

Celebrating TOA 60th

Embracing a Brighter *future*



Annual Report 2024

(Form 56-1 One Report)

TOA Paint (Thailand) Public Company Limited



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MESSAGE FROM THE BOARD OF DIRECTORS

“ For 60 years, TOA has upheld its leading position in the paint and chemical market. Celebrating this legacy, we're committed to driving growth and strong returns, grounded in good governance and transparency. Our Net Zero ambition is to inspire a life of sustainable happiness for generations to come.”

In 2024, the global economy faced **significant** volatility and complexity. This resulted in low overall economic growth across Thailand and ASEAN, particularly due to a **slowdown** in the real estate sector driven by high level household and business debt. Tightened lending practices by financial institutions further reduced customer purchasing power. Additionally, trade war risks, volatile Baht exchange rate, and natural disasters are all significant factors impacting the Company's operations.

TOA's Board of Directors and management team have maintained a vigilant watch on the dynamic business environment, proactively developing and implementing appropriate strategies to address both immediate and long-term challenges. As a result, despite challenging conditions, TOA delivered strong and outstanding performance compared to the industry, with total revenue of 21,140 million Baht and profits of 1,920 million Baht. Decorative paints were the primary revenue driver, with significant contributions from non-decorative products, including construction chemicals and gypsum board, further strengthening our overall performance.

Additionally, building on its current business success, the Company has developed corporate and operational strategies to tackle all challenges and mitigate risks arising from the evolving landscape of the paint and chemical industry. With these strategies in place, the Company is moving toward strong and sustainable growth, and here are the 4 key pillars that we are focusing on:



1. Creating Growth with a New Business

- The Company continues to expand its market presence in the construction chemicals and gypsum board product lines, as well as other products closely related to its current business operations. This strategic move aims to comprehensively meet customer demands and drive market expansion, paving the way for future revenue growth.
- Investing in operational efficiency, reducing production costs, and elevating customer service to fulfill customer requirements, along with expanding the operations of overseas subsidiaries, seeks to strengthen and stabilize revenue streams while mitigating risks associated with over-reliance on the domestic market.



2. Accelerating towards Net Zero emissions

TOA is making significant strides toward its Net Zero goal by 2050, driven by its 'Green Mission' policy encompassing 7 key strategies. Here are key highlights of progress made in 2024.

- TOA is collaborating with several leading real estate developers who share our commitment to sustainability. This collaboration focuses on the joint development of innovative, environmentally responsible products. These products, which contribute to the reduction of greenhouse gas emissions, will be utilized in the construction of their real estate developments.
- TOA has received all three Carbon Footprint certification category for 2024 from the Thailand Greenhouse Gas Management Organization (TGO) namely, Carbon Footprint for Organization (CFO) for the 5th consecutive year, Carbon Footprint of Product (CFP), and Carbon Footprint Reduction Label (CFR) with the most certified products in the decorative paint market, totaling 40 products.



“ TOA is committed to delivering sustainable value and returns for all shareholders and stakeholders. We continue to innovate and strategically expand our markets to drive strong growth, even amidst challenges and change, as demonstrated by our consistently growing operating results. ”



3. Gain a Competitive Advantage with Technology and Innovation

TOA is dedicated to pushing the boundaries of innovation, delivering a wide range of high-quality products and services designed to meet evolving customer needs through its Total Solution approach. In 2024, the Company introduced its groundbreaking eco-friendly paint innovation, “TOA Shield Expert”, 2-in-1 water-based paint certified with a CFR label. This cutting-edge innovation not only keeps homes cooler and enhances durability but also environmentally friendly.



4. Create Inspiration for Living a Happy, Sustainable Life

Employee Well-being and Development :

TOA places great emphasis on its employees, ensuring fair compensation, appropriate benefits, and tailored programs to enhance their potential. By equipping employees with the skills to adapt and thrive in the digital era, the Company fosters a sense of happiness, accomplishment, and pride in their work. This commitment not only helps retain talent sustainably but also encourages employees to share their pride with the outsider, enhancing the Company’s reputation and building a strong "Employer Brand". Furthermore, the Company conducted a survey on employee engagement with the organization, providing a channel to gather employee feedback for improving human resources plans to meet their needs and truly enhance their satisfaction with the organization.

Social and Community Engagement :

The Company is committed to building a brighter future for communities surrounding its factories, society, and vulnerable groups by enhancing quality of life. This commitment shows in both short-term and long-term initiatives and programs focused on well-being, education, career opportunities, and promotion of sports, such as the "TOA Stands Together: Flood Relief" project, which alleviates the hardships of flood victims by distributing survival kits and expedite the restoration and recovery of the affected area in the northern and southern regions. Beyond that, the Company supports academic pursuits through scholarships and fosters athletic development through basketball and football programs, etc.

In 2024, TOA's exceptional performance shone brightly, earning the Stock Exchange of Thailand's (SET) prestigious "Outstanding Company Performance Award" and for an impressive sixth consecutive year, the Company also gained a 5-star (excellent) rating in its Corporate Governance assessment (CG Rating) from the Thai Institute of Directors (IOD). Additionally, TOA received an "A" rating in the SET ESG Ratings, underscoring its ongoing pursuit of sustainable practices. These combined achievements showcase TOA's leadership and unwavering commitment to create utmost benefits for all stakeholders with sustainable business practices.

In 2025, despite facing business challenges, TOA recognizes the immense potential and opportunities to propel itself toward its ambitious goals. This will be achieved through a clear vision and strategic roadmap, coupled with the trust and support of shareholders, business partners, financial institutions, and relevant agencies, along with the unwavering dedication of our board of directors, executives, and employees, who are the main driving force behind our journey toward continued success.

(Mr. Veerasak Kositpaisal)
Acting Chairman of the Board of Directors

(Mr. Jatuphat Tangkaravakoon)
Chief Executive Officer

01

Maximize sales potential and fuel growth through innovative business initiatives.

- To achieve full paint market penetration by covering all price and quality categories.
- Enhance our construction chemicals market dominance through a complete product solutions portfolio.
- To carry on the success of our gypsum and tile businesses by expanding into the broader construction materials market, aiming to elevate the aesthetics of residential spaces.



Embracing a Brighter Future

03

Strengthen competitiveness with eco-friendly technology and innovation for sustainable well-being.

- TOA leads the eco-friendly paint market, offering the most extensive range, with over 320 products certified with Carbon Footprint (CFP) labels and over 133 products carrying Carbon Footprint Reduction (CFR) labels.
- Transforming the paint industry with 2-in-1 innovations designed to conserve resources, eliminate steps, save time, and reduce overall costs, aligning with evolving industry trends.
- We are the leader in the gypsum market, offering the first and only CFR-certified products in Thailand.



02

Building a Brighter Future by accelerate towards Net Zero.

Maximum organizational efficiency through end-to-end integrated management, achieving zero-waste and optimized resource utilization with our 7 Green Missions: Green Production, Green Energy, Green Value Chain, Green Partners, Green Reforestation, Greenovation, and Green Certification & Carbon Footprint Reduction. This strategy will enable us to reduce greenhouse gas emissions by 50% by 2030 and reach Net Zero by 2050.



04

Color your happiness

- Inspire home renovations to enhance well-being with high quality products
- Prioritize health and well-being with eco-friendly products.
- Innovating user-friendly products to fulfill all imaginative home designs.



FINANCIAL HIGHLIGHTS

SALES



(Unit: Million THB)



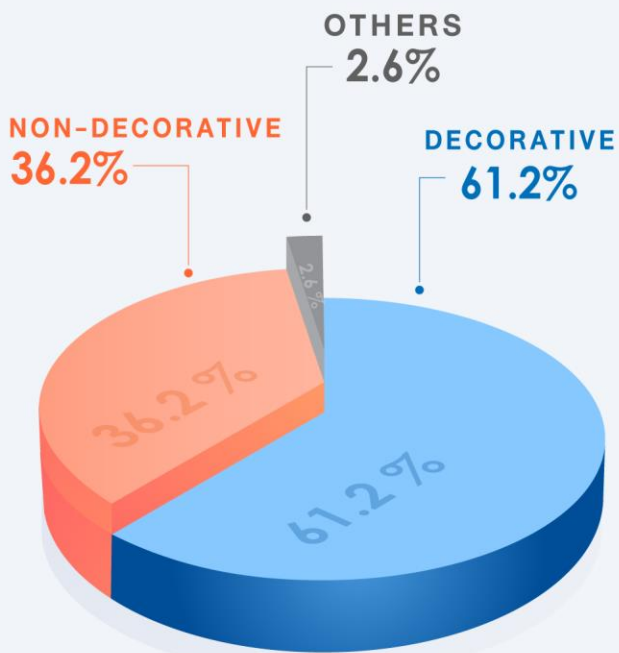
NET PROFIT (Owners of the parent)



(Unit: Million THB)



SALES PORTION BY PRODUCTS (%)



OUR PRODUCTS AND SERVICES

Decorative Products



Non-decorative Products

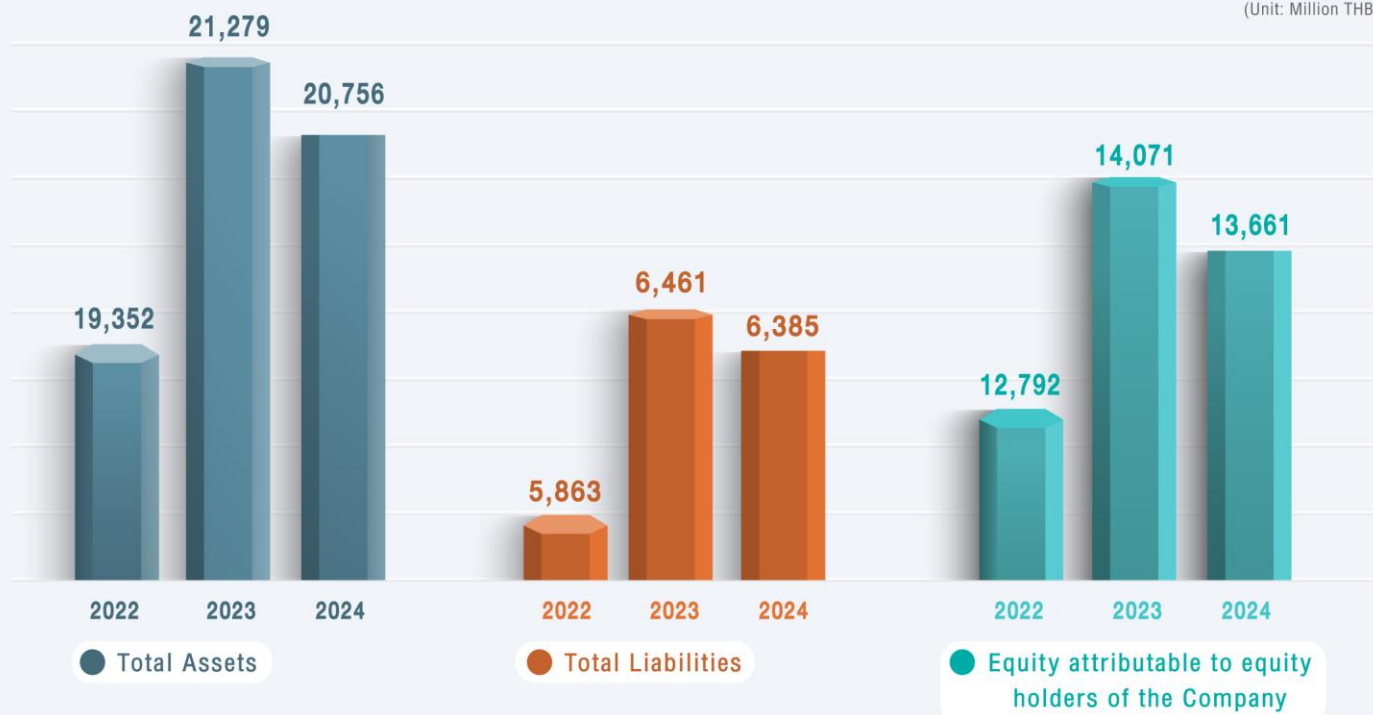


SERVICES



FINANCIAL POSITION

(Unit: Million THB)



OUR DISTRIBUTION NETWORKS

Number of Distribution Networks

- ✓ Over 7,000 shops in Thailand
- ✓ Over 1,800 shops overseas

Number of Auto Tinting Machines

- ✓ Over 5,000 machines in Thailand
- ✓ Over 2,300 machines overseas

OUR OPERATING PLANTS

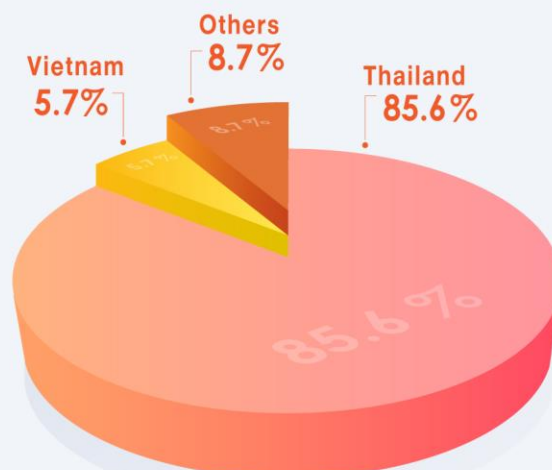
- ✓ 3 Operating Plants in Thailand
- ✓ 6 Operating Plants in Vietnam, Indonesia, Myanmar, Cambodia, Laos and Malaysia.

Total Capacities 105.2 Million Gallons

SALES PORTION BY CHANNELS (%)



SALES PORTION BY GEOGRAPHY (%)



AWARDS & RECOGNITIONS 2024



CEO ECONMASS AWARDS 2024



Trust & Brand Recognition



SET AWARD 2024

- Outstanding CEO Awards* for listed companies under the Business Excellence category.
- Outstanding Company Performance Awards with a market capitalization exceeding 30 billion baht but not exceeding 100 billion baht.



The Best CEO Award 2024

The 'Outstanding Senior CEO of the Year at Econmass Awards Ceremony 2024 in the Real Estate and Construction sector organized by the Economic Journalists Association, the Thai Chamber of Commerce, and the Joint Private Sector Committee.

Trust & Brand Recognition



The No. 1 Most Popular Paint Brand Award

No.1 Brand Thailand 2024 Award (12 consecutive years) :
The most popular paint brand in Thailand, as voted by consumers and organized by Marketeer magazine



Thailand's Most Admired Company & Brand

- Thailand's Most Admired Company 2024, in building paint and construction material category (9 consecutive years)
- Thailand's Most Admired Brand 2024 in interior and exterior paint category (13 consecutive years) by BrandAge magazine

Corporate Governance & Sustainability



Excellence Award for Climate Action Leading Organization (CALO)

One of the leading organizations in greenhouse gas management in the real estate and construction sector, as recognized by the Ministry of Natural Resources and Environment.



Most certified Carbon Footprint Reduction (CFR) product labels certificate

TOA has received the Carbon Footprint for Organization (CFO) certification for the 5th consecutive year together with the Carbon Footprint of Product (CFP) label for over 320 products, and most importantly, the Carbon Footprint Reduction (CFR) label for over 40 products. This makes TOA the current market leader in CFP and CFR certified decorative paints.

ESG Rating of A



SET ESG Assessment Rating of 'A'
for the 2nd consecutive year.



Award for Dedication to the Environmentally-friendly Production and Sustainable Practices

And receiving Green Labels for Over 20 years
For paint products, in the 30th-anniversary
celebration of the Green Label Thailand
by Thailand Environment Institute



Green Industry Award Level 4

From the Ministry of Industry

TOA Vietnam received Premium Products Golden Dragon Awards 2024



TOA Paint (Vietnam) Co., Ltd. has been voted as one of the 50 Most Outstanding Foreign Direct Investment Companies in Vietnam, receiving premium product award at "Golden Dragon Awards" Organized by Ministry of Foreign Affairs, Vietnam Economic Magazine (VNEconomy), Vietnam Economic Times Newspaper, and Hai Phong City People's Committee

Excellence Score of Corporate Governance Report (CGR)



Received 5 star (excellent level) of Corporate Governance Report of Thai Listed Companies 2024 assessment for 6 consecutive years, by the Thai Institution of Director (IOD)

5-star rating for Annual General Meeting (AGM) quality assessment



For 6 consecutive years, our company has achieved a perfect score of 100 points in the Annual General Meeting (AGM) quality assessment conducted by the Thai Investors Association (TIA),

TOA Vietnam Receives LEED Gold Certification for Green Building Standards



TOA Paint (Vietnam) Co., Ltd. 's Distribution Center has received LEED Gold Certification (Leadership in Energy and Environmental Design) for Green Building Standards of U.S. Green Building Council (USGBC).

Royal Forest Department Award



Certificate of recognition in contributions to forest resource rehabilitation and development year 2024 from Royal Forest Department of Thailand

Labor Relations & Welfare (HR)

Outstanding Workplace Award



In labor relations and welfare 2024 for Bangna and Samrong plant (8 consecutive years) by Department of Labor Protection and Welfare, Ministry of Labor

Workplace Drug Prevention and Rehabilitation Standard Award



Our Samrong plant has been awarded the Samutprakarn Labor Management Excellence Award 2024 for Workplace Drug Prevention and Rehabilitation Standards, with certification valid until August 19, 2027.

Safety, Occupational Health, Environment & Corporate Social Responsibility (SHE)

CSR-DIW Continuous Award 2024



TOA has received CSR-DIW Continuous Award 2024 for Bangna Factory for 10 Consecutive Years and Samrong Factory for 9 Consecutive Years, by the Department of Industrial Works, Ministry of Industry

Outstanding Enterprise Award 2024 in Safety



National-Level Outstanding Establishment Award 2024 in Safety, Occupational Health, and Work Environment for Samrong Factory for 7 Consecutive Years, by the Department of Labor Welfare and Protection

Standard Certification

The Company and its subsidiaries, both domestically and internationally, operate under internationally recognized standards and country-specific standards, such as:

- ISO 9001:2015 Quality Management System (the Company's factories, Captain Coating Co., Ltd., and subsidiaries in Vietnam, Indonesia, Malaysia and Cambodia)
- ISO 14001:2015 Environmental Management System (the Company's factories and subsidiaries in Vietnam and Indonesia)
- ISO 45001:2018 Occupational Health and Safety Management System (the Company's factories and subsidiaries in Vietnam)
- ISO 50001:2018 Energy Management System (the Company's water-based paint (EM2) design and production and subsidiaries in Vietnam)
- Industrial Product Standards Certification (TISI) (the Company only) Organization Carbon Footprint (only the Company)
- Carbon Footprint Product (only the Company)
- Green Label product certification from the Thailand Environment Institute (the Company's factories and Captain Coating Co., Ltd.)
- Certification of decorative paint products with Energy Efficiency Label No. 5 from the Ministry of Energy etc.

To conclude, the Company and its subsidiaries has been certified with quality management (ISO 9001), environmental management (ISO 14001), occupational health and safety management (ISO 45001), energy management (ISO 50001), and product certification, including awards and environmental label certifications such as carbon footprint labels for products manufactured in Thailand over 40 products, Energy Efficiency Label No. 5 from the Ministry of Energy, green labels from the Thailand Environment Institute, and Singapore Green Labelling Scheme (SGLS) for products manufactured in factories of the Company's overseas subsidiaries.

Part 1

Business and Performance





Part 1: Business and Performance

1. Structure and Corporate Group

1.1 Policy and Business Overview

TOA is the leading paint and coating producer and distributor in Thailand. In addition, TOA has a wide manufacturing and distribution footprint across the ASEAN Economic Community (the “AEC”). The founders of TOA have over 60 years of experience in the paint and coating industry for manufacturing high-quality products with strong brand recall status supported by market-leading technology and customer service, including the research and development of innovative high-quality products to meet the demand of consumers. TOA believes that the achievement of market-leading position in Thailand resulted from TOA’s long-established presence, and the economies of scale associated with its incumbency as a large manufacturer, especially with mass-media branding and brand recognition. The Company is dedicated to fostering innovation, focusing on the development of new products and the creative application of digital technologies as core management principles. By leveraging advanced production technologies, the Company offers a comprehensive product portfolio through extensive distribution channels, exceeding the reach of its domestic competitors. Furthermore, the Company prioritizes exceptional customer service, striving to meet the highest customer needs while maintaining efficient production costs and delivering high-quality products.

1.1.1 Vision, Goal, and Strategy

(1) Vision

“No. 1 in AEC through a wide range of product portfolio of coating and light construction materials with value creation and sustainability.”

(2) Mission

“To innovatively create the products with enhancing life quality of customer and building aesthetic beauty.”

(3) Goal

We aim to be “No. 1 in markets of paint, coating, and construction chemicals in AEC and successfully capitalize on the high potential growth of AEC markets through the sustainability in all dimensions of environment, society, and governance as well as return to society and environment.”

(4) Core Value

The Company adheres to our core value as the main framework of thought which represents the uniqueness, identity, and culture of organization and clearly communicates those characteristics throughout organization. Our core value is “TOA CONNEXT” with the following meaning.



CONEXT



Meaning					
Customer Journey	Growth mindset & Leadership	One Goal	Ethics & Moral	Go extra mile & Aim high	Clear direction & time tracking progress
Competitor benchmarking	Creativity & Risk taker	Synergy	Transparency	Sustainability	Two-ways Communication
Early adaptor	Diversity	Dynamic growth	Cautiousness & Correctness	Strive for better	Passion
Behavior					
Understanding customers and meeting their needs throughout the information gathering, decision-making, product selection, repeat purchase, and referral processes. Continuously analyzing and comparing competitors, as well as adapting quickly to changing situations to ensure maximum customer satisfaction	Open-minded and creative, listening to others' opinions for the benefit of oneself and the organization. Demonstrating leadership, a passion for continuous self-improvement, and the ability to handle risks by adapting quickly to challenging circumstances. Boldly thinking, creating new innovations, and making decisions based on accurate data	Focus on building business partnerships and forging strong collaborations to move in the same direction and towards shared goals.	Upholding ethical and transparent business practices towards all internal and external stakeholders, combined with a dedication to meticulous and correct work execution.	Set challenging sustainability goals by considering all dimensions of Environmental, Social, and Governance (ESG), and strive to achieve results exceeding those goals	Inspire collaborative success, establish clear work direction, and closely monitor progress. Support and promote teamwork activities with a positive attitude, proactive action, and effective communication skills to achieve ultimate goals.

(5) Business Strategy

The Company aims to be No. 1 market leader in paint, coating and construction chemicals in AEC with various and qualified products and service solutions through innovation to fulfill customer's requirement under the concept of "Total & Digital Solution". The Company is aware of operating business with sustainability in all dimensions namely, economy, society, and environment (ESG Sustainability). The Company is determined to achieve the abovementioned goals with the following strategies:

5.1 Enhance Brand Engagement to Be No.1 in Customer's Mind: We aim high to fortify our leading position to achieve a continued top-of-mind brand through the latest available technology to create high-quality and innovative products. The Company differentiates our products based on a combination of character, price, and functionality to provide all target customers with a full range of products to choose from. Moreover, the Company remains committed to manufacturing our premium products with advanced technology thanks to our strong research and development capabilities. These enable us to deliver higher-end product classes with enhanced value propositions and functionalities at competitive prices as well as our auto tinting machines to help us respond quickly and successfully to the changing trends and customer satisfaction. As being the No.1 paint and coating manufacturer in Thailand, the Company takes advantage of the competitiveness and economy of scale. This



includes the use of digital solutions to manage both internal and external operations, to increase work efficiency and create convenience for customers and external partners, thereby providing us with greater potential for growth and profit.

5.2 Expand into New Potential Markets: The Company capitalizes on our strong business and brand to expand into new potential markets providing us with the availability of widespread distribution networks and product segments to boost sales growth sustainably. The Company believes that it is well-positioned to benefit from the following high potential growth in targeted markets:

- Business expansion into the AEC markets with our extensive experience is indicative of potential growth from foreign investment, infrastructure development, and utilities, as well as ever-increasing urbanization. This is expected to boost demand for both decorative paint and coating products and non-decorative paint and coating products. The Company currently has operations in Vietnam, Indonesia, Myanmar, Cambodia, Laos, and Malaysia to expand our footprint in the AEC.
- The Company also expands another product segment to accelerate total sales. The Company broadly offers our construction materials, gypsum boards and ceramics with the commitment to growing beyond colors “Growing Beyond Color by Total Solution” through penetrating the market with a wide variety of product lines of construction materials and solutions. To this end, our end users can select diversified portfolios throughout the whole product line to enhance greater functionality; showing the Company is equipped with the production capabilities and product range from pre-construction stages with our construction materials, gypsum boards and ceramics to interior and exterior painting and coating stages, and to home improvement and repair.

5.3 Develop Innovative Products and Services for Target Segments: The Company always highly focuses on research and development, innovation, and development for new product launches. The Company has effectively leveraged our technical know-how of existing products to successfully respond to changes in climate conditions, technological advances, and consumer preferences. This shows our research and development excellence to firstly offering creative and on-trend products. The Company has been committed to producing and delivering green and eco-friendly products that are safe for health and the environment. In addition, the Company succeeded in offering new decorative paint and coating products and non-decorative paint and coating products innovated with biobased raw materials or recyclable raw materials alongside the production process and technologies that care for the environment in response to various requirements of customers.

5.4 Strengthen and Expand Distribution Channels: The Company aims to strengthen our widespread distribution channels through a great focus on expanding even more distribution channels; retail distribution channel, modern trade distribution channel, and project channel, to improve end-user customers with easy accessibility to our products, including expanding the distribution network to additional potential stores. To achieve this, the Company has established a strategy-led sales team, structured as follows:

- The sales force serves to drive demand for our products by directly introducing and promoting products to our retail distributors.
- Product consultants provide in-depth advice to end-user customers and help them select their suitable products to grow sales to modern trade distributors.
- The project sales team and spec-in sales team introduce and promote our products to project owners/customers together with logistic systematization.



- The technical support team will provide advice and participate in resolving in-depth technical problems for customers.

By leveraging our extensive distribution network, the Company has set out to create achievable synergy between a wide variety of existing product lines and new product launches such as construction chemicals, gypsum boards, and ceramics, etc., giving us a valuable competitive advantage of cost-efficiency and long-term growth trends.

5.5 Embrace Digital Platform: To enhance competitiveness, the Company will implement a multifaceted strategy. This includes expanding its marketing and distribution model while simultaneously adapting its services to the digital transformation era. By leveraging a diverse range of digital solutions, the Company aims to capitalize on technological advancements that significantly impact internal operations, consumer behavior, economic systems, and society as a whole, such as:

- Our digital platform, available at <https://who-service.com/>, provides a one-stop service and complete solutions for home construction, improvement, and repair, addressing the needs of homeowners. Our professional contractors are certified to meet our standards.
- The Company offers a comprehensive online home color design experience through its Ideacolor service, available on the Company's website (<https://www.toagroup.com/en/home>) and the TOA Ideacolor app. Design enthusiasts can easily experiment with colors and decorations using these tools. This user-friendly platform allows users to virtually paint their homes before committing, inspiring them with a world of color possibilities. Choose from over 1,700 shades in the TOA Color World, as well as a vast selection from various product lines, all designed to meet specific needs. Curated color palettes, created by expert architects and interior designers, are also available for those seeking professional guidance. Both the website and app offer convenient consultation options with color specialists, ensuring a seamless and personalized experience.
- The Company uses social media channels to promote its brand and products, reaching a wide range of consumers. The Company utilizes various online platforms, including Facebook, YouTube, Instagram, and LINE Official, to enhance brand awareness and accessibility.
- The Company utilizes digital technology for organizational transformation, aiming to achieve a zero-waste status. This is accomplished through the implementation of automation in production processes and the use of digital platforms to reduce paper consumption, including systems for tracking product status within the Company, monitoring sales team performance, and generating electronic invoices (e-invoices). Furthermore, digital technology is employed to enhance customer service, providing convenient access to both sales and after-sales support. This includes online ordering (e-ordering), online quotation generation (e-quotation), real-time product tracking for domestic and international shipments (1-minute tracking & export order tracking), and a system to facilitate product distribution among retailers (Dealer match change).

5.6 Promote and Execute Environmental, Society, and Governance (ESG) Initiatives for Long-term Sustainability: Recognizing the importance of conducting business sustainably, the Company prioritizes both economic success and social and environmental responsibility. Beyond strategies focused on wealth creation and stakeholder well-being, the Company is committed to giving back to society and the environment. This commitment is reflected in various policies, including a Net Zero target of 2050. This goal aims to achieve net-zero greenhouse gas emissions by 2050. The Company plans to reach this target through initiatives such as using solar energy, improving production processes, implementing effective waste and supply chain management, and transitioning to electric and low-carbon



vehicles. Reforestation efforts will also contribute by fostering biodiversity and creating carbon credits. These initiatives will enhance safety for employees, the organization, surrounding communities, and the country as a whole.

1.1.2 Major Changes and Developments

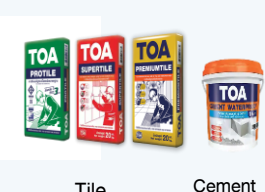
The business was founded in 1964 by Mr. Prachak Tangkaravakoon as a family-run business, importing paint from Japan. The Company was incorporated in Thailand in 1977 to manufacture decorative paint products. In the same year, the Company launched the 'TOA' brand.

In 1995, the Company began its international expansion into Southeast Asia, establishing its first subsidiary, TOA Paint (Vietnam) Co., Ltd., in Vietnam. In 1998, the Company's first production plant in Vietnam began operations at Tan Dinh Industrial Park. It was relocated to Tan Dong Hiep A Industrial Park in 2006. The Company has since expanded its operations and production plants to Laos, Malaysia, Indonesia, Myanmar, and Cambodia. In 2017, the Company converted from a private to a Public Limited Company, and its shares began trading on the Stock Exchange of Thailand (SET) on October 10, 2017.

Important Developments in the Past 3 Years

Year 2022

- In February 2022, the Company acquired 51.0% of the ordinary shares of Gypmantech Company Limited, which helps strengthen its competitiveness in the gypsum board business, as approved by the Extraordinary General Meeting of Shareholders No. 1/2021 on December 16, 2021.
- In July 2022, the Company acquired 80.0% of the ordinary shares of Fast-Mix Company Limited to help enhance its growth potential and competitiveness in the construction chemicals business, specifically in the cement-based product group.
- In August 2022, Incosource Company Limited, a subsidiary of the Company, opened its first FIX & BUILD store. FIX & BUILD is a business model for a franchise store selling a full range of construction materials for craftsmen.



Tile

Cement





Year 2023

- In November 2023, TOA Paint (Vietnam) Company Limited (TOAV) launched a distribution center in Ho Chi Minh City, Vietnam. This will increase the Company's ability to store sufficient raw materials and finished goods, which is part of its production capacity expansion plan to meet Vietnam's economic growth trends.



Best Innovative Company Awards

The Company received the **Best Innovative Company Award at the SET Awards 2023** for its **AQUA Shield** water-based paint innovation. This prestigious award, presented by the Stock Exchange of Thailand and the Money & Banking Magazine, recognizes listed companies with outstanding and tangible innovation achievements, contributing to the advancement of the Thai capital market.



SET ESG Ratings of "A"

The Company has been rated "A" in the SET ESG Ratings by the Stock Exchange of Thailand.



Leading Construction and Building Materials Company Award 2023

TOA Paint Vietnam has been recognized as the Best Firm in Construction & Material 2023 at the Asia Architecture Design Awards (AADA) 2023 held in Singapore under the theme "Impactful Asia." TOA's best exterior paints, SuperShield and Nano Shield, were highly evaluated by a panel of industry experts for their aesthetics, sustainability, and environmental friendliness.



Year 2024

New Product Development



TOA launches eco-friendly paint innovation: TOA Shield Expert 2-in-1

In September 2024, the Company launched TOA Shield Expert 2-in-1, an eco-friendly paint innovation co-developed and field-tested with leading real estate project partners. This innovative paint reduces resource consumption, waste generation, and extends the paint's lifespan to 10 years. It is free of harmful chemicals, environmentally friendly, and aligns with TOA's Green Mission policy to reduce greenhouse gas (GHG) emissions for a sustainable low-carbon society. It is available at all of the Company's modern trade stores nationwide.

Business Collaborations

- In March 2024, the Company partnered with Property Perfect PCL. to use a new 3-tone paint innovation for a new series of homes in the Perfect Park project, piloting in 4 locations. The key feature is helping to reduce heat and save energy consumption.
- In April 2024, the Company partnered with Supalai PCL. on a large-scale "Eco-Friendly Gypsum Board" project, piloting in two condominium projects and using "Expert Series Eco-Friendly Paint" for Supalai's houses and condominiums.
- In August 2024, TOA's paint products were selected by Lalin Property PCL., a real estate developer, as their eco-friendly product of choice for creating homes that are good for residents and environmentally friendly.
- In addition, in August 2024, Pruksa Holding PCL. chose TOA's "SuperShield" cool paint innovation, guaranteed by Carbon Footprint Reduction (CFR) label, to build energy-saving homes in the Pruksa Group's projects.





1.1.3 Change in Objective of the Utilization of Proceeds Obtained from the Initial Public Offering (IPO)

The company completed its initial public offering (IPO) of 254,000,000 shares at a price of 24 Baht per share on October 4, 2017. The company received **5,887.2 million Baht** from the IPO (after deducting underwriting expenses). The intended use of proceeds and estimated timeframe were specified in the registration statement (Form 69-1) and the prospectus.

The Board of Directors meeting No. 2/2020, held on February 26, 2020, resolved to approve the change in the use of the remaining IPO proceeds, totaling **THB 2,441.4 million** as of December 31, 2019. This change in the use of funds is not considered significant, as it involves reallocation between items already disclosed in the registration statement, in accordance with Clause 2 (1) of the Notification of the Securities and Exchange Commission Office No. SorJor. 63/2561 (2018) regarding changes in the use of funds according to the registration statement and draft prospectus. Details are provided in the 2020 Annual Report (Form 56-1 One Report), as well as information disclosed on the Stock Exchange news website, issue no. 05/2020, dated February 26, 2020. This non-significant change in the use of funds was acknowledged by the 2020 Annual General Meeting of Shareholders on August 7, 2020.

Following the aforementioned change in the use of funds, the remaining IPO proceeds were fully utilized for their intended purposes as of December 31, 2023. Details can be found in the Report of the Utilization of Capital Increase from IPO, published on the Stock Exchange news website, issue no. 02/2024, dated January 12, 2024. The details are as follows:

(Unit: Million Baht)

Use of Funds	IPO Funds	After the change in the use of funds in February 2020			
		Remaining Amount as of Dec 31, 2019	Remaining Amount as of Dec 31, 2022	Amount Spent during Jan – Dec 2023	Remaining Amount as of Dec 31, 2022
1. Funds for business expansion, both domestically and internationally, including funds for internal efficiency improvements	2,030.0	2,441.4	138.1	138.1	-
2. Working Capital	3,857.2				
Total	5,887.2	2,441.4	138.1	138.1	-

1.2 Nature of Business

1.2.1 Revenue Structure

The Company manufactures and distributes decorative, non-decorative paint and coating products, and other product types covering all price ranges and applications to professional and "Buy It Yourself" (BIY) customers in Southeast Asia and other countries.



The Company's revenue structure shows that the majority of its sales revenue comes from the production and distribution of decorative paint and coating products, with the following revenue breakdown:

Revenue Structure by Product Segment	Year Ended December 31					
	2022		2023		2024	
	Million THB	%	Million THB	%	Million THB	%
Decorative Paint and Coating Products	12,421.1	60.2	13,585.7	61.0	12,928.4	61.2
Non-Decorative Paint and Coating Products	7,400.2	35.8	7,967.3	35.8	7,650.7	36.2
Other Products ⁽¹⁾	828.1	4.0	726.5	3.2	561.0	2.6
Total Sales Revenue	20,649.4	100.0	22,279.5	100.0	21,140.1	100.0

Remark : ⁽¹⁾ "Other Products" comprise sales of certain products to the related companies, such as raw materials and semi-finished materials.

1.2.2 Products

(1) Type of Products or Services, Innovation and Development

1.1 Product/Service Attributes

1.1.1 Decorative Paint and Coating Products

The Company manufactures and distributes decorative paints for buildings, including both acrylic emulsion and enamel paints, as well as primers. In addition, the Company has developed an innovative 2-in-1 decorative and primer paint.

- **Decorative Topcoat Paint** is used as the outermost layer to enhance the beauty of houses and buildings, while also providing various properties such as weather resistance, cleanability, and protection against mold and mildew. Customers can choose the desired color shade and sheen level of the paint film. A key difference between interior and exterior paints lies in the properties of the paint's components, such as the binder. Interior paints use binders that allow for easier cleaning and make the paint film more resistant to cleaning, as interior surfaces are typically cleaned more frequently. Exterior paints, on the other hand, contain binders that are resistant to temperature changes, moisture, and UV radiation from sunlight. The binder used as the main ingredient significantly impacts the paint's quality, particularly the durability of the paint film. Generally, the binder is a key indicator used to classify paint grades. For example, high-quality premium paints are made from the highest quality binders. Additionally, the amount and type of binder used in the production of decorative paint will affect the quality and gloss of the paint. The Company's decorative topcoat paints for buildings are available for both walls and ceilings, and offer low odor, quick drying, and easy application on concrete, cement, and brick surfaces.
- **Primer Paint** is typically used as the first coat on a substrate or base surface. It is often used on surfaces that require a barrier between the first surface and the next coat. For example, on concrete surfaces with high alkalinity, primer has the property of preventing alkali from the concrete so that the topcoat does not deteriorate from the alkalinity. In addition, primer helps the paint adhere better to the surface. The primer will seal the unpainted surface and prevent the topcoat from seeping into the surface. For example,



primer will be used to smooth porous surfaces before applying the topcoat to that surface. Therefore, the use of primer should be appropriate to the type of surface being painted.

- **The 2-in-1 Primer and Topcoat Paint** is a new innovation developed by the company to meet the needs of consumers who want to reduce work steps, reduce time, reduce labor costs, and reduce paint costs. Normally, in order to achieve full surface protection, the painting system requires one coat of primer and two coats of topcoat. This is a challenge for the Company to research and develop. The innovative 2-in-1 paint in a single bucket requires only 2 coats but covers the surface, provides good adhesion, and has durability comparable to the 3-coat painting system, which has been recognized and used in many projects. Seeing the benefits that consumers will receive, the Company expanded the market to users in the modern trade channel this past year.

In addition, to further enhance the value of the Company's decorative paint products and to enable customers to create various colors as desired, even if such colors are not available in the Company's product catalog, the Company provides TOA Color World Solution Services. Our Auto Tinting Machine can produce any color shade as desired by customers by selecting a color shade from the TOA Fandeck, which offers more than 3,700 color shades to choose from, with high production accuracy within a color mixing time of only 3 minutes while maintaining the same quality standards as factory production. This enables the Company to respond to changes in design trends and meet customer needs and satisfaction quickly and efficiently



The Company categorizes its decorative paint products into premium high-quality products, standard quality products, economy products, and other decorative paint products, considering the characteristics, quality, usage, and price. This enables the Company to offer a full range of decorative paint products for customers to choose from, including products manufactured and distributed by Captain Coating Co., Ltd.

(a) Premium Grade Products

The Company's premium high-quality decorative paint products have superior properties compared to general architectural paints, allowing the Company to price the products at a high level. The main features of this type of product include ease of use, excellent surface coverage, a variety of film colors and long-lasting durability. These premium products are manufactured using technology that gives the products value-added properties and meets customer needs, such as increased weather resistance, increased flexible film properties suitable for cracked surfaces, increased cleanability, increased reflection and heat resistance, developed to have a mild odor, low VOC levels compared to general paints on the market, and also has high moisture resistance color innovation. Innovations in the premium product group are



developed under the Greenovation concept, high-quality products focused on promoting user health and environmental friendliness. Premium products are considered an important business strategy of the Company for decorative paint products.

The Company has positioned its SuperShield and Shield-1 brand of decorative paint products as the best decorative paint product to meet the needs of customers looking for products that use the latest technology and innovation. At the same time, the Company has positioned its premium grade products as high-performance decorative paint products for professional users.

(b) Standard and Economy Grade Products

The Company's standard quality and economy decorative paint products are manufactured using standard general raw materials, making them cheaper than the raw materials used in the production of premium grade decorative paint products. The Company has developed production formulas that focus on meeting the needs of customers who want cost-effective products at affordable prices. This allows the Company to reach a larger market because they are the majority of the architectural paint market.

The target customer group for standard and economy grade decorative paint products are first-time users who want to focus on value for money. The Company invests in building brand awareness to help these customers become familiar with the Company's brands and make purchasing decisions easier. For example, newlyweds who own their first home, who often have limited budgets, choose decorative paint that lasts for five to eight years because the brand of this paint group is a popular brand and has an economical price, worthwhile to use.

In addition, the target customers for standard quality products are the public sector because these products meet the Thai Industrial Standards, which are the standards used in projects of government agencies. Therefore, the Company can become a supplier of products for government projects.

The economy-grade decorative paint products help retain painters and small contractors, as these products are designed to offer the quality most painters seek at a reasonable price.

The Company and its overseas subsidiaries manufacture and distribute mid-range to economy grade decorative paint products, such as products under the 4 Seasons, Supertech, Super Matex, KOBE, Mandarin Duck, Shark, and Homecote brands.

(c) Other Decorative Paint Products

Other decorative paint products include colorants used with the Auto Tinting Machine, as well as thinners for decorative paint, which are solvents used to dilute the paint, make it easier to use, or to clean paint and application equipment.

1.1.2 Non-Decorative Paint and Coating Products

The Company categorizes its non-decorative paint and coating products and other products into construction chemicals, heavy-duty coatings, and products other than decorative paints, as follows:



(a) Construction Chemical Products

The Company manufactures and distributes construction chemicals that are used directly with construction materials or mixed into them for use on construction sites. These chemicals add specific properties to the materials, including improved workability, enhanced performance, increased functionality, and protection for the construction materials or finished structures made from them.

The Company's construction chemical products include waterproofing products, mold and algae removers, surface finishing products, concrete bonding and repair products, fillers, and tile adhesives.

For the construction chemicals product group, in 2024, developments have been made to improve product quality. In the waterproofing product group, 201 Roofseal has been upgraded to 201 Roofseal PU Hybrid, which increases the durability of the waterproofing system for a longer lifespan, from 5 to 7 years.

In addition, the Company has upgraded its skim coat products to meet the TIS 3056-2563 standard, and its tile adhesive products have received a new TIS standard, TIS 2703-2566, demonstrating the quality of products certified to reliable standards.

(b) Heavy-Duty Coating Products

The Company's heavy-duty coating products are mostly topcoats or primers, often used on surfaces requiring high durability, such as resistance to heavy loads, abrasion, corrosion, or harsh conditions. These products help protect surfaces from cracking, rust, and deterioration. Without these types of paint products, repair costs can be high. They can also be used on various surfaces, including steel and concrete, buildings and factory floors, small fishing boats, tanks and pipes, as well as roads, footpaths, and bicycle paths.

(c) Wood Coating Products

Wood coating products are categorized according to their usage characteristics. The categories are as follows: wood floor paint products, wood wall paint products, wood furniture paint products, artificial wood (fiber cement) paint products, and wood thinner products. The Company's wood paint products are available in both high-quality grades under the TOA and SuperShield brands, and economy grades under the Shark brand. The product types include both water-based and oil-based formulas, translucent and opaque.

(d) Other Non-Decorative Products

Non-decorative products include hardware products, products under the Shell brand, products under the Chaintrite brand, specialty decorative paints, gypsum board, and tiles.

Specialty decorative paints possess unique characteristics, enabling the creation of textured and patterned surfaces distinct from standard decorative paints. These paints include options such as gold paint, DÉcor stone textured paint, Loft polished plaster effect paint, Loft Metallic finish, and paints designed to replace wallpaper. They are suitable for both interior and exterior applications. The Company manufactures and distributes these specialty paints under the TOA and SuperShield brands.

In addition, the Company also distributes gypsum board products under the TOA Gypsum brand and distributes ceramic tiles under the TOA Tile brand.



1.2 Innovation and Development

The Company has appointed a New Product Development Committee to enhance the organization's ability to introduce innovations and products that meet the needs of consumers both now and in the future, strengthen its image as a leader in the industry, and improve internal processes for faster and more efficient operations. Details are disclosed in the [Sustainability Report 2024, under Environmental Performance Results : Innovation and Environmental Promotion for Sustainability](#)

(2) Marketing and Competition

1.1 Marketing Policies of the Major Products and Services

(1) Marketing Activities

The Company believes that product quality and strong brand recognition are crucial to TOA's success over the past 60 years. In addition to investing in research and development to obtain high-quality products, the Company has continuously carried out marketing activities to build image and confidence in its products and services through a full range of Integrated Marketing Communication (IMC) tools as follows:

- The use of mass media advertising includes television, print media, radio, and out-of-home advertising. Although these channels are becoming less popular, they remain important channels for reaching a broad market and customer base. In addition, online media is increasingly used in line with changes in consumer media consumption habits, which can improve communication efficiency to target groups more accurately and clearly.

• [Marketing Campaigns Using Advertising Media in 2024](#)

The TOA REPAINT FOR TOMORROW campaign is a rebranding effort for TOA, shifting its image from not just a brand of paint and construction chemicals for building maintenance that focuses solely on communicating with contractors or builders, but also as a brand that inspires people who want to improve their quality of life. This is achieved by encouraging them to renovate and care for their homes and buildings through repainting, revitalizing their living spaces. REPAINT reflects the identity of residents, conveyed through the care and renovation of their homes or residences, primarily targeting homeowners or residents through advertising media and various workshop activities.



TOA REPAINT FOR TOMORROW
Advertisement



TOA partners with Maew Bin Nak Chat Rabieb Ban (Flying Cat, the House Organizer) to host a workshop inviting



A self-transformation podcast by Khun Ae (Roundfinger), themed 'Repaint Today for a Better Tomorrow'



Organizing a basketball court design contest: 'Basketball Court Design Award by TOA Paint: Painting and Line Marking of



“SuperShield Dust Reduction Paint” Campaign

The marketing campaign for SuperShield paint comes with a new key feature that helps reduce dust problems with Triple Technology and Special Acrylic, making the paint film denser, smoother, and self-cleaning. This helps prevent surface deterioration, reduces dust, mold, bacteria, and algae problems, which are the causes of many respiratory diseases, by releasing a new SuperShield advertisement to highlight this selling point of the product.



• Mass Media

The use of integrated public relations tools, such as press conferences for new product launches, press releases, news scoops, news articles in newspapers and magazines, media relations activities, public relations through television (TV scoops), and public relations through news websites and social media (mass and social media).

Mass and Social Media

• Public Relations Launch of the New Product: TOA SuperFlex Primer

The latest in highly flexible multi-purpose primer!! TOA SuperFlex Primer effectively solves and prevents hairline cracking. See it in action through photos and videos on our social media channels.



Public Relations Promoting the Cooling Paint Technology of SuperShield Products

Public relations promoting the Cooling Paint Technology, a key selling point of SuperShield exterior paint products that have been with Thai people for over 50 years, through articles in The Standard news agency.





• Public Relations Activities in 2024

• Participating in Architect '24 (Architect Expo 2024) and holding a press conference for 'TOA GREEN MISSION TOWARDS NET ZERO'

The Company participated in a booth at Architect '24 (Architect Expo 2024) under the concept of "Future Tree," featuring various rooms showcasing TOA products, reinforcing the innovation of total solutions for every area of the home. The Company also held a press conference showcasing its vision as a leader in environmentally friendly innovation, highlighting its commitment to sustainability, reaffirming its position as the market leader in decorative paint and construction materials, and its readiness to grow into its 60th year as a sustainably green organization with the Green Mission roadmap to achieve Net Zero at Challenger Hall, IMPACT Muang Thong Thani.



• Introducing TOA Shield Expert 2in1 Water-based Eco-friendly Paint Innovation

TOA, the leading eco-friendly paint brand, unveiled its groundbreaking TOA Shield Expert 2-in-1 water-based paint, combining topcoat and primer for ultimate convenience. At the launch event held at Rossini's restaurant in the Sheraton Grande Sukhumvit Hotel, TOA presented awards to its modern trade partners in appreciation of support and dedication in bringing TOA Shield Expert to homeowners across the country. The event also included a panel discussion with two top real estate developers, who shared their experiences in partnering with TOA to research, develop, and adopt TOA Shield Expert.



• Other Marketing Activities

• TOA Joins in Celebrating Pride Month for the 2nd Year

TOA joined in celebrating Pride Month, the month of diversity pride, with the colorful Pride Color to be part of the movement and support the rights of LGBTQIA+ diversity. The Company created a 'Pride Crosswalk' rainbow zebra crossing, a signature of Samyan Mitrtown, using high-quality TOA Roadline Paint at Chula Soi 42. Additionally, TOA invited the public to participate in a collaborative art project, decorating a 30-meter-long Pride Art Wall with SuperShield colors in front of Samyan Mitrtown. Partnering with Frasers Property (Thailand), PMCU, the U.S. Embassy Bangkok, House



Samyan, HAUP, and Believe Digital Thailand, TOA organized a series of events under the theme "Pride Move."



• TOA SAMYAN MITRTOWN GRAFFITI DRAGON ART

A graffiti competition was held at the front plaza of Samyan Mitrtown under the theme "Mitrtown, City of Friendship, Land of Dragon." TOA provided participants with TOA Spray multipurpose spray paint to showcase their artistic abilities through various techniques. This event is part of the Chinese New Year celebrations, aiming to promote and celebrate cultural and street art.



• TOA BANGKOK DESIGN WEEK 2024

A comprehensive woodworking exhibition was held at Bang Pho Wood Street, transforming the Bang Pho - Kiakkai area. The event featured various activities including:

- 1) Parade: TOA took center stage at Bang Po Wood Street, showcasing its expertise as a "leading wood coatings" manufacturer with the launch of **TOA Polyurethane 1K Ultimate**. This high-performance wood coating offers a thick, durable finish that withstands harsh weather conditions, suitable for both natural wood and fiber-cement. As a 2-in-1 solution, it eliminates the need for a primer and thinner, providing a complete finish in a single coat.





- 2) A sculptural exhibition featuring the NEW-BOND MOUNTAIN CHAIR by renowned woodworker Saiyart Sema-ngern was held. The event included a talk titled "Legacy of Artist Carpenter" where the artist shared his journey and insights. Additionally, there were woodworking workshops led by Art Toy woodcarver and professional builders, offering participants the opportunity to learn woodcarving techniques and furniture restoration.



• Sport, Event, and Activity Sponsorship

- 1) TOA, in collaboration with Bangkok Metro Networks Co., Ltd., is proud to support the **3x3 EXE SUPER PREMIER**, a world-class 3-on-3 basketball tournament held at Samyan Mitrtown. This partnership aims to foster the growth of basketball in Thailand and nurture young basketball talents to compete on the global stage.



- 2) TOA has supported the Thai national team with 8.4 million Baht to charter a private flight as they head to China for the crucial 2026 FIFA World Cup qualifiers.



- 3) TOA and the Basketball Association of Thailand is proud to continue the "TOA 3x3 Basketball All Thailand 2024" tournament for the 2nd consecutive year. This year's tournament promises even more excitement and opportunities for basketball enthusiasts. This initiative aligns with the government's policy to promote sports as a soft power and aims to elevate the popularity of 3x3 basketball in Thailand. As a special reward, the winning team will receive air tickets to Tokyo, Japan, to witness a world-class basketball match.



