a friendly way.</li> <li>Engage in transparent and accountable procurement The guidelines and procedures for procurement and selection criteria must be clearly defined to ensure fairness and independence between the Company and its partners.</li> </ul>
Customers	<ul style="list-style-type: none"> <li>Delivering quality products</li> <li>Products are safe and environmentally friendly.</li> <li>Understanding customer needs.</li> <li>Contacting, monitoring and having post-sale services</li> </ul>	<ul style="list-style-type: none"> <li>Be attentive and responsible to customers by producing quality and standardized products.</li> <li>Develop products with safe and environmentally friendly innovations, such as using solar drying systems to produce bean vermicelli.</li> <li>Have a unit responsible for receiving customer complaints to take corrective action as soon as possible.</li> <li>Maintain the confidentiality of all customers.</li> </ul>

Stakeholders	Stakeholders' Expectations	Response to Stakeholders' Expectations
	<ul style="list-style-type: none"> <li>Maintaining customer confidentiality.</li> </ul>	
Competitors	<ul style="list-style-type: none"> <li>Compliance with applicable rules, regulations and laws</li> </ul>	<ul style="list-style-type: none"> <li>Operate within a framework of good competition rules. Maintain the norms of the competition code of conduct. Avoid dishonest methods that would destroy competitors.</li> <li>Comply with applicable rules, regulations and laws.</li> </ul>
Creditors	<ul style="list-style-type: none"> <li>Compliance with terms and agreements.</li> </ul>	<ul style="list-style-type: none"> <li>Adhere to business practices with principles and discipline.</li> <li>Strictly comply with any contracts, agreements or conditions with creditors.</li> </ul>
Communities	<ul style="list-style-type: none"> <li>Mitigation of negative impacts from operations.</li> <li>Promoting and supporting social activities that benefit communities and society.</li> </ul>	<ul style="list-style-type: none"> <li>Adhere to the responsibility policy for the environment of the community and society as an important policy of the Company.</li> <li>Monitor and improve factory systems, such as maintaining the effluent treatment system to meet environmental standards, which can be done with minimal energy.</li> <li>Various Types of Social Assistance: Recognizing the importance of improving the education of Thai youths, the Company awards scholarships to schools around the factory in Phutthamonthon and nearby areas on an annual basis.</li> <li>Support money or products for various activities of government agencies, schools, temples and other charities on a regular basis.</li> </ul>

### 3.3 Sustainability Management in Environmental Dimensions

#### 3.3.1 Environmental Policies and Practices

The Company's bagged rice, bean vermicelli, vegetable oil and grain production businesses produce consumer products made entirely from natural raw materials. There is a simple production process that does not release toxic substances into the environment. Nevertheless, the Company recognizes and gives importance to environmental protection and natural resource conservation. Therefore, the Company has established the following policy guidelines:

- (1) The Company is committed to strict compliance with environmental laws and standards.
- (2) The company aims to develop production processes using natural energy.
- (3) The Company focuses on reducing energy and resources within the Company by cultivating awareness and campaigning for employees to know how to protect the environment and conserve natural resources such as the following:
  - (3.1) Campaign to save electricity and water supply by turning it off when it is out of use, controlling air conditioner temperatures at 25 degrees and sorting garbage and waste.
  - (3.2) Encourage data collection by scanning data in electronic file formats instead of paper document storage, as well as encouraging cost-effective use of paper such as front-back printing or reuse to reduce printing and paper consumption.
  - (3.3) Choose eco-friendly products or refillable packaging.

#### 3.3.2 Environmental Performance Results

##### (1) Energy Management

In line with its policy of developing production processes by using natural energy, the Company has invested in innovations such as the use of a solar drying system to produce bean vermicelli that is clean, safe and does not damage the environment. In addition to the policy of reducing energy consumption and resources within the Company, the Company is able to manage energy efficiently, including both lighting and air conditioning systems, by installing and maintaining the control equipment of the related electrical systems. As a result, the Company can reduce electricity consumption as follows:



**Table Showing Electricity Use**

**Unit: Baht**

<b>Location</b>	<b>2024</b>	<b>2023</b>	<b>Increase (Decrease)</b>	<b>Proportion (%)</b>
Office & Factory Buildings Amphur Sampran, Nakornpathom	1,934,213.58	2,367,171.13	(432,957.55)	(18.29%)
Office & Factory Buildings Amphur Takhli, Nakornsawan	1,499,925.62	2,202,609.82	(702,684.20)	(31.90%)
<b>Total</b>	<b>3,434,139.20</b>	<b>4,569,780.95</b>	<b>(1,135,641.75)</b>	<b>(24.85%)</b>

(2) Water Management

Water resources are an important factor in production. Collecting water usage data enables the Company to develop and improve water resource management effectively in order to reduce the cost of business operations and reduce the risk of shortage of quality water resources. The Company constantly performs repairs and maintenance in addition to inspecting the conditions of the water supply system for the production process to ensure that it meets standards. For office buildings, the Company has adjusted the flow rate of water at the washbasin and sanitary ware inside the building, in addition to effectively managing the effluent, which can be treated with minimal energy. This amount can also be used for agricultural purposes.

**Table Showing Water Use**

**Unit: Baht**

<b>Location</b>	<b>2024</b>	<b>2023</b>	<b>Increase (Decrease)</b>	<b>Proportion (%)</b>
Office & Factory Buildings Amphur Sampran, Nakornpathom	104,349.50	89,738.75	14,610.75	16.28%
Office & Factory Buildings Amphur Takhli, Nakornsawan	-	-	-	-
<b>Total</b>	<b>104,349.50</b>	<b>89,738.75</b>	<b>14,610.75</b>	<b>16.28%</b>

(3) Garbage, Waste and Pollution Management

The Company can handle by-products from the production of products such as rice bran, which comes from the production of bagged rice or fresh mung bean meal, dried mung bean meal and dried mung bean protein from vermicelli production, which the manufacturing company can use as raw material and/or farmers can buy for animal feed or bio-fertilizer.

In addition, the Company systematically manages garbage and waste in its business operations in accordance with the 3-R principle (Reduce-Reuse-Recycle). There is an efficient waste sorting system along with raising awareness of participation among employees and stakeholders. Furthermore, the Company performs environmental quality measurements in factories and around the workplace at least once a year. In 2024, odors, sounds and lighting were within the normal range as required by law.

(4) Management to Reduce Greenhouse Gas Problems

The Company focuses on managing to reduce greenhouse gas problems. The Company's activities may have an impact on greenhouse gas emissions in terms of energy consumption, such as the use of electricity from air conditioners. Nevertheless, the Company is in the early stages of considering, studying and collecting data for setting guidelines and strategies to reduce greenhouse gas problems in the future, which will be disclosed in the implementation period.

### 3.4 Sustainability Management in the Social Dimension

#### 3.4.1 Social Policies and Practices

The Company has set business policy by taking into account corporate social responsibility and stakeholders as follows:

(1) Fair Business Practices

In order to operate the business in the best interests of shareholders, the Company is committed to conducting business legally under the framework of good business ethics and adherence to the principles of accountability, transparency and fair treatment of all parties in order to achieve its vision and mission.

(2) Responsibility to Consumers

Recognizing the importance of customer satisfaction to its business success, the Company intends to constantly seek ways to meet customer needs more efficiently and effectively, which is defined as the Company's quality policy that "We are committed to producing good quality, safe and legal products and services with continuous improvement to win the hearts of customers." Therefore, the guidelines are defined as follows:

- (2.1) Strive to build satisfaction and confidence for customers to receive good quality products and services at reasonable prices by continuously and seriously raising standards.

- (2.2) Completely, accurately and promptly disclose information about products and services without exaggerating the facts in a way that would mislead customers about quality, any quantity or condition of goods or services.
  - (2.3) Strictly comply with the conditions with customers. In case of failure to comply with any of the conditions, we must immediately notify customers in order to jointly consider solutions to the problem.
  - (2.4) Meet customer needs with speed and punctuality for maximum customer satisfaction.
  - (2.5) Maintain customer confidentiality seriously and regularly, including not using customer information illegally for personal benefit or the benefit of others.
  - (2.6) Provide systems and processes that allow customers to file complaints about the quality, quantity and safety of goods and services, including the speed of response or delivery, and the utmost action to ensure that customers receive a quick response.
  - (2.7) Respect customers and interact with customers with courtesy, efficiency and trustworthiness.
- (3) Respect for Human Rights

The Company requires that directors, executives and all employees respect the Universal Declaration of Human Rights as follows:

- (3.1) The Company encourages employees to exercise their rights as citizens in accordance with the Constitution and the law.
  - (3.2) The Company will maintain the confidentiality of the personal information of employees, such as biography, health history, work history, etc. The disclosure or transfer of employees' personal information to the public will only be done with the approval of the employee. Any violation will be considered a disciplinary offense, unless committed in compliance with company regulations or the law.
  - (3.3) The Company does not support activities that violate international human rights principles or corruption.
  - (3.4) All employees must refrain from committing any acts that would be violating or threatening, whether in word or deed against others, on the basis of race, gender, religion, age, physical or mental disability.
- (4) Fair Treatment of Workers

The Company recognizes that employees are an important factor of sustainability and, therefore, it is the Company's policy to provide fair treatment in terms of opportunity, remuneration, appointment, transfer and capacity building in accordance with the United Nations Guiding Principles on Business and Human Rights ("UNGPs"). The guidelines are defined as follows:

- (4.1) Treat employees with politeness, respect for individuality and human dignity
- (4.2) Provide fair remuneration based on knowledge, competence, responsibility and performance.
- (4.3) Ensure that the working environment is always safe for the lives and property of employees.
- (4.4) Appointments and transfers, including employee awards and penalties, are done in good faith and based on the knowledge, competence and suitability of the employees.
- (4.5) Give importance to the development, transfer of knowledge and abilities of employees by providing opportunities for all employees on a regular basis.
- (4.6) Listen to opinions and suggestions from employees at all levels equally and equitably.
- (4.7) Strictly comply with all laws and regulations relating to employees.
- (4.8) Create and maintain an atmosphere of unity and solidarity among employees. Avoid any actions that may affect the company's reputation and image or subsequently cause problems for the Company.

(5) Community or Social Development

The Company places importance on business development for stability along with commitment to continuously giving back to society and communities. The following guidelines have been established:

- (5.1) Support activities that benefit the community and society in an appropriate way.
- (5.2) Provide assistance or donations of goods and property to victims of various disasters as appropriate.
- (5.3) Consider alternatives for utilizing resources sparingly with minimal impact on the damage to communities, the environment and people's quality of life.

### 3.4.2 Social Performance

(1) Employees and Workers

The Company adheres to human rights principles from employment to the care of employees and personnel to ensure that all employees and personnel feel attached in the same family as the organization. In 2024, the Company conducted the following key activities with employees:

(1.1) Hiring

As of 31 December 2024, the Company and its subsidiary had a total of 137 employees and workers, with remuneration in 2024 amounting to 52.49 million baht, which includes salaries, social security fund contributions, provident fund contributions, and other remuneration such as overtime, travel and allowances,



etc. The number of employees and workers of the Company can be divided by main line of work as follows:

Main Line of Work	No. of Employees (people)
1. Factory	98
2. Sales/Marketing	13
3. Management and Technical Support	12
4. Accounting, Finance, Administration and Human Resources	14
<b>Total</b>	<b>137</b>

The numbers of employees and workers of the Company are divided by gender as follows:

Description	No. of Employees (people)	
	Male	Female
Regular Employees (daily)	25	69
Regular Employees (monthly)	21	21
Disabled Employees	1	0
<b>Total</b>	<b>47</b>	<b>90</b>

The Company does not have a trade union. There are no child labor or human rights violations.

## (1.2) Human Resource Development

The Company has policy to retain knowledgeable and capable personnel with the organization. The practice guidelines are as follows:

- (1.2.1) The Company selects people who are knowledgeable, capable and suitable for their respective positions.
- (1.2.2) Training is held upon entry to work as a means of familiarization before starting work.
- (1.2.3) Training is held regularly in specialized knowledge and techniques. The training is conducted both on and off site in order to gain more skills at certain jobs and improve the quality of employees to keep up with the current situation. In addition, the Company has dispatched personnel to study at various places that provide knowledge and technology in certain areas, as well as hiring qualified personnel with knowledge and expertise from various sources to train employees. In 2024, the Company held training in various areas for an average of 8 hours per employee per year.

- (1.2.4) The Company has planned a training path to prepare and develop personnel to work toward achieving the mission of the organization by developing personnel to have competency as specified.
- (1.2.5) The Company has criteria for determining salary as appropriate for the organization and its personnel to please both parties. In order to incentivize the selection of high-quality and suitable individuals for their respective duties, be comparable to other companies and the labor market, the Company has an attractive hiring rate compared to organizations of the same level.
- (1.2.6) The Company provides various good benefits for employees, considering them to be part of the organization.
- (1.2.7) The Company has established a provident fund for employees, which is considered to take care of employees in the long term, whereby employees can accumulate money at the rate of 2% of their salary; the Company contributes at the same rate.

(1.3) Occupational Safety, Health and Working Environment

In 2024, the Company continuously developed and improved safety and operational efficiency to reduce the risk of work-related injury, illness or death and properly took care of the quality of life of workers or employees. The key operations were as follows:

- (1.3.1) Strict compliance with applicable safety laws
- (1.3.2) Preparation of safety manuals for work and provision of training for employees.

In 2024, no cases of work-related injuries requiring leave from work were detected.

(1.4) Employee Commitment

In 2024, the Company made plans to improve employee commitment by providing various benefits to employees, such as improving public utilities, amenities and landscaping surrounding the offices and factories. Furthermore, various activities were held such as vegetable planting activities and kitchen gardens along the walls of the facilities. In 2024, the Company had no significant change in the number of employees and there were no major labor disputes.

(2) Customers

The Company continuously develops products to meet customer satisfaction with responsibility, honesty and ethics. In 2024, no complaints were filed on significant issues.

(3) Community & Society

The Company operates its business with responsibility to the community and society, focusing on minimizing environmental impacts and avoiding operations with potentially negative impact the quality of life of the communities surrounding the establishment. In 2024, no complaints filed by the community were found on social or environmental issues.

In addition, the Company is also involved in improving quality of life and society through activity to help flood victims in collaboration with E-Jan page and blood donation activity with the Thai Red Cross Society, Sharing Life by THAIHA#4.



## 4. Management Discussion and Analysis (MD&A)

### 4.1 Analysis of Operations and Financial Position

#### 4.1.1 Performance Analysis

The Company manufactures and sells agricultural products, processed agricultural products and semi-finished foods such as bagged Thai jasmine rice, bean vermicelli, and value-added products such as instant rice porridge, instant bean vermicelli and coco rolls produced by THAI HA Innovative Foods Co., Ltd., a new subsidiary in Thailand that manufactures and sells foods including foods made from vegetables, fruits and mushrooms (plant-based foods) and instant foods.

##### (1) Revenue

The revenue structure of the Company and its subsidiary consists of the revenue from the sale of goods as follows:

Revenue from Product Sales	2024 (million baht)	2023 (million baht)	Increase (Decrease)	
			Amount (million baht)	Ratio (%)
Rice	247.61	255.62	-8.01	-3.13
Raw Materials	10.13	94.42	-84.29	-89.27
Semi-finished Products	51.87	56.06	-4.19	-7.47
Trading	36.79	47.86	-11.07	-23.13
Snacks	30.27	23.32	6.95	29.80
<b>Total</b>	<b>376.67</b>	<b>477.28</b>	<b>-100.61</b>	<b>-21.08</b>

In 2024, the Company and its subsidiary had total revenue of 376.67 million baht. The growth rate decreased by 21.08% compared to 2023, which was due to lower sales both domestic and international.

##### (2) Gross Profit Margin

Gross Profit Margin was increased from 10.46% in the year 2023 to 15.60 % in 2024.

##### (3) Sales and Administrative Expenses

Selling expenses decreased from 34.32 million baht in the year 2023 to 32.11 million baht in 2024, decreased by 2.21 million baht or 6.44%.

Administrative expenses decreased from 88.31 million baht in the year 2023 to 69.65 million baht in 2024, decreased by 18.66 million baht or 21.13%, due to cost and expense control policy.

#### 4.1.2 Analysis of Financial Position

##### (1) Assets

The total assets of the Company and its subsidiary in 2024 amounted to 693.82 million baht, a decrease of 1.29% from 2023 due to an improvement in turnover of trade accounts receivable and inventory.

##### (2) Liabilities

According to the detailed analysis of the composition of the Company's and its subsidiary's liabilities shown in the table below, it was found that out of the total debt burden, the proportion of interest-bearing liabilities in 2024 is approximately 311.22 million baht, or approximately 75.62%.

Description	Company & Subsidiaries (Consolidated)			Company (Separated)		
	2024	2023	2022	2024	2023	2022
Liabilities with Interest Burden (million baht)	311.22	293.30	230.88	294.17	278.00	224.00
Liabilities with No Interest Burden (million baht)	100.34	99.12	152.51	91.96	92.27	109.19
Liabilities with Interest Burden/Total Liabilities	75.62%	74.74%	60.22%	76.18%	75.08%	59.90%
Liabilities with No Interest Burden/Total Liabilities	24.38%	25.26%	39.78%	23.82%	24.92%	29.20%
Current/Total Liabilities	86.96%	88.33%	87.96%	87.56%	89.08%	89.10%

The structure of the debt burden is mainly current liabilities in accordance with the Company's money management policy as stated above. The ratio of current liabilities to total liabilities is also shown in the table above.

##### (3) Shareholder Equity

In 2024, total shareholders' equity amounted to 282.25 million baht. This was an decrease of 9.08% from 2023 as a result of the Company's net loss in 2024.

## **4.2 Key factors or events that may significantly affect financial or operational position in the future (Forward Looking)**

- 4.2.1 The Company will continue to adhere to the principle of strong branding coupled with caution in business operations by increasing operational efficiency and reducing production costs, as well as using financial costs efficiently. The company seeks to look for opportunities to increase its products to cover a wider range of target groups and increase distribution channels to be more diverse in order to balance revenue sources.
- 4.2.2 Concerning possible uncertainties, such as the price and quantity of raw materials, which vary depending on weathering and government policies, as well as fluctuations in foreign exchange rates potentially affecting the Company's operations, the Company will continue to closely monitor the situation, and also has futures contracts to mitigate risks.
- 4.2.3 In terms of the policy of stockpiling raw materials, especially rice, which is the Company's main product, the management takes into account the following factors, namely, the price trend of non-milled rice, sales volume of bagged rice in the market, factory production rates, and money market interest rates to forecast the storage quantity to obtain the right quantity and stock price of raw materials.
- 4.2.4 Current oil price uncertainty, which affects economic and consumer conditions, will inevitably affect the sales of the Company and its subsidiary. However, the management of the Company and its subsidiary continues to implement policies to maintain market shares and find new international markets to meet the increased production capacity as well as maintaining margins above 10%. Therefore, promotional expenses will continue to be incurred to achieve this policy.
- 4.2.5 In managing the cash flows of the Company and its subsidiary, the management seeks to increase cash flow from operations, especially in terms of increasing debt collection efficiency, managing stock storage and reducing the use of cash flow in investments due to the significant investment in production expansion earlier. Excess liquidity will also be used to pay off debts to reduce interest burdens in the event of rising interest rates.

## **4.3 Information from Financial Statements and Important Financial Ratios**

According to the auditor's report, Asst. Prof. Thared Santatiwongchai, Certified Public Accountant License No. 10511 from C&A Audit Office Co., Ltd. audited the consolidated financial statements and the Company-specific financial statements for 2024. The operating results and cash flows are as accurate as they should be in essence in accordance with generally accepted accounting principles.

## Summary of Financial Statements

(Thousand Baht)

Balance Sheet	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
Current Assets						
Cash and Deposits for Financial Institutions	10,456	19,093	17,122	10,092	18,604	16,193
Trade Receivables and Other Receivables	70,733	73,042	149,572	71,401	72,976	149,389
Inventories	118,554	135,567	152,375	116,324	132,369	150,956
Other Current Assets	1,250	3,643	4,226	1,235	3,532	3,990
<b>Total Current Assets</b>	<b>200,993</b>	<b>231,345</b>	<b>323,295</b>	<b>199,052</b>	<b>227,481</b>	<b>320,528</b>
Investments in Related Businesses	0	0	0	25,000	25,000	25,000
Land, Plant and Equipment - Net	472,698	447,357	427,312	415,883	391,285	380,162
Intangible Assets - net	19,013	22,742	25,934	16,909	20,338	23,230
Other Non-current Assets	1,113	1,419	1,509	891	852	976
<b>Total Non-current Assets</b>	<b>492,824</b>	<b>471,518</b>	<b>454,755</b>	<b>458,683</b>	<b>437,475</b>	<b>429,368</b>
<b>Total Assets</b>	<b>693,817</b>	<b>702,863</b>	<b>778,050</b>	<b>657,735</b>	<b>664,956</b>	<b>749,896</b>
Current Liabilities						
Short-term Loans from Financial Institutions	294,172	278,000	224,000	294,172	278,000	224,000
Short-term Loans from Related Businesses	17,046	15,296	6,875	0	0	0
Trade Creditors and Other Creditors	44,447	49,954	102,388	41,720	48,466	105,244
Other Current Liabilities	2,236	3,389	3,974	2,224	3,378	3,941
<b>Total Current Liabilities</b>	<b>357,901</b>	<b>346,639</b>	<b>337,237</b>	<b>338,116</b>	<b>329,844</b>	<b>333,185</b>
Deferred Tax Liabilities	49,951	42,595	43,495	45,029	37,689	38,286
Reserve Long-term Employee Benefits	3,711	3,180	2,656	2,992	2,738	2,474
<b>Total Non-current Liabilities</b>	<b>53,662</b>	<b>45,775</b>	<b>46,151</b>	<b>48,021</b>	<b>40,427</b>	<b>40,760</b>
<b>Total Liabilities</b>	<b>411,563</b>	<b>392,414</b>	<b>383,388</b>	<b>386,137</b>	<b>370,271</b>	<b>373,945</b>



Balance Sheet	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
Registered Capital	292,500	292,500	292,500	292,500	292,500	292,500
Issued and Paid-up Capital	278,000	278,000	278,000	278,000	278,000	278,000
Share Premium	24,542	24,542	24,542	24,542	24,542	24,542
Perpetual Bond	69,590	69,590	69,590	69,590	69,590	69,500
Accumulated Profit (Loss) – Unallocated	(271,553)	(213,241)	(131,273)	(281,453)	(229,005)	(149,983)
Allocated – Legal Reserves	803	803	803	803	803	803
Other Components of Shareholders' Equity	180,872	150,755	153,000	180,116	150,755	153,000
<b>Total Shareholders' Equity</b>	<b>282,254</b>	<b>310,449</b>	<b>394,662</b>	<b>271,598</b>	<b>294,685</b>	<b>375,951</b>
<b>Total Shareholders' Debt and Equity</b>	<b>693,817</b>	<b>702,863</b>	<b>778,050</b>	<b>657,735</b>	<b>664,956</b>	<b>749,896</b>

Income Statement	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
Revenue from Sales	376,670	477,281	467,623	374,851	471,730	461,552
Gains on Exchange Rate	0	0	20,835	0	0	0
Other Revenue	1,801	6,115	8,414	1,531	5,620	6,127
<b>Total Revenue</b>	<b>378,471</b>	<b>483,396</b>	<b>496,872</b>	<b>376,382</b>	<b>477,350</b>	<b>467,679</b>
Cost of Sales	317,899	427,348	391,691	317,259	425,973	390,152
Selling and Administrative Expenses	103,491	125,019	125,824	97,150	117,782	121,151
<b>Total Expenses</b>	<b>421,390</b>	<b>552,367</b>	<b>517,515</b>	<b>414,409</b>	<b>543,755</b>	<b>511,303</b>
Interest Paid	15,354	12,467	7,639	14,209	11,784	7,362
Income (Expenses) from Income Tax	868	900	144	695	598	144
<b>Net Profit (Loss)</b>	<b>(57,405)</b>	<b>(80,538)</b>	<b>(28,138)</b>	<b>(51,541)</b>	<b>(78,787)</b>	<b>(50,841)</b>

Cash Flow Statements	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
Cash Derived from (Used in) Operations	(16,956)	(26,306)	17,533	(18,117)	(27,982)	21,788
Cash Derived from (Used in) Investments	(5,919)	(30,246)	(13,390)	(2,886)	(19,709)	(10,527)
Cash Derived from (Used in) Financing	14,237	58,746	(18,467)	12,487	50,325	(18,467)

Financial Ratios	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
<b>Liquidity Ratio</b>						
Liquidity Ratio (Times)	0.56	0.67	0.96	0.59	0.69	0.96
Quick Ratio (Times)	0.23	0.28	0.51	0.24	0.29	0.51
Trade Receivable Turnover Ratio (Times)	5.33	6.53	3.13	5.25	6.46	3.09
Average Collection Period (Days)	68	56	117	69	56	118
Inventory Turnover Ratio (Times)	14.85	14.33	12.75	16.27	15.71	13.13
Average Inventory Period (Days)	24	25	29	22	23	28
Account Payable Current Ratio (Times)	9.66	11	4.74	9.56	10	4.53
Payment Period (Days)	37	34	77	38	35	80
Cash Cycle (Days)	55	47	69	53	44	66
<b>Profitability Ratios</b>						
Gross Profit Margin	15.60%	10.46%	16.24%	15.36%	9.70%	15.47%
Operating Margin	(11.34%)	(14.27%)	(4.15%)	(10.10%)	(13.91%)	(9.33%)
Cash-to-Profit Ratio	(24.36%)	(27.68%)	(84.93%)	(26.54%)	(28.02%)	(49.95%)
Net Profit Margin	(15.17%)	(16.66%)	(5.66%)	(13.69%)	(16.25%)	(10.87%)
Return on Equity	(20.34%)	(25.94%)	(7.13%)	(18.98%)	(26.33%)	(13.52%)

Financial Ratios	Consolidated Financial Statements			Separate Financial Statements		
	2024	2023	2022	2024	2023	2022
<b>Operating Efficiency Ratios</b>						
Return on Assets	(8.27%)	(11.46%)	(3.62%)	(7.84%)	(11.67%)	(6.78%)
Return on Fixed Assets	(12.14%)	(18.00%)	(6.59%)	(12.39%)	(19.83%)	(13.37%)
Asset Turnover Rate (Times)	0.55	0.69	0.64	0.57	0.70	0.62
<b>Financial Policy Analysis Ratios</b>						
Debt to Equity Ratio (Times)	1.46	1.26	0.97	1.42	1.26	0.99
Interest Coverage Ratio (Times)	(2.80)	(5.53)	(2.70)	(2.68)	(5.64)	(5.93)
Dividend Payout Rate	-	-	-	-	-	-

## 5. General Information and Other Important Information

### 5.1 General Information

Securities Registrar : Thailand Securities Depository Co., Ltd.  
The Stock Exchange of Thailand Building  
93 Ratchadaphisek Rd., Din Daeng, Din Daeng, Bangkok 10400  
Tel. 02-009-9000  
Fax. 02-009-9991

Auditor : Asst. Prof. Thared Santatiwongchai, CPA No. 10511  
C&A Audit Office Co., Ltd.  
53 Naradhiwas Rajanagarindra Rd., Chong Nonsi, Yannawa,  
Bangkok 10120  
Tel. 02-678-0750

### 5.2 Other Important Information

- None -

### 5.3 Legal disputes

The Company and its subsidiary were sued by the group of individuals in the civil lawsuit claiming that the group Company did not comply with the joint venture agreement. The group Company filed a statement of defense and presented evidence in defense of the case that the Company and its subsidiary did not breach any terms of the joint venture agreement. On 28 November 2024, the Court of First Instance dismissed the lawsuit against the Company and its subsidiary.

### 5.4 Secondary Market

- None -

## Part 2

### Corporate Governance

#### 6. Corporate Governance Policy

##### 6.1 Overview of Corporate Governance Policy and Guidelines

The Company gives great importance to corporate governance based on the belief that corporate governance is a system that provides processes and structures of leadership and control to ensure responsibility for duties with transparency and to promote competitiveness to maintain capital and increase value for shareholders in the long run within the framework of good ethics, taking into account other stakeholders and society as a whole.

In order to ensure the continued growth of the Company's business operations and build confidence for investors and all related parties, the Company has established a corporate governance policy to be observed by the Board of Directors as follows:

- (1) Manage work with caution and be responsible for performing duties with sufficient competence and efficiency to maximize the benefits for shareholders.
- (2) Operate with transparency, accountability, and adequate disclosure of information to all parties involved.
- (3) Always conduct business with consideration to the risks to ensure an appropriate level of risk control and management.
- (4) Take care not to cause conflicts of interest and take responsibility for one's own decisions and actions.
- (5) Treat all shareholders and stakeholders equally and fairly.

The Company has prepared code of conduct regarding the ethics of the Board of Directors, management and employees in writing, and the Company has notified the directors, management and all employees so that they can use the code as a guideline.

The Company is committed to conducting its business under the principles of good corporate governance in accordance with the Corporate Governance Code (CG Code) for listed companies in 2017 of the Stock Exchange of Thailand. The major corporate governance operations can be summarized in five sections as follows:

##### **Section 1: Shareholder Rights**

The Company recognizes and values the rights of shareholders and therefore establishes various course of action to ensure that the basic rights of shareholders are protected, such as the right to trade or transfer shares, receive adequate news and information, attend shareholders' meetings to exercise voting rights on important Company matters, and have profit shares, etc. The following activities are carried out:

- (1) The Company holds the Annual General Meeting of Shareholders within 4 months from the closing date of the annual balance sheet, and sends the notice of the shareholders' meeting and supporting documents to the shareholders 14 days prior to the meeting. Supporting documents for the meeting include details for meeting

agendas, supporting documents for meeting agendas and opinions of the Board on each agenda, all letters of authorization as specified by the Ministry of Commerce, and the name list of all independent directors so that shareholders can choose to authorize them to attend the meeting on their behalf, as well as a map of the location of the meeting. The invitation letter provides details of the documents that must be presented on the day of the meeting to maintain the right to attend the meeting, as well as the Company's regulations regarding the shareholders' meeting. In addition, the meeting invitation is published on the Company's website to give shareholders the opportunity to do their research 21-30 days prior to the meeting. The Company opens for shareholders to register at least one hour in advance of the meeting.

- (2) Prior to starting the meeting, the Chairman shall clarify the voting and vote counting methods, and clearly display the summary of the voting results on all agendas in the meeting room.
- (3) The Chairman shall allocate sufficient meeting time and conduct the meeting appropriately and transparently. During the meeting, shareholders will be given the opportunity to express their opinions and ask questions thoroughly before voting and concluding the resolutions for each agenda of the meeting. In addition, the Company gives shareholders the opportunity to submit questions about the meeting to the Board in advance of the meeting.
- (4) All directors are to attend the shareholders' meeting, including sub-committee chairpersons, to clarify the relevant details of the agendas, as well as to answer shareholders' questions (if any).

## **Section 2: Equitable Treatment of Shareholders**

The Company gives importance and ensures that all shareholders are treated equally and fairly as follows:

- (1) The Company gives shareholders the opportunity to propose matters to be included in the agenda of the shareholders' meeting or nominate qualified persons to be elected as directors in advance of the meeting date, which is publicly announced through the channels of the Stock Exchange of Thailand and also published on the Company's website.
- (2) The Company conducts the shareholders' meeting in the order of the agenda notified in the invitation letter and does not add agendas to the meeting without prior notice to the shareholders.
- (3) The Company nominates all independent directors to give shareholders the opportunity to choose a proxy from any of the independent directors in the letter of authorization that can determine the voting direction.
- (4) The Company provides voting ballots and encourages shareholders to use them on all agendas, especially when there are disagreements or abstentions.

- (5) The Company has a policy to control the company's personnel from disclosing internal information to others, including for personal gain. The Company's policy and methods for overseeing the directors and executives are as follows:
- (5.1) Educating directors and executives in various departments about their obligations to report their securities holdings and those of their spouse and children who are minors, and including penalties under the Securities and Exchange Act B.E. 2535 (1992) and in accordance with the regulations of the Stock Exchange of Thailand.
  - (5.2) Requiring directors and executives to report changes in their securities holdings to the Securities and Exchange Commission ("SEC") and provide a copy of such report to the Company on the same day as the date of submission of the report to the SEC.
  - (5.3) Sending newsletters informing the directors and executives that the directors and executives who have been informed of material inside information that can impact stock prices must refrain from buying securities of the Company for one month before the financial statements or inside information of the Company are publicly disclosed, and must prevent the disclosure of material information to third parties.

### **Section 3: Roles of Stakeholders**

The Company gives importance to the rights of all stakeholders. The details are as follows:

- (1) **Employees:** The Company recognizes that employees are an important factor of sustainability of the Company, therefore, the Company supports the development of all employees to be highly knowledgeable and capable. Furthermore, the Company oversees the employees with equality, fairness and provides appropriate compensation and welfare.
- (2) **Partners:** The Company is committed to conducting business with partners, taking into account equality and mutual benefits, and having transparent and straightforward procurement methods. The Company has established clear guidelines and procedures for procurement and criteria for selecting partners to ensure fairness and independence between the Company and its partners in a transparent and traceable sourcing system.
- (3) **Customers:** The Company cares and shows responsibility toward customers, produces quality and standardized products, maintains customer confidentiality, and has an agency responsible for receiving customer complaints in order take corrective action for customers as soon as possible. The Company gives importance to customers as shown in the Company's quality policy as follows:  
  
"We are committed to producing good quality, safe and legally compliant products and services with continuous improvement to win the hearts of our customers."
- (4) **Competitors:** The Company behaves in accordance with good competition rules, maintain a standard code of conduct in competition, and avoid dishonest methods to damage competitors.



- (5) Creditors: The Company adheres to conducting business with principles and discipline, including complying with contracts, agreements or conditions with creditors.
- (6) Communities: The Company takes responsibility toward the environment of the communities and society, which is an important policy of the Company in taking into account the environment and society, including providing social assistance in various aspects. The Company recognizes the importance of developing education for Thai youths and so provides scholarships for the schools near factories in the Phutthamonthon and surrounding areas every year. It also provides support in terms of money or products for activities of government agencies, schools, temples, and other charities on a regular basis.

The Company complies with the requirements of relevant laws and regulations to ensure that the rights of these stakeholders are well maintained.

#### **Section 4: Information Disclosure and Transparency**

The Board of Directors recognizes that the Company's financial and non-financial information have an impact on the decision-making of investors and stakeholders of the Company. Therefore, the Company has a policy for management to disclose information that will affect investors' decisions completely, Accurately, reliably and in a timely manner the channels of the Stock Exchange of Thailand and the Company's website in both Thai and English. The Company has no plans to establish an investment relations unit in the near future, but will assign the CEO the duty to contact shareholders, analysts, and related government agencies.

In addition, the Company has disclosed the roles and duties of the Board of Directors and sub-committees and the number meeting attendances by each director, as well as disclosed the remuneration policy for directors and senior executives in this report.

#### **Section 5: Responsibilities of the Board of Directors**

- (1) Structure of the Board of Directors

The Company's Board of Directors consists of seven directors as follows:

- (1.1) 1 Executive Directors
- (1.2) 3 Non-executive Directors
- (1.3) 3 Independent Directors

The Company has three independent directors or 1/3 of the entire Board of Directors, which is considered to be an appropriate counterbalance.

The Company appoints directors without giving any person or group the sole power to make decisions in order to ensure an effective management and create a counterbalance system. The Company has a clear management structure with a clear division of the chain of command. The management and decision-making powers are decentralized to the departments within the Company as appropriate so that the decision-making and management powers do not lie solely with the

CEO. Meanwhile, the Company has a Chairman of the Board to represent the major shareholders who is not the same person as the CEO, and although the Chairman and the CEO have a biological relationship as mother and son, the Company has clearly divided the powers and duties of the Chairman of the Board and the CEO.

Directors can hold directorship positions in other companies. However, this must not be an obstacle to the performance of directors' duties. This is determined by the dedication of time to perform duties for the Company, regular attendance, and comments that are beneficial to the Company.

The term of office for members of the Board of Directors is fixed at three years.

(2) Subcommittees

The Board of Directors has appointed an audit committee consisting of independent directors to assist in corporate governance. The names and responsibilities of the Audit Committee are stated in Section 7 of Part 2, "Audit Committee", whereby the Audit Committee shall meet every three months and report to the Board of Directors.

(3) Roles, Duties and Responsibilities of the Board of Directors

The Company has defined the scope, duties and responsibilities of the Board of Directors, which are discussed in Section 7 of Part 2, "Roles and Responsibilities of the Board of Directors". The Board of Directors also has management policies in various areas as follows:

(3.1) Internal Control and Audit System

The Company has a policy to provide effective, adequate and appropriate internal controls to protect the Company's assets from misuse or being used without sufficient authority by the management. The Audit Department shall monitor the internal controls periodically and regularly to improve the various control measures to be suitable for changing situations, environment and risks by having an internal control system that covers financial and operational matters to ensure compliance with laws and regulations, and providing an effective check-and-balance mechanism. In addition, in 2024, the Company has provided an external entity to conduct independent internal audits to ensure that the Company's core operations and activities are carried out in accordance with the specified guidelines. The Board of Directors requires the management to report the audit results directly to the Audit Committee and to jointly consider the internal audit plan with the Audit Committee.

(3.2) Risk Management

The Company gives great importance to risk management. The Company regularly determines and assesses the risks of the business, whether they business or financial risks. The Company holds monthly meetings of the Board of Directors and related departments. Other than risk assessment,

the management will also determine the strategies and measures for mitigating risks, as well as assign relevant units to continuously monitor such risks and report progress to the Company's Board of Directors.

(3.3) Conflict of interest

For the approval procedures for transactions that may have conflicts of interest or other connected transactions, the Company assigns the relevant parties to gather information related to such transactions for presentation to the Audit Committee in order to consider and comment on such transactions and determine whether they are in accordance with the general business characteristics and at a fair price, and then present them to the Board of Directors for consideration. The Company strictly complies with the laws on securities and the stock market, as well as any regulations, announcements, orders, or requirements of the Securities Exchange of Thailand. Any stakeholders in such transactions shall not have the right to vote to approve them.

Connected transactions that have been approved by the Board of Directors' meeting for their suitability shall be disclosed in this report.

(4) Board Meetings

The Company has scheduled the dates of the Board of Directors' meetings in advance throughout the 2024, with meetings scheduled on a quarterly basis within 45 days after the last day of every quarter (except the first meeting of the year). The Chairman of the Board and the CEO will jointly consider the agenda according to significance and necessity. The Company always sends the meeting invitation along with the agendas and information to the directors for consideration in advance of the meeting. Each director can propose an agenda by notifying the Secretary of the Board of Directors.

Each Board meeting normally lasts about 2-3 hours and where senior executives are required to attend Board meetings to clarify additional information as they are directly related to the issues. In addition, the Secretary of the Board of Directors attends every meeting to record and prepare the minutes of the meetings. The minutes of the meeting cover all significant issues and the opinions of the meeting and related statements, including resolutions of the Board, are recorded. The system has been established for storing the minutes to the Board meetings in a good, safe and easy-to-find manner.

In addition to the aforementioned meetings, independent directors also held one meeting without management attending in February 2025.

(5) Remuneration

The Company has clearly and transparently defined the remuneration policy of directors. The remuneration is at the same level as the industry of similar types and sizes, and is high enough to attract and retain directors with the desired qualifications. Directors assigned to more duties and responsibilities will receive

compensation appropriate to the duties and responsibilities assigned to them. The Annual General Meeting of Shareholders for the 2024 approved the remuneration of the Board of Directors and the Audit Committee for the 2024 as follows:

- (5.1) Meeting allowance for the Chairman : 30,000 baht/person/meeting of the Audit Committee
- (5.2) Meeting allowance for audit directors : 20,000 baht/person/meeting
- (5.3) Meeting allowance for directors : 15,000 baht/person/meeting
- (5.4) Annual gratuity of the Board of Directors : Not exceeding 1,000,000 baht/year (If the Company has a net profit.)

The remuneration of executives is in accordance with the principles and policies set by the Board of Directors, and although the Company does not currently have a remuneration subcommittee, the Company has an appropriate remuneration consideration process by using the remuneration data from other companies in the industry with similar types and sizes, and linking it to the Company's performance and the performance of each executive for consideration in order to incentivize the executives to lead the organization to achieve both short- and long-term goals.

(6) Development of Directors and Executives

Each newly appointed director will be sufficiently informed of the Company's information, rules and regulations and relevant business information to perform their duties. In addition, the Company has arranged for new directors to have orientation by attending the Director Accreditation Program (DAP) of the Thai Institute of Directors (IOD) to ensure that the new directors are knowledgeable in the following matters:

- (6.1) Roles of directors and legal responsibilities.
- (6.2) Guidelines for performing directors' duties in accordance with the rules and regulations of the SET and SEC, as well as the principles of good corporate governance.

In addition, the Company requires directors to continuously train and develop their knowledge to enable them to efficiently perform their duties and oversee the Company's business. The training history of each director is disclosed in Addendum 1 of this report.

(7) Self-assessment of the Board of Directors

The Company requires an annual self-assessment of the Board of Directors' performance to serve as a framework for auditing and improving the duties of the Board of Directors.

(8) Governance of Subsidiaries' Operations

The Company requires that people who will hold the position of director, executive or controlling person in subsidiaries must obtain approval from the Board of Directors. Such people have the duty to operate business with consideration to the best interest of such subsidiaries. Furthermore, they must supervise matters relating to connected transactions, the acquisition and sale of assets, and the disclosure of relevant information. This includes supervising the storage of data and recording or the subsidiaries' accounts for the Company to audit and compile financial statements in a timely manner.

**Anti-Corruption**

In addition to the above corporate governance operations, the Company is also committed to combating every form of corruption, and requires directors, executives, employees, and those involved in the Company's business operations to strictly follow the anti-corruption policy as follows:

- (1) Directors, executives and employees are responsible for complying with the anti-corruption policy, and the Board of Directors assigns the management to communicate and implement anti-corruption measures.
- (2) The Company communicates its anti-corruption policy, including whistleblowing or complaint channels within the Company, through the Company's communication channels such as e-mail, intranet system, new employee orientation course, etc., so that the measures are strictly implemented.
- (3) The Company communicates its anti-corruption policy, including whistleblowing or complaint channels, to the public, subsidiaries, business representatives, relevant business partners and stakeholders through channels such as the Company's website and annual reports for their acknowledgement and so that the measures are strictly implemented.
- (4) In procurement process, the Company's protocol must follow with transparency and accountability.
- (5) Expenses on business banquets and other expenditures related to compliance with business contracts can be made. However, the expenses must be reasonable and verifiable.
- (6) It is prohibited for executives and employees to demand or accept gifts, assets or other benefits from partners, contractors, customers, consultants or business associates of the Company, unless it is the acceptance of customary gifts that will not impact the decision-making related to the performance of duties in a biased or distressed manner or in a way that causes conflicts of interest.
- (7) On occasions or festivals where it is traditionally practiced by people in general, the acceptance of items or benefits must not influence any decisions that would result in unfair performance. Such actions are to be reported and submitted to the recipient's most senior superior for use in the organization's business within seven days.

- (8) Executives and employees should avoid giving or receiving banquets in an excessive manner from any person with whom the Company does business.
- (9) Executives and employees are prohibited from offering any benefits to government officials, customers, or any third parties in order to incentivize wrongdoing.
- (10) Giving or accepting donations or grants must be transparent and legal to ensure that donations or grants are not used as an excuse for bribery.
- (11) If any action is discovered to be corrupt or implies corruption involving the Company directly or indirectly, the behavior must not be neglected or ignored and the executive officer is to be informed immediately or through whistleblowing channels as stipulated in this policy.

The Company has expressed its intention to participate in the Thai Private Sector Collective Action Against Corruption (CAC), of which the Company has become a member and given its pledge in order to acknowledge the agreement in accordance with the declaration of intent of the coalition to combat all forms of corruption.

## **6.2 Business Code of Conduct**

The Company defines it as a duty and responsibility of all directors, executives and employees to understand and strictly comply with the policies and requirements set out in the Business Code of Conduct, which are not voluntary and such personnel cannot be claimed to be unaware of these established practices.

Executives at all levels in the organization must take responsibility and consider it important to ensure that the employees under their chain of command are informed and understand and comply with the Business Code of Conduct seriously. If an employee commits a violation of the Business Code of Conduct, disciplinary action will be taken strictly.

The Company expects its employees to help each other monitor and oversee compliance with the Business Code of Conduct by encouraging inquiries in case of doubts or grievances about the Company's business ethics, as well as allowing all employees to file a complaint when they find a behavior that is inappropriate or contrary to the Company's Code of Conduct at the following channels:

By post: Office of the Director or Company Secretary

THAI HA Public Company Limited

No. 140 Moo 5, Tambon Bangkratuek,

Amphur Sampran, Nakornpathom 73210

By e-mail: [whistleblower@kasetbrand.co.th](mailto:whistleblower@kasetbrand.co.th)

The Company will listen to all complaints equally, transparently and fairly to all parties. The appropriate duration of the investigation will be determined and the complainant's name will be kept confidential.

### **6.3 Key Changes and Developments in Policies, Guidelines and Corporate Governance System in the Past Year**

In 2024, the Board of Directors has reviewed the policies, guidelines and corporate governance system. The summary of the sections to which changes have been made in the past year include the quality system audit and social compliance audit on human rights and employee rights.

For good corporate governance policies that the Company has not yet implemented, the Company will continue to review and implement appropriate measures such as: (A) A policy limiting the number of years in the terms of independent directors to no more than nine years. The Company has not established such a policy because the Company believes that all independent directors have the knowledge, skills and experience that are useful to the Company's business operations; or (B) The Company's has not formed subcommittees because the Board of Directors continues to pay close attention and supervise such functions; or (C) The requirement for the Board of Directors to hold meetings to acknowledge the Company's performance at least six times a year, and requiring the directors to attend every meeting, etc.

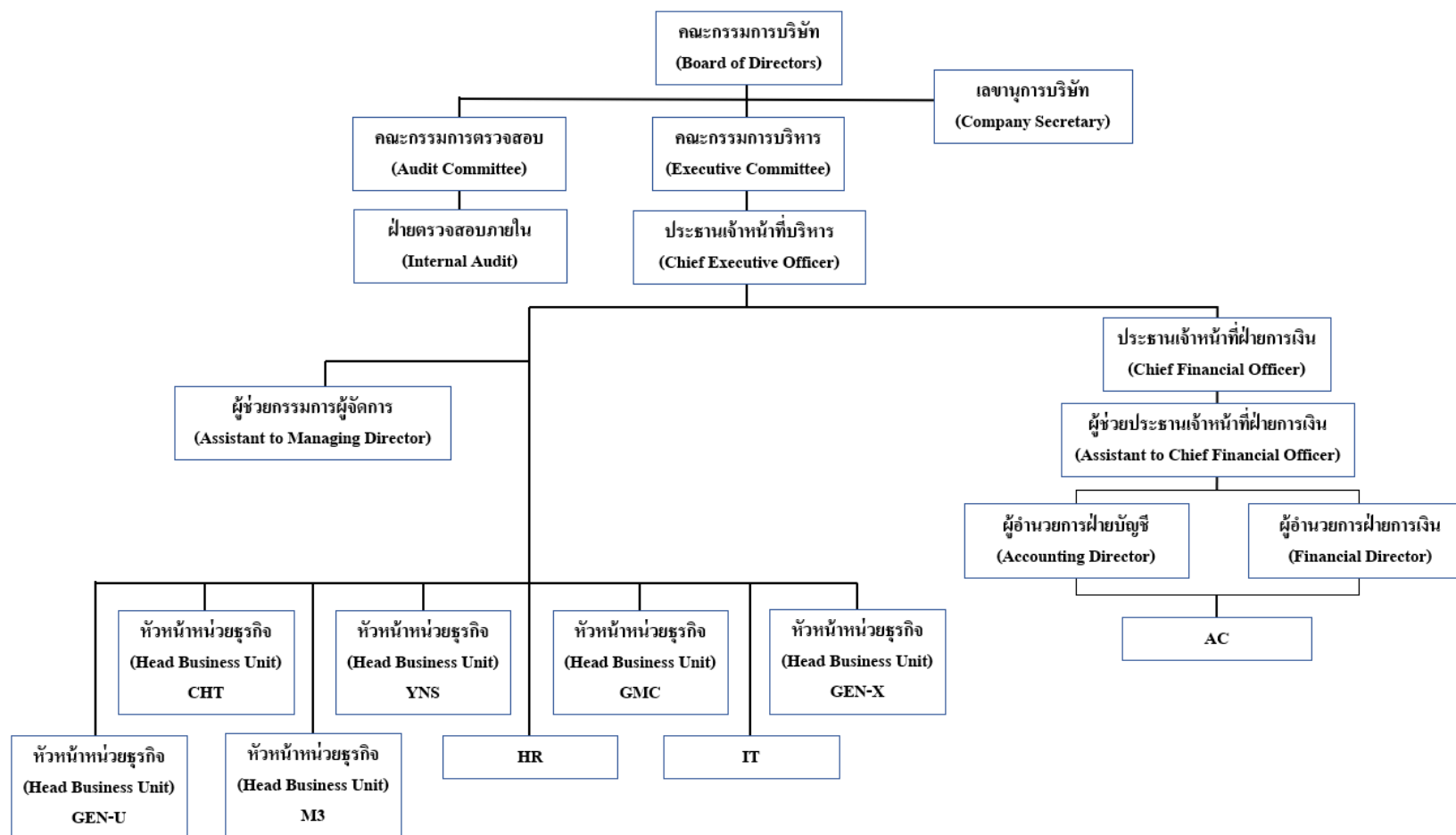
The results of compliance with good corporate governance principles for the 2024 can be summarized as follows:

- (1) The Company received a score of 100 points from the quality assessment of the 2024 Annual General Meeting of Shareholders according to an assessment by the Thai Investors Association.
- (2) The Company received a score of 63 points for compliance with the corporate governance principles of listed companies according to an assessment by the Thai Institute of Directors with the support of the Stock Exchange of Thailand and the SEC.



## 7. Corporate Governance Structure and Important Information about the Board of Directors, Subcommittees, Executives, Employees and Others

### 7.1 Corporate Governance Structure (As of 31 December 2024)



## 7.2 Information about the Board of Directors

### 7.2.1 Composition of the Board of Directors

The Board of Directors and executives of the Company consist of qualified persons under Section 68 of the Public Limited Companies Act, B.E. 2535 (1992), and according to the Notification of the Capital Market Supervisory Board No. Thor. Chor. 39/2559, Re: Application for permission and approval to offer newly issued shares, effective as of 16 November 2016 in all respects.

As of 31 December 2024, the Company has seven members of the Board of Directors consisting of one executive director, three non-executive directors, three independent directors, which makes up more than one-thirds of the total number of directors and is, therefore, considered an appropriate counterbalance to the directors.

### 7.2.2 Information about the Board of Directors (As of 31 December 2024)

No.	Name	Position
1.	Mrs. Pattama Tangpiroonthum	Chairman of the Board
2.	Associate Professor Dr. Buddhagarn Rutchatorn	Chairman of Audit Committee and Independent Director
3.	Dr. Danai Chanchaochai	Member of Audit Committee and Independent Director
4.	Mr. Santi Opaspakornkij	Member of Audit Committee and Independent Director
5.	Mr. Somroek Tangpiroonthum	Director, Executive Director, CEO and CFO
6.	Miss Prinda Tangpiroonthum	Director
7.	Mr. Vorravuth Tangpiroonthum	Director

The Chairman of the Board of Directors represents major shareholders without being the same person as the CEO, and although the Chairman is not an independent director and the Chairman and the CEO have a biological relationship as mother and son, the Company has clearly divided the powers and duties of the Chairman and the CEO. In addition, the Company has a measure for counter-balancing the power between the Board of Directors and the management by appointing an independent director to consider the agenda of the Board of Directors.

### 7.2.3 Roles and Responsibilities of the Board of Directors

The Board of Directors has the authority, duties and responsibilities to manage the Company in accordance with the laws, objectives and regulations of the Company, as well as the lawful resolutions of the shareholders' meetings.

### **Summary of Important Details of the Authority of the Board of Directors**

- (1) Formulating key business policies, financial policies, fundraising and capital management policies, and risk management policies of the Company.
- (2) Considering and approving the Company's budget and investment projects, and supervising the implementation of the projects in accordance with the plan.
- (3) Supervising the Company's operations to achieve or exceed set goals, and formulating solutions in case of obstacles in achieving said goals.
- (4) Providing accurate reporting of general and financial information of the Company to shareholders and general stakeholders accurately, in a timely manner, and as required by law.
- (5) Acknowledging important audit reports and setting guidelines for corrective actions if material errors are found.
- (6) Reviewing the adequacy and appropriateness of the Company's internal control and risk management systems.
- (7) Establishing a succession plan for senior management.
- (8) Overseeing and monitoring the Company's daily operations in accordance with the business plan approved by the Board of Directors.

The Board of Directors may assign the power of attorney to the Board of Directors to approve financial transactions on one or more matters within its jurisdiction as the Board considers appropriate. In the event that a director may have an interest or stake or conflict of interest with the Company, such stakeholder director shall not have voting rights.

In the following cases, the approval of the Board of Directors' Meeting must be obtained by a majority vote of the directors attending the meeting and from the shareholders' meeting by a vote of not less than three-quarters of the total number of shareholders attending the meeting with voting rights prior to the operation:

- (A) Sale or transfer of all or part of the Company's business to a third party.
- (B) Acquisition or transfer of the business of other companies or private companies to the Company.
- (C) Amendments to the Memorandum of Association or regulations.
- (D) The increase or decrease of the Company's capital or the issuance of debentures.
- (E) A merger or dissolution of the Company.

### **Summary of Important Details of the Authority of the Chairman of the Board of Directors**

- (1) Calling the Board of Directors' meeting, presiding over the Board of Directors' meeting and shareholders' meeting, and having a role in setting the agendas with the CEO;
- (2) Controlling meetings efficiently, allocating enough time for management to present information, supporting and allowing directors to ask questions and express their opinions freely, controlling the discussion points and summarizing the resolutions of the meeting;
- (3) Encouraging directors to comply with good corporate governance principles, participating in promoting an ethical corporate culture, and practicing good corporate governance.
- (4) Communicating important information to the Board of Directors.
- (5) Supervising, monitoring, and ensuring that the Board's duties are performed efficiently and that the organization's main objectives and goals are achieved.
- (6) Strengthening good relationships between executive directors and non-executive directors, and between the Board and management.

## **7.3 Information about Subcommittees**

The Board of Directors' structure consists of two subcommittees: the Audit Committee and the Executive Committee.

### **7.3.1 Audit Committee**

The Audit Committee is an independent organization that will provide support and act on behalf of the Board of Directors to review the financial information presented to the shareholders and related parties, to review the internal control system established by the Board of Directors, to manage the internal audit process, and to communicate with the Company's auditors.

As of 31 December 2024, the Audit Committee consists of three directors as follows:

No.	Name	Position
1.	Associate Professor Dr. Buddhagarn Rutchatorn	Chairman of Audit Committee and Independent Director
2.	Dr. Danai Chanchaochai	Member of Audit Committee and Independent Director
3.	Mr. Santi Opaspakornkij <sup>1</sup>	Member of Audit Committee and Independent Director

*Remarks: <sup>1</sup> Mr. Santi Opaspakornkij is a person who has knowledge and experience in reviewing financial statements.*

### **Summary of Important Details of the Authority and Duties of the Audit Committee**

- (1) Reviewing the Company's financial reporting to ensure that it is accurate and adequately disclosed;
- (2) Reviewing the Company's internal control system and internal audit system to ensure that they are appropriate and effective, and considering the independence of the internal audit unit, as well as approving the appointment, transfer, dismissal of the head of the internal audit unit or any other units responsible for internal audit;
- (3) Reviewing the Company's compliance with the laws governing securities and exchange, regulations of the Stock Exchange of Thailand, or laws relating to the Company's business;
- (4) Considering, selecting and nominating an independent person to act as the Company's auditor and proposing their remuneration, as well as attending meetings with the auditor without management attending the meeting at least once a year;
- (5) Considering connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand. This is to ensure that such transactions are reasonable and in the best interest of the Company;
- (6) Preparing the audit committee's report and disclosing it in the Company's annual report. The report is to be signed by the Chairman of the Audit Committee and must contain at least one of the following pieces of information:
  - (6.1) Opinions on the accuracy, completeness, and reliability of the Company's financial reports.
  - (6.2) Opinions on the adequacy of the Company's internal control system.
  - (6.3) Opinions on compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, or laws relating to the Company's business.
  - (6.4) Opinions on the suitability of the auditor.
  - (6.5) Opinions on transactions that may have conflicts of interest.
  - (6.6) The number of Audit Committee meetings and attendance of each audit director.
  - (6.7) Overall opinions or observations received by the Audit Committee in the performance of its duties in accordance with the Charter.
  - (6.8) Other reports that shareholders and general investors should be aware of within the scope of the duties and responsibilities assigned by the Board of Directors.
- (7) Performing any other tasks as assigned by the Board of Directors with the approval of the Audit Committee.

### **Term of Office of the Audit Committee**

To ensure continuity in the performance of the Audit Committee, the term of office for the Audit Committee is three years.