• Knowledge-sharing Event for Retail Business Owner

TOA invited over 59 Mega Paint & Home retail store owners to participate in a workshop designed to share experiences and explore opportunities for growth and adaptation within the Mega Paint brand across different regions of the country.



• House Color Design Service (Ide@color)

- TOA offers complimentary color design consultations to the general public. Customers can receive personalized color advice from our expert color designers via phone at 02-335-5577 ext. 3 or through our website, www.toagroup.com.
- TOA offers complimentary color design consultations and advice through its official Line ID ide@color at Modern Trade stores.
- Architectural color design and concept presentation services for project-based clients
- Leading architectural color trends for architects and designers
- Developing tools to inspire color choices for interior design, such as home color design software and web applications.
- Creating content to provide knowledge and inspiration about home color design to communicate with customers through social media.
- Providing color knowledge training to architecture students and interested organizations regarding building color design, including research on the influence of color on design.
- Organize color-related activities focused on students to build brand loyalty with TOA.



1.2 Distribution Channels

The Company distributes its products through its extensive and comprehensive distribution network as follows:

(1) Retail Dealers

Retail dealers, including paint and hardware stores and home improvement stores, mostly located in Thailand, purchase products from the Company and distribute them to professionals (such as painters and decorators) or Buy It Yourself (BIY) customers. The Company's retail distribution network in Thailand covers 77 provinces across Thailand. In addition, TOA Color World Solution Services can be provided through some retail dealers with Auto Tinting Machines, both in Thailand and in other countries in the ASEAN. The Company does not own or franchise any retail dealers, and most retail dealers do not sell the Company's products exclusively, but also sell products from other companies.

The Company believes that its extensive distribution network throughout Thailand is a key strength, enabling widespread product availability and ensuring customer access to its products.

The Company's sales team manages the retail distribution network at both regional and national levels, while also directly managing customer relationships. Additionally, the Company provides product consultants at retail dealer locations to offer direct advice and support to end-users.

(2) Modern Trade

The modern trade distribution channels consist of a network of branches of comprehensive construction material stores and comprehensive home decoration stores such as HomePro, Thai Watsadu, Global House, DoHome, Mega Home, and Boonthavorn in Thailand. HomePro operates in Thailand and Malaysia, Global House operates in Thailand and Cambodia, Asia Center and Pro 1 operate in Myanmar, Mitra 10 and Depo Bagunan operate in Indonesia.

The Company also has a specialized team managing sales and marketing in modern trade distribution channels. Additionally, product consultants are stationed at modern trade to provide direct advice to consumers.

(3) Other Distribution Channels

The Company also distributes products through other channels, including project distribution, exports, and distribution to its related companies, with details as follows:

- Project distribution generally involves direct sales to customers at project sites or through construction contractors. The Company provides decorative products and non-decorative products to real estate developers as needed for projects such as Sansiri, Land and Houses, Frasers Property, Q House, Property Perfect, Pruksa, Ananda Development, Origin Property, Lalin Property, Sena Development, and L.P.N. Development in Thailand; Sinar Mas, Arya Lingga Manik, Summarecon, Ciputra, and Agung Podomoro Land in Indonesia; BRG Group, DOJILAND Real Estate Investment, Flamingo Group, Gamuda Land Vietnam, and Hoang Huy Group in Vietnam; and Chip Mong Group,



OCIC Group, and Royal Group in Cambodia. In addition, contractors also use the Company's products in government projects in Thailand, Laos, and Myanmar.

- The export channel involves wholesale distribution of the company's products from Thailand to its subsidiaries in the 6 ASEAN Economic Community countries, as well as to wholesalers and retailers in other countries where subsidiaries are not established. This is to increase sales opportunities and keep pace with technological advancements and changing consumer behavior.
- In addition, the Company has improved its digital marketing system, including social media, by adding valuable content for customers and painters, as well as increasing communication channels with customer groups both domestically and internationally. This enhances customer and painter care, providing advice, and guidance on selecting appropriate products, and techniques for using the Company's products.
- The Company has implemented sales force automation technology, which allows sales staff to use their smartphones to manage and care for customers, including retail, modern trade, and project customers. This system offers ease of use and provides data to management for improving operations and service, expanding distribution channels, and generating information used to develop new products or services to meet customer needs promptly.

1.3 The Company's Customers

The Company has a diverse customer base, and as of the date of this document, no single customer accounts for more than 10.0% of the Company's sales revenue for the fiscal years ended December 31, 2022, 2023, and 2024. The Company's top three customers accounted for 16.2%, 21.8%, and 17.6%, of annual sales revenue..

Generally, the Company grants credit terms of approximately 30 to 90 days, depending on the customer type and past payment history. However, the Company does not offer credit terms for exports, and the Company does not sell any of its products on a consignment basis.

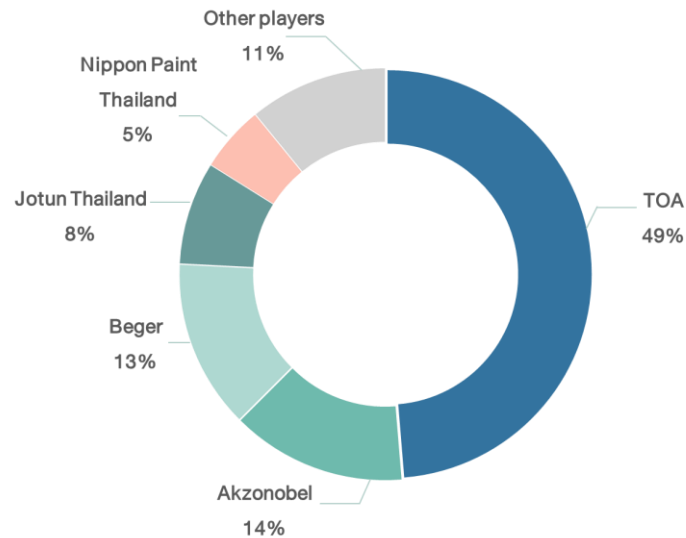
The Company's customer relationship philosophy is to be a loyal business partner, working respectfully with its distribution channel partners to increase sales and build sustainability. In addition, the Company provides training to its customers to educate them about the Company's products and their applications.

1.4 Marketing Outlook and Competition

According to Frost & Sullivan, as of December 31, 2016, the Company and its subsidiaries held the largest market share based on sales revenue for the year ended December 31, 2016, approximately 49% in the retail decorative paint and coating industry in Thailand. In the AEC, the Company and its subsidiaries had a 13% market share in the paint and coating industry. The Company's competitors in the AEC market include Akzo Nobel (Netherlands), Jotun (Norway) and Nippon Paint (Japan), and other local paint manufacturers.



The Approximate Market Share of Decorative Products in Thailand in 2016



Source : Frost & Sullivan, primary interview, desktop research and analysis

In conducting its business in the Southeast Asian region, the Company's products compete with both local competitors, such as Beger in Thailand, 4 Oranges in Vietnam, Urai Panich in Laos, and UPG in Myanmar, and also with certain products manufactured by international paint producers such as Akzo Nobel, Nippon Paint, PPG Industries, and Jotun. As the paint and coating industry continues to consolidate, competition in the industry is intensifying due to the increasing size of the Company's competitors.

While the Company's products may directly compete with certain products manufactured by international paint and coating producers, the Company has a competitive advantage from focusing on distributing products through a broad network of retail dealers to make it convenient for consumers nationwide to purchase products. Therefore, the majority of the Company's sales come from its retail distribution channels, which represent a large market in Thailand. On the other hand, the Company believes that international paint and coating producers tend to focus on wholesale channels in Thailand due to limitations in their distribution network in the country, which is not as comprehensive as the Company's current network.

The Thai economy in 2024 faces challenges from several factors, particularly the real estate sector, where new construction has clearly slowed down. This is due to reduced consumer purchasing power resulting from increased household debt and persistently high interest rates. In addition, stricter lending policies from financial institutions are another important factor affecting consumers' and real estate entrepreneurs' access to funding. As a result, the Company is focusing on the home renovation and repair market, which still shows growth potential.

However, the Company's gross profit margin remains at a high level after raw material prices decreased, including adjustments to raw material procurement strategies, increased efficiency, and increased use of automation systems.



The competition among paint businesses has increased significantly, as evidenced by the surge in promotional campaigns and the use of discount, exchange, and giveaway promotions to compete for market share. The Company's significant advantage lies in its distribution channels, boasting the largest network of distributors covering the entire country, thus supporting continued demand. The Company maintains standard promotional activity. This, combined with strong sales team support for network stores and in-store product consultants, enables the Company to generate strong sales, minimizing the overall impact of increased competition, and even acquire new customers.

While the Company currently has a competitive advantage with its extensive network of retail distributors covering the entire country, there are still gaps in some district-level areas where there is an opportunity to expand distribution to reach more consumers and capture a greater market share. In the past year, the Company continued to expand its network of new retail distributors, increasing the number of TOA Color World Solution Services centers nationwide. These centers can create accurate and precise color matches across all product lines, including decorative paints, industrial paints, wood stains, and fiber cement siding, using TOA Auto Tinting Machines. This expansion of customer access is aimed at increasing competitiveness, similar to other players in the market who are also expanding their stores and tinting machines. However, these expansions still represent a small proportion of the market, as most retail dealers are already affiliated with major players, making it difficult to penetrate further.

In addition, the Company is accelerating the expansion of its construction chemical product business into paint distributor stores, leveraging the strong customer access of existing stores by creating "Protect & Repair Centers" within the paint distributor stores. This allows stores to generate more sales and profits from expanding their product range beyond paint products.

In the gypsum board business, TOA has expanded its distribution into 3 main store groups:

1. construction material stores, most of which are already distributors of the Company's products;
2. paint distributor stores, creating new opportunities for stores to generate sales and profits from new product groups by selecting stores that are ready in terms of storage space and customer access to become distributors;
3. ceiling frame stores, which are the main stores for selling gypsum board, which is a new market for the Company. The Company has created a dedicated sales team to target stores in this channel specifically.

In the real estate developer and large construction contractor customer segment, which accounts for approximately 10-15% of the paint market value and is highly competitive, especially in terms of price, with many players using price and product grade as marketing tools, competition in this segment requires looking for new things beyond price and product grade. The Company has used the strategy of developing products in collaboration with real estate developers to design products that are specifically tailored to the needs of this customer segment, including after-sales service and warranties, to create a competitive advantage beyond price.



The Company has developed a "Mega Paint & Home" store model in partnership with its retail distributors to develop retail channels into modern retail outlets offering a full range of products and services in one place. This aims to enhance the competitiveness of retail distributors and increase the Company's product distribution opportunities. Mega Paint & Home sells decorative paints, industrial paints, wood stains, hardware products, construction chemicals, gypsum boards, and tiles, along with services by professional contractors through the Company's "WHO SERVICE."



The Company has launched "FIX and BUILD" stores, a comprehensive source for construction materials, tools, electrical, plumbing, hardware, paints, and chemicals, operated by Incosource Company Limited, a subsidiary of the Company. This initiative aims to become a leader in sourcing hardware and construction equipment, partnering with both domestic and international trade partners to offer products from leading brands and OEMs. Currently, there are both company-owned "FIX and BUILD" stores and franchise network stores in operation.



The expansion of online media and changing consumer behavior with the growing use of online information channels has led many players to adapt and engage in advertising and public relations through online channels. This is a shift from the past, when only large companies or major brands could afford advertising. This factor supports the competitiveness of smaller brands, enabling them to create awareness among target audiences directly and clearly within a limited budget. The Company



has also adapted to this by creating an online communication system to reach target consumers as much and as effectively as possible, both in terms of content and target audience reach. In addition, we also provide convenience to consumers by launching a new service, "WHO SERVICE," through online channels. This serves as a mediator between consumers or homeowners who need to solve home problems or renovate and repair their homes, connecting them with paint and repair contractors. This meets the needs of both contractors who will receive work through this system and customers who need to repair their homes and will get the right contractors and work systems certified by the Company. It also serves as advertising and public relations for the Company's existing products, which can cover all home problems through the system.

(3) Procurement of Products and Services

3.1 Production Plants

As of December 31, 2024, the Company had 11 production plants as follows:

No.	Owner/Lessee	Location	Year of Incorporation	Main Products
1	The Company	Bangna Plant 31/1 and/or 31/2 Moo 3, Bangna-Trad Road, Bangsaothong, Bangsaothong, Samutprakan 10570, Thailand	1982	Decorative paints and coating, non-decorative paint and coating, and other related products.
2	The Company	Samrong Plant 104 Moo 1, Soi Pookmitr, Rod Rang Kao Road, Samrong Tai, Phra Pradaeng, Samutprakan, 10130, Thailand	1972	Wood and heavy-duty coatings, thinner and aerosol paints
3	Captain Coating Co., Ltd.	Samutprakan Plant ¹ 906 and 917 Moo 15, Bangsaothong, Bangsaothong, Samutprakan 10570, Thailand	2010	Decorative paints and coatings, wood coatings, and construction chemicals.
			2015	Decorative paints and coatings.
4	TOA Paint Vietnam Co., Ltd.	Vietnam Plant Lot L2.3, Road No. 2, Tan Dong Hiep A Industrial Park, Tan Dong Hiep Ward, Di An Town, Binh Duong, Vietnam	2004	Emulsion paint, enamel paint, thinner, wood paint and coating products, construction chemicals, and aerosol sprays
5	TOA Paint Products Sdn. Bhd.	Malaysia Plant ² Lot 21, Jalan Nilam 3, Nilai Utama Enterprise Park, 71800 Nilai, Negeri Sembilan, Malaysia	2004	Emulsion paints, enamel paints, thinners and wood coatings.
6	TOA Paint (Laos) Sole Co., Ltd.	Vientiane Plant Unit 6, Ban Nahai, Hatxaifong District, Vientiane, Laos	2008	Emulsion paints, enamel paints, thinners and wood coatings.
7	PT TOA Coating (Indonesia)	Indonesia Plant Kawasan Industri Millenium Blok F1, Desa Peusar, Kecamatan Panongan, Kabupaten Tangerang, Provinsi Banten, Indonesia	2019	Emulsion paints, enamel paints, thinners, wood coatings, construction chemicals and aerosol sprays.
8	TOA Coating (Myanmar) Co., Ltd.	Thilawa Plant No. C-21, Class A Area, Thilawa Special Economic Zone, Myanmar	2019	Emulsion paints, enamel paints, thinners, wood coatings, construction chemicals and aerosol sprays.



No.	Owner/Lessee	Location	Year of Incorporation	Main Products
9	TOA Coating (Cambodia) Co., Ltd.	Cambodia Plant Lot No. P2-088, in Bueng Thom 3 Village, Sangkat Boeng Thom, Khan Por Sencheay, Phnom Penh, Cambodia	2019	Emulsion paints, enamel paints, thinners, wood coatings, construction chemicals and aerosol sprays.
10	Gypmantech Co., Ltd.	Gypmantech Factory, Nakhon Sawan No. 888 Village No. 6, Ban Than Thahan - Khok Saat Road, Wang Bo Subdistrict, Nong Bua District, Nakhon Sawan	2014	Manufacturing of gypsum board
11	Fast-Mix Co., Ltd	Fast-Mix Factory, Nakhon Pathom 115 Village No. 7, Road 346 Kamphaeng Saen - Phanom Thuan, Nong Krathum Subdistrict, Kamphaeng Saen District, Nakhon Pathom	2007	Manufacturing of construction chemicals

- Remark : ¹ The production plant owned by Captain Coating Co., Ltd. manufactures products under the Captain Coating brand and operates independently from the other two production plants in Thailand. However, for the purposes of sharing best practices and cost management (e.g., raw material procurement), the Captain Coating Co., Ltd. plant is considered alongside the other two Thai production plants.
- ² In the past year, the manufacturing plant in Malaysia relocated from its former location in Selangor to its current location as specified in the table.

The Company's current unutilized paint and coating production capacity allows it to adapt to accommodate future demand growth. The total production capacity as of December 31, 2024, and the capacity utilization rates of the Company's production plants for the fiscal years ended December 31, 2022, 2023, and 2024 are summarized below:

Plant	Capacity as of Dec. 31, 2024 (Million Gallons/Year)	Utilization Rate For the year ended Dec. 31 (%)		
		2022	2023	2024
Thailand	74.1	52.6	57.6	55.4
<i>Bangna</i>	50.4	62.1	67.1	63.6
<i>Others⁽¹⁾</i>	23.7	32.2	37.1	34.4
AEC (Excluding Thailand)	31.1	27.9	20.0	19.6
Total	105.2	45.7	47.2	44.0

Remark : ⁽¹⁾ "Others" refers to the Samrong Plant and Samut Prakan Plant.

3.2 Raw Materials

Raw material costs are the most significant portion of the Company's cost of goods sold. The Company's main raw materials used for the production of its products include:

- **Pigments:** Pigments provide color and contribute to hiding power and film formation, including protective properties of the paint film such as corrosion protection and weather resistance. Titanium dioxide (TiO₂), a pigment that provides whiteness, brightness, hiding power, and protection from sunlight damage, is a key raw material for the Company's products, which the Company purchases



from distributors in Thailand and imports from countries such as Singapore, Taiwan, the United States, Australia, and China, and so on.

- **Binders:** Binders are substances that hold the components of a paint or coating product together and help the product adhere to the surface. For water-based paint products, latex (acrylic or styrene-acrylic) binders are typically used. Meanwhile, resin binders are used in solvent-based products. Binders come in various types, including 100% acrylic polymers, polyurethane, epoxy, and alkyd. The Company sources binders both domestically and internationally. Additionally, the Company produces its own resin binders.
- **Extenders:** Extenders are inert, inorganic compounds added as raw materials to enhance the properties of paint. For instance, they can increase film hardness or improve scrub resistance. Common extenders include calcium carbonate, silica, mica, talc, gypsum, and clay. The Company sources extenders both domestically and internationally, including from suppliers in the United States and China.
- **Solvents:** Solvents can be water-based or organic and are used to reduce the viscosity of paint, making it easier to apply coatings. Solvents added in the initial mixing and stirring phase are known as initial solvents, while those added during the let-down stage, when binders or pigments are introduced, are called co-solvents. The Company sources solvents both domestically and internationally.
- **Additives:** Additives enhance the properties of coatings, such as resistance to mold and bacteria, ease of cleaning and scrubbing, resistance to ultraviolet light, and improved adhesion and flexibility. The Company sources additives both domestically and internationally.
- **Packaging:** The primary packaging for paint and coating products consists of plastic cans and lids. The prices of most of these primary raw materials are influenced by oil prices, as well as the demand and supply of the specific raw materials. In particular, the price of Titanium Dioxide, a key raw material for the Company's products, is determined by the global market and is linked to commodity prices, which in turn are influenced by supply and demand at the national, regional, and global levels. The Company imports raw materials from foreign countries, accounting for 24.7% of the total value of raw materials purchased for production. For the fiscal year ended December 31, 2024, the prices of these raw materials typically fluctuate in line with foreign exchange rates and petrochemical product prices.

The Company maintains strong and long-standing relationships with key raw material suppliers. By cultivating relationships with primary suppliers, the Company mitigates the risk of raw material shortages and/or significant price increases. The Company is also a major customer of large raw material suppliers in the AEC. Additionally, the Company holds regular meetings to exchange information on new technologies, global paint industry trends, and market data. These meetings also serve to discuss potential collaboration opportunities.

The Company continually seeks high-quality raw material suppliers, exploring alternative sources and developing technologically advanced production processes to reduce costs. Additionally, the Company is actively studying methods to minimize raw material consumption in its product formulations while



maintaining product quality. For example, the Company is exploring ways to reduce the amount of Titanium Dioxide used in its products, resulting in lower production costs.

3.3 Raw Material Suppliers

The Company conducts business with numerous primary raw material suppliers. For the fiscal years ended December 31, 2022, 2023, and 2024, the top five suppliers accounted for 34.1%, 33.5%, and 30.5%, respectively, of the Company's total raw material purchases. For each of these fiscal years, no single supplier accounted for more than 10.0% of the Company's total cost of goods sold for the fiscal years ended December 31, 2022, 2023, and 2024.

The Company makes payments for raw materials, packaging, merchandise, and services to suppliers and service providers in both Thai Baht and foreign currencies, primarily US dollars, with the breakdown as follows:

Currency	2022	2023	2024
Thai Baht	89.0	89.2	83.8
U.S. Dollar	9.5	9.3	14.3

The Company may enter into forward purchase agreements for raw materials to manage price risk in the event of rising raw material costs. Additionally, the Company may consider managing foreign exchange risk through the use of financial instruments or derivatives in appropriate proportions, aligned with the current trends in the Thai Baht exchange rate. However, the Company believes that its major competitors source from similar raw material suppliers and conduct transactions in similar foreign currencies.

The Company carefully evaluates raw material suppliers based on various factors such as product quality, efficiency, reliability, production capacity, pricing, service, and so on. To optimize procurement costs and mitigate the risk of supply shortages, the Company avoids sole sourcing from a single supplier.

In addition, the Company has the capability to produce certain types of raw materials required for its internal operations, such as binders. Furthermore, the Company is able to use alternative raw materials to replace the original ones if necessary. For example, in 2024, the Company was able to produce alkyd binders for its internal production processes, accounting for 60.1% of the total value of alkyd binders used, with the remainder sourced externally.

(4) Assets Used in Business Undertaking

4.1 Investments

The Company is engaged in the manufacturing and distribution of paints for the general public in Thailand. It also invests in subsidiaries that manufacture and distribute paints for the general public both domestically and internationally. According to the separate financial statements, the Company has investments in subsidiaries as of December 31, 2024, as follows:



Company's Name	Nature of Business	Share holding (%)	Book Value of Investment as of Dec. 31, 2024 (THB Million)
Captain Coating Co., Ltd.	Manufacture and distribution of decorative paint and coating products and chemicals	100	300.0
British Paints Co., Ltd.	Distribution of decorative paint and coating products	100	375.0
Mega Paint and Home Co., Ltd.	Investing in related companies	100	103.7
Incosource Co., Ltd.	To operate a business to procure, import, and export the paints and construction chemicals, construction materials, electricals, ceramics, sanitary ware, plumbing, tools, and hardware	100	258.7
Gypmantech Co., Ltd.	Manufacture and distribution of gypsum board	51	800.0
Fast-Mix Co., Ltd.	Manufacture and distribution of construction materials	80	81.5
TOA Paint (Vietnam) Co., Ltd.	Manufacture, import, and distribution of decorative paint and coating products and chemicals	100	876.4
TOA Coating Sdn. Bhd.	Import and distribution of decorative paint and coating products and chemicals	100	82.6
TOA Paint Products Sdn. Bhd.	Manufacture and distribution of decorative paint and coating products and chemicals	100	218.6
PT TOA Paint Indonesia	Import and distribution of decorative and non-decorative paint and coating products	99.95	533.8
PT TOA Coating Indonesia	Manufacture and distribution of decorative and non-decorative paint and coating products.	99.49	865.3
TOA Paint (Laos) Sole Co., Ltd.	Manufacture and distribution of decorative and non-decorative paint and coating products	100	80.3
TOA Skim Coat (Cambodia) Co., Ltd.	Manufacture and distribution of skim coat products	65	0.2
TOA Paint (Cambodia) Co., Ltd.	Manufacture and distribution of decorative and non-decorative paint and coating products	100	4.4
TOA Coating (Cambodia) Co., Ltd.	Manufacture and distribution of decorative and non-decorative paint and coating products	100	470.7
TOA Paint (Myanmar) Co., Ltd.	Manufacture and distribution of decorative and non-decorative paint and coating products	65	26.5
TOA Coating (Myanmar) Co., Ltd	Manufacture and distribution of decorative and non-decorative paint and coating products	99.29	558.8
Total			5,636.5
Deduct: Impairment loss allowance for investments			(1,227.1)
Net Investment at cost			4,409.4



Subsidiaries held by the company through Mega Paint and Home Co., Ltd.

Company's Name	Nature of Business	Share holding (%)	Book Value of Investment as of Dec. 31, 2024 (THB Million)
Phacha Enterprise Co., Ltd.	Retail and wholesale of granite tiles, ceramic tiles, sanitary ware, and related products.	52	2.6
Phawatri Intertrade Co., Ltd.	Retail, wholesale, and import of tile products	52	0.5

Details of the Company's and its subsidiaries' fixed assets, intangible assets, trademarks, and service marks, as well as the investment policy for subsidiaries and associates, are disclosed in **"Attachment 4: Assets Used in Operation, and Information of Asset Valuation"**.

(5) Pending Work

-None-



1.3 Group Structure

1.3.1 Group Structure of the Company as of January 1, 2025

As of 1 January, 2025



Remark:

⁽¹⁾ The remaining 0.05% of registered capital is held by Mr. Jatuphat Tangkaravakoon, one of our directors and shareholders.

⁽²⁾ The remaining 0.51% of registered capital is held by Mr. Jatuphat Tangkaravakoon, one of our directors and shareholders.



- (3) The remaining 35.0% of registered capital is held by Mantanakanok Co., Ltd., MK Co., Ltd., and Ms. Thet Thet Nu Aung, our business partners. Mantanakanok Co., Ltd., MK Co., Ltd., and Ms. Thet Thet Nu Aung are not related persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions.
- (4) The remaining 0.71% of registered capital is held by Mr. Jatuphat Tangkaravakoon, one of our directors and shareholders.
- (5) The remaining 35.0% of registered capital is held by Mr. Sok Hout, our business partner. Mr. Sok Hout is not a related person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions.
- (6) The remaining 48.0% of registered capital is held by our business partners; namely, Mr. Charti Mahalao, Miss Wipa Kaewboran, Mr. Krerksak Likitsupin, and Miss Warunee Likitsupin. All of them are not related persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions.
- (7) Phawatri Intertrade Co., Ltd. is in the process of liquidation and dissolution.
- (8) The Company has acquired an additional 45% of registered capital of Incosource Co., Ltd. from Hardware Expert Co., Ltd. (a joint venture partner), resulting in the Company owning 100% of the subsidiary.
- (9) The remaining 49.0% of registered capital is held by Mrs. Inthira Hirunyanitiwatna, Mr. Supachai Hirunyanitiwatna and Mr. Surakij Hirunyanitiwatna. All of them are not a related party under the definition in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions.
- (10) TOA Paint (Cambodia) Co., Ltd. is in the process of liquidation and dissolution.
- (11) The remaining 20.0% of registered capital is held by Mr. Siripoj Sirintrapun and Miss Suphanee Sirintrapun, our joint venture partners. Mr. Siripoj Sirintrapun and Miss Suphanee Sirintrapun are not related persons under the definition in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions.



Details of the Company's subsidiaries:

Company	Year of Incorporation	Registered Capital	Paid-up Capital	Headquarter	Nature of Business	Shareholding ⁽¹⁾ (%)
Subsidiaries Directly Owned by the Company						
1. Capital Coating Co., Ltd.	2010	300 Million THB	300 Million THB	906 Moo 15, Theparak Road, Bangsaothong, Bangsaothong, Samutprakan 10570 Tel. No. 02-706-1794-7	Manufacture and distribution of decorative paint and coating products and chemicals	100
2. British Paints Co., Ltd.	2005 ⁽²⁾	375 Million THB	375 Million THB	31/2 Moo 3, Debaratana Road, Bangsaothong, Bangsaothong, Samutprakan 10570 Tel. No. 02-335-5555	Distribution of decorative paint and coating products	100
3. Mega paint and Home Co., Ltd.	2011	103.8 Million THB	103.8 Million THB	31/2 Moo 3, Debaratana Road, Bangsaothong, Bangsaothong, Samutprakan 10570 Tel. No. 02-335-5555	Investing in related companies	100
4. TOA Paint (Vietnam) Co., Ltd.	1995	459 Million VND	459 Million VND	8 th Floor, Room 8.5, No. 364 Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh City, Vietnam Tel. No. +848-38131999	Manufacture, import, and distribution of decorative paint and coating products and chemicals	100
5. TOA Paint (Laos) Sole Co., Ltd.	2007	21,989 Million LAK	21,989 Million LAK	Unit 6, Ban Nahai, Hatxaifong District, Vientiane, Laos Tel. No. (856-21) 812 082	Manufacture and distribution of decorative and non-decorative paint and coating products	100
6. TOA Paint Products Sdn. Bhd.	2004	25 Million MYR	25 Million MYR	B3A-30 (Floor 3A), 10 Boulevard, Lebu Raya Sprint, PJU 6A, 47400, Petaling Jaya, Selangor, Malaysia Tel: +603 3134 1629	Manufacture and distribution of decorative paint and coating products and chemicals	100
7. TOA Coating Sdn. Bhd. ⁽³⁾	2547	7.1 Million MYR	7.1 Million MYR	Level 15-2 Bangunan Faber Imperial Court, Jalan Sultan Ismail, Kuala Lumpur, Malaysia Tel. No. +603 7725 2699	Import and distribution of decorative paint and coating products and chemicals	100



	Company	Year of Incorporation	Registered Capital	Paid-up Capital	Headquarter	Nature of Business	Shareholding ⁽¹⁾ (%)
8.	PT TOA Paint Indonesia	2011	226,933 Million IDR	226,933 Million IDR	Jl. TB Simatupang No.Kav. 89G, RT.10/RW.2, Kebagusan, Ps. Minggu, Kota Jakarta Selatan, Daerah Khusus Ibukota, Jakarta, Indonesia Tel. No. +62 21 5050 4360	Import and distribution of decorative and non-decorative paint and coating products	99.95
9.	PT TOA Coating Indonesia	2016	365,681 Million IDR	365,681 Million IDR	Kawasan Industri Millenium Blok F1, Desa Peusar, Kecamatan Panongan, Kabupaten Tangerang, Provinsi Banten, Indonesia Tel. No. +62 21 2902 4458	Manufacture and distribution of decorative and non-decorative paint and coating products	99.49
10.	TOA Paint (Myanmar) Co., Ltd.	2013	1.2 Million USD	1.2 Million USD	Corner of Kyun Taw Street and Hanthawaddy Road, Level 16, Room 1602 – 1603, Times City Office Tower 2 Kamayut Township, Yangon Region, Myanmar 11041 Tel. No. 09 449700110	Manufacture and distribution of decorative and non-decorative paint and coating products	65
11.	TOA Coating (Myanmar) Co., Ltd.	2016	23 Million MMK	23 Million MMK	No. C-21, Thilawa Special Economic Zone, Zone A, Yanggon, Myanmar Tel. No. 09 449700110	Manufacture and distribution of decorative and non-decorative paint and coating products	99.29
12.	TOA Skim Coat (Cambodia) Co., Ltd.	2016	10,000 USD	10,000 USD	No. B36, Street National Road No.3, Phorm Sre Chom Rov, Sangkat Chom Chao, Khan Por Sen Chey, Phnom Penh, Cambodia Tel. No. (855) 23 636 57 58	Manufacture and distribution of skim coat products	65
13.	TOA Paint (Cambodia) Co., Ltd. ⁽⁴⁾	2016	130,000 USD	130,000 USD	No. 12E, Street National No.3, Sangkat Chom Chao, Khan Por Sen Chey, Phnom Penh, Cambodia Tel. No. (855) 23 636 58 59	Manufacture and distribution of decorative and non-decorative paint and coating products	100
14.	TOA Coating (Cambodia) Co., Ltd.	2018	15 Million USD	15 Million USD	PPSEZ (Lot No. P2-087, P2-088, in Bueng Thom 3 village, Sangkat Beung Thom, Khan Por Senchey, Phnom Penh, Cambodia	Manufacture and distribution of decorative and non-decorative paint and coating products	100



Company	Year of Incorporation	Registered Capital	Paid-up Capital	Headquarter	Nature of Business	Shareholding ⁽¹⁾ (%)
15. Incosource Co., Ltd.	2021	300 Million THB	300 Million THB	31/2 Moo 3, Debaratana Road, Bangsaothong, Bangsaothong, Samutprakan 10570 Tel. No. 02-335-5555	Procurement, import, and export of the following product groups: paints and construction chemicals, construction materials, electrical products, ceramics, sanitary ware, plumbing products, and hardware	100
16. Gypmantech Co., Ltd.	2014	515 Million THB	515 Million THB	9/9 At Sathorn Building, 16th Floor, Zone A, South Sathorn Road, Yannawa, Sathorn, Bangkok	Manufacture and distribution of gypsum board	51
17. Fast-Mix Co., Ltd.	2002	47 Million THB	47 Million THB	10 Village No. 1, Thung Luk Nok Subdistrict, Kamphaeng Saen District, Nakhon Pathom	Manufacture and distribution of construction materials	80
Subsidiaries Directly Owned by Mega Paint and Home Co., Ltd.						
18. Phacha Enterprise Co., Ltd.	2010	THB 5 Million	THB 5 Million	99/586 Moo 4, Bang Chalong, Bang Phli, Samut Prakan Tel. No. 02-336-0393	Retail and wholesale distribution of granito tiles, ceramic tiles, sanitary wares, and related products	52
19. Phawatri Intertrade Co., Ltd. ⁽⁵⁾	2014	THB 1 Million	THB 1 Million	99/578 Moo 4, Bang Chalong, Bang Phli, Samut Prakan Tel. No. 02-336-0393	Retail and wholesale distribution and import of tiles	52

Remark: ⁽¹⁾ Shareholding Percentage as of December 31, 2024

⁽²⁾ Year of Acquisition

⁽³⁾ TOA Coating Sdn. Bhd. is currently not in operation, and its business activities have been transferred to TOA Paint Products Sdn. Bhd.

⁽⁴⁾ TOA Paint (Cambodia) Co., Ltd. is in the process of liquidation and dissolution.

⁽⁵⁾ Phawatri Intertrade Co., Ltd. is in the process of liquidation and dissolution.



1.3.2 Shareholders

(1) Major Shareholders

(a) Top 10 Major Shareholders as of March 14, 2025

Shareholders	No. of Shares	Shareholding (%)
1. TOA Group Holding Co., Ltd.	608,400,000	30.0
2. Mr. Vonnarat Tangkaravakoon	182,600,000	9.0
3. Mr. Jatuphat Tangkaravakoon	182,600,000	9.0
4. Mr. Nattavuth Tangkaravakoon	182,600,000	9.0
5. Mrs. Busatree Wanglee	182,600,000	9.0
6. Mr. Prachak Tangkaravakoon	91,300,000	4.5
7. Mrs. Laor Tangkaravakoon	91,300,000	4.5
8. MORGAN STANLEY & CO. INTERNATIONAL PLC	70,594,100	3.5
9. TOA PAINT (THAILAND) PCL	68,789,100	3.4
10. Thai NVDR Company Limited	43,268,676	2.1

Source: Thailand Securities Depository Company Limited

Details of the shareholders of TOA Group Holding Co., Ltd. are as follows:

Shareholders	No. of Shares	Shareholding (%)
1. TOA Glory Co., Ltd.	200,000	40.0
2. Asset Alliance Ventures Co., Ltd.	225,000	45.0
3. Mr. Vonnarat Tangkaravakoon	75,000	15.0
Total	500,000	100.0

(b) Significant influence shareholders as of March 14, 2025, are under discussion due to the restructuring of TOAGH.

Shareholders	No. of Shares	Shareholding (%)
1. TOA Group Holding Co., Ltd.	608,400,000	30.0
2. Mr. Vonnarat Tangkaravakoon	182,600,000	9.0
3. Mr. Jatuphat Tangkaravakoon	182,600,000	9.0
4. Mr. Nattavuth Tangkaravakoon	182,600,000	9.0
5. Mrs. Busatree Wanglee	182,600,000	9.0



Shareholders	No. of Shares	Shareholding (%)
6. Mr. Prachak Tangkaravakoon	91,300,000	4.5
7. Mrs. Laor Tangkaravakoon	91,300,000	4.5

(c) Restrictions on the Transfer of Shares

The Company's common shares are freely transferable, except for transfers that would result in foreign shareholders holding more than 49% or 994,210,000 shares of the total number of issued shares. If a transfer would cause the percentage of foreign shareholding to exceed this limit, the Company has the right to refuse to register such transfer.

1.4 Registered Capital and Paid-up Capital

1.4.1 Registered Capital and Paid-up Capital

The Company is a public listed company on the Stock Exchange of Thailand with a registered capital of 2,029,000,000 Baht, divided into 2,029,000,000 ordinary shares with a par value of 1.0 Baht per share, all of which have been fully paid.

As of December 31, 2024, the Company had 37,220,500 shares repurchased under the 1st and 2nd share repurchase program. Thus, The Company had 1,991,779,500 shares remaining that have voting rights.

The Company does not issue any class of shares other than ordinary shares.

1.5 Issuance of Other Securities

The Company does not issue any other securities.

1.6 Dividend Policy of the Company and Its Subsidiaries

1.6.1 Dividend Payment Policy of the Company

The Board of Directors may declare an annual dividend to shareholders, subject to the approval of the shareholders' meeting. Interim dividends may be approved by the Board of Directors from time to time if it deems the Company to have sufficient profits. The Board of Directors shall report all interim dividend payments to the next shareholders' meeting.

The Company has adopted a dividend policy of paying at least 40% of its annual net profit on the separate financial statements after tax and statutory reserves to its shareholders. However, the Board of Directors may adjust the dividend payout based on factors such as the Company's financial performance, investment plans, debt repayment obligations, and working capital requirements, provided that such payout does not materially affect the Company's ongoing operations.



1.6.2 Dividend Policy of Subsidiaries

The subsidiary's board of directors may declare an annual dividend to its shareholders, subject to the approval of the subsidiary's shareholders' meeting. Interim dividends may be approved by the subsidiary's board of directors if it deems the subsidiary to have sufficient profits. The subsidiary's board of directors shall report all interim dividend payments to the next meeting of the subsidiary's shareholders.

The subsidiary's board of directors shall consider the payment of dividends, considering various factors in the best interests of shareholders, such as the subsidiary's financial performance, funding for future investments, debt repayments, or working capital, and ensuring that such dividend payments do not materially impact the subsidiary's ongoing operations.

The Company paid an interim dividend of THB 0.33 per share from its net profit, based on separate financial statements, for the six-month period ended June 30, 2024, amounting to a total of THB 659.53 million. The dividend was paid on September 13, 2024. The details of the dividend payment are as follows:

At the meeting of the Board of Directors No.2/2025 on February 27, 2025, the Board of Directors considered it appropriate to submit to the shareholders' meeting for consideration and approval of the annual dividend payment from the net profit according to the separate financial statements from the operating results of the 2nd half of 2024 at the rate of THB 0.27 per share, representing a total dividend payment of THB 532.50 million approximately, which will be paid on 23 May 2025

The details of the Company's dividend payment are as follows:

Year	Interim Dividend	The Final Dividend	Total Dividend	Dividend Payout Percentage Based on the Company's Separate Financial Statements after Deducting Legal Reserves
2024	0.33	0.27 ¹	0.60	61.6
2023	0.33	0.35	0.68	61.4
2022	0.25	0.25	0.50	59.1
2021	0.31	0.19	0.50	51.3
2020	0.27	0.26	0.53	50.6

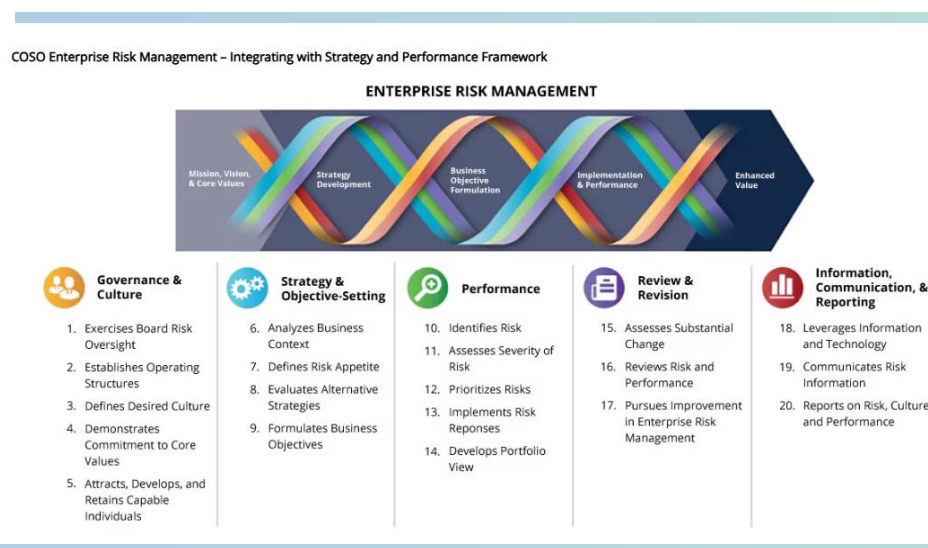
Remark: ¹Annual dividend in 2024 is pending for approval at the Annual General Meeting of Shareholders in 2025.



2. Risk Management

2.1 Policy and Plan of Risk Management

The Company recognizes the significance of risk management in all business operations. We consider risk management an integral component of good corporate governance, as it supports the achievement of business objectives and drives long-term value creation. The company has implemented a comprehensive risk assessment and management framework aligned with the international standards set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO ERM-2017). This ensures that our risk management practices encompass all relevant dimensions and remain adaptable to both internal and external organizational changes.



The Company has fully integrated risk management into all levels of its operations, fostering a robust Governance, Risk, and Compliance (GRC) framework. This integrated approach supports executive decision-making, mitigates risks, and drives enhanced value creation. The risk management program is supported by clear policies, procedures, and regular comprehensive risk assessments. Additionally, TOA conducts monitoring and performance measurement, regularly reports to the risk committee and the audit committee, and reports to the Board of Directors at least once a year in order to ensure transparency through the disclosure of material information to all relevant stakeholders.

The Company integrates risk management practices with Environmental, Social, and Governance (ESG) to prioritize risk management in sustainability matters. This method is consistent with our sustainability objectives and fosters stakeholder confidence. By integrating ESG into risk management, the organization can reduce potential risks and capitalize on opportunities to obtain a competitive advantage in a rapidly changing business environment.

The Company remains dedicated to continuously enhancing its risk management framework, considering both internal and external factors that could influence its operations. A systematic and integrated approach enables TOA to effectively manage risks, achieve operational goals, maintain reliability, and create long-term value. By aligning effective risk management with



organizational goals, TOA can sustain its market leadership and gain international recognition, particularly in sustainability and good corporate governance.

Risk Management Framework

The Company implements an enterprise risk management framework aligned with the international COSO ERM standard (Enterprise Risk Management – Integrated Framework). This integrated approach is incorporated into our corporate governance and strategic initiatives, encompassing all levels of the organization from the board of directors, top executives, to employees in all departments.

The risk management process is designed to identify, analyze, and evaluate risk tolerance, ensuring that risks are managed in accordance with the organization's risk appetite. This approach enhances our ability to achieve business objectives and supports our sustainability and ESG goals.

The Company believes that effective risk management not only mitigates risks but also drives value creation and sustainable growth. A robust risk culture serves as the foundation for establishing a resilient and thriving organization. The framework for risk management includes:

1. Strategy Formulation

The Company has determined clear strategic objectives and levels of risk appetite for risk management to ensure the same goal-oriented and supports long-term sustainable operations. The company is agile and can adapt promptly to changing business environments. Strategic objectives and key performance indicators (KPIs) integrate with risk management to facilitate long-term growth across economic, social, and environmental dimensions. We utilize risk assessment tools like the COSO ERM Framework to define and monitor acceptable risk levels. We align strategy formulation with ESG (Environmental, Social, Governance) objectives.

2. Risk Management Structure and Responsibilities

The Company has implemented a risk management framework that integrates risk-related activities across the entire organization. This includes identifying, assessing, and prioritizing risks, as well as assigning responsibilities for effective risk mitigation. The framework promotes collaboration among departments to foster a positive risk management culture. The Company perceives risk not only as something to manage or control issue, but also as a chance for innovation and value creation. This reflects the organization's commitment to linking risk management with strategic development and sustainability goals. As of December 31, 2024, the Company's risk management structure is shown as below





Risk Management Responsibilities

Board of Directors

The Board of Directors is responsible for monitoring the enterprise-wide risk management.

Audit Committee

The Audit Committee is responsible for considering and verifying the effectiveness of internal controls, monitoring the risk management results, as well as evaluating the risk management outcomes implemented by the Risk Management Committee.

Executive Committee

The Executive Committee is responsible for supporting the Board of Directors in terms of executing risk management and overseeing the risk management system to ensure suitability and effectiveness.

Risk Management Committee

The Risk Management Committee carries out its duties by ensuring the regular identification and assessment of significant risks and specifying effective risk management measures with the following responsibilities:

- Determine the risk management policy, risk-related strategies, and criteria to further propose to the Board of Directors for consideration and approval.
- Review risks and procedures to manage risks according to risk owners' assessments including providing suggestions for improvement.
- Oversee effectiveness through consistent monitoring and reviews of risk management processes.
- Report issues that are identified as high and very high risks to the Chief Executive Officer, Audit Committee, and Board of Directors, respectively.
- Risk management results must be reported to the Audit Committee, and the risk management policy should be reviewed on a regular basis.

For the details of the responsibilities of Risk Management Committee, please see on Company's website:

Please find more details on **"Charter of Risk Management Committee"** on the Company's website on menu "Investor Relation" >> Corporate Governance >> "Committee Charters or [CLICK HERE >>](#)

Risk Management Working Group

The Risk Management Working Group is instrumental in the systematic and effective operation of the organization's risk management system. It is accountable for the execution of risk management plans and activities as designated by the Risk Management Committee. Key responsibilities include the identification of risks that may affect the organization, the development of control measures and guidelines to mitigate risks to an acceptable level, and the assessment of these risks in accordance with the organization's established criteria and standards.



Furthermore, to ensure the appropriateness of risk control measures, the Risk Management Working Group closely monitors and evaluates their effectiveness. It is also responsible for preparing status reports and progress updates on risk management for the Risk Management Committee. Additionally, the Working Group plays an essential role in planning and developing the organization's continuous improvement towards international standards, fostering a risk-aware culture, and providing risk management training to executives and employees at all levels. This approach enables the organization to proactively address challenges in a rapidly changing business environment, focusing on sustainability and comprehensive management across all dimensions. It also integrates risk management with Environmental, Social, and Governance (ESG) goals to support sustainable organizational growth and enhance stakeholder confidence.

Moreover, the Company continuously monitors significant external changes and emerging risks to proactively implement risk mitigation measures to prevent any negative impacts on our operations.

Fostering a Corporate Risk Management Culture

The Company is committed to cultivating a robust risk awareness culture throughout the organization. We prioritize creating perception and awareness of risk through ongoing communication, training, and various activities for directors, executives, and employees both in Thailand and our overseas subsidiaries.

The company encourages independent directors and board members to attend risk management training programs such as the Director Certification Program (DCP) and/or Director Accreditation Program (DAP), which cover risk management and good corporate governance (GRC) topics.

To further integrate risk management into the corporate culture, we have implemented a variety of initiatives, such as:

- Communicating the risk culture through a variety of communication channels, including posters and company TVs, as well as TOA Communication, HR Cloud, social media, and email.
- This year, we launched the second episode of our risk culture promotion video titled **"Disruptive Technology."** This video explores how technological advances are reshaping the business landscape and offers new perspectives on risk management and adaptation in our technology-driven era. The video is designed to be suitable for employees at all levels, from top executives to operational staff, both domestically and internationally. Overall, 99.70% of the organization's employees participated in the related training programs.



An additional accomplishment for enhancing risk management is the development of a **Business Continuity Plan (BCP)** and the implementation of a **Business Continuity Management (BCM)** system. Strong support from top management and collaboration from employees at all levels across the organization have made this possible.

In this year, TOA has focused on enhancing the organization's readiness to ensure business continuity even in the face of crises or emergencies. Through systematic planning and comprehensive management across all dimensions, the company aims to strengthen its stability and sustainability. This proactive approach enables the Company to address unforeseen challenges and changes in today's dynamic business environment.

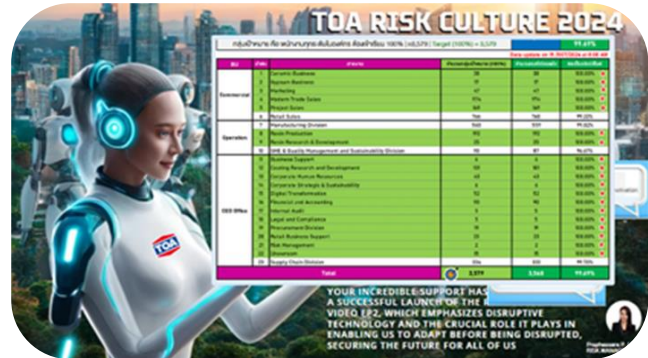
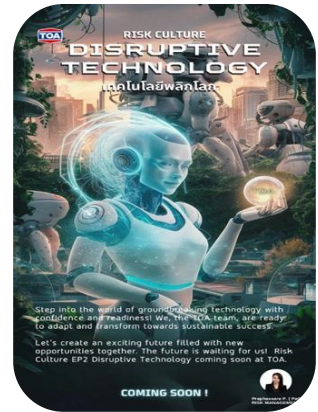
The Company has developed a comprehensive Business Continuity Plan (BCP) encompassing all critical processes across departments, with the aim of mitigating business impacts and facilitating swift recovery. The BCP adheres to global best practices, aligning with international standards like ISO 22301 and guided by expert consultation.

This year, we conducted BCP Workshop Phase II to ensure all departments understood their roles and responsibilities within the plan. We implemented a crisis simulation (Call Tree Simulation) to evaluate the effectiveness of the BCP. We also invited experts to participate as a consultant in the Business Impact Analysis (BIA), which ensured the comprehensive and practical implementation of the BCP.

Digital Support: The Company has developed communication channels and a central data storage system through the TOA Intranet. Centrally approved BCP policies and plans are accessible to relevant parties during emergencies. Additionally, a BCP Working Group has been established to support communication and information access.

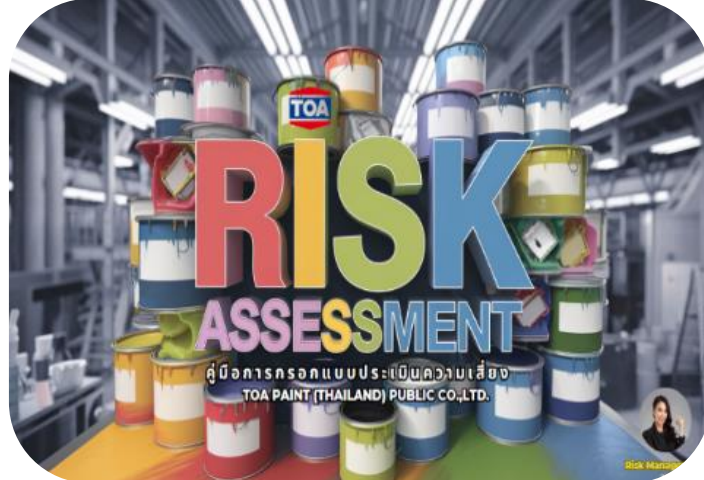
Furthermore, the Company has elevated its risk management practices across international subsidiaries. The Company has extended the BCP framework to subsidiaries in six countries, ensuring standardized risk management processes across all units and fostering a robust and consistent approach to risk management at all operational levels.