### **7.3.2 Executive Committee**

As of 31 December 2024, the Executive Committee consisted of two executive directors as follows:

<b>No.</b>	<b>Name</b>	<b>Position</b>
1.	Mr. Somroek Tangpiroonthum	Director, Executive Director, CEO and CFO
2.	Miss Titima Orsiriwikorn	Executive Director and Deputy Managing Director

### **Summary of Important Details of the Authority and Duties of the Executive Committee**

- (1) Planning and formulating policies, directions, strategies, plans and organizational structures and the main management structure of the Company's business operations in accordance with economic and competitive conditions in the market in order to propose to the Board of Directors for approval.
- (2) Planning and formulating business plans, annual budgets, and management powers in various functions of the Company to propose to the Board of Directors for approval.
- (3) Inspecting and monitoring the implementation of the Company's policies and management guidelines to be effective and conducive to business conditions.
- (4) Having the authority to approve operations for normal transactions of the Company's business, such as purchasing raw materials, goods, materials, tools, equipment, appliances, etc., within the limit of 50 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Board of Directors for acknowledgement.
- (5) Having the power to approve and authorize the disbursement for capital expenditure for the benefit of the Company within the limit not exceeding 25 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Board of Directors for acknowledgement.
- (6) Having the authority to approve financial operations for various activities of the Company, financial loans, and provision of credit lines within the limit not exceeding 80 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Board of Directors for acknowledgement.
- (7) Having the power to hire and terminate executive-level employees of the Company, except for personnel in executive positions who are also Board members.
- (8) Supervising and monitoring the Company's daily performance in accordance with the business plan approved by the Board of Directors.
- (9) Performing other duties as assigned by the Board of Directors on occasion.

In addition, the Executive Committee has no authority to take any action in or with respect to connected transactions, acquisition or disposition of important assets of the Company, and/or transactions or matters in which it may have a conflict, stake or conflict of interest in other ways with the Company and its subsidiaries (if any). In such cases, such transactions or matters shall be presented to the Audit Committee for comments and presented to the Board of Directors and/or the Shareholders' Meeting (as the case may be) for approval.

In addition, in the event that the Company or its subsidiaries agree to enter into a connected transaction or transaction relating to the acquisition or disposition of assets of the Company or its subsidiaries within the definition prescribed by the Notification of the Stock Exchange of Thailand applicable to connected transactions of listed companies or the acquisition or disposition of assets of listed companies, as the case may be, the Company shall comply with the rules and procedures prescribed in each respective announcement.

## 7.4 Information about Executives

### 7.4.1 List of Names, Positions, and Authorities and Duties of the CEO

In 2024, the Company had three executives as follows:

No.	Name	Position
1.	Mr. Somroek Tangpiroonthum	Executive Director, CEO and CFO
2.	Miss Titima Orsiriwikorn	Executive Director and Assistant to Managing Director
3.	Mr. Theerayut Panyathaweesub	Assistant to CFO

#### **Summary of Important Details of the Authority and Duties of the CEO**

- (1) Managing and supervising the business operations related to the general administration of the Company.
- (2) Performing the duties assigned by the Board of Directors.
- (3) Having the authority to hire, appoint, transfer, dismiss, terminate, determine wages, give rewards, and increase salary, remuneration, and bonuses of all employees of the Company in positions below the executive level, as well as appointing employer representatives in the Provident Fund Committee of the Company.
- (4) Having the authority to approve operations for normal transactions of the Company's business, such as purchasing raw materials, goods, materials, tools, equipment, appliances, etc., within the limit of 25 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Executive Committee for acknowledgement.
- (5) Having the authority to approve and authorize disbursement for capital expenditure for the benefit of the Company within the limit of 10 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Executive Committee for acknowledgement.



- (6) Having the authority to approve financial operations for the Company's business, financial loans, and provision of credit lines within the limit of 20 million baht, or an equivalent amount, as approved by the Board of Directors, and presenting them to the Executive Committee for acknowledgement.
- (7) Having the authority to issue orders, regulations, announcements, and records to ensure compliance with the Company's policies and interests and to maintain work discipline within the organization.
- (8) Having the authority to act and represent the Company to third parties in businesses that are related to and beneficial for the Company.
- (9) Having the authority to approve the appointment of consultants in various areas necessary for operations.
- (10) Performing other duties as assigned by the Board of Directors or the Executive Committee on occasion.
- (11) Having the authority to assign other persons that the CEO deems appropriate to perform duties and management on the CEO's behalf in various operations within the scope of the CEO's authority.

The CEO shall be under the command of and report directly to the Executive Committee and the CEO shall comply with the guidelines and policies set forth by the Executive Committee.

The CEO has no authority to take any action in or with respect to connected transactions, acquisition or disposition of important assets of the Company, and/or transactions or matters in which it may have a conflict, stake or conflict of interest in other ways with the Company and its subsidiaries (if any). In such cases, such transactions or matters shall be presented to the Audit Committee for comments and presented to the Board of Directors and/or the Shareholders' Meeting (as the case may be) for approval.

In addition, in the event of entering into a connected transaction or transaction relating to the acquisition or disposition of assets of the Company or its subsidiaries within the definition prescribed by the Notification of the Stock Exchange of Thailand applicable to connected transactions of listed companies or the acquisition or disposition of assets of listed companies, such transactions must be approved by the Shareholders' Meeting and/or any other operations in accordance with the rules and procedures prescribed by the announcements regarding such matters in order to comply with the requirements of the Stock Exchange of Thailand.

#### **7.4.2 Remuneration Policy of Executive Directors and Executives**

The Company has established a policy for the remuneration of executive directors and executives in accordance with their experience, duties, scope of roles and responsibilities, and performance, including their knowledge and ability to support the Company's operations.

#### **7.4.3 Remuneration of Executive Directors and Executives**

In 2024, the Company paid salaries to three executive directors and executives in the total amount of 6.30 million baht.

## 7.5 Information about Employees

In 2024, the Company did not significantly change the number of employees. There were no major labor disputes, and no unions.

As of 31 December 2024, the Company and its subsidiary had a total of 137 employees and workers. The remuneration in 2024 amounted to 52.49 million baht, which consisted of salaries, contributions to the Social Security Fund, provident fund contributions, and other remuneration such as for overtime, travel, and allowances, etc.

The number of employees and workers of the Company can be divided by their main line of work as follows:

Main line of work	Number of Employees (Persons)
1. Factory Department	98
2. Sales/Marketing Department	13
3. Executive and Technical Support	12
4. Accounting, Finance, Administration and Personnel Department	14
<b>Total</b>	<b>137</b>

## 7.6 Other Important Information

### 7.6.1 Persons Assigned Direct Responsibility for Supervising the Accounting

In 2024, Mr. Theerayut Panyathaweesub was assigned direct responsibilities to supervise the Company's accounting. The details and information of the person assigned the direct responsibilities for supervising the accounting are shown in Addendum 1.

### 7.6.2 Company Secretary

For good corporate governance of the Company, at the Board of Directors' Meeting No. 1/2020 on 17 January 2020, the Board of Directors resolved to appoint Tien and Partners Co., Ltd. with Ms. Kamfai Suaprae serving as Company Secretary since 17 January 2020. The details and information of the Company Secretary are shown in Addendum 1.

The Company Secretary is responsible for organizing Board meetings and shareholders' meetings, maintaining documents and information as required by law, providing initial consultation and recommendations to the Board on laws, rules and regulations, as well as overseeing and conveying the resolutions of the Board of Directors to relevant parties.

### 7.6.3 Internal Auditor

According to the Audit Committee's Meeting No. 3/2567 held on 13 August 2024, the meeting approved the audit of the quality system to obtain certification according to BRC Version 9 standards and the social compliance audit regarding human rights and employees' rights to audit the Company's internal control system, whereby BSI Group (Thailand) Co., Ltd. has performed the duties of an independent auditor since 13 August 2024, in which BSI Group (Thailand) Co., Ltd. has assigned Ms. Naphorn Cheawsophon, Client Manager to be the primary person responsible for performing the duties of an independent auditor.

The Audit Committee has considered the qualifications of the BSI Group (Thailand) Co., Ltd. and Ms. Naphorn Cheawsophon and found that they are appropriate and sufficient to perform the duties as stated above because they are independent, reliable, and have experience in performing auditing of the said standard system for a period of 9 years (information and history appear in Addendum 3).

The consideration and approval of the Company's internal auditor must be approved by the Audit Committee.

### 7.6.4 Investor Relations

Shareholders, institutional investors, general investors, and analysts can contact the Company at Tel. 066-115-9381.

### 7.6.5 Remuneration of Auditors

The remuneration paid by the Company and its subsidiary to the auditors, divided into audit fees and non-audit fees, is as follows:

(Unit: Baht)	2024	2023
Audit Fee	1,200,000	1,150,000
Non-Audit Fee	None	None

## 8. Corporate Governance Key Performance Report

### 8.1 Summary of the Board's Performance in the Past Year

The Board of Directors plays an important role in formulating the management's business policies and strategies, including providing advice and supporting business operations to increase business efficiency, increase competitiveness and manage risks, and encourage the Board of Directors to perform their duties to the fullest extent of the scope of their authority, responsibilities and principles of good corporate governance by encouraging all directors to participate in meetings and allowing each director to express their opinions and vision freely, as well as overseeing the adequacy of the Company's internal control system.

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

##### (1) Nomination of the Board of Directors

The Company has not established a Nominating Committee to select persons to be appointed as directors. However, the Company has established guidelines and criteria for the appointment of directors, where the person who will be nominated as a director must go through the screening process or careful consideration by the Board of Directors. The selection will be made by the committee based on competence, experience, vision, and credibility. In addition, the Company takes into account the importance of shareholders and promotes corporate governance with the aim to treat shareholders equally. Hence, the Company has increased the channels for shareholders to nominate directors in advance from 25 December 2023 to 25 January 2024 by notifying shareholders through the notification channels of the Stock Exchange of Thailand and the Company's website, and with criteria to allow minor shareholders to nominate directors in advance. Furthermore, director nomination forms are displayed on the Company's website.

Every Annual General Meeting of Shareholders, according to Company regulations, one-third of the directors shall be removed from their positions, and if the directors who have been removed from their positions must be appointed director again, it must be approved by the shareholders' meeting. In voting to select such directors, the Company requires shareholders to use the ballot to elect directors individually by allowing shareholders to vote using all of their voting rights to elect each nominated director candidates.

If a director position becomes vacant for reasons other than the term of office, the Board of Directors shall select persons who are qualified and do not have any prohibited characteristics under the Law on Public Limited Companies as acting director in the next Board meeting, unless only two months is left in the director's term. The person appointed as acting director shall hold the position only for the remainder of the term of the replaced director. Such resolution of the Board meeting shall consist of a vote of not less than three-quarters of the remaining directors.

## **(2) Nomination of the Audit Committee**

The Board of Directors shall appoint at least three audit directors from the Company's independent directors who have the qualifications according to the laws governing securities and exchange, including announcements, requirements and/or regulations of the Stock Exchange of Thailand that define the qualifications and scope of operation of the Audit Committee. Additionally, at least one audit director must have knowledge of accounting and finance.

### **Independent Director Selection Criteria**

#### **Qualifications of Independent Directors**

- (2.1) Holding no more than 1% of the total voting shares of the Company, its parent company and subsidiaries, joint-venture companies, major shareholders or controlling persons of the Company, including the shareholdings of related persons of such independent directors.
- (2.2) Not being or having been a director who has been involved with the management, employees, staff, consultants who receive regular salaries, or controlling persons of the Company, its parent company and subsidiaries, joint-venture companies, subsidiaries of the same level, major shareholders, or controlling persons of the Company, unless the person has been removed from such characteristics for at least two years prior to the date of appointment as independent director. Such prohibited characteristics do not include cases where an independent director has been a government official or advisor of a government agency who is a major shareholder or a controlling person of the Company.
- (2.3) Not being a person with a biological relationship or a legally registered parent, spouse, sibling, and child, including being a spouse of a child of another director, executive, major shareholder, controlling person, or person nominated as director, executive or controlling person of the Company or its subsidiaries.
- (2.4) Not having or having ever had a business relationship with the Company, its parent company and subsidiaries, joint-venture companies, major shareholders, or controlling persons of the Company in such a way as to impede the independent exercise of one's judgment, including not being or having been a significant shareholder or controlling person who has business relationships with the Company, its parent company and subsidiaries, joint-venture companies, major shareholders, or controlling persons of the Company, unless the person has been removed from such characteristics for at least two years prior to the date of appointment as independent director.

The business relationships under paragraph one includes commercial transactions that are normally conducted for business operations, renting or leasing a property, transactions relating to assets or services, or providing or receiving financial assistance through loaning or lending, guarantees, giving assets to be used as debt collateral, and other similar behaviors that would

cause the Company or its contract parties to have a debt obligation to the other party of at least 3% of the Company's net tangible assets, or of 20 million baht or more, whichever is lower. The calculation of such debt obligations shall be in accordance with the method of calculating the value of connected transactions in accordance with the Notification of the Capital Market Supervisory Board on the criteria for permitted connected transactions. However, in the consideration of such debt obligations, debt obligations incurred within one year prior to the date of the business relationship with the same person shall be counted.

- (2.5) Not being or having been an auditor of the Company, its parent company and subsidiaries, joint-venture companies, major shareholders, or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of the audit firm associated with the auditors of the Company, its parent company and subsidiaries, joint-venture companies, major shareholders, or controlling persons of the Company, unless the person has been removed from such characteristics for at least two years prior to the date of appointment as independent director.
- (2.6) Not being or having been a professional service provider, including provider of legal or financial consultation services, who has received service fees in excess of two million baht per year from the Company, its parent company and subsidiaries, joint-venture companies, major shareholders, or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider, unless the person has been removed from such characteristics for at least two years prior to the date of appointment as independent director.
- (2.7) Not being a director appointed to represent a Company director, major shareholder, or shareholder who is related to major shareholders.
- (2.8) Not operating a business with the same conditions and in significant competition with the business of the Company or its subsidiaries, or not being a significant partner in a partnership, or a director who is involved with the management, employees, staff, consultants who receive regular salaries or hold more than 1% of the total number of voting shares of another company which operates in the same conditions and in significant competition with the business of the Company or its subsidiaries.
- (2.9) Having no other characteristics that prevent independent opinions on the Company's operations.

### **(3) Nomination of Top Executives**

In the nomination of candidates for the position of the highest executive, namely, the CEO, the Executive Committee will conduct a preliminary consideration in the selection of a person who is completely qualified, suitable, knowledgeable, skilled and experienced and is beneficial to the Company's operations and has a good understanding of the Company's business and can manage to achieve the objectives and

goals set by the Board of Directors, and then nominate the person to the Board of Directors for further approval.

### 8.1.2 Attendance and Remuneration of Individual Board Members

#### (1) Attendance

In 2024, the Company held the meetings of the Board of Directors and the Audit Committee. The details of the attendance of each director are as follows:

No.	Name	Position	Audit Committee Meeting in 2024 (Attendance/ Meeting Rights)	Board of Directors' Meeting in 2024 (Attendance/ Meeting Rights)	Annual General Meeting of Shareholders in 2024 (Attendance/ Meeting Rights)	Extraordinary General Meeting of Shareholders No. 1/2024 (Attendance/ Meeting Rights)
1.	Mrs. Pattama Tangpiroonthum	Chairman		5/5	1/1	1/1
2.	Associate Professor Dr. Buddhagarn Rutchatorn	Chairman of the Audit Committee and Independent Director	4/4	5/5	1/1	1/1
3.	Dr. Danai Chanchaochai	Audit Director and Independent Director	4/4	5/5	1/1	1/1
4.	Mr. Santi Opaspakornkij	Audit Director and Independent Director	4/4	5/5	1/1	1/1
5.	Mr. Somroek Tangpiroonthum	Director		5/5	1/1	1/1
6.	Miss Prinda Tangpiroonthum	Director		5/5	1/1	1/1
7.	Mr. Vorravuth Tangpiroonthum	Director		5/5	1/1	1/1



(2) Remuneration of Directors

(2.1) Monetary Remuneration

The 2024 Annual General Meeting of Shareholders approved the remuneration of the Board of Directors and the Audit Committee for 2024 as follows:

Chairman of the Audit Committee's Meeting Allowance	30,000 baht/person/meeting
Audit Committee's Meeting Allowance	20,000 baht/person/meeting
Director's Meeting Allowance	15,000 baht/person/meeting
Board of Directors' Annual Gratuity	Not exceeding 1,000,000 baht/year (If the Company has net profit.)

The monetary remuneration of the Directors consists of meeting allowances, which are paid according to the number of meetings attended as follows:

No.	Name	Remuneration in 2024 (Baht)					
		Audit Committee's Meeting Allowance	Board of Directors' Meeting Allowance <sup>1</sup>	Annual General Meeting of Shareholders' Meeting Allowance	Extraordinary General Meeting of Shareholders' Meeting Allowance	Annual Gratuity	Total
1.	Mrs. Pattama Tangpiroonthum		60,000	15,000	15,000	-	90,000
2.	Associate Professor Dr. Buddhagarn Rutchatorn	120,000	120,000	30,000	30,000	-	300,000
3.	Dr. Danai Chanchaochai	80,000	80,000	20,000	20,000	-	200,000
4.	Mr. Santi Opaspakornkij	80,000	80,000	20,000	20,000	-	200,000
5.	Mr. Somroek Tangpiroonthum		60,000	15,000	15,000	-	90,000
6.	Miss Prinda Tangpiroonthum		60,000	15,000	15,000	-	90,000
7.	Mr. Vorravuth Tangpiroonthum		60,000	15,000	15,000	-	90,000

Remarks: <sup>1</sup> In 2024, the Company held five meetings of the Board of Directors, one of which had no meeting allowance.

## (2.2) Other Remuneration

In 2024, the Company did not pay any other remuneration to directors.

### 8.1.3 Governance of Subsidiaries and Joint-venture Companies

The Company has a policy to invest in businesses that are relevant to or support the growth or increase the production capacity of the Company, or businesses that are believed to have good business growth prospects. The Company will invest only in companies which the Company can gain control and have directors or executives of the Company involved in the management of subsidiaries to ensure that the policies of such subsidiaries are in line with the Company's policies.

In the governance of subsidiaries, the Company shall send directors or executives with qualifications and experience suitable for the business operation of the subsidiaries in proportion to the shareholding and in accordance with the terms of office of the subsidiaries' directors without conflict of interest with the business of those subsidiaries as representatives of those subsidiaries' business management, as well as to establish significant policies and controlling the business operations of such subsidiaries. In addition, the Company shall ensure that the subsidiaries have an appropriate internal control system and mechanisms for supervising various aspects of the business under the same criteria as the Company. Directors or executives representing the Company are responsible for supervising subsidiaries to manage or operate operations in accordance with the policies set by the Company, and shall exercise their discretion in accordance with the resolutions of the Board of Directors' meeting and/or the shareholders' meeting on important matters involving the subsidiaries in order to maximize the benefits and create sustainable growth for such subsidiaries.

In addition, directors or executives representing the Company shall ensure that the subsidiaries have complete and accurate regulations regarding connected transactions, the acquisition or disposition of assets, or any other important transactions of such companies, and ensure that rules relating to the disclosure of information and transactions above are used in the same manner as the Company's rules, including supervising the storage and accounting records of the subsidiaries so that the Company can audit and compile them to prepare the consolidated financial statements in a timely manner.

### 8.1.4 Monitoring Compliance with Corporate Governance Policies and Practices

The Company gives importance to good corporate governance by establishing relevant policies and practices in the Company's corporate governance policy and code of conduct, while encouraging actual implementation to build confidence among all stakeholders.

In the past year, the Company has been monitoring to ensure good corporate governance compliance covering employee care and non-discrimination, environmental preservation, hygiene and safety in the organization, and IT security, and the results show that the Company has fully implemented the guidelines for each issue.

In addition, the Company has monitored the implementation of good corporate governance in four areas as follows:

(1) Conflict of Interest Prevention

The Company has established measures to prevent conflicts of interest that may arise from connected transactions between the Company and persons who may have conflicts. The principle is that the consideration of any transaction, including the approval of such transactions, must comply with the securities and exchange laws and regulations, and announcements or requirements related to the SEC, Capital Market Supervisory Board and the Stock Exchange of Thailand. The Company requires the concerned parties to gather information relating to such transaction for presentation to the Audit Committee for consideration and opinion on whether they comply with the general trading conditions and in accordance with the Company's normal trading characteristics, taking into account the best interests of the Company and its shareholders as a whole and avoiding acts that cause conflicts of interest, and presenting them to the Board of Directors for consideration. In addition, the Company requires directors and executives who have a stake or connection with the transactions to notify the Company of their relationship or connection with them and the related parties prior to the consideration of the agenda of the Board of Directors' meeting, and such directors and executives must not participate in the approval of such transactions and will not have the authority to approve such transactions. The Audit Committee shall supervise to ensure compliance with the regulations related to the operations and the complete and accurate information disclosure of transactions with potential conflicts of interest.

In the past year, the Company had no conflicts of interest.

(2) Exploitation of Inside Information

The Company has a policy to control its personnel from disclosing internal information to others, including for personal gain. The Company has policies and methods for overseeing directors and executives as follows:

- (2.1) Educating directors and executives in various departments about their obligations to report their securities holdings, including the holdings of their spouse and children who are minors, as well as the penalties under the Securities and Exchange Act, B.E. 2535 (1992) and in accordance with the regulations of the Stock Exchange of Thailand.
- (2.2) Requiring directors and executives to report changes in their securities holdings to the SEC and submit a copy of the report to the Company on the same day as the submission date of the report to the SEC.
- (2.3) Sending newsletters to the directors and executives to notify them that directors and executives who are informed of material inside information that can cause changes in securities prices must refrain from trading assets of the Company for one month prior to the public disclosure of the financial statements or inside information of the Company, and prohibiting the disclosure of such material information to third parties.

(3) Anti-Corruption

The Company is committed to combating all forms of corruption, and requires that its directors, executives, employees, staff, and those involved in the Company's business operations strictly follow the following anti-corruption policy:

- (3.1) Directors, executives and employees are responsible for complying with the anti-corruption policy, and the Board of Directors assigns the management to communicate and implement anti-corruption measures.
- (3.2) The Company communicates its anti-corruption policy, including whistleblowing or complaint channels within the Company, through the Company's communication channels such as e-mail, intranet system, new employee orientation course, etc.
- (3.3) The Company communicates its anti-corruption policy, including whistleblowing or complaint channels, to the public, subsidiaries, business representatives, relevant business partners and stakeholders through channels such as the Company's website and annual reports for their acknowledgement and so that the measures are strictly implemented.
- (3.4) In the procurement process, the Company's protocol must follow with transparency and accountability.
- (3.5) Expenses on business banquets and other expenditures related to compliance with business contracts can be made. However, the expenses must be reasonable and verifiable.
- (3.6) It is prohibited for executives and employees to demand or accept gifts, assets or other benefits from partners, contractors, customers, consultants or business associates of the Company, unless it is the acceptance of customary gifts that will not impact the decision-making related to the performance of duties in a biased or distressed manner or in a way that causes conflicts of interest.
- (3.7) On occasions or festivals where it is traditionally practiced by people in general, the acceptance of items or benefits must not influence any decisions that would result in unfair performance. Such actions are to be reported and submitted to the recipient's most senior superior for use in the organization's business within seven days.
- (3.8) Executives and employees should avoid giving or receiving banquets in an excessive manner from any person with whom the Company does business.
- (3.9) Executives and employees are prohibited from offering any benefits to government officials, customers, or any third parties in order to incentivize wrongdoing.
- (3.10) Giving or accepting donations or grants must be transparent and legal to ensure that donations or grants are not used as an excuse for bribery.
- (3.11) If any action is discovered to be corrupt or implies corruption involving the Company directly or indirectly, the behavior must not be neglected or ignored

and the executive officer is to be informed immediately or through whistleblowing channels as stipulated in this policy.

The Company has expressed its intention to participate in the Thai Private Sector Collective Action Against Corruption (CAC), of which the Company has become a member and given its pledge in order to acknowledge the agreement in accordance with the declaration of intent of the coalition to combat all forms of corruption.

In 2024, the Company did not receive any whistleblowing or complaints about corruption.

(4) Whistleblowing

The Company has opened channels for stakeholders to report clues and complaints through e-mail and post. The Audit Committee, which is independent of the management, will review and the Company Secretary will screen such clues and complaints.

In the past year, there were no complaints of corruption or violation of the Company's corporate governance policy.

## 8.2 Report on the Performance of the Audit Committee in the Past Year

### 8.2.1 Number of Meetings and Attendance of Individual Audit Committee Members

In 2024, the Company held four Audit Committee meetings. The details about the attendance of individual directors are as follows:

No.	Name	Position	Audit Committee Meeting in 2024 (Attendance/Meeting Rights)
1.	Associate Professor Dr. Buddhagarn Rutchatorn	Chairman of the Audit Committee and Independent Director	4/4
2.	Dr. Danai Chanchaochai	Audit Director and Independent Director	4/4
3.	Mr. Santi Opaspakornkij	Audit Director and Independent Director	4/4

### 8.2.2 Performance of the Audit Committee

The Audit Committee performs its duties according to the scope of duties and responsibilities assigned by the Board of Directors. In 2024, the Audit Committee held four regular meetings, and in 2025 held one meeting on 25 February 2025. In the meetings, the Audit Committee considered and reviewed important matters as specified in the Audit Committee's report (Addendum 6).

In addition to reporting on the performance of duties as specified in the Audit Committee report, the Audit Committee also provided recommendations and suggestions that are useful for the Company's management and governance in accordance with the changing socio-economic situation and conditions.

## **9. Internal Control and Connected Transactions**

### **9.1 Internal control**

#### **9.1.1 Opinions of the Board of Directors on the Company's Internal Control System**

At the Board of Directors' Meeting No. 1/2025 held on 25 February 2025, attended by all three independent directors and audit directors, the Board evaluated the internal control system of the Company and its subsidiary by requesting information from the management and considering it together with the Company's internal audit report. It was summarized that an assessment was conducted on five elements of the internal control system of the Company and its subsidiary: internal control of the organization, risk assessment, performance control, IT system and information communication, and monitoring system. The Company is of the opinion that the internal control system of the Company and its subsidiary is adequate and suitable. The Company and its subsidiary have enough personnel that comply with the system efficiently and have an internal control system for monitoring the control of the Company's operations, allowing the Company and its subsidiary to prevent misuse or unauthorized use of assets by directors or executives, as well as transactions with persons who may have conflicts and connected persons. The Audit Department will monitor the results of internal controls periodically to improve the control measures to be suitable for changing situations, environment and risks. The internal control system covers aspects such as finance, performance, compliance with related laws, regulations and procedures, and provides an effective check-and-balance mechanism. In addition, in 2024, the Company has provided an external entity to conduct an independent internal audit to ensure that the Company's core operations and activities are carried out in accordance with the specified guidelines. The Board of Directors has asked the management to report the audit results directly to the Audit Committee and to jointly consider the internal audit plan with the Audit Committee. For other internal control topics, the Board of Directors is of the opinion that they are also sufficient.

Regarding the flaws of the internal control system in the past, it was found that issues reported by the management to the Audit Committee in each quarter are not considered major errors that could cause the internal control system to be inefficient.

#### **9.1.2 Opinions of the Audit Committee on the Appointment of a Chief Internal Auditor**

According to the Audit Committee's Meeting No. 3/2567 held on 13 August 2024, the meeting approved the audit of the quality system to obtain certification according to BRC Version 9 standards and the social compliance audit regarding human rights and employees' rights to audit the Company's internal control system, whereby BSI Group (Thailand) Co., Ltd. has performed the duties of an independent auditor since 13 August 2024, in which BSI Group (Thailand) Co., Ltd. has assigned Ms. Naphorn Cheawsophon, Client Manager to be the primary person responsible for performing the duties of an independent auditor.

The Audit Committee has considered the qualifications of BSI Group (Thailand) Co., Ltd. and Ms. Naphorn Cheawsophon and found that they are appropriate and sufficient to perform the duties as stated above because they are independent, reliable, and have experience in performing auditing of the said standard system for a period of 9 years (information and history appear in Addendum 3).



The consideration and approval of the Company's internal auditor must be approved by the Audit Committee.