One of TOA's key projects is the **'Empowering Risk Management' Project**, designed to create a platform for sharing insights and presenting risk management plans from departments across domestic and international operations. This project promotes active engagement in risk management processes and aligns risk management plans with the organization's overall strategy. Through fostering collaboration and alignment, the project supports the Company's





ongoing transformation and sustainable growth. To enhance accessibility, the Company has provided multiple channels for employees at all levels to access risk management policies and guidelines, including:



- TOA Intranet, HR Cloud, and ongoing internal communications through posters and other media.
- Annual risk management training, risk assessment exercises, and the distribution of an E-book Risk Management Handbook covering all aspects of risk management, including ESG risk management

The Company is committed to integrating risk management into all operational aspects, fostering a risk-aware culture at every level of the organization. This proactive approach ensures that all activities align with strategic objectives, supporting effective decision-making and mitigating potential risks.

These efforts reflect the Company's commitment to cultivating a risk culture as a core element of the organization and moving itself towards becoming a globally sustainable organization.

3. Organizational Risk Management Process

The Company has set the risk management process to ensure the systematic steps and procedures and the entire operations leading to the same direction. The core process of organizational risk management consists of 8 steps as below.

- 1) Internal Environment
- 2) Objective Setting
- 3) Event Identification
- 4) Risk Assessment
- 5) Risk Response
- 6) Control Activities
- 7) Information and Communication
- 8) Monitoring

The risk management process implemented by the Board of Directors requires effective corporate communication concerning the continual risk assessment and control, risk management progress, monitoring the tendency of potential risks, and uncommon situations to make sure that:

- 1) The risk owners regularly and properly monitor, assess, analyze situations, and manage risks under the scope of their responsibilities and design the appropriate risk management plan.



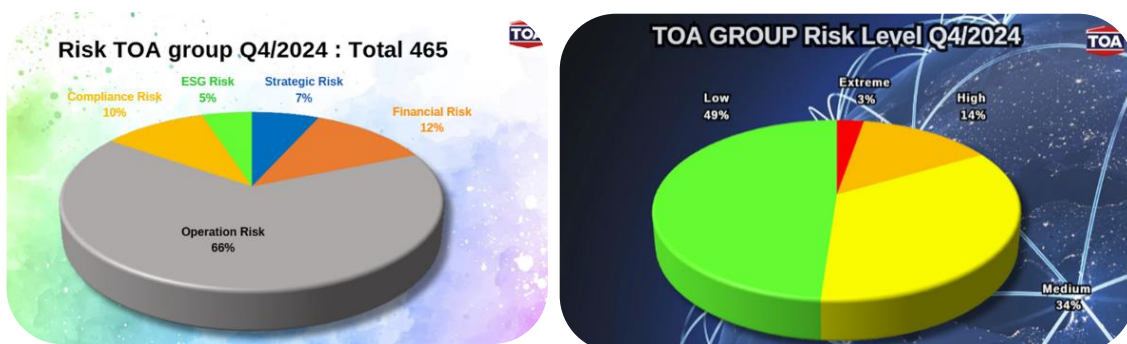
- 2) The management in charge and the Risk Management Committee are reported on the risk management progress and risk tendency. This will be based on the internal control system that is adequate, effective, and suitable for actions taken in order to prevent or mitigate potential risks. The internal control must be regularly improved and modified to remain aligned with changing circumstances and risks.
- 3) The Risk Management Division coordinates with the risk owners and management in charge of risk management to report on the risk status and risk management process in a meeting of the Risk Management Committee for further acknowledgment/ consideration quarterly.
- 4) The Risk Management Committee must analyze/monitor any changes in both internal and external circumstances, including potential emerging risks. This requires reviewing risk management and risk prioritization, and may also be used to review the overall risk management framework.
- 5) The Risk Management Committee is required to regularly summarize the risk management progress in line with the work plan to the Chief Executive Officer, Executive Committee, and the Board of Directors, quarterly and annually, as outlined in the risk management policy.

2.2 Business Risk Factors

In 2024, the Company conducted the key risk assessment covering the Company and all its subsidiaries in Thailand, Cambodia, Laos, Myanmar, Vietnam, Indonesia, and Malaysia. This is to ensure that the business groups are aware of risks and able to continue to migrate risks.

The Company has systematically assessed key risks and significant ones impacting its operations. The organization has established management plans and monitoring procedures to address these risks and support its sustainability and competitive goals.

The Graph of Risk Type and Risk Level (High, Medium, Low)



The risk factors affecting the Company have been prioritized and appropriately managed to enable them to cope with business changes and global challenges. Risk management covers all dimensions and can be divided into the following risk categories:



1) Strategic Risks

Currently, customer needs and expectations are changing. In this regard, the Company needs to identify new strategies responding to the customer preferences and create initiatives to outperform competitors, retain the leading position of paints, and achieve sustainable growth. The Company considered and assessed the strategic risks as follows:

1.1) Risk of Competition in overseas markets, competitors and competitive advantage

The Company faces challenges from competition in foreign markets, particularly in countries where the company has just started operating or is still small compared to major competitors in the industry. Differences in consumer behavior, business culture, and brand loyalty in each country make the implementation of strategies to create a competitive advantage and brand awareness important things that the company focuses on.

The Company's primary focus is on creating innovative products that address specific market needs in each country, executing focused communication strategies that effectively reach target groups, with an emphasis on creating a value proposition that is different and can compete in the long term, including developing a network of partners and an appropriate distribution channels in overseas markets.

Key Risk Indicator

- Market share ratio / market share volatility in foreign market
- Brand Awareness Index, customers reach in digital channels such as the number of followers, likes, retweets, comments, and contents sharing
- Growth rate and proportion of revenue from overseas

Risk Management Approach

- Conduct in-depth market analysis (Market Intelligence) to understand consumer behavior, specific market needs, and industry trends in each country.
- Build and expand brand awareness by integrated marketing strategies, such as digital communication, on-site events, and campaigns that reflect the brand's values.
- Develop new product/innovation plans and find ways to always keep up with consumer demand. Strengthen the TOA brand internationally by focusing on building Brand Visibility, creating visibility and brand recognition in retail stores and modern trade channels, and communicating through Digital & Social Media. Use Social Media Marketing strategies to increase Engagement.
- Consider competitive pricing and promotion strategies, design value-added and differentiated promotions, monitor competitor strategies in real-time, adjust plans in response to market changes, and develop proactive measures to respond quickly to competitor strategies.

1.2) Mega Trends Risks Associated with Adapting to Advanced Technologies and Mega Trends

The rapid pace of technological advancements and disruptive technologies, coupled with growing global environmental awareness, has led to significant shifts in industry paradigms. These changes pose potential risks to TOA's business operations. The Company has developed a business strategy to adapt to evolving economic, social, technological, and consumer trends driven by megatrends, mitigate these risks, and ensure the Company's long-term sustainability.



Key Risk Indicator

- Number of new products related to innovation or technology
- Reduction in carbon dioxide emissions
- Percentage growth rate in revenue from new innovative products

Risk Management Approach

- Environmental Risk Management: Defined carbon neutrality goals, promoting the development of environmentally friendly products, and complying with ESG regulations to build stakeholder trust.
- Adapting to Disruptive Technology: Upgrading factory systems to accommodate industry technological shifts, developing technologies and innovations such as VOC-free (Volatile Organic Compounds) or recyclable products, and expanding product lines to meet consumer demand for sustainability, investing in advanced technologies such as automated production systems, collaborating with partners, and researching modern and environmentally friendly paints to ensure industry sustainability.
- Mega Trends Strategy: Developing products that meet future consumer needs by focusing on developing products using sustainable materials and aligning with the circular economy to create added value and reduce environmental impact, exploring new business segments to expand markets and foster sustainable growth, as well as building strong partnerships with transparent and reliable partners to strengthen the business and expand market networks efficiently.

2) Financial Risks

The Company prioritizes financial risk management, recognizing it as a crucial factor that can significantly affect our operating results and financial stability. The financial challenges that the Company faces include fluctuations in production costs, foreign exchange rate volatility, and trade receivables risks.

The Company has implemented comprehensive and effective financial risk management measures to support achieving our business objectives and ensure long-term sustainability.

2.1) Cost Volatility Risk

The Company and its subsidiaries rely on external suppliers for critical raw materials, exposing us to risks such as price volatility, shortages, and global market fluctuations, including oil price volatility, rapid changes in supply and demand, and evolving environmental regulations that impact our supply chain. To maintain our competitive advantage and ensure business sustainability, the Company and its subsidiaries have implemented effective measures to manage cost volatility risk.

Key Risk Indicator

- Fluctuations of production cost per unit
- Raw material price volatility and percentage change in primary raw material prices
- Diversity of suppliers or raw material sources
- The ability to find substitute raw materials



Risk Management Approach

- **Price Management:** Implement long-term contracts with suppliers to mitigate price volatility and utilize financial instruments such as hedging for highly volatility raw materials.
- **Supplier Diversification:** Secure new suppliers to diversify the supply chain and reduce reliance on a single supplier, considering backup suppliers.
- **Alternative Material Development:** Research and development to identify sustainable, cost-effective alternative materials that can replace primary raw materials. Rigorous testing is conducted to ensure compatibility with existing production processes.
- **Optimization of Local Production Utilization:** Encourage overseas subsidiaries to utilize their local production and reduce import volumes, which can help the Company enhance pricing strategies and improve market competitiveness.
- **Cost Optimization:** Improve production efficiency to reduce material waste, and leverage technologies and processes that reduce costs in the long term.
- **Economies of Scale:** Production planning is optimized to achieve economies of scale, which results in lower production costs and provides an appropriate buffer against price fluctuations.
- **Global Market Monitoring:** The Company closely monitors global commodity prices and economic trends to anticipate market changes and adjust its strategies accordingly.

2.2) Exchange Rate Volatility Risk

The Company engages in international transactions, including the procurement of raw materials and the export of products. This exposes the Company and its subsidiaries to foreign exchange rate volatility risk, which can impact on our financial performance and position, such as increasing import costs or decreasing export revenues in foreign currencies. To mitigate the impact and address to market volatility, the Company has implemented effective foreign exchange risk management measures.

Key Risk Indicator

- Exchange rate gain/loss
- Value of foreign currency transactions

Risk Management Approach

- **Market Monitoring and Analysis:** Regularly monitor and analyze market data regarding key exchange rates, including the economic situation in trading partner countries, to address quickly to changes.
- **Financial Instruments:** The finance department, in collaboration with international teams, uses financial instruments, such as hedging to mitigate the impact of exchange rate volatility.
- **Currency Diversification:** Reduce reliance on a single currency by diversifying transactions into stable and low-risk currencies.
- **Domestic Sourcing of Raw Materials:** Overseas subsidiaries are considering sourcing raw materials domestically to reduce imports and control costs effectively.



2.3) Risk of Encountering Overdue or Default Payments caused by Trade Receivables

Our Company and its subsidiaries approve credit limits and establish credit terms based on a policy that considers the customers' ability to repay. However, during economic downturns and crises, there is a risk that some customers may be unable to meet their payment obligations.

Key Risk Indicator

- Number of customers with overdue payments (increase/decrease)
- Proportion of overdue debt
- Average Days Sales Outstanding (DSO)

Risk Management Approach

- To implement an appropriate credit policy, meticulously assessing each customer's repayment ability and business viability prior to granting credit limits and terms. These credit parameters are subject to regular reviews to ensure ongoing alignment of the Company's policy.
- Supporting customer debt repayment processes to increase payment opportunities by streamlining its documentation process and implementing a variety of digital and online payment options, allowing customers to make payments more conveniently.
- The Company maintains a rigorous debt collection process, closely monitoring accounts for any overdue payments. For customers unable to meet their payment obligations, the Company has established procedures in place to mitigate the impact of risk by taking legal action.
- This initiative aims to streamline communication and simplify procedures to enhance customer payments thereby improving convenience and on-time payment rates. Optimizing accounts receivable management can mitigate credit risks, foster stronger customer relationships, and drive sustainable business growth.

3) Operational Risks

Operational risks may arise from human error, operating processes, systems, and other external factors, which can negatively impact the Company's operations. The Company and its subsidiaries prioritize managing this type of risk by systematically identifying, analyzing, and managing operational risks. This approach aims to minimize potential negative impacts and optimize operational efficiency in line with the organization's sustainable goals. Key operational risks include:

3.1) Risks from Force Major Events, including Natural Disasters, Fires, Wars, Civil Unrest, and Others.

The Company considers the risk of fire, floods, and political unrest in Myanmar to be significant due to the potential threat to the occupational health, safety, and property of its employees and the Company itself. To address this, the Company and its subsidiaries operating in various countries have implemented internationally standardized and concrete risk management guidelines.

This year, the Company is prioritizing the development of a robust Business Continuity Management (BCM) system and a comprehensive Business Continuity Plan (BCP) that adhere to international standards. These initiatives aim to enhance our flexibility and responsiveness to potential disruptions. Furthermore, the Company has established concrete risk management guidelines to mitigate risks arising from force majeure events, minimizing their impact and ensuring the safety



of our employees and assets. This underscores our commitment to sustainable and uninterrupted business operations. The risk management guidelines are as follows:

Key Risk Indicator

- The number and frequency of force majeure events occurred
- The average time to recover and restore business from a disaster

Risk Management Approach

- Collects and analyzes data on incidents such as fires, epidemics, natural disasters, and civil unrest for analysis and improvement of management plans.
- Utilizes robust data backup systems and energy backup systems to ensure business continuity during emergencies.
- Conduct monthly safety inspections and drills to ensure employees understand and are well-prepared to respond to emergencies.
- Develop comprehensive emergency plans for Myanmar operations and closely monitor political developments.
- Adheres to a rigorous preventive maintenance program to ensure that factory machinery and equipment, such as pumps and fire suppression systems, are maintained in optimal condition and prepared for timely response to any event.
- Establish a safety committee of subsidiary companies to regularly review safety measures and promote a culture of safety.
- Business Continuity Planning: The TOA business group has developed and implemented a robust Business Continuity Plan (BCP) aligned with international standards such as ISO 22301. This plan outlines emergency preparation, build business recovery capabilities, and develop a recovery plan covering assets, personnel, and production processes. By continuously improving our BCM system and developing our BCP based on ISO standards, we can increase business recovery capabilities, reduce the impact of force majeure events, and support continuous business operations, while strengthening confidence for stakeholders.

3.2) Personnel Risks to Support the growth of TOA Business Group (Emerging risk)

The Company operates both in Thailand and internationally, actively seeking new investment opportunities and driving business growth through technology and innovation to create a competitive edge in a rapidly evolving market. However, the Company face the challenge of recruiting and developing skilled personnel in a timely manner. Furthermore, the era of Aging Society, and demographic shifts may lead to shortage of personnel in the industry, particularly in key positions, potentially impacting the business in the long-term.

Additionally, the rapid changes of the digital age have forced personnel across all industries, including employees of the Company, to adapt to evolving technological trends to maintain growth and sustainably meet future business needs. To address these challenges, the Company prioritizes the development of personnel skills at all levels, with a focus on digital skills, understanding of digital trends and cybersecurity, and adaptability. This focus supports the efficient operation of businesses that require advanced technology, enhances the ability of personnel to effectively meet market demands, and creates a competitive advantage in a dynamic business environment.



Key Risk Indicator

- Critical skill gap rate
- Specialized talent turnover rate
- Employee satisfaction on training programs
- Time to fill key positions

Risk Management Approach

- Succession planning involves developing backup plans for the Company's key positions and developing employees with potential in key positions in the organization.
- Strategic workforce planning involves assessing future personnel needs and preparing to recruit employees in line the organization's business objectives.
- Process optimization through semi-automation to reduce labor usage in some steps.
- Conduct annual employee satisfaction surveys and engagement assessments, as well as random employee interviews to gather various feedback for further development and improvement.
- Retention management through building strong relationships between the organization and employee with benefits and career development opportunities to retain personnel.
- Proactive upskilling by implementing ongoing training programs to develop digital skills, cybersecurity expertise, and adaptability among the workforces.
- Talent acquisition involves developing and executing proactive talent acquisition strategies and leveraging digital networks and job platforms.

The Company will be able to develop human resources that correspond to business growth, mitigate the risk of key personnel shortages, and establish long-term business sustainability.

4) Compliance Risks related to Laws, Regulations and Other Applicable Rules

Compliance with laws, regulations, and various requirements is a critical factor in ensuring the sustainability of the Company's business operations. However, compliance risks can arise if the Company fails to adhere to legal requirements, environmental standards, or government regulations in its operating countries. Failure to comply with these requirements may have a negative impact on the Company's reputation, business operations, and financial position.

4.1) Compliance Risks concerning the Personal Data Protection Act B.E. 2562

Since the Personal Data Protection Act, B.E. 2562 came into effect on June 1, 2022, the Company has recognized the importance of personal data protection and has taken comprehensive measures to ensure full compliance with the law, including extensive employee training and the implementation of robust data protection procedures. In 2024, the Company updated and improved the systems and processes to align with evolving legal and regulatory requirements, including PDPA operations by communicating with PDPA working team and regularly monitoring by Data Protection Officer (DPO) to enhance confidence in compliance and effective risk management.



Key Risk Indicator

The Number of complaints / lawsuits related to personal data protection

Risk Management Approach

- Provided communication and training for all employees along with training materials and post-test. Moreover, the training course is mandatory with the tracking of the number of employees attending the course and test scores as well as a review of compliance with legal requirements.
- Appointed a Data Protection Officer (DPO) and communicated with heads of department to appoint Data Privacy Champions (DPC).
- Established PDPA policies and guidelines for the Personal Data Protection Act B.E. 2562, including providing training and educational materials to all relevant officers as well as employees to raise awareness of the importance and provide guidelines for work practices.
- Provided training on Record of Processing Activities (ROPA), or the register of processing activities for collecting, using, or disclosing personal data to the Data Privacy Champion of each department.
- Interview and review ROPA and data privacy of each department on a one-on-one basis to prepare personal data, flow diagram, data inventory, and legal evidence, which is subject to the record of processing activities.
- Communicate knowledge about PDPA, personal data, and the responsible of Data Privacy Champion, etc.
- Communicate legal knowledge, such as personal data care and management, the responsibilities of data controllers, etc.

5) IT Security and Cyber Security Risks

At present, cyber threats and technological changes, such as Cybersecurity, and Artificial Intelligence (AI) are significant risks that impact on organizations. These risks include data breaches, theft of critical information, and cyberattacks such as Phishing and Virus Attacks, which can cause damage to the business, data credibility, and information system security.

With the rapid changes in technology, the Company has prioritized the effective management of IT security risks by continuously developing prevention, response, and recovery plans related to cyber threats in line with the organization's Cyber Resilience.

Key Risk Indicator

- The number of incidents related to IT security
- Number of hacks or breaches

Risk Management Approach

- Develop IT security policies and system, and regularly review IT security and cybersecurity policies and manuals to ensure they are up-to-date and serve as guidelines for all levels of employees.
- Install and regularly update security systems such as Anti-Virus, Anti-Spam, Firewall, and Web Application Firewall (WAF).



- Using Multi-Factor Authentication (MFA) in the identity verification process to enhance security in accessing data and systems.
- Communicate and provide training to all employees about cyber threats, such as phishing emails and data deception, to raise awareness and conduct regular phishing tests, etc.
- Regularly conduct IT security training to increase understanding and caution in using the system.
- Monitoring and logging of incidents, such as cyberattacks and phishing emails, for analysis and improvement of security measures.
- Utilize a Monitoring and Alerting System to detect and respond to unusual incidents.
- Incident Management by developing an Incident Response Process to enable rapid response and system recovery
- Conduct regular security assessments and continuously review and improve IT security systems and risk mitigation processes to keep up with evolving technologies and threats.

6) Environmental, Society, and Governance Risks (ESG Risk – Emerging Risk)

The Company is committed to sustainable business operations, prioritizing managing Environmental, Social, and Governance (ESG) risks. These risks have been categorized as the fifth highest in our business group's risk assessment process, aligning with our sustainable business policy and meeting the expectations of both current and future stakeholders.

We are dedicated to maintaining a balance between long-term sustainable development and corporate growth. To minimize our impact on the environment and the community, we have established clear objectives to develop more environmentally friendly products and production methods. For instance, we are optimizing the utilization of energy and natural resources, mitigating pollution generated by production processes, and guaranteeing that our environmental management systems align international standards.

In the social dimension, we focus on human capital development by promoting equal employment opportunities, employee development, and welfare, as well as creating social value through community projects aligned with the sustainable development goals.

Our commitment to transparent business operations and strict adherence to governance principles fosters trust among stakeholders. We have also established a robust and verifiable governance system, including continuous assessment and management of ESG risks. Our organization is dedicated to creating sustainability in all aspects, including environmental, social, and governance, to ensure the business operations generate sustainable value and while creating a positive impact on stakeholders and society as a whole. Related risk issues are as follows:

6.1) Environmental and Climate Change Risks (Emerging Risk)

Climate change has led to a significant increase in the frequency and severity of natural disasters worldwide, including droughts, flash floods, storms, wildfires, and extreme weather events. Such physical risks may disrupt business operations, and the cost of goods produced may increase, such as higher raw material prices, operational expenses, etc., affecting future profit margins and potential revenue.

Key Risk Indicator

- Electricity generation from solar roof in comparison with electricity consumption monthly.
- Number of environmental complaints



- Target efficient water usage in sanitation systems to reduce continuous water consumption.
- Water reduction rate in the production process and sanitation systems from the use of treated wastewater.

Risk Management Approach

- Bring environmentally friendly technology to product development to reduce the use of chemicals. Replace petroleum-based raw materials with plant-based ingredients, aiming to increase the proportion of environmentally friendly products in the entire portfolio to 50% by 2037.
- Implement sustainable water resource management by optimizing water usage throughout all production processes and develop innovative production methods that reduce water consumption, such as advanced wastewater treatment systems for reuse.
- Set a target to become a Net Zero Emission company by 2050, using internationally recognized standards as a benchmark. This commitment reflects a dedication to sustainable development in social and environmental aspects.
- Develop short-term goals, such as reducing greenhouse gas emissions by 20% by 2030 and continuously monitor performance.
- Invest in clean energy by installing solar panels at the Bangna factory rooftop. This investment in energy-saving technology and alternative energy sources aims to reduce greenhouse gas emissions in line with established targets. Expand solar panel installations to subsidiary factories, with the goal of increasing the proportion of renewable energy to 30% of total energy consumption by 2027.
- Establish a committee to conduct a corporate carbon footprint assessment and obtain certification of the organization's carbon footprint (Carbon Footprint for Organization) from the Greenhouse Gas Management (Public Organization) for both the Bangna and Samrong factories.
- Implement a zero-waste-to-landfill program to reduce the amount of waste that ends up in landfills. Encourage employees and partners to participate in waste segregation and recycling to promote a circular economy.
- Climate Change Monitoring: Continuously monitor climate change to forecast risks and report findings to the ESG committee.

6.2) Social and Human Rights Risk (Emerging risk)

The Company places great importance on the protection of fundamental human rights, which is considered the heart of sustainable business operations and being a model organization for human rights. The Company is committed to acting both directly and indirectly to promote and respect human rights at all levels of the business.

The Company conducts its business operations based on the principle of non-discrimination, starting from the recruitment process to fair treatment of employees, with a strong emphasis on equality and workforce diversity. The Company also fosters a corporate culture that supports individual rights and freedoms. Moreover, the Company promotes and supports its value chain partners to respect and protect human rights, such as preventing forced labor and child labor, and adopting business practices aligned with international human rights standards.

In addition, the Company provides various complaint channels to listen to and address human rights concerns fairly. The Company has also established policies to protect and remedy complainants, ensuring the confidence of personnel and stakeholders.



Key Risk Indicator

- The statistics of human rights complaints
- Success in resolving complaints (cases)
- Percentage of diversity of the workforce

Risk Management Approach

- To provide a working environment that focuses on equality, workforce diversity, respect, and recognizes the dignity of all individuals. Any act of bullying, intimidation, harassment will not be tolerated.
- To provide a complaint system to foster understanding and positive relations, ensure fair employment practices, and multiple channels for reporting complaints or misconduct.
- To promote a culture of equality, the Company encourages diversity in hiring, and supports the development of all employees. The Company employs people with disabilities under Section 33 in suitable positions and provides work facilities to create opportunities and support careers for people with disabilities and disadvantaged people to have a better quality of life. The Company also organizes a flea market for caregivers of people with disabilities in the Company's cafeteria area.

6.3) Governance and Anti-corruption Risk

The Company is committed to embrace the Securities and Exchange Commission's Good Corporate Governance principles and Anti-Corruption culture. To foster understanding of these principles among all employees, executives, and board members, the Company aims to enhance transparency, credibility, and its reputation as a socially responsible organization. This commitment is fundamental to the Company's long-term success.

Key Risk Indicator

- Number of significant complaints on corporate governance and corruption
- Number of complaints received by whistleblowing in a year
- Number of training sessions / Number of employees attending the courses
- Anti-Corruption training participation rate (%)

Risk Management Approach

The Company has established a comprehensive Code of Conduct that encompasses policies and procedures for addressing issues such as anti-corruption, prevention of conflict of interest, whistleblowing, non-discrimination, confidentiality, anti-unfair competitiveness, occupational health and safety, and information security, etc. The Company ensures regular communication and training through various channels, including intranet, email, and training sessions, and a variety of educational materials.

- Provide regular training to all employees and team leaders on policies, procedures, and methods for enhancing understanding and compliance with governance and anti-corruption measures. This training will be provided through various channels, including online courses, e-books, and classroom workshops, along with knowledge assessments.
- Executives from various departments conduct risk assessments to identify and evaluate potential organizational threats, such as analyzing activities susceptible to corruption and assessing associated risks.



- Review and assess the organization's risk exposure related to compliance with its code of conduct, core policies, and anti-corruption measures.
- Develop and implement clear policies and procedures on corporate governance and anti-corruption, including effective communication of these policies and best practices to employees, such as those related to anti-corruption and giving/receiving gifts.
- Communicate externally in accordance with best practices and company policies (No Gift Policy Banner).
- Communicate with business partners on the Company's corporate governance, anti-corruption policies, and their corresponding obligations.
- Monitor organizational operations to detect anomalies and develop systems to mitigate future risks, including the establishment of an internal audit system to ensure compliance with relevant policies and regulations.
- Creating a corporate culture that emphasizes transparency and ethical conduct by promoting and understanding the values and ethics in doing business.

Summary and Guidelines for Future Risk Management of TOA Group

The TOA Group recognizes the critical role of risk management in achieving sustainable business operations and long-term value creation. In the past year, the Company has focused on enhancing its enterprise-wide risk culture by implementing a framework for the identification, assessment, planning, and mitigation of risks across all dimensions. This initiative aims to mitigate potential impacts on business operations and strengthen stakeholder confidence.

Looking ahead, TOA is committed to proactively reducing high-risk exposures through strategic initiatives and enhanced risk management practices. This includes ongoing improvements to processes and systems, as well as deeper integration of risk management into the corporate culture.

Future Directions for Sustainable Risk Management

We are dedicated to continuously improving our risk management framework to address current and future business challenges, thereby ensuring the organization's long-term sustainability and stability. The approaches are as follows:

1. Innovation and Technology Development

- **Invest in cutting-edge technologies** such as automation, to improve processes and reduce complexity, and mitigate risks in critical areas like manufacturing, warehousing, and data management.
- **Continuously support research and development (R&D)** to create new products that meet market demands and reduce the impact of competitive risks, while foster innovations that help reduce the use of natural resources and are environmentally friendly.

2. Strengthening cooperation with business partners

- **Foster strong relationships with our suppliers to enhance collaboration, improve supply chain visibility,** and mitigate risks associated with supply chain disruptions such as raw material shortages or price volatility.
- **Promoting ESG practices through training and collaboration with partners** to enhance awareness and understanding of the code of conduct and legal compliance.



3. Ongoing evaluation and enhancement

- **Conduct quarterly risk management reviews and reporting** at all organizational levels. The insights gained from these reviews are used to refine our risk management plans and ensure agility in responding to emerging risks.
- **Empowering Risk Management Project** provides a platform for cross-functional collaboration and knowledge sharing among all departments, enabling us to develop comprehensive risk management strategies, both domestically and internationally. This project offers an important opportunity for departments within the organization to jointly create change and elevate the organization. It will strengthen cooperation and effective communication in risk management, fostering a robust Risk Culture throughout the organization.

The Company is committed to implementing these initiatives to mitigate significant risks, enhance business resilience and sustainability, and build confidence for stakeholder in all aspects. Our focus is on effective, transparent, and responsible risk management that addresses environmental, social, and governance (ESG) considerations to enhance our global competitiveness and sustainable value creation in the long term.



3. Driving Business Value through Sustainability

3.1 Policy, Target, and Performance on sustainability

3.1.1 Sustainability Management Policy

The Company is committed to becoming the number one market leader in the paint, coating, and construction chemical sectors in Southeast Asia, conducting business with responsibility towards society and the environment throughout the business value chain, while adhering to ethical, transparent, and auditable business principles, respecting human rights and the interests of stakeholders, aiming to produce quality and safe products and services for consumers, considering the impact on communities and the environment, complying with laws and regulations, including relevant international guidelines. Therefore, the Company has established a sustainability development policy to demonstrate its commitment to integrating sustainability operations covering 3 dimensions: environmental, social, and corporate governance and economic, into the organization's strategies and business operations, with the following key practices:

- **Environmental Dimension:** Committed to minimizing environmental impact at every stage of operations by emphasizing systematic environmental management, increasing energy efficiency, adapting to climate change, sustainable water resource management, maximizing the use of resources and waste management, air pollution management, conservation of biodiversity and ecosystems, and supporting the development of environmentally friendly buildings.
- **Social Dimension:** conduct our business with a strong sense of social responsibility, mindful of all our stakeholders. The Company also prioritizes respecting human rights and ensuring non-discrimination in all forms, aligning with relevant international principles, guidelines, charters, agreements, and laws as well as fosters a culture of workplace safety and create a secure environment for every employee. The Company invests in employees' potential and career growth, together with committed to strengthening the surrounding communities and societies.
- **Corporate Governance and Economic Dimension:** conducts business with strict adherence to ethical standards and transparency, in accordance with the principles of good corporate governance as well as maintains a firm commitment to anti-bribery and anti-corruption in all forms. The Company actively fosters business innovation, manages its supply chain with a focus on social and environmental responsibility, and prioritizes accountability for the products and services delivered to its client.

Please find more details in “**Sustainability Development Policy**” at Company’s website on menu




Policies >> Sustainability Development Policy or

[CLICK HERE >>](#)



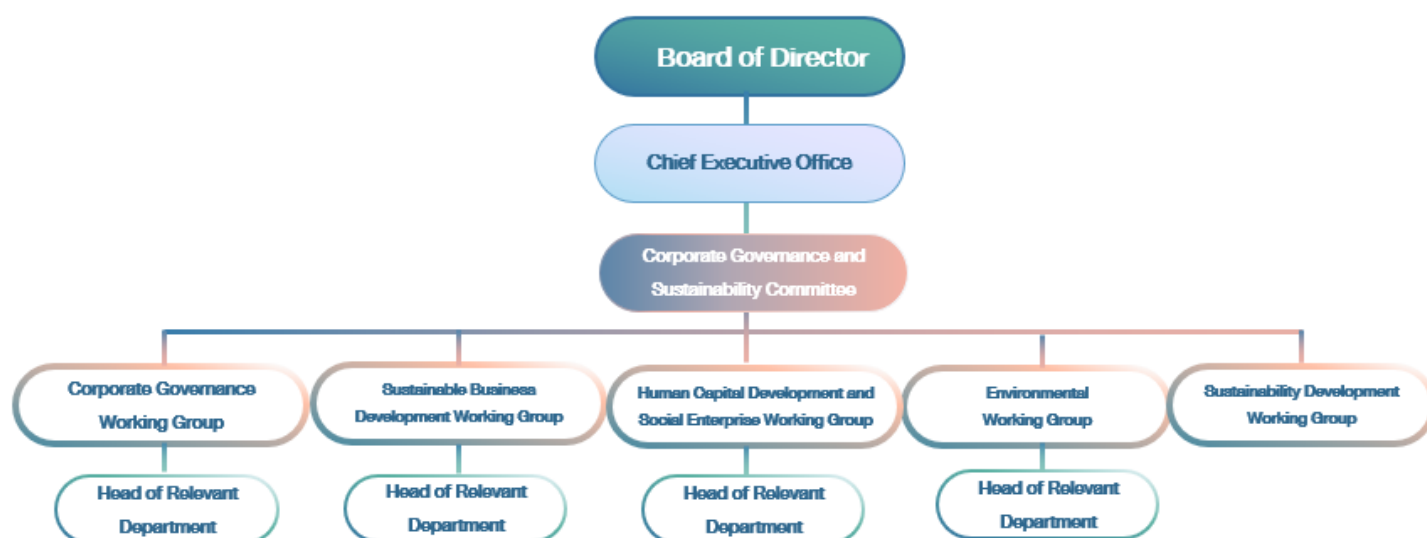
3.1.2 Sustainability Vision

To be the number one market leader in paints, coatings, and construction chemicals in Southeast Asia by offering comprehensive products and services, coupled with building business stability and sustainability, and contributing to a better environment and a livable society." This is underpinned by a sustainability development framework encompassing 3 dimensions which are

 Environmental Dimension becoming an organization that demonstrates environmental responsibility and drives positive	 Social Dimension Being a leading organization that creates sustainable value for society and is the most preferred workplace	 Economic and CG Dimension Excellence in management for maximum customer satisfaction and to good partnership for mutual business growth
<ol style="list-style-type: none">1. Energy Management2. Climate Change Management and Development towards Net Zero3. Water Management4. Waste and Refuse Management5. Innovation and Environmental Promotion for Sustainability6. Environmental Management7. Air Quality Management8. Biodiversity, and Ecosystem Management	<ol style="list-style-type: none">1. Employee Care and Development2. Human Rights Operations3. Occupational Health and Safety4. Development and Building Good Relationships with Communities and Society	<ol style="list-style-type: none">1. Business Operations with Ethical and Legal Compliance2. Product and Service Responsibility (Product Stewardship)3. Distribution Channels and Customer Relationship Management4. Responsible and Mutually Beneficial Supply Chain Management and Supplier Relationship Management

3.1.3 Corporate Governance and Sustainability Committee Structure

The Board of Directors has established the Corporate Governance and Sustainability Committee, which comprises senior executives and business unit leaders, with the Director/Chief Executive Officer serving as the chairman of the committee. Additionally, working groups that help drive operations in each area have collaborated to promote sustainability policies, integrating them into all business activities of the company, as follows:










Please find “[Scope of Duties and Responsibilities of Governance and Sustainability Committee](#)” at Company’s website on menu Committee Charters >> Scope of Duties and Responsibilities of Governance and Sustainability Committee or [CLICK HERE >>](#)



3.1.4 Sustainability Goals and Performance in 2024

KPI		Unit	Goal 2024	Performance 2024	SDGs Goals
<div>  <p>Environmental Dimension</p> <div> <div>  <p>6 จัดการน้ำอย่างยั่งยืนและพร้อมใช้สำหรับทุกคน</p> </div> <div>  <p>12 สร้างรูปแบบการบริโภคและการผลิตที่ยั่งยืน</p> </div> <div>  <p>7 มีพลังงานที่สะอาด ปลอดภัย มีต้นทุนที่สมเหตุสมผล</p> </div> <div>  <p>13 ดำเนินการอย่างเร่งด่วนเพื่อลดผลกระทบจากการเปลี่ยนแปลงสภาพภูมิอากาศ</p> </div> <div>  <p>9 ส่งเสริมอุตสาหกรรมที่มีนวัตกรรมและยั่งยืน</p> </div> <div>  <p>14 อนุรักษ์และใช้ประโยชน์จากทรัพยากรทางทะเลอย่างยั่งยืน</p> </div> <div>  <p>15 ส่งเสริมการอนุรักษ์ระบบนิเวศบนบก</p> </div> </div> </div>	1) Energy Management				7, 13
	<ul style="list-style-type: none"> Decrease in electricity usage from energy conservation measures compared with year 2023. Decrease in electricity use per production unit compared with year 2021. 	%	3	2.23	
		%	15	9.02	
	2) Climate Change Management and Development towards Net Zero				7, 13
	<ul style="list-style-type: none"> Decrease in the amount of refrigerant use (R410A) compared to the year 2021 baseline year. 	%	50	66	
	3) Water Management				6
	<ul style="list-style-type: none"> Utilization of treated wastewater compared to the 2021 baseline year Decrease in water use per production unit from base year 2021 	%	10	14	
		%	10	6.7	
	4) Waste and Refuses Management				12
	<ul style="list-style-type: none"> Reducing Hazardous Waste through the 3Rs Approach Compared to 2023 Reducing of Non-Hazardous Waste (Excluding Municipal Solid Waste) Compared to 2023 	%	5	3.05	
		%	5	5.64	
	5) Innovation and Environmental Promotion for Sustainability				9, 12
	<ul style="list-style-type: none"> Increase in revenue from Green Products in product portfolios per total revenue Proportion of income from innovative products compared to sales of environmentally friendly products 	%	>30	22.7	
		%	≥5	4	
	6) Environmental Management				12, 13, 14, 15
	<ul style="list-style-type: none"> Number of cases or incidents violating laws or impacting the environment Damage costs or fines from violating laws and environmental impact 	Cases	0	0	
		THB	0	0	
	7) Air Quality Management				12
	<ul style="list-style-type: none"> Air quality from ventilation stacks meets legal standards 	%	100	100	
	8) Biodiversity, and Ecosystem Management				14, 15
	<ul style="list-style-type: none"> The Company's operation site have passed preliminary biodiversity risk assessments. 	%	100	100	



KPI		Unit	Goal 2024	Performance 2024	SDGs Goals
 Social Dimension      	1) Employee Care and Development				4, 5, 8, 10
	• Number of significant labor disputes	Cases	0	0	
	• Average training hours of employees (Hour/person/year)	Hour	6	9.62	
	• Employees' engagement towards organization	%	>75	83	
	• Successful rate of employees' development according to annual training plan	%	100	84	
	2) Human Rights Operations				5, 8, 10
	• Number of employees trained on the personal data protection policy	%	95	89	
	• Number of significant complaints against human right	Cases	0	0	
	• Employment rate of handicapped persons according to the law	Person	36	36	
	3) Occupational Health and Safety				3, 8
	• Total Injury Frequency Rate (TIFR)	-	0	1.17	
	• Lost Time Injury Frequency Rate (LTIFR)	-	0	0.23	
	4) Development and Building Good Relationships with Communities and Society				8, 17
	• Number of significant complaints from communities	Cases	0	0	
	• Number of communities participating in skills development and quality of life improvement activities.	Comm -unity	5	5	

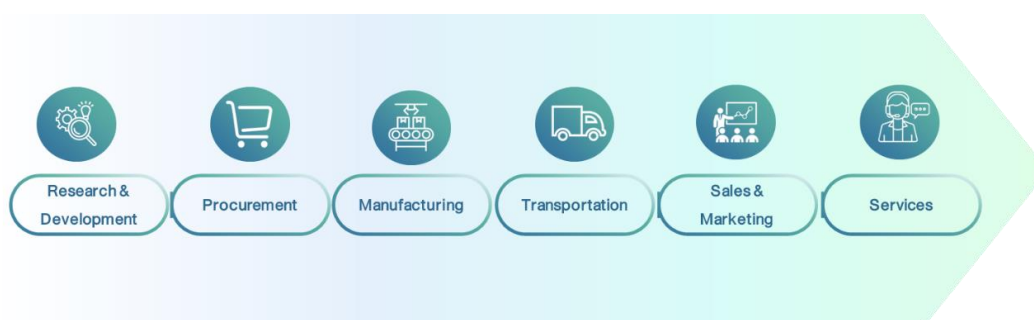
KPI		Unit	Goal 2024	Performance 2024	SDGs Goals
 Economic and Corporate Governance Dimension    	1) Business Operations with Ethical and Legal Compliance				8
	• Number of significant corporate governance complaints	Cases	0	0	
	• Awareness raises among employees on code of conduct via E-learning	%	95	92.16	
	2) Product and Service Responsibility (Product Stewardship)				3, 12, 16
	• Response to customer complaints within 24 hours	%	100	100	
	3) Distribution Channels and Customer Relationship Management				16
	• Average customer satisfaction score	%	>90	80.2	
	4) Responsible & Mutually Beneficial Supply Chain Management & Supplier Relationship Management				12, 16
	• Number of key suppliers (in 2024) who have signed to comply with the Supplier Code of Conduct	%	100	100	



3.2 Management of Potential Impacts on Stakeholders in Value Chain

3.2.1 TOA's Value Chain

The Company pays great attention to managing its value chain pertaining to business operations and processes, which finally leads to achievement. The Company contributes to the value creation of products and services, managing stakeholder expectations, production with focused attention to the impact on communities and environment, marketing, service standards, and responding to diverse needs. In this regard, there must be a management approach to each oriented procedure to ensure well compliance and effectiveness as follows:



Supply Chain	Stakeholders	Activities in Supply Chain
1. Research & Development	<ul style="list-style-type: none"> • Employees • Customers • Partners or Raw material suppliers • NGOs and Government 	<ul style="list-style-type: none"> • Customer needs analysis • Product design • Laboratory and pilot-scale experimentation and testing
2. Procurement	<ul style="list-style-type: none"> • Employees • Partners or Raw material suppliers 	<ul style="list-style-type: none"> • Raw material sourcing • Raw material receipt and quality inspection • Raw material storage for manufacturing
3. Manufacturing	<ul style="list-style-type: none"> • Employees • Customers • Partners or Raw material suppliers • Communities • Financial Institutes, Investors and Shareholders • NGOs and Government 	<ul style="list-style-type: none"> • Product manufacturing • Product quality control
4. Transportation	<ul style="list-style-type: none"> • Employees • Partners or Raw material suppliers 	<ul style="list-style-type: none"> • Logistics and distribution
5. Sales & Marketing	<ul style="list-style-type: none"> • Employees • Customers 	<ul style="list-style-type: none"> • Communicating product-related information to customers
6. Services	<ul style="list-style-type: none"> • Employees • Customers 	<ul style="list-style-type: none"> • Providing guidance and product demonstrations • Handling complaints and providing solutions



3.2.2 Analysis of stakeholders within the business's value chain.

The company prioritizes 'stakeholders' in the value chain by conducting surveys of needs and expectations to analyze both positive and negative impacts and determine appropriate responses through the following processes:



The Company conducts annual reviews of stakeholder needs and expectations and adjusts its response methods as appropriate. In 2024, the Corporate Governance and Sustainability Committee reviewed the stakeholder segmentation into six groups and prioritized them from highest to lowest as follows: 1) Employees, 2) Customers, 3) Suppliers or Raw Material Distributors, 4) Communities, 5) Financial Institutions, Investors, and Shareholders, and 6) Civil Society and Government.

Details regarding communication channels, expectations, and methods of responding to the expectations of each stakeholder group are provided in the company's **2024 Sustainability Report**, which covers performance from January 1 to December 31, 2024.



3.3 Sustainability Management in the Environmental Dimension

3.3.1 Environmental policies and practices

The Company recognizes the importance of economic development in conjunction with environmental stewardship for sustainable development. It focuses on comprehensive environmental management, from legal compliance, adherence to social responsibility standards (Green Industry), and international standards, to fostering an environmental corporate culture among employees at all levels. This is to cultivate awareness and consciousness in environmental care throughout the Company's operations and employees' daily lives. The Company has implemented environmental management according to the following 8 key operational frameworks:

1. Energy Management

The Company continuously implements energy conservation measures every year to maximize energy efficiency within the organization, reduce energy loss, and increase the proportion of renewable energy usage, such as solar power, to decrease reliance on fossil fuel sources.

2. Climate Change Management and Development towards Net Zero

The Company is committed to achieving its goal of becoming a Net Zero Greenhouse Gas Emission organization by 2050. This will be accomplished by reducing greenhouse gas emissions in Scope 1 and 2 through various measures such as energy conservation, increasing the proportion of alternative energy use, employing technology to enhance efficiency and minimize environmental impact, and absorbing greenhouse gases through reforestation and degraded forest restoration projects.

3. Water Management

The Company aims to reduce water usage in its production processes and sanitation systems by implementing technology and improving equipment to enhance water efficiency as well as developing wastewater treatment systems to improve water quality, enabling the reuse of treated water as a substitute for tap water in certain activities.

4. Waste and Refuse Management

The Company manages waste and refuse according to the Waste Management Hierarchy concept, focusing on reducing waste within the organization. This includes planning for efficient resource utilization to minimize production waste and promoting waste sorting knowledge among employees to increase waste utilization and reduce disposal waste.

5. Innovation and Environmental Promotion for Sustainability

The Company prioritizes the creation of innovative products and services that meet user needs and are environmentally friendly throughout the supply chain, to promote positive change for people in society. The Company is committed to delivering environmentally friendly products to homeowners to maximize satisfaction and inspire them to choose other environmentally sound products or services in their daily lives as well.



6. Environmental Management

The Company has announced a policy on Quality, Environment, Occupational Health, and Safety Management Systems, focusing on strict compliance with environmental laws and regulations, along with the application of international standards such as ISO 14001:2015 to minimize environmental impacts. Continuous reviews, monitoring, and evaluations are conducted for development and improvement. Furthermore, the Company aims to promote a Green Culture based on CSR DIW principles to foster employee participation and awareness of environmental responsibility, leading towards becoming a Green Industry

7. Air Quality Management

The Company systematically and efficiently manages air pollution to prevent impacts on the community and environment. Air quality monitoring instruments had been installed within the industrial area and at the stack emission outlets, with measurements taken at least twice a year to ensure that the emitted air quality meets established standards.

8. Biodiversity, and Ecosystem Management

The Company is committed to promoting and preserving biodiversity by assessing and analyzing environmental risks before project commencement and implementing measures to prevent impacts on natural resources in all relevant areas. This includes developing biodiversity conservation projects, promoting sustainable resource use, and engaging in reforestation or green space creation. The company collaborates with government agencies and communities to conserve natural resources in the long term.

3.3.2 Environmental Performance Results

In 2024, the company had no instances or events of legal violations or environmental impacts, and there were no complaints related to environmental law violations. Key environmental performance achievements are as follows

- 1) The Company was able to reduce electricity consumption by 2.23% compared to 2023 through energy conservation measures such as efficiency improvements, machinery replacement, and additional Solar Rooftop installations, and achieved a 9.02% reduction in electricity consumption per unit of production compared to 2021.
- 2) The Company has implemented its greenhouse gas reduction plan by reducing the use of R410A refrigerants in its factories by 66%, exceeding the set target of 50%.
- 3) In 2024, the Company had direct greenhouse gas emissions (Scope 1) of 7,357 tons of carbon dioxide equivalent, indirect greenhouse gas emissions from purchased electricity (Scope 2) of 6,566 tons of carbon dioxide equivalent, and other indirect greenhouse gas emissions (Scope 3) of 234,281 tons of carbon dioxide equivalent, totaling 248,204 tons of carbon dioxide equivalent. For the 2024 greenhouse gas emissions data, verification has been completed by ECEE Co., Ltd., an external assessor. The process of registration with the Thailand Greenhouse Gas Management Organization (TGO) is currently underway.



Greenhouse gas emissions data for the years 2021-2024 are as follows:

Greenhouse gas emissions (TonCO ₂ e)	Unit	2021	2022	2023	2024
Direct Emissions (Scope 1)	TonCO ₂ e	8,627	8,615	7,751	7,357
Indirect Emissions (Scope 2)	TonCO ₂ e	8,662	7,336	7,239	6,566
Indirect Emissions throughout the organization's value chain (Scope 3)	TonCO ₂ e	250,247	261,994	268,035	234,281
Total Emission (Scope 1 and 2)	TonCO ₂ e	17,289	15,951	14,990	13,923
Reduced greenhouse gas emissions (Scope 1 and 2) compared to the 2021 baseline year	%	Base year	7.7%	13.3%	19.5%
Total Emission (Scope 1, 2 and 3)	TonCO₂e	267,536	277,945	282,525	248,204

Remarks: The data for 2021-2024 includes the combined emissions from the Bangna and Samrong factories and uses the assessment method according to the new regulations of the Thailand Greenhouse Gas Management Organization, which requires increased consideration of Scope 3 compared to the previous standards.

The greenhouse gas emissions data for 2023 received Carbon Footprint for Organization (CFO) certification from the Thailand Greenhouse Gas Management Organization (Public Organization) on June 21, 2024, after verification by the Greenhouse Gas Management Certification Unit of the University of Phayao.

- The Company was able to reuse 14% of its treated wastewater within the organization, compared to 2021.
- The Company successfully reduced hazardous waste by 5.64% compared to 2023 through reuse and recycling methods.
- The Company has an innovation value proportion of 4% relative to total sales of green products. While promoting the use of safe and environmentally friendly products in the construction materials market by creating the "TOA Green Certified" symbol to help consumers choose products more conveniently. Details of the products that have received "TOA Green Certified" are available on the Company's website.

For more information, Please [CLICK HERE >>](#)

- The Company prioritizes strict air quality management by conducting regular air quality measurements both within the operational area and at the exhaust stack, ensuring that air emissions comply with legal standards
- The Company conducted biodiversity risk assessments in two key operational areas in Thailand, namely the Bangna and Samrong factories, using the Integrated Biodiversity Assessment Tool (IBAT). The assessment results indicated that the company's operational areas are not located within Key Biodiversity Areas (KBA) or conservation areas designated by the International Union for Conservation of Nature (IUCN)





3.4 Sustainability Management in Social Dimension

3.4.1 Social policies and practices

The Company believes that sustainable business growth must go hand in hand with the development of the country's society and economy. With a commitment to conducting business responsibly and treating all parties fairly, the company emphasizes creating shared value for its personnel, communities, and society. This ensures that the results of its operations not only take the form of business profits but also promote good relationships and positive change in all sectors. The company operates in 4 social areas as follows:

1. Employee Care and Development

The company recognizes the importance of employees as the primary resource that drives organizational success. Therefore, it prioritizes human resource management that covers everything from appropriate employee recruitment and hiring processes, fair labor practices, creating motivation and career growth opportunities, providing appropriate compensation and benefits, enhancing employee engagement and satisfaction, providing training to develop employee potential and skills that are aligned with job positions and organizational direction, and establishing succession plans for key positions.

2. Human Rights Operations

The Company prioritizes respect for human rights by operating in accordance with international guidelines, including the United Nations Universal Declaration of Human Rights (UDHR) and the UN Guiding Principles on Business and Human Rights (UNGPR). This is achieved by treating all employees equally, without discrimination, promoting diversity, accepting differences, supporting the employment of people with disabilities, supporting athletes with disabilities, organizing job fairs for caregivers of people with disabilities, and conducting comprehensive human rights risk assessments to prevent impacts on all stakeholder groups.

3. Occupational Health and Safety

The Company has established a Quality, Environment, Occupational Health, and Safety Management Policy and has implemented an Occupational Health and Safety Management Standard according to ISO 45001:2018 to promote a safe working environment for all employees and contractors working within the factory premises. The key objectives are to prevent and reduce risks from accidents and occupational diseases, focusing on creating a safe working environment free from fatal accidents and illnesses resulting from work and operations.

4. Development and Building Good Relationships with Communities and Society

The Company promotes education, quality of life development, and assistance to those in distress, while supporting community development through vocational skills enhancement, living condition improvements, and environmental improvements to align with community needs, thereby fostering good relationships. The Company communicates and listens to feedback from communities, society, and relevant agencies, including supporting development according to the needs of each sector, while exchanging information, knowledge, and technology to create mutual benefits sustainably.



3.4.2 Social Performance Results

In 2024, the Company had no significant labor disputes or community complaints and had no human rights violations occurred within the organization. Key achievements in social performance are as follows:

- 1) The Company was able to implement its annual training plan for personnel development at a rate of 84%. Employees at the operational, supervisory, and management levels received training in categories essential to the organization, including management and categories directly related to their roles. Overall, the average training hours per person were 9.62 hours. Additionally, the employee engagement survey score for 2024 was 83%. The Company has analyzed employee feedback and is developing improvement guidelines to further enhance employee satisfaction and engagement
- 2) The Company can effectively prevent and control workplace accidents, with a Total Injury Frequency Rate (TIFR) of 1.17 and a Lost Time Injury Frequency Rate (LTIFR) of 0.23 per million working hours.
- 3) In addition, the Company has implemented human rights practices in accordance with international standards, emphasizing the employment and support of persons with disabilities as required by law, promoting freedom of association and collective bargaining for all employees, supporting children's rights according to the Children's Rights and Business Principles, supporting internship programs and job placement for new graduates, as well as promoting measures to support an aging society and advocating for LGBTQ+ rights.
- 4) The Company has supported the development of potential for teachers and students at the vocational certificate and advanced vocational certificate levels in industrial trades, in collaboration with the Office of the Vocational Education Commission through the Teacher and Educational Personnel Development Project. This includes supporting the enhancement of career skills for educationally disadvantaged and underprivileged individuals, in collaboration with Phradabos School through the academic cooperation and teaching materials project, "Professional Painting and Coating Materials Curriculum," to promote personnel with knowledge and expertise in paint work in the construction industry, responding to the country's needs in producing highly skilled labor.
- 5) The Company has also carried out public and charitable projects that help improve the education and quality of life of communities and society, focusing on projects that meet the needs of communities and society. As a result, A total of 5 communities participated in skill development and quality of life improvement activities.



"TOA Stands Together, Fighting the Flood Crisis" On-site relief provided to flood victims in Chiang Rai and Yala provinces



TOA 3x3 Basketball All Thailand 2024



TOA Participates in Volunteer Activities, Painting Khlong Lod at Wat Ratchabophit Temple and Provide Paint for Landscape Improvement Around Bangkok.



TOA Awards Scholarships to Medical and Public Health Students at Mahidol University.



In addition, the Company also promotes and supports employees and various clubs with employee members to carry out CSR projects and activities for the public benefit of communities and society, including environmental care.

3.5 Sustainability management in Economic and Corporate Governance Dimension

3.5.1 Economic and corporate governance policies and practices

The Company believes that conducting business based on good corporate governance and demonstrating responsibility to stakeholders throughout the business value chain, through participation and economic value creation, will help drive the business to operate sustainably. The Company has implemented corporate governance and economic management through a framework of 4 areas as follows:

1. Ethical Business Conduct and Legal Compliance

The Company is committed to conducting business according to the principles of good governance, complying with relevant laws, and anti corruption by providing channels for reporting complaints about inappropriate behavior or corruption, and developing internal audit processes to monitor and report to the Audit Committee and the Board of Directors promptly. In addition, the Company also provides training and tests on understanding business ethics to employees, executives, and directors.

In addition, to ensure business continuity in the current situation of high uncertainty, and to be able to adapt and respond quickly according to the business context, the company has established a risk management process that covers strategic risks, financial risks, operational risks, regulatory compliance risks, environmental, social, and governance (ESG) risks, and emerging risks. It also implements crisis management and prepares a business continuity plan.

2. Product and Service Responsibility (Product Stewardship)

The Company is committed to developing innovative products and services that enhance living, are good for health, and are environmentally friendly. These include product groups such as paints, construction chemicals, and construction materials that meet the needs of every step of construction, as well as outstanding services such as 'TOA ide@Color' a free home and building color design service for customers, and 'WHO Service,' a standardized renovation and repair service with trusted technicians and contractors. Additionally, there are easily accessible distribution channels for consumers, such as 'MEGA PAINT & HOME,' a comprehensive construction materials and service center, and 'FIX and BUILD,' a modern store selling construction materials, machenic tools, electrical supplies, plumbing supplies, hardware, paints, and chemicals.

3. Distribution Channels and Customer Relationship Management

The Company has continuously developed and improved its relationship management models to enhance maximum customer satisfaction. The customer relationship management strategy can be divided according to business models as follows:



- **Business-to-Consumer (B2C)**

The Company provides product information in a format that enhances knowledge and inspires customers through integrated marketing communications and activities. It enhances service with information technology systems through an online product ordering system. It also demonstrates responsibility to customers by receiving complaints or comments about the Company's products and services through the 'Customer Service Hotline' at 02-335-5777.

- **Business-to-Business (B2B)**

The Company presents approaches to elevate retail store management standards to be modern through business models such as 'Mega Paint and Home,' a one-stop service center for construction materials and services from TOA, and 'FIX&BUILD,' a comprehensive construction and handyman store. Furthermore, the Company utilizes knowledge gained from working with customers to develop products and innovations that meet usage needs. It also enhances knowledge and understanding of products and industry trends through various company activities. Additionally, it is committed to providing efficient service and maximizing customer satisfaction for business customers through Service Level Agreements and analyzing customer feedback for improvement and enhanced service efficiency

4. Responsible and Mutually Beneficial Supply Chain Management and Supplier Relationship Management

The Company prioritizes supplier management under good corporate governance and sustainability by procuring from suppliers whose qualifications comply with the Supplier Code of Conduct, which covers product and service standards, as well as social and environmental issues. The Company also continuously evaluates and monitors compliance with the supplier code of conduct.

3.5.2 Economic and Corporate Governance Performance Results

In 2024, the company had no significant corporate governance complaints. Key achievements in corporate governance and economic performance are as follows:

- 1) The Company has conducted employee training on business code of conduct and anti-bribery and anti-corruption through the course 'Compliance & Code of Conduct with 92.16% of employees receiving training and passing the course's post-test. In addition, the Company has strengthened a risk management culture among employees at all levels through the courses 'Risk Culture' and 'Risk Assessment--Disruptive Technology, which was communicated via E-learning video for all employees, both domestically and internationally, With 99.7% of all employees having completed the training and passed the tests.
- 2) The Company can respond to customer complaints within 24 hours.
- 3) The Company has used customer satisfaction assessment results from all 4 channels, namely retail sales, modern trade, project, and general customers, to improve operational efficiency. In 2024, the customer satisfaction survey results from all 4 channels had an average score of 80.2%
- 4) The Company has communicated and had its key suppliers sign the company's Supplier Code of Conduct, representing 100% of all key suppliers.



For details on environmental, social, and corporate governance and economic performance, please refer to the **2024 Sustainability Report** on the company's website

Please find more details on “**Sustainability Report**” at Company’s website on menu

Sustainability Report >> Sustainability Report 2024 or [CLICK HERE >>](#)



4. General Information and Other Related Information

4.1 General Information

Company Profile

Name	TOA Paint (Thailand) Public Company Limited
Stock Symbol	TOA (Listed Company in The Stock Exchange of Thailand)
Registered Number	0107560000133
Type of Business	Manufacture and distribution of decorative, non-decorative paint and coating products for general consumers
Website	http://www.toagroup.com
Established Year	1977
First Trade Date	October 10, 2017
Headquarters:	31/2 Moo 3, Bang Na-Trad Road, Bang Sao Thong Subdistrict, Bang Sao Thong District, Samut Prakarn Province, 10570, Thailand
Registered Capital	THB 2,029 million including issued and paid-up ordinary shares totaling 2,029,000,000 shares
Treasury Stock	37,220,500 shares (as of 2024 December, 31)*
Number of voting shares, net of treasury shares	1,991,779,500 shares*
Par value	Ordinary share: THB 1 per share
Preferred Stock	None
Accounting Period	January 1 – December 31
Contact	Headquarters Telephone: 0-2335-5555 Email: contact@toagroup.com Company Secretary & Investor Relations Telephone: (+662) 335-5555 ext. 5875, 1581, 1520 Email: companysecretary@toagroup.com , ir@toagroup.com

Note: *Please check the number of shares repurchased and the number of voting shares, excluding repurchased shares, for the latest updates on the Stock Exchange of Thailand website, on the TOA securities news page.



4.2 References

Reference Contact Information

Security Registrar	Thailand Securities Depository Company Limited (TSD)
Address	1st Floor, The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400
Telephone	0-2009-9999
Website	http://www.set.or.th/tsd
Auditor	EY Office Company Limited (for accounting period ended December 31, 2024) 1) Mr. Serm Brisuthikun Certified Public Accountant No. 9452 or 2) Miss Krongkaew Limkittikul Certified Public Accountant No. 5874 or 3) Mr. Nattawut Santipet Certified Public Accountant No. 5730
Address	193/136-137 Lake Ratchada Office Complex, 33rd Floor, Ratchadaphisek Road, Klongtoey, Bangkok 10110
Telephone	0-2264-9090
Website	https://www.ey.com/en_th

4.3 Material Agreements

The following details are a summary of certain agreement clauses that are important to the Company or have an impact on the Company. These details are intended to provide a brief overview and should not be considered as a statement of all the terms and conditions of the agreement.

Financial Agreements

The Company and certain of its subsidiaries, including Captain Coating Co., Ltd., British Paints Co., Ltd., Mega Paint and Home Co., Ltd., Phacha Enterprise Co., Ltd., Phawatri Intertrade Co., Ltd., Incosource Co., Ltd., Gypmantech Co., Ltd., Fast-Mix Co., Ltd., and TOA Paint (Vietnam) Co., Ltd., have entered into short-term financial agreements, both secured and unsecured, with various financial institutions to provide working capital for business operations. The Company provides guarantees for certain financial agreements of its subsidiaries in proportion to its



shareholding, and some subsidiaries have provided their own land, buildings, and machinery as collateral for borrowings

The agreements are primarily overdraft facilities, credit lines (such as revolving promissory notes, working capital lines, import and export lines, letters of credit and letters of guarantee) as well as uncommitted credit lines for hedging foreign exchange rates. The agreements are with Thai banks or Thai branches of regional banks, are generally denominated in Thai Baht. Interest rates on these short-term facilities are typically floating, based on the existing market rate plus an applicable margin. As of December 31, 2024, the Company and its subsidiaries had THB 3,970.4 million of bank overdraft and short-term loans from financial institutions, of which THB 107.7 million was outstanding, and the rate of interest on outstanding short-term indebtedness ranged between 4.00% and 4.85%.

In addition, some subsidiaries have outstanding long-term loans from financial institutions totaling 188.6 million Baht of which 81.5 million baht is due within one year. The loan carries at floating rates. These loans were used to finance the construction of factories and distribution centers. Some of the interest will be included in the cost of the assets.

4.4 Legal Disputes

As of 31 December 2024, there was no lawsuit or legal dispute whereby the Company and its subsidiaries are the party including any arbitration which could (1) negatively affect the assets of the Company or a subsidiary at an amount higher than 5.0% of the shareholders' equity, (2) materially affect the business undertaking, financial status, operating results, and business opportunities of the Company or a subsidiary but the assessment whereof cannot be quantified in numbers, and (3) not be caused by normal business undertaking of the Company. However, the Company, from time to time, may be involved with a legal or administrative process of normal trading.

Part 2

Corporate Governance





Part 2 Corporate Governance

5. Corporate Governance Policy

5.1 Overview

The Board of Directors fosters the importance of good corporate governance. Therefore, the Board of Directors has reviewed the application to the principles of Corporate Governance Code for listed companies 2017 by the Securities and Exchange Commission (SEC) or CG Code. The CG Code based on the Stock Exchange of Thailand's Principles of Good Corporate Governance for Listed Companies includes relevant regulatory requirements for revision to cover the guidelines or changes along with current international standards and trends to ensure the management efficiency, honesty, absence of fraud, and corruption, transparency, and auditability in order to build confidence among the Company's shareholders, investors, stakeholders, society, all relevant parties, and enhance the sustainable growth.

Thus, the corporate governance policy determines the principles for the Board of Directors as an organizational leadership to properly comply with the 8 principles which are disclosed in **Section 7 "Corporate Governance Report"**.

5.2 Code of Conduct

Presently, the paint and coating industry faces quite high competition. In order to maintain sustainable leadership in the paint and construction chemicals market, there must be continuous development in every aspect in an effective way, and to be lined up to work towards the same goals. In this regard, the Company puts in a lot of effort to make its directors, management, and employees at all levels comply with and possess desired characteristics with the code of conduct under the corporate governance principles, morality, and business ethics to drive good returns and sustainable growth together with taking responsibility for stakeholders, society, and environment with the following fundamentals:

- 1) Focus on conducting businesses with effectiveness, efficiency, transparency, integrity, responsibility for stakeholders, society, and community as well as generating proper returns to shareholders
- 2) Encourage good citizenship, sense of morality, and strictly comply with laws, regulations, rules, relevant regulatory requirements
- 3) Prioritize continued human resource development by implementing the learning and development organization, awareness of integrity, honesty, determination, and responsibility
- 4) Aim to develop quality products and services with state-of-the-art innovation to meet customer needs and respond to changing society and environment.

Please see the full version of **the Corporate Governance and Code of Conduct Handbook** at the Company's website by clicking on the menu "Investor Relations " >> corporate Governance Policy" or [CLICK HERE>>](#)



5.3 Corporate Governance (CG)-related Outcomes and Development in the previous year

5.3.1 Significant Change and Development in the Previous Year

The Company has adhered to and complied with the good corporate governance in operating business applying to the directors, executives, and employees. Moreover, good corporate governance is regarded as a key factor in enhancing the Company's overall success as the organization's responsibility towards society. Regarding the Board of Directors' Meeting No. 9/2024 on November 14, 2024, the corporate governance and corporate sustainability were reviewed based on the Corporate Governance Code for listed companies 2017 (CG Code) by the Securities and Exchange Commission (SEC) including data requirements in the 56-1 One Report which enhances the ESG-related reporting and disclosing such as policy, goal, and performance, GHG emissions, human rights, etc. This is to determine the practice principles for listed companies' board of directors to apply to ensure long-term performance and returns for sustainable value creation.

CG-related development/improvement in 2024 is summarized as follows:

- **Appointing an Independent Director as an Acting Chairman of the Board of the Board of Director:** The Board of Directors has resolved to appoint Mr. Veerasak Kositpaisal, an independent director, to hold a position as the Acting Chairman of the Board who has the independence to provide opinions and suggestions and is knowledgeable and experienced in the Company's business, international business operations, and other knowledge and experience that are beneficial to the organization. He will be responsible for considering and determining the agenda of the Board of Directors meetings, chairing the meetings, and overseeing the efficient performance of the Board of Directors in accordance with the principles of good corporate governance.
- **Establish the Board of Director's Nomination and Remuneration Policy:** The Board of Directors has approved the Board of Director's Nomination and Remuneration Policy which has been reviewed and proposed by Nomination and Remuneration Committee. This is to create a transparent and fair director recruitment process for all groups of stakeholder, in compliance with relevant laws, and the good corporate governance policies of the Stock Exchange of Thailand. In addition, this is to encourages the composition of the Board of Directors to include individuals with diverse knowledge, abilities, and experience appropriate to the Company's business.
- **Review the Audit Committee Charter** in compliance with best practices for audit committees in preventing and deterring inappropriate conduct by listed companies. This includes enhancing the role of the Audit Committee in reviewing the consistency of information in the financial reports of listed companies with other relevant information regarding the financial position and the operating performance of the Company that has been communicated to investors or any related parties. Such information includes Management Discussion & Analysis (MD&A), annual reports, and company news releases, which are currently being carried out and practiced regularly.
- The Company organized a special lecture by inviting legal counsel from Weerawong, Chinnavat & Partners Ltd. on the topic of **"Training on Rules and Regulations Related to Significant Transactions and Connected Transactions."** The lecture covered content related to the proposed amendments to the rules regarding significant transactions (MT) and the proposed amendments to the rules regarding connected transactions (RPT), amendments to the information disclosure rules, and the addition of mechanisms to protect investors by the Securities and



Exchange Commission (SEC) to promote understanding among directors, executives, and relevant employees regarding the rules that will be revised.

- The management has communicated with relevant internal departments to plan, prepare, inspect, and oversee that internal operating procedures are in line with the assessment criteria of the Thai Private Sector Collective Action Against Corruption (CAC) project, with regular progress reports to the Audit Committee.

5.3.2 Non-implemented Issues and Alternative Practices

The Company has emphasized the significance of good corporate governance as it is beneficial for organizational development. However, **there were some principles that had not been implemented in 2024**, but the Company has defined alternative practices that can fulfill the intended outcomes of the principles as follows:

1. Cumulative Voting for the Election of Directors

According to the Company's Articles of Association no. 16 stating that each shareholder shall elect a company director, which is made by a majority vote as a resolution. In addition, no. 16 (1) specifies that each shareholder shall have a number of votes equal to one share for one vote. Thus, the cumulative voting for the election of directors is not applied at the shareholders' meeting. However, the Company has determined measures to treat the rights and encourage the participation of minority shareholders such as proposing agenda in advance for the shareholders' meeting, nominating a candidate to serve as a director, etc.

2. The Board of Directors establishes the Risk Management Committee and CG Committee & Sustainability (Board Level)

The Board of Directors has appointed the Risk Management Committee which is chaired by Mr. Jatuphat Tangkaravakoon, director / Chief Executive Officer, and Risk Management Working Group consisting of top executives from each department. The committee has duties and responsibilities for determining the risk management policy, monitoring the risk management, and then reporting to the Audit Committee and Board of Directors.

In addition, the Board of Directors has appointed the Governance and Sustainability Committee, which is chaired by a director, Mr. Jatuphat Tangkaravakoon, to coordinate with working groups to advance governance and sustainable development, and report to the Board of Directors.

3. Appointment of a High Percentage of Independent Directors (more than 50%) on the Board of Directors

The Board of Directors consists of 6 directors; 2 executive directors or 33.33 %, and 4 non-executive directors or 66.67%, which consists of 3 independent directors or 50% of the entire board. This is in compliance with the composition of the Board of Directors and independent directors regarding the regulations specified by the Securities and Exchange Commission which states that the Board of Directors must consist of independent directors at least 1/3 of the entire board, but must not less than 3 independent directors.

5.3. Other Compliance

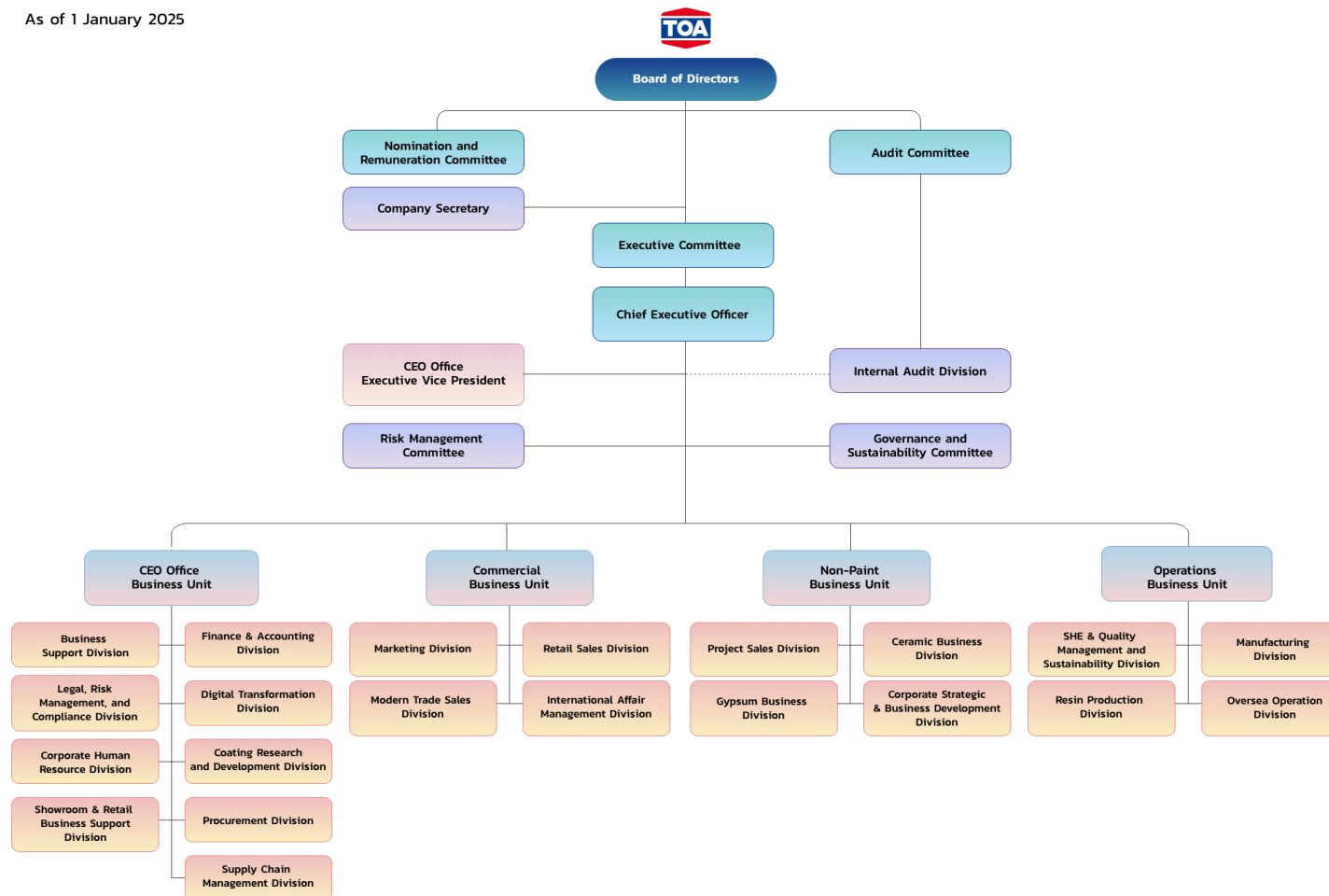
Please refer to the report in **Section 7. "Corporate Governance Report", Heading "7.1 Summary of Board Performance in the previous year"**.



6. Corporate Governance Structure and Significant Information about Board of Directors, Sub-Committees, Management Team, Employees, and Others

6.1 Corporate Governance Structure as of January 1, 2025

As of 1 January 2025





6.2 Board of Directors

6.2.1 Composition of the Board of Directors

- 1) The Board of Directors must comprise at least five (5) directors and not less than half of the total number of directors must be resident in the Kingdom of Thailand including the composition of independent directors must not be less than one-third (1/3) of the entire board but not less than 3 persons.
- 2) The Chairman and Chief Executive Officer are not the same individuals. The separation of their roles and responsibilities is clearly defined.
- 3) In case the Chairman is not an independent director, the Board of Directors shall appoint a designated independent director to participate in setting the board meeting agenda in compliance with good corporate governance. In case approval of an agenda that a non-independent director may lead to the conflict of interests, there must be at least two (2) independent directors to present and vote at the meeting.
- 4) The Board of Directors appoints a company secretary for performing his/her duties including coordination in compliance with the board resolution. Moreover, the company secretary should receive ongoing training and education relevant to laws and accounting for performing his/her duties.
- 5) The board composition must consist of directors with diversified backgrounds: gender, age experience, professional skill, and specific capability to ensure that the Company runs the business to achieve the objectives and creates sustainable growth.

In this regard, The Board of Director's Nomination and Remuneration Policy has identified qualifications, knowledge, ability and diversity of the Company's directors, including 1) knowledge of the Company's business, knowledge of the paint industry and other related industries; 2) business administration/management and strategic planning; 3) internal control/accounting/taxation; 4) finance/investment; 5) technology/ product and manufacturing innovation and ; 6) corporate governance and sustainable development; 7) International Business Operations, including other qualifications that the Nomination and Remuneration Committee deems necessary and in line with the Company's business direction in the next three to five (3-5) years. Thus, there must be a proportion of directors with knowledge of the Company's industry or business of at least three (3) persons, and directors with knowledge of accounting and finance of at least one (1) person, and at least one (1) director with knowledge, ability and specific experience in other areas as specified in each item. The composition of the board of directors must be consist of non-executive director in the proportion of more than 66 percent of the total number of current directors, and at least one-third (1/3) of the total number of directors who are women

Currently, the board of directors has a composition of qualifications, knowledge, ability, and diversity that is **fully aligned** with the established policies and goals, with details shown in the Board Skill Matrix in **Section 7, "Corporate Governance Report" under the topic " Nomination and Appointment of Directors and Top Management"**

As of December 31, 2024, the Company's Board of Directors consists of 6 members which includes 2 executive directors (represents 33.33% of the total board members), 4 non-executive directors (represents 66.67% of the total board members), and 3 independent directors (represents 50% or accounts for 1/2 of the total board members) which is in compliance with the regulations set by the Securities and Exchange Commission of Thailand, that requires at least one-



third of total number of directors, with a minimum of 3, to be independent directors. In additional, the Company's Board of Directors also includes 2 female directors. Details are as follows:

Name	Position	Remarks
1. Mr. Veerasak Kositpaisal*	Acting Chairman of the Board of Directors/ Member of Audit Committee/ Chairman of Nomination & Remuneration Committee/ Independent Director	Non-Executive Director
2. Mr. Jatuphat Tangkaravakoon	Director/ Chairman of Executive Committee/ Member of Nomination and Remuneration Committee/ Chief Executive Office	Executive Director
3. Mr. Nattavuth Tangkaravakoon	Director	Non-Executive Director
4. Mrs. Busatree Wanglee	Director/Executive Director/ Executive Vice President of Office of Chief Executive Director	Executive Director
5. Mrs. Prisana Prahmkhasuk	Chairman of Audit Committee/ Member of Nomination and Remuneration Committee/ Independent Director	Non-Executive Director
6. Mrs. Chanatip Weerasubpong	Member of Audit Committee/ Independent Director	Non-Executive Director

*Remarks: Mr. Prachak Tangkaravakoon and Mrs. Laor Tangkaravakoon resigned from their positions as company directors during the year, effective February 20, 2024.

Mr. Veerasak Kositpaisal was appointed by the board of directors meeting on February 28, 2024 to hold the position of Acting Chairman of the Board of director.

In addition, as of December 31, 2024, the Board of Directors consists of 6 members, representing 3 female directors and 3 male directors. The ratio of female directors to male directors is 3:3 or the female directors represents 50% of all directors.

More details about the qualifications and experiences of 6 directors above are disclosed in Company's website

Please find detail **"Board of Director"** at the Company's website on
"Investor Relations" >> "Corporate Information" >> "Board of Director" or

[CLICK HERE](#)



6.2.2 Authorized Signatory Directors of TOA

The authorized directors who sign on behalf of the Company are Mr. Jatuphat Tangkaravakoon, Mr. Nattavuth Tangkaravakoon, and Mrs. Busatree Wanglee. 2 of them must jointly sign with the Company's seal affixed.

6.2.3 Roles, Duties, and Responsibilities of Directors

The Board of Directors has an important role in monitoring corporate governance for the best interest of the Company. The board composition consists of directors with diverse qualifications, skills, experiences, specific capabilities. The Board of Directors sets a vision and performs its leadership roles and duties with honesty, due care, exercise objective and independent judgment towards the management, take the best interest of the Company into account, respect the fairness and be responsible for the shareholders and all stakeholders. Moreover, the Board of Directors must ensure that the Company operates the business with systematic procedures in compliance with laws and ethics.

The qualifications and duties of the directors shall be in accordance with those specified in the "**Qualifications of Directors**" and "**Scope of Duties and Responsibilities**" sections of the "**Charter of the Board of Directors**".

Please find more information about the "**Charter of the Board of Directors**" at the Company's website on the menu "Investor Relations" >> "Good Corporate Governance" >> " Charter of the Board of Directors"

[CLICK HERE >>](#)

6.3 Sub-Committees

The Board of Directors may establish 3 sub-committees which consist of directors namely, (1) the Audit Committee, (2) the Nomination and Remuneration Committee, (3) the Executive Committee.

In addition, sub-committee consisting of directors and executives has been appointed, including: 1) Corporate Governance and Sustainability Committee and 2) Risk Management Committee in order to focus on a particular task or area which supports the Board of Directors' performance. Such sub-committees have responsibilities for screening and reviewing other particular matters. The Board of Directors considers and appoints the members of sub-committees or determines the scope of duties, authority, and responsibilities including other issues relating to the sub-committees as deemed appropriate by the Board of Directors. On a yearly basis, the Board of Directors considers and reviews the charter of sub-committees.

6.3.1 Audit Committee

The Audit Committee is regarded as an important part of the good corporate governance mechanism in order to support the Board of Directors in overseeing and monitoring the quality and reliability of financial system, audit system, internal control system, as well as the Company's financial reporting procedures.

Composition

The Audit Committee must consist of at least 3 directors and all of them are independent directors who can exercise their independent judgment as well as read and understand the basic financial statements, which is a necessary duty to



perform as a member of the Audit Committee. There must be at least 1 person with knowledge and experience in accounting or financial management as specified in the regulation by the Stock Exchange of Thailand.

In addition, The Audit Committee must be able to directly contact the external auditors, internal audits, and the management of the Company's group. The Audit Committee or the Board of Director shall appoint 1 member of the Audit Committee as the Chairman of the Audit Committee. The members of the Audit Committee are as follows:

Name	Position
1. Mrs. Prisana Praharnkhasuk ¹	Independent Director and Chairman of the Audit Committee
2. Mrs. Chanatip Weerasubpong ¹	Independent Director and Member of the Audit Committee
3. Mr. Veerasak Kositpaisal	Independent Director and Member of the Audit Committee

Remarks: ¹ Members of the Audit Committee who have sufficient knowledge and experience to review the reliability of the Company's financial statements.

The Audit Committee appointed Ms. Arveecha Chanruangvanich, the Company's head of internal audit unit, to hold a position as the secretary of the Audit Committee. She will be responsible for supporting the operations of the Audit

The Board of Directors has stipulated that the Audit Committee's qualifications, term of office, and scope of duties and responsibilities shall be in accordance with the **"Charter of Audit Committee"**

In performing their duties, the Audit Committee is directly responsible to the Board of Directors, while the responsibilities for all activities of the Company towards external parties are still vested in the entire Board of Directors.

Furthermore, the board of directors has the authority to modify, change, define, and set qualifications of the independent directors, roles, duties, and responsibilities as specified in the **"Charter of Audit Committee"** in order to maintain consistency to the regulations of securities and exchange commission, stock exchange of thailand, capital market supervisory board, and/or other related laws.

Please find more information of **"Charter of Audit Committee"** on the Company' website under the menu "Investor Relation" >> "Corporate Governance" >> "Committee Charter" or [CLICK HERE >>](#)

6.3.2 Nomination and Remuneration Committee

Composition

- 1) The Company's Nomination and Remuneration Committee currently consist of at least 3 members, comprising 2 independent directors, representing 66.67% of the number of committee member, which is more than half of the total number of Nomination and Remuneration Committee member, and 1 executive director.
- 2) The Chairman of the Nomination and Remuneration Committee must be an independent director.

The Nomination and Remuneration Committee consists of 3 members as follows:



Name	Position
1. Mr. Veerasak Kositpaisal	Chairman of the Nomination and Remuneration Committee (independent director)
2. Mrs. Prisana Prahmkhasuk	Member of the Nomination and Remuneration Committee (Independent director)
3. Mr. Jatuphat Tangkaravakoon	Member of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has appointed **Mr. Phanuwat Trangkanuwat**, the Head of Corporate Human Resources, to hold a position as the secretary of the Nomination and Remuneration Committee.

Furthermore, the Board of Directors has stipulated that the Nomination and Remuneration Committee's qualifications, term of office, and scope of duties and responsibilities shall be in accordance with the "**Charter of Nomination and Remuneration Committee**".

Please find more information of "**Charter of Nomination and Remuneration Committee**" at the Company's website on the menu "Investor Relation" >> "Corporate Governance" >> "Committee Charter" or

[CLICK HERE >>](#)

6.3.3 Executive Committee

The Executive Committee consisted of 3 members¹ as follows:

Name	Position
1. Mr. Jatuphat Tangkaravakoon	Chairman of the Executive Committee
2. Mrs. Busatree Wanglee	Member of the Executive Committee
3. Acting Sub Lt. Surasak Mandaeng	Member of the Executive Committee

*Remarks: 1) Mr. Prachak Tangkaravakoon and Mrs. Laor Tangkaravakoon resigned from their positions as executive committee member during the year, effective February 20, 2024.

The Board of Directors has stipulated that the Executive Committee's scope of authority, duties, and responsibilities shall be in accordance with the document titled "**Scope of Authority, Duties, and Responsibilities of the Executive Committee**"

Please find more information "**Scope of Authority, Duties, and Responsibilities of the Executive Committee**" at the Company's website on the menu "Investor Relation" >> "Corporate Governance" >> "Committee Charter" or [CLICK HERE >>](#)



6.3.4 Corporate Governance and Sustainability Committee

Corporate Governance and Sustainability Committee drives improvements in corporate governance and sustainability. The Committee is chaired by the director/chief executive officer with the executives from various departments as members of the committee.

6.3.5 Risk Management Committee

Risk Management Committee provides risk management supervision of the organization to achieve business goals as well as build confidence and credibility in the Company's business operations. The Committee is chaired by the director/Chief Executive Officer with the executives from various departments as members of the committee.

Please find more information in **"The Corporate Governance and Sustainability Committee's scope of duties and responsibilities**, and **"the Charter of Risk Management Committee"** on the Company's websites or [CLICK HERE >>](#)

6.4 Management Team

6.4.1 Management Team

As of January 3, 2025, the Management Team, the first 4-ranking executive levels under the definitions stipulated by the Securities and Exchange Commission, consisted of 9 members as follows:

Name	Position
1. Mr. Jatuphat Tangkaravakoon	Chief Executive Officer
2. Mrs. Busatree Wanglee	Executive Vice President, Office of Chief Executive Officer
3. Acting Sub Lt. Surasak Mandaeng	Chief Financial Officer/ Chief Accountant /and (Acting) Vice President of Digital Transformation Division*
4. Mr. Winai Chaiburanont	Senior Vice President of Operations Division
5. Mr. Warathorn Jenjarussakul	Vice President of Marketing Division
6. Mr. Ittipon Temamornsap	Vice President of Project Sales
7. Mr. Kam Pongpoonsuk	Vice President of Supply Chain Management Division
8. Miss Wipada Nakpairat	Vice President of Safety Health and Environment & Quality Management and Sustainability Division
9. Mr. Wanchai Wiriawattana	Vice President of Retail Sales Division

Remarks: *Mr. Chatchawat Rungthong, Vice President of Digital Transformation Division retired from his position on January 3, 2025. In his place, Acting Sub. Lt. Surasak Man Daeng has been appointed as the Acting Director of Digital Transformation.



6.4.2 Remuneration Criteria and Guidelines for the Directors and Management Team

Criteria and guidelines of remuneration for the directors and management are disclosed in this report [Section 7 “Corporate Governance Report”, Heading “Principle 3.4 When proposing director remuneration to the shareholders’ meeting for approval, ...both in the short and long term”](#).

6.4.3 Remuneration for Directors and Management

Monetary Remuneration

(1) Remuneration for the Board of Directors and sub-committees

Regarding the Annual General Meeting of Shareholders 2024 held on April 29, 2024, has passed a resolution of approving the remuneration of directors and sub-committee in terms of monthly remuneration and meeting allowance for the year 2024, which was the same amount approved in 2023, with a two-third (2/3) majority vote of all shareholders present at the meeting. Moreover, the meeting also approved the limit amount of annual bonus for the directors at the rate of 0.40% of the net profit under the separated financial statements for the year ended December 31, 2023, which is scheduled to be paid in 2024. In this regard, the Chairman of the Board and Vice-Chairman received bonus more than other directors by 35% and 25%, respectively (same rate as the previous year). The board of directors will determine the appropriate amount of bonus to be allocated to each director within the approved budget, as they deem appropriate. The bonus will be paid to both current directors and those who resigned during the year, calculated based on the number of days they hold a position as a director. As a result, the board of directors has considered and allocated a total bonus of THB 8.44 million with the following details:

Board/ Committees	Monthly remuneration (Baht/Person)	Meeting allowance (Baht/Time/Person) (only for attendees)	Annual Bonus (Baht/Person)
Board of Directors			
• Chairman	500,000	40,000	1,264,841
• Vice Chairman	150,000	35,000	1,171,149
• Director*	50,000	30,000	936,920
Remarks: * including remuneration of non executive director (NED), Executive Director (ED) and Independent director (ID)			
Sub-committees			
1. Executive Committee			
• Chairman	100,000	40,000	-
• Member	50,000	30,000	-
2. Audit Committee			
• Chairman	-	35,000	-
• Member	-	30,000	-
3. Nomination and Remuneration Committee			
• Chairman	-	35,000	-
• Member	-	30,000	-



(a) Remuneration for the period of January 1 – December 31, 2024

The Company paid the monetary compensation to 9 directors including sub-committee during the period from January 1, 2024 to December 31, 2024, in the total amount of THB 19.07 million. The remuneration consists of fixed compensation, namely the monthly salary based on the position, and variable compensation, namely director's meeting allowances and bonuses, which depend on the Company's operating results. The details are as follows:

(Unit: Baht)

Name/Position	Monthly Salary		Meeting Allowances (paid on a per-meeting basis, only for meetings attendees)				Bonus for year 2023 paid in year 2024	Directors' Total Remuneration
	Board of Directors	Executive Directors	Board of Directors	Executive Directors	Audit Committee	Nomination and Remuneration Committee		
1. Mr. Prachak Tangkaravakoon ¹ (former) Chairman of the Board / Member of Executive Committee	400,000	100,000	40,000	60,000	-	-	1,264,841	1,864,841
2. Mrs. Laor Tangkaravakoon ¹ (former) Vice Chairman / Member of Executive Committee	300,000	100,000	35,000	60,000	-	-	1,171,149	1,666,149
3. Mr. Jatuphat Tangkaravakoon Director / Chairman of Executive Committee / Nomination and Remuneration Committee	600,000	1,200,000	360,000	480,000	-	60,000	936,920	3,636,920
4. Mr. Vonnarat Tangkaravakoon ² Director / Member of Executive Committee	-	-	-	-	-	-	379,902	379,902
5. Mr. Nattavuth Tangkaravakoon Director	600,000	-	270,000	-	-	-	936,920	1,806,920
6. Mrs. Busatree Wanglee Director / Executive Director	600,000	600,000	360,000	360,000	-	-	936,920	2,856,920
7. Mrs. Prisana Prahmkhasuk Director / Independent Director / Chairman of Audit Committee /Member of Nomination and Remuneration Committee	600,000	-	360,000	-	385,000	60,000	936,920	2,341,920



Name/Position	Monthly Salary		Meeting Allowances				Bonus for year 2023 paid in year 2024	Directors' Total Remuneration
			(paid on a per-meeting basis, only for meetings attendees)					
	Board of Directors	Executive Directors	Board of Directors	Executive Directors	Audit Committee	Nomination and Remuneration Committee		
8. Mrs. Chanatip Weerasubpong								
Director / Independent Director / Member of Audit Committee	600,000	–	360,000	–	330,000	–	936,920	2,226,920
9. Mr. Veerasak Kositpaisal ³								
(Acting) Chairman of the Board / Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee	600,000	–	360,000	–	330,000	70,000	936,920	2,296,920
Total	4,300,000	2,000,000	2,145,000	960,000	1,045,000	190,000	8,437,410	19,077,410

Remarks: ¹ Mr. Prachak Tangkaravakoon and Mrs. Laor Tangkaravakoon have resigned from their positions as company directors, including Chairman of the Board and Vice Chairman of the Board, effective February 20, 2024.

² Mr. Vonnarat Tangkaravakoon resigned from the positions of Company Director and Executive Director, effective May 29, 2023. Therefore, he did not receive any compensation in the form of salary and meeting allowance as a director, but he still received a bonus from the operating results in year 2023 in proportion to the period he held the position as a director, which is scheduled to be paid in year 2024.

³ Mr. Veerasak Kositpaisal was appointed by the board meeting on February 28, 2024 to hold the position of Acting Chairman of the Board.



(b) Other Benefits

The Executive Committee shall receive actual medical reimbursement at the total amount not exceeding THB 5 million per year in accordance with the Company's regulations as determined by the Board of Directors together with the consideration by the Nomination and Remuneration Committee. The total reimbursement amount limit is equivalent to the previous year.

(2) Other Actual Expenses Used by the Chairman of the Board

The Chairman of the Board of Directors receives budget of other expenses for administrative activities of the Company, as per the previous year. The amount of other expenses has been approved by the Board of Directors in compliance with the relevant regulations. The expense evidence must be signed by the Chief Financial Officer, who is not the related person to the Chairman of the Board.

(3) Remuneration for the Management

The Company has determined the remuneration policy for the senior managers at the level of the Chief Executive Officer according to the criteria and policy that the Nomination and Remuneration Committee formulated. The Board of Directors will consider and approve the remuneration for the senior managers at the level of the Chief Executive Officer for both short-term and long-term based on responsibilities, performance, operating results of the Company whether such performances achieve in line with the policy and objectives in each year or not. Such performances will also be compared with peer industries. As for the consideration of the long-term remuneration, it will be based on the vision and strategy linked to the clear implementation plan, the ability to develop the organization towards sustainability in accordance with ESG principle, improve the efficiency of operation, and provide solutions to problems in a timely manner. Those factors is determined in the form of Corporate KPIs. Corporate KPIs are developed using a Balanced Scorecard approach, tailored to the company's strategic direction. This is complemented by an assessment of organizational leadership qualities. The Nominating Committee is responsible for evaluating the performance of the Chief Executive Officer and submitting the evaluation results to the board of director for approval.

The Company provided monetary remuneration, including fixed remuneration such as monthly salaries, and variable remuneration such as provident fund and bonuses to the executives as defined by the Securities and Exchange Commission of Thailand (SEC), in the total amount of approximately THB 72.98 million. Details are as follows:

Remuneration of executives under SEC's definition: 12 Persons	Amount paid in year 2024 (THB Million) ¹
Salary & Bonus	71.86
Provident Fund	1.12
Total	72.98

Remarks: ¹ Remuneration for the executives under SEC's definition including those who resigned during the year 2024.



6.5 Employees

6.5.1 General Information

The Company divides its operations into 3 main categories: (1) Operation Business Unit, (2) Commercial Business Unit, and (3) CEO Office.

6.5.2 Employee Remuneration

The Company recognizes the importance of being equipped with the management and employees for the long term to ensure efficiency in competitive markets. The Board of Directors believes that the Company's ongoing success depends on various factors such as the support and dedication of its management-level personnel. The Company has put in place human resource strategies, which include competitive compensation, fit-for-purpose recruitment, and succession planning.

The employee attraction policy is formulated in the form of remuneration and career paths through setting the vision and business direction of the Company and then communicating them to other divisions. The Company has supervised and monitored the implementation to achieve the goals and strategies. In order to ensure the achievement, the indicator such as KPIs based from balanced scorecard, and OKRs which focuses on the project-based and cross-functional project are determined. Such indicator is used for performance measurement particularly, consist of financial performance and non-financial performance such as stakeholder satisfaction, development of the internal process, sustainability development under ESG, people engagement, creativity, challenging the status quo, and so on

The Company has provided both monetary remunerations and other benefits for employee Including directors and executives, who works for the Company and its subsidiaries located both in Thailand and oversea in year 2022, 2023 and 2024, as disclosed in the notes to the Company's financial statements. as detailed below:

As of December 31	Number of Employees ¹ (Persons)	Total Remuneration ² (THB Million)
2022	5,774	2,955.5
2023	6,106	3,111.9
2024	6,244	3,248.1

Remarks: ¹ Total employees refers to permanent and contract employees of the Company and its subsidiaries, both in Thailand and overseas

² Total Remuneration includes salary, bonuses, overtime pay, provident fund contributions, and other employee benefits.

6.5.3 Provident Fund

In 2011, the Company and its subsidiaries jointly established a provident fund with employees in accordance with the Provident Fund Act B.E. 2530 (1987), including any amendments thereto. Employees and the Company, as well as its subsidiaries, contribute to the monthly fund at the rate from 3% to 5% of the employee's basic salary. For the years ended December 31, 2022, 2023, and 2024 the Company and its subsidiaries contributed THB 43.7 million, THB 42.8 million, and



THB 40.9 million respectively. The provident fund is separated from the Company's and its subsidiaries' other assets, and is managed by an authorized fund manager. The employees will receive the provident fund in case of termination of employment upon the fund regulations as following details:

Employment period	Employee contribution rate (% of salary)	Company contribution rate (% of salary)
Less than or equal to 3 years	3-15	3
Greater than 3 years but not greater than 6 years	4-15	4
Greater than 6 years	5-15	5

Remarks: Employees who are members of the provident fund can contribute to the fund at a contribution rate of 3 to 15 percent of their salary, at their discretion. The company will contribute at the rates specified: 3, 4, and a maximum of 5 percent.

In 2024, as of December 31, 2024, the proportion of employees who are participating in the provident fund compared to the total number of employees from the Company and its subsidiaries located in Thailand is as follows:

Company	Number of employees participating in the provident fund (person)	The proportion of employees participating in the provident fund (%)
The Company and its subsidiaries	3,218	60.89

Remarks: Currently, provident funds have been established in the Company's operations in Thailand and Malaysia. However, the figures shown in the table above cover only employees of the Company and its subsidiaries in Thailand, excluding subsidiaries in Malaysia.

6.5.4 Major Labor Dispute in the last 3 years (2022- 2024)

The Company had not been involved with any significant labor dispute that would impact its business, financial position, and operating results. The Company was not aware of any circumstance that would give rise to any labor dispute that may significantly and adversely impact the financial position and business of the Company.

6.5.5 Labor Unions

Some employees of the Company belong to the Colors and Chemicals Labor Union of Thailand. In Thailand, employers with more than 50 employees must arrange for the establishment of a welfare committee at the workplace, comprising at least 5 representatives. Thus, the Company and Captain Coating Co., Ltd. have established a welfare committee at their sites.

In addition, TOA Paint (Vietnam) Co., Ltd. joined a collective membership with the Grassroots Trade Union entering into a collective labor agreement. Such collective labor agreement has been registered with the Binh Duong Industrial Zones Authority (BDIZA).



6.6 Other Significant Information

6.6.1 Responsible Persons for the Company's Corporate Governance

The organizational structure must maintain a balance of internal controls, audits, compliance with relevant laws and regulations, and good corporate governance to ensure checks and balances in all operations and to enable the Company to achieve its objectives. The Board of Directors/Audit Committee has therefore appointed the following persons to be responsible for oversight in various functions:

Name	Position	Appointment Date
1. Acting Sub Lt. Surasak Mandaeng	Chief Financial Officer And Chief Accountant	1 May 2023
2. Miss Srikanlaya Pensri	Company Secretary	Board of Director's resolution no. 6/2018 on July 23, 2017
3. Miss Arveecha Chanruangvanich	Head of Internal Audit Division	Audit Committee's resolution no. 1/2025 on January 13, 2025
4. Miss Nantarak Chouypitak	Senior Manager, Compliance Division	15 January 2020

Responsibilities of Executives in Corporate Governance and Compliance

1. Determine strategies for the Legal Department, corporate governance and compliance operations (such as business plans, budget plans, manpower plans) in accordance with relevant laws and regulations and in line with the direction and strategy of the organization.
2. Set goals and development plans, corporate governance and compliance operations with relevant laws and regulations as well as performance indicators with executives to be in line with the direction of the organization.
3. Prepare criteria for performance evaluation, supervise, follow up and evaluate corporate governance performance in accordance with the specified objectives and performance indicators.

Please find more details about qualifications and experiences of above persons in No.1 and No.2 in **Attachment 1 "Information of Directors, Management Team, Controlling Persons, CFO, Chief Accountant, and Company Secretary"**, and No.3 and No.4 in **Attachment 3 "Information of Head of Internal Audit and Head of Compliance"**.

6.6.2 Head of Investor Relations

Miss Srikanlaya Pensri

Telephone number: 0-2335-5555 ext. 5875, 1520

E-mail: ir@toagroup.com



Please find more details about roles, responsibilities, and also activities conducted by Investor Relations in the previous year in [Section 7 “Corporate Governance Report”, Heading “Principle 7.5 The Board of Directors ensures the establishment of a dedicated Investor Relations function responsible for regular, effective, and fair communication with shareholders and other stakeholders”](#).

6.6.3 Remuneration for Auditors

The detailed audit fees and non-audit fees for the fiscal year ended December 31, 2023 and 2024, are shown as below:

(Unit: THB)

Company	2024	2023
1. EY Office Company Limited		
for the Company and its 3 subsidiaries		
- Audit Fee	4,655,872	4,646,044
- Non-Audit Fee	1,441,417	490,597
2. Other Audit Firms		
- Audit Fee	1,849,810	1,702,985
- Non-Audit Fee	78,404	265,907
Total Audit Fee	6,505,682	6,349,029
Total Non-Audit Fee	1,519,821	756,504

1) Non-Audit Fee

In 2024, the Company and its subsidiaries in Thailand and overseas incurred other service fees, which were approved by the Audit Committee and/or the Board of Directors, and other disbursement of the actual expenses (Non-Audit Fees), as follows

Non-Audit Fee Details	Necessity/Reason
1. The preparation of a Transfer Pricing Analysis Report and the preparation of a Benchmarking Study Report. For TOA Paint (Thailand) PCL. and Captain Coating Co.,Ltd.	To be compliance with the Revenue Department's Director-General's announcements regarding income tax
2. Product disposal observation fees from TOA Paint (Thailand) PCL. and Captain Coating Co., Ltd	To be compliance with applicable laws and accounting standards in a correct and transparent manner, in accordance with the Revenue Department's regulations.
3. BOI Inspection of Gypman Tech Co., Ltd	To be compliance with the terms and conditions of the investment promotion certificate
4. Other expenses charged by the auditors based on disbursement incurred by the Company and some of its subsidiaries, such as travel expenses and document printing cos)	To provide convenience and support for the auditors' operations



2) Tendering Process for The Selection of an Auditing Firm and Determining Audit Fees

The Company has a process for tendering and comparing the fees of auditing firms. Every 3 years, each auditing firm is requested to submit their proposed audit fees. These proposals are then reviewed and approved by the Audit Committee before being presented to the Board of Directors for consideration and subsequent submission to the Annual General Meeting of Shareholders for approval of audit firm nomination and audit fee determination.

In this process, the Audit Committee prioritizes and considers the expertise, experience, credibility, independence, and understanding of the Company's business, as well as quality criteria and the reasonableness of the proposed audit fees.