## **9.2 Connected Transactions**

### **9.2.1 Details of Connected Transactions**

Details of transactions between the Company and persons who may have conflicts of interest occurring in 2022 – 2024, for the years ending 31 December 2022 – 2024, respectively, are as follows:

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
A. Between THAI HA PLC and Thai Vegetable Oil PLC (TVO)	Mr. Vorravuth Tangpiroonthum is a director and shareholder in THAI HA PLC and Thai Vegetable Oil PLC, holding 9,000,000 shares, or 1.01%, of the paid-up capital of Thai Vegetable Oil PLC.	<p>Purchase: THAI HA PLC buys vegetable oil products from Thai Vegetable Oil PLC to be used as raw materials for production and buys finished products for sale.</p> <ul style="list-style-type: none"> <li>- Purchase Amount</li> <li>- Trade Creditors</li> </ul>	<p>5,338</p> <p>289</p>	<p>5,130</p> <p>318</p>	<p>15,670</p> <p>1,355</p>	<p>THAI HA PLC pays the minimum market price and receives credit terms for 2 periods as follows:</p> <ul style="list-style-type: none"> <li>- 15 days in case of purchase of raw materials for production.</li> <li>- 30 days in case of purchase of finished goods for sale.</li> </ul>	<p>THAI HA PLC purchased soybean oil from Thai Vegetable Oil PLC for use in production, by using said raw material in extractions and recipes.</p> <p>THAI HA PLC buys vegetable oil in containers for sale through domestic customer distribution channels.</p> <p>* The Audit Committee is of the opinion that such purchases are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.</p>

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
B. Between THAI HA PLC and Cheer Group Holdings Co., Ltd.	Cheer Group Holdings Co., Ltd. is the parent company of THAI HA PLC, holding 41.61%, of the paid-up capital of THAI HA PLC.	1. Warehouse Rental: THAI HA PLC rents warehouses from Cheer Group Holdings Co., Ltd.				THAI HA PLC rent warehouses on Phutthamonthon Sai 5 Road at market rental prices. The lease term expired on 30 June 2024.	* The Audit Committee is of the opinion that such warehouse rentals are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.
		1.1 Warehouse Rental Fee	2,040	7,560	7,800		
		1.2 Rental security Deposit	680	680	680	THAI HA PLC put down a rental security deposit for one months.	* The Audit Committee is of the opinion that such security deposits are under general trading conditions and in accordance with the Company's normal trading characteristics.
		1.3 Advance Payment of Warehouse Rent	0	0	4,080	THAI HA PLC pays an advance payment for the warehouse rent every six months (according to the lease agreement).	* The Audit Committee is of the opinion that such advance payments are under general trading conditions and in accordance with the

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
							Company's normal trading characteristics.
		<p>2. Use of Trademark: THAI HA PLC uses the trademarks of Cheer Group Holdings Co., Ltd.</p> <p>2.1 Compensation for using the "Cheer Brand" Trademark.</p> <p>2.2 Accrued Expenses</p>	<p>30</p> <p>0</p>	<p>45</p> <p>45</p>	<p>10</p> <p>13</p>	<p>THAI HA PLC pays compensation for the use of the trademark under the contract at the monthly payment rate of 1% of the total sales of goods produced and sold under the trademarks "Cheer" and "The Moon Brand".</p>	<p>* The Audit Committee is of the opinion that the use of such trademarks is in support of normal business with general trading conditions and in accordance with the Company's normal trading characteristics.</p>
		3. Product Sales: THAI HA PLC sells products to Cheer Group Holdings Co., Ltd.	31	12	21	THAI HA PLC sells products to Cheer Group Holdings Co., Ltd. at prices that are no different from what	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
						the Company provides to regular individuals.	Company's normal trading characteristics.
		4. Sale of Debentures: THAI HA PLC sells subordinated debentures with similar capital characteristics to Cheers Group Holdings Co., Ltd.	30,000	30,000	30,000	Compliant with the terms and conditions for debenture issuance.	* The Audit Committee is of the opinion that such transactions are connected transactions of the financial assistance type, which have been approved by the Board of Directors.
C. Between THAI HA PLC and Chama Asset Co., Ltd.	The directors of THAI HA PLC are executives and shareholders in Chama Asset Co., Ltd.	Product Sales: THAI HA PLC sells products to Chama Asset Co., Ltd.  - Product Sale  - Trade Receivables	156  26	109  10	168  53	THAI HA PLC sells products to Chama Asset Co., Ltd. at prices that are no different from what the Company provides to regular individuals.	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
D. Between THAI HA PLC and Mrs. Pattama Tangpiroonthum	Mrs. Pattama Tangpiroonthum is a director of THAI HA PLC.	Sale of Debentures: THAI HA PLC sells subordinated debentures with similar capital characteristics to Mrs. Pattama Tangpiroonthum.	40,000	40,000	40,000	Compliant with the terms and conditions for debenture issuance.	* The Audit Committee is of the opinion that such transactions are connected transactions of the financial assistance type, which have been approved by the Board of Directors.
E. Between THAI HA PLC and Mr. Somroek Tangpiroonthum	Mr. Somroek Tangpiroonthum is a director, CEO and CFO of THAI HA PLC.	Product Sales: THAI HA PLC sells products to Mr. Somroek Tangpiroonthum  - Product Sale  - Trade Receivables	60  0	62  0	68  1	THAI HA PLC sells products to Mr. Somroek Tangpiroonthum at prices that are no different from what the Company provides to regular individuals.	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.
F. Between THAI HA PLC and Mr. Vorravuth Tangpiroonthum	Mr. Vorravuth Tangpiroonthum is a director of THAI HA PLC.	Product Sales: THAI HA PLC sells products to Mr. Vorravuth Tangpiroonthum for donation.	55	111	61	THAI HA PLC sells products to Mr. Vorravuth Tangpiroonthum at prices that are no different from what the	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
						Company provides to regular individuals.	Company's normal trading characteristics.
G. Between THAI HA PLC and Miss Prinda Tangpiroonthum	Miss Prinda Tangpiroonthum is a director of THAI HA PLC.	Product Sales: THAI HA PLC sells products to Miss Prinda Tangpiroonthum for donation.  - Product Sale  - Trade Receivables	63  0	24  0	10  2	THAI HA PLC sells products to Miss Prinda Tangpiroonthum at prices that are no different from what the Company provides to regular individuals.	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.
H. Between THAI HA PLC and THAI HA Innovative Foods Co., Ltd.	THAI HA Innovative Foods Co., Ltd. is a subsidiary of THAI HA PLC, with THAI HA PLC holding 100% of the total registered capital of THAI HA Innovative Foods Co., Ltd.	1. THAI HA PLC invests in THAI HA Innovative Foods Co., Ltd.	24,999.93	24,999.93	24,999.93	THAI HA PLC invested in THAI HA Innovative Foods Co., Ltd. by paying 62.50% of the total 400,000 shares valued at 100 baht per share.	* The transactions are considered an acquisition of assets. However, the size of the transactions does not meet the criteria that would require the acquisition or sale of such assets to be announced.
		2. Product Purchase: THAI HA PLC purchases products				THAI HA PLC pays the minimum market price and receives	* The Audit Committee is of the opinion that such purchases are normal

Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
		from THAI HA Innovative Foods Co., Ltd.  2.1 Purchase Amount  2.2 Trade Creditors	17,181   1,740	14,035   1,389	13,459   2,517	credit terms for 30 days in case of purchase of finished goods for sale.	business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.
		3. Product Sales: THAI HA PLC sells raw materials to THAI HA Innovative Foods Co., Ltd.  3.1 Product Sale  3.2 Trade Receivables	730   1,134	978   467	602   187	THAI HA PLC sells products to THAI HA Innovative Foods Co., Ltd. at prices that are no different from what the Company provides to regular individuals.	* The Audit Committee is of the opinion that such product sales are normal business transactions with general trading conditions and in accordance with the Company's normal trading characteristics.
I. Between THAI HA Innovative Foods Co., Ltd. and Mr.	THAI HA Innovative Foods Co., Ltd. is a subsidiary of THAI HA PLC, which THAI HA PLC	Director loan  - Principle  - Interest expense	17,046   1,130	15,296   677	6,875   278	THAI HA Innovative Foods Co., Ltd. borrows moneylend from Mr. Somroek Tangpiroonthum at the interest rate,	* The Audit Committee is of the opinion that such transactions are connected transactions of the financial assistance type with medium



Persons Who May Have Conflicts (Person/Juristic Person)	Relationship Characteristics	Transaction or Contract Details	Value of Connected Transactions (Thousand Baht)			Pricing and Conditions	Necessity and Reasonableness of the Transactions
			As of 31 Dec 2024	As of 31 Dec 2023	As of 31 Dec 2022		
Somroek Tangpiroonthum	holds 100% of the total registered capital of THAI HA Innovative Foods Co., Ltd.					announced by a financial institution.	size, which has been approved by the Board of Directors.

### **9.2.2 Measures or Procedures for Approving Connected Transactions**

The Company has established measures for connected transactions between the Company and relevant parties which state that executives and stakeholders are prohibited from taking part in the approval of such transactions. The Company shall have the Audit Committee express its opinions on the necessity and appropriateness of such transactions by considering various conditions to ensure compliance with normal business transactions and general trade conditions or fair prices. This can be verified by comparing with transactions with third parties. However, if no market prices can be used for the comparison, the Company will seek approval from the Audit Committee of the Company. Furthermore, if the Audit Committee does not have the expertise required to consider potential connected transactions, the Company shall have independent experts or auditors of the Company give their opinions on such connected transactions so that the opinions can be used in the decisions of the Board of Directors or shareholders, as the case may be.

The Board of Directors shall ensure that the Company complies with the securities and exchange laws and regulations, announcements, orders or requirements of the Stock Exchange of Thailand, including compliance with the disclosure of information on connected transactions, and the acquisition or disposition of the key assets of the Company or its subsidiaries.

### **9.2.3 Policies or Trends for Future Connected Transactions**

Due to the nature of the business that the Company is conducting with connected parties, namely, Thai Vegetable Oil PLC (TVO), Cheer Group Holdings Co., Ltd., Chama Asset Co., Ltd. and THAI HA Innovative Foods Co., Ltd., there will continue to be connected transactions in the future. The Company, therefore, has a key policy to ensure that future connected transactions with such companies must be based on necessity and reasonableness in order to benefit the Company and its shareholders. Moreover, the prices must be fair prices that can be compared with transactions made with third parties. Additionally, the Company's management and major shareholders will not conduct business in a manner that will compete with the Company.

### **Part 3**

#### **Financial Statements**

(Financial Statements for the Year Ending 31 December 2024)

**Thai Ha Public Company Limited and Its Subsidiaries**

**The financial statements  
and  
Auditor's report**

**As at December 31, 2024**



C&A AUDIT OFFICE  
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## Independent Auditor's Report

To the Shareholders of Thai Ha Public Company Limited

### Opinion

I have audited the consolidated and separate financial statements of Thai Ha Public Company Limited and its subsidiaries (The Group). These comprise the consolidated and separate statements of financial position as at 31 December 2024, the related consolidated and separate statements of comprehensive income, changes in equity, and cash flows for the year then ended, and the notes to the consolidated and separate financial statements, which include significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position of Thai Ha Public Company Limited and its subsidiaries, as at 31 December 2024, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards (TFRSs).

### Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing. 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.

### Material Uncertainty Related to Going Concern

I draw attention to Note 29 to the financial statements, which indicates that the Group and the Company reported net losses for the year ended 31 December 2024, amounting to Baht 57.41 million and Baht 51.54 million respectively. As of the same date, the Group and the Company had accumulated deficits of Baht 271.55 million and Baht 281.45 million respectively, with current liabilities exceeding current assets by Baht 156.91 million and Baht 139.07 million respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's and Company's ability to continue as a going concern. However, the Company's management believes that the preparation of financial statements on a going concern basis is appropriate, as management is in the process of improving operations to create profit opportunities, and the Group and Company have remaining credit facilities from financial institutions that will provide sufficient liquidity to continue operations for more than 12 months from the date of the financial statements. The appropriateness of using the going concern basis depends on the success of management's plans. My opinion is not modified in respect of this matter.

### **Key audit matters**

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

### **Revenue recognition from sales**

#### Risk

Revenue from sales represents a material amount in the financial statements. The Company sells to various customer groups, such as foreign customers, restaurants and hotels, industrial customers, and retail business customers, with diverse agreements and conditions, including delivery terms and special discounts to stimulate sales. These varied conditions for revenue recognition create risks regarding the amount and timing of revenue recognition. Therefore, I considered the examination of amount and timing of revenue recognition as a key audit matter. I have responded to the risk as follows:

- Obtained an understanding of information systems and internal controls related to revenue and receivables cycle through inquiries with responsible personnel and selected samples to test the implementation of designed controls.
- Performed disaggregated analytical procedures on revenue accounts to detect potential irregularities in sales transactions throughout the accounting period, particularly focusing on transactions recorded through general journal entries.
- Analysed the Company's gross profit margin to ensure its accuracy and appropriateness, and assessed whether the gross profit margin was consistent with the entity's business operations under the given circumstances.
- Examined details of sales transactions during the year and near the end of the accounting period, and reviewed the appropriateness of credit notes issued after the end of the accounting period to verify that sales transactions were recorded in accordance with specified conditions and consistent with the Company's revenue recognition policies.
- Verified the correct application of TFRS 15 Revenue from Contracts with Customers.

### **Other information**

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

My opinion on the consolidated and separate financial statements does not cover the other information and I 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 consolidated and separate financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the Annual Report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance 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 TFRSs, 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 and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's responsibilities for the audit of the financial statements**

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and the Company to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the Group and the Company 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.

C&A Audit Office Co., Ltd.



(Mr. Thared Santatiwongchai)

Certified auditor no. 10511

Bangkok : 25 February 2025



## Thai Ha Public Company Limited and Subsidiary

## Statement of Financial Position

As at 31 December 2024

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Assets					
Current assets					
Cash and cash equivalents	8	10,456,849.08	19,092,993.48	10,091,576.29	18,603,822.76
Trade and other current receivables	9	70,733,208.03	73,042,133.92	71,401,393.47	72,976,030.97
Inventories	10	118,553,507.46	135,567,106.82	116,324,298.24	132,368,774.39
Other current financial assets	27	790,181.80	3,009,385.21	790,181.80	3,009,385.21
Other current assets	11	459,445.30	633,190.64	443,900.62	522,673.29
Total current assets		200,993,191.67	231,344,810.07	199,051,350.42	227,480,686.62
Non-current assets					
Investment in a subsidiary	12	-	-	24,999,875.00	24,999,875.00
Property, plant and equipment	13	472,698,105.29	447,356,857.50	415,883,482.31	391,285,440.26
Intangible assets	14	19,012,554.68	22,741,787.91	16,909,415.60	20,337,928.11
Other non - current assets	15	1,112,907.96	1,419,668.26	890,691.24	851,648.54
Total non-current assets		492,823,567.93	471,518,313.67	458,683,464.15	437,474,891.91
Total assets		693,816,759.60	702,863,123.74	657,734,814.57	664,955,578.53

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

Thai Ha Public Company Limited and Subsidiary

Statement of Financial Position

As at 31 December 2024

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term					
loans from financial institutions	16	294,172,477.47	278,000,000.00	294,172,477.47	278,000,000.00
Trade and other current payables	17	44,447,029.24	49,953,602.09	41,720,098.08	48,466,214.24
Short-term borrowings	5.2	17,046,351.00	15,296,351.00	-	-
Other current liabilities		2,234,278.89	3,389,065.12	2,224,031.51	3,377,904.66
Total current liabilities		357,900,136.60	346,639,018.21	338,116,607.06	329,844,118.90
Non-current liabilities					
Deferred tax liabilities	18	49,951,053.41	42,594,798.65	45,028,846.73	37,688,649.59
Non - current provisions for					
employee benefit	19	3,711,362.82	3,180,553.16	2,991,515.33	2,737,862.97
Total non-current liabilities		53,662,416.23	45,775,351.81	48,020,362.06	40,426,512.56
Total liabilities		411,562,552.83	392,414,370.02	386,136,969.12	370,270,631.46

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

## Thai Ha Public Company Limited and Subsidiary

## Statement of Financial Position

As at 31 December 2024

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Shareholders' equity					
Share capital	20				
Registered					
292,500,000 ordinary shares,					
at Baht 1 each		292,500,000.00	292,500,000.00	292,500,000.00	292,500,000.00
Share capital					
278,000,000 ordinary shares,					
at Baht 1 each		278,000,000.00	278,000,000.00	278,000,000.00	278,000,000.00
Premium on ordinary shares		24,542,638.07	24,542,638.07	24,542,638.07	24,542,638.07
Subordinated perpetual debentures	21	69,590,000.00	69,590,000.00	69,590,000.00	69,590,000.00
Retained earnings (Deficits)					
Appropriated - Legal reserve		802,632.25	802,632.25	802,632.25	802,632.25
Unappropriated		(271,553,066.30)	(213,241,114.88)	(281,452,811.62)	(229,004,921.53)
Other components of					
shareholders' equity	13	180,872,002.75	150,754,598.28	180,115,386.75	150,754,598.28
Total shareholders' equity		282,254,206.77	310,448,753.72	271,597,845.45	294,684,947.07
Total liabilities and shareholders' equity		693,816,759.60	702,863,123.74	657,734,814.57	664,955,578.53

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

## Thai Ha Public Company Limited and Subsidiary

## Statements of Comprehensive Income

For the year ended 31 December 2024

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	31 December 2024	31 December 2023	31 December 2024	31 December 2023
<b>Revenues</b>					
Revenue from sales		376,669,633.89	477,280,719.53	374,851,190.70	471,730,277.30
Other income		1,801,313.67	6,115,322.51	1,530,801.49	5,620,092.75
<b>Total revenues</b>		<b>378,470,947.56</b>	<b>483,396,042.04</b>	<b>376,381,992.19</b>	<b>477,350,370.05</b>
<b>Expenses</b>					
Cost of sales		317,898,596.71	427,348,031.91	317,258,777.99	425,972,738.45
Distribution costs		32,108,005.13	34,317,393.13	32,108,005.13	34,185,947.03
Administrative expenses		69,645,520.49	88,307,167.99	63,304,349.57	81,202,499.03
Other expenses		1,737,888.64	2,394,091.89	1,737,888.64	2,394,091.89
<b>Total expenses</b>		<b>421,390,010.97</b>	<b>552,366,684.92</b>	<b>414,409,021.33</b>	<b>543,755,276.40</b>
<b>Profit (loss) from continuing operations</b>		<b>(42,919,063.41)</b>	<b>(68,970,642.88)</b>	<b>(38,027,029.14)</b>	<b>(66,404,906.35)</b>
Finance costs		15,354,308.23	12,467,342.35	14,209,184.79	11,783,836.39
<b>Profit (loss) before corporate income tax</b>		<b>(58,273,371.64)</b>	<b>(81,437,985.23)</b>	<b>(52,236,213.93)</b>	<b>(78,188,742.74)</b>
Income tax income (expenses)	22	867,774.83	900,083.19	694,678.45	597,401.00
<b>Profit (loss) for the year</b>		<b>(57,405,596.81)</b>	<b>(80,537,902.04)</b>	<b>(51,541,535.48)</b>	<b>(77,591,341.74)</b>
<b>Other comprehensive income :</b>					
<b>Item that will not be reclassified subsequently profit or loss</b>					
Gain on asset revaluation - net of tax	13	32,896,118.34	-	32,139,502.34	-
<b>Other comprehensive income profit(loss) for the year</b>		<b>32,896,118.34</b>	<b>-</b>	<b>32,139,502.34</b>	<b>-</b>
<b>Total comprehensive income (loss) for the year</b>		<b>(24,509,478.47)</b>	<b>(80,537,902.04)</b>	<b>(19,402,033.14)</b>	<b>(77,591,341.74)</b>
<b>Earnings (loss) per share</b>					
Basic earnings (loss) per share (Baht per share)	24	(0.2198)	(0.3029)	(0.1987)	(0.2923)

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

## Thai Ha Public Company Limited and Subsidiary

## Statements of Changes in Shareholders' Equity

For the year ended 31 December 2024

(Unit : Baht)

Consolidated financial statements								
Notes	Issued and Paid-Up Share Capital	Premium on ordinary share	Subordinated perpetual debentures	Retained earnings (Deficits)		Other components of shareholders' equity		
				Appropriated to		Surplus on revaluation of assets	Total other components of shareholder's equity	Total shareholders' equity
				legal reserve	Unappropriated			
<b>Balance as at 1 January 2024</b>	278,000,000.00	24,542,638.07	69,590,000.00	802,632.25	(213,241,114.88)	150,754,598.28	150,754,598.28	310,448,753.72
Total comprehensive income (loss) for the year	13	-	-	-	(57,405,596.81)	32,896,118.34	32,896,118.34	(24,509,478.47)
Interest paid on perpetual debentures	21	-	-	-	(3,685,068.48)	-	-	(3,685,068.48)
Transfer surplus on revaluation of assets to retained earnings	13	-	-	-	2,778,713.87	(2,778,713.87)	(2,778,713.87)	-
<b>Balance as at 31 December 2024</b>	<b>278,000,000.00</b>	<b>24,542,638.07</b>	<b>69,590,000.00</b>	<b>802,632.25</b>	<b>(271,553,066.30)</b>	<b>180,872,002.75</b>	<b>180,872,002.75</b>	<b>282,254,206.77</b>
<b>Balance as at 1 January 2023</b>	278,000,000.00	24,542,638.07	69,590,000.00	802,632.25	(131,273,851.82)	153,000,237.25	153,000,237.25	394,661,655.75
Total comprehensive income (loss) for the year		-	-	-	(80,537,902.04)	-	-	(80,537,902.04)
Interest paid on perpetual debentures	21	-	-	-	(3,674,999.99)	-	-	(3,674,999.99)
Transfer surplus on revaluation of assets to retained earnings	13	-	-	-	2,245,638.97	(2,245,638.97)	(2,245,638.97)	-
<b>Balance as at 31 December 2023</b>	<b>278,000,000.00</b>	<b>24,542,638.07</b>	<b>69,590,000.00</b>	<b>802,632.25</b>	<b>(213,241,114.88)</b>	<b>150,754,598.28</b>	<b>150,754,598.28</b>	<b>310,448,753.72</b>

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



## Thai Ha Public Company Limited and Subsidiary

## Statements of Changes in Shareholders' Equity

For the year ended 31 December 2024

(Unit : Baht)

Separate financial statements								
Notes	Issued and Paid-Up Share Capital	Premium on ordinary share	Subordinated perpetual debentures	Retained earnings (Deficits)		Other components of shareholders' equity		
				Appropriated to legal reserve	Unappropriated	Surplus on revaluation of assets	Total other components of shareholder's equity	Total shareholders' equity
<b>Balance as at 1 January 2024</b>	278,000,000.00	24,542,638.07	69,590,000.00	802,632.25	(229,004,921.53)	150,754,598.28	150,754,598.28	294,684,947.07
Total comprehensive income (loss) for the year	13	-	-	-	(51,541,535.48)	32,139,502.34	32,139,502.34	(19,402,033.14)
Interest paid on perpetual debentures	21	-	-	-	(3,685,068.48)	-	-	(3,685,068.48)
Transfer surplus on revaluation of assets to retained earnings	13	-	-	-	2,778,713.87	(2,778,713.87)	(2,778,713.87)	-
<b>Balance as at 31 December 2024</b>	<b>278,000,000.00</b>	<b>24,542,638.07</b>	<b>69,590,000.00</b>	<b>802,632.25</b>	<b>(281,452,811.62)</b>	<b>180,115,386.75</b>	<b>180,115,386.75</b>	<b>271,597,845.45</b>
<b>Balance as at 1 January 2023</b>	278,000,000.00	24,542,638.07	69,590,000.00	802,632.25	(149,984,218.77)	153,000,237.25	153,000,237.25	375,951,288.80
Total comprehensive income (loss) for the year	-	-	-	-	(77,591,341.74)	-	-	(77,591,341.74)
Interest paid on perpetual debentures	21	-	-	-	(3,674,999.99)	-	-	(3,674,999.99)
Transfer surplus on revaluation of assets to retained earnings	13	-	-	-	2,245,638.97	(2,245,638.97)	(2,245,638.97)	-
<b>Balance as at 31 December 2023</b>	<b>278,000,000.00</b>	<b>24,542,638.07</b>	<b>69,590,000.00</b>	<b>802,632.25</b>	<b>(229,004,921.53)</b>	<b>150,754,598.28</b>	<b>150,754,598.28</b>	<b>294,684,947.07</b>

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

**Thai Ha Public Company Limited and Subsidiary**

**Statements of cash flows**

**For the year ended 31 December 2024**

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2024	31 December 2023	31 December 2024	31 December 2023
<b>Cash flows from operating activities</b>					
Profit (loss) before corporate income tax		(58,273,371.64)	(81,437,985.23)	(52,236,213.93)	(78,188,742.74)
Adjustments to reconcile loss before income tax to					
net cash provided from (used in) operating activities:					
Depreciation and amortisation	13, 14	24,493,348.20	24,871,549.14	21,894,938.22	21,970,045.96
Allowance for expected credit losses		3,257,552.80	2,300,000.00	3,257,552.80	2,300,000.00
Reversal of allowance for decline in value of inventories		(7,489.59)	-	(7,489.59)	-
Gain on disposal of property, plant and equipment		(4,463.98)	(15,322.72)	(19,510.71)	(15,322.72)
Unrealised gain on fair value measurement of					
foreign currency forward contracts		(790,181.80)	(3,009,385.21)	(790,181.80)	(3,009,385.21)
Unrealised gain on exchange rate		(113,103.67)	683,588.03	(113,103.67)	683,588.03
Employee benefit obligations	19	570,269.30	579,458.01	307,853.60	325,499.13
Interest income		(40,827.91)	(59,670.47)	(37,809.05)	(56,069.87)
Finance costs		15,354,308.23	12,467,342.35	14,209,184.79	11,783,836.39
<b>Cash used in operations before</b>					
changes in operating assets and liabilities		(15,553,960.06)	(43,620,426.10)	(13,534,779.34)	(44,206,551.03)
<b>Operating assets (increased) decreased</b>					
Trade and other current receivables		(876,473.39)	63,175,461.73	(1,595,715.05)	63,104,878.99
Inventories		17,021,088.95	16,808,016.41	16,051,965.74	18,587,517.89
Other current financial assets		3,009,385.21	693,249.17	3,009,385.21	693,249.17
Other current assets		(203,174.39)	2,973,114.17	103,417.87	2,793,105.95
Other non-current assets		306,760.30	88,876.25	(39,042.70)	123,876.25
<b>Operating liabilities increased (decreased)</b>					
Trade and other current payables		(5,667,364.23)	(53,839,106.55)	(6,714,990.70)	(56,769,632.99)
Other current liabilities		(1,116,384.70)	(573,450.21)	(1,115,471.62)	(552,346.03)

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

**Thai Ha Public Company Limited and Subsidiary**

**Statements of cash flows**

**For the year ended 31 December 2024**

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
<b>Cash used in operations</b>	<b>(3,080,122.31)</b>	<b>(14,294,265.13)</b>	<b>(3,835,230.59)</b>	<b>(16,225,901.80)</b>
Employee benefits paid	(134,000.00)	(134,000.00)	(134,000.00)	(134,000.00)
Income tax refunded	407,019.72	-	-	-
Income tax paid	(30,099.99)	(74,088.01)	(24,645.20)	(18,326.08)
Interest received	40,827.91	59,670.47	37,809.05	56,069.87
Interest paid	(14,160,511.49)	(11,863,607.15)	(14,160,511.49)	(11,660,568.62)
<b>Net cash used in operating activities</b>	<b>(16,956,886.16)</b>	<b>(26,306,289.82)</b>	<b>(18,116,578.23)</b>	<b>(27,982,726.63)</b>
<b>Cash flows from investing activities</b>				
Purchases of property, plant and equipment	(5,923,701.83)	(29,802,886.17)	(2,890,111.83)	(19,218,408.44)
Purchases of intangible assets	-	(511,000.00)	-	(511,000.00)
Proceeds from sales of property, plant and equipment	4,485.98	67,289.72	4,485.98	20,560.75
<b>Net cash used in investing activities</b>	<b>(5,919,215.85)</b>	<b>(30,246,596.45)</b>	<b>(2,885,625.85)</b>	<b>(19,708,847.69)</b>
<b>Cash flows from financing activities</b>				
Cash received from bank overdrafts				
and short-term loans from financial institutions	16,172,477.47	54,000,000.00	16,172,477.47	54,000,000.00
Cash received from short-term loan	1,750,000.00	8,421,351.00	-	-
Interest paid on perpetual debentures	(3,685,068.48)	(3,674,999.99)	(3,685,068.48)	(3,674,999.99)
<b>Net cash from financing activities</b>	<b>14,237,408.99</b>	<b>58,746,351.01</b>	<b>12,487,408.99</b>	<b>50,325,000.01</b>
<b>Effect from foreign exchange in cash and cash equivalents</b>	<b>2,548.62</b>	<b>(222,285.62)</b>	<b>2,548.62</b>	<b>(222,285.62)</b>
<b>Net cash and cash equivalents increased (decreased)</b>	<b>(8,636,144.40)</b>	<b>1,971,179.12</b>	<b>(8,512,246.47)</b>	<b>2,411,140.07</b>
Cash and cash equivalents at the beginning of the year	19,092,993.48	17,121,814.36	18,603,822.76	16,192,682.69
<b>Cash and cash equivalents at the end of the year</b>	<b>10,456,849.08</b>	<b>19,092,993.48</b>	<b>10,091,576.29</b>	<b>18,603,822.76</b>

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



**Thai Ha Public Company Limited and Subsidiary**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2024**

**1. General information**

Thai Ha Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the manufacture and distribution agricultural and instant products. The registered office of the Company is at 140 Moo 5, Tambol Bangkratuek, Amphur Sampran, Nakornpathom. Its factory located at 589 Moo 1, Tambol Chong-kae, Amphur Ta-klee, Nakornsawan.

The Company is listed on the Stock Exchange of Thailand. For the reporting purpose, the Company and its subsidiary are referred as “the Group”.

The parent is a Cheer (Thailand) Co., Ltd.