3) Rotation of Auditors

The Company complies with the Securities and Exchange Commission of Thailand's (SEC) regulations regarding auditor rotation to maintain independence and ensure stakeholder confidence in its financial reports. The independence of the certified public accountant is reviewed in regular basis for every 3 years, and auditor rotation is implemented in accordance with the Notification No. NorPor. 5/2561, "Guidelines on Auditor Rotation in the Capital Market and Exemption on Auditor Rotation in the Capital Market

EY Office and other audit firms, including the auditors themselves, are not directors, employees, staff, or hold any position within the Company, as stipulated in Section 121 of the Public Company Limited Act B.E. 2535. Furthermore, they have no relationship or vested interest with the Company, its subsidiaries, executives, major shareholders, or related parties. The auditors are independent and are approved by the Securities and Exchange Commission of Thailand. Additionally, for non-assurance services provided by the same audit firm, the Board of Directors has delegated authority to the Audit Committee to grant approval prior to engagement. The audit firm has confirmed that these services will not impair their independence as auditors of the Company group.

Furthermore, The Company's directors and executives have not been employees, partners, or otherwise affiliated with EY Office or other audit firms for the past two years.



7. Corporate Governance Report

7.1 Summary of Board Performance in the Previous Year

The Board of Directors fosters the importance of good corporate governance. Therefore, the Board of Directors has reviewed the application to the principles of Corporate Governance Code (CG Code) for listed companies 2017 by the Securities and Exchange Commission (SEC), consisting of 8 principles. The CG Code based on the Stock Exchange of Thailand's Principles of Good Corporate Governance for Listed Companies includes relevant regulatory requirements for revision to cover the guidelines or changes along with current international standards and trends to ensure the management efficiency, honesty, absence of fraud and corruption, transparency, and auditability in order to build confidence among the Company's shareholders, investors, stakeholders, society, all relevant parties, and enhance the sustainable growth. Thus, the Corporate Governance Policy outlines the practices expected of the Board of Directors as the organization's highest leadership body, setting forth the responsibilities of directors, executives, and all employees.

In addition to reporting in line with the CG Code, the Company also discloses other CG-related compliance such as Corporate Governance Report (CGR), ASEAN CG Scorecard, and AGM Checklist, as well as enhancing ESG reporting of listed companies to demonstrate business operations and practices aligned with good corporate governance and awareness of social and environmental impacts,

Corporate Governance Related Assessment Results

Annual General Meeting Quality Assessment (AGM)

Due to the emphasis on organizing the Annual General Meeting of Shareholders, in 2024, Company received a perfect score of 100 points in the shareholder meeting quality assessment from the Thai Investors Association (TIA).

Corporate Governance Report of Thai Listed Companies (CGR)

The Company received 5 stars – excellent level for CGR assessment result with the score of 110 points under the Corporate Governance Report of Thai Listed Companies 2024. This assessment was organized by the Thai Institute of Directors (IOD) with the support of the Stock Exchange of Thailand.

ASEAN Asset Class PLCs Award

In 2021, the Company received the ASEAN Asset Class PLCs award, which is granted to listed companies that achieve a score of 97.50 or higher in the ASEAN CG Scorecard assessment. This assessment is supported by the ASEAN Capital Markets Forum (ACMF) and the Asian Development Bank (ADB). The Company was among 76 Thai listed companies to receive this award, out of a total of 234 companies across ASEAN.



Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

The Board of Directors focuses on and recognizes the importance of the roles and responsibilities of organizational leadership to protect the benefit of the Company's shareholders and stakeholders. In overseeing the Company, the Board of Directors determines business strategy and objectives both in the present and in the long term, defining the auditing process, and monitoring the business operation with transparency in order to create sustainable value.

Principle 1.1 The Board of Directors defines the Company's vision and mission for the directors, management, and employees to recognize the same goals, which have been reviewed on a yearly basis, and also determines the engagement guidelines.

The company's board of directors regularly reviews the company's vision and mission to ensure they align with future business goals and strategies. The board also oversees the implementation of strategies and monitors management's performance through quarterly reports at board meetings.

The Board of Director meeting No. 2/2025 on February 27, 2025 has reviewed the vision, mission, and organizational core values to align with the goals and business strategies of the Company.

Principle 1.2 The Board of Directors exercises its leadership to achieve sustainable value creation, and pursue the following governance outcomes as follows:

1. Competitiveness and performance with a long-term perspective
2. Ethical and responsible business towards shareholders and stakeholders as well as fair customer service
3. Good corporate citizenship for environmental development or minimizing environmental impact
4. Corporate resilience

Principle 1.3 The Board of Directors ensures that all directors and management perform their responsibilities in compliance with the required responsibilities, duty of care, and duty of loyalty and that the Company operates in accordance with applicable laws, Articles of Association, and resolution of shareholders' meeting.

1. Ensure that directors and management perform their duties with responsibility, due care, loyalty, and comply with laws, regulations, and relevant regulatory requirements:

- 1.1 In performing duty of care under the scope of responsibility in the position, knowledge, capability, and experience:

- a decision has been made with honest belief and reasonable ground that it is for the best interest of the Company
- a decision has been made in reliance of information honestly believed to be sufficient
- a decision has been made without one's interest, whether directly or indirectly, in the matter

- 1.2 In performing duty of loyalty, directors, and management shall:

- act in good faith for the best interest of the Company
- act with proper purpose
- not act in significant conflicts with the interest of the Company



2. The Board of Directors is responsible for the implementation of adequate systems and controls to ensure that the Company complies with applicable laws, Articles of Association, resolution of shareholders' meeting, including policies, material approval procedures such as investment, related party transaction, acquisition/disposal of assets, and dividend payment, etc.

Principle 1.4 The Board of Directors demonstrates a thorough understanding of the division of roles and responsibilities. The Board of Directors clearly defines the roles and responsibilities of the Chief Executive Officer and the management and monitors their proper performance of duties.

1. The Board of Directors has established the charters of committees and Chief Executive Officer that clearly set out the roles and responsibilities referring to the duties of directors. The Board of Directors shall at least annually review the charters.
2. The Board of Directors demonstrates a thorough understanding of the division of roles and responsibilities and is responsible and accountable for the overall affairs of the Company, including matters for which the Board of Directors has primary responsibility, matters involving shared responsibility of the Board of Directors and management, and matters that the Board of Directors should delegate or not get involved with. The Board of Directors has assigned by means of providing written directions to management that clearly set out management's responsibilities, including monitor the management's duties and assignment.

Throughout the years, the Board of Directors has had an important duty to provide guidance of the direction for the Company's business operation, has monitored the management's implementation, determined Good Corporate Governance Policy, Code of Conduct, and Anti-Corruption policy, including applicable laws or relevant regulations. The Board of Directors also oversees the corporate operations for the best interest of the Company and its shareholders and ensures that the Company runs its business in line with legal requirements.

2024 Performance Results

The Review of the Charter in Year 2024

Regarding the Board of Director Meeting No. 1/2024 held on January 13, 2025, the Board reviewed the charters of the Board of Directors and its sub-committees, as well as the scope of duties and responsibilities of the Chairman and the Chief Executive Officer. This review was conducted to ensure that these guidelines are aligned with the current situation and comply with the principles of good corporate governance

Statistics on the occurrence of offenses in Year 2024

- The Company **has no record** of any material regulatory violations as defined by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- The Company **has not identified any issues** of suspected fraud, corruption, bribery, or non-compliance with the Code of Business Ethics **that could have a significant impact or influence on business decisions.**
- There were **no cases** of non-executive directors resigning due to corporate governance issues.
- There were **no cases** of negative reputation of the company due to the failure of the board of directors to perform their supervisory duties.



Principle 2 Define Objectives and Goals that Promote Sustainable Value Creation

Principle 2.1 The Board of Directors defines or oversees the objectives and goals that promote sustainable value creation and outcomes towards the Company, customers, stakeholders, and society as a framework for the operation of the Company.

Principle 2.2 The Board of Directors ensures that the Company's objectives, goals, medium-term and/or annual strategies are consistent with the key objectives and goals while utilizing innovation and technology properly and securely.

1. The Board of Directors ensures that the Company's annual strategies and plans, as well as medium-term strategies for 3-5 years, correlate and align with the Company's key objectives and goals while considering the business environment, opportunities, and risk appetite. Moreover, the Board of Directors ensures that such strategies and plans are regularly reviewed and updated as appropriate.
2. The Board of Directors ensures that the Company's strategies and plans take into account all relevant factors, influencing stakeholders and value chain by means of clearly defining stakeholder engagement procedures and channels, identifying stakeholders in both internal and external groups, relating to the business operation, identifying and prioritizing stakeholder concerns and expectations in order to consider and take action on their level of importance and potential impact on the stakeholder engagement in value co-creation.
3. The Board of Directors promotes the innovation and the use of technology to enhance competitiveness and responds to stakeholder concerns and expectations based on the Company's strategies.
4. The Board of Directors defines the Company's financial and non-financial goals that are suitable for the Company's business environment and capability with the risk concerns taken into account, which does not cause the Company to engage in illegal or unethical conduct.
5. The Board of Directors fosters the effective communication of the Company's objectives and goals through strategies and plans throughout the organization.
6. The Board of Directors ensures the proper resource allocation and effective systems and controls, as well as monitoring the implementation of the Company's annual strategies and plans.

2024 Performance Results

In the previous year, the management proposed to the Board of Directors to consider and endorse the review of the vision, mission, strategy, and goals for maintaining leadership in the decorative paint market. Furthermore, the Company has expanded into the business more than decorative paint and coating to strengthen and grow the business in the long run, such as the growth in the group of construction chemicals and construction materials, such as gypsum board, ceramic tiles, and hardware. The Company has placed an emphasis on product innovation that meets customer needs, enhances safety and convenience of living. Furthermore, the product is also environmentally friendly. The Company has also offered services or solutions to provide total customer service by developing online service platform called "WHO SERVICE" and store models called "FIX&BUILD" and "MEGA PAINT&HOME" that can offer total solution, which provide full range of products and services. Furthermore, the Company had been strengthening the efficiency of management within the organization to increase long-term profitability.



In addition, the management reports operating results and progress in various aspects to the Executive Committee and the Board of Directors to acknowledge and provide useful opinions to the management, especially in terms of financial goals and plans to follow the strategy set at least once a quarter.

Principle 3 Strengthen Effective Board of Directors

Principle 3.1 The Board of Directors is responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors, so as to ensure its leadership role in achieving the Company's key objectives and goals.

1. The Board of Directors establishes a board skills matrix to ensure that the Board of Directors consists of directors with appropriate and necessary qualifications, knowledge, skills, experience, characteristic traits, including an appropriate gender and age balance and diversity to achieve the key objectives and goals of the Company and respond to stakeholder expectations.
2. The proper number of directors must comprise at least 5 directors but not more than 12 directors. The majority of the Board of Directors are non-executive directors who exercise objective and independent judgment. Moreover, the number and qualifications of the independent directors are in accordance with the regulations specified by the Securities and Exchange Commission and the Stock Exchange of Thailand. Furthermore, the Board of Directors ensures that the independent directors and the entire board can fulfill their role and responsibilities efficiently and in the best interest of the Company while exercising objective and independent judgment.
3. The Board of Directors explicitly discloses the policies and details relating to the board composition, including directors' information such as shareholding percentage, years of service as directors, and directors' position in other listed companies in the Company's annual report and on its website.

Principle 3.2 The Board of Directors should select an appropriate person as the Chairman and ensure that the board composition serves the best interest of the Company, enabling the Board of Directors to make its decisions as a result of exercising independent judgment on corporate affairs.

1. In case the Chairman is not an independent director, the Board of Directors shall appoint 1 independent director as a lead independent director to participate in setting the board meeting agenda.

The Company has defined the roles and responsibilities of the Lead Independent Director in the document "Scope of Authority, Duties and Responsibilities of the Lead Independent Director," as published on the Company's website.

Please find more information about **"Scope of Authority, Duties and Responsibilities of the Lead Independent Director"** at Company's website on menu **"Investor Relation" >> Corporate Governance**
>> **"Committee Charter"** or [CLICK HERE >>](#)

2. The Board of Directors clearly separates the roles and responsibilities of the positions of the Chairman and Chief Executive Officer.
3. The Board of Directors establishes the policy that the tenure of an independent director should not exceed a cumulative term of 9 years from the first day of service. In the case of appointing such an independent director to continue in the position, the Board of Directors should reasonably consider such a necessity.



4. The Board of Directors appoints the sub-committees to consider specific matters, to screen information, and to recommend action for board approval.
5. The Board of Directors monitors the disclosure of the roles and responsibilities of the Board of Directors and all sub-committees, the number of meetings, the number of directors participating in meetings in the previous year, and the performance of the Board of Directors and all sub-committees.

2024 Performance Results

In 2024, the Board of Directors meeting on February 28, 2024, appointed Mr. Veerasak Kositpaisal, Independent Director, as Acting Chairman of the Board, who possesses the qualifications of an independent director as defined in [the Corporate Governance and Code of Conduct Handbook](#).

Principle 3.3 The Board of Directors should ensure that the policy and procedures for the selection and nomination of directors are clear and transparent, resulting in the desired composition of the Board of Directors.

1. The Board of Directors establishes the Nomination and Remuneration Committee. The majority of its members and the Chairman are independent directors.
2. The Nomination and Remuneration Committee sets the nomination criteria and process. Upon proposal to and approval by the Board of Directors, a candidate's profile is presented to the shareholders' meeting for the election and appointment as a director. In the case of nominating new directors and re-electing existing directors for another term, the performance of those directors must be taken into consideration, and it must be approved by the annual general meeting of shareholders with a majority vote of the shareholders present and casting their vote.
3. In case the Board of Directors appoints any person as a consultant to the Nomination and Remuneration Committee, relevant information about that consultant shall be disclosed in the annual report, including information about independence and conflicts of interest.

Guidelines

The Board of Directors has approved written charters/roles and responsibilities of the Board of Directors, sub-committees, Chairman, and Chief Executive Officer, and reviewed such charter of each committee at least once a year.

Thus, the charter/roles and responsibilities of the Board of Directors, and sub-committees are disclosed in [Section 6 "Corporate Governance Structure, and Significant Information about the Board of Directors, Sub-Committees, Management Team, Employees, and Others"](#).

Nomination and Appointment of Directors and Top Management

(1) Independent Directors

The Company's independent directors are qualified as specified in [the qualifications of independent directors in the Board of Directors Charter](#).

Please find more information about ["Charter of the Board of Directors"](#) at Company's website on menu "Investor Relation" >> "Corporate Governance" >> "Charter of Board of Director" or [CLICK HERE >>](#)



In addition, the Board of Directors also considers the independence of those who will be appointed as independent directors in other dimensions, such as their close relationship with the management or major shareholders, etc.

(2) Nomination and Termination of Directors

1) Nomination

- The Nomination and Remuneration Committee shall consider the nomination criteria with **Board Diversity**. The Company has established **Board Skills Matrix** to be used in consideration of the required director qualifications in line with the Company's business strategies and others necessary to the organization. The committee shall select a qualified person to be proposed to serve as a director in consideration of proper qualifications, skills, and experiences suitable for the benefit of the Company. In this regard, a **professional search firm or a director pool** may be applied to select a qualified person as necessary and appropriate.

Board Skills Matrix

กรรมการ	Knowledge, Skills, and Experiences													
	Paint and Coating Industry	Other Related Industry	Business/Management	Strategic Planning	Internal Control/ Accounting	Taxation	Finance/ Investment	Technology/ Product Innovation/ manufacturing	Corporate Governance	Sustainability Development	International Business Operations	Laws	Risk Management	Information Technology
Mr. Jatuphat Tangkaravakoon	/	/	/	/	/	/	/	/	/	/	/		/	/
Mr. Nattavuth Tangkaravakoon	/	/	/	/				/			/			
Mrs. Busatree Wanglee	/	/	/	/	/	/	/				/			
Mrs. Prisana Praharnkhasuk	/	/	/		/		/		/		/		/	/
Mrs. Chanatip Weerasubpong	/	/	/		/	/						/		
Mr. Veerasak Kositpaisal	/	/	/	/					/	/	/		/	
Total	6	6	6	4	4	3	3	2	3	2	5	1	3	2

- The Company has provided an opportunity for minority shareholders to propose names and submit the profiles of qualified individuals as a candidate of nomination of directors through the Company's website, www.toagroup.com, or via email to the Company Secretary at companysecretary@toagroup.com. The Company has also disclosed the procedures and the form of proposing the qualified candidates for election as directors on the Company's website. The proposed candidates are required to submit a letter of confirmation of their intention to hold a position as a director to the Company within December 31st of each year. The Company Secretary shall compile those information and submit to the Nomination and Remuneration Committee for consideration and selection of qualified candidates.



- The Nomination and Remuneration Committee shall propose the qualified candidate's name and profile together with receiving approval from the Board of Directors in order to propose such agenda in the annual general meeting of shareholders for election and appointment as a director.

Director Nomination Process and Criteria

The Company has a transparent director nomination process and criteria that comply with the Board of Director's Nomination and Remuneration Policy approved by the Board of Directors on January 13, 2024, which covers the following topics:

- Qualifications including considerations of personal character, knowledge, skills, and the board diversity
- Nomination and Selection Process
- Determining the remuneration including Monetary remuneration and other Benefits

Please find more information about **"the Board of Director's Nomination and Remuneration Policy"** at Company's website on menu "Investor Relations" >> "Corporate Governance" >> "Policies" or

[CLICK HERE >>](#)

2) Appointment of Directors

• Election of Directors by Shareholder Resolution

A director shall be appointed in replacement of a director whose office term ended and/or an additional director (new director) shall be appointed in compliance with the following criteria and procedures of the Company's Articles of Association.

- (1) Each shareholder shall have one share for one vote.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors, but the shareholder cannot appropriate his or her votes to any person in any number as the shareholder desires.
- (3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in that meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman of the meeting should have a casting vote.

• Election of Directors to Fill Vacancies Arising from Causes Other Than Expiration of Office Term

The Board of Directors shall on the next board meeting appoint a qualified person, who does not possess prohibited qualities under the laws pertaining to the Public Limited Company Act and the Securities and Exchange Act to be a new director, except if such office term remaining is less than two (2) months. The replacement director shall hold the office only for the remainder of the office term of the director whom he/she replaces. In this regard, the resolution of the Board of Directors must be approved by the votes of not less than three-fourths (3/4) of the remaining directors.



Tenure and Termination of Office

The company's directors shall serve a term of three (3) years each. At every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire from office. If the total number of directors cannot be divided equally into three (3) parts, then the number of directors retiring shall be the number closest to one-third (1/3). The directors retiring by rotation may be re-elected to another term of office.

In addition to retirement by rotation, a director may also vacate their position as specified in Section 72 of the Public Limited Companies Act.

Combining or Separating Positions

The Company determines a policy that separates the roles and responsibilities of the Chairman of the Board of Directors from the Chief Executive Officer, both of them must be knowledgeable, capable, equipped with suitable experiences and qualifications, and they must not be the same person. This is intended to create a clear balance of power and to ensure clear boundaries, duties, and responsibilities in their respective roles.

- 1. Roles, Duties, and Responsibilities of Chairman:** The Chairman of the Board of Directors plays a crucial role in leading the Board towards the organization's goals. Their duties include calling meetings of the Board, setting the meeting agenda, casting the deciding vote at Board meetings, and overseeing the Board's efficient and compliant operation in accordance with regulations and principles of good corporate governance.

Please find **"Scope of Duties and Responsibilities of Chairman"** at Company's website on menu "Investor Relations" >> "Corporate Governance" >> "Committee's Charter" or [CLICK HERE >>](#)

- 2. Roles, Duties, and Responsibilities of Chief Executive Officer:** The Chief Executive Officer (CEO) is the driving force behind the Company's business, working to achieve its goals. Their primary responsibilities include planning, defining the vision and strategy, and managing and overseeing the Company's operations in various areas such as human resources, finance, internal control, and others, in accordance with the policies and business plans approved by the Board of Directors. The CEO also considers and approves routine business transactions and projects within their determined scope of authority. Furthermore, they serve as the Company's representative in public relations, build relationships with stakeholders, and facilitate communication channels for the Board to disclose Company information to shareholders in a standardized and transparent manner.

Please find **"Roles, Duties, and Responsibilities of Chief Executive Officer"** at Company's website on menu "Investor Relations" >> "Corporate Governance" >> "Committee's Charter" or [CLICK HERE >>](#)

Principle 3.4 When proposing director remuneration to the shareholders' meeting for approval, the Board of Directors should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, aligned with their individual and performance and provides incentives for the Board of Directors to lead the Company in meeting its objectives, both in the short and long term.



Guidelines

1. Remuneration for Directors

- 1) The Company defines the remuneration policy for the directors comparable to the industry level, and reflecting the experience, obligations, scope of work, accountability, responsibilities, and contribution of each director. Directors with additional roles and responsibilities, such as membership in a sub-committee, should be entitled to additional remuneration as appropriate. Thus, the Nomination and Remuneration Committee shall consider the remuneration of directors and propose to the Board of Directors for approval annually. The Board then presents it to the general meeting of shareholders for further approval.
- 2) The remuneration of the directors should be consistent with the Company's strategies and long-term objectives, reflecting the experience, obligations, scope of work, and responsibilities. Members of the sub-committees should be entitled to proper additional remuneration according to the Company's performance and comparable to industry practice.
- 3) The Board of Directors shall disclose the directors' remuneration policy and criteria, including the components of their remuneration and the levels of their remuneration received from the Company and its subsidiaries.

2. Remuneration for Management

- 1) The Board of Directors sets the remuneration for the Chief Executive Officer and top management in accordance with established criteria and policies, ensuring it aligns with the best interests of the Company. This remuneration, which includes fixed remuneration such as monthly base salary, and variable remuneration such as performance-based bonuses, other benefits, and long-term incentives, is directly linked to individual performance and takes into account the benefit of shareholders.
- 2) The Nomination and Remuneration Committee assesses the Chief Executive Officer's performance using pre-defined criteria and processes linked to the position. These criteria consider financial performance, achievement of company objectives, alignment with long-term strategies, and management development. The Committee presents its assessment to the Board of Directors for approval. Once approved, the Chairman or the Committee Chair informs the Chief Executive Officer of the results.

Thus, the details of such remuneration in 2024 are disclosed in **Section 6 "Corporate Governance Structure, and Significant Information about Board of Directors, Sub-Committees, Management Team, Employees, and Others", Heading "Remuneration for Directors and Management Team"**.

Principles 3.5 The Board of Directors should ensure that all directors are properly accountable for their duties, responsibilities, and allocate sufficient time to perform their duties and responsibilities effectively.

1. The Board of Directors should ensure that the Company's policies actively prevent and prohibit directors from creating conflicts of interest with the Company, both directly and indirectly in other companies, including by using the Company's information or opportunities for personal gain. In this regard, this must be informed to the shareholders as appropriate.
2. The Board of Directors should encourage each director to attend at least 75 percent of all board meetings during the fiscal year.



Guidelines

The Board of Directors has established guidelines for meetings of the Board of Directors and its sub-committees as follows:

1. Board of Directors

1) Number of Meetings

- According to the Company's Articles of Association, the Board of Directors shall convene meetings at least once every three (3) months at the province where the Company's headquarter is located or nearby province or other location. The Chairman determines the meeting day, time, and venue. Special meetings may be held as necessary. In order to ensure the board meeting is held in a consistent manner with high director attendance, the Company submits directors an annual schedule of board meetings before the end of each year. The board meetings are determined at least 6 meetings a year.
- The Company shall hold a dedicated meeting where the non-executive directors can discuss managerial affairs, as necessary, without the presence of the management. The key point and outcomes of this meeting shall be reported to the Chief Executive Officer.

2) Meeting Agenda

At every meeting, the Company Secretary, in consultation with the Chief Executive Officer, shall submit proposed agenda items to the Chairman of the Board and the appointed Lead Independent Director for their consideration and determination of the meeting agenda in advance. Meeting documents shall be distributed to each director no less than seven (7) days (five (5) business days) prior to the meeting date to allow directors sufficient time to review the agenda items and request additional supporting documents, if necessary. However, in urgent circumstances to protect the rights and interests of the Company, a meeting may be called using other methods, and meeting documents may be distributed to directors less than seven (7) days in advance.

3) Convening a board meeting

The Chairman of the Board shall convene meetings of the Board of Directors. However, if two (2) or more directors request a Board meeting, the Chairman shall determine the meeting date within fourteen (14) days from the date of the request. If the Chairman fails to do so, the directors who made the request may jointly convene the meeting and determine the meeting date to consider the requested matter within fourteen (14) days from the expiration of the initial fourteen (14) days period

In the event that there is no Chairman of the Board for any reason, the Vice Chairman shall convene meetings of the Board of Directors. In the event that there is no Vice Chairman for any reason, two (2) or more directors may jointly convene meetings of the Board.

4) Attendance, Quorum, and Voting

- According to the Company's Articles of Association pertaining to a board meeting either being present in the same place or via electronic meeting, at least half of all directors must be present to constitute a quorum. However, to encourage active participation of directors in considering and voting at the meeting, the Company determines at



least two-thirds of all directors (the numbers of directors who are present and attend the meeting are counted). Directors with a conflict of interest on a specific agenda item cannot vote on that agenda).

- The Chairman presides at the Board of Directors' meeting. In case the Chairman is unavailable at the meeting or cannot perform their duties, the Vice-Chairman shall chair the meeting. If the Vice-Chairman is also unavailable or cannot perform their duties, the present directors at the meeting shall elect one of the directors to be the chairperson of the meeting.
- The decisions at the meeting shall be made by a majority vote of present directors. Any director with a conflict of interest in a specific matter shall not be entitled to vote on such matter. In case of a tie vote on resolutions, the Chair of the meeting shall have a casting vote.
- The Chairman ensures sufficient time for the management to present key topics and for in-depth discussion of specific significant matter. The Chairman encourages all directors to place importance on the issue at the meeting, as well as the corporate governance.
- The Board of Directors should strongly encourage the top management to actively engage in the meeting process. This includes proposing agenda items related to their areas of responsibilities, and attending meetings to present details. This will deepen directors' understanding of key issues while fostering familiarity with management's approach to decision-making and strategy, ultimately benefiting the company's future.
- The Board of Directors has access to all information necessary for their duties provided by the management and company secretary. Additionally, the Board may seek independent professional advice, like legal counsel or industry experts, at the Company's expense when needed to fulfill their responsibilities.

5) Reporting

The company secretary or a person designated by the Board of Directors shall record minutes of the meeting and distribute them to the Board of Directors within 14 days from the meeting date.

2. Audit Committee

1) Number of Meetings

- The Audit Committee must hold at least 4 meetings per year.
- The Chairman of the Audit Committee may call for a special meeting when receiving such request from a member of the Audit Committee, the internal auditor, the auditor, or the Chairman of the Company for investigation of the significant matter.

2) Meeting Agenda

The secretary of the Audit Committee and the Chairman of the Audit Committee collaborate on a meeting agenda and distribute supporting materials to the Audit Committee and other related parties in advance. This allows sufficient time for committee members to review the meeting agenda, requesting additional information or document if necessary. Thus, if such a meeting is held through electronic means, documents related to the meeting may be sent through electronic mail as well.



3) Quorum

- All Audit Committee members should attend all the meetings. There must be at least one-half of the committee members present to constitute a quorum, either in person or electronically. In case the Chairman of the Audit Committee is unavailable or cannot perform their duties, the members present at the meeting shall elect one of the members to be a chairperson of the meeting.
- The Audit Committee may invite directors or management, internal auditors, external auditors, external lawyer, or other relevant professional to attend meetings to provide expert advice, opinions, or answer questions on relevant matters.

4) Voting

- The meeting attendance list must record the names of all attendees. Any Audit Committee member with a vested interest in a specific matter shall be prohibited from attending that portion of the meeting and vote on such matter.
- The resolutions at the meeting shall be made by a majority vote, either in person or electronically. One member shall have one vote. In case of a tie vote on resolutions, the Chairman of the Audit Committee or the Chairman at the meeting shall have a casting vote.
- The secretary to the Audit Committee has no right to vote.

5) Reporting

The secretary to the Audit Committee or a person designated by the Audit Committee shall record minutes of the meeting and distribute them to the committee within 14 days from the meeting date

3. Nomination and Remuneration Committee

1) Number of Meetings

The Nomination and Remuneration Committee must hold at least 2 meetings per year.

2) Quorum

In the Nomination and Remuneration Committee's meeting, either in person or electronically, there must be at least one-half of all committee members present to constitute a quorum. In case the Chairman of the Nomination and Remuneration Committee is unavailable or cannot perform their duties, the members present at the meeting shall elect one of the members to be a chairperson of the meeting.

3) Voting

Either in person or electronically, a member of the Nomination and Remuneration Committee shall have one vote, and the resolutions at the meeting shall be made by a majority vote. Any member of the Nomination and Remuneration Committee with a vested interest in a matter shall be prohibited to vote on such matter. In case of a tie vote on resolutions, the Chairman of the Nomination and Remuneration Committee or the Chairman at the meeting shall have a casting vote.



4. Executive Committee

1) Number of Meetings

The Company holds regular meetings of the Executive Committee at least 4 times per year, on a quarterly basis, with schedules determined and communicated in advance. Thus, the Board of Directors emphasizes that effective contribution to the Company goes beyond meeting attendance, and encourages active collaboration on ideas, sharing of expertise and connections, and relationship to generate increased benefits for the Company's business.

2) Quorum

In the Executive Committee's meeting, there must be at least one-half of all committee members present to constitute a quorum, either in person or electronically. In case the Chairman of the Executive Committee is unavailable or cannot perform their duties, the members present at the meeting shall elect one of the members to be a chairperson of the meeting.

3) Voting

Either in person or electronically, each member of the Executive Committee shall have one vote, and the resolutions at the meeting shall be made by a majority vote. Any member of the Executive Committee with a vested interest in a matter shall be prohibited to vote on such matter. In case of a tie vote on resolutions, the Chairman of the Executive Committee or the Chairman at the meeting shall have a casting vote.

The Meeting Attendance of Each Director in 2024

Name	Annual General Meeting 2024 (Total 1 Meeting)		Board of Directors (Total 12 Meetings) ³				Audit Committee (Total 11 Meetings)		Nomination & Remuneration Committee (Total 2 Meetings)		Executive Committee (Total 12 Meetings)	
	Attendance	%	Physical	E-Meeting	Total Attendance	%	ครั้ง	%	ครั้ง	%	ครั้ง	%
1. Mr. Prachak Tangkaravakoon ¹	-	-	1	-	1/1	100	-	-	-	-	2/2	100
2. Mrs. Laor Tangkaravakoon ¹	-	-	1	-	1/1	100	-	-	-	-	2/2	100
3. Mr. Jatuphat Tangkaravakoon	1/1	100	4	8	12/12	100	-	-	2/2	100	12/12	100
4. Mr. Nattavuth Tangkaravakoon	1/1	100	2	7	9/12	75	-	-	-	-	-	-
5. Mrs. Busatree Wanglee	1/1	100	2	10	12/12	100	-	-	-	-	12/12	100
6. Mrs. Prisana Prahmkhasuk	1/1	100	4	8	12/12	100	11/11	100	2/2	100	-	-
7. Mrs. Chanatip Weerasubpong	1/1	100	4	8	12/12	100	11/11	100	-	-	-	-
8. Mr. Veerasak Kositpaisal ²	1/1	100	4	8	12/12	100	11/11	100	2/2	100	-	-
9. Acting Sub Lt. Surasak Mandaeng	1/1	100	-	-	-	-	-	-	-	-	12/12	100

Remarks: ¹ Mr. Prachak and Mrs. Laor Tangkaravakoon have resigned from their positions as Company Directors and Executive Directors, effective February 20, 2024.

² Mr. Veerasak Kositpaisal was appointed by the Board of Directors' meeting on February 28, 2024, to hold the position of Acting Chairman of the Board of Directors

³ The Board of Directors held a total of 12 meetings, comprising 4 times of physical meetings and 8 times of electronic meetings (e-meetings)



Non-Executive Directors Meeting (NED)

The Board of Directors organizes a meeting for non-executive directors without the presence of executives, to provide a forum for candid discussion, feedback, and opinions on the executives' 2024 performance. Accordingly, non-executive directors held 1 meeting at the Board of Directors' Meeting No.1/2025 on January 13, 2025. After such a meeting, the results were reported to the Board of Directors.

Board of Directors Meeting Schedule for the Year 2025

In addition, the Company has predetermined the Board of Directors meeting dates for the year 2025 in advance (this meeting schedule is subject to change), excluding special agenda meetings, as follows:

No.	Meeting Date	No.	No.
1	January 13, 2025	7	August 14, 2025
2	February 27, 2025	8	September 17, 2025
3	March 21, 2025	9	October 15, 2025
4	May 14, 2025	10	November 14, 2025
5	June 18, 2025	11	December 15, 2025
6	July 16, 2025	12	December 16, 2025

Principle 3.6 The Board of Directors should ensure the Company's governance framework and policies apply to and are accepted by subsidiaries and other businesses in which it has significant investment as appropriate.

Guidelines

1. The Board of Directors defines the Company's governance framework and policies apply to its subsidiaries as follows:
 - The Board of Directors has the authority to appoint subsidiary directors, management, and others with authority to make key decisions, and to determine their duties and responsibilities based on the Company's policies and any applicable joint venture agreements (if any).
 - The internal control systems are effective, and all transactions comply with relevant laws and regulations.
 - The Board of Directors ensures the integrity and timely disclosure of its financial information, performance, and other legally required disclosures.
2. For significant investments in joint ventures or associate companies such as between 20 percent and 50 percent of shares with voting rights, other than the subsidiaries, the Company ensures those shareholder agreements or other agreements are in place. This includes regular reporting, participation in key decision-making processes, significant transactions, and oversight of the strategic direction and performance in the businesses' management. This ensures the Company has the necessary influence and access to information to fulfill its obligations in preparing accurate and timely financial statements that reflect the true picture of its consolidated financial position and performance that conform with relevant standards.



Policy on Investment and Supervision of Subsidiary and Associate Companies

The Company defines the policy on supervision of subsidiary and associate companies. This policy established measures and mechanisms, both direct and indirect, to govern and manage the business operation of subsidiary and associate companies. This includes actively monitoring the subsidiary and associate companies' compliance, as if it is their own function, in accordance with the Company's policies, Public Limited Companies Act, Civil and Commercial Code, and relevant laws, announcement, regulations, and other related criteria of the Capital Market Supervisory Board, SEC, and SET. This is to protect the Company's interests from investment in the subsidiary and associate companies

Please find more information about **"Policy on Investment and Supervision of Subsidiary and Associate Companies"** at Company's website on menu "Investor Relations" >> "Corporate Governance" >> "Policies" or [CLICK HERE >>](#)

Thus, the Company appoints a qualified and experienced representative as a director of its domestic and international subsidiaries, proportional to the Company's shareholding, ensuring compliance with the corporate governance policy of subsidiaries and associate companies. Moreover, the Company also participates in selecting accountants, accounting and finance managers for these subsidiaries to oversee the preparation of their accounting reports.

The Company maintains oversight of the consolidated financial statement preparation through coordination with the accounting departments of its subsidiaries and consistently monitors the performance of said subsidiaries. This includes the establishment of adequate procedures for consolidated financial statement preparation to ensure the accuracy and timely completion of the Company's consolidated financial statements. Furthermore, the Company recognizes the importance of appointing the same audit firm for its subsidiaries as for the Company. Consequently, the Company has implemented adjustments to align the auditors of the Company and all its subsidiaries under a unified audit network, with due consideration given to expenses and reasonableness

Furthermore, the Company establishes the delegation of authority for the subsidiaries which determines the spending limits that the executives of the subsidiaries can approve in accordance with the type and size of the company to ensure that the business operation is conducted effectively, proceeded with proper internal control system in relation to the significant transactions, or transactions regarded as material size, such as large-scale investment, business expansion, debts or obligations, or entering into a transaction deemed as an acquisition or disposal of assets, or related party transaction, which needs to be approved by the Board of Directors or top executives of subsidiaries, in which are representatives of the Company, or the Board of Directors, and/or the Company's shareholders, and/or related agencies (as the case may be) prior to proceeding such transactions. The delegation of authority is reviewed annually or as appropriate.

Principles 3.7 The Board of Directors conducts an annual performance assessment of itself, its sub-committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the board.

Guidelines

The performance assessment of the board of directors, sub-committees and Chief Executive Officer adhere to the guidelines specified in the **"Corporate Governance & Code Of Conduct Handbook"** under topic **Principles 3.7...**



under sub-topic “**Board Self-Assessment**” and under sub-topic “**Performance Assessment of the Chief Executive Officer, Executive Vice President – Office of Chief Executive Officer, and President**”

Please find **Corporate Governance & Code Of Conduct Handbook** at Company’s website on menu “Investor Relations” >> “Corporate Governance Policy” or [CLICK HERE >>](#)

2024 Performance Results

1. Performance Assessment of the Board of Director

Performance Assessment Criteria of the Board of Director

The Board of Directors Meeting No. 1/2024, held on January 12, 2024, approved the performance assessment criteria for the Board of Directors through a self-assessment method, comprising three formats as recommended by the Stock Exchange of Thailand, as follows:

1) **Board Self-Assessment as a Whole** which includes the following main topics;

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- The Board of Directors’ Meetings
- Duties of the Directors
- Relationship with the Management
- Self-development of the Directors and Management

2) **Self-Assessment for Sub-Committees as a Whole** namely, Audit Committee, Nomination and Remuneration Committee, and Executives Committee which includes the following main topics;

- Structure and qualifications suitable for supporting sub-committee’s activities effectively
- The duties and responsibilities of a sub-committee give priority and devote sufficient time to consider, review, and conduct.
- Sub-committee meetings are conducted effectively to support the Board of Directors’ operation.
- Report of Committees

3) **Board Self-Assessment on an Individual Basis** which includes the following main topics;

- Structure and Qualifications of the Board of Directors
- Roles, Duties, and Responsibilities of the Board of Directors
- Availability to perform duties
- Participations in the Board of Directors’ Meetings
- Relationships with the Directors and Management



Board Performance Assessment Procedures

- 1) The Nomination and Remuneration Committee considers and proposes the proper and complete self-assessment according to the criteria of the governing body.
- 2) The Board of Directors approves the above criteria of the assessment.
- 3) The company secretary distributes the assessment form to the Board of Directors to conduct their self-assessment in a timely manner.
- 4) The company secretary collects the assessment form to conclude the assessment results, and then report to the Board of Directors.
- 5) The Board of Directors reviews the assessment results to evaluate whether operations align with their scope of duties. The Board of Directors then uses such results to further strengthen operational efficiency for the coming year.

Performance Assessment Results of the Board of Directors and Sub-Committees for the Year 2024

Board and Sub-Committees	Overall Performance Assessment Results (%)	Individual Performance Assessment Results (%)
1. Board of Director	96.43	97.05
2. Audit Committee	98.77	95.05
3. Nomination and Remuneration Committee	94.44	96.46
4. Executive Committee	98.94	99.17

2. Performance Assessment of the Chief Executive Officer (CEO)

Performance Assessment Criteria of the Chief Executive Officer

The Board of Directors Meeting No. 1/2024, held on January 12, 2024, approved the performance assessment criteria for the Chief Executive Officer, which were proposed and deemed appropriate by the Nomination and Remuneration Committee. The assessment criteria to be considered include: 1) Performance assessment based on the Company's annual corporate key performance indicators (Corporate KPIs), including sustainability indicators, weighted at 60% of the overall score, and 2) Leadership Competency Assessments, weighted at 40% of the overall score, as detailed below:

1) The Company's Annual Corporate KPIs (Weighted at 60%)

The Board of Directors, in collaboration with the Nomination and Remuneration Committee, has established the Company's annual corporate key performance indicators (Corporate KPIs). The management and performance measurement tool, Balanced Scorecard (BSC), has been adapted to design these performance indicators in alignment with the Company's strategy. The performance indicators are categorized into 4 perspectives, as follows:

(1) Financial Performance Indicators

- Sales growth as targeted
- Sales volume growth as targeted
- Increase in EBITDA to total revenue as targeted (EBITDA Margin)



(2) Customers

- Customer retention and new customer acquisition
- Product and service responsiveness
- Customer satisfaction

(3) Learning and growth

- Talent retention and attraction
- Workforce development in relevant job skills and digital skills

(4) Internal business processes Development

- Collaboration among business units to improve internal management processes for efficiency
- **Sustainability Development:** in the environmental, social, and governance aspects, as follows:

Environmental aspects: Consist of targets for reducing electricity and water usage, lowering greenhouse gas emissions during operations, and increasing the proportion of waste recycled or reused, and etc.

Social aspects: Consist of targets regarding fair labor practices, talent retention and human capital development, human rights and occupational safety and health, as well as targets for enhancing quality of life and building relationships with communities and society, and etc.

Corporate Governance: consist of the following targets;

- Development of innovations to promote environmental sustainability, such as increasing the proportion of revenue from environmentally friendly product groups in the portfolio, and etc.
- Conducting business with good governance, such as targets related to product and service responsibility, customer relationship management, and product distribution network, and etc.

The Company has assigned a combined **weight of 40%** to the sustainability-related indicators in the Corporate KPIs, namely items (2), (3), and (4) and established the preceding ESG performance indicators on an annual basis and disclosed them in **Section 3, "Driving Business for Sustainability,"** of this report.

2) Leadership Competency Assessments (Weighted at 40%) includes

- | | |
|---|---------------------------------------|
| 1. Leadership | 2. Strategic Planning |
| 3. Performance Aligned with Strategy | 4. Financial Planning and Performance |
| 5. Relationship with the Board of Directors | 6. Relationship with Third Parties |
| 7. Management and People Engagement | 8. Succession Planning |
| 9. Knowledge about Products and Services | 10. Characteristics |

The performance assessment of the Chief Executive Officer for the year 2024 was rated as "Good" which was agreed by the Nomination and Remuneration Committee Meeting No. 1/2025 on January 9, 2025.

Principle 3.8 The Board of Directors ensures that both the board and each individual director fully understand their roles and responsibilities, the nature of the business, the Company's operations, and relevant laws and standards. The board actively supports all directors in updating and refreshing their skills and knowledge to effectively carry out their duties.



Guidelines

1. The Board of Directors establishes the director's handbook which includes corporate information, charter, and policies as the guidelines of the director's roles and duties.
2. The Board of Directors ensures that each newly appointed director receives guidance and the director's handbook, along with other relevant information. The director orientation shall be conducted to brief the new director on the nature of business, and corporate direction that shall enhance the well understanding of the Company's objectives, goals, vision, and nature of business.
3. The Board of Directors encourages directors to regularly pursue sufficient training and knowledge development. Training and knowledge development activities of the directors are disclosed in the annual report.

The Nomination and Remuneration Committee has approved a Director Development Plan, which covers onboarding preparation for new directors and continuous promotion of knowledge and skills development beneficial to the Board's performance.

Please find more information about **"Director Development Plan"** on Company's website >>

"Corporate Governance" >> "Policies" or

[CLICK HERE >>](#)

Directors' Training Courses Conducted by the Thai Institute of Directors (IOD)

Name	Course	DAP	DCP	M&A	ACEP	CGI	AACP	FND	RCL	BNCP	SGP
1. Mr. Jatuphat Tangkaravakoon		14/2014	-	-	-	-	-	-	-	-	-
2. Mr. Nattavuth Tangkaravakoon		19/2004	-	-	-	-	-	-	-	-	-
3. Mrs. Busatree Wanglee		67/2007	-	-	-	-	-	-	-	-	-
4. Mrs. Prisana Prahmkhasuk		-	119/2009	1/2011	-	-	25/2017	-	-	-	10/2024
5. Mrs. Chanatip Weerasubpong		-	176/2013	-	14/2015	6/2015	14/2014	-	13/2018	5/2018	-
6. Mr. Veerasak Kositpaisal		-	82/2006	-	-	-	-	30/2006	-	-	-

หมายเหตุ: DAP = Director Accreditation Program
DCP = Director Certification Program
M&A = Board's Role in Mergers & Acquisitions
ACEP = Anti-Corruption for Executive Program
AACP = Advanced Audit Committee Program
FND = Finance for Non-Finance Directors
RCL = Risk Management Program for Corporate Leaders

BNCP = Board Nomination and Compensation Program
CGI = Corporate Governance for Capital Market Intermediaries
SGP = Subsidiary Governance Program

For the year 2024, no new directors were appointed to the Company's Board. Currently, the Company has 3 directors who have completed the Director Certification Program (DCP) and 3 directors who have completed the Director Accreditation Program (DAP), totaling 6 directors out of 6, representing 100 percent of board. In summary, all Company's directors have been participated in training programs related to director duties conducted by IOD



Directors' Training Course/Knowledge Sharing in 2024

1. In-house Training

Course/Topic	Participants
Special lecture on the topic of "Training on regulations related to significant transactions (MT) and related party transactions (RPT), regulations on information disclosure with proposed amendments, and additional mechanisms to protect investors by the Securities and Exchange Commission (SEC)" by legal advisors from Weerawong, Chinnavat & Partners Ltd.	All 6 company directors and executives

2. Participation in external training/vision exchange

Course/Topic	Participants
Subsidiary Governance Program (SGP) by the Thai Institute of Directors (IOD)	Mrs. Prisana Praharnkhasuk

Principle 3.9 The Board of Directors ensures effectively performance by ensuring access to accurate, relevant, and timely information. The Board of Directors should appoint a company secretary with the necessary qualifications, knowledge, skills, and experience to support the board in fulfilling its duties.

Guidelines

1. The Board of Directors has a mechanism that allows all board members and management to independently propose the relevant items on the meeting agenda through the company secretary.
2. The Board of Directors encourages the Chief Executive Officer to invite key management to attend the board meetings to present details on the agenda items related to matters that they are directly responsible for.
3. The meeting documents should be sent to the directors at least 7 days (5 business days) before the meeting date. The Board of Directors can access important information relevant to their scope of duties and roles from the Chief Executive Officer, company secretary, or designated individual.
4. The company secretary possesses the necessary qualifications and experience to performing their duties, undergoing continuous training and education relevant to their role, including a company secretary certified program. The qualifications and experience of the company secretary must be disclosed in the annual report and on the Company's website.

Principle 4 Ensure Effective Top Management and People Management

Principle 4.1 The Board of Directors implements a robust mechanism for the nomination and development of the top management to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives.



Guidelines

1. Criteria and Procedures of Nominating the Top Management

The Nomination and Remuneration Committee establishes criteria for the nomination, selection, and remuneration of the Chief Executive Officer then propose to the Board of Directors for approval of appointment and remuneration. The Criteria of nominating Chief Executive Officer includes the following main qualifications:

Knowledge and Experience: must possess knowledge, abilities, skills, and experience in corporate management, along with specialized experience and expertise in the paint and chemical industry and/or businesses related to the Company's operations.

Leadership and Vision: must demonstrate leadership qualities, possess a broad vision, and maintain a positive attitude toward the organization.

Ethics and Morality: must be individuals of integrity and ethical standing.

Transparent Background: must have no history of corruption or criminal convictions, must not be blacklisted by any organization, and must not have any prohibited characteristics as stipulated by law and the Securities and Exchange Commission."

2. Succession Plan

- 1) The Board of Directors ensures that the Company has a system of personnel selection to fill the management positions or important supervisor roles at all levels. When recruiting candidates for the position of the Chief Executive Officer and President, it must follow the appropriate recruitment process that considers in both internal candidates of the Company and external candidates.
- 2) The Board of Directors monitors the succession plan for the top management, and requests reporting on the implementation at least once a year.

Process for Developing a Succession Plan

1. The human resources development analyzes the organizational situation reflecting the Company's business environment relating to the short-term, mid-term, and long-term objectives, policies, investment plan, and business expansion plan to determine the management position or any position that requires successor as well as determine the retirement age of the executives.
2. Define manpower planning by means of developing manpower in the organization or recruiting individuals for a vacant position from resignation or retirement.
3. Prepare recruitment plan, and employee training and development in advance to replace an employee who is about to retire or resign from his/her job.
4. Define the competencies covering knowledge, skills, personality, and attitude which are expected for each position, evaluate the potentials, and also set the individual development plan.
5. Propose the succession plan to the Nomination and Remuneration Committee, and then propose to the Board of Directors for approval of the succession plan.
6. Select, consider, and evaluate the individual performance and competency as appropriate.



7. Test and assess an individual to analyze the individual competency.
8. Develop and assess an individual who is a potential successor in the consideration of his/her development and high performance as expected. In case of a failure of such succession plan, an alternative successor will be identified.

3. Development of Senior Executives

- 1) Promote and facilitate the continuous development and education of the Senior Executives through relevant trainings to their roles for skill and knowledge enhancement, as well as corporate governance. Training and education shall be organized by the Company, or by outsourcing.
- 2) The Company encourages the management to participate in ongoing development for rotational assignments within the organization's administration from the department manager level and above, as well as evaluating the competency of the top management for being a successor of the President and Chief Executive Officer.

4. Directorships in other companies apart from the Company group

The Company has established policies and practices regarding the directorships of the Chief Executive Officer and senior executives in other companies apart from the Company group. These policies require that such directorships shall be presented to the Board of Directors for approval regarding the suitability of the business type, ensuring it does not compete with the Company group's businesses, and that the individual can adequately devote time and effort for the Company group.

Principle 4.2 The Board of Directors ensures the appropriate compensation structure and performance assessment are in place.

Guidelines

1. The Board of Directors determines compensation packages for the top management, and employees at all levels, ensuring alignment with industry standards and the Company's objectives, goals, and long-term value.
2. The Board of Directors approves the evaluation criteria of the Company's performance, and Chief Executive Officer's annual bonus, which is preliminarily considered by the Nomination and Remuneration Committee.
3. The Nomination and Remuneration Committee assesses the performance of the Chief Executive Officer and proposes to the Board of Directors for approval every year.

Details of director and executive remuneration for the year 2024 are disclosed in **Section 6 "Corporate Governance Structure, and Significant Information about Board of Directors, Sub-Committees, Management Team, Employees, and Others"**, **Heading 6.4.3 "Remuneration for the Directors and Management Team"**.

Principle 4.3 The Board of Directors considers its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.

Guidelines

1. The Board of Directors understands the Company's shareholder structure and relationships, including the family agreements, and considers their potential impact on control over the Company.



2. The Board of Directors oversees that information is properly disclosed when any conditions have an impact on control over the Company.

The Tangkaravakoon family and TOA Group Holding Company Limited, in which the major shareholder is the Tangkaravakoon family, hold shares 75.00 of the issued and paid up capital. 3 members of the Tangkaravakoon family serve as directors of the company, and are also authorized to sign on behalf of the company out of the 6 authorized signatories with 2 of which hold executive management positions within the Company.

Although the Tangkaravakoon did not act in concert, the family has an influence on policy formulation and administration in the same direction and control over the policies and business operations. This also includes the control of the resolution of shareholder meeting which requires the majority votes, and 3/4 of the total votes of shareholders attending the meeting and having the right to vote.

However, the Company determines the corporate governance principles for the directors and management to comply with, taking the rights of shareholders into account, and disclosure of information and transparency, etc. In order to promote transparency, auditability, and balance of power of directors and management, the Company establishes the internal audit department under the supervision of the Audit Committee, and external auditors to audit and balance the power of consideration. The related party transaction must be conducted in compliance with the Securities and Exchange Act. Such a transaction must be compared with third parties' conditions prior to being considered by the Audit Committee, and respectively to the Board of Directors for further approval. Moreover, the Risk Management Committee has been established to define and oversee risk management plans, and report the implementation to the Audit Committee, and Board of Directors respectively to ensure compliance with guidelines and policies.

Principle 4.4 The Board of Directors ensures the Company has effective human resources management and development programs to ensure that the Company has adequate staffing and appropriately skilled, and experienced employees.

Guidelines

1. The Board of Directors ensures that the Company has the right staffing, and aligns human resources management with the Company's objectives, promoting sustainable value creation. All employees must receive fair compensation and benefits to retain competent employees.
2. The Board of Directors ensures that the Company establishes a provident fund and implements a training and development program promoting financial literacy, management, and investments suitable for employees' ages.

Details of the human resource development in 2024 are disclosed in [Sustainability Report 2024 in section Social performance result : Employee care and development](#)

In addition, the Company continuously promotes savings and financial security for its employees, such as savings in a provident fund, where employees can choose investment plans based on their preferred asset types and risk tolerance. This includes supporting employees in building knowledge and understanding of investment and financial management for long-term financial stability.



- Special lecture on the topic of "New Dimensions of Tax Deductions" by Bangkok Bank Public Company Limited, to provide knowledge about tax deductions and smart tax management strategies.
- Special lectures to educate provident fund members on the topics of "Savings and Investments" and "Tax Planning through Mutual Funds for Savers" by MFC Asset Management Public Company Limited."



- Public relations announcement of the schedule for the period employees who are members of the provident fund can change their annual savings rate for 2024, once per quarter (totaling 4 times per year)
- Special lectures providing information about TOA's seven investment plans and guidelines for members to select investment plans during the first half-year plan change period, by MFC Asset Management Public Company Limited, to provide information for employees' investment plan decisions
- To promote employee understanding of savings and investment as well as practical and relevant investment approaches through a "Savings and Investments" seminar, hosted by a committee member of the Thai Financial Planners Association from Finansia Syrus Securities Public Company Limited.

Principle 5 Fostering innovation and responsible business operations.

Principle 5.1 The Board of Directors prioritizes and promotes innovation that creates value for the Company and delivers benefits for its customers or relevant parties, society, and the environment, along with support of sustainable growth of the Company.

Guidelines

The Board of Directors prioritizes and cultivates a corporate culture that fosters innovation, integrating it into the Company's corporate strategy by developing innovative business models, products, and services. It also promotes research and development, production and working process improvement, and collaboration with business partners to exchange knowledge and technology, driving competitive advantage and sustainable growth.



Details of the Company's innovation is disclosed in [Sustainability Report 2024](#) in section [Environmental Performance Results : Innovation and Environmental Promotion for Sustainability](#)

Principle 5.2 The Board of Directors encourages the management to adopt responsible operations and incorporate them into the Company's operation plan. This is to ensure alignment across all departments and functions with the Company's objectives, goals and strategies, and responsibility for all stakeholders, environment, and society.

1. The Company recognizes the importance of caring for all stakeholders, including shareholders or investors, employees of the Company, customers, business partners, creditors, competitors, society, and community, and so on. When running the business, the Company also considers their rights. The collaboration between the Company and the stakeholders shall be fostered for sustainable growth.
2. The Board of Directors establishes both a Code of Conduct and a Corporate Governance Policy for directors, management, and all employees to comply with. These policies shall help the Company achieve the objectives and key goals sustainably. Such Code of Conduct and Corporate Governance Policy include conducting business with ethics, corporate social responsibility, and environment, right of stakeholders that covers responsibility for its employees, responsibility for customers, business partners, community, environment, fair competition, and anti-corruption.

Guidelines

1. Fair Labor Practices

The Company prioritizes creating a safe, respectful, and inclusive work environment for all employees. Employees at all levels are encouraged to treat their colleagues with respect and taking advantage of colleagues is ardently discouraged. In relation to labor practices, the Company's human resources management ensures efficiency in all procedures, including recruitment, human resources development, training and education on a regular basis, fair compensation and benefits. Moreover, the Company offers all employees opportunities for career advancement. Training courses are provided to employees at all levels to improve their professional skills in the proper workplace. Key guidelines include:

1.1 Equal and fair treatment in hiring and termination

The Company has a recruitment and termination process that must be complied with, correctly and fairly with a clear rules and regulation. In case of termination, compensation must be complied with the legal requirements. Moreover, the Company demonstrates its commitment to inclusion by supporting people with disabilities and has completed compliance with the employment law for people with disabilities, such as the employment of **8 people** with disabilities to work for TOA Paint Thailand PCL., provide support to sportsmen with disabilities, including promoting income generation for caregivers by organizing a flea market for caregivers to sell products in the Company's area.

1.2 Remuneration and Welfare

The Company has a policy of providing fair remunerations, salary, and bonus according to the individual competency, as well as building job security, and career path for all employees.



Employees (Only TOA Paint (Thailand) PCL.)	Number of Employees December 31, 2024 (Persons)	Average Remuneration per person in Year 2024 (THB/Month)
Male	2,406	44,018.36
Female	1,324	51,547.83

The Company conducts annual salary adjustments and bonus payments using a framework approved by the Board of Directors each year. We consider inflation, cost of living, and comparison with other businesses in the same industry. Employees will receive salary adjustments according to their performance, categorized into a score of 1-5 compared to the annual key performances indicator (KPI). KPIs are communicated to employees at the beginning of the year. It contains financial indicators, customer responsiveness, internal work process development, learning and growth, with specific goals depending to the duties and positions of employees.

In 2024, the Company's Board of Directors approved special compensation to all levels of employees to commemorate TOA's 60th anniversary, in recognition of their dedication and to boost morale and encourage continued dedication for driving performance within the Company

Furthermore, welfare is also provided for the employees as required by law, such as social security. Apart from the legal requirements, the Company provides the employees with additional welfare for their good quality of life, life security, and long-term care such as provident fund, annual health check-up, health and accident insurances, free shuttle bus service, uniforms, scholarships for their children, employee scholarship program, as well as financial contributions such as the funeral expenses of an employee's parents, and etc.

1.3 Employee knowledge and competency development and training

The Company has a policy to promote employee development by establishing an annual employee development plan to support employees in developing knowledge, skills, and potentials that align with the Company's business strategies and directions. This includes developing leadership skills, fostering a positive attitude, ethics, and morality, promoting job satisfaction, and teamwork, through various processes such as E-Learning and classroom training, seminars, and field trip, to ensure employees continuously receive knowledge and effectively develop their skills.

For the employee development plan, the company has established various development areas, comprehensively categorized into three key competencies: Fundamental Competency, Leadership Competency, and Functional Competency. These are designed to enhance the appropriate knowledge and skills for employees at each level and within their respective career paths, as follows:



Table shown Knowledge and Potential Development Plan for All 3 Competencies by Employee Level

Competency	Management Level	Supervisor Level	Operation Level
Fundamental Competency	1. AI Tool Application		
	2. Compliance, Code of Conduct, anti-corruption and anti-bribery related policies, and PDPA.		
	Carbon Credit Mechanisms and Carbon Footprint Product	Sustainable Development for Organization (ESG) Knowledge	
Leadership Competency	Motivation/Growth mindset		
	Design Thinking	Effective communication	
	Active listening		Self-awareness
	1. People manager 2. Essential interpersonal 3. Leadership program for manager and executive	1. Supervisory skills 2. Leadership program for supervisor	1. Line leader skills 2. Teamwork 3. Leadership program for line leader
Functional Competency	1. Total Product knowledge: Product Inside & Problem Solving (Case Studies)		
	2. TOA Productive Maintenance or other relevant skills as required for each department		
	Finance for non-finance		-

Examples of Employee Training Courses in Year 2024

1) Core Competency Development Courses



- This includes Compliance & Code of Conduct, an e-learning training program designed for all organizational levels. It aims to ensure that everyone is aware of and understands the importance of regulatory compliance, including laws, rules, and regulations (Compliance), Social Responsibility & Anti-Corruption and bribery related policy, Code of Conduct, and the Personal Data Protection Act (PDPA).



- Carbon Credit Course (Thailand Voluntary Emission Reduction Program (T-VER)) for all organizational levels, designed to provide foundational knowledge about the T-VER program, project development, and TVER-Methodology. This course has been conducted by a guest speaker, the Project Manager for Greenhouse Gas Reduction Activities Support, from the Thailand Greenhouse Gas Management Organization (TGO).
- Co-pilot AI Training has been organized to educate employees on the use of Copilot, an AI tool for Microsoft programs, tailored to specific job functions and levels of targeted employees as outlined in the employee development plan. This training was conducted by a guest speaker from Indigee Co., Ltd., a software expert and consultant.
- Course on Requirements and Implementation of Various ISO Standards, such as Quality Management System (ISO 9001:2015), Environmental Management System (ISO 14001:2015), Energy Management System (ISO 50001:2018), and Occupational Health and Safety Management System (ISO 45001:2018), for targeted employees as specified in the employee development plan.
- Training on Risk Management for Standard Systems including Environmental Issue Identification and Assessment, and Occupational Health and Safety Hazard Identification and Risk Assessment, for targeted employees as specified in the employee development plan, conducted by a guest speaker.





- Carbon Footprint Product (CFP) Training was provided to the targeted employees as specified in the employee development plan. The training will cover the definition and analysis of CFP, the process for obtaining CFP label certification, and how to benchmark the company's CFP against competitors.
- Environmental Product Declaration (EPD) Training was organized for the targeted employees as specified in the employee development plan, with the aim of enhancing business opportunities through EPD labeling. The training will provide knowledge on the EPD certification process for products, as well as the benefits of this labeling

2) Leadership Competency Development Courses

The Growth Mindset course is an online training program designed for all organizational levels. The objectives of this training are to provide employees with knowledge and understanding of mindset concepts, enable them to transition from a Fixed Mindset to a Growth Mindset, and foster awareness of the need for change and adaptation. It also aims to equip participants with techniques for self-training to continuously develop a Growth Mindset



3) Functional Competency Development Courses



The Total Productive Maintenance (TPM) course is a classroom-based training program designed for employees within the Operation BU group. The objectives of this training are to provide employees with the knowledge and ability to utilize TPM tools for systematic management and to strive towards Operation Excellence.



The Globally Harmonized System of Classification and Labelling of Chemicals (GHS) and Safety Data Sheet Preparation was organized to targeted employees.

The training aims to educate participants on the importance of the GHS system, the principles and criteria for chemical classification, hazard communication on labels and Safety Data Sheets, and to provide practical experience in preparing chemical labels and Safety Data Sheet documents.

- First Aid & CPR Training and Workshop, covering basic first aid, patient transfer, and resuscitation has been organized to operational employees as per the employee development plan, by a team of expert nurses from Rajpracha Samasai Institute.

Summary of Employees' Training Statistic

Details (Only TOA Paint (Thailand) PCL.	2022	2023	2024
Number of trained employees (persons)	1,177	1,931	3,857
Average training hours per person per year	7.12	7.87	9.62

In addition, the Company also supports the development of the organization and human resources. We focus on thinking creatively to develop efficient work processes, clearly defined roles and responsibilities of employees, determination of appropriate compensation, developing a system for evaluating and enhancing employees' performance.

1.4 Collective Bargaining for Benefits of Employees

The Company encourages the establishment of a welfare committee and allows employees to become members of the committee. The committee focuses on taking care of welfare, working conditions, complaints and controlling inappropriate labor practices, formulating a solution to any problems as well as monitoring progress and results from corrective actions to ensure that all employees are well taken care of in terms of health, welfare, compensation and benefits with fairness and equality.

1.5 Promotion of Employee Engagement and Retention

The Company has conducted an Employee Engagement Survey (EES) to gather employees' opinions and suggestions. The Human Resources Department has analyzed the data to create a plan to increase employee engagement, including improving measurement criteria and promoting incentives, appropriate welfare arrangements, employee development



programs and creating happiness at work, such as an employee club. The Company has also followed up the results such as percentage of increased engagement or satisfaction or employee turnover rate.

Employee's Engagement & Turnover Rate	Target in Year 2024	Result in Year 2023	Result in Year 2024
Employees' engagement (%)	>75	81	83
Turnover rate (%)	<15	13	16

Examples of Activities to Promote Employee Engagement and Retention



- In January 2024, an off-site New Year celebration was held for all levels of employees. The event featured a variety of enjoyable activities, such as a prize raffle and a costume contest with cash prizes, among others



- In December 2024, the company hosted the TOA 60th Anniversary celebration to express gratitude to employees for their contribution to the organization's success. The event included a morning merit-making ceremony with monks, food and beverage booths where employees received complimentary coupons, and a prize raffle booth.
- In the same month, the company organized the TOA CUP 2024, an internal football competition for the championship trophy. This event helped create an atmosphere filled with energy, unity, and fun for employees.



- The Company's welfare department organized an on-site annual health check-up and provided free quadrivalent influenza vaccinations by Kluaynamthai Hospital. Additionally, a mobile dental service was arranged by At U Dental Clinic, allowing employees to utilize their social security benefits for dental care at the company's premises. These initiatives aimed to enhance access to medical services and provide convenience by eliminating the need for travel and preserving leave entitlement.

1.6 Occupational Health and Safety Policy

The Company determines a policy for its employees to perform their duties in line with the awareness of occupational health and safety in a good workplace. In this regard, the regulations and safety handbook have been established and announced to all employees to strictly comply with for focusing on employees having safety awareness, avoiding work-related accidents with great efforts, along with, educating and emphasizing them with training sessions relating to occupational health. Any actions or things that are detrimental to the health or condition of customers or service users should be prohibited. In addition, all employees are encouraged to always keep the workspace in a hygienic and safe condition to minimize the accident statistics, absence rate, and injury severity rate.

The Company has assessed potential safety and occupational health risks, and also prepared a plan to reduce risks along with organized activities to build knowledge and understanding of safety on a regular basis, such as

- Safety talk and Hazard Awareness before starting work: Kiken Yochi Training (KYT)
- Activities to enforce PPE Matrix and control the wearing of PPE equipment
- 5S activities, system improvements
- Grounding-Bonding and check availability to prevent fire risks
- Safety Training and Practices, including Safe Forklift Driving
- Confined Space Operations and Basic Fire Extinguishing Training and Practices
- SSHE Day activities are also organized to promote safety and reduce accidents at work



Accident Statistics

Lists of Indicator	Target in Year 2024	Performance Result		
		2022	2023	2024
1. Total Number of Employees Injured by Accidents: Person(s) (No Lost Time + Lost Time)	0	6	9	5
2. Total Number of Lost Time Injuries for Employees: Person(s)	0	0	2	1
3. Total Number of Fire Incident: Case(s)	0	0	0	2
4. Total Number of Accidents that Damaged Assets: Case(s)	0	0	0	8
5. Sickness Absence for Employees: Person(s)	0	0	0	0
6. Fatal Occupational Injuries for Employees: Person(s)	0	0	0	0
7. Sickness Absence for Contractors: Person(s)	0	0	0	0
8. Total Number of Lost Time Injuries for Contractors: Person(s)	0	0	0	0

Accident Frequency Rate and Severity

Lists of Indicator	Target in Year 2024	Performance Result		
		2022 (Restated)	2023 (Restated)	2024
1. Total Injury Frequency Rate per Million Hours Worked (TIFR)	0	0.03	0.05	1.17
2. Lost Time Injury Frequency Rate per Million Hours Worked (LTIFR)	0	0.00	0.01	0.23
3. Occupational Disease Frequency Rate per Million Hours Worked (ODFR)	0	0.00	0.00	0.00

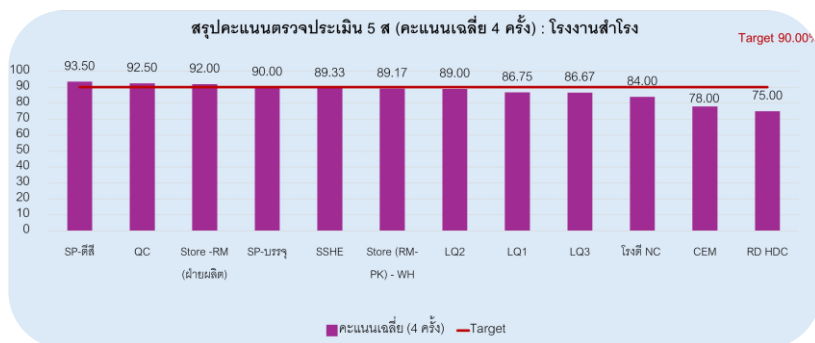
Examples of Occupational Safety Promotion Activities in Year 2024



Safety talk and Hazard Awareness before starting work: Kiken Yochi Training (KYT)



Activities to enforce PPE Matrix and control the wearing of PPE equipment



5S activities, system improvements



Grounding-Bonding and check availability to prevent fire risks



Safety Training and Practices, including Safe Forklift Driving, First Aid, and Confined Space Operations and Basic Fire Extinguishing Training and Practices



Safety Knowledge Communication and Public Relations



SSHE Day Activities

More details are disclosed in [Sustainability Report 2024](#) in section **Social performance result : Occupational Health and Safety**

1.7 Equal Treatment Under Rights and Freedoms

Political Activities

The Company maintains political neutrality by refraining from any actions that demonstrate favoritism or support for any political party or any individual holding political power. However, the Company acknowledges and respects the rights and freedoms of employees to exercise their political rights, such as voting in elections or being members of a political party. Additionally, the Company has established guidelines for employees' political activities as part of its Code of Conduct, including:



- Avoid serving as a committee member or representative of a political party in public activities, and refrain from actions that could lead others to believe that the company supports or is affiliated with any political party.
- Avoid expressing political opinions in the workplace that could cause ideological conflicts.
- Do not use company resources to support political activities, and do not allow political parties to use company resources or premises.
- Company's employees are prohibited from using their authority, resources, funds, or the company name to solicit or engage in political activities.

In 2024, the company's total donations to political parties were zero.

2. Responsibility to Shareholders

- 1) Perform duties with integrity, as well as making a decision on the professional principle with caution, care, and fairness to major and minor shareholders with the intention to generate a good performance, stable growth for the best interest of the shareholders.
- 2) Report the Company's status, operating performance, and other reports with accuracy, completion, consistency, and truth to the Board of Directors and the shareholders.
- 3) Conduct and drive the Company's business growth and stability with proper return towards the shareholders.
- 4) Perform duties with utmost knowledge, capability, and skills for the benefit of the shareholders and Company.
- 5) Do not seek any interest, in performing duties, for oneself and others.
- 6) Do not disclose any secret of the Company, and do not use its confidential information for the benefit of oneself or others without receiving permission from the Company.
- 7) Any acts which may cause a conflict of interest with the Company without prior notice are prohibited.

In year 2024, the Company has committed to respect the basic rights of all shareholders in compliance with laws, the Company's Articles of Association, resolutions of the shareholder meeting, and code of conduct by treating all shareholders with equality. The Company has an effective mechanism to ensure that all shareholders shall receive accurate information, and appropriate and fair returns in accordance with the Company's dividend payment policy. In addition, there is the control of related party transactions, the measure on prevention of conflict of interest, the prevention on the exploitation of inside information which is confidential, and the stipulation that directors, management, and those who have an access to inside information, exploit the information for their personal gain by prohibiting them to buy or sell the company's securities, derivatives, and convertibles which depends upon the value of the underlying stock of the Company within 1 month prior to the disclosure of the financial statements to the public. Besides, the Company also reports the operating performance at every quarter and the related party transactions that are required to disclose under the applicable laws via the channel of the Stock Exchange of Thailand and the Company's website for their acknowledgment. **(More details about the equitable treatment of shareholders in 2024 are disclosed in "Principle 8: Ensure Engagement and Communication with Shareholders").**

3. Responsibility to Customers and Consumers

The Company has the intention to create products with utmost quality toward its customers and consumers to achieve their satisfaction, with the following guidelines:



- 1) standard to create a product with quality and achieve the customers' and consumers' satisfaction.
- 2) The Company consistently develops and improves innovation for new products to meet the needs of customers and consumers, offering them various products with quality and standard and responding to their demand and needs.
- 3) The Company believes in the concept of a fair market and enforces its belief through policies that direct customers and consumers to the accurate and sufficient source of product information without any distortion, obscurity, or over-exaggeration, that will help support their buying decisions.
- 4) The Company is aware of the matter of customer and consumer safety and is readily committed to providing them with high quality and safe products in accordance with international safety standards, regulations, and laws, which includes continuous creative designing and development of its products that inspire the confidence of customers and consumers in the Company's products with quality, standard, and safety.
- 5) The Company establishes a customer relationship system as a basis of two-way communication between the Company and its customers and consumers, which also includes an efficient complaint channel for quality of products to timely respond to their needs.
- 6) The Company protects the confidential information of its customers and consumers and does not misuse such information.

The Company emphasizes customer relations and engagement on a regular basis, sets up a direct call center for its customers at 02-335-5777 to provide information and acknowledge defects of products and services of the Company. Such information on the action taken and solutions is filed in the knowledge management system of the Company as a reference.

In addition, the Company places significant importance on comments or suggestions from customers. Therefore, annual customer satisfaction surveys are organized to be used to formulate a plan to improve customer satisfaction. This includes the use of comments and suggestions from customers to develop products and services. However, more details of customer complaint and customer satisfaction surveys are disclosed in [Sustainability Report 2024 in the section Corporate Governance performance result: Product and Service Responsibility \(Product Stewardship\)](#)

The Company has announced the personal data protection policy and customer's privacy notice to determine the practice and security of personal information since 2022. The Company has informed and requested for consent to collect customer data or various collections. The Company are very careful when collecting sensitive information such as race, religion, etc.

In year 2024, there [were no significant complaints](#) from customers regarding the use of personal information.

4. Responsibility to the Business Partners and/or Creditors

The Company determines a policy pertaining to fair and ethical treatment towards all business partners and/or creditors with honesty, without exploitation, in consideration of maximizing the Company's benefits based on the fair return for both parties. Any situation causing a conflict of interest must be avoided, and a negotiation for any solutions shall be decided by taking the business relationship into account, with the following guidelines:

- 1) The process of selecting business partners is clearly set by providing equal information and selecting business partners with fairness based on the criteria for evaluating and selecting the Company's business partners under the proper contract form and fairness to all parties.



- 2) The Company must not request for, receive, or offer any kind of benefits from business partners and/or creditors in a way that is perceived as dishonest.
- 3) In case there is any information on the occurrence of request, acceptance, or the payment of any dishonest benefit, such matter shall be informed to the business partners and/or creditors to jointly find solutions fairly and quickly.
- 4) Comply with the contractual terms and conditions strictly. In the case of failure of compliance with any condition, the notice to the creditors shall be made in advance to jointly consider and find solutions.
- 5) The Company places great importance to its creditors as an important business partner, so the Company is committed to upholding all existing contractual obligations with its creditors and without concealing any information, and facts that may cause any damage. In case of non-compliance with such obligations, the Company will notify the creditors in advance to find out the solution, including guarantees, capital management, and default payment.
- 6) In case of a loan borrowed from a financial institution, the Company shall not use such loan in the way that causes a breach of the loan agreement/conditions.

The selection of business partners and treatment of business partners must be conducted with fairness and equitability. The Company defines guidelines or criteria to select business partners to be a part of the code of conduct: “procurement and treatment of business partners”, which includes (1) financial position and creditable financial records, (2) professional and experience, (3) technical capability, (4) complete scope of work, (5) capability to produce products and services with quality, and (6) business ethics, and avoidance of any violation against the laws pertaining to environment and labor.

The Company adheres to the conditions of trade, provided accurate information with good relationship and mutual understanding, including exchanged knowledge, cooperated in the development of products to add more value, no requesting, receiving, or agreeing to receive any gift or benefit considered as out of scope of the trading agreement. Furthermore, there was no violation or breach of contract between the Company and any business partner.

For its creditors, the Company has settled the payment to creditors in time according to credit terms agreed in advance and has never received any default notice from the creditors. The Company has paid off the loan to the financial institutions and complied with the terms of the loan agreements.

Thus, more details about the treatment of business partners/suppliers are disclosed in [Sustainability Report 2024 in the section Corporate Governance performance result: Supply Chain Management & Supplier Relationship Management](#)

5. Policy and Practices towards Business Competitors

The Company conducts its business under the rules of fair competition with due regard to business ethics, business alliances to support each party without causing any damage to business and relations, with the following guidelines:

- 1) Do not seek any confidential information of the business competitors or do any act to receive such information through dishonest or illegal means.
- 2) The Company shall not conduct any acts in the way to cause the unfair competition or cartel.
- 3) The Company shall not destroy or damage the reputation of business competitors.



Sanction Policy

The United States of America and other jurisdictions or organizations, including the European Union and the United Nations, have comprehensive or broad economic sanctions targeting countries such as the sanctioned countries and sanctioned persons.

The Board of Directors' Meeting No. 4/2017 on May 3, 2017, there was a resolution to adopt the sanction policy to prevent the Company from engaging in any dealings or transactions with a person who carries on a business in one of the sanctioned countries, or individuals and/or entities specified on the list of Specially Designated Nationals and Blocked Persons ("Specially Designated Nationals" or "SDNs"). The Company has no plan to make any investments in any sanctioned countries. The policy covers all types of requests, or any other form of solicitation to enter into any transactions, from a government of, a person with the nationality of, or a person who carries on a business in, any of the sanctioned countries, or from persons that are SDNs (each, a "Solicitation"). Once identified, based on the policy, the line manager, following consultation with the Chief Executive Officer or Chief Financial Officer, shall reject the Solicitation.

Antitrust Policy

At the Board of Directors' Meeting No. 4/2017 on May 3, 2017, there was a resolution to adopt the antitrust policy as a part of the Company's efforts to ensure compliance with antitrust laws. To mitigate the Company's risks of breaching antitrust laws, the Company's antitrust policy sets out examples of activities that may violate antitrust laws that all employees are prohibited from engaging in. Examples of prohibited activities are engaging in cartel behavior, including price-fixing, customer or market allocation, a boycott of certain customers, suppliers, or competitors, anti-competitive monopolistic behavior, including predatory pricing, and forcing unfair trading conditions on business partners, and other anti-competitive conduct.

The policy requires all employees to report as soon as possible to their direct supervisor, who shall be obligated to further discuss with the Chief Executive Officer, or the President, immediately: (1) any conduct that is an actual violation of the antitrust laws; (2) any conduct that the employee suspects might be a violation of the antitrust laws; and (3) any suspicious conduct that might constitute evidence of a violation.

In year 2024, the Company had no disputes with any trade competitors.

6. Engagement to Develop the Community and Society

The Company determines a policy to run its business that is beneficial to economy and society, acting ethically and responsibly and complying with applicable laws and regulations. The Company is also committed to improving and elevating the quality of life of the society in proximity to its premises as well as expanding its business at the same time.

The Company complies with the policy of caring for and build a relationship with the nearby community. In this regard, the Company regularly promotes the nearby communities' activities in consideration of proper projects that provide benefits to the community and society for the purpose of sustainable community development. The Company's employees also participate in such activities, including supporting the activities on a regular basis.

More details about engagement and development of community or society in 2023 are disclosed in [Sustainability Report 2024 in the section Social performance result : Development and Building Good Relationships with Communities and Society](#)



7. Environment

7.1 Environmental Conservation

The Company prioritizes social responsibility in environmental conservation by conducting business under environmental standards, including operating in accordance with environmental standards such as ISO14001, both in Thailand and subsidiaries in oversea countries. The Company will implement and ensure that its product manufacturing strictly adheres to environmental laws under the concept of environmental care and preservation, focusing on maintaining and developing production processes and utilizing environmentally friendly materials.

Furthermore, the company is committed to promoting a Green Culture, in accordance with CSR DIW principles, to instill environmental awareness and engagement among employees, paving the way for the Company to become a Green Industry.

7.2 Sustainable Use of Resource

The Company promotes efficient and sustainable resource use in every production and service procedure with the following guidelines

1. Indicate, measure, record, and report the consumption of energy, water, and other significant resources
2. Implement the resource efficiency to reduce the consumption of energy, water, and other resources, define KPIs for energy, and energy-saving campaign
3. Determine the principles of the 3Rs for waste utilization
4. Manage the water resource to ensure accessibility, equity, and sharing of water resources
5. Extend the sustainable resource use practices to business partners
6. Build awareness among employees about sustainable resource use through project and communication media such as notice boards, email, intranet, etc.

The Company also emphasizes reducing waste generated from the production process by employing the principles of green engineering, minimizing material consumption as much as necessary, with the purpose of recycling shared resources for maximum efficiency and environmental preservation and avoidance of deforestation by means of procuring an environment centric system that serves as both guideline and business management tool. For launching a campaign to promote energy efficiency, the Company promotes various energy-saving policies of cost-effective consumption of workplace consumables, such as using re-used papers, using 2-side used papers for color testing by the Technical Support Division, turning electrical appliances and air-conditioners off during break time, distributing digitalized documents (Soft Files) instead of hard files, emphasizing on internet-based communication, meeting, and transaction to reduce commuting between offices

Additionally, the company actively promotes waste reduction within its offices, focusing on minimizing plastic waste and implementing proper waste management practices. This includes efficient waste segregation for recycling, achieved through a dedicated waste segregation committee comprised of employee representatives from each department. The committee's role is to raise awareness and provide accurate waste segregation education to employees, along with the provision of clearly labeled waste bins for different waste types.

For the year 2024, the Company has implemented the following activities to foster environmental awareness as well as promote efficient and sustainable use of resource.



The Company collaborates with leading real estate developer business partners who share a sustainability goal to develop eco-friendly product innovations, such as the “Eco-Friendly Gypsum Ceiling Project,” which repurposes leftover ceiling scraps from construction sites through a new, quality-standard process. This not only reduces waste but also maximizes the use of materials. Additionally, the company launched eco-friendly paint innovations, such as the “Eco-Friendly Expert Series Paint,” which reduces painting and coating steps as well as water usage, as well as greenhouse gas emissions.



Our company is giving old uniforms a new life by recycling them into brand-new ones. This project, called 'Closed loop recycle clothes,' is all about teaching employees how to creatively handle their local waste.



The Company conducted a training course on "Carbon Footprint Product (CFP)" to enhance employees' knowledge and understanding of carbon footprint product assessment.





The Company organized the "TOA Super OKRs Challenge 2024" to provide a platform for employees to present new ideas and innovation that can improve work processes or create valuable products. It also aimed to enhance analytical thinking, creativity, innovation, and professional communication skills. The winning innovation was "Picking for Sale by Tablet," a paperless project that replaced paper picking slips with a tablet system in the product picking process. This reduced waste and expenses from paper and ink, minimized errors in product picking, and improved the efficiency of related teams, resulting in faster and more accurate product delivery.



The company encourages TOA employees to use clean energy vehicles by allowing them to claim expenses for EV charging, according to the reimbursement criteria set by the company's Human Resources Department. Additionally, EV charging stations have been installed in the parking lot of the TOA Bangna branch office.



Continuous efforts to reduce plastic waste and ensure proper waste segregation, such as establishing waste disposal points for food scraps, plastic bottles, electronic waste, and general waste on various floors of office buildings, cafeterias, and factories. This promotes maximum resource recycling and helps reduce waste volume.





8. Human rights Respect

The Company recognizes the importance of human rights and emphasizes the equitable treatment of those within and outside of the Company. The Company constantly monitors and does not let the Company's business get involved with the direct or indirect infringements of an individual's rights or freedoms such as forced labor and child labor. The Company also stresses the fair and respectful treatment of all stakeholders based on human dignity, and issues of equal treatment for the Company's employees, without discrimination by the origin of birth, race, gender, age, complexion, religion, physical appearance, social status or class, family history, or another status that does not directly affect work performance. Internally, the Company promotes a mechanism for the monitoring of all employees to comply with its rules on human rights, encourages the compliance with the international standards of human rights, and ensures that the business responsibility pertaining to human rights are shared by all parties involved, from affiliates, joint ventures, and business partners.

In year 2024 the company **had no litigation** related to human rights violations. More details about such compliance are disclosed in **Sustainability Report 2024 in the section Social performance result : Human Rights Operations**

9. Supervision of Compliance with Intellectual Property Laws

The Company does not conduct any operation that violates intellectual property rights by ensuring directors, management, and employees comply with the laws and regulations and that they are not under any circumstance complicit in, contribute to, or act in such a way that violates the laws and regulations pertaining to the intellectual property.

In year 2024, the Company **was not engaged** in any act infringing upon the patents and/or intellectual properties.

Principle 5.3 The Board of Directors ensures the management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet the sustainable objectives and goals.

Guidelines

- 1) The Board of Directors has a thorough understanding of how the business model affects resources optimization in support of ethical, responsible, and overall sustainable value creation.
- 2) The Board of Directors oversees the efficient and effective use of resources, while constantly considering changes in internal and external factors.
- 3) The Company has announced an energy policy and continues to develop its energy use to manage energy efficiently and cost-effectively under the ISO 50001 international energy management system.

More details about such compliance in 2024 are disclosed in **Sustainability Report 2024 in the section Environmental Performance Results : Energy Management**

Principle 5.4 The Board of Directors establishes a framework for the governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

Guidelines

- 1) The Board of Directors places importance on information technology usage to support the Company's business operations, particularly in enhancing both customer service and internal efficiency in the organization. The



Company actively recruits employees with expertise in information systems and allocates investment budgets for appropriate equipment and information systems.

- 2) The Board of Directors monitors and ensures that the Company has an Information Technology Policy, covering IT resource allocation and management, information backup, and IT security policy.
- 3) The Board of Directors monitors risk management to include IT risk management.

The Company places importance on information security, so the computer system usage policy has been established and posted on the Company's intranet ([TOA Intranet](#)) for directors, management, and employees to perceive and understand such as share drive usage policy, data backup policy, data center access control policy, etc., including the Computer Crimes Act B.E. 2560 (2017) (as amended).

Moreover, employees are always informed about the threats of cybercrime: spam and phishing and how to avoid those threats. The Company also promotes employees to back up information through OneDrive, SharePoint or central drive systems. IT Call center is also provided for employees to enquire in case of any questions or incidents.

The information system is regarded as a key factor in operating the Company's business in which the Risk Management Committee has assessed and monitored such risk on a regular basis. The IT Steering Committee has been appointed to monitor IT-related issues and drive the IT governance to achieve the goals. In addition, the Audit Committee has followed up on the adequacy of the IT internal control system to report the results to the Board of Directors.

See more details in [Section 2 "Risk Management", Heading, "\(5\) IT Security and Cyber Security Risks"](#).

Principle 6 Strengthen Effective Risk Management and Internal Control

Principle 6.1 The Board of Directors ensures the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals, and strategies, and comply with applicable laws and standards.

Guidelines

1. The Board of Directors is aware of and understands the nature and scope of the Company's principal and substantial risks and should approve the risk appetite of the Company.
2. The Risk Management Committee, chaired by the Chief Executive Officer, consists of the top management from every department to be responsible for determining the risk management policy to propose to the Audit Committee for approval. Moreover, risk management should be reviewed at least once a year.
3. The Risk Management Committee assesses the Company's principal and substantial risks that are identified through consideration of internal and external factors that may cause the Company not to be able to achieve its objectives.
4. The Risk Management Committee ensures that the Company assesses and prioritizes the impact and likelihood of identified risks, and that suitable risk management is included in the Company's risk management plans, which are divided as strategic risk, operational risk, financial risk, and legal and compliance risk.
5. The Risk Management Committee reports the status of the risk management plan to the Audit Committee for assessing the effectiveness of the risk management, regularly reports to the Audit Committee, and the Board of Directors at least once a year



More details about such principles are disclosed in [Section 2 “Risk Management”](#), and [Section 8 “Internal Control and Related Party Transactions”](#).

Principle 6.2 The Board of Directors establishes the Audit Committee that can act effectively and independently.

Guidelines

- 1) The Board of Directors establishes the Audit Committee that comprises 3 directors with required qualifications in line with the Securities and Exchange Commission and Stock Exchange of Thailand and clearly sets out in writing the Audit Committee’s charter that includes the tenure, scope of duties, and responsibilities.
- 2) The Audit Committee shall hold a meeting with the external auditor without the presence of the management at least once a year.

In year 2025, the Audit Committee held 1 meeting with the external auditors without the presence of the management at the Audit Committee’s Meeting No. 2/2025 on February 27, 2025.

Principle 6.3 The Board of Directors manages and monitors the conflicts of interest that might occur between the Company, management, or shareholders. The Board of Directors should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

Guidelines

- 1) The Board of Directors establishes the policy on internal use of information, disclosure policy, and corporate governance policy, including code of conduct in order to monitor the information security, protect confidentiality, integrity, and availability of business information, as well as market-sensitive information. The Board of Directors monitors the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, management, employees, and professional advisers. Such policies can be found on the Company’s website.

Additionally, in 2024, the Company has provided training for all new employees on privacy policy, internal information use and conflicts of interest. These has been included in the new employees’ orientation program. Furthermore, the Company has provided the course for directors and management at all levels named “TOA Compliance & Code of Conduct” through E-learning system to provide knowledge for practice of privacy policy, internal information use, and entering related party transactions to prevent conflicts of interest. The Company has determined that all executives, and employees must pass this training course

- 2) The Board of Directors monitors and discloses conflict-of-interest situations and transactions in compliance with applicable laws and standards.
- 3) The Board of Directors sets requirements for all directors to report conflicts of interest in relation to any meeting agenda item at least before consideration of the matter at the meeting and record the reported conflict of interest in the meeting minutes. The Board of Directors also ensures that all directors who have a conflict of interest in relation to an agenda item abstain from being present for discussion of or voting on that agenda item.

In year 2024, the directors have prepared a conflict-of-interest reporting form to report to the Board of Directors for regular acknowledgment and monitoring of prevention of conflicts of interest with 100% complete operation.



Furthermore, directors and executives at the first 4 high-ranking executive levels as defined by the SEC did not trade their securities by using insider information. The transactions which may cause conflict of interest are disclosed in **Section 8 “Internal Control and Related Party Transactions”**. Such transactions have been considered and approved by the meeting of the Board of Directors/shareholders, and the directors with a vested interest, according to the relevant regulations, had no right to vote for such matter.

Principle 6.4 The Board of Directors establishes a clear anti-corruption policy and practices, including communication, and strives to extend its anti-corruption efforts to stakeholders.

Guidelines

The Board of Directors establishes an anti-corruption and bribery related policy as a part of the code of conduct, which directors, management, and employees must comply with strictly, ensuring the company-wide awareness and implementation of the Company’s anti-corruption policy and practices, and compliance with applicable laws and standards with the following details:

The Company conducts its business with transparency, recognizes the importance of anti-corruption in all forms, complies with applicable laws, and brings benefit to society, as well as promotes integrity and good citizen among its employees.

The Company determines the anti-corruption and bribery related policy as a clear guideline to prevent and resist corruption and bribery problems in the Company. The anti-corruption is adhered to the organizational culture to enhance the awareness of the negative impact of the corruption in order to drive the ethical value and build the confidence of all the stakeholders, and to ensure that the anti-corruption is effectively put in place with the following guidelines.

1. The directors, management, employees at all levels must not act or ignore their performing duties, or misuse their authority, violate the applicable laws and ethics, including doing any act or being involved with all forms of corruption both directly and indirectly, not seeking inappropriate benefit in any form such as to call for, accept, offer, or give any asset including any benefit to state officers or other individual doing business with the Company, and so on. In the previous year, there were no cases of misconduct due to ethical issues of executives and directors.
2. Determine the guidelines pertaining to giving, receiving gifts, or entertainment to be included in the Company’s code of conduct. The employees must not offer, call for, receive, or accept money, non-monetary items, business hospitalities (such as meals and entertainment), or other benefits which may cause suspicion of bribery and fraud. Gifts, non-cash, or cash equivalent, should be given on a rational basis, not causing confusion in business judgment. It should be aware that any acts must be subject to transparency, and auditable.
3. Set a policy for receiving and giving gifts or other benefits to prevent giving or receiving bribes and conflicts of interest. The Company has set clear guidelines for what can and cannot be done when giving and receiving gifts.
4. Determine a regulation pertaining to procurement, the purpose of a transaction, advance payment, or any contract, to ensure that there is clear supporting evidence for each process, including the delegation of authority should be properly defined.
5. Communicate the anti-corruption and bribery related policy to each department of the Company through various channels such as training, internal communication system to inform all related parties to comply with, etc.



6. Define the whistleblowing channel by promoting various communication channels for employees and related parties to be able to inform any suspicion or wrongdoing. Thus, effective measures to protect whistleblowers must be established, including strictly protecting their identity to avoid unfair punishment or job rotation, as well as appointing an individual to investigate and oversee the whistleblowing issues.
7. Develop and stay up-to-date on the anti-corruption and bribery measures to be in compliance with relevant laws as well as ethical practices and ensure that the risk assessment of related activities or likelihood of any potential fraud and corruption risks together with the proper preventive measures are put in place, which should be communicated within the organization on a regular basis.
8. The Company provides an assessment of risks related to current and future business operations. This includes the risk of bribery and corruption and emerging risks along with setting guidelines for risk management. There is a review of risk levels and monitoring of operations for controlling the risk at an acceptable level.
9. If directors, management, and employees do any act, both directly and indirectly, that violates or is in non-compliance with this policy, they shall be punished according to the Company's regulations or applicable laws.

Thus, the Company's employees must understand and comply with the anti-corruption and bribery related policy in all working procedures. If any wrongdoing against this policy is found, it must be immediately reported to one's supervisor or department/individual who is delegated for this matter.

2024 Performance Results

The Company reported no issues of corruption or bribery violations. In the preceding year, the company implemented the following measures to promote anti-corruption and bribery efforts

- The Compliance & Code of Conduct training course was conducted, covering anti-bribery and anti-corruption topics. The training was delivered through online and classroom sessions. All employees were required to complete the training and pass a test, the course covered the following topics:

1. Legal and Regulatory Compliance
2. Business Ethics (Code of Conduct)
3. Corporate Social Responsibility and Anti-Bribery/Anti-Corruption Policy, including these subtopics:
 - Prohibition of all forms of corruption or bribery, both direct and indirect.
 - Gift acceptance and provision policy.
 - Whistleblowing policy / channels and methods for reporting concerns.
 - Examples of types of concerns that constitute corruption and bribery

The Company provides training to both new hires and existing employees at all levels, incorporating it into online courses. All employees at all levels are required to participate in the training and complete a post-training knowledge test. In 2024,





the number of participants and the proportion of those who passed the test were as follows:

- **Number of participants::** 3,326 persons
- **Percentage of Participants Passing the Test:** 92.16%
- Publicizing the Company's No-Gift Policy During the New Year Season on Our Website to Demonstrate Our Commitment to Anti-Corruption to Business Partners
- The Company's Board of Directors has regularly reviewed the anti-bribery and anti-corruption related policy in collaboration with the Corporate Governance and Sustainability Committee. The latest revised version of this policy will be published on the Company's website.

Please find **"Policy on Corporate Social Responsibility and Anti-Corruption"** at Company's website on menu "Investor Relations" >>"Corporate Governance" >> "Policies" or [CLICK HERE >>](#)

Principle 6.5 The Board of Directors establishes a mechanism for handling complaints and whistleblowing.

Guidelines

The Board of Directors ensures that the Company has a clear whistleblowing policy which includes procedures, and proper whistleblower protection from retaliation as a result of their good faith whistleblowing activities, and ensures that the availability of convenient complaint channels is set up for stakeholders to freely communicate their concerns about illegal or unethical practices or potential corruption or unethical behavior as well as human rights violation and other concerns to the Board of Directors directly as follows;

Channel 1: via e-mail to one of the following committees

Channels/ Responsible Committee	E-Mail
Board of Directors	directors@toagroup.com
Audit Committee	auditcommittee@toagroup.com

Channel 2: by post addressing one of the committees at the following address: TOA Paint (Thailand) Public Company Limited: 31/2 Moo 3, Bangna-Trad Road, Bang Sao Thong, Bang Sao Thong, Samut Prakarn 10570.

1. The head of internal audit is responsible for receiving and collecting whistleblowing issues and carries out in line with the whistleblowing policy, and then reports to the Audit Committee and the Board of Directors respectively for further consideration and approval.
2. The Company has a clear whistleblowing channel for reporting suspected wrongdoing through the Company's website www.toagroup.com and/or annual report.

Whistleblowing Measures

The Company has established confidential whistleblowing procedures to facilitate employees and external parties, including contractors, joint venture partners, other individuals working with the Company, other external stakeholders, and the general public, who observe or have concerns about misconduct, irregularities, or rights violations within the Company, or who wish to propose ideas to the Company, to do so more conveniently.



The Company has established and published **Whistleblowing Policy** on the Company's website.

Please find **"Whistleblowing Policy"** at Company's website on menu "Investor Relations"

>>"Corporate Governance" >> "Policies" or [CLICK HERE >>](#)

2024 Performance Results

The Company strictly adheres to the policy, with the Internal Audit Department responsible for gathering information and coordinating with relevant parties to conduct evaluations, inspections, and factual investigations in accordance with the procedures and steps for receiving complaints or whistleblowing reports of corruption.

The Company received a total of **12 reports** through the complaint or whistleblowing channels regarding corruption. Among these, 6 cases involved allegations of corruption, bribery, and non-compliance with the business code of conduct. These cases of corruption were at the operational staff level and did not have a significant impact or influence on business decision-making.

Regarding the remaining 6 reports, no material irregularities were found, and they did not fall within the scope of complaints related to soliciting or offering gifts or rewards that could influence business decisions, nor did they pertain to corruption, bribery, or breaches of the business code of conduct.

The 12 complaints/whistleblowing issues received in 2024 are summarized as follows:

Whistleblowing issues	Reported	Investigated	Completed
1.Reports on suspected corruption	6	6	5
2. Working procedures related issues	3	3	1
3.Misunderstanding	2	2	2
4.Inquiry about a product	1	1	1

Furthermore, the Internal Audit Department collaborates with managers of relevant department to utilize information obtained from complaints and whistleblowing reports for the purpose of enhancing work processes and internal controls. This proactive approach aims to develop and prevent future occurrences of such issues. The Internal Audit Department reports on the receipt of complaints and whistleblowing reports, as well as the preventative measures implemented, to the Audit Committee and the Board of Directors.

Regarding item 1, Reports on suspected corruption, the following corrective and improvement processes have been implemented to prevent recurrence:

1. Segregation of Duties: Implementing checks and balances within work processes and ensuring that individuals with vested interests are excluded from decision-making or execution.
2. Job Rotation: Rotating employees in specific positions to prevent inappropriate behavior and reduce opportunities for fraud.
3. Information Access Control: Defining appropriate access rights to critical information and organizational assets, ensuring that only authorized personnel can access them.



4. Technology Implementation: Utilizing technology to prevent and monitor employee activities across various systems, such as accounting, financial approvals, and inventory management, to enhance operational transparency and auditability.
5. Policy and Procedure Review: Regularly reviewing and updating policies and operational procedures to address deficiencies, adapt to changing circumstances, and improve organizational efficiency.
6. Internal Control Audits: Conducting regular audits and evaluations of internal control systems to identify weaknesses and improve process effectiveness.
7. Whistleblowing System Enhancement: Strengthening the reporting and whistleblowing system and Safeguard whistleblowers from reprisal.
8. Appropriate Disciplinary Actions: Implementing clear and effective investigative and disciplinary measures, such as internal disciplinary actions or reporting to law enforcement for legal prosecution.

See more details in [Sustainability Report 2024 in the section Corporate Governance performance result: Business Operations with Ethical and Legal Compliance](#)

Principle 7 Ensure Disclosure and Financial Integrity

Guidelines

The Company has implemented Principle 7 Ensure Disclosure and Financial Integrity, comprising principles 7.1 to 7.6, and has established related guidelines as specified in the "[Corporate Governance and Code of Conduct Handbook](#)" under the section "[Principle 7 Ensure Disclosure and Financial Integrity](#)" which is available on the Company's website.

2024 Performance Results

Principle 7.3 The Board of Directors ensures that risks to the financial position of the Company or financial difficulties are promptly identified, managed, and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights.

The Company maintains a strong financial position and high financial liquidity. Management has therefore invested funds in accordance with the Company's investment and business expansion policies, as well as its treasury management policy, which are approved by the Board of Directors. These policies are designed to establish an efficient treasury management strategy for stability and to generate appropriate investment returns, with a strong emphasis on liquidity and risk management under both normal and crisis conditions. Management is required to report treasury management performance to the Board of Directors on a quarterly basis.

Furthermore, business expansion investments are controlled through the preparation of annual investment budgets, taking into account the suitability of economic and investment conditions at each period.



Principle 7.4 The Board of Directors ensures sustainability reporting, as appropriate

The Company has disclosed the summary of the sustainability report in **Section 3 Driving Business Value through Sustainability** and full version of **Sustainability Report** on the Company's website.

Principle 7.5 The Board of Directors ensures the establishment of a dedicated Investor Relations function responsible for regular, effective, and fair communication with shareholders and other stakeholders.

The Investor Relations Department ("IR") is the center of public communication and disclosure of information of the Company to prudently disclose information, which is significant and necessary for investment decision-making and analysis for investors in the Stock Exchange of Thailand. IR, under the supervision of the Chief Executive Officer, places high importance on building and maintaining the investors' confidence and understanding of accurate information relating to the Company's business and performance reflecting its true value creation.

Thus, the Board of Directors has defined the IR's disclosure of information policy in order to ensure that the Company is committed to disclosing information in compliance with the good corporate governance principles with accurate, complete, and timely communications, relevant laws, and regulations, taking into account the equitable treatment to all shareholders and stakeholders, including the public for promoting and maintaining a sense of integrity and trustworthiness on the Company's information. The disclosure of information policy is as follows:

Please find **"Information Disclosure Policy"** at Company's website on menu **"Investor Relations"** >>

"Corporate Governance" >> **"Policies"** or

CLICK HERE >>

Material Insider Information Management

The Company's guidelines for material insider information management are as follows:

1. Do not disclose or inform the confidential or inside information to any party before disclosing information to the public through the channel of the Stock Exchange of Thailand.
2. Refrain from organizing meetings or providing information to investors and analysts for 15 days (Silent Period) prior to the public announcement of the Company's operating performance.
3. Directors, management, and employees including those who are assumed as a person knowing or possessing the Company's inside information are prohibited from purchasing, selling, trading, or persuading any person to purchase, sell, or trade the Company's securities, both directly and indirectly, during the period of 1 month prior to disclosing such information to the public, and at least 24 hours after the general publication of the release has been adequately disseminated.
4. Chief Executive Officer, President, and Chief Financial Officer are designated persons as speakers of the Company to provide information of the Company and its subsidiaries to mass media, analysts, and investors.