**2. Basis of preparation**

**2.1 Statement of compliance**

The financial statements have been prepared in accordance with Thai Financial Reporting Standards (TFRS) under the Accounting Act B.E. 2543 being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547 and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The financial statements have been prepared under the historical cost convention except some transactions are valued at fair price as disclosed in the accounting policies below.

An English version of the financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

**2.2 Presentation currency**

The financial statements are prepared and presented in Thai Baht.

**2.3 Use of estimates and judgements**

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the effect on the amount recognised in the financial statements is included in the following notes :

## 2. Basis of preparation (continue)

### 2.3 Use of estimates and judgements (continue)

#### 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's 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.

#### Depreciation of plant and equipment

In determining depreciation of plant and equipment and right-of-use assets and amortisation of intangible assets, the management is required to make estimates of the useful lives and residual values (if any) and to review useful lives and residual values when there are any changes.

The Group measures the value of the land and Plant at the revalued amount. The revalued price was assessed by an independent appraiser. The valuation requires certain assumptions and estimates.

In addition, the management is required to review the impairment of the land, building and equipment. An impairment loss is recorded when the recoverable amount is expected to be lower than the carrying amount of the asset. Management is required to make judgments concerning forecasts of future income and expenses in connection with the asset.

#### Post-employment benefits under defined benefit plans

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary incremental rate, mortality rates and other demographic factors. In determining the appropriate discount rate, management selects an interest rate that reflects the current economic situation. The mortality rate is based on publicly available mortality tables for the country. Actual post-retirement costs may ultimately differ from these estimates.

### 2.4 Basis of consolidation

The accompanying consolidated financial statements include the financial statements of Thai Ha Public Company Limited ("the Company") and its subsidiary. The details of subsidiary is as follows :

Company's Name	Nature of Business	Country of incorporation	Percentage of shareholding (%)	
			As at 31 December 2024	As at 31 December 2023
<u>Subsidiary</u>				
Thai Ha Innovative Foods Co., Ltd.	Producing, processing, preparing Ready-to-eat food, fresh food, dry food for sale.	Thailand	100	100

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

### 3. New financial reporting standards

#### 3.1 Financial reporting standards that became effective in the current year

During the year, the Group adopted a number of revised financial reporting standards and interpretations which are effective for the financial statements for the accounting periods beginning on or after 1 January 2024. These financial reporting standards were revised to comply with International Financial Reporting Standards, with most changes directed towards clarifying accounting treatments and providing accounting guidance for users of the standards.

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

#### 3.2 Financial reporting standard that will become effective for fiscal years beginning on or after 1 January 2025

The Federation of Accounting Professions has issued several revised financial reporting standards, which will be effective for financial statements with accounting periods beginning on or after 1 January 2025. These financial reporting standards were revised to conform with International Financial Reporting Standards, with most changes directed towards clarifying accounting practices, and some standards providing practical expedients or temporary exemptions for users.

The Group's management believes that these revised standards will not have any material impact on the Group's financial statements.

### 4. Significant accounting policies

#### 4.1 Revenue and expenses recognition

##### Revenue from sales of goods

Sales of goods are recognised at the point in time when control of the asset is transferred to the customer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

##### Interest Income

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

##### Other income and other expenses

Other income and other expenses are recognised on an accrual basis.

#### 4.2 Cash and cash equivalents

Cash and cash equivalents are carried on the statement of financial position at cost. Cash and cash equivalents comprise cash on hand, deposits held at call at banks and other short-term highly liquid investments with maturities of three months or less from the date of acquisition and are not used as collateral.

#### 4.3 Trade accounts receivable

Accounts receivables shown all total amount that customers need to pay as usual. The Group record accounts receivable initially at the amount of consideration that is unconditional unless that is involved significantly financing factors, The Group record it as present value.



#### 4. Significant accounting policies (continue)

##### 4.3 Trade accounts receivable (continue)

The Group applies the simplified approach under TFRS 9 for measuring expected credit losses which requires the recognition of lifetime expected credit losses for all trade receivables at initial recognition. To measure the expected credit losses, trade receivables have been grouped based on shared maturity date characteristics. The expected loss rates are based on historical payment profiles and corresponding historical credit losses, which are reviewed regularly to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group recognises impairment losses in profit or loss under administrative expenses.

##### 4.4 Inventories

Finished goods, work-in-process and raw material are stated at the lower of cost or net realisable value. Cost's calculated by weighted average cost method.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. The costs of conversion above include an appropriate share of production overheads based on normal production capacity.

The cost of purchase comprises both of the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties, transportation charges and other direct costs incurred in acquiring the inventories less all trade discounts, allowances or rebates.

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

Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

##### 4.5 Investments in subsidiary

Investments in subsidiaries in the separate financial statements are stated at cost less allowance for impairment of investments in subsidiaries (if any). Dividend income from investments in subsidiaries is recognised when the dividends are declared.

##### 4.6 Property, plant and equipment

Land is measured using the revaluation method.

Buildings are measured using the revaluation method less accumulated depreciation and allowance for impairment of assets (if any).

Equipment is measured at cost less accumulated depreciation and allowance for impairment of assets (if any).

###### Revaluation method

Land and building are recognised at fair value. The fair value is derived from an appraisal by an independent external appraiser. The appraisal of such assets will be reviewed regularly, at least every 3 - 5 years. To ensure the carrying value will not be materially different from the fair value at the end of the reporting period.

Land appraised using Market Approach

The buildings or constructions are appraised using the cost approach, which means the estimated cost of a new building replacement stated at the current price less depreciation based on useful life.

#### 4. Significant accounting policies (continue)

##### 4.6 Property, plant and equipment (continue)

The Group is initially recorded of land at cost on the acquisition date. After that, the Group has subsequently revalued by an independent appraiser and recorded such assets at the revalued amount.

Increases in the carrying amounts arising on revaluation of land and building are recognised in other comprehensive income and accumulated in 'revaluation surplus' in shareholders' equity. To the extent that the decrease reverses an increase previously recognised in equity, the decrease is first recognised in other comprehensive income and accumulated in equity.

The excess will then be recognised in profit or loss.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other (losses)/gains – net" in profit or loss.

The surplus on revaluation of assets is transferred to retained earnings when the assets are disposed.

Depreciation of plant and equipment is calculated on the straight-line basis over the following estimated useful life:

Land improvement	29 years
Buildings	42 - 50 years
Buildings improvement	29 years
Machineries and equipments	2 - 30 years
Tool and equipment	2 - 20 years
Furniture, fixtures and office equipments	3 - 10 years
Motor vehicles	5 - 10 years

Property, construction in progress and assets under installation are stated at cost and no depreciation is provided.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Repairs and maintenances are charged to statements of comprehensive income during the financial period in which they are incurred. The cost of major renovations is included in the carrying amount of the assets when it is probable that future economic benefits in excess of the originally assessed standard of performance of existing asset will flow to the Company. Major renovations are depreciated over the remaining useful life of the related asset.

#### 4. Significant accounting policies (continue)

##### 4.7 Intangible assets

The intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least once a year at the ended of the year. The amortisation expense is charged to profit or loss.

The amortisation of intangible asset is calculated by reference to their costs, on the straight-line basis over the following estimated useful life:

Production recipe and trademark	10 years
Computer software	5 - 10 years

##### 4.8 Impairment of assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year, at the same time.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

###### Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

###### Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increases in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss.

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

##### 4.9 Provision

Provision are recognised when the Group has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimation of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.



#### 4. Significant accounting policies (continue)

##### 4.10 Employee benefits

###### Short-term employee benefits

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

###### Post-employment benefits

###### Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are separated from trust fund and the Group, and recognised as expenses when incurred.

###### Defined benefit plans employee benefits

The Group has obligations in respect of the severance payments which pay to employees when their retirement have incurred under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The liability recognised in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turn over rate, mortality rate, and inflation rates.

Actuarial gains and losses arising from post-employment benefits are recognised in other comprehensive income and all expenses related to defined benefit plans in profit or loss.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

##### 4.11 Ordinary shares

Ordinary shares are classified as equity.

##### 4.12 Perpetual subordinated debentures

Perpetual subordinated debentures are recognised as equity when the Group has the sole right and discretion to early redeem the debentures per conditions as stipulated in the terms of the debentures and to defer interest and cumulative interest payment without time and deferral amount limitation and the coupon payments are discretionary. Accordingly, any coupon payments are accounted for as dividends and are recognised directly in equity at the time the payment obligation arises. Coupon payments are recognised in the statement of cash flows in the same way as dividends to ordinary shareholders.

#### 4. Significant accounting policies (continue)

##### 4.13 Legal reserve

###### Parent company

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

###### Subsidiary

The subsidiary company shall allocate not less five percent of its annual net profit each time a dividend is declared, to a reserve account ("legal reserve") until the reserve reaches ten percent of authorized share capital. The legal reserve is not available for dividend distribution.

##### 4.14 Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

##### 4.15 Income tax

###### Income tax

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

###### Current tax

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

###### Deferred tax

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

Deferred tax is not recognised for the following temporary differences : the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss ; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

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

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

The Group record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.



#### 4. Significant accounting policies (continue)

##### 4.15 Income tax (continue)

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

##### 4.16 Foreign currency translation

###### Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Thai Baht, which is the Group's functional and presentation currency.

###### Transactions and balances

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated to Thai Baht at the exchange rate prevailing at the statement of financial position date. Gains and losses resulting from the settlement of foreign currency transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

###### The Group

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position. Income and expenses for each [statement of comprehensive income or income statement] are translated at average exchange rates, and all resulting exchange differences are recognised as a separate component of equity.

##### 4.17 Management benefit expenses

Management benefit expenses represents the benefits paid to the Company's management such as salaries and related benefits including the benefit paid by other means. The Company's management is the persons who are defined under the Securities and Exchange Act.

##### 4.18 Basic earnings (loss) per share

Basic earnings (loss) per share is determined by dividing the net earnings for the period by the weighted average number of issued and paid-up of common stock during the period.

##### 4.19 Operating segments

Operating Segments is requires the presentation and disclosure of segment information based on the internal reports regularly reviewed by the Company's chief operating decision maker in order to assess each segment's performance and to allocate resources to those segments.

#### 4. Significant accounting policies (continue)

##### 4.20 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.

##### 4.21 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 componen are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

###### Classification and measurement of financial assets

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

###### Financial assets at amortised cost

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

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

###### Financial assets at FVTPL

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

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest. Dividends on listed equity investments are recognised as other income in profit or loss.

#### 4. Significant accounting policies (continue)

##### 4.21 Financial instruments (continue)

###### Classification and measurement of financial liabilities

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

###### Derecognition of financial instruments

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

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 the statement of profit or loss.

###### Impairment of financial assets

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

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

###### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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.

###### Derivatives

The Group initially recognised derivative contracts at fair value on the execution date and subsequently measured at fair value at the end of the reporting period when the derivative contract expires available for sale or discontinuation. The Group recognises the gain or loss on changes in the fair value of the derivative contracts in profit or loss.



## 5. Related party transactions

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

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

The relationship between the Company and the related companies are as follows :

Company's Name	Country of	
	incorporation	Nature of relationship
Cheer (Thailand) Co., Ltd.	Thailand	The parent company
Thai Ha Innovative Foods Co., Ltd.	Thailand	Subsidiary
Thai Vegetable Oil PCL.	Thailand	Associate of the Company by direct holding and common director
Chama Asset Co., Ltd.	Thailand	Associate of the Company by direct holding and common director
Thai Ha Trading Limited Partnership	Thailand	Associate of the Company by direct holding and common director

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

Transactions	Pricing policy
Sales of goods	Cost price plus margin, where the management determines the appropriate margin.
Sales of assets	Based on contract
Other income	Based on contract
Purchase of goods	Agreed price, which is determined by the management to provide an adequate return to cover operating expenses.
Purchase of assets	Based on contract
Rental expense	Based on contract
Trademark license fee	Based on contract
Other expenses	Based on contract

## 5. Related party transactions (continue)

### 5.1 Revenue and expense transactions as follows :

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Transactions with parent company				
Sales of goods	30,992.48	12,618.00	30,992.48	12,618.00
Trademark license fee	29,726.61	44,953.89	29,726.61	44,953.89
Rental expense	2,040,000.00	7,560,000.00	2,040,000.00	7,560,000.00
Transactions with subsidiary				
Sales of goods	-	-	729,709.46	977,556.07
Purchase of goods	-	-	17,181,109.11	14,035,119.58
Sales of assets	-	-	15,038.73	46,727.97
Other income	-	-	-	48,445.66
Other expense	-	-	72,270.00	-
Transactions with related companies				
Sales of goods	187,859.37	109,258.41	187,859.37	109,258.41
Purchase of goods	5,337,500.00	5,129,584.12	5,337,500.00	5,129,584.12
Transactions with directors				
Sales of goods	315,137.71	270,724.28	256,704.06	252,646.88
Other expense	700,000.00	680,000.00	700,000.00	680,000.00
Interest expense	1,130,381.83	677,423.76	-	-

### 5.2 Asset and liability with related entities as follows :

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December			
	2024	2023	2024	2023
Trade and other current receivables				
The parent company	13,650.22	-	13,650.22	-
Subsidiary company	-	-	1,255,245.14	466,963.28
Related parties	25,939.96	10,029.97	25,939.96	10,029.97
Director	176,658.63	51,544.57	94,791.81	32,201.88
Total	216,248.81	61,574.54	1,389,627.13	509,195.13

## 5. Related party transactions (continue)

### 5.2 Asset and liability with related entities as follows : (continue)

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December			
	2024	2023	2024	2023
<b>Rental deposits and guarantee</b>				
The parent company	680,000.00	680,000.00	680,000.00	680,000.00
<b>Total</b>	<b>680,000.00</b>	<b>680,000.00</b>	<b>680,000.00</b>	<b>680,000.00</b>
<b>Trade and other current payables</b>				
Subsidiary company	-	-	1,739,520.40	1,389,282.32
Related parties	288,900.00	317,790.00	288,900.00	317,790.00
Related person	245,325.47	225,560.47	135,035.47	155,095.47
<b>Total</b>	<b>534,225.47</b>	<b>543,350.47</b>	<b>2,163,455.87</b>	<b>1,862,167.79</b>
<b>Accrued interest expenses</b>				
Director	1,701,252.51	570,870.68	-	-
<b>Total</b>	<b>1,701,252.51</b>	<b>570,870.68</b>	<b>-</b>	<b>-</b>
<b>Short-term borrowings</b>				
Director	17,046,351.00	15,296,351.00	-	-
<b>Total</b>	<b>17,046,351.00</b>	<b>15,296,351.00</b>	<b>-</b>	<b>-</b>

As at 31 December 2024 and 2023, loan of Thai Ha Innovative Foods Co., Ltd. is a loan from the Company's director.

The interest is calculated according to the rate specified by a financial institution.

### 5.3 Management benefit expenses

(Unit : Baht)

	Consolidated and Separate financial statements	
	For the year ended 31 December	
	2024	2023
Short-term benefits	6,272,500.00	8,615,000.00
Post-employment benefits	23,043.88	21,719.59
<b>Total</b>	<b>6,295,543.88</b>	<b>8,636,719.59</b>

## 6. Supplementary disclosure of cash flow information

The Group has the following significant non-cash transactions :

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Other payable for purchase of fixed assets	-	938,465.00	-	-
Other receivable for sale of fixed assets	-	-	61,775.70	46,728.97
Assets with revaluation increase	41,120,147.93	-	40,174,377.93	-

## 7. Additional information of expenses by nature

Expenses classified by nature consist of the following important expenses as follow :

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Employee expenses	44,165,498.28	52,489,908.12	35,666,643.82	43,479,354.92
Depreciation and Amortisation	24,493,348.20	24,871,549.14	21,894,938.22	21,970,045.96
Promotion and advertising costs	12,498,308.91	17,020,213.69	12,498,308.91	17,020,213.69
Freight charges	16,819,979.02	14,381,163.26	16,819,979.02	14,249,717.16
Outsourcing costs	38,065,627.82	57,096,179.15	38,065,627.82	57,096,179.15
Raw materials and supplies used	215,768,498.50	198,577,400.62	208,234,327.31	191,029,096.86
Finished goods and work in progress	8,409,168.41	904,340.78	7,609,652.53	2,610,189.85

## 8. Cash and cash equivalent

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Cash	559,134.98	552,425.57	529,100.00	518,496.00
Bank deposit	9,897,714.10	18,540,567.91	9,562,476.29	18,085,326.76
<b>Total</b>	<b>10,456,849.08</b>	<b>19,092,993.48</b>	<b>10,091,576.29</b>	<b>18,603,822.76</b>

Bank deposits bear interest at the rates according to bank notification.

## 9. Trade and other current receivables

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Related parties</b>				
Trade receivables	216,248.81	61,574.54	1,268,550.43	407,358.27
Other current receivables	-	-	121,076.70	101,836.86
<b>Total</b>	<b>216,248.81</b>	<b>61,574.54</b>	<b>1,389,627.13</b>	<b>509,195.13</b>
<b>Non-related parties</b>				
Trade receivables	84,914,058.85	79,402,177.40	84,719,393.79	79,402,177.40
<u>Less</u> Allowance for expected credit losses	(20,094,764.23)	(16,837,211.43)	(20,094,764.23)	(16,837,211.43)
<b>Net</b>	<b>64,819,294.62</b>	<b>62,564,965.97</b>	<b>64,624,629.56</b>	<b>62,564,965.97</b>
Other current receivables	5,814.84	34,286.20	-	3,210.00
Revenue Department receivables	248,323.21	5,442,465.96	248,323.21	5,228,364.94
Prepaid expenses	1,932,496.30	2,795,325.00	1,896,329.64	2,795,325.00
Advance payment for goods	3,407,776.09	2,020,975.70	3,139,229.77	1,752,429.38
Others	103,254.16	122,540.55	103,254.16	122,540.55
<b>Total</b>	<b>70,516,959.22</b>	<b>72,980,559.38</b>	<b>70,011,766.34</b>	<b>72,466,835.84</b>
<b>Total trade and other current receivables</b>	<b>70,733,208.03</b>	<b>73,042,133.92</b>	<b>71,401,393.47</b>	<b>72,976,030.97</b>

Trade receivables can be separated by the over due as follow :

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Related parties</b>				
Undue	39,590.18	30,051.30	39,590.18	80,624.07
Over due				
Less than 3 months	37,021.50	31,523.24	262,980.90	246,634.32
3 - 6 months	8,091.00	-	236,274.53	61,199.72
6 - 12 months	100,022.76	-	402,970.62	-
Over 12 months	31,523.37	-	326,734.20	18,900.16
<b>Total</b>	<b>216,248.81</b>	<b>61,574.54</b>	<b>1,268,550.43</b>	<b>407,358.27</b>



## 9. Trade and other current receivables (continue)

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Non-related parties</b>				
Undue	44,606,450.71	30,956,038.95	44,411,785.65	30,956,038.95
Over due				
Less than 3 months	6,684,348.96	21,013,048.26	6,684,348.96	21,013,048.26
3 - 6 months	57,838.29	4,669,576.96	57,838.29	4,669,576.96
6 - 12 months	5,072,874.45	3,338,817.30	5,072,874.45	3,338,817.30
Over 12 months	28,492,546.44	19,424,695.93	28,492,546.44	19,424,695.93
<b>Total</b>	<b>84,914,058.85</b>	<b>79,402,177.40</b>	<b>84,719,393.79</b>	<b>79,402,177.40</b>
<u>Less</u> Allowance for expected credit losses	(20,094,764.23)	(16,837,211.43)	(20,094,764.23)	(16,837,211.43)
<b>Net</b>	<b>64,819,294.62</b>	<b>62,564,965.97</b>	<b>64,624,629.56</b>	<b>62,564,965.97</b>
<b>Total trade receivables</b>	<b>65,035,543.43</b>	<b>62,626,540.51</b>	<b>65,893,179.99</b>	<b>62,972,324.24</b>

## 10. Inventories

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Finished goods	11,951,764.41	19,225,828.38	10,045,090.58	16,519,638.67
Work-in-process	9,452,372.26	10,587,476.70	9,452,372.26	10,587,476.70
Raw materials	61,393,591.32	67,191,231.97	61,205,818.66	66,804,176.62
Packing materials	31,979,368.85	34,311,014.76	31,932,730.57	34,297,324.94
Spare parts and factory supplies	4,506,272.80	3,802,765.63	4,418,148.35	3,711,368.08
Goods in transit	-	1,186,141.15	-	1,186,141.15
<b>Total</b>	<b>119,283,369.64</b>	<b>136,304,458.59</b>	<b>117,054,160.42</b>	<b>133,106,126.16</b>
<u>Less</u> Allowance for declining in				
value of inventories	(729,862.18)	(737,351.77)	(729,862.18)	(737,351.77)
<b>Net</b>	<b>118,553,507.46</b>	<b>135,567,106.82</b>	<b>116,324,298.24</b>	<b>132,368,774.39</b>

**11. Other current assets**

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Undue input VAT	285,546.77	377,175.38	270,002.09	322,419.96
Withholding tax	62,898.53	94,015.26	62,898.53	38,253.33
Others	111,000.00	162,000.00	111,000.00	162,000.00
<b>Total</b>	<b>459,445.30</b>	<b>633,190.64</b>	<b>443,900.62</b>	<b>522,673.29</b>

**12. Investment in a subsidiary****Detail of investment in a subsidiary**

Company's Name	Separate financial information					
	Paid-up capital (Baht)		Shareholding percentage		Cost (Baht)	
	As at 31 December		As at 31 December		As at 31 December	
	2024	2023	2024	2023	2024	2023
Thai Ha Innovative Foods						
Co., Ltd.	24,999,875.00	24,999,875.00	100	100	24,999,875.00	24,999,875.00
<b>Book value according to cost method</b>					<b>24,999,875.00</b>	<b>24,999,875.00</b>

At revalued amount		At cost					
Land and improvements	Buildings and improvements	Utility Systems	Machinery and equipment	Furniture, fixtures and office equipment	Vehicles	Construction work	Total
175,614,893.03	224,405,281.78	10,393,406.43	311,204,826.67	30,753,916.71	32,133,013.60	24,456,285.81	808,961,624.03
-	-	-	873,076.53	232,476.90	-	3,879,683.40	4,985,236.83
(453,292.18)	-	-	(154,817.95)	(20,000.00)	-	-	(628,110.13)
34,709,259.31	6,410,888.62	-	-	-	-	-	41,120,147.93
-	1,732,339.80	3,582,604.41	22,489,950.00	-	-	(27,804,894.21)	-
<b>209,870,860.16</b>	<b>232,548,510.20</b>	<b>13,976,010.84</b>	<b>334,413,035.25</b>	<b>30,966,393.61</b>	<b>32,133,013.60</b>	<b>531,075.00</b>	<b>854,438,898.66</b>
9,606,416.96	79,691,358.91	9,852,974.91	215,692,655.85	26,665,400.45	20,095,959.45	-	361,604,766.53
668,635.70	8,100,473.71	226,034.35	9,269,366.70	1,037,623.41	1,461,981.10	-	20,764,114.97
(453,281.18)	-	-	(154,807.95)	(19,999.00)	-	-	(628,088.13)
<b>9,821,771.48</b>	<b>87,791,832.62</b>	<b>10,079,009.26</b>	<b>224,807,214.60</b>	<b>27,683,024.86</b>	<b>21,557,940.55</b>	<b>-</b>	<b>381,740,793.37</b>
<b>200,049,088.68</b>	<b>144,756,677.58</b>	<b>3,897,001.58</b>	<b>109,605,820.65</b>	<b>3,283,368.75</b>	<b>10,575,073.05</b>	<b>531,075.00</b>	<b>472,698,105.29</b>
<b>166,008,476.07</b>	<b>144,713,922.87</b>	<b>540,431.52</b>	<b>95,512,170.82</b>	<b>4,088,516.26</b>	<b>12,037,054.15</b>	<b>24,456,285.81</b>	<b>447,356,857.50</b>

For the year ended 31 December 2024	20,764,114.97
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For the year ended 31 December 2023	21,168,184.00
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## Separate financial statements

[illegible]



### 13. Property, plant and equipment (continue)

As at 31 December 2024 and 2023, the Group has the cost of fixed assets which were fully depreciated and still in use total amount of Baht 298.74 million and Baht 276.89 million, respectively. During the year, the Group arranged for an independent appraiser the value of land and building as follows:

Land appraised using Market Approach, the fair value is level 2.

Buildings or construction are evaluated using the cost value (Cost Approach), which means the estimated cost of building.

New building replacement at the current price less depreciation according to useful life. The fair value of the building is level 3.

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Land and improvements</b>				
Cost Price	56,307,831.24	56,716,923.39	34,736,072.68	35,024,920.86
Surplus from revaluation	143,741,257.44	109,291,552.68	142,795,487.43	109,291,552.68
<b>Revalued amount</b>	<b>200,049,088.68</b>	<b>166,008,476.07</b>	<b>177,531,560.11</b>	<b>144,316,473.54</b>
<b>Buildings and improvements</b>				
Cost Price	62,407,931.35	65,562,227.60	45,666,774.89	49,085,767.16
Surplus from revaluation	82,348,746.23	79,151,695.27	82,348,746.23	79,151,695.27
<b>Revalued amount</b>	<b>144,756,677.58</b>	<b>144,713,922.87</b>	<b>128,015,521.12</b>	<b>128,237,462.43</b>

### Surplus on revaluation of assets

The Group has movements in surplus from asset revaluation as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Land and improvement</b>				
Beginning amount - net of deferred tax liabilities	87,433,242.14	87,625,914.90	87,433,242.14	87,625,914.90
<u>Add</u> Revaluations during the year	27,767,407.45	-	27,010,791.45	-
<u>Less</u> Transfer surplus on revaluation of assets to retained earnings - net of tax	(207,643.66)	(192,672.76)	(207,643.66)	(192,672.76)
Ending amount - net of deferred tax liabilities	114,993,005.93	87,433,242.14	114,236,389.93	87,433,242.14

### 13. Property, plant and equipment (continue)

#### Surplus on revaluation of assets (continue)

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
<b>Buildings and improvement</b>				
Beginning amount - net of deferred tax liabilities	63,321,356.14	65,374,322.35	63,321,356.14	65,374,322.35
<u>Add</u> Revaluations during the year	5,128,710.89	-	5,128,710.89	-
<u>Less</u> Transfer surplus on revaluation of assets to retained earnings - net of tax	(2,571,070.21)	(2,052,966.21)	(2,571,070.21)	(2,052,966.21)
Ending amount - Net of deferred tax liabilities	65,878,996.82	63,321,356.14	65,878,996.82	63,321,356.14
<b>Total balance - net of deferred tax liabilities</b>	<b>180,872,002.75</b>	<b>150,754,598.28</b>	<b>180,115,386.75</b>	<b>150,754,598.28</b>

The surplus on revaluation assets represents surplus on revaluation of land, building or construction assets which is arising from revaluation of land improvement. The building or construction assets are gradually amortised by the straight-line method over their remaining useful lives and transferred directly to retained earnings. The surplus on revaluation of assets cannot be offset against accumulated losses and cannot be paid as dividends.