In order to establish and maintain accurate, complete, and timely communications with investors, the Company defines material information requiring disclosure for investment decision-making for both quarterly and annual reports as follows:



Quarterly Report	Annual Report
Quarterly financial statements	Annual financial statements
Quarterly Management Discussion and Analysis (MD&A)	Annual Management Discussion and Analysis (MD&A):
Corporate Presentation and Financial Information	Form 56-1 One Report

In addition to the disclosure of information through the channel of the Stock Exchange of Thailand, IR promotes various accessible and convenient channels to achieve clarity in business communication for the Company's information towards each group of shareholders and investors. All information disclosed to various channels must be public information in accordance with the notifications of the Stock Exchange of Thailand. The Company's disclosure channels are as follows:

Information Disclosure Channels
1. Visit the company website at: (https://investor.toagroup.com/en/home)
2. Company visit, conference call, and analyst meeting
3. Domestic and overseas roadshows
4. Public release such as newspaper, magazine, television, radio, Company's papers, or print media, etc.
5. Opportunity Day

In year 2024, IR had put importance on disclosing and communicating strategies and material information to investors and analysts through conference calls, offline and online meetings. Such activities had been greatly supported by the top management of the Company; Chief Executive Officer and Chief Financial Officer. The top management allocated their time to participate in the IR's activities in order to communicate business directions to local and foreign investors on a regular basis, which can be summarized as follows:

Activities	Times	Objectives	Attendees	Management's Attendance
Annual General Meeting and Extraordinary General Meeting of Shareholders	1	Informing annual operating performance, proposing agendas for acknowledgment and approval according to laws.	Shareholders	Board of Directors/ Audit Committee/ Chief Executive Officer/ Chief Financial Officer/ IR
Analyst Meetings	4	Informing quarterly operating performance.	Analysts	Chief Executive Officer/ Chief Financial Officer/ IR
Opportunity Days	2	Informing quarterly operating performance.	Analysts, investors	Chief Executive Officer/ Chief Financial Officer/ IR
Company visits and electronic system conference calls	26	Opportunity to meet, answer and explain the Company's business direction, performance, and strategies	Analysts, minor investors, domestic and foreign institutional investors	Chief Executive Officer/ Chief Financial Officer/ IR



Activities	Times	Objectives	Attendees	Management's Attendance
Roadshows/ virtual roadshows	2	Presenting overall business operation, business direction, and strategies.	Domestic and foreign institutional investors	Chief Executive Officer/ Chief Financial Officer/ IR

Participation in Opportunity Day Events for Year-End 2023 and Q2 2024



Shareholders and investors can contact Investor Relations directly by phone at **02-335-5555**, extensions **1520 or 5875**, or by email at **ir@toagroup.com**.

Principle 7.6 The Board of Directors ensures the effective use by the Company of information technology in disseminating information.

The Board of Directors approve the disclosure of information practices policy to ensure that the executives and the employees comply with the disclosure of information principles and prevention of inside information which may impact the share prices before disclosing to the public, which must be conducted in line with the legal requirements and guidelines of SEC and SET, including the good corporate governance principles to ensure the disclosure and financial integrity through the SET's channels, and Company's website.

Principle 8 Ensure Engagement and Communication with Shareholders

Guidelines

The Company has implemented Principle 8, Ensure Engagement and Communication with Shareholders, which includes principles 8.1 to 8.3, and has established guidelines on **1. Right of Shareholders** and **2. Equitable Treatment of Shareholders**, as specified in the "**Corporate Governance and Code of Conduct Handbook**" under the section "**Principle 8: Promoting Shareholder Participation and Communication**," which is available on the Company's website.

1. Right of Shareholders

The Company prioritizes shareholder rights, extending beyond mere legal compliance to actively promote the full exercise of Fundamental shareholder rights includes the right to buy, sell and transfer stocks, profit sharing, to acquire adequate information of the Company, to attend the shareholder meetings to vote for appointment or removal of the directors, auditors, to approve important transactions influencing and impacting the Company's business direction,



such as dividend payout, determination or amendment of the Company's Articles of Association and Memorandum of Association, increase or decrease of capital, as well as approval of extraordinary transactions.

In addition, the Company has guidelines to promote and facilitate the equitable exercise of rights by all shareholders, consistently supporting shareholder participation and communication, as well as protecting the rights of minority shareholders.

2024 Performance Results

In holding the 2024 Annual General Meeting of Shareholders, the Company complied with the guidelines outlined in the Assessment of Quality of Shareholders' Meetings (AGM Checklist), developed by the Thai Investors Association, the Listed Companies Association, and the Securities and Exchange Commission (SEC), as detailed below

Procedure Prior to the Shareholder Meeting Date

- The Company **convened the 2024 Annual General Meeting of Shareholders ("AGM") on April 29, 2024, at 10:00 AM**, via electronic means (E-AGM), in order to mitigate the risk of COVID-19 transmission and to ensure convenient access for shareholders.
- The Company provided minority shareholders the opportunity to propose agenda items and candidates to be nominated as a director in advance of the AGM date, **from October 2, 2023, to December 31, 2023**. The Company established criteria and procedures, which were published on the Company's website and disseminated to shareholders via the Stock Exchange of Thailand's news system. During this period, no shareholders submitted proposals for agenda items or candidates for director nominations. This result was communicated to shareholders through the same channels **on January 2, 2024**.
- Shareholders were notified of the Board of Directors' resolution to determine the date of the shareholders' meeting for 60 days prior to the meeting date on **February 28, 2024**, through the channel of the Stock Exchange of Thailand's new system and the Company's website at **www.toagroup.com**, to enable shareholders to plan and allocate time for meeting participation
- The Company published the Notice of Meeting and accompanying documents, such as the Annual Report, on the Company's website. The information provided was identical to those sent to shareholders via post, in both Thai and English. This was published on the website **34 days** prior to the meeting, starting from **March 27, 2024**, to ensure convenient and timely access to information for shareholders, and to provide them with ample time for advance study.
- The documents sent to shareholders included the Notice of Meeting, which detailed the agenda items with facts, reasons, and the Board of Directors' opinions on each agenda item, along with supporting documents for consideration in voting on the various agenda items. The package also included the Annual Report, profiles of individuals nominated to replace directors retiring by term, the definition of an independent director, information about the independent directors the Company nominated as proxies for shareholders, documents and evidence attendees must present before participating in the meeting, meeting procedures, meeting participation steps, specific sections of the Company's Articles of Association regarding shareholders' meetings, a map of the meeting venue, registration forms, and Proxy Forms A, B, and C.



- The Notice of Meeting was sent to shareholders via post on **April 3, 2024, 25 days prior to the meeting date**, which exceeds the standards required by law and the Corporate Governance Report (CGR) assessment criteria.
- The Company also posted the announcement of shareholder meeting's notification in the newspapers for 3 consecutive days, **10 days prior to the meeting date, on April 17-19, 2024.**

Procedure on the Shareholders' Meeting Day

- For registration to attend the meeting, the Company provided appropriate and sufficient staff and technology to facilitate the document verification process for shareholders, commencing more than one hour prior to the meeting. The registration process utilized a barcode system, where each shareholder's registration number was printed on the registration form and proxy form, ensuring a swift registration process. The registration and vote counting program was provided by Inventech Systems (Thailand) Co., Ltd.
- At the 2024 Annual General Meeting of Shareholders, there were 6 directors attending the meeting, representing a 100% attendance rate which included all members of the subcommittees.

In addition, senior executives and the company's auditors from EY Office Limited attended the meeting to allow shareholders to ask relevant questions. The Company also appointed vote inspectors for each agenda item from Weerawong, Chinnavat & Partners Ltd., a law firm. A Representative from Shareholders' Right Protection Volunteer Club, Miss Supeeranut Kaveewat from Thai Investors Association, also attended the meeting to observe and witness the vote counting process. This ensured that the meeting was conducted transparently and in accordance with the law and the company's regulations.

- Before the start of the meeting, the Company Secretary provided details of the quorum and explained the voting procedures and vote counting methods for shareholders to cast their votes on each agenda item in accordance with the law and the Company's Articles of Association. In the event that a shareholder arrived after the meeting had commenced, the Company still provided them the right to vote on the remaining agenda items that had not yet been considered and voted upon, and they were included in the meeting quorum.
- During the meeting, the Chairman proceeded with the meeting agenda in such order earlier set forth in the notice without adding any agenda or altering any significant information without prior notice to the shareholders, while allowing equal opportunity for all shareholders to ask questions, comment, or express suggestions for each meeting agenda.
- The resolutions of the shareholders' meeting together with the results of voting on each agenda, both in Thai and English, were disclosed on the channel of the Stock Exchange of Thailand's news system on the meeting day. The Company also prepared the minutes of the meeting with accurate and complete information, voting results for each agenda item which were summarized and clearly specified types of vote into 'Agree,' 'Disagree,' 'Abstain,' and 'Spoiled Votes' (if any). (In 2024, there was no spoiled ballot). The minutes of the meeting were submitted to the Stock Exchange of Thailand, and the Securities and Exchange Commission within 14 days subsequent to the meeting, and disclosed on the Company's website, in both Thai and English.
- The Company has provided video recording of the entire shareholders' meeting and has also stored the electronic traffic data of all participants, in accordance with the Emergency Decree on Electronic Meetings.



2. Equitable treatment of shareholders:

The Company has policies and practices to ensure that all shareholders, whether they are executives, non-executives, major shareholders, minority shareholders, or foreign shareholders, receive equal and fair treatment as follows:

Use of Insider Information

The Company determines a policy pertaining to the use of insider information, and disclosure of information, establishing guidelines and measures for every person in the organization to comply with. The Company also regularly monitors compliance to prevent directors, management, and employees from using insider information for self-benefit or others in an illegal way. Directors and management must report their shareholding to the company secretary every time they purchase, sell, transfer, and obtain securities in order to summarize and report to the Board of Directors for acknowledgment every 6 months, as well as disclose in the annual report

Internal Information Policy

- The Company mandates that directors, executives, and related persons as defined by Section 89/1 of the Securities and Exchange Act must report their securities holdings upon initial appointment of their position and report any changes in their securities holdings to the Company's Board of Directors every 6 months, prior to submitting such reports to the Securities and Exchange Commission (SEC).
- Furthermore, the Company has established an Embargo Period, prohibiting securities trading for 1 month prior to and until the announcement of the Company's quarterly and annual financial results, and requiring a waiting period of at least 24 hours after the public disclosure of such information.
- The Company requires all personnel to maintain the confidentiality of the Company's internal information and prohibits the use of such information for personal gain or disclosure to external parties under any circumstances.
- In addition, the Company has established penalties for those who violate this policy, which may include written warnings, wage deductions, or termination of employment.

Please find **"Internal Information Policy"** at Company's website on "Investor Relations" >>

"Corporate Governance" >> "Policies" or [CLICK HERE >>](#)

3. Interests of Directors

The Board of Directors requires directors and executives to disclose their conflicts of interest and related parties. The Company Secretary is responsible for compiling reports on the conflicts of interest of directors, executives, and related parties for the Board of Directors to review the Company's transactions that may involve conflicts of interest, in accordance with the Company's related party transaction approval procedures.

Furthermore, the Company mandates that directors and executives who have a conflict of interest with a transaction with the Company must not participate in the decision-making of such transaction, must leave the meeting, and must abstain from voting on that agenda item.

Additionally, the Company has established a policy regarding the trading of the Company's securities and reporting methods to provide guidelines for directors, executives, and employees with access to internal information. In this regard, directors and executives are required to notify the Board of Directors and the Company Secretary in writing of any purchase, sale, transfer, or acquisition of the Company's securities at least 1 business day prior to the transaction.



The Company has clearly defined guidelines regarding the reporting of conflicts of interest in **Corporate Governance and Code of Conduct Handbook**, under the topic **Principle 8 Ensure Engagement and Communication with Shareholders**, specifically in sub-topic **2.4 Interests of Directors**, which is published on the Company's website.

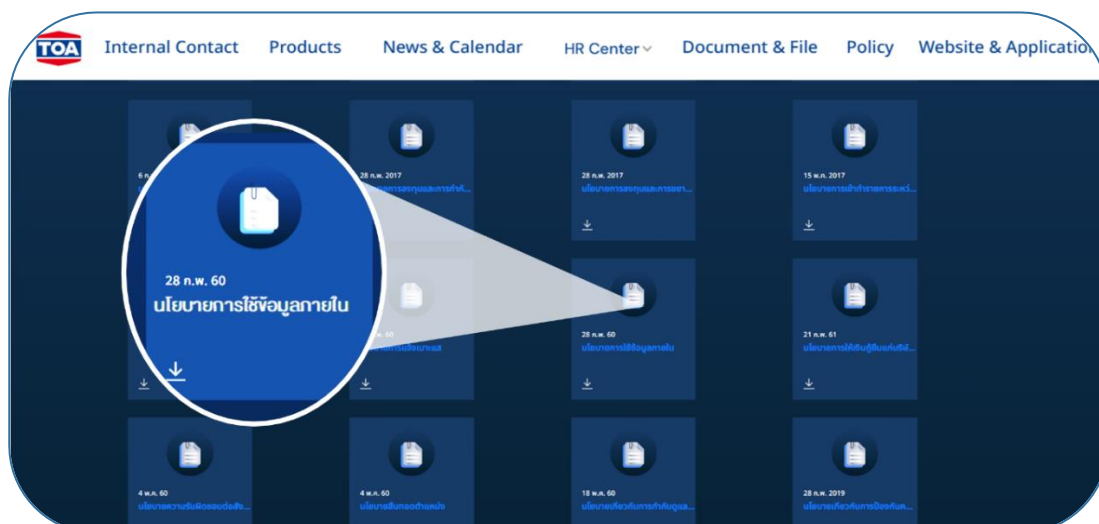
2024 Performance Results

- 1) The Company Secretary prepared documents to explain the principles and requirements of the policy on preventing the use of internal information to ensure that directors, executives, and employees do not use internal information for their own or others' improper benefit, including requirements for directors and executives to notify the Company Secretary 1 day in advance before trading the Company's securities
- 2) Furthermore, the Company Secretary sent out email reminders to directors, executives as defined by the SEC, and related persons to inform them of the Embargo Period in advance of the announcement of each quarterly financial performance. This is to prohibit the purchase, sale, transfer, and acquisition of the Company's securities, including futures contracts and convertible securities with the Company's securities as underlying assets, whether directly or indirectly.
- 3) There were no directors, executives, or relevant employees found to have traded securities during the Company's embargo period.
- 4) The Company Secretary reported the Company's share trading information of directors and executives during the year 2024 to the Board of Directors twice: (1) at the Board of Directors Meeting No. 6/2024 on August 14, 2024, and (2) at the Board of Directors Meeting No. 1/2025 on January 13, 2025.

In 2024, there were changes in the shareholdings of 2 senior executives (as defined by the SEC).

(Please find more details about shareholding changes of each directors and executives **"Attachment 1 Information of Directors, Management Team, Controlling Persons, CFO, Person Supervising Accounting, and Company Secretary, Heading "Changes in TOA Shares Held by Directors and Management Team in 2023"**)

- 5) The Company has published internal information policy on the Company's Intranet system to ensure that all employees are aware of the policy, as shown in the image below.





7.2 Performance Reports of the Board of Directors and Sub-Committees

In 2024, the Board of Directors and sub-committees (1. Audit Committee, 2. Nomination and Remuneration Committee, 3. Executive Committee and 4. Governance and Sustainability Committee 5. Risk Management Committee) prepared the performance reports including the report of the Board of Directors' responsibilities for the financial statements to build confidence and trust in shareholders and investors as follows:



Audit Committee Report

Dear Shareholders

The Audit Committee of TOA Paint (Thailand) Public Company Limited consists of 3 independent directors who are competent, knowledgeable, and experienced, and can perform their duties independently in accordance with the regulations of the Stock Exchange of Thailand.

- | | |
|-------------------------------|---------------------------------|
| 1. Mrs. Prisana Praharnkhasuk | Chairman of the Audit Committee |
| 2. Mrs. Chanatip Weerasubpong | Member of the Audit Committee |
| 3. Mr. Veerasak Kositpaisal | Member of the Audit Committee |

The Audit Committee performs its duties within the scope of responsibilities outlined in its charter, which aligns with the best practices of the Securities and Exchange Commission (SEC) of Thailand, as well as those assigned by the Board of Directors. It organizes meetings for discussions with management, the internal audit department, and external auditors to carry out the duties specified in the Audit Committee Charter.

In the past year 2024, a total of 11 meetings were held. All 3 Audit Committee members attended all meetings, covering all activities, and deliberated on various significant matters, including:

- 1. Review of Financial Statements** Considered and reviewed key information in the quarterly and annual financial reports, including related financial statements, together with the external auditors and management, to ensure that the financial statements are prepared in accordance with Financial Reporting Standards and significant accounting policy changes accurately, reliably, and timely, as well as providing adequate and beneficial disclosures to financial statement users. Additionally, independent discussions were held with the external auditors without management participation. The external auditors confirmed their ability to perform their duties and express opinions independently within the scope and standards of auditing, and that they received full cooperation during the audit.
- 2. Review of Related Party Transactions** Reviewed related party transactions conducted by the Company and its subsidiaries with interested parties and transactions that may have conflicts of interest, opining that these transactions were conducted reasonably under normal business terms and were in the best interest of the Company. Additionally, ensured that information was adequately and accurately disclosed in compliance with relevant laws and regulatory requirements.
- 3. Review of Internal Control System** Reviewed the Company's internal control system and internal controls of information technology, including the internal audit process, to ensure they are adequate, appropriate, and effective, together with the external auditors and the internal audit department. Monitored the performance of the internal audit department to ensure independence, transparency, and effectiveness across the Company and its subsidiaries. Based on the assessment of the adequacy of the internal control system according to the standards and requirements of the Securities and Exchange Commission, as well as the opinion of the external auditors who reported no material



weaknesses, it was concluded that the internal control systems of the Company and its subsidiaries are sufficient and appropriate for the Company's business operations, both in Thailand and oversea.

4. **Review of the Company's Risk Management Process** Reviewed and monitored the Company's risks, including the adequacy and effectiveness of the risk management process, by holding quarterly discussions with the risk management department, which comprise of representatives from each department in the Company, also known as the Company's Risk Management Committee, and relevant management. No material issues or deficiencies were found, and recommendations were provided for further improvement and development, including the structure, framework, and risk management measures both in Thailand and oversea.
5. **Review of Compliance with Laws and Regulations** Reviewed and supervised the Company's operations to ensure strict compliance with the Securities and Exchange Act, Stock Exchange of Thailand regulations, and other laws relevant to the company's business. It was concluded that the Company has properly supervised its operations to comply with all relevant laws and regulations.
6. **Review of Corporate Governance** The Company is committed to performing its duties and conducting business responsibly and sustainably under the principles of good corporate governance. The Audit Committee emphasizes best practices for the Audit Committee to prevent and deter inappropriate behavior by listed companies. It has reviewed the efficiency and effectiveness of good corporate governance practices in collaboration with relevant departments, including reviewing the Company's whistleblower and complaint handling processes. It was found that the Company strictly adheres to its established policies.
7. **Monitoring of the Internal Audit Department** Reviewed and approved the annual internal audit plan to ensure it aligns with the Company's strategies and risks, monitored the implementation of the audit plan, and acknowledged the audit findings. Provided guidance and reviewed the follow-up on corrective actions for significant audit issues. Furthermore, supported the role of the internal audit department in both assurance and advisory capacities, and promoted the development and training of personnel to enhance efficiency and professionalism in internal audit operations.
8. **Consideration and Appointment of Auditors and Determination of Audit Fees for the Year 2025** Considered and selected auditors based on their knowledge, capabilities, experience, expertise, audit quality control system as assessed by the SEC, auditor independence, and the reasonableness of audit fees. The Audit Committee resolved to propose to the Board of Directors for consideration and approval by the shareholders' meeting to appoint EY Office Limited as the Company's auditor for the year 2025.

The Audit Committee has performed its duties independently, with knowledge, capabilities, and due consideration, providing opinions and recommendations for the maximum benefit of the Company and considering the interests of all stakeholders, without limitations in accessing necessary business information and with full cooperation from the Company's management. The Audit Committee conducted a self-assessment at the end of the year to review and improve the efficiency and effectiveness of its performance, contributing to the sustainable development and growth of the Company.



On behalf of the Audit Committee

- *Prisana Praharnkhasuk* -

(Mrs. Prisana Praharnkhasuk)

Chairman of the Audit Committee
TOA Paint (Thailand) Public Company Limited



Nomination and Remuneration Committee Report

Dear Shareholders

The Nomination and Remuneration Committee has duly performed its duties as assigned by the Board of Directors, and as specified in the Nomination and Remuneration Committee Charter. In 2024, the Committee held 2 meetings. Details of meeting attendance are as follows:

Name	Position	Attendance / Number of Meeting
Mr. Veerasak Kositpaisal	Chairman of the Nomination and Remuneration Committee / Independent Director	2/2
Mrs. Prisana Prahmkhasuk	Member of the Nomination and Remuneration Committee / Independent Director	2/2
Mr. Jatuphat Tangkaravakoon	Member of the Nomination and Remuneration Committee / Director / Chief Executive Officer	2/2

The performance highlights in 2024 are as follows:

1. Nomination of Directors, Review of Performance Assessment Criteria and Determination of Director Compensation

- Considered the nomination of individuals to fill director retiring by rotation, by seeking candidates with knowledge, capabilities, and experience aligned with the Company's business strategies and who do not have any prohibited characteristics under applicable laws and regulations. The Company also provided an opportunity for minority shareholders to propose individuals for director elections between October and December. As no shareholders proposed any individuals to the company, the Nomination and Remuneration Committee proposed the re-appointment of the existing directors, Mr. Jatuphat Tangkaravakoon, Mr. Nattavuth Tangkaravakoon, Mrs. Chanatip Weerasubpong to hold a position as Company's directors for another term. This proposal was then submitted to the Board of Directors and the Annual General Meeting of Shareholders for approval, respectively.
- Consideration and review of annual performance assessment criteria of the board of directors and providing recommendations on the suitability of director remuneration to later propose to the board of directors meeting.

2. Establishing Performance Assessment Criteria and Determination of Senior Executive's Remuneration

- Review the 2024 annual performance assessment criteria
- Evaluate Chief Executive Officer's Performance to be proposed to the board of directors meeting



3. Establishing Employee Performance Assessment Criteria and Determination of Employee's Remuneration

- Review performance assessment criteria, setting the 2024 corporate key performance indicators (corporate KPIS) and business unit key performance indicators (BU KPIS), and KPI weighting to be proposed to the board of directors meeting.
- Providing recommendations on salary adjustment guidelines and budget for annual bonuses and salary increases for employees and executives in 2024 to be proposed to the board of directors meeting.

4. Providing Advice on Human Resource Management to Align With the Company Direction and Plans, such as

- 1) **Setting Corporate Key Performance Indicators (Corporate KPIs)** by proposing the inclusion of topics related to ESG (Environmental, Social, and Governance), Innovation, and Carbon Footprint in the annual KPIs to align with the Company's sustainability goals and development in long-term.
- 2) **Guidelines for Performance Assessment Communication** by proposing the planning and implementation of performance assessment communication to cover all levels of the organization, using clear and easy-to-understand methods to create a common understanding among all employees.
- 3) **The Role of the Human Resources Department in the Performance Assessment Process** by proposing and providing support to managers and team leaders in understanding the performance assessment process, especially the crucial role of team leaders in communicating information and assessment results to their teams clearly and effectively."

5. Other duties of the Nomination and Remuneration Committee, such as:

- Review the nomination and remuneration committee charter
- Review of the board skill matrix to ensure that the composition of the board of directors is diverse in terms of knowledge, capabilities, and experience, enabling them to provide beneficial guidance to the Company's business operations.

On behalf of the Nomination and Remuneration Committee

- Veerasak Kositpaisal -

(Mr. Veerasak Kositpaisal)

Chairman of the Nomination and Remuneration Committee
TOA Paint (Thailand) Public Company Limited



Executive Committee Report

In 2024, the Executive Committee held 12 meetings and attended meetings with executives from various departments. The 2024 performance highlights are as follows:

1. Considered and provided suggestion to the management team to set up and revise policies, business strategy, goals, operation plans, financial goals, and annual budgets for the Company and its subsidiaries, which was presented to the Board of Directors for approval.
2. Oversaw and monitored the business operations of the Company in accordance with policies, operation plans, and goals, as well as provided suggestions to adjust strategy and plan to be in accordance with business environment.
3. Considered and endorsed assets investment projects, monitored the budget use which was approved by the Board of Directors for maximum efficiency, effectiveness, and beneficial to Company's businesses growth.
4. Considered and provided the management team with opinions in relation to the organizational restructuring, guidelines together with methods to designate the annual performance indicators.
5. Explored new business opportunities and studied the possibility of expansion for business with potential growth in line with business direction and potentially able to create good returns which was presented to the Board of Directors for approval prior to proceeding any further, as well as seeking strategic partnerships to gain more competitive advantage, profitability, and long-term growth in the Company's businesses.
6. Rendered opinions to the management team in relation to cash flow management to generate more return taking into account the acceptable risk. Such investment was in accordance with the investment policy approved by the Board of Directors including risk management pertaining to Thai Baht fluctuation.
7. Considered and approved normal business transactions according to the investment or budget approved by the Board of Directors. The delegation of authority and budget, which was approved by the Board of Directors, defined financial limits for each transaction, including entering into agreements.

On Behalf of the Executive Committee

- Jatuphat Tangkaravakoon -

(Mr. Jatuphat Tangkaravakoon)

Chairman of the Executive Committee

TOA Paint (Thailand) Public Company Limited



Corporate Governance and Sustainability Committee Report

Dear shareholders

They performed their duties fully in accordance with the roles and responsibilities of the Corporate Governance and Sustainability Committee and as assigned by the Board of Directors. In 2024, a total of 2 meetings were held. The list of member names is as follows:

Name	Position	Meeting Attendance
1. Mr. Jatuphat Tangkaravakoon	Chairman of Corporate Governance and Sustainability Committee (Chief Executive Officer / Company Director)	2/2
2. Mr. Winai Chaiburanont	Vice chairman of Sustainable Business Development and Environment (Senior Vice President, Operations)	2/2
3. Acting Sub Lt. Surasak Mandaeng ¹	Vice chairman of Corporate Governance (Chief Financial Officer/ Chief Accountant /and (Acting) Vice President of Digital Transformation Division)	1/1
4. Mr. Phanuwat Trangkanuwat ¹	Vice chairman of Social Affairs (Head of Corporate Human Resources)	1/1
5. Ms. Wipada Nakpairat ¹	Member of the Committee (Vice President, SHEQS)	2/2
6. Mr. Chatchawat Rungthong	Member of the Committee (Vice President, Digital Transformation)	2/2
7. Mr. Warathorn Jenjarussakul ¹	Member of the Committee (Vice President, Marketing)	1/1
8. Mr. Suppakarn Suklert	Member of the Committee (Head Of Showroom & Retail Business Support)	0/2
9. Mr. Bhattaraphol Phetkong ¹	Member of the Committee (Senior Manager, Corporate Strategic & Business Enablement)	1/1
10. Mr. Anuchit Yungprempree	Member of the Committee (Senior Manager, Engineering)	1/2
11. Mr. Natthaphong Phusrisawettachart	Member of the Committee (Senior Manager, Emulsion)	0/2
12. Ms. Srikanlaya Pensri	Member of the Committee (Senior Manager, Company Secretary)	2/2
13. Mr. Chinnatad Sinprasertchok ¹	Member and Secretary of the Committee (Manager, Sustainability Development)	2/2

Remarks: ¹ Member who has been appointed during year 2024



Summary of the Main Duties of the Corporate Governance and Sustainability Committee

Ensure good governance and legal compliance.

- 1) Oversee business operations in accordance with good governance principles, compliance with relevant laws, including risk management and anti-corruption measures, to strengthen the business foundation, adhere to international standards and domestic regulatory requirements, and enable long-term organizational growth.
- 2) Define policies, strategies, goals, success indicators, and development plans for corporate governance, integrating them with the company's sustainable business operations.
- 3) Review and revise policies and practices related to good corporate governance and business ethics to ensure they are up-to-date, aligned with standards, and suitable for implementation throughout the organization.
- 4) Consider, provide opinions, and make recommendations on good corporate governance and business ethics, including approving the 2024 annual operational plan for clarity.
- 5) Promote communication to ensure directors, executives, employees at all levels, and stakeholders are aware of and comply with policies and practices related to corporate governance, business ethics, and relevant policies.
- 6) Support subcommittees in various departments to operate effectively.

Oversee Sustainable Business Development Operations

- 1) Define the vision and operational structure for sustainability.
- 2) Review the members of the committee and the Corporate Governance and Sustainability Working Group.
- 3) Define and review policies, strategies, goals, success indicators, and plans for sustainable business development, such as innovation development and supply chain management, to align with the company's Sustainability Framework and adapt to new and challenging situations for both short-term and long-term operations.
- 4) Review the business value chain and stakeholder groups.
- 5) Monitor operations and provide feedback on plans and practices related to sustainable business development to ensure the development of quality products and services that comprehensively meet customer needs and product stewardship responsibilities.
- 6) Define the direction, policies, strategies, goals, and plans, including considering the expectations and approaches to meeting stakeholder expectations, to use the information obtained to develop products, reduce the environmental impact that may arise from the company's business operations, and lead in environmentally friendly product innovation (Greenovation).
- 7) Consider, provide opinions, make recommendations, and approve the 2024 annual operational plans for product development, supply chain management, as well as customer and partner relationship management to ensure clarity and mutual benefit.
- 8) Acknowledge the results of the company's stakeholder engagement activities in 2024, such as building understanding of carbon footprint among employees.



- 9) Monitor and develop plans based on the results of the SET ESG Ratings and FTSE Russell ESG Scores sustainability assessments
- 10) Approve the 2024 Materiality Assessment of the company's sustainability issues

Oversee Human Capital Development and Social Affairs

- 1) Define and review policies, strategies, goals, success indicators, and plans for human capital development and social enterprise, such as fair labor practices, motivation, talent retention and human capital development, respect of human rights and occupational safety and health, building good relationships with communities, society, and relevant agencies to jointly develop and drive society towards sustainability.
- 2) Consider, provide opinions, make recommendations, and approve plans for stakeholder expectation survey to define guidelines and forms of community engagement to meet stakeholder expectations.
- 3) Oversee, monitor, and approve human capital development plans to attract and retain high-potential employees (Talent Attraction and Retention), as well as employee welfare, basic rights, and labor practices, ensuring operations comply with laws and best practices
- 4) Promote the importance of caring for communities, society, and the environment, which are the foundations of the Company's production, through various company projects to address problems and meet community expectations, and provide advice and monitor project performance regularly.
- 5) Consider, provide opinions, make recommendations, and approve the 2024 annual operational plan for human capital development and social affairs for clarity.
- 6) Oversee and manage climate-related risks and opportunities, including keeping up with the progress on the (draft) Climate Change Act

Oversee Environmental Activities

- 1) Define and regularly review policies, strategies, goals, success indicators, and operational plans for environmental management, development, and improvement of the company's operational processes to continuously reduce environmental impacts, such as energy management, water resource management, air quality, efficient waste and refuse management towards building a circular economy, biodiversity management, as well as climate change management and development towards Net Zero emissions, to ensure efficiency and sustainability.
- 2) Approve plans to reduce the organization's greenhouse gas emissions in Scopes 1 and 2 for the years 2022-2027.
- 3) Monitor the process of obtaining the certification of Carbon Footprint Product (CFP) and Carbon Footprint Reduction (CFR) labels for year 2024.
- 4) Provide opinions, recommendations on operational approaches, and approve environmental plans to drive related operations towards sustainability and reduce potential impacts.
- 5) Oversee, monitor progress, and support environmental management operations to ensure compliance with established policies and plans, aligning with laws to create a good and sustainable environment.



- 6) Promote and support employee awareness of environmental care within factories and surrounding communities through various projects to create a good environment and meet community expectations, and provide advice and monitor project performance regularly.

Report of Duties, Performance Assessment, and Appointments

- 1) Monitor the progress of operations according to the plans from the subcommittees to ensure compliance with established policies and plans.
- 2) Review and approve the information for the 2024 Sustainability Development Report to disclose to the public and report operation results to the Board of Directors.
- 3) Approve the participation in membership of the **Sustainability Disclosure Community (SDC)** with the Thaipat Institute.

On Behalf of Corporate Governance and Sustainability Committee

- Jatuphat Tangkaravakoon -

(Mr. Jatuphat Tangkaravakoon)

Chairman of Corporate Governance and Sustainability Committee
TOA Paint (Thailand) Public Company Limited



Risk Management Committee Report

Dear shareholders,

The Risk Management Committee has fully and effectively executed its duties as outlined in its charter, with a particular focus on overseeing and managing significant and high-impact risks that may arise from both internal and external factors. This has given the TOA Group the assurance that it will be able to maintain its operations and achieve its organizational objectives in a swiftly changing business environment, both domestically in Thailand and through its international subsidiaries.

In 2024, there were a total of 4 Risk Management Committee meetings as follows:

	Name	Position	Number of times attended the meeting
1	Mr. Jatuphat Tangkaravakoon	Chairman	4/4
2	Mr. Winai Chaiburanont	Director	4/4
3	Acting Sub Lt. Surasak Mandaeng	Director	4/4
4	Ms. Sarabhorn Maneesaengsakorn ¹	Director	2/2
5	Mr. Chatchawat Rungthong	Director	4/4
6	Mr. Panuphong Pootawang ¹	Director	2/2
7	Mr. Bhattaraphol Phetkong ¹	Director	2/2
8	Mr. Phanuwat Trangkanuwat ¹	Director	2/2

Remarks: ⁽¹⁾ Executive turnover in 2024 affected their meeting attendance.

Ms. Praphasara Preechawai is the secretary of the Risk Management Committee.

The Risk Management Committee has considered giving opinions and suggestions on organizational risk management. Summary of important points as follows:

1. Review the company's risk management policy, risk appetite, and risk management framework and practices. This includes the enterprise risk management framework, price and spread risk management framework, foreign exchange risk management framework, group company risk management framework, and investment risk management framework. The objective is to ensure alignment with the current situation and maintain flexibility for appropriate action. Furthermore, the enterprise risk management framework adheres to the COSO Enterprise Risk Management (COSO ERM) framework, which emphasizes linking risk to business strategies and objectives to support effective decision-making and proactive risk management across the business group in Thailand and abroad.

The Risk Management Committee monitors, provides input, and makes recommendations regarding the annual enterprise-level risk and crisis management for the year 2024. This is to ensure that the established measures are appropriate to effectively and promptly address crisis situations, including high-level risks and emerging



risks that may arise in the future. This involves monitoring risk trends through leading key risk indicators to provide early warnings and lagging key risk indicators to measure the effectiveness of risk management. The Committee also provides recommendations to management for reviewing risk management measures to be consistent with the current situation. Furthermore, the Risk Management Committee reports its performance to the Audit Committee and the Board of Directors for their acknowledgment.

2. Closely monitor the world economic situation, along with exchange rate movements through giving advice and following up on the results of price risk management, price differences, and exchange rate risk management regularly to ensure that measures are flexible and appropriate to the situation. In addition, this can reduce the impact that may have on the operating results of the group of companies.
3. Screening and giving opinions on risk factors together with organizational risk management measures for 2024. In addition to being in line with economic conditions, business trends, raw material prices, and various uncertainties to ensure that the company will be able to achieve goals according to strategies and business goals under more volatile and complex situations.
4. To review risk management information and risk factors in the annual 56-1 One Report for building confidence among shareholders that the Company has analyzed important risk issues for business goals and has systematic and continuous management measures in place.
5. The Risk Management Committee is committed to overseeing and developing risk management in all aspects, particularly significant and high-level risks that impact the company. These risks may arise from rapidly changing external and internal factors, including economic conditions, political situations, wars, and oil prices. The Committee has established adaptable risk management policies and plans to ensure risks remain within acceptable levels. It continuously monitors key risk indicators (KRIs) linked to organizational key performance indicators (KPIs) to enable timely responses to evolving situations.

This year, the Board has also promoted the organization's sustainability goals by mitigating environmental impact, supporting social development, and enhancing good governance. This reflects transparency and the integration of ESG (Environmental, Social, and Governance) into risk management, including the pursuit of Net Zero Carbon targets. These efforts respond to government policies and evolving consumer behavior that prioritizes environmental conservation. These factors will directly and indirectly contribute to driving the long-term sustainability strategy.

The Risk Management Committee prioritizes comprehensive and transparent reporting of risk information and management results, which cover all dimensions, including strategy, finance, operations, regulatory compliance, and ESG (Environmental, Social, and Governance). Specifically, the linkage of Key Risk Indicators (KRIs) and Key Performance Indicators (KPIs) is utilized to evaluate the success of risk management efforts. Reports are disseminated through key channels, such as the company website, to build confidence and trust among shareholders and stakeholders.

6. Regarding Business Continuity Management (BCM) support in 2024, the Risk Management Committee has provided recommendations and continuous support for the development of the BCM system. The focus is on upgrading the management system to align with international standards, referencing ISO 22301 for application to enhance credibility and confidence in the organization's BCM system. This includes the completion of the BCM policy and Business Continuity Plan (BCP) for fire incidents, along with drills to assess the organization's



readiness and improve measures based on the drill results. The adoption of ISO 22301 principles enables the Company to effectively manage and respond to crisis situations, consistent with the organization's strategic and sustainability goals. This approach emphasizes preparedness in various dimensions, including strategy, processes, and resources, to enable the Company to effectively address the impact of crisis situations and ensure that the business has a risk management system that adequately supports crisis conditions. Furthermore, it contributes to achieving the organization's business continuity and long-term sustainability goals.

The Risk Management Committee is committed to ensuring that the Company maintains appropriate risk oversight and management. Through these efforts, the committee is confident that the Company will operate effectively and achieve its enterprise-wide objectives as well as builds confidence among stakeholders that the Company has measures in place to address risks and uncertainties in all situations, enabling business continuity even in times of crisis. The Committee is dedicated to adhering to the principles of good corporate governance and building long-term business sustainability.

On Behalf of the Risk Management Committee

- Jatuphat Tangkaravakoon -

(Mr. Jatuphat Tangkaravakoon)

Chairman of Risk Management Committee

TOA Paint (Thailand) Public Company Limited



Report of the Board of Directors' Responsibilities for the Financial Statements

The Board of Directors of TOA Paint (Thailand) Public Company Limited has prepared the Company's financial statements to show its financial status and performance for the year 2024 under the Public Company Limited Act B.E.2535 (1992), financial reporting standards under the Accounting Act B.E. 2543 (2000), the Securities and Exchange Act B.E.2535 (1992), and the notification of Capital Market Supervisory Board Re: Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers.

The Board of Directors places great importance on its duties and responsibilities in supervising the financial statements of the Company and its subsidiaries including financial information shown in the Annual Registration Statements/ Annual Report 2024 (Form 56-1 One Report). The financial statements were prepared under generally accepted accounting standards. In preparing the said financial statements, the Company has adopted accounting practices and standards that are appropriate to its nature of business, due and reasonable discretion exercised in the preparation of financial statements. Adequate significant information has been disclosed in the notes to the financial statements to ensure the transparency of information for the shareholders and investors.

The Board of Directors has established and maintained effective risk management and internal control systems to ensure the completeness, adequacy, and accuracy of accounting records in order to retain the Company's assets and prevent frauds or significant irregularities in operation.

The Board of Directors appointed the Audit Committee consisting of 3 independent directors to review the quality of the financial reports and internal control systems. The Audit Committee's opinions are disclosed in the Annual Report.

The Board of Directors expresses its satisfaction with the internal control system and assures the adequacy, credibility, and reliability of the financial statements of the Company and its subsidiaries ended December 31, 2024, in compliance with the generally accepted accounting standards, laws, and relevant regulations.

On Behalf of the Board of Director

- Veerasak Kositpaisal -

(Mr. Veerasak Kositpaisal)
Acting Chairman of
the Board of Directors

- Jatuphat Tangkaravakoon -

(Mr. Jatuphat Tangkaravakoon)
Chief Executive Officer

TOA Paint (Thailand) Public Company Limited



8. Internal Control and Related Party Transactions

8.1 Internal Control and Risk Management

8.1.1 Board of Directors' Opinion on Internal Control

The Board of Directors emphasizes the importance of the internal control that is efficient, adequate, and appropriate for overseeing and supporting the Company's operations to achieve its objectives, goals, to comply with applicable laws or relevant regulations effectively and efficiently. The Company's property is also protected from damages and loss caused by burglary and corruption. The effective internal control shall build the reliability of complete and accurate financial reports, aiming to drive the sustainable business in all areas and to create value towards customers, employees, and other relevant stakeholders.

The Board of Directors has defined the annual review of the internal control system to ensure the adequacy and suitability of the organization's internal control system, and to build credibility with shareholders and other stakeholders relating to the effective internal control system

The internal control procedures are conducted under the internal control scope of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and the internal control assessment of the Securities and Exchange Commission (SEC) to further report the assessment results to the management team, the Audit Committee, and respectively to the Board of Directors as follows:

Control Environment

Regarding the organizational environment control, the Company has defined the organizational structure for the Board of Directors to perform independent roles apart from the management team to ensure the effective monitoring and supervision of the Company's operations. The management structure is formulated suitable for the business nature, including clearly defining the roles and responsibilities for each department in order to drive the effectiveness in operations and competitiveness performance. Furthermore, the head of internal audit was assigned to designate and report directly to the Audit Committee for independent judgment and effective implementation of the head of internal audit.

The Company has established a charter for the Board of Directors and its subcommittees to define the roles, duties, and responsibilities of the Board, and to ensure independence from management in its oversight function. This includes developing internal control operations, reviewing and revising the Code of Conduct and key policies for organizational management to demonstrate a commitment to the values of integrity and ethics. It also sets guidelines for conducting business to achieve established goals appropriately for employees and staff, such as good corporate governance, social responsibility, anti-corruption, related party transactions, conflict of interest prevention, domestic and international business and investment operations, risk management, finance, human resource management, information technology, and the reporting of employee and staff misconduct or fraud by internal and external parties, etc. Furthermore, it mandates the review of the suitability and updating of key policies and procedures at least annually.

This year, the Company conducted training sessions and administered tests to evaluate the knowledge and understanding of business ethics (Code of Conduct) among employees at all levels after the training. The Company also implemented



certifications of compliance with various company policies. Additionally, executives performed self-assessments regarding adherence to corporate governance principles, legal and regulatory compliance, and the Company's business ethics, to reinforce confidence in the processes of complying with the requirements and standards strictly defined by the Company.

The Company places importance on the recruitment, development, and retention of all executives and employees, through various initiatives such as development and training programs, scholarship and further education systems, new employee mentoring programs, clear annual performance evaluations, incentives or rewards, internal recruitment or promotion, etc. This also includes having a succession plan policy for key positions. The Company has also communicated to all personnel their responsibilities regarding internal control and risk management, and has implemented process improvements where necessary. An online human resources management system has been adopted to manage and develop human resources work more efficiently. Additionally, this year, the Company reviewed the approval authority regulations for human resources work both in Thailand and abroad to ensure clarity, flexibility, and cross-verification."

Risk Assessment

Regarding Risk Management Structure, the Company has established a Risk Management Committee, chaired by the Chief Executive Officer, comprising senior executives from each department of the organization, to oversee and manage various risks related to achieving the organization's business objectives and goals, both internally and externally. The Risk Management Committee has appointed risk management working groups at the Head Office, Samrong Office, Captain Coating Company Limited, and subsidiaries and joint ventures in Thailand, as well as international business units. These working groups consist of executives responsible for various departments to ensure comprehensive risk management participation. They play a role in identifying strategic, financial, operational, legal and regulatory compliance, environmental, social, and governance risks, as well as the potential for fraud, covering all levels of management and operations. This includes establishing guidelines for managing risks identified through assessments to maintain them at an acceptable level for the organization. In the past year, the Company has prioritized assessing environmental, social, and governance risks, which are considered a key strategy, and implementing measures such as reducing environmental impact, developing communities in the areas where the Company operates, and enhancing transparent and auditable governance. These approaches aim to align with the Group's sustainability policies.

For effective risk management, the Risk Management Committee holds monthly meetings to review the status and results of risk management activities. They also prioritize the approval and communication of risk management policies to ensure all executives and employees are aware, understand, and strictly comply through internal company communication channels. Policy documents are included in the employee handbook and used as part of the new employee orientation program to foster awareness from the beginning of employment and integrate it into the organizational culture. They also establish other appropriate guidelines to enhance the effectiveness of risk management and extend it to international units, including integrating risk into strategic management for sustainable company growth. The Risk Management Department continuously develops training materials on risk-related organizational culture, covering risk management, risk assessment completion, and rapidly changing technologies, to emphasize the role of all organizational levels in risk management, build knowledge, understanding, and instill a risk culture throughout the organization, both domestically and internationally. Additionally, the risk management manual is updated, and the



results of risk assessments and management are closely monitored quarterly for regular reporting to the Risk Management Committee and the Audit Committee.

Control Activities

The Company recognizes the importance of controlling operational processes to achieve business objectives and goals efficiently and effectively. Operational policies have been established to define the scope and direction of each activity in alignment with organizational goals. Operational processes and work manuals have been developed to provide guidelines and procedures for relevant personnel. Examples of current controlled operational activities include transaction and expense approvals, accounting and finance, procurement, human resources management, production and product quality control, warehouse and logistics management, and information technology. Additionally, policies and guidelines have been developed to comply with relevant business rules, regulations, and laws.

Employees involved in each operational activity are responsible for strictly adhering to relevant policies, processes, and work manuals. Executives in each department are responsible for overseeing, reviewing, and updating the policies, processes, and work manuals of their respective operational activities to ensure they are appropriate, current, and effectively aligned with the organization's operational policies. They are also responsible for communicating and conducting training sessions for operational staff to ensure they are aware and comply.

The Company has established Key Performance Indicators (KPIs) to measure the performance of all employees. KPIs are defined at the organizational, departmental, and individual levels to align with the Company's goals and strategies. The Company also emphasizes continuous performance monitoring by regularly reviewing KPIs to respond to changes in market conditions and business needs. This includes promoting employee development and motivation to achieve collective success within the organization

The organization's operational control model is designed to be suitable for its environment and operational patterns, such as Automated control, which is control by information operating systems or operational programs, Semi-automated control, which is control by information operating systems or operational programs and personnel jointly, and Control by personnel. The Company has also developed general control activities using technology by improving and enhancing cybersecurity and data security through comprehensive and clear policy reviews. Additionally, cybersecurity training courses have been provided to increase awareness among employees at risk of cyberattacks. Furthermore, programs have been procured for vulnerability assessments within information systems to conduct inspections and develop information system risk management plans, with continuous risk assessments and monitoring to strengthen the security and safety of organizational data.

Information and Communication

To support the Board of Directors and executives in making accurate and appropriate business decisions, sufficient, complete, and up-to-date information is provided. Internal communication of information, news, and policies to relevant employees is carried out through electronic channels and posted notices at accessible locations. For external stakeholders, a department is designated to provide information to external parties.

The Company has multiple internal communication channels, including departmental meetings and monthly meetings for executives and senior management. For complaints or reporting of various forms of misconduct, such as regulatory violations, legal violations, and fraudulent activities, by executives and employees, both internal and external parties can



file complaints through various channels, including telephone, sealed letters, email, and the Company's website. These complaints are forwarded to independent units, the Audit Committee, and the Board of Directors for investigation and disciplinary action, as well as preventive measures to avoid recurrence.

The Company will maintain the confidentiality of information received from whistleblowers to the highest degree to prevent any adverse impact on the informants. Strict procedures and methods for data management are established to protect the rights and privacy of whistleblowers, including transparent and fair investigation and processing of complaints.

Monitoring

Compliance with regulations, policies, internal controls, and operational processes in each operational activity is the responsibility of executives at all levels for oversight and monitoring, and will be continuously audited by both internal and external auditors. The audit results will be reported to the Audit Committee and the Board of Directors to ensure that the internal and external audit performance is accurate, appropriate, and impartial.

The Company mandates that the Head of Internal Audit reports directly to the Audit Committee and is independent of the organization's administrative structure. The Audit Committee holds monthly meetings to report audit results and progress on various issues. Additionally, the selection, nomination, and determination of remuneration of auditor must be approved by the Audit Committee before being presented to the Board of Directors and the shareholders' meeting for approval.

The internal audit division performs its duties under the internal audit charter in alignment with "International Standards for the Professional Practice of Internal Auditing – Standards" by the Institute of Internal Auditors, adheres to enhancing its potential, and complies with the international professional standards consistently. In addition, the internal audit plan is defined in line with the Company's business risks in order to support the objectives and strategies to be achieved effectively and efficiently. The internal audit division shall review, assess, and inform internal control deficiencies to the related management and periodically follow up on actions taken or problems resolved.

8.1.2 Auditor's Observation

EY Office Company Limited, the Company's auditor, audited the financial statements of the fiscal year ended December 31, 2024. The auditor had to assess the risk of material misstatements from the fraud or error. In the risk assessment, the auditor studied and assessed the efficiency of internal control of the Company relevant to the issue and proposal of financial statements of the business to design the appropriate audit to the situation and tested the control system to obtain the evidence of audit concerning the effectiveness of implementation. The selected audit method depended on the auditor's consideration. The assessment and test were in accordance with the auditing standard aiming to facilitate the auditor to express an opinion on financial statements, and not aiming to express an opinion on the effectiveness of internal control.

According to the assessment and examination, the auditor did not detect any significant fault of the internal control system.



8.1.3 Head of Internal Audit

The Company has established an Internal Audit Department, which reports directly to the company's Audit Committee, to support the supervision of internal audit operations, ensuring independence, efficiency, and effectiveness. At the Audit Committee Meeting No. 1/2025, held on January 13, 2025, a resolution was passed to approve the appointment of Ms. Arveecha Chanruangvanich as the Head of the Internal Audit Department. This appointment was based on her qualifications, educational background, work experience, and relevant training, which are deemed suitable and sufficient for her to oversee the operations.

Furthermore, the appointment, transfer, or removal of the Head of the Internal Audit Department of the company must be approved by the Audit Committee. Details regarding the Head of the Internal Audit Department are as follows:

(More details about the head of internal audit are disclosed in Attachment 3. “Information about Head of Internal Audit and Compliance”)

Currently, the company's Internal Audit Department comprises internal auditors with knowledge, capabilities, and expertise in internal auditing within Thailand. They report directly to the Head of the Internal Audit Department in Thailand.