### 14. Intangible assets

(Unit : Baht)

	Consolidated financial statements		
	Production recipe and trademark	Computer software	Total
<b>Cost</b>			
As at 31 December 2023	19,065,263.16	61,576,683.52	80,641,946.68
<b>As at 31 December 2024</b>	<b>19,065,263.16</b>	<b>61,576,683.52</b>	<b>80,641,946.68</b>
<b>Accumulative Amortisation</b>			
As at 31 December 2023	16,694,056.68	41,206,102.09	57,900,158.77
Amortisation for the year	296,810.15	3,432,423.08	3,729,233.23
<b>As at 31 December 2024</b>	<b>16,990,866.83</b>	<b>44,638,525.17</b>	<b>61,629,392.00</b>
<b>Net booked value</b>			
As at 31 December 2024	2,074,396.33	16,938,158.35	19,012,554.68
As at 31 December 2023	2,371,206.48	20,370,581.43	22,741,787.91

## 14. Intangible assets (continue)

(Unit : Baht)

## Amortisation included in the consolidated statement of comprehensive income

For the year ended 31 December 2024	3,729,233.23
For the year ended 31 December 2023	3,703,365.14

(Unit : Baht)

## Separate financial statements

	Production recipe and trademark	Computer software	Total
<b>Cost</b>			
As at 31 December 2023	16,105,263.16	61,537,683.52	77,642,946.68
<b>As at 31 December 2024</b>	<b>16,105,263.16</b>	<b>61,537,683.52</b>	<b>77,642,946.68</b>
<b>Accumulative Amortisation</b>			
As at 31 December 2023	16,105,263.16	41,199,755.41	57,305,018.57
Amortisation for the year	-	3,428,512.51	3,428,512.51
<b>As at 31 December 2024</b>	<b>16,105,263.16</b>	<b>44,628,267.92</b>	<b>60,733,531.08</b>
<b>Net booked value</b>			
As at 31 December 2024	-	16,909,415.60	16,909,415.60
As at 31 December 2023	-	20,337,928.11	20,337,928.11

## Amortisation included in the separate statement of comprehensive income

For the year ended 31 December 2024	3,428,512.51
For the year ended 31 December 2023	3,403,466.05

## 15. Other non-current assets

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Rental deposits and guarantees paid to related party	680,000.00	680,000.00	680,000.00	680,000.00
Other	432,907.96	739,668.26	210,691.24	171,648.54
<b>Total</b>	<b>1,112,907.96</b>	<b>1,419,668.26</b>	<b>890,691.24</b>	<b>851,648.54</b>



**16. Bank overdraft and short-term loans from financial institutions**

(Unit : Baht)

			Consolidated and Separate financial statements	
			As at 31 December	
	Interest rate (%)	Peroid (Month)	2024	2023
Overdrafts	MOR	-	4,172,477.47	-
Promissory notes	MMR, MLR less fixed rates	1-6	290,000,000.00	278,000,000.00
<b>Total</b>			<b>294,172,477.47</b>	<b>278,000,000.00</b>

**17. Trade and other current payables**

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
		As at 31 December		As at 31 December	
		2024	2023	2024	2023
<b>Trade payables</b>					
Trade payables - related parties		288,900.00	317,790.00	2,028,420.40	1,707,072.32
Trade payables - non-related parties		32,609,528.45	39,828,891.14	31,173,577.02	39,206,871.53
<b>Total</b>		<b>32,898,428.45</b>	<b>40,146,681.14</b>	<b>33,201,997.42</b>	<b>40,913,943.85</b>
<b>Other payables</b>					
Other payables		7,966,807.47	7,159,139.18	7,045,504.42	5,807,577.05
Other accrued expenses		3,581,793.32	2,647,781.77	1,472,596.24	1,744,693.34
<b>Total</b>		<b>11,548,600.79</b>	<b>9,806,920.95</b>	<b>8,518,100.66</b>	<b>7,552,270.39</b>
<b>Total trade and other current payables</b>		<b>44,447,029.24</b>	<b>49,953,602.09</b>	<b>41,720,098.08</b>	<b>48,466,214.24</b>

**18. Deferred tax liabilities**

Movements in deferred tax assets and liabilities during the year ended 31 December 2024 and 2023 were as follows:

(Unit : Baht)

		Consolidated financial statements		
		Movement increase/(decrease)		
	As at	Other comprehensive		As at
	1 January 2024	Profit or loss	income	31 December 2024
<b>Deferred tax liabilities</b>				
Assets from business acquisition	4,906,149.06	(173,096.38)	-	4,733,052.68
Surplus from fixed asset revaluation	37,688,649.59	(694,678.45)	8,224,029.59	45,218,000.73
<b>Total</b>	<b>42,594,798.65</b>			<b>49,951,053.41</b>

## 18. Deferred tax liabilities (continue)

(Unit : Baht)

	Consolidated financial statements		
	Movement increase/(decrease)		As at
	As at	Other comprehensive	
	1 January 2023	Profit or loss income	31 December 2023
<b>Deferred tax liabilities</b>			
Assets from business acquisition	5,208,831.25	(302,682.19)	4,906,149.06
Surplus from fixed asset revaluation	38,286,050.59	(597,401.00)	37,688,649.59
<b>Total</b>	<b>43,494,881.84</b>		<b>42,594,798.65</b>

(Unit : Baht)

	Separate financial statements		
	Movement increase/(decrease)		As at
	As at	Other comprehensive	
	1 January 2024	Profit or loss income	31 December 2024
<b>Deferred tax liabilities</b>			
Surplus from fixed asset revaluation	37,688,649.59	(694,678.45)	45,028,846.73
<b>Total</b>	<b>37,688,649.59</b>		<b>45,028,846.73</b>

(Unit : Baht)

	Separate financial statements		
	Movement increase/(decrease)		As at
	As at	Other comprehensive	
	1 January 2023	Profit or loss income	31 December 2023
<b>Deferred tax liabilities</b>			
Surplus from fixed asset revaluation	38,286,050.59	(597,401.00)	37,688,649.59
<b>Total</b>	<b>38,286,050.59</b>		<b>37,688,649.59</b>

As at 31 December 2024 and 2023, the Group has deductible temporary differences and unused tax losses amounting to Baht 273.34 million and Baht 243.28 million, respectively, for which no deferred tax assets have been recognised.

**18. Deferred tax liabilities (continue)**

As at 31 December 2024 and 2023, the Group has unused tax losses amounting to Baht 248.81 million and Baht 222.53 million, respectively. These tax losses can be utilised within 5 accounting periods prior to the current period. The Group has not recognised deferred tax assets from these tax losses since management assessed that future operating results of the Group are subject to economic risk factors, making it unable to reliably estimate future performance. Therefore, the Group will recognise deferred tax assets arising from tax losses when actual tax liabilities are incurred.

**19. Non-current provisions for employee benefit**

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Employee benefit obligations as at 1 January 2024	3,180,553.16	2,656,240.51	2,737,862.97	2,473,591.40
<u>Add</u> Employee benefit during the year	570,269.30	579,458.01	307,853.60	325,499.13
Financial cost (interest) during the year	94,540.36	78,854.64	79,798.76	72,772.44
<u>Less</u> Employee retirement benefits paid	(134,000.00)	(134,000.00)	(134,000.00)	(134,000.00)
Employee benefit obligations as at 31 December 2024	<b>3,711,362.82</b>	<b>3,180,553.16</b>	<b>2,991,515.33</b>	<b>2,737,862.97</b>

Employee benefit expenses for the year ended 31 December 2024 and 2023 are presented in the income statement as follows:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December		For the year ended 31 December	
	2024	2023	2024	2023
Cost of sales	372,796.91	387,980.61	162,317.72	184,284.45
Administrative expenses	197,472.39	191,477.40	145,535.88	141,214.68
Total employee benefit expenses	<b>570,269.30</b>	<b>579,458.01</b>	<b>307,853.60</b>	<b>325,499.13</b>

# 19. Non-current provisions for employee benefit (continue)

The principal actuarial assumptions used were as follows :

(Unit : Percentage)

	Consolidated financial statements		Separate financial statements	
	As at 31 December		As at 31 December	
	2024	2023	2024	2023
Discount rate	3.06-3.33	3.06-3.33	3.06	3.06
Future salary increases rate	4	4	4	4
Turn over rate	1.91-45.84	1.91-45.84	5.73-45.84	5.73-45.84

## Sensitivity analysis

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

(Unit : Baht)

	Consolidated financial statements			
	For the year ended 31 December			
	2024		2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	3,520,890.26	3,819,774.76	2,939,112.84	3,204,500.95
Future salary increases rate (1% movement)	4,048,973.27	3,327,039.18	3,371,962.04	2,797,789.90
Turnover rate (20% movement)	3,231,231.36	4,206,024.01	2,711,238.56	3,508,371.78

(Unit : Baht)

	Separate financial statements			
	For the year ended 31 December			
	2024		2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	2,832,126.56	3,066,550.06	2,517,530.84	2,739,088.20
Future salary increases rate (1% movement)	3,245,807.88	2,680,072.73	2,878,154.18	2,399,833.14
Turnover rate (20% movement)	2,556,082.77	3,434,536.70	2,295,915.40	3,034,098.44

**19. Non-current provisions for employee benefit (continue)**

Maturity analysis of benefit payments as of 31 December 2024 are as follows:

	<b>(Unit : Baht)</b>	
	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
Less than 1 year	210,117.89	203,048.83
More than 1 year, less than 5 years	1,085,335.57	1,034,546.75
More than 5 years	1,959,623.98	1,748,276.17

Amounts of defined benefit obligation for the current and previous four periods are as follows:

	<b>(Unit : Baht)</b>	
	<b>Defined benefit obligation</b>	
	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
Year 2024	3,711,362.82	2,991,515.33
Year 2023	3,180,553.16	2,737,862.97
Year 2022	2,656,240.51	2,473,591.40
Year 2021	2,349,032.30	2,349,032.30
Year 2020	6,192,306.37	6,192,306.37

**20. Share Capital**

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 28 December 2024, it was resolved to decrease the Company's registered capital from Baht 292,500,000 to Baht 146,250,000 and to decrease the paid-up capital from Baht 278,000,000 to Baht 139,000,000 by reducing the par value of shares from Baht 1 to Baht 0.50 per share to offset the Company's accumulated losses. The Company will register the capital reduction with the Ministry of Commerce within 21 March 2025.

**21. Subordinated perpetual debentures**

As at 31 December 2024 and 2023, in the consolidated and separate financial statements, the outstanding balance of subordinated perpetual debentures amounted to Baht 69.59 million, which is net of debenture issuance costs of Baht 0.41 million. The interest rate for the first 5 years is 5.25% per annum, and thereafter at the normal rate as specified in the terms and conditions between the issuer and holders of subordinated perpetual debentures. In case of default on interest payment, there will be no default interest charged.



## 21. Subordinated perpetual debentures (continue)

The interest is to be paid quarterly. The Company is entitled to accumulate interest and defer the payment of interest to any day without limitation on deferral period and times based on the Company's discretion. The debenture holders are not entitled to any return on the deferred interest.

If the Company defers the payment of interest, the Company shall not:

- (a) declare or pay any dividend,
- (b) pay any interest or distribute any assets to any holder of Parity Securities or Junior Securities; and
- (c) redeem, reduce, cancel, acquire, or buy-back any of any securities issued by the Company which rank pari passu or junior to the Debentures with compensation.

During the year 2024 and 2023, the Company paid interest to bondholders amounting to Baht 3.69 million and Baht 3.68 million, respectively.

As of 31 December 2024 and 2023, the accumulated accrued interest expense from last payment of interest amounting to Baht 0.03 million.

## 22. Income tax income (expenses)

Corporate income tax was calculated on profit before income tax for the year, using the estimated effective tax rate for the year, were as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Current income tax :				
Corporate Income tax for taxable profits	-	-	-	-
Deferred tax :				
Relating to origination and reversal of				
temporary differences	867,774.83	900,083.19	694,678.45	597,401.00
Income tax income reported in the statements				
of comprehensive income	867,774.83	900,083.19	694,678.45	597,401.00

## 22. Income tax income (expenses) (continue)

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the year ended 31 December 2024 and 2023 were as follows :

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Accounting profit before tax	(58,273,371.64)	(81,437,985.23)	(52,236,213.93)	(78,188,742.74)
Income tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	(11,654,674.33)	(16,287,597.05)	(10,447,242.79)	(15,637,748.55)
Effect of :				
Temporary differences not recognised as				
deferred tax assets and other	756,174.57	434,803.77	700,743.11	512,854.30
Expenses not treated as revenue code expenses	140,129.28	601,431.08	138,777.81	549,085.96
Deductible expenses increased from actual expenses paid	(737,013.70)	(735,000.00)	(737,013.70)	(735,000.00)
Unrealised tax losses on income tax assets	10,627,609.35	15,086,279.01	9,650,057.12	14,713,407.29
Income tax (income) expense shown in the				
comprehensive income statement	(867,774.83)	(900,083.19)	(694,678.45)	(597,401.00)

The Company and its subsidiary used income tax rates of 20% for the calculation of corporate income tax for the years ended 31 December 2024 and 2023.

The amounts of income tax relating to each component of other comprehensive income for the year are summaries as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December			
	2024	2023	2024	2023
Deferred tax on surplus on revaluation				
of assets	8,224,029.59	-	8,034,875.59	-

## 23. Revaluation surplus

Revaluation surplus represents surplus from land and buildings revaluation. The revaluation surplus cannot be used to offset against deficit and cannot be used for dividend payment.



## 24. Earnings (loss) per share

The following table sets for the computation of basic earnings (loss) per share:

(Unit : Baht)

	Consolidated financial information		Separate financial information	
	For the year ended 31 December			
	2024	2023	2024	2023
<b>Basic earnings (loss) per share</b>				
Profit (loss) attributable to equity holders	(57,405,596.81)	(80,537,902.04)	(51,541,535.48)	(77,591,341.74)
<u>Less</u> Interest expenses for subordinated				
perpetual debentures	(3,685,068.48)	(3,674,999.99)	(3,685,068.48)	(3,674,999.99)
Profit (loss) used to determine basic earnings per share	(61,090,665.29)	(84,212,902.03)	(55,226,603.96)	(81,266,341.73)
Ordinary shares	278,000,000.00	278,000,000.00	278,000,000.00	278,000,000.00
Basic earnings (loss) per share (Baht per share)	(0.2198)	(0.3029)	(0.1987)	(0.2923)

## 25. Segment Information

Operating segment information is presented in a manner consistent with the Group's internal reports, which are reviewed on a regular basis by the Chief Operating Decision Maker in order to make resource allocation decisions and evaluate segment performance.

The Group's segments consist of manufacturing and merchandising segments of agricultural products, processed agricultural products and instant products, with main geographical segments in Thailand and overseas. The Group evaluates operating performance based on revenue and gross profit of each segment and assesses the Group's operating profit or loss using the same basis as that used to measure operating profit or loss in the financial statements. The segment revenue and gross profit information of the Group for the years ended 31 December 2024 and 2023 are as follows:

(Unit : Baht)

	Consolidated financial information					
	Agricultural products, processed agricultural products and instant products					
	Manufacturing segment		Merchandising segment		Total	
	For the year ended 31 December					
	2024	2023	2024	2023	2024	2023
Revenue from external customer						
Domestic sales	68,736,696.02	148,999,323.12	31,166,007.57	44,012,007.32	99,902,703.59	193,011,330.44
Export sales	259,446,214.69	267,080,995.65	17,320,715.61	17,188,393.44	276,766,930.30	284,269,389.09
Total	328,182,910.71	416,080,318.77	48,486,723.18	61,200,400.76	376,669,633.89	477,280,719.53
Intersegment revenues	17,910,818.57	15,012,675.65	-	-	17,910,818.57	15,012,675.65
Total revenues	346,093,729.28	431,092,994.42	48,486,723.18	61,200,400.76	394,580,452.46	492,293,395.18

## 25. Segment Information (continue)

(Unit : Baht)

	Consolidated financial information					
	Agricultural products, processed agricultural products and instant products					
	Manufacturing segment		Merchandising segment		Total	
	For the year ended 31 December					
	2024	2023	2024	2023	2024	2023
Gross profit of the segment	49,023,525.83	40,045,313.75	9,747,511.35	9,887,373.87	58,771,037.18	49,932,687.62
Unallocated income and expense :						
Other income					1,801,313.67	6,115,322.51
Distribution costs					(32,108,005.13)	(34,317,393.13)
Administrative expenses					(69,645,520.49)	(88,307,167.99)
Other expenses					(1,737,888.64)	(2,394,091.89)
Financial costs					(15,354,308.23)	(12,467,342.35)
Profit (loss) before corporate income tax					(58,273,371.64)	(81,437,985.23)
Income tax income (expenses)					867,774.83	900,083.19
Profit (loss) for the period					(57,405,596.81)	(80,537,902.04)

Assets segments

(Unit : Baht)

Consolidated financial information						
Agricultural products, processed agricultural products and instant products						
	Manufacturing segment		Merchandising segment		Total	
	As at 31 December		As at 31 December		As at 31 December	
	2024	2023	2024	2023	2024	2023
Inventories	115,310,102.23	132,654,202.27	3,243,405.23	2,912,904.55	118,553,507.46	135,567,106.82
Property, plant and equipment					472,698,105.29	447,356,857.50
Intangible assets					19,012,554.68	22,741,787.91
Other assets					83,552,592.17	97,197,371.51
<b>Total assets</b>					<b>693,816,759.60</b>	<b>702,863,123.74</b>

The Group uses the basis for determining intercompany prices as described in Note 5 to the financial statements.

## 25. Segment Information (continue)

### Information about major customers

		Consolidated financial statement			
		For the year ended 31 December		For the year ended 31 December	
		2024		2023	
		Amount	Percentage of	Amount	Percentage of
2024	2023	(million baht)	Net Income (%)	(million baht)	Net Income (%)

The Group has revenue from sales

From major customers

From total sales	1 customer	-	63.59	16.96	-	-
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## 26. Commitments and contingent liabilities

The Group has commitments and contingent liabilities that may arise as follows:

### 26.1 Letters of guarantee

As at 31 December 2024 and 2023, the Group has letters of guarantee issued on behalf of the Company related to certain obligations in the ordinary course of the Company's business, as follows:

		(Unit : Million Baht)	
		Consolidated and Separate financial information	
		As at 31 December	
		2024	2023
Guarantee for electricity		0.85	0.85
Guarantee for performance under the purchase and sales contract		4.53	4.00
<b>Total</b>		<b>5.38</b>	<b>4.85</b>

### 26.2 Obligation according to assets purchase agreement

As of 31 December 2023, the Company has obligations to pay according to asset purchase agreements amounting to Baht 1.31 million (excluding VAT).

## 27. Financial instruments

### 27.1 Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables. The managements manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables as stated in the statement of financial position.

## 27. Financial instruments (continue)

### 27.2 Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, bank overdrafts and short-term borrowings. However, since the financial assets and liabilities are beared floating interest rates or fixed interest rates which are close to the market rate.

### 27.3 Foreign currency risk

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

As at 31 December 2024, the Group has outstanding forward contracts with maturities of 1-3 months as follows :

	Consolidated and Separate financial information		
	Forward contract		Fair value of derivative assets
	Million US dollar	Million Baht	(liabilities) (Million Baht)
The selling contract			
- US Dollar	1.65	56.79	0.79

As at 31 December 2023, the Group has outstanding forward contracts with maturities of 1 month as follows :

	Consolidated and Separate financial information		
	Forward contract		Fair value of derivative assets
	Million US dollar	Million Baht	(liabilities) (Million Baht)
The selling contract			
- US Dollar	2.43	85.91	3.01

The Group has outstanding balances of financial assets and liabilities denominated in foreign currencies are summarised belows:

Items	Foreign currency (Million)	Consolidated and Separate financial information	
		As at 31 December	
		2024	2023
<b>Financial assets</b>			
Cash and cash equivalents	US Dollar	0.06	0.15
Trade and other current receivables	US Dollar	1.66	1.51
Other current financial assets	US Dollar	1.65	2.43
<b>Financial liabilities</b>			
Trade and other current payables	US Dollar	-	0.01
Other current liabilities	US Dollar	0.05	0.08



## 27. Financial instruments (continue)

### 27.4 Fair value of financial instruments

Financial assets and liabilities are mostly classified as short-term, and most borrowings bear interest rates at market rates. Management of the Group estimates that the fair value of such financial assets and liabilities approximates their carrying amounts in the statement of financial position.

As at 31 December 2024 and 2023, the Group has financial assets and liabilities that show the valuation as follows:

	(Unit : Baht)					
	Consolidated financial statements			Separate financial statements		
	As at 31 December 2024					
	Amortised			Amortised		
	FVPL	cost	Total	FVPL	cost	Total
Financial assets						
Cash and cash equivalents	-	10,456,849.08	10,456,849.08	-	10,091,576.29	10,091,576.29
Trade and other current receivables	-	70,733,208.03	70,733,208.03	-	71,401,393.47	71,401,393.47
Other current financial assets	790,181.80	-	790,181.80	790,181.80	-	790,181.80
Total financial assets	790,181.80	81,190,057.11	81,980,238.91	790,181.80	81,492,969.76	82,283,151.56
Financial liabilities						
Bank overdrafts and short-term						
loans from financial institutions	-	294,172,477.47	294,172,477.47	-	294,172,477.47	294,172,477.47
Trade and other current payables	-	44,447,029.24	44,447,029.24	-	41,720,098.08	41,720,098.08
Short-term loan	-	17,046,351.00	17,046,351.00	-	-	-
Total financial liabilities	-	355,665,857.71	355,665,857.71	-	335,892,575.55	335,892,575.55

## 27. Financial instruments (continue)

## 27.4 Fair value of financial instruments (continue)

(Unit : Baht)

	Consolidated financial statements			Separate financial statements		
	As at 31 December 2023					
	FVPL	Amortised cost	Total	FVPL	Amortised cost	Total
Financial assets						
Cash and cash equivalents	-	19,092,993.48	19,092,993.48	-	18,603,822.76	18,603,822.76
Trade and other current receivables	-	73,042,133.92	73,042,133.92	-	72,976,030.97	72,976,030.97
Other current financial assets	3,009,385.21	-	3,009,385.21	3,009,385.21	-	3,009,385.21
Total financial assets	3,009,385.21	92,135,127.40	95,144,512.61	3,009,385.21	91,579,853.73	94,589,238.94
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	-	278,000,000.00	278,000,000.00	-	278,000,000.00	278,000,000.00
Trade and other current payables	-	49,953,602.09	49,953,602.09	-	48,466,214.24	48,466,214.24
Short-term loan	-	15,296,351.00	15,296,351.00	-	-	-
Total financial liabilities	-	343,249,953.09	343,249,953.09	-	326,466,214.24	326,466,214.24



## 27. Financial instruments (continue)

### 27.4 Fair value of financial instruments (continue)

#### Fair value hierarchy

As at 31 December 2024 and 2023, the Group has financial assets and liabilities measured at fair value and disclosed by fair value hierarchy levels as follows:

(Unit : Baht)				
Consolidated and Separate financial information				
As at 31 December 2024				
Fair value hierarchy				
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Forward foreign exchange				
contract assets	-	790,181.80	-	790,181.80

(Unit : Baht)				
Consolidated and Separate financial information				
As at 31 December 2023				
Fair value hierarchy				
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Forward foreign exchange				
contract assets	-	3,009,385.21	-	3,009,385.21

The Group estimates fair value of foreign exchange forward contracts measurement is determined using a valuation technique and model. The inputs to this model are derived from observable market data, taking into consideration of exchange rate, discount rate, maturity and the volatility of the underlying item.

During the current period, the Group has not transfers and assumptions used to estimate the fair value of financial instruments and there are no transfers between the fair value hierarchy.

### 27.5 Capital management

The primary objective of the Group's capital management is to provide good returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure in order to support asset management plan and new investment opportunities which will create value and strengthen financial position for the whole group.

## 27. Financial instruments (continue)

### 27.6 Liquidity risk

As of 31 December 2024 and 2023, the Group has of the liabilities, which will mature within one year, based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded the risk is low. Furthermore, the Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2024 and 2023 based on contractual undiscounted cash flows were presented as follows:

(Unit : Baht)

Consolidated financial statements					
As at 31 December 2024					
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
<b>Financial liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	-	294,172,477.47	-	-	294,172,477.47
Trade accounts and other					
current payables	-	44,447,029.24	-	-	44,447,029.24
Short term loan	17,046,351.00	-	-	-	17,046,351.00
<b>Total</b>	<b>17,046,351.00</b>	<b>338,619,506.71</b>	<b>-</b>	<b>-</b>	<b>355,665,857.71</b>

(Unit : Baht)

Separate financial statements					
As at 31 December 2024					
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
<b>Financial liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	-	294,172,477.47	-	-	294,172,477.47
Trade accounts and other					
current payables	-	41,720,098.08	-	-	41,720,098.08
<b>Total</b>	<b>-</b>	<b>335,892,575.55</b>	<b>-</b>	<b>-</b>	<b>335,892,575.55</b>

## 27. Financial Instruments (continue)

## 27.6 Liquidity risk (continue)

(Unit : Baht)

Consolidated financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
<b>Financial liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	-	278,000,000.00	-	-	278,000,000.00
Trade accounts and other					
current payables	-	49,953,602.09	-	-	49,953,602.09
Short term loan	15,296,351.00	-	-	-	15,296,351.00
<b>Total</b>	<b>15,296,351.00</b>	<b>327,953,602.09</b>	<b>-</b>	<b>-</b>	<b>343,249,953.09</b>

(Unit : Baht)

Separate financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
<b>Financial liabilities</b>					
Bank overdrafts and short-term loans from					
financial institutions	-	278,000,000.00	-	-	278,000,000.00
Trade accounts and other					
current payables	-	48,466,214.24	-	-	48,466,214.24
<b>Total</b>	<b>-</b>	<b>326,466,214.24</b>	<b>-</b>	<b>-</b>	<b>326,466,214.24</b>

## 28. Litigations and other disputes

During the year 2023, the Company and its subsidiary (as defendants) were sued in a civil lawsuit concerning a joint venture agreement with a group of individuals (as plaintiffs). The plaintiff alleged that the Group failed to comply with the joint venture agreement (dated 12 October 2021). As a result, the plaintiffs requested the court to order the Group to return the assets obtained from the joint venture or to pay the equivalent amount in lieu of returning the assets. Subsequently, in October 2023, the plaintiff submitted a mediation proposal, requesting the Group to pay a total amount of Baht 29.46 million.

## 28. Litigations and other disputes (continue)

In October 2023, the Group submitted a defense and a counterclaim against the plaintiff, asserting that the Company and its subsidiary had not breached the joint venture agreement. The plaintiffs had no right to terminate the joint venture agreement and no authority to file a lawsuit demanding the return of assets or compensation in lieu thereof, as the Group had not violated the agreement. Furthermore, the plaintiffs unlawfully terminated the joint venture agreement, rendering the termination invalid. The Group also argued that the plaintiffs filed the lawsuit in bad faith and without legal merit, and that the plaintiffs were the party in breach of the joint venture agreement, causing damages to the Group.

The Group had already made the payment and received the net assets specified in the joint venture agreement during the year 2022, amounting to Baht 25 million.

In October and November 2023, the South Bangkok Civil Court scheduled mediation for the dispute. However, the plaintiff and defendants could not reach a settlement. Subsequently, the South Bangkok Civil Court scheduled witness examinations for the plaintiff and defendants in April 2024, and defendants' witness examinations in July 2024 and August 2024, which were completed. On 28 November 2024, the Court of First Instance dismissed both the plaintiff's complaint and the counterclaim of the Company and its subsidiary.

As at 31 December 2024, the case is in the process of extending the period for filing an appeal against the judgment of the Court of First Instance by both parties, with neither the plaintiff nor the defendants having filed an appeal to the court at this time. Therefore, there is no liability for the plaintiff's claim for damages, and the Group has not recorded any liability from the litigation.

## 29. Going concern


The Group and the Company reported net losses for the year ended 31 December 2024, amounting to Baht 57.41 million and Baht 51.54 million, respectively (2023 : Baht 80.54 million and Baht 77.59 million, respectively). As of the same date, the Group and the Company had accumulated deficits of Baht 271.55 million and Baht 281.45 million, respectively (2023 : Baht 213.24 million and Baht 229.00 million, respectively), with current liabilities exceeding current assets by Baht 156.91 million and Baht 139.07 million, respectively (2023 : Baht 115.29 million and Baht 102.36 million, respectively). These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's and Company's ability to continue as a going concern. However, the Company's management believes that the preparation of financial statements on a going concern basis is appropriate, as management is in the process of improving operations to create profit opportunities, and the Group and Company have remaining credit facilities from financial institutions that will provide sufficient liquidity to continue operations for more than 12 months from the date of the financial statements. The appropriateness of using the going concern basis depends on the success of management's plans.

## 30. Approval of financial statement


This financial statement approved by board of company's directors on 25 February 2025.

**Addendum 1**  
**Details about Directors, Executives, Controlling Persons, Those Assigned the Highest Responsibilities in Accounting and Finance, Those Assigned the Direct Responsibility for Overseeing the Accounting and the Company Secretary**


- 1. Information about Directors, Executives, Controlling Persons, Those Assigned the Highest Responsibilities in Accounting and Finance, Those Assigned the Direct Responsibility for Overseeing the Accounting and the Company Secretary**
- 1.1 Details about Directors, Executives, Controlling Persons, Those Assigned the Highest Responsibilities in Accounting and Finance, Those Assigned the Direct Responsibility for Overseeing the Accounting and the Company Secretary (As of 6 December 2024)**

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
<p>1. Mrs. Pattama Tangpiroonthum</p>  <p>Age: 82 years Chairman of the Board of Director</p>	30 March 2004	<ul style="list-style-type: none"> <li>- Grade 12</li> <li>- Director Certification Program (DCP) Class 38/2003, Thai Institute of Directors (IOD)</li> </ul>	Mother of Mr. Somroek, Miss Prinda, and Mr. Vorravuth Tangpiroonthum, and older sister of Mr. Phueanrak Nakhob.	4.22	<p>2004 - Present - President, THAI HA Public Co., Ltd.</p> <p>1988 - Present - President, Cheer Group Holdings Co., Ltd.</p> <p>1985 - 2012 - Director, Thai Vegetable Oil Public Co., Ltd.</p>




First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
2. Associate Professor Dr. Buddhagarn Rutchatorn  Age: 70 years - Chairman of the Audit Committee - Independent Director	28 April 2006	- Ph.D. in Management (International Economics), Keio University, Japan - Cert.in Health Economics, University of York - Master of Economics, Chulalongkorn University - Bachelor of Economics, Chulalongkorn University - Director Accreditation Program (DAP) Class 56/2006, Thai Institute of Directors (IOD)	None	None	Present - Independent Director and Chairman of the Audit Committee, THAI HA Public Co., Ltd. - Senior Expert, ASEAN Studies Center, Chulalongkorn University 2000 – 2008 - Vice Dean, Faculty of Economics, Chulalongkorn University 1996 – 1999 - Assistant to the Rector, Chulalongkorn University





First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
3. Dr. Danai Chanchaochai  Age: 58 years - Audit Director - Independent Director	9 September 2008	<ul style="list-style-type: none"> <li>- Honorary Doctorate in General Public Relations, Kasem Bundit University</li> <li>- Master of Marketing, Thammasat University and University of Gothenburg, Sweden</li> <li>- Bachelor of Business Administration, Assumption University</li> <li>- Clayton High School, Saint Louis, Missouri, USA (First AFS student from Horwang School)</li> <li>- Director Accreditation Program (DAP) Class 76/2008, Thai Institute of Directors (IOD)</li> </ul>	None	None	Present - Chairman of Advisor, DC Consultants and Marketing Communication Co., Ltd. - Chief Executive Officer, DMG Publishing - Chairman, Do-d Foundation 2021 – Present - Qualified Board Member and Audit Chairman, Princess Maha Chakri Sirindhorn Anthropology Center (Public Organization) 2016 - Present - Executive Committee, Human Capacity Building Institute (HCBI) - Chairman, Super Brands Thailand Council 2015 - Present - Chairman of the Audit Committee and Expert Committee, Moral Promotion Center (Public Organization) - Chairman, Morality Instructor Academy

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
					<ul style="list-style-type: none"> <li>- Former Expert Committee of the Committee, National Public Relations</li> <li>- Former Board of Directors, Plan 8, the Office of Thai Health Promotion Foundation</li> <li>2013 - Present - Vice President, Palliative Care Thailand Foundation</li> <li>2011 - Present - Executive of Strategy Committee, Anti-Corruption Organization of Thailand</li> <li>2014 - Past - Executive Committee, World Kindness Movement</li> <li>2010 - Past - Member of Committee, Foundation for a Clean and Transparent Thailand</li> <li>- Member of Subcommittees for higher education development and reform, Office of the Higher Education</li> <li>2008 – Past - Advisor, Young Buddhists Association of Thailand</li> </ul>

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
4. Mr. Santi Opaspakornkij  Age: 56 years - Audit Director - Independent Director	29 April 2016	MBA, Babson College, USA	None	None	2022 - Present - Committee member, Green Space Steering Committee, Bangkok Metropolitan Administration  2020 - Present - Advisor, Thai Arboriculture Association (TTA) - Board member, Rak Mai Yai Foundation  2019 - Present - Member of Audit Committee, Thai Ha Public Company Limited  2016 - Present - Independent Director, Thai Ha Public Company Limited  2008 - Present - Director, Ref. Security Administration and Management Co., Ltd.

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
5. Mr. Somroek Tangpiroonthum  Age: 57 years - Director - Authorized Director - Executive Director - Chief Executive Officer - Chief Financial Officer	30 March 2004	- MBA, Nova University, USA - Director Accreditation Program (DAP) Class 14/2004, Thai Institute of Directors (IOD) - Strategic CFO in Capital Markets Program, Class 9, Stock Exchange of Thailand	Son of Mrs. Pattama and Mr. Chalong Tangpiroonthum	3.75	2021 - Present - President of Econ Chula Association - Director, Thai Ha Innovative Foods Co., Ltd. 2018 - Present - Chief Financial Officer, THAI HA Public Co., Ltd. 2012 - Present - Director, Thai Rice Exporters Association 2011 - Present - Honorary Chairman, Thai Rice Packers Association 2004 - Present - Director and Chief Executive Officer, THAI HA Public Co., Ltd. 2003 - Present - Director, Chama Asset Co., Ltd. 1995 - Present - Director, Cheer Group Holdings Co., Ltd.

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
8. Miss Prinda Tangpiroonthum  Age: 55 years - Director - Authorized Director	30 March 2004	<ul style="list-style-type: none"> <li>- Master's Degree, Human Resources, Nova University, USA</li> <li>- Master's Degree, International Business, Nova University, USA</li> <li>- Bachelor of Economics, International Economics, Thammasat University</li> <li>- Audit Committee Program (ACP 30/2010) Thai Institute of Directors (IOD)</li> <li>- Director Accreditation Program (DAP 14/2004) Thai Institute of Directors (IOD)</li> <li>- Finance for Non-Finance Director (FND 1/2003) Thai Institute of Directors (IOD)</li> <li>- Director Certification Program (DCP 9/2001) Thai Institute of Directors (IOD)</li> </ul>	Daughter of Mrs. Pattama and Mr. Chalong Tangpiroonthum	3.70	2013 – Present - Executive Chairman, Cheer Group Holdings Co., Ltd. 2003 – Present - Founder and Managing Director, Chama Asset Co., Ltd. 2004 – Present - Co-Founder and Director, Thai Ha Public Company Limited 2013 – 2015 - Director, Thai Vegetable Oil Public Company Limited 2004 – 2012 - Vice Executive Chairman, Cheer (Thailand) Co., Ltd. 1995 – 2003 - Deputy Managing Director, Cheer (Thailand) Co., Ltd.

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
7. Mr. Vorravuth Tangpiroonthum  Age: 51 years - Director - Authorized Director	30 March 2004	<ul style="list-style-type: none"> <li>- MBA, Concentrate in Finance and Marketing, SASIN Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- BBA, Concentrate in Management, Commerce and Accountancy of Chulalongkorn University</li> <li>- Year 2025 Top Executives Course Capital Market Academy CMA.35</li> <li>- IOD 2023-2024: Climate Governance 1/2023, BMA 4/2023</li> <li>- IOD 2017-2022: National Director Conference 2021, DRP 1/2021, SFE 33/2020, BFI 9/2020, SBM 6/2019, BNCP 4/2018, CGI 20/2018</li> <li>- IOD 2010-2016: AACP 23/2016, FBS 4/2016</li> <li>- IOD 2004-2009: MIA 6/2009, Director Diploma, Examination</li> </ul>	Son of Mrs. Pattama and Mr. Chalong Tangpiroonthum	4.55	2024 – Present - Board of Directors, Thai Edible Oil Company Limited 2017 – Present - Board of Directors, Thai Vegetable Oil Public Company Limited 2015 – Present - Board of Directors and Strategic and Investment Committee, Prodigy Public Company Limited 2011 – Present - Chief Executive Officer (CEO), Cheer Group Holdings Company Limited 2003 – Present - Director, Chama Asset Co., Ltd. 1997 – Present - Board of Directors, THAI HA Public Company Limited 2016 – 2019 - Board of Directors, Audit Committee and Member of Corporate Governance, Nomination and Remuneration Committee, Major Development Public Company Limited 2007 – 2014 - Chief Financial Officer (CFO) and Chairman of the Risk Management



First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
		22/2007 (EXAM), DCP 92/2007, FND 35/2007, DAP 14/2004 - Thai Intelligence Investors Program, Thai Investors Association - Professional CFO Diploma, National Institute of Developments Administration (NIDA)			Committee, THAI HA Public Company Limited  Social and Volunteer - Class President of SCBS Infinite Wealth 2016 (IWP3), SCB Securities - Co-Founder of *SASIN FOR FARMER* Program, Sasin Graduate Institute of Business Administration of Chulalongkorn - University and Thai Rice Foundation Under Royal Patronage - Practitioner in Business Finance, Master of Engineering in Innovation & Entrepreneur, Engineer Faculty, Mahidol University - Committee of Commerce & Accountancy of Chulalongkorn University - Committee of Selection Candidate MBA, Mahidol University - Fellow Member, The Institute of Directors

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
8. Miss Titima Orsiriwikorn Age: 51 years - Executive Director and Assistant to Managing Director	24 February 2014	- MBA, Maryville University, USA - Strategic CFO in Capital Markets Program, Class 9, Stock Exchange of Thailand	Married to Mr. Somroek Tangpiroon thum	0.55	2021 - Present - Director, Thai Ha Innovative Foods Co., Ltd. 2014 - Present - Executive Director, THAI HA Public Co., Ltd. 2019 - 2020 - Acting Company Secretary, THAI HA Public Co., Ltd. 2000 - 2014 - International Affairs Supervisor, THAI HA Public Co., Ltd.
9. Mr. Theerayut Panyathaweesub Age: 52 years - Assistant to CFO	5 January 2023	- MBA, Chulalongkorn University - Bachelor degree (Accounting), Thammasart University - CPA Thailand	None	None	2023 – Present - Assistant to CFO, THAI HA Public Co., Ltd.
10. Tien and Partners Co., Ltd., by Miss Kamfai Suaprae Age: 39 years - Company Secretary	17 January 2020	- LL.M. in Commercial Law, University of Bristol, UK - LL.B., Thammasat University - Certificate, Company Secretary Program (CSP), Class 104/2019, Thai Institute of Directors (IOD)	None	None	2020 - Present - Company Secretary, THAI HA Public Co., Ltd. 2018 - Present - Managing Director, Tien and Partners Co., Ltd. 2023 - Present - Legal Advisor, Charin & Partners Co., Ltd. 2013 - 2023 - Legal Advisor, Charin & Associates Co., Ltd.

First-Last Name, Age, Position	Appointment Date (First Time)	Educational Background/ Training History	Familial Relationship with Directors and Executives	Total Shareholding Proportion with Voting Rights in the Company (%)	Work Experience for the Past 5 Years
					2007 - 2010 - Legal Advisor, LS Horizon Limited

## 1.2 Duties and Responsibilities of the Company Secretary

The Company Secretary must perform the duties specified in Sections 89/15 and 89/16 of the Securities and Exchange Act (No. 4), B.E. 2551 (2008), which came into effect on 31 August 2008, with responsibility, care, and honesty, in addition to complying with the laws, objectives, and regulations of the Company, resolutions of the Board, and resolutions of the shareholders' meetings. The duties of the Company Secretary are as follows:

- (1) Compiling and storing the following documents:
  - (1.1) Directors' registration.
  - (1.2) Invitation letters and minutes to Board meetings.
  - (1.3) Invitation letters and minutes to shareholders' meetings.
  - (1.4) Annual reports of the Company.
- (2) Arranging shareholders' meetings and Board meetings.
- (3) Providing preliminary advice and recommendations to the Board on related legal and regulation matters.

**2. Information about Positions Held by the Directors, Executives, and Controlling Persons in Subsidiaries, Joint-Stock Companies, or Related Companies**

Name	Other Related Companies						
	THAI HA PLC	Thai Vegetable Oil PLC (TVO)	Cheer Group Holdings Co., Ltd.	Chama Asset Co., Ltd.	THAI HA Innovative Foods Co., Ltd.	Prodigy PLC	DC Consultants and Marketing Communication Co., Ltd.
1. Mrs. Pattama Tangpiroonthum	X	-	X	X	-	-	-
2. Associate Professor Dr. Buddhagarn Rutchatorn	IVV, IIV	-	-	-	-	-	-
3. Dr. Danai Chanchaochai	IVV, ///	-	-	-	-	-	*
4. Mr. Santi Opaspakornkij	IVV, ///	-	-	-	-	-	-
5. Mr. Somroek Tangpiroonthum	/, //, #, **, ***	-	/	/, **	/, **	-	-
6. Miss Prinda Tangpiroonthum	/, **	-	/, +	/, O, **	-	-	-
7. Mr. Vorravuth Tangpiroonthum	/, **	/, **	/, #, **	/, **	-	/, **	-
8. Miss Titima Orsiriwikorn	//, OO	-	-	-	/, **	-	-
9. Mr. Theerayut Panyathaweesub	IV	-	-	-	-	-	-

**Remarks:** 1. X = President, XX = Vice President, / = Director, // = Executive Director, /// = Audit Director, IIV = Chairman of the Audit Committee, IVV = Independent Director, IV = Executive, + = Chairman of the Executive Committee, ++ = Vice Chairman of the Executive Committee, # = Chief Executive Officer, o = Managing Director, oo = Deputy Managing Director, ooo = Senior Supervisor, \* = Advisory Chairman, \*\* = Authorized Signatory, \*\*\* = Chief Financial Officer

2. A related company is defined as a juristic entity of a person which may cause a conflict.

**Addendum 2**  
**Details about the Directors of Subsidiaries<sup>1</sup>**

- None -

*Remarks: <sup>1</sup> Subsidiaries refer to significant subsidiaries such as those with revenue that account for more than 10% of the total revenue based on the profit and loss statement.*

Addendum 3  
Details about the Chief Internal Auditor



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## Naphorn Cheawsophon

Client Manager, BSI Group (Thailand) Co., Ltd.

127/29 Panjathani Tower, 24<sup>th</sup> Floor, Nonsee rd, Chongnonsee, Yannawa Bangkok, 10120 Thailand  
T: +66 2294 4889 - 92 | M: +66 616245169 | F: +66 2294 4467  
[Naphorn.Cheawsophon@bsigroup](mailto:Naphorn.Cheawsophon@bsigroup) | [bsigroupthailand](http://bsigroupthailand)

### **EDUCATION BACKGROUND**

*Mar 2012 – Mar 2014*

King Mongkut's University of Technology Thonburi, Master Degree of Business Administration. Major Entrepreneurship Management, Bangkok, Thailand

*Mar 2005 – Mar 2009*

Chulalongkorn University, Bachelor Degree of Science. Major in Food Technology, Bangkok, Thailand

### **WORKING EXPERIENCE**

*Present:* Client manager, BSI Group (Thailand) Co., Ltd.

*Jan 2015 – Aug 2019* Lead Auditor, Intertek Industry and Certification Services (Thailand) Ltd., Bangkok, Thailand

- Served as a lead auditor for GMP standard, HACCP standard, QMS standard, ISO22000 standard, FSSC standard, BRC Food standard and 2<sup>nd</sup> party audit

*Jul 2013 – Dec 2014*

Production section manager, Assistant quality management representative, Chef's Choice Foods Manufacturer Co., Ltd, Nonthaburi, Thailand

- Planned production schedule to meet the sale demand
- Controlled production process from raw material to finish products to meet all relevant food standards
- Controlled production process to meet department's KPIs
- Served as a team leader in GMP audit team and internal audit team
- Served as a supplier auditor to approve vendor of raw material and packaging material
- Served as an occupational safety and health
- Trained about food safety to food safety team every year such as GMP, HACCP, BRC and internal audit

*Mar 2009 – Jun 2013*

Production supervisor, Pan Siam Food Products Co., Ltd., Samutprakarn, Thailand

- Improved skill and knowledge of operator in production process
- Controlled production process from raw material to finish products to meet all relevant food standards
- Controlled process line of manufacturing of plastic bottle, plastic bag (laminated foil as the barrier material) and paper carton.
- Planned of production schedule of plastic bottle and plastic bag to comply with customer's demand in fruit juice packed in plastic bottle and plastic bag.
- Controlled production process to meet department's KPIs
- Served as an auditor in GMP audit team and internal audit team
- Served as a supplier auditor to approve vendor of raw material and packaging material such as fruit juice, pickled garlic, plastic resin, master batch, paper board, corrugated board, etc.



## **WORKING EXPERIENCE (During Education)**

*Jul 2013 – Jun 2014 (Worked during studied in Master Degree of Business Administration)*

Consultant of factory manager, Taveephol Product Co., Ltd, Ayutthaya, Thailand

- Consulted for business plan which covered risk management and food safety risk.
- Prepared and reviewed HACCP document which covered production line of beverage in plastic bottle and production line of plastic bottle (PET).
- Controlled production process to meet department's KPIs (yield, waste, loss in process)
- Served as a consultant in internal audit team
- Served as a supplier auditor to approve vendor of raw material and packaging material such as concentrate fruit juice, sugar, citric acid, PET preform, carton box, etc.
- Trained about food safety to food safety team such as GMP, HACCP, BRC and internal audit

*Mar 2008 – Jun 2008*

Quality control trainee, F&N United Limited, Samutsakorn, Thailand

- Controlled inspection process from raw material, process control, in-process product to finish products to meet all relevant food standards.
- Testing of finish product for sensory test, physical, microbiological and chemical parameters.
- Reviewed HACCP document and work instruction of process control and quality control.

## **TECHNICAL TRAINING**

<i>Jan 2020</i>	FSPCA Preventive Controls for Human Food by BSI Group (Thailand) Ltd.
<i>Nov 2019</i>	Global Standard for Packaging Material Issue 6: Auditor Training by BSI Group (Thailand) Ltd.
<i>Mar 2019</i>	ISO 22000:2018 Auditor training, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Dec 2018</i>	ISO 9001:2015 Clause 4 "Context of the Organization", Intertek Industry and Certification Services (Thailand) Ltd.
<i>Dec 2018</i>	Global Standard for Food Safety Issue 8- Conversion 7-8 for Auditors, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Apr 2018</i>	NVC Course Packaging Technology for Auditors, NVC Netherlands Packaging Centre
<i>Jan 2018</i>	IB09 หลักสูตรการตรวจสอบสถานที่ผลิตอาหารตามเกณฑ์วิธีการผลิตเครื่องมือ เครื่องใช้ในการผลิต และการเก็บรักษา ผักหรือผลไม้สดบางชนิด, Food and Drug Administration Thailand, Ministry of Public Health.
<i>Jun 2017</i>	Evaluator's Qualification in Packaging Technology (EQIPT) for Rigid Plastic Packaging, Flexible Plastic Packaging, IOM3 Training Academy
<i>Dec 2017</i>	FSSC22000 v4.1 - Americas, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Apr 2017</i>	Food Issue 7: Module 12 (AOECS Gluten Free Foods), BRC Global Standards
<i>Mar 2017</i>	IB03 หลักสูตรการตรวจสอบสถานที่ผลิตอาหารตามเกณฑ์ GMP น้ำบริโภค, Food and Drug Administration Thailand, Ministry of Public Health.
<i>Feb 2016</i>	IB07 หลักสูตรการตรวจสอบสถานที่ผลิตอาหารตามเกณฑ์ GMP อาหารในภาชนะบรรจุที่เปิดสนิทชนิดที่มีความเป็นกรดต่ำและชนิดที่ปรับกรด, Food and Drug Administration Thailand, Ministry of Public Health
<i>Feb 2016</i>	IB02 หลักสูตรการตรวจสอบสถานที่ผลิตอาหารตามเกณฑ์ GMPทั่วไป และ Primary GMP, Food and Drug Administration Thailand, Ministry of Public Health.
<i>Dec 2015</i>	BK01 หลักสูตรกฎหมายอาหารและการขออนุญาต, Food and Drug Administration Thailand, Ministry of Public Health
<i>Jul 2015</i>	CAC/RCP 39-1993 Code of Hygienic Practice for precooked and cooked food in mass catering and Safe catering – your guide to making food safety, Food Standards Agency food.gov.uk
<i>Jun 2015</i>	FSSC/ISO22000 Requirement Training Course, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Jun 2015</i>	GMP HACCP Implementation for Packaging Industry Training Course, Intertek Industry and Certification Services (Thailand) Ltd.
<i>May 2015</i>	BRC Global Standard for Food Safety Issue 7 - 5-Day Third Party Auditor, BRC Academy



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<i>Apr 2015</i>	Food Allergy Online Training, Food Standards Agency
<i>Apr 2015</i>	Quality Management System (QMS) Auditor/ Lead Auditor Training Course, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Jan 2015</i>	FSMS Auditor/ Lead Auditor Training Course based on ISO 22000:2005 and ISO/TS 22002-1:2009, required for FSSC certification audits, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Jan 2015</i>	Knowledge and understanding about ISO/IEC 17021:2011 and ISO/IEC 19011, Intertek Industry and Certification Services (Thailand) Ltd.
<i>Nov 2010</i>	GMP, HACCP, ISO 9001, BRC Requirement, Moody International (Thailand) co., ltd

**Addendum 4**  
**Assets Used in Business Operations and Details of Property Appraisal Transactions**

**1. Assets Used in Business Operations**

**1.1 Key Characteristics and Value of the Main Fixed Assets used in Business Operations**



List of Assets	Ownership (Owned/Leased by the Company)	Net Accounting Value (Thousand Baht)	Obligations
1. 1 Land Plot  Location: Amphur Sampran, Nakornpathom  Total Area: 9 rai, 2 ngan, 31 sq.wa.	Owned by the Company	123,834	No Collateral Obligations
2. 9 Land Plots  Location: Amphur Takhli, Nakornsawan  Total Area: 37 rai, 6 ngan, 193 sq.wa.	Owned by the Company	53,697	No Collateral Obligations
3. 2 Land Plots  Location: Amphur Thamuang, Kanchanaburi  Total Area: 23 rai, 2 ngan, 17 sq.wa.	Owned by the Company	22,518	No Collateral Obligations
4. Office Building and Factory  Location: Amphur Sampran, Nakornpathom	Owned by the Company	83,111	No Collateral Obligations
5. Office Building and Factory  Location: Amphur Takhli, Nakornsawan	Owned by the Company	44,905	No Collateral Obligations
6. Office Building and Factory  Location: Amphur Thamuang, Kanchanaburi	Owned by the Company	16,741	No Collateral Obligations

List of Assets	Ownership (Owned/Leased by the Company)	Net Accounting Value (Thousand Baht)	Obligations
7. Machinery	Owned by the Company	113,503	No Collateral Obligations

## 1.2 Key Characteristics of Significant Intangible Assets

The Company has registered trademarks covering all brands sold both in Thailand and overseas with a total of nine trademarks registered in Thailand and five trademarks registered overseas in 14 countries.

The Company's major trademarks are as follows:

Trademark Characteristics	Name of Owner	Product/Service Category	Registration No./Country of Registration	Coverage Period
 “ตราเกษตร” Trademark	THAI HA PLC	Instant Rice, Congee, Glass Noodles	161101597 / Thailand	10 years from 4 February 2025 to 3 February 2035
 “KASET BRAND” Trademark	THAI HA PLC	Instant Rice, Congee, Glass Noodles	161101596 / Thailand	10 years from 4 February 2025 to 3 February 2035

## 2. Details about Asset Appraisal Transactions

- None -

**Addendum 5**  
**Complete Version of the Business Code of Conduct Prepared by the Company**

# **CODE OF CONDUCT**



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## Table of Contents

	Page
Message from the Chief Executive Officer.....	1
Section 1: Business Policy and Definitions.....	2
Section 2: Policy on Treatment of Stakeholders.....	5
2.1 Policy on Treatment of Shareholders.....	5
2.2 Policy on Treatment of Employees.....	5
2.3 Policy on Treatment of Customers and Product Quality.....	6
2.4 Policy on Treatment of Trade Partners.....	7
2.5 Policy on Treatment of Creditors.....	7
2.6 Policy on Treatment of Trade Competitors.....	7
2.7 Safety, Occupational Health and Environmental Policy.....	8
2.8 Corporate Social Responsibility and Public Responsibility Policy.....	8
2.9 Policy on Treatment of Governing Agencies.....	9
Section 3: Anti-Corruption Policy.....	10
3.1 Protocol.....	10
3.2 Duties and Responsibilities.....	12
3.3 Operating Measures.....	12
3.4 Anti-Corruption Policy Dissemination.....	13
Section 4: Financial Reporting, Internal Control System and Internal Audit Policy.....	14
Section 5: Policy on Trading in the Company's Securities and Use of Inside Information	15
Section 6: Policy on Preservation and Use of the Company's Property.....	16
6.1 Protection of the Company's Property.....	16
6.2 Computer and Information Technology Use.....	16

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## Table of Contents (continued)

	Page
Section 7: Conflict of Interest Policy.....	17
Section 8: Human Rights Policy.....	18
Section 9: Policy on Exercising Political Rights.....	19
Section 10: Compliance Monitoring and Penalties.....	20
Section 11: Acceptance of Complaints and Complainant or Informer Protection Measures	21
11.1 Objectives.....	21
11.2 Reporting or making complaints.....	21
11.3 Procedures.....	22
11.4 Protection measures for whistleblowers or complainants.....	23
11.5 Measures to correct and compensate for damages.....	23
Section 12: Communication and Disclosure Guidelines.....	24

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## Message from the Chief Executive Officer

Thai Ha Public Co., Ltd. (the Company) recognizes the importance of operating businesses and managing work with honesty, morals, ethics and corporate social responsibility in order to lead towards sustainable growth, add maximum value and returns to the Company's shareholders in the long term.

To induce concrete compliance with the corporate governance policy, the Company has prepared the Code of Conduct for directors, executives and employees to use as a guideline for behaviors in performing duties and the Company's mission with honesty, transparency, morals, ethics and be completely against corruption, which is important in enabling the Company to grow continually with security, sustainability and acceptance from all parties involved.

The Code of Conduct is an addition to the Company's work rules, regulations, notifications and directives. If content in the Company's work rules, regulations, notifications and directives conflict with the content of this Code of Conduct, the content of this Code of Conduct is to be used.

The Board of Directors hopes this Code of Conduct will become a work guideline for every director, executive and employee. Therefore, every person is asked to study, understand instructions and behave as a good example in order to achieve the Company's objectives and goals.

*-Signature-*

(Somroek Tangpiroonthum)

Chief Executive Officer

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<b>Code of Conduct</b>
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**Section 1: Business Policy**

In operating the business to create maximum benefit for shareholders, the Company is committed to operating legally under a framework of good business ethics without corruption while adhering to principles of responsibility, transparency and fair treatment of all parties to achieve the Company's outlined vision and missions. The Company's Code of Conduct is applied to company directors, executives, employees and hired workers of the Company and every affiliated company.

**Definitions**

**"Company"** means Thai Ha Public Co., Ltd.

**"Director"** means the Board of Directors, audit directors and directors on other committees or sub-committees appointed by the Board of Directors or the shareholder meeting.

**"Executive"** means directors and employees at the manager level and up.

**"Business Ethics"** means work instructions or guidelines for enabling the Board of Directors, executives and all employees and hired workers to perform duties with principles.

**"Creditor"** means a trade creditor and/or financial officer to whom the Company must make payments or has duties and obligations to comply with specifications, conditions or agreements.

**"Corruption"** means the abuse of power to obtain undue benefits; giving or receiving bribes in any form, by offering, promising, undertaking, demanding, giving or receiving money, property or other benefits that are not appropriate to government officials, government agencies, private agencies or related persons, whether directly or indirectly, in order for such persons to perform or omit to perform their duties or to obtain or maintain improper business benefits. This includes behaviors with the following four characteristics:

1. Corruption – Any behavior in which employees demanded or asked for money, receptions, donations, gifts or other benefits for employees or colleagues from people who conduct business with the organization directly or indirectly.

2. Bribery – The receiving of money and items with employees' involvement in demanding money, gifts or any other benefits for personal gain which will lead to corruption.

3. Conflicts of Interest – Use of positions and duties for personal gain with family members conducting business with the organization, which influences decisions and affects the organization's benefits and;

4. Receiving Any Items/Benefits – Acceptance of any gifts or benefits out of affection or reward to build good relationships between employees-trade partners, which may influence decisions to perform illegal acts, violate rules or good morals in the course of duties including exercising authority at work to perform any action for personal gain or the benefit of others in order to acquire money, property or any other benefits in the form of money or items illegally.

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**“Employee”** means regular employees, temporary employees and employees under special employment agreements and consultant hiring agreements.

**“Gifts”** means any items with monetary value such as cash equivalents, items used to exchange for goods and services (including airplane tickets and discount coupons), traveling costs, lodging costs, food costs, waiving of rights and refusal to accept items which the Company may receive regardless of monetary value.

**“Donations”** means activities related to spending money without tangible returns.

**“Donations for public benefit”** means spending money for projects or activities to benefit communities, society, groups of people, without the Company receiving tangible returns.

**“Sponsorships”** means money paid for services or benefits that are difficult to measure and track, which may be linked to bribery. For example, sponsorships may have ulterior motives, using sports for charity or charitable organizations as a front to create an advantage in the consideration of government officials or related persons (examples of advantages in consideration include the granting of promise, business opportunities or bidding, reducing or canceling fees, giving, providing assistance or canceling the requirement to have various licenses that are not in accordance with the normal decision-making process of the government, reducing or canceling legal requirements, or providing or assisting access to government officials).

**“Bribery”** means any actions in the form of an offer, promise, give, acceptance, or demand that results in any form of benefit in a manner that induces any action that is contrary to the law or contrary to the duties and responsibilities (benefits in various forms” means gifts, services, cash or other forms that may be given directly or through other persons or for other persons)

**“Facilitation payment”** means an expense paid to a government official informally and is given only to ensure that the government official will proceed with a process or to encourage a faster process, where the process does not require the government official’s discretion and is a legitimate act of the government official, including a right that a legal person is entitled to by law, such as applying for a license, applying for a certificate, and receiving a public service, etc. Facilitation payment may lead to corruption and is prohibited.

**“Entertainment and hospitality expenses”** means expenses for entertainment on various occasions or according to conventionality or culture, giving or receiving privileges to receive services, entertainment, recreation, as well as giving or receiving travel expenses or hospitality services fee, travel, accommodation fee, food expense or other things of a similar nature

**“Government officials/government employees”** means a person who is or was a government official/politician/advisor to a government agency and has come to work for a private company and may use their relationships or inside information to benefit the Company.

**“Employment of government employees”** means a person from the government sector going to work in the private sector or a person from the private sector coming to work on government policies in the government sector, resulting in the risk of corruption in terms of conflicts of interest

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between individuals who have roles and duties in both organizations, causing government officials to perform their supervisory duties impartially or private sector personnel to try to push for government policies to benefit their organization.

**“Political assistance”** means assistance on behalf of the Company, whether financial or other forms, to support political activities. Financial assistance can include lending money. As for assistance in other forms (in-kind), such as providing goods or services, advertising, promoting or supporting political parties or political office holders, etc., except for supporting democratic processes that can be done under specified laws.

**“Conflict of interest”** means a conflict between personal interests and public or organizational interests. This situation may occur when a person who holds a position or power in an organization takes advantage of the opportunity to benefit oneself, a group or a group of associates, affecting or causing damage to the public or the organization’s interests.

### **Vision**

Become a Leading Global Brand

### **Mission**

- Manufacture good products with quality and safety according to the law under advanced international food standards.
- Create added value for diverse agricultural products and processed agricultural goods continually.
- Create maximum satisfaction for customers.
- Improve personnel capacity and continually improve personnel quality of life.
- Commit to continually repaying society and communities.



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## **Section 2: Policy on Treatment of Stakeholders**

### **2.1 Policy on Treatment of Shareholders**

The Company is committed to accepting responsibility and creating maximum satisfaction for shareholders while considering the organization's growth with sustainability and creating added value for shareholders in the long term. Therefore, the Company requires directors, executives and employees to follow the following guidelines:

(1) Perform duties with honesty and make decisions on any actions with a pure heart, caution and fairness to major and minor shareholders for the ultimate benefit of shareholders overall.

(2) Present reports on the Company's status, performance, financial status and information and other reports to shareholders equally, regularly and completely according to the truth.

(3) Do not seek gains for yourself, family members and others by using any of the Company's information not disclosed to the public or perform any actions that may cause conflicts of interest with the organization and/or benefit for yourself, family members, friends and acquaintances.

### **2.2 Policy on Treatment of Employees**

The Company is well aware that employees are a major factor of the Company's sustainability. Therefore, it is a policy of the Company to have fair treatment in terms of opportunity, returns, appointments, transfers and capacity development. The Company has set the following guidelines:

(1) Treat employees with politeness, dignity, respect for colleagues and respect for individuality and human dignity.

(2) Offer appropriate and fair returns based on knowledge, ability, responsibility and performance.

(3) Ensure safety for the lives and property of employees in work environments.

(4) Appointments and transfers including rewards are to be done honestly and based on the knowledge, ability and suitability of that employee.

(5) Place importance on employee development, knowledge transfer and ability by offering employees opportunities with coverage and consistency.

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(6) Listen to opinions and recommendations from employees at every level equally.

(7) Strictly follow laws and regulations concerning employees.

(8) Create and maintain an atmosphere of unity among employees and avoid any actions that may affect the Company's reputation and image or become a problem for the Company afterwards.

### **2.3 Policy on Treatment of Customers and Product Quality**

The Company recognizes the importance of customer satisfaction for the Company's business success. Therefore, the Company intends to seek methods to meet customer needs more effectively at all times by specifying in the Company's quality policy that "We are committed to providing good products and services that have quality, safety and compliance with the law along with making continual improvements to remain in customers' hearts." The Company specified the following guidelines:

(1) Commit to creating satisfaction and confidence for customers to receive good quality products and services at appropriate prices by improving standards continually.

(2) Disclose complete, accurate and up-to-date news and information about products and services without exaggeration to cause customers to misunderstand any quality, quantity or conditions of products or services.

(3) Strictly follow existing conditions with customers. In cases where the Company is unable to meet any condition, customers must be informed urgently to jointly consider solutions.

(4) Meet customer needs quickly and punctually to maximize customer satisfaction.

(5) Maintain customers' confidential information and do not use information for personal gain or for the benefit of others.

(6) Create systems and processes for customers to make complaints regarding quality, quantity and safety of products and services including responding or delivering quickly and working to the fullest to ensure customers receive a fast response.

(7) Honor and contact customers with politeness, efficiency and trustworthiness.

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## **2.4 Policy on Treatment of Trade Partners**

The Company has a policy of equitable and fair treatment of trade partners based on mutual benefit and good business ethics. Therefore, the Company specified the following guidelines:

- (1) Strictly follow the conditions agreed upon. In cases where the Company is unable to follow conditions, trade partners must be notified in advance in order to jointly determine solutions by using the principle of reason.
- (2) Strictly comply with laws, contracts and specifications.
- (3) Provide truthful and accurate information.
- (4) Prepare criteria for selecting and assessing trade partners.
- (5) Do not demand, accept or pay any dishonest benefits in trading with trade partners.

## **2.5 Policy on Treatment of Creditors**

The Company is committed to operating the business with principles and discipline by considering equality, fairness and honesty towards trade creditors and compliance with obligations in loans taken out from banks, financial institutions and payments of prices of products, services, principal sums and interest. Therefore, the Company specified the following guidelines:

- (1) Strictly follow the conditions agreed upon including in terms of repayment and oversight of collaterals and other conditions including not using funds from loans in a manner in conflict with objectives of agreements made with lenders.
- (2) In cases where the Company is unable to comply with any conditions, the Company must notify creditors in advance to jointly solve problems.
- (3) Report the Company's financial status truthfully and accurately.

## **2.6 Policy on Treatment of Trade Competitors**

The Company has a policy to treat trade competitors fairly by adhering to generally accepted international principles. Therefore, the Company specified the following guidelines:

- (1) Follow the framework of rules of good competition that are generally accepted.
- (2) Do not damage the reputation of trade competitors with false accusations. Avoid dishonest means of damaging competitors.
- (3) Do not seek confidential information of trade competitors with dishonest means.
- (4) Do not violate intellectual property of trade competitors.

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## **2.7 Safety, Occupational Health and Environmental Policy**

The Company is committed to operating the business on the basis of safety, occupational and good environments. Therefore, the Company specified the following guidelines:

(1) The Company will organize systems for management, safety, occupational health and environment at work consistent with and no less than criteria prescribed in laws.

(2) The Company considers it a duty and responsibility of the Company to society and every employee to promote and support work in the area of safety, occupational health and environmental at work along with preventing environmental impacts and preserving the environment.

(3) The Company specifies a policy for every executive and supervisor to have a duty and responsibility to maintain safety, occupational health and work environments for subordinates strictly according to regulations specified by the Company.

(4) The Company has a policy for every employee and worker to have a duty and responsibility to work in order to create safety, occupational health and work environments according to rules and regulations specified by the Company.

(5) The Company will supply and provide safe instruments, tools and equipment including safety equipment for workers in addition to providing safe working conditions and methods including providing knowledge for workers and creating motivation for work safety while fully considering prevention of environmental impacts.

(6) Control and prevent hazards with effects on health from fire, chemicals, electricity, machinery, emergencies and other potential hazards that may occur to employees and those involved at levels with acceptable risks.

## **2.8 Corporate Social Responsibility and Public Responsibility Policy**

The Company places importance on developing the business to have security and sustainability while being committed to continually repay society and communities. Therefore, the Company specified the following guidelines:

(1) Support activities with an appropriate model that benefit communities and society.

(2) Provide or donate items and properties to victims as appropriate.

(3) Consider choices in using resources as necessary to have minimum effects on damage to communities, society, the environment and quality of life.

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## **2.9 Policy on Treatment of Governing Agencies**

The Company is dedicated to operating the business with principles and discipline by considering compliance with laws and regulations. Therefore, the Company specified the following guidelines:

- (1) Work and control operations strictly according to ideals of laws and regulations issued by governing agencies.
- (2) Work correctly and directly when there is need to contact officials from governing agencies.
- (3) Avoid actions that support or allow the Company to become an instrument for avoiding compliance with laws or regulations.

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### **Section 3: Anti-Corruption Policy**

The Company is committed to resisting corruption in every form, whether direct or indirect, and requires the Company's directors, executives and employees including subsidiaries, stakeholders and those involved in the Company's business operations to comply with the following guidelines, policies and measures:

#### **3.1 Protocols**

(1) Directors, executives and employees have a duty to comply with the anti-corruption policy. The Board of Directors assigned the management to communicate and implement anti-corruption measures.

(2) The Company communicates the anti-corruption policy and channels for reporting clues or complaints in the Company via the Company's communication channels such as email, the Company's intranet and new employee orientation courses, etc., in order to implement measures earnestly.

(3) The Company communicates the anti-corruption policy including channels for reporting clues or complaints to the public, subsidiaries, business representatives, trade partners and stakeholders via websites and annual reports for acknowledgement and implementation of measures.

(4) In procurements and employments, the Company's steps and regulations must be followed with transparency and accountability.

(5) Expenses for business receptions and other expenses related to compliance with business agreements are permitted. However, expenses must be reasonable and accountable.

(6) Executives and employees are prohibited from demanding, giving or receiving gifts, assets or any other benefits from or to parties of agreements, trade partners, contractors, customers, consultants or those involved in business operations with the Company except for gifts accepted or given according to tradition or trade practices. Gifts must not influence decisions in the course of duties by causing bias or difficulties or conflicts of interest. Gifts must be given or received by representatives of the Company at the manager levels and up and gifts received or given between the Company or both organizations.

(7) Even though directors, executives and employees refuse corruption and cost the Company business opportunities, this will not negatively affect that person's job, duties or result in any punishments.

(8) On traditional occasions and according to normal customs, gifts or benefits must not unfairly influence decisions and performance of duties. After receiving gifts, the recipient is to report and deliver gifts to the top supervisor in their branch of work to send gifts on to the Administration Section or the Personnel Department (depending on the case) without delay. The Administration Section or the Personnel Department will collect the aforementioned gifts as common property of the Company and consider gifts for use in the organization's business.

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(9) Executives and employees should avoid hosting or accepting excessive receptions with individuals who the Company does business with.

(10) Executives and employees are prohibited from offering any benefits to government officials, customers or any other outside persons to motivate the aforementioned persons to behave inappropriately or commit corruption.

(11) Donations or financial contributions must be given or received transparently and legally with confidence that donations or financial contributions will not be used as an excuse in bribery. Donations or financial contributions must be given or received by only the Company's top executives.

(12) The Company has a policy to be committed to political neutrality without supporting use of funds or support in other forms to provide direct or indirect political contributions to political parties. Political contributions means political support or other forms of support in kind such as provision of items or services and advertisement to promote or support political parties, purchases of entrance tickets at events to raise funds or donate money to organizations closely related to political parties and representation of the Company in work connected to political campaigns, etc.

(13) If any person witnesses actions that fit the scope of corruption with effects directly or indirectly connected to the Company, that person must not neglect or ignore the aforementioned behaviors. The Chief Executive Officer should be informed immediately or notified via channels for reporting clues specified in this policy.



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### **3.2 Duties and Responsibilities**

(1) The Board of Directors has a duty and responsibility to specify policies and govern to ensure systems that effectively support resistance against corruption.

(2) The Audit Committee has a duty and responsibility to review financial reporting and accounting systems, the internal control system, the internal audit system and the risk management system to be according to international standards with suitable strictness and effectiveness.

(3) The Chief Executive Officer, the Managing Director and executives have a duty and responsibility to specify systems, promote and support the anti-corruption policy by communicating the policy to employees and all parties involved along with reviewing system suitability and steps regularly in order to be consistent with business changes and legal requirements.

### **3.3 Operating Measures**

(1) In any actions according to the anti-corruption policy, use guidelines specified in the corporate governance manual and the code of conduct including any other guidelines specified by the Company in the future and use these anti-corruption measures strictly.

(2) This anti-corruption policy covers human resource management in personnel recruitment or selection, promotions, training, performance assessments and returns.

(3) The Company disburses payments by specifying limits, approval authority, objectives, follow-ups and recipients with clear accompanying documents and evidence to prevent corruption in addition to having an audit process from internal audit units.

(4) The Company has prepared processes for auditing sales and marketing work including procurements and contracts which have risk of corruption regularly to comply with regulations on disbursement of payments and procurement.

(5) The Company has internal audits to ensure that internal control systems help the Company to achieve goals along with checking operations of every agency to be according to specifications and regulations in addition to discovering deficiencies and weaknesses including providing recommendations in developing work systems to be effective according to corporate governance guidelines.

(6) For clarity of operations on topics with high risk of corruption, the Company's directors, executives and employees at every level must work with caution to be transparent and legal.

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### **3.4 Anti-Corruption Policy Dissemination**

To ensure every person in the Company acknowledges the anti-corruption policy, the Company takes the following actions:

(1) The Company advertises the Code of Conduct and the anti-corruption policy in a clearly visible place for every person in the Company to see and read.

(2) The Company will disseminate the anti-corruption policy via the Company's communication channels such as the Company's email, website, the annual information disclosure report (the 56-1 form) and the annual report (the 56-2 form).

(3) The Company will provide training on the anti-corruption policy for new employees.

(4) The Company will regularly review the anti-corruption policy and guidelines.

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**Section 4: Financial Reporting, Internal Control System and Internal Audit Policy**

4.1 The Company is responsible for preparation, disclosure and storage of financial reporting reports that are accurate, complete, reliable, on schedule and compliant with generally used and accepted accounting principles and standards.

4.2 Prepare effective, sufficient and appropriate internal control and internal audit systems capable of preventing or reducing potential risks under audit by internal auditors and review by the Audit Committee.

4.3 Prepare control, audit and approval processes to ensure that financial contributions, donations, payments for gifts, welcoming fees and other expenses given to employees or outside persons are not used in corruption.

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## **Section 5: Policy on Trading in the Company's Securities and Use of Inside Information**

The Company considers it a responsibility for directors, executives and employees to strictly preserve the Company's secret information, particularly inside information not publicly disclosed or information with effects on business operations or securities prices. Therefore, the Company specified the following guidelines:

5.1 Do not use opportunities or information from being a director, executive or employee to seek gains for themselves, family members, friends and acquaintances and in business competitions with the Company or connected businesses.

5.2 Do not use inside information for personal gain in trading the Company's securities or provide inside information for others to benefit purchases/sales of the Company's securities.

5.3 Directors and executives have a duty and responsibility to prepare and disclose reports on holdings of securities to send to the Stock Exchange of Thailand and the Securities and Exchange Commission and send copies of this report to the Company.

5.4 Directors and executives have duties and responsibilities to report changes in holdings of securities to the Office of the Securities and Exchange Commission pursuant to Article 59 of the Securities and Exchange Act of B.E. 2535 (1992).

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## **Section 6: Policy on Preservation and Use of the Company's Property**

The Company's property means movable properties such as office supplies, tools, machines, etc., and real estate such as land and structures including technology, academic knowledge, documents of rights, intellectual property, production formulas, technology and confidential information.

### **6.1 Protection of the Company's Property**

The Company supports executives and employees to use the Company's resources and property with the highest efficiency to increase the ability to compete and provide good services for customers by specifying the following guidelines:

- (1) Employees have a duty and responsibility to use the Company's property and resources conservatively and for maximum benefit.
- (2) Employees must take care to ensure none of the Company's property is depreciated or lost by inappropriate means.

### **6.2 Computer and Information Technology Use**

- (1) Executives and employees are prohibited from revealing passwords used to access the Company's information system to others.
- (2) Executives and employees should use the internet to seek information and knowledge beneficial for work and avoid illegal websites or violation of good morals.
- (3) Executives and employees should use computer and information technology according to the Computer-Related Crimes Act of B.E. 2550 (2007).
- (4) Executives and employees are prohibited from using the Company's email to send messages that accuse, cause disrepute or send messages that are rude, lewd, threatening, disruptive or disturbing to others.

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## **Section 7: Conflict of Interest Policy**

The Company considers it a major policy to have directors, executives and employees perform duties with transparency without improperly seeking personal gain. Therefore, the Company specified the following guidelines:

7.1 Avoid connected transactions that may create conflicts of interest with the Company.

7.2 In cases with need to conduct transactions for the Company's benefit, conduct transactions as though transactions are conducted with outside persons who have normal trade agreements. Directors, executives or employees who are stakeholders in that transaction must not be involved in considering approval.

7.3 Directors, executives and employees are prohibited from using the Company's opportunities or information to seek personal gain or seek benefit for family members, friends, acquaintances and conduct business in competition with the Company.

7.4 In cases where transactions fit the scope of connected transactions under notifications of the Stock Exchange of Thailand, criteria, methods and disclosure of information on connected transactions of listed companies must be strictly followed.

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## **Section 8: Human Rights Policy**

The Company requires all directors, executives and employees to respect universal human rights as follows:

8.1 The Company supports employees to exercise legal rights as citizens under the constitution and laws.

8.2 The Company will maintain personal information of employees such as biographies, education backgrounds, health backgrounds and work backgrounds, etc. Public disclosure or transfer of employees' personal data is permitted only when approved by that employee. Violations are considered breaches in discipline except when done according to the Company's regulations or laws.

8.3 The Company does not support activities that violate universal human rights principles and are corrupt actions.

8.4 Employees must not perform any actions that verbally or physically violate or threaten others on the basis of ethnicity, gender, religion, age, physical and psychological impairments.



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## **Section 9: Policy on Exercising Political Rights**

The Company supports directors, executives and employees to exercise personal rights as good citizens under the law. However, directors, executives and employees are not to participate in any activities that may create understanding that the Company is involved with or supports any political party by specifying the following guidelines:

9.1 Directors, executives and employees are to exercise rights as good citizens under constitutional laws and other relevant laws.

9.2 Directors, executives and employees have the right to participate in political activities on their own behalf outside of working hours and not on behalf of the Company. In addition, directors, executives and employees must not use the Company's resources to support political activities of political parties, groups or any politician directly or indirectly. The Politics Department is not permitted to use the Company's resources or projects to organize political activities.

9.3 Directors, executives and employees must not use authority and duties to persuade, pressure or force colleagues including subordinates to support any political activities of political parties, groups or politicians directly or indirectly.

9.4 The Company has no policy to provide political support for political parties, groups or politicians directly or indirectly.

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## **Section 10: Compliance Monitoring and Penalties**

The Company specifies duties and responsibilities for every director, executive and employee to know, understand and follow policies and practices specified in this Code of Conduct strictly. This compliance is not consensual and directors, executives and employees may not claim ignorance of this Code of Conduct.

Executives at every level in the organization must accept responsibility and consider it a major issue to ensure subordinates know, understand and comply with this Code of Conduct. Employees who violate this Code of Conduct will be considered for strict disciplinary actions.

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## **Section 11: Acceptance of Complaints**

The Company has established guidelines for reporting clues or complaints in accordance with the anti-corruption policy received from the Company's Board of Directors in order for the operations to proceed smoothly in accordance with the objectives. Therefore, the following guidelines have been established:

### **11.1 Objectives**

To encourage the Company's directors, executives, and employees to perform their duties correctly, transparently, and in a manner that is auditable, the Company expects all directors, executives, and employees to report honestly in accordance with good corporate governance or relevant laws in order to improve, amend, or take action to ensure appropriate correctness.

### **11.2 Reporting or making complaints**

When in doubt or encountering suspicious actions that may violate the principles of good practice in the following matters:

- (1) Violation of the anti-corruption policy manual
- (2) Violation of the company's rules, regulations, and announcements
- (3) Being treated unfairly in work
- (4) Corruption
- (5) Illegal acts

The complainant can report a complaint, report misconduct or inquire about doubts through various channels as deemed appropriate, as follows:

- (1) Suggestion box
- (2) Notify the direct supervisor (from the department head level and above)
- (3) In the case of reporting or making a complaint about corruption, notify

through the chairman of the board of directors or the company's audit committee or Mr. Somroek Tangpiroonthum, Chief Executive Officer or Ms. Benjaporn Bumrerrak, Head Business Unit

Address: Thai Ha Public Co., Ltd.  
140 Moo. 5, Tambon Bangkratuek,  
Amphur Sampran, Nakhonpathom, 73210  
Tel: 062-9726771  
Email: whistleblower@kasetbrand.co.th

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### 11.3 Procedures

#### (1) Receiving a complaint

- a) Send the complaint to the executives for consideration of fact-finding.

A person or fact-finding team can be set up within 3 days from the date of receiving the complaint.

- b) The fact-finding team considers the action of accepting the complaint, searching for information, and investigating the facts as reported, in order to report to the executives within 15 days, unless an extension of no more than 2 times, each time not exceeding 7 days. After that, the executives or the company secretary will report the matter to the Audit Committee and the Board of Directors at the next Board of Directors meeting and jointly consider and determine the appropriate punishment.

- c) In the event of an urgent matter that needs to be reported, the Company requires the executives to immediately report to the Board of Directors in the event of corruption or suspicion of corruption or other irregularities that significantly affect the Company's reputation and financial position, by coordinating to report the complaint to the Board of Directors within 1 day.

#### (2) Collecting facts

- a) The person assigned to investigate the complaint has the authority to find the facts and provide advice to those involved for appropriate behavior or work. If disciplinary punishment is required, the human resources department should be consulted. To ensure that the punishment is in accordance with the Company's regulations

- b) In the event that the person assigned to investigate the complaint does not have the authority to ask the employee for inquiries or to punish, the matter must be forwarded to the executives by submitting the facts for consideration and ordering punishment, adjusting the practice as appropriate.

- c) In the event that the complaint is filed by an anonymous person and insufficient additional information cannot be found, the person assigned to investigate the complaint must send a report of the results of the investigation and opinions on the complaint to the executives to request appropriate action. If it is found that the complaint cannot be processed, the case must be closed and reported to the board of directors.

- d) If after investigating the facts, it is found that the person being complained about is not at fault, denies guilt, or the matter was caused by a misunderstanding, and advice has been given to the complainant or related persons to behave or act appropriately, and it is considered that the case should be closed without any punishment, the matter must be forwarded to the executives for approval to close the case.

#### (3) Fact-finding investigation

In the event that the auditor or the working group believes that disciplinary punishment is necessary, the matter shall be submitted to the executives to consider the facts for

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approval of disciplinary punishment and to improve the operating procedures where deficiencies in the work are found to be clearer.

#### **11.4 Protection measures for whistleblowers or complainants**

A complainant or a person who cooperates in an investigation will be protected according to the following criteria:

(1) A complainant or a person who cooperates in an investigation can choose not to reveal themselves if they believe that disclosing them will cause them to be unsafe or suffer any damage. However, if they do, the Company will be able to report progress, clarify facts, or alleviate damage more conveniently and quickly.

(2) The Company will not disclose the name, surname, address, photo, or any other information that can identify the complainant and will investigate to determine whether there is any basis in truth.

(3) The recipient of the complaint must keep the relevant information confidential and disclose only as necessary, taking into account the safety and damage of the complainant or the person who cooperates in an investigation, the source of the information, or the relevant persons.

(4) In the event that a complainant or a person who cooperates in an investigation believes that they may be unsafe or may suffer any damage, the complainant or the person who cooperates in an investigation can request the Company to set appropriate protection measures. Otherwise, the organization may set protection measures for the complainant or the person who cooperates in an investigation without having to request it if it sees that there is a tendency for them to suffer any damage or insecurity.

(5) Those who have suffered damage will receive relief through appropriate and fair processes.

#### **11.5 Measures to correct and compensate for damages**

In the event that employees or stakeholders are damaged by a violation of their rights under the law, the Company is willing to listen to comments or complaints and will promptly correct any defects or impacts that have occurred, including finding measures to prevent such incidents from happening again, and will consider compensating the injured party appropriately according to the reasons and consequences of the case on a case-by-case basis.

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## Section 12: Communication and Disclosure Guidelines

The Company has prepared guidelines for communication and disclosure of information on anti-corruption operations by providing various communication channels for directors, executives, and employees at all levels, including business partners and subsidiaries, to contact the Company or file complaints when encountering incidents or inappropriate behavior that may lead to corruption or violate the Company's business ethics, which may cause damage to the Company, as summarized below:

(1) General communication and dissemination. The Company will communicate and publish this document on the Company's website so that directors, executives, and employees at all levels of the Company and subsidiaries are aware of and can apply it in their operations, as well as disseminate to all stakeholders the Company's guidelines for anti-corruption in all forms, as follows:

a) Communicate on the Company's website: [www.kasetbrand.co.th](http://www.kasetbrand.co.th)

(2) Communicate within the Company and subsidiary to demonstrate the Company's commitment to combating corruption to employees, such as:

a) Communicate on the Company's work system: Thai Ha Intranet

b) Create a brochure explaining the guidelines briefly to distribute to employees

c) Provide anti-corruption training for former employees and add the said topic to the new employee orientation

d) Communication every time there is an internal meeting

e) Informing information via E-mail

f) Disseminating information via the public relations board

(3) External communication to show the Company's commitment to combating all forms of corruption by increasing the variety of external communication channels with all stakeholders, such as:

a) Creating a letter (Newsletter) or sending e-mail to inform all customers and business partners regularly at least once a year.

## **Addendum 6**

### **Report of the Audit Committee**

Dear shareholders of THAI HA Public Co., Ltd.,

In 2024, the Audit Committee of THAI HA Public Co., Ltd. (the "Company") consists of qualified Audit Directors who are independent and experienced, with Associate Professor Dr. Buddhagarn Rutchatorn as Chairman of the Audit Committee, and Dr. Danai Chanchaochai and Mr. Santi Opaspakornkij as audit directors.

The Audit Committee has performed its duties according to the scope of duties and responsibilities assigned to it by the Board of Directors. In 2024, the Audit Committee held four regular meetings and in 2024 held one meeting on 25 February 2025 which Associate Professor Dr. Buddhagarn Rutchatorn, Dr. Danai Chanchaochai and Mr. Santi Opaspakornkij attended every such meeting. The meetings had agenda where the Audit Committee consulted with auditors without the attendance of the Executive Department and Management Department. The Audit Committee has considered and reviewed important matters as follows:

- (1) The Audit Committee reviewed the quarterly financial statements and financial statements for 2024 together with the Executive Department and auditors to ensure that the financial reports of the Company and its subsidiary were prepared correctly in accordance with generally accepted accounting standards, including significant accounting policy changes, and that there was adequate, complete and reliable information disclosure, in addition to making observations and acknowledging solutions to problems that would benefit the Company. Furthermore, the Company has reviewed the disclosure of the transactions between the Company and its subsidiary, including connected transactions, to ensure that such transactions are reasonable and part of normal business transactions under fair general trading conditions that do not cause the transfer of benefits and are no different from what the Company gives to/receives from regular personnel by using the market price or fair price for the best interest of the Company and in accordance with the laws and criteria of the Stock Exchange of Thailand.
- (2) The Audit Committee has reviewed to ensure that the Company has a suitable, transparent, and effective internal control system. In addition, in 2024, the Company has provided an external entity to conduct independent internal audits to ensure that the Company's core operations and activities are carried out in accordance with the specified guidelines. The Audit Committee shall consider the annual internal audit plan and report on internal audit results, as well as monitor and take corrective actions based on internal audit reports on significant issues, in addition to providing internal audit advice and guidelines so that the Company's departments have an appropriate internal control system that can prevent or reduce potential risks.
- (3) The Audit Committee has reviewed the risk management policy and guidelines and recommended that all parties participate in the management of the risk management system to ensure that the Company has sufficient systems and practices to help prevent and mitigate potential risks, and has also reviewed the approval of transactions and approvals of limits of relevant parties in accordance with the policies and approval powers to make it more efficient and create a connection with the internal control system.



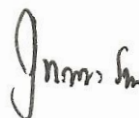
- (4) The Audit Committee has reviewed the Company's compliance with all accounting standards promulgated, regulations of the Stock Exchange of Thailand, and laws relating to the Company's business accurately and completely to ensure compliance with the principles of good corporate governance in order to be transparent and ethical, and to build confidence for shareholders, investors, and all related parties.
- (5) The Audit Committee has considered the performance of the auditors by considering their business knowledge, experience, appropriateness of remuneration and independence by holding a meeting between the Company's Audit Committee and auditors every quarter to discuss auditing issues and find solutions to significant issues promptly.

Moreover, the Audit Committee has proposed to the Board of Directors for approval at the 2024 Annual General Meeting of Shareholders to appoint Ms. Jintana Mahavanich (CPA No. 4687) or Mr. Niteepong Techamontrikul (CPA No. 10305) or Asst. Prof. Thared Santatiwongchai (CPA No. 10511) from C&A Audit Office Co., Ltd. as the auditor of the Company and its subsidiary in 2024 as the audit company is seen as being renowned for its auditing service provision with professional practices that are impartial and independent and have a good understanding of the Company's business. In addition, the audit company has no relationship with and/or stake in the Company, its subsidiary, executives, major shareholders, or persons related to such persons.

The Audit Committee is of the opinion that, in 2024, the Company has established an adequate and appropriate internal control and internal audit system, as well as a process to ensure that the Company's operations comply with relevant laws, and that the Company's financial reports have been prepared and disclosed accurately, completely, and reliably. Furthermore, the Company has been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) by the Thai Institute of Directors (IOD) to demonstrate its intention to be an anti-corruption organization.

Date: 25 February 2025

On behalf of the Audit Committee



(Associate Professor Dr. Buddhagarn Rutchatorn)

Chairman of the Audit Committee

THAI HA Public Co., Ltd.



## THAI HA PUBLIC COMPANY LIMITED

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