8.2 Related Party Transaction Report

Transactions between the Company and its subsidiaries, with related persons for the years ended December 31, 2023 and 2024, are as follows:

List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB)	
		Fiscal Year Ended December 31	
		2023	2024
Transactions between the Company and related parties			
1. TOA Performance Coating Corporation Co., Ltd. ("TOAPC") <u>Type of relationship</u> <ul style="list-style-type: none">TOAGH is the Company's major shareholder indirectly holding a 95.0953% share in TOAPC.The Company's 2 directors: (1) Mr. Jatuphat Tangkaravakoon, and (2) Mr. Nattavuth Tangkaravakoon are the shareholders of TOAPC holding 1.5605%, and 1.5605% of shares respectively.Mr. Natthawut Tangkaravakoon serves as a director in both entities.	1.1 Sales Income <ul style="list-style-type: none">Net salesTrade receivables	117,925,326.76 37,627,838.83	104,385,833.25 32,581,513.94
	Rationale and Necessity <p>The Company distributed OEM products: resin and chemicals (such as Polyester, Alkyd, Latex), and General Paints (such as spray, etc.) to TOAPC, pricing on cost plus margin, which is comparable to the market price. The Company produced resin as a raw material for its products. The Company distributed resin products to TOAPC because the Company had excess productivity and an increase of productivity which helped minimize the average cost of resin production.</p> <p>Currently, the Company entered into a 2-year sale and purchase agreement with TOAPC started from January 1, 2023 to December 31, 2024.</p>		
	Audit Committee's Opinions <p>The transaction was deemed as a normal business transaction. The transaction was appropriate and reasonable at market price and general commercial terms as made with outsiders.</p>		
	1.2 Security Service Income <ul style="list-style-type: none">Security Service IncomeSecurity DepositService Receivables	2,165,766.84 180,480.57 386,228.42	2,122,623.24 176,885.27 378,534.48
	Rationale and Necessity <p>Since the plant and warehouses of TOAPC are situated in the same area of the Company's plant at Bangna, the Company provided security services to related companies in its area, which may impact its assets, for overall security.</p> <p>The Company entered into a security service agreement for the period of 1 year from January 1, 2023 to December 31, 2023, at the service rate based on the actual service cost subject to the plant area.</p>		
	Audit Committee's Opinions <p>The transaction was deemed as an ordinary business support transaction. The security service agreement was made since January 1, 2020 at the service rate based on the actual service cost subject to the plant area. Therefore, the transaction was appropriate and reasonable.</p>		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
	1.3 IT Service Income		
	- IT Service Income	622,776.00	622,776.00
	- Service Receivables	111,061.72	111,061.72
	- Service Deposit	42,285.00	42,285.00
	Rationale and Necessity		
	<p>Since the office and plant of TOAPC are situated in the same area of the Company's plant at Bangna, the Company provided IT services to TOAPC at the service rate agreed with the parties.</p> <p>The Company entered into the IT service agreement for the period of 3 years from May 1, 2022 to April 30, 2025, with the agreed price and conditions specified in the agreement.</p>		
	Audit Committee's Opinions		
	<p>The transaction was deemed as an ordinary business support transaction. The IT service agreement was made since May 1, 2022 at the general commercial rate and conditions as made with outsiders. Therefore, it was deemed appropriate and reasonable.</p>		
	1.4 Warehouse rental income		
	- Rental Income	5,000.00	5,000.00
	Rationale and Necessity		
	<p>TOAPC rented the warehouse in the same area of the Company, which is unoccupied from usage, at Bangna with the annual rental rate agreed with the parties.</p> <p>The Company entered into the 1-year rental agreement from January 1, 2023 to December 31, 2023. The rental rate was set according to the appraisal rate from the independent appraiser approved by the SEC.</p>		
	Audit Committee's Opinions		
	<p>The transaction was deemed as a real estate rental transaction. Since January 1, 2020, the new rental agreement was subject to the general commercial rate and conditions as made with outsiders. Therefore, it was deemed appropriate and reasonable.</p>		
	1.5 Rental Income for Plant and Office		
	- Office Rental Income	7,932,240.00	7,932,240.00
	- Service Receivables	1,322,040.00	1,322,040.00
	Rationale and Necessity		
	<p>TOAPC rented the areas for the plant, warehouse, and office in the same area of the Company at Bangna, which is unoccupied from usage. The rental rate was agreed with the parties. The Company entered into a 1-year rental agreement for plant and office areas from January 1, 2023 to December 31, 2023. The rental rate was set according to the appraisal rate from the independent appraiser approved by the SEC, and the service fee relating to the rented areas to be consistent with actual service and expenses.</p>		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
	Audit Committee's Opinions The transaction was deemed as a real estate rental transaction. The rental agreement was subject to the appraisal rate from the independent appraiser approved by the SEC, and the service fee relating to the rented areas to be consistent with actual service and expenses. Therefore, it was deemed appropriate and reasonable.		
	1.6 Other Income		
	- Other Income	2,500.00	34,950.00
	- Trade Receivables	163,038.09	326,220.17
	Rationale and Necessity Most other income consisted of public utility, antigen test kits (ATKs) at the actual expenses, and truck scaling service as agreed between the parties.		
	Audit Committee's Opinions The transaction was deemed as an ordinary business support transaction subject to the actual expenses. Therefore, it was appropriate and reasonable		
	1.7 Purchase of goods		
	- Purchase of Finished Goods for Sale	234,413,157.00	257,279,366.00
	- Trade Payables	68,281,456.15	9,233,436.60
	Rationale and Necessity The Company purchased raw materials from TOAPC for its production. The purchase was agreed with the parties under the rate as made with outsiders. The Company purchased paint-related products from TOAPC such as sandpaper and surface-preparing equipment etc. to distribute to its customers as an inclusive service. The price and conditions are comparable to the market.		
	Audit Committee's Opinions The transaction was deemed as an ordinary business support transaction with market price and conditions. Therefore, it was appropriate and reasonable.		
2. TOA-Union Paint (Thailand) Co., Ltd ("TUP") Type of relationship <ul style="list-style-type: none">TOAGH is the Company's major shareholder indirectly holding 54.9958% of shares in TUP.	2.1 Sales Income - Net Sales - Trade Receivables	52,735,685.00 23,736,068.94	48,185,647.00 21,771,127.36



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31							
		2023	2024						
<ul style="list-style-type: none">2 directors of the Company, namely (1) Mr.Jatuphat Tangkaravakoon and (2) Mr. Nattavuth Tangkaravakoon ,are shareholders of TUP, each holding a 0.0008% of shares.Mr. Prachak Tangkaravakoon and Mrs. La-or Tangkaravakoon are major shareholders of the Company and are considered to have controlling power. Both of them are also shareholders of TUP, with each holding a 0.0008% of shares.There is one common director, namely Mr. Nattavuth Tangkaravakoon.	<u>Rationale and Necessity</u> <p>The Company distributed mostly OEM products for wood stains (Lacquer Clear, PU, PU Clear) and Union (LQ), to TUP which the pricing was based on cost plus margin. TUP earned gross profit from selling products as same as other companies in the peer industry.</p> <p>Thus, the sale of products was subject to the terms and conditions specified in the joint venture agreement between the Company and TUP.</p> <p>The Company entered into the purchase and sale agreement with TUP for a 2-year term from January 1, 2023 to December 31, 2024, with pricing based on cost plus margin.</p>								
	<u>Audit Committee's Opinions</u> <p>The transaction was deemed as a normal business transaction at market price and conditions as made with outsiders, and gross profit margin can be compared with peer industry. Therefore, it was appropriate and reasonable.</p>								
	<u>2.2 Security Service Income</u> <table><tr><td>- Security Service Income</td><td>398,532.84</td><td>334,395.48</td></tr><tr><td>- Service Receivables</td><td>71,071.68</td><td>59,633.86</td></tr></table>	- Security Service Income	398,532.84	334,395.48	- Service Receivables	71,071.68	59,633.86		
	- Security Service Income	398,532.84	334,395.48						
	- Service Receivables	71,071.68	59,633.86						
	<u>Rationale and Necessity</u> <p>The Company provided security services to TUP because the Company uses a major area in Samrong plant for its plants and warehouses where TUP is situated, which may impact the Company's assets, for overall security.</p> <p>The Company entered into a 1 - year security service agreement 1 year from January 1 , 2023 to December 31, 2023, at the service rate based on the actual service cost subject to the plant area.</p>								
<u>Audit Committee's Opinions</u> <p>The transaction was deemed as a normal business support transaction. The security service agreement was made on January 1, 2022, at the service rate based on the actual service cost subject to the plant area. Therefore, the transaction was appropriate and reasonable.</p>									
<u>2.3 Rental Income</u> <table><tr><td>- Office Rental Income</td><td>1,080,231.60</td><td>1,080,231.60</td></tr><tr><td>- Rental Accounts Receivables</td><td>180,038.60</td><td>180,038.60</td></tr></table>	- Office Rental Income	1,080,231.60	1,080,231.60	- Rental Accounts Receivables	180,038.60	180,038.60			
- Office Rental Income	1,080,231.60	1,080,231.60							
- Rental Accounts Receivables	180,038.60	180,038.60							
<u>Rationale and Necessity</u> <p>The Company has provided the plant, warehouse, and office for TUP to rent, which are in the same area where the Company's plant at Samromg is situated, which is unoccupied from usage. The rental rate was agreed with the parties.</p> <p>The Company entered into a 1-year rental agreement from January 1, 2023 to December 31, 2023, at the monthly rental rate subject to the actual area at the market price.</p>									



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
	<u>Audit Committee's Opinions</u>		
	The transaction was deemed as a real estate rental transaction. The rental agreement was made on January 1, 2022 at market price and conditions. Therefore, it was deemed appropriate and reasonable.		
	<u>2.4 Other Income</u>		
	- Other Income	0.00	11,400.00
	- Account Receivables	1,644.24	1,681.82
	- Service Deposit	33,211.07	27,866.29
	<u>Rationale and Necessity</u>		
	Most other income consisted of revenue from disposal of deteriorated raw materials. The price is calculated according to the agreement. The cost of antigen test kits (ATKs) is the actual expenses.		
	<u>Audit Committee's Opinions</u>		
	The transaction was deemed as an ordinary business support transaction subject with prices and trading conditions comparable to the market. Therefore, it was		
	<u>2.5 Purchase of goods</u>		
	- Purchase of Finished Goods for Sale	485,892.00	456,027.00
	- Purchase of Chemicals	228,760.00	424,840.00
	- Trade Payables	36,648.57	384,810.52
	<u>Rationale and Necessity</u>		
	The Company purchased TOA SPRAY RUSTPRO products from TUP for distribution. The price and conditions were as same as the transaction made with the outsiders.		
	<u>Audit Committee's Opinions</u>		
	The transaction was deemed as a normal business support transaction at market price and conditions. Therefore, it was appropriate and reasonable.		
	<u>2.6 Expenses on Outside Services</u>		
	- Expenses on Outside Services	2,411,340.00	2,411,340.00
	- Other Payables	215,011.15	215,011.15
	<u>Rationale and Necessity</u>		
	TUP was hired by the Company to provide manpower to operate in its plant due to the necessity of professional and special skills. The contractual period was 1 year from January 1, 2023 to December 31, 2023.		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
3. TOA-Chugoku Paint Co., Ltd. ("TCP") <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 50.9999% of shares in TCP. Mr. Prachak Tangkaravakoon is a major shareholder of the Company and is considered to have controlling power. Plus, Mr. Prachak Tangkaravakoon is a director and shareholder of TCP, holding a 0.0001% of shares. There is one common director, namely Mr. Nattavuth Tangkaravakoon. 	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business support transaction that occurred in the past according to necessity. Therefore, it was appropriate and reasonable.		
	<u>3.1 Sales Income</u> - Net Sales - Trade Receivables	357,000.00 90,950.00	115,600.00 0.00
	<u>Rationale and Necessity</u> The Company sold decorative paint and coating products for projects to TCP for distributing the products to customers. The price and conditions were as same as the transaction made with the outsiders.		
	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business transaction at market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable.		
	<u>3.2 Purchase of goods</u> - Purchase of Chemicals - Trade Payables	421,396.00 450,893.72	709,085.00 656,980.00
	<u>Rationale and Necessity</u> The Company purchased some chemicals from TCP occasionally to distribute to the project customers for the inclusive service. The Company earned profit from the resale.		
4. Sherwood Corporation (Thailand) PCL. <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 69.4100% of shares in SWC. The Company's 1 director: Mr. Jatuphat Tangkaravakoon is a shareholder of SWC holding 0.5700% of shares. 	<u>4.1 Shipping Service Income</u> - Shipping Service Income - Service Receivables	44,800.00 18,824.90	59,200.00 0.00
	<u>Rationale and Necessity</u> The Company owns a shipping division and provides import and export services to related companies such as customs clearance, shipping, specification, and so on. Service fees were equivalent to market price including discount offers, at market price and conditions as with outsiders.		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
<ul style="list-style-type: none"> The major shareholder of the Company, who is considered to have controlling power, is Mr. Prachak Tangkaravakoon, who is a director of SWC. 	Audit Committee's Opinions The transaction was deemed as a normal business support transaction. The the service fee policy was made on January 1, 2017 at the market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable.		
	4.2 Purchase of Goods - Purchase of Finished Goods for Sale - Trade Payables	265,341,039.09 48,948,332.54	274,848,694.95 54,672,846.46
	Rationale and Necessity Most of the finished goods to be purchased relating to the Company's products for the inclusive service such as Chindrite products to prevent and kill insects and termites. The Company distributes products to the dealers. The Company entered into the contract as the dealer of SWC's products at the same price and conditions as made with the outsiders. the Company upon reaching an agreed-upon sales volume.		
	Audit Committee's Opinions The transaction was deemed as a normal business support transaction at market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable.		
	4.3 Other Expenses - Office Expenses - Contribution Expenses - Donation - Other Expenses - Other Payables	112,840.82 31,484.00 3,010,968.12 1,021,433.01 2,320,772.64	88,390.03 0.00 259,516.34 1,322,327.40 952,199.07
	Rationale and Necessity The Company purchased Teepol's liquid hand soap and dishwashing liquid for office supplies and delivered to hospitals, temples, communities, and others in line with the Covid-19 relief program, which was at the same price as made with the outsiders.		
	Audit Committee's Opinions The transaction was deemed as a normal business support transaction at market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable.		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB)	
		Fiscal Year Ended December 31	
		2023	2024
5. TOA Chemicals Industry Co., Ltd. ("TOAC")	5.1 Rental Income - Depreciation, Leasehold Right of Land According to The Rental Agreement - Interest Expenses, Leasehold Right of Land According to The Rental Agreement - Depreciation, Leasehold Right According to Building Rental Agreement - Interest Expenses, Leasehold Right According To Building Rental Agreement	11,808,001.39 1,368,161.84 81,826,695.64 19,545,404.23	11,808,001.39 1,010,927.89 81,826,695.61 17,245,481.57
Type of relationship • TOAGH is the Company's major shareholder directly holding 30.0000% of shares in TOAC. • The Company's three directors: (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth angkaravakoon, and (3) Mrs. Busatree Wanglee, are the shareholders of TOAC holding 17.5000% of shares each. • There are three common directors, namely (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth Tangkaravakoon, and (3) Mrs. Busatree Wanglee. • The major shareholders of the Company, who are considered to have controlling power, are directors of TOAC namely, (1) Mr. Prachak Tangkaravakoon and (2) Mrs. La-or Tangkaravakoon.	Rationale and Necessity At Bangna Plant, the Company rented land, factory, warehouse, and office building from TOAC with the rental rate agreed between the parties. The Company rented land, building as factory building and warehouse. The contractual period is 10 years from January 1, 2018 to December 31, 2026, at the rental rate appraised by the independent appraiser approved by the SEC. The Company rented land and office building for a contractual period of 3 years from January 1, 2023 to December 31, 2025, at the rental rate appraised by the independent appraiser approved by the SEC. Audit Committee's Opinions The transaction was deemed as a assets/ services and real estate rental transaction for business operations and necessity. The new rental agreement was subject to the rate and conditions under the appraisal rate from the independent appraiser approved by the SEC. Therefore, it was deemed appropriate and reasonable.		
6. TOA-Shinto (Thailand) Co., Ltd. ("TST")	6.1 Sales Income - Net Sales - Trade Receivables	327,227,391.51 85,408,381.02	275,040,663.67 61,070,081.85
Type of relationship • TOAGH is the Company's major shareholder indirectly holding 50.9950% of TST's shares. • A Company's director, Mr. Nattavuth Tangkaravakoon is the shareholders of TST, holding 0.0013% of shares.			



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
<ul style="list-style-type: none"> Mr. Prachak Tangkaravakoon and Mrs. La-or Tangkaravakoon are major shareholders of the Company and are considered to have controlling power within the Company. Furthermore, both of them are shareholders of TST, each holding a 0.0013% of shares. There is one common director with the Company, namely Mr. Nattavudh Tangkaravakoon. 	Rationale and Necessity <p>The Company sold mostly OEM semi-finished goods that TST used in the production process for its own products. Such sale was in accordance with the OEM agreement between (1) Shinto Paint Co., Ltd., (2) the Company, (3) TOAC, (4) TOAPC, and (5) TST. Pricing is based on cost plus margin. The agreement is renewed automatically for succeeding terms unless otherwise notified.</p>		
	Audit Committee's Opinions <p>The transaction was deemed as a normal business transaction at market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable</p>		
	6.2 Security Service Income		
	- Security Service Income	684,881.40	658,386.72
	- Service Deposit	57,073.45	54,865.56
	- Service Receivables	61,068.59	58,706.15
	Rationale and Necessity <p>As the Company's plant and warehouse are located at Bangna where TST is located, the Company provides security service to the related companies located in the same area for the collective safety that may affect the Company's assets.</p> <p>Currently, the Company has entered into a security service agreement with a term of 1 year and 3 months, effective from January 1, 2024, to March 31, 2025. The service fee is based on the actual incurred service costs, proportionally allocated according to the factory area.</p>		
	Audit Committee's Opinions <p>The transaction was deemed as a normal business support transaction. The security service agreement has made since January 1, 2020 at the service rate based on the actual service cost subject to the plant area. Therefore, the transaction was appropriate and reasonable.</p>		
	6.3 Shipping Income		
	- Shipping Income	43,600.00	58,650.00
	- Service Receivables	26,799.79	22,483.20
	Rationale and Necessity <p>The Company owns a shipping division and provides import and export services to related companies such as customs clearance, shipping, and so on. Service fees and conditions were equivalent to market price and discounts were also provided.</p>		
	Audit Committee's Opinions <p>The transaction was deemed as a normal business support transaction, which occurred in the past and charged actual cost. Therefore, the transaction was appropriate and reasonable.</p>		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
	6.4 Other Income		
	- Rent Revenue	40,095.00	160,380.00
	- Other Income	2,200.00	2,550.00
	- Service Receivables	546,965.58	594,624.51
	Rationale and Necessity		
	These revenues are generated from truck weighing services, utilities, and office rental, with pricing based on actual incurred expenses.		
	Audit Committee's Opinions		
	The transaction was deemed as a normal business support transaction, which occurred in the past and charged actual cost. Therefore, the transaction was appropriate and reasonable.		
	6.5 Purchase of Goods		
	- Purchase Of Raw Materials	715,031.10	87,510.25
	- Trade Payables	495,977.10	30,423.37
	Rationale and Necessity		
	The list of purchasing raw materials included chemicals for manufacture from TST at the cost-plus operation fee. However, this does not happen regularly since the Company purchases the chemicals from TST only in the emergency case and the purchase from the outside distributor is impossible. Furthermore, the Company purchases some chemicals from TST for product testing which TST purchases such chemicals to use in its own production.		
	Audit Committee's Opinions		
	The transaction was deemed as a normal business support transaction with market price and conditions. Therefore, the transaction was appropriate and reasonable.		
	6.6 Material/ Factory Equipment Expenses		
	- Material / Factory Equipment Expenses	60,029.10	33,098.10
	- Other Payables	9,229.39	10,555.66
	Rationale and Necessity		
	The list of materials and equipment from TST to be used in the plant was for alumite category for production at a cost-plus operation fee.		
	Audit Committee's Opinions		
	The transaction was deemed as a normal business support transaction at a cost-plus operation fee. Therefore, the transaction was appropriate and reasonable.		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
7. TOA Holding Co., Ltd. ("TOAH") <u>Type of relationship</u> <ul style="list-style-type: none"> There are 3 Company's directors: (1)Jatuphat Tangkaravakoon, (2) Mr. Nattavuth angkaravakoon, (3) Mrs. Busatree Wanglee, holding 20.0000% of TOAH's shares each Mr. Prachak Tangkaravakoon and Mrs. La-or Tangkaravakoon are major shareholders of the Company and are considered to have controlling power within the Company. Furthermore, both of them are directors and shareholders of TOAH, holding 15.0000%and 5.0000% of shares, respectively. There are 3 common directors with the Company, namely (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth Tangkaravakoon , and (3) Mrs. Busatree Wanglee 	<u>7.1 Car Rental</u> <ul style="list-style-type: none"> - Car Rental - Depreciation, Right to Use a Vehicle - Interest Expenses, Right to Use a Vehicle - Other Payables 	500,760.00	760,770.00
		4,822,208.55	3,698,501.41
		174,271.02	95,204.77
		442,980.00	906,290.00
	<u>Rationale and Necessity</u> The Company entered into the car leasing contract with TOAH for 1-5 years as company cars for the management positions of the Company. The rental rate was as same as the annual return of the car rental business of listed companies.		
	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business support transaction, and the rental rate was as same as the annual return of the car rental business of listed companies. Therefore, it was appropriate and reasonable.		
8. P.T. Real Estate Co., Ltd. <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 73.9796% of shares in P.T. Real Estate Co., Ltd. 3 Company's directors , namely (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth Tangkaravakoon, and (3) Mrs. Busatree Wanglee, are shareholders of PT Real Estate Company Limited 	<u>8.1 Land Rental</u> <ul style="list-style-type: none"> - Depreciation, leasehold right of land according to the rental agreement - Interest expenses, leasehold right of land according to the rental agreement - Other payables 	20,942,840.96	20,942,840.96
		7,699,458.00	7,251,677.98
		1,968,840.49	2,033,007.16



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
<ul style="list-style-type: none"> Mr. Prachak Tangkaravakoon and Mrs. La-or Tangkaravakoon are major shareholders of the Company and are considered to have controlling power within the Company. Furthermore, both of them are directors and shareholders of PT Real Estate Company Limited, each holding a 5.0000 % of shares There is one common director, namely Mrs. Busatree Wanglee. 	<p><u>Rationale and Necessity</u></p> <p>The Company rented land from P.T. Real Estate Co., Ltd. According to the conditions, P.T. Real Estate Co., Ltd., a renter, was responsible for land and building tax. The Company reserved tax expenses paid to SAO and charged the actual tax expenses thereafter.</p> <p>The Company rented 2 areas of land from P.T. Real Estate Co., Ltd. which are (1) for the plant at Bangna, and (2) for the plant at Samrong as the Company's plant, warehouse, and office at the agreed rental rate between the parties.</p> <p>The Company entered into a rental agreement for the period of 10 years from January 1, 2017 to December 31, 2026, and another rental agreement for 25 years from September 15, 2021 to September 15, 2046, at the appraisal rental rate from the independent appraiser endorsed by the SEC.</p> <p><u>Audit Committee's Opinions</u></p> <p>The transaction was deemed as a normal business support transaction at market price and conditions as with outsiders. Therefore, it was appropriate and reasonable.</p> <p>The transaction was deemed as normal business support, and for business operations and necessity. Therefore, it was deemed appropriate and reasonable.</p>		
<p>9. Phelps Dodge International (Thailand) Co., Ltd.</p> <p><u>Type of relationship</u></p> <ul style="list-style-type: none"> The company's major shareholder, Mr. Vonnarat Tangkaravakoon, owns 9.0% of the shares directly and 4.5% indirectly through TOAGH. He is the major shareholder of Phelps Dodge International (Thailand) Co., Ltd. holding 48.69% of shares in Stark Corporation PCL., which holds 99.2790% of shares in Phelps Dodge International (Thailand) Co., Ltd. 	<p><u>9.1 Sales Income</u></p> <ul style="list-style-type: none"> - Net sales - Trade Receivables 	<p>987,288.08</p> <p>498.45</p>	<p>(465.84)</p> <p>0.00</p>
	<p><u>Rationale and Necessity</u></p> <p>The Company sold decorative paint and coating and hardware products to Phelps Dodge International (Thailand) Co., Ltd. to use in its business operation at the same price and conditions as made with the outsiders.</p> <p><u>Audit Committee's Opinions</u></p> <p>The transaction was deemed as a normal business transaction at the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>		
<p>10. Hokkaido International Franchise Co., Ltd.</p> <p><u>Type of relationship</u></p> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 66.6167% of shares in Hokkaido International Franchise Co., Ltd. 	<p><u>10.1 Other Expenses</u></p> <ul style="list-style-type: none"> - Entertainment expenses - donation - other payables 	<p>10,844.33</p> <p>0.00</p> <p>0.00</p>	<p>21,710.64</p> <p>14,017.50</p> <p>6,800.00</p>



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB)																
		Fiscal Year Ended December 31																
		2023	2024															
<ul style="list-style-type: none">The Company's 1 directors: Mr. Prachak Tangkaravakoon is the shareholders of Hokkaido International Franchise Co., Ltd. holding 0.0001% of shares.	<p>Rationale and Necessity</p> <p>The Company purchased Hokkaido milk from Hokkaido International Franchise Company Limited to be included in survival kits for community COVID-19 relief. The pricing and general terms were comparable to transactions with external parties. The purchase was conducted through the standard procurement process.</p>																	
	<p>Audit Committee's Opinions</p> <p>The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>																	
<p>11. Hokkaido Food and Beverage Co., Ltd.</p> <p>Type of relationship</p> <ul style="list-style-type: none">TOAGH is the Company's major shareholder indirectly holding 66.6300% of shares in Hokkaido Food and Beverage Co., Ltd.Mr. Prachak Tangkaravakoon is a major shareholder of the Company and is considered to have controlling power within the Company. Plus, Mr. Prajak Tangkaravakoon is a director and shareholder of Hokkaido Food and Beverage Company Limited, holding a 0.0001% of shares	<p>11.1 ค่าใช้จ่ายอื่นๆ</p> <table><tr><td>- Consumer Promotion</td><td>26,369.10</td><td>117,014.40</td></tr><tr><td>- Donation</td><td>253,035.00</td><td>9,010,427.44</td></tr><tr><td>- Entertainment Expenses</td><td>383,628.77</td><td>371,830.18</td></tr><tr><td>- Contribution Expenses</td><td>0.00</td><td>7,020.60</td></tr><tr><td>- Other Payables</td><td>392,789.05</td><td>876,376.40</td></tr></table>	- Consumer Promotion	26,369.10	117,014.40	- Donation	253,035.00	9,010,427.44	- Entertainment Expenses	383,628.77	371,830.18	- Contribution Expenses	0.00	7,020.60	- Other Payables	392,789.05	876,376.40		
- Consumer Promotion	26,369.10	117,014.40																
- Donation	253,035.00	9,010,427.44																
- Entertainment Expenses	383,628.77	371,830.18																
- Contribution Expenses	0.00	7,020.60																
- Other Payables	392,789.05	876,376.40																
	<p>Rationale and Necessity</p> <p>The Company purchased drinks under the brand “Super Fight” from Hokkaido Food and Beverage Co., Ltd for stores to promote sales and arrange marketing activities for customers and purchased peanut snacks under the brand “Marucho” for new-year gift box sets. The transaction was subject to the market price and conditions as made with the outsiders, which was conducted through the normal procurement process.</p>																	
	<p>Audit Committee's Opinions</p> <p>The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>																	
<p>12. Pings Surawong International Co., Ltd.</p> <p>Type of relationship</p> <ul style="list-style-type: none">Mr. Prachak Tangkaravakoon is a major shareholder of the Company and is considered to have controlling power within the Company. Plus, Mr. Prachak Tangkaravakoon is a director and shareholder of Ping Surawong International Company Limited, holding a 25.0000% of shares	<p>12.1 Other Expenses</p> <table><tr><td>- Entertainment Expenses</td><td>287,684.00</td><td>0.00</td></tr></table>	- Entertainment Expenses	287,684.00	0.00														
- Entertainment Expenses	287,684.00	0.00																
	<p>Rationale and Necessity</p> <p>The Company ordered meals from Pings Surawong International Co., Ltd. for its customers as the entertainment under the market price and conditions as made with the outsiders.</p>																	
	<p>Audit Committee's Opinions</p> <p>The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>																	



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB)	
		Fiscal Year Ended December 31	
		2023	2024
13. Best Auto Sales Co., Ltd.	13.1 Other Expenses		
<u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 99.9999% of shares in Best Auto Sales Co., Ltd. The three joint directors: (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth Tangkaravakoon, and (3) Mrs. Busatree Wanglee, are the shareholders of Best Auto Sales Co., Ltd. holding 0.0001% of shares each. There is one common director, namely Mr. Nattavuth Tangkaravakoon. 	- Depreciation – Right to Use Vehicles	363,627.15	363,627.15
	- Interest Expenses – Right to Use Vehicle According to Car Rental Agreement	24,345.04	14,936.06
	- Other Payables	32,314.00	32,314.00
	<u>Rationale and Necessity</u>	The Company entered into the car rental agreement for 5 years from November 1, 2020 to October 31, 2025, and the car rental agreement for 5 years from January 4, 2021 to January 3, 2026, which was under the market price and conditions as made with the outsiders	
	<u>Audit Committee's Opinions</u>	The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.	

Related Party Transactions between Subsidiaries and Potentially Conflicted Parties

1. TOA Performance Coating Corporation Co., Ltd. ("TOAPC")	1.1 Purchase of Goods		
<u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 95.0953% of shares in TOAPC. The Company's 2 directors: (1) Mr. Jatuphat Tangkaravakoon, and (2) Mr. Nattavuth Tangkaravakoon are the shareholders of TOAPC holding 1.5605%, and 1.5605% of shares respectively. There is one common director, namely Mr. Nattavuth Tangkaravakoon. 	- Purchase of Finished Goods	2,267,744.38	2,688,202.15
	- Trade Payables	496,627.90	324,679.87
	<u>Rationale and Necessity</u>	A subsidiary purchased raw materials and finished goods from TOAPC for its production. The purchase was agreed with the parties under the rate as made with outsiders. The subsidiary purchased paint-related products from TOAPC such as sandpaper, etc. to distribute to its customers as an inclusive service. The price and conditions are comparable to the market.	
	<u>Audit Committee's Opinions</u>	The transaction was deemed as an ordinary business transaction with market price and conditions as made with outsiders. Therefore, it was appropriate and reasonable.	



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
2. Sherwood Corporation (Thailand) PCL. ("SWC") <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 69.4100% of shares in SWC. The Company's 1 director: Mr. Jatuphat Tangkaravakoon is the shareholder of SWC holding 0.5700% of shares. The major shareholder of the Company, who is considered to have controlling power, Mr. Prachak Tangkaravakoon, is a director of SWC. 	2.1 Other Expenses - Purchase of Materials and Equipment - Entertainment Expense - Other Payables	0.00 80,173.50 85,785.65	3,219.08 0.00 2,110.26
	<u>Rationale and Necessity</u> The Company's subsidiary purchased Gel Gift Sets with pricing and general trade terms comparable to transactions with external parties. The purchase was conducted through the standard procurement process.		
	<u>Audit Committee's Opinions</u> The transactions are normal business transactions with pricing and general trade terms comparable to transactions with external parties. Therefore, it is considered that the transactions are appropriate and reasonable.		
3. TOA Holding Co., Ltd. ("TOAH") <u>Type of relationship</u> <ul style="list-style-type: none"> 3 directors of the Company, (1) Mr. Jatuphat Tangkaravakoon, (2) Mr. Nattavuth Tangkaravakoon, and (3) Mrs. Busatree Wanglee, are shareholders of TOAH, each holding a 20.0000% of shares Mr. Prachak Tangkaravakoon and Mrs. La-or Tangkaravakoon are major shareholders of the Company and are considered to have controlling power within the Company. Plus, both of them are directors and shareholders of TOAH, holding 15.0000% and 5.0000% of shares, respectively. There are three common directors with the Company, namely (1) Mr. Jatuphat Tangkaravakoon,, (2) Mr. Nattavuth Tangkaravakoon, (3) Mrs. Busatree Wanglee 	3.1 Other expenses - Depreciation, Right to Use A Vehicle - Interest Expenses, Right to Use A Vehicle	813,171.95 51,178.28	813,171.95 28,203.50
	<u>Rationale and Necessity</u> A subsidiary entered into the 5-year car leasing contract with TOAH to use for company cars for the management positions. The rental rate was as same as the annual return of the car rental business of listed companies.		
	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business support transaction, and the rental rate was as same as the annual return of the car rental business of listed companies. Therefore, it was appropriate and reasonable.		



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
4. TOA Paint (Malaysia) Sdn Bhd <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 72.0000% of shares in TOA Paint (Malaysia) Sdn Bhd. There is one common director, namely Mr. Nattavuth Tangkaravakoon 	4.1 Sales Income <ul style="list-style-type: none"> - Net Sales - Trade Receivables 	5,070,213.79 1,704,597.66	3,731,257.74 91,486.90
	<u>Rationale and Necessity</u> The Company's subsidiary sold decorative paint and coating products to TOA Paint (Malaysia) Sdn Bhd under the market price and conditions as made with the outsiders.		
	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.		
	4.2 Purchase of Goods <ul style="list-style-type: none"> -Purchase of Finished Goods for Sale 	0.00	92,602.80
	<u>Rationale and Necessity</u> The Company's subsidiary purchased Epoguard Enamel products from TOA Paint (Malaysia) Sdn Bhd with pricing and trade terms comparable to market rates, as a transaction with external parties.		
	<u>Audit Committee's Opinions</u> The transactions are normal business support transactions with pricing and general trade terms comparable to transactions with external parties. Therefore, it is considered that the transactions are appropriate and reasonable		
5. TOA Performance Coating (Vietnam) Co., Ltd. ("TOAPC VN") <u>Type of relationship</u> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 100.0000% of shares in TOAPC VN. 	5.1 Purchase of Goods <ul style="list-style-type: none"> - Purchase of Finished for Sale - Trade Payables 	10,447,884.00 101,424.96	3,632,467.85 1,759,690.95
	<u>Rationale and Necessity</u> The Company's subsidiary purchased sandpaper products from TOAPC VN under the market price and conditions as made with the outsiders.		
	<u>Audit Committee's Opinions</u> The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.		
6. TPM Paint (Malaysia) Sdn Bhd 	6.1 Sales Income <ul style="list-style-type: none"> - Net Sales 	57,340.77	40,170.01



List of entities with potential conflicts of interest	Details of Transactions	Transaction Size (THB) Fiscal Year Ended December 31	
		2023	2024
<p><u>Type of relationship</u></p> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 72.0000% of shares in TPM Paint (Malaysia) Sdn. Bhd 	<p><u>Rationale and Necessity</u></p> <p>The Company's subsidiary sold decorative paint and coating products to TPM Paint (Malaysia) Sdn Bhd with pricing based on cost plus margin. Moreover, the transaction was under the market price and conditions as made with the outsiders.</p>		
	<p><u>Audit Committee's Opinions</u></p> <p>The transaction was deemed as a normal business transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>		
	<p><u>6.2 Purchase of Goods</u></p> <ul style="list-style-type: none"> Purchase of Materials Trade Payables 	<p>824,370.69</p> <p>576,285.36</p>	<p>580,496.09</p> <p>4,566.54</p>
	<p><u>Rationale and Necessity</u></p> <p>The purchase of raw materials for use in the production of products, which the Company purchased such chemicals from TPM Paint (Malaysia) Sdn Bhd, with price and conditions as made with the outsiders.</p>		
<p>7. Hokkaido Food and Beverage Co., Ltd.</p> <p><u>Type of relationship</u></p> <ul style="list-style-type: none"> TOAGH is the Company's major shareholder indirectly holding 66.6300% of shares in Hokkaido Food and Beverage Co., Ltd. One director of the Company, namely (1) Mr. Prachak Tangkaravakoon, is a shareholder of Hokkaido Food and Beverage Company Limited, holding a 0.000% of shares. There is one common director, namely (1) Mr. Prachak Tangkaravakoon 	<p><u>7.1 Other Expenses</u></p> <ul style="list-style-type: none"> -entertainment expenses -other payables 	<p>280,214.84</p> <p>78,763.70</p>	<p>0.00</p> <p>0.00</p>
	<p><u>Rationale and Necessity</u></p> <p>The Company's subsidiary purchased new-year gift box baskets and Hokkaido Gift Set. The transaction was subject to the market price and conditions as made with the outsiders, which was conducted through the normal procurement process</p>		
	<p><u>Audit Committee's Opinions</u></p> <p>The transaction was deemed as a normal business support transaction under the market price and conditions as made with the outsiders. Therefore, it was deemed appropriate and reasonable.</p>		



8.2.1 Measures and procedures on approval of related party transactions or connected transactions

The Board of Directors' Meeting No.26/2016 on December 21, 2016 approved the policy on related party transactions or connected transactions, and the criteria on related party transactions or connected transactions on an ordinary course of business and arm's length basis which can be summarized as follows:

The related party transaction or connected transaction between the Company and its subsidiaries shall comply with the regulations prescribed by the Securities and Exchange Act, and relevant legal requirements of the Capital Market Supervisory Board and/or the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company shall also comply with the requirements on the disclosure of related party transactions in the note to financial statements audited by the auditor of the Company, and in the annual registration statement (Form 56-1). Upon entering into such transaction, the Company shall verify and monitor such transaction to ensure that the interested person will not be involved in the decision-making to enter into the related party transaction.

The Board of Directors has established the approval process for related party transactions or connected transactions based on a good ethical framework. The approval process is carefully reviewed by the Audit Committee by taking the interests of the Company and its shareholders into account. The Board of Directors ensures compliance with the approval process in line with the criteria set out by the Capital Market Supervisory Board, Securities and Exchange Commission, and Stock Exchange of Thailand, and also ensures the correctness and completeness of the public disclosure of related party transactions or connected transactions.

In case of ordinary business transactions or ordinary business support transactions which may be ongoing happen until the future, the Company has the policy to define the framework to enter into such transactions as follows: the trading terms must be similar to those terms a reasonable business person would be expected to enter into with other parties in general in similar circumstances with equal bargaining power, free of any undue pressure as a result of a person being a director, management, or related person, and must not constitute a transfer or loss of benefits on the part of the Company and/or it must be able to demonstrate that the prices and conditions for a transaction are fair and reasonable. If the Board of Directors resolves to approve the framework to enter into a transaction in general principle, the management may enter into a transaction that meets the framework without having to seek further approval from the Board of Directors. The Company shall prepare the summary of related party transactions or connected transactions to report to the Audit Committee and the Board of Directors respectively in every quarter in compliance with notifications, announcements, and regulations prescribed by the Securities and Exchange Commission, Capital Market Supervisory Board, and Stock Exchange of Thailand.

With respect to other related party transactions or connected transactions, the Company shall propose a transaction to the Audit Committee for consideration as to whether the proposed transaction is reasonable and the price is appropriate.

In case of the Audit Committee does not have relevant expertise to consider the proposed transaction, the Company shall arrange for an expert, such as the independent auditor or appraiser, to provide an opinion on the proposed transaction for further consideration of the Board of Directors or the shareholders, as the case may be. A person with potential conflicts of interest or who has interests in the proposed transaction shall not be allowed to consider and approve the proposed



transaction, in order to ensure that the transaction will not constitute a transfer or loss of benefits on the part of the Company and that it will be primarily in the best interests of the Company and shareholders. The Company shall disclose the related party transactions in the note to the audited financial statements, in the annual report, and in the annual registration statement (Form 56-1).

8.2.2 Policy on Future Related Party Transactions

In case the Company enters into a related party transaction in the future, the Company shall comply with the Securities and Exchange Act, regulations, notifications, orders, or requirements prescribed by the Capital Market Supervisory Board, Securities and Exchange Commission, and Stock Exchange of Thailand. Thus, entering into such transaction shall not constitute a transfer or loss of benefits on the part of the Company. Generally, a related party transaction must be entered into with regards to the best interests of the Company and shareholders.

For transactions in the ordinary course of business or transactions that support transactions in the ordinary course of business on an ongoing basis, the Company shall determine the criteria and guidelines to conform to the general trading terms based on the prices and conditions that are appropriate, fair, reasonable, and verifiable. The criteria and guidelines shall be proposed to the Audit Committee for consideration, and to the Board of Directors for further approval.

Moreover, in the case of a related party transaction, or connected transaction, or a change to the terms and conditions for a related party transaction between the Company and its major shareholders, directors, management, or persons with a potential conflict of interest or connected person, the directors with interest in the particular issue will not be present at the Board of Directors' meeting when the agenda concerning the approval on such transaction is being discussed.

Part 3

Financial Statements





Part 3 Financial Statements

9. Financial Information

9.1 Summary of Independent Auditor's Report

Fiscal Year	Auditor	Summary Report
Consolidated financial statements ended December 31, 2024	Mr.Serm Brisuthikun Certified Public Accountant (SEC approved auditor) No. 9452, EY Office Company limited	
Consolidated financial statements ended December 31, 2023	Mr. Pornanan Kitjanawanchai Certified Public Accountant (SEC approved auditor) No. 7792, EY Office Company limited	The auditor has audited the consolidated financial statements of the Company Group and the separate financial statements of the Company, and is of the opinion that they present fairly, in all material respects, in accordance with Thai Financial Reporting Standards.
Consolidated financial statements ended December 31, 2021 and 2022	Ms. Nopanuch Apichatsatien Certified Public Accountant (SEC approved auditor) No. 5266, PricewaterhouseCoopers ABAS Ltd.	



9.2 Summary of Consolidated Financial Statements ended December 31, 2022, 2023, and 2024

1) Consolidated Statements of Financial Position

Consolidated Statements of Financial Position	As of December 31					
	2022 (Restated)		2023		2024	
	Million THB	%	Million THB	%	Million THB	%
Assets						
Current assets						
Cash and cash equivalents	2,207.9	11.4	3,401.9	16.0	3,494.1	16.8
Other current financial assets	4,114.8	21.3	4,339.6	20.4	3,810.2	18.4
Trade and other receivables	3,640.0	18.8	3,815.8	17.9	3,212.2	15.5
Current portion of hire purchase receivables	51.7	0.3	53.4	0.3	57.0	0.3
Short-term loans to others	9.5	0.0	10.3	0.0	9.3	0.0
Inventories	3,292.7	17.0	2,824.2	13.3	3,171.4	15.3
Derivative assets	10.4	0.1	-	-	0.0	0.0
Other current assets	203.5	1.1	354.9	1.7	365.3	1.8
Total current assets	13,530.4	69.9	14,800.1	69.6	14,119.6	68.0
Non-current assets						
Hire purchase receivables	185.3	1.0	208.7	1.0	216.1	1.0
Other non-current financial assets	-	-	124.9	0.6	421.9	2.0
Investment properties	7.4	0.0	4.8	0.0	2.1	0.0
Property, plant and equipment	3,522.4	18.2	3,965.8	18.6	4,183.0	20.2
Right-of-use assets	1,226.4	6.3	1,251.3	5.9	1,095.0	5.3
Intangible assets	239.9	1.2	216.2	1.0	149.8	0.7
Goodwill	355.3	1.8	355.3	1.7	336.1	1.6
Advance payments for property, plant and equipment	-	-	111.3	0.5	-	-
Deferred tax assets	168.1	0.9	164.7	0.8	195.4	0.9
Other non-current assets	117.1	0.6	75.7	0.4	36.7	0.2
Total non-current assets	5,822.0	30.1	6,478.6	30.4	6,636.1	32.0
Total Asset	19,352.4	100.0	21,278.7	100.0	20,755.7	100.0
Liabilities & shareholders' equity						
Current liabilities						
Short-term borrowings from financial institutions	101.3	0.5	72.3	0.3	107.7	0.5
Trade and other payables	3,881.9	20.1	4,153.8	19.5	4,192.2	20.2
Short-term loans from others	4.1	0.0	0.6	0.0	-	-



Consolidated Statements of Financial Position	As of December 31					
	2022 (Restated)		2023		2024	
	Million THB	%	Million THB	%	Million THB	%
Current portion of long-term loans from financial institution	3.3	0.0	79.0	0.4	81.5	0.4
Income tax payable	206.6	1.1	315.3	1.5	253.6	1.2
Current portion of lease liabilities	162.4	0.8	190.0	0.9	183.1	0.9
Derivatives liabilities	-	-	1.9	0.0	1.4	0.0
Other current liabilities	89.1	0.5	115.7	0.5	103.4	0.5
Total current liabilities	4,448.8	23.0	4,928.7	23.2	4,922.8	23.7
<u>Non-current liabilities</u>						
Long-term loans from financial institution	49.5	0.3	177.8	0.8	107.1	0.5
Lease liabilities	916.8	4.7	932.6	4.4	792.3	3.8
Provision for long-term employee benefits	352.1	1.8	334.1	1.6	483.1	2.3
Deferred tax liabilities	89.3	0.5	82.5	0.4	75.8	0.4
Other non-current liabilities	6.2	0.0	4.9	0.0	4.3	0.0
Total non-current liabilities	1,414.0	7.3	1,532.0	7.2	1,462.7	7.0
Total liabilities	5,854.4	30.3	6,460.6	30.4	6,385.5	30.8
<u>Shareholders' equity</u>						
Share capital						
Registered capital	2,029.0	10.5	2,029.0	9.5	2,029.0	9.8
Registered, issued and fully paid ordinary shares	2,029.0	10.5	2,029.0	9.5	2,029.0	9.8
Premium on paid-up capital	5,761.5	29.8	5,761.5	27.1	5,761.5	27.8
Retained earnings						
Appropriated - legal reserve	202.9	1.0	202.9	1.0	202.9	1.0
Treasury shares reserve	-	-	-	-	818.6	3.9
Unappropriated	5,634.5	29.8	7,026.9	33.0	6,767.9	32.6
Treasury shares	-	-	-	-	(818.6)	(3.9)
Other components of shareholders' equity	(836.1)	(4.3)	(949.3)	(4.5)	(1,100.3)	(5.3)
Equity attributable to owners of the Company	12,791.8	66.1	14,071.1	66.1	13,661.0	65.8
Non-controlling interests of the subsidiaries	697.8	3.6	747.0	3.5	709.2	3.4
Total shareholders' equity	13,489.6	69.7	14,818.1	69.6	14,370.2	69.2
Total liabilities and shareholders' equity	19,352.4	100.0	21,278.7	100.0	20,755.7	100.0



2) Consolidated Statement of Comprehensive Income

Consolidated Statement of comprehensive income	As of December 31					
	2022 (Restated)		2023		2024	
	Million THB	%	Million THB	%	Million THB	%
Revenues						
Sales	20,649.4	99.2	22,279.5	99.1	21,140.1	99.0
Dividend income	11.6	0.0	7.9	0.0	7.5	0.0
Other income	165.1	0.8	191.8	0.9	209.6	1.0
Total revenues	20,826.1	100.0	22,479.2	100.0	21,357.2	100.0
Expenses						
Cost of sales	(14,646.1)	(70.3)	(14,745.5)	(65.6)	(13,835.6)	(64.8)
Selling and distribution expenses	(2,603.8)	(12.5)	(2,778.7)	(12.4)	(2,808.1)	(13.1)
Administrative expenses	(1,398.3)	(6.7)	(1,533.8)	(6.8)	(1,671.9)	(7.8)
Impairment loss on goodwill					(19.2)	(0.1)
Gain (loss) from exchange	(146.8)	(0.7)	(71.7)	(0.3)	(388.1)	(1.8)
Gain (loss) from fair value of financial assets	(107.1)	(0.5)	22.9	0.1	39.9	0.2
Total expenses	(18,902.1)	(90.8)	(19,106.8)	(85.0)	(18,683.1)	(87.5)
Profit before finance cost and income tax	1,924.0	9.2	3,372.3	15.0	2,674.1	12.5
Finance cost	(38.2)	(0.2)	(41.9)	(0.2)	(55.3)	(0.3)
Profit before income tax	1,885.8	9.1	3,330.4	14.8	2,618.8	12.3
Income tax	(452.2)	(2.2)	(693.7)	(3.1)	(643.7)	(3.0)
Profit for the year	1,433.5	6.9	2,636.7	11.7	1,975.1	9.2
Other comprehensive income:						
Other comprehensive income to be reclassified to profit or loss in subsequent periods						
Exchange differences on translation of financial statements in foreign currencies	(68.7)		(101.9)		(39.9)	
Other comprehensive income not to be reclassified to profit or loss in subsequent periods						
Actuarial Profit (loss) - net of income tax	56.9		-		(102.0)	
Profit (loss) on changes in value of equity investments designated at fair value through other comprehensive income - net of income tax	0.3		(10.4)		(3.2)	
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	57.2		(10.4)		(105.2)	
Items to be reclassified to profit or loss in subsequent periods	(11.5)		(112.3)		(145.0)	
Total comprehensive income for the year	1,422.0		2,524.4		1,975.1	



Consolidated Statement of comprehensive income	As of December 31					
	2022 (Restated)		2023		2024	
	Million THB	%	Million THB	%	Million THB	%
Profit (loss) attributable to:						
Equity holders of the Company	1,417.2		2,569.2		1,919.6	
Non-controlling interests	16.4		67.5		55.5	
Profit for the year	1,433.5		2,636.7		1,975.1	
Total comprehensive income attributable to:						
Equity holders of the Company	1,397.8		2,456.1		1,775.9	
Non-controlling interests of the subsidiaries	24.2		68.3		54.1	
Comprehensive income for the year	1,422.0		2,524.4		1,830.1	
Earnings per share						
Basic earnings per share (THB/share)	0.70		1.27		0.96	

3) Consolidated Cash Flow Statement

Consolidated Cash flow statement	As of December 31		
	2022 (Restated)	2023	2024
	Million THB	Million THB	Million THB
Cash flows from operating activities			
Profit before income tax	1,885.8	3,330.4	2,618.8
Adjustments to reconcile profit before tax to net cash			
Depreciation and amortization	671.5	720.6	766.4
Allowance for expected credit loss	1.5	91.0	18.4
Reduction of inventories to net realizable value (reversal)	(25.9)	38.0	29.5
Loss (gain) on disposals and write-off of property, and equipment	23.7	6.1	18.4
Reversal of impairment on property and equipment	(6.3)	-	-
Loss (gain) on disposals and write-off of intangible assets	-	3.0	-
Loss (gain) on sale of other current financial assets	0.4	25.9	(19.1)
Loss (gain) from fair value of other current financial assets	106.6	(48.8)	(20.8)
Loss (gain) from lease cancellation and modification	(1.2)	(14.6)	(1.0)
Provision for long-term employee benefits	57.7	14.3	54.8
Loss (gain) on derivative	-	12.3	(0.5)
Impairment loss on goodwill	-	-	19.2
Interest income	(36.6)	(66.5)	(94.2)
Finance costs	38.2	41.9	55.3
Dividend income	(11.6)	(7.9)	(7.5)
Unrealized loss (gain) on exchange rates	(11.7)	7.3	44.2
Profit from operating activities before changes in operating assets and liabilities	2,692.0	4,153.1	3,481.9



Consolidated Cash flow statement	As of December 31		
	2022	2023	2024
	(Restated)		
	Million THB	Million THB	Million THB
Operating assets (increase) decrease			
Trade and other receivables	(283.0)	(261.1)	601.8
Hire purchase receivables	(5.0)	(35.2)	(11.1)
Inventories	(322.2)	416.6	(388.2)
Other current assets	7.9	(143.8)	0.0
Other non-current assets	(80.8)	29.8	38.7
Operating liabilities increase (decrease):			
Trade and other payables	(103.6)	250.9	(96.0)
Other current liabilities	(6.1)	19.4	(22.4)
Cash paid for long-term employee benefits	(59.6)	(32.5)	(32.8)
Other non-current liabilities	(1.6)	(1.4)	(0.5)
Cash flows from operating activities	1,838.0	4,395.8	3,571.3
Cash paid for corporate income tax	(462.0)	(590.2)	(717.7)
Cash received from withholding tax refundable	-	11.6	-
Net cash flows from operating activities	1,376.0	3,817.2	2,853.6
Cash flows from financing activities			
Net cash payments for acquisition of subsidiaries	(810.7)	-	(93.7)
Payments for purchase of intangible assets	(38.3)	(32.6)	(14.5)
Payments for purchase of property, plant and equipment	(524.0)	(956.0)	(660.3)
Payments for purchase of other current financial assets	(12,106.0)	(18,683.8)	(23,564.7)
Increase in short-term loans to others	0.4	-	-
Proceeds from sales of property, plant and equipment	5.3	7.8	13.4
Proceeds from sales of other current financial assets	12,500.5	18,480.9	24,134.3
Payments for purchase of other non-current financial assets	-	(138.0)	(300.9)
Advance payments for property, plant and equipment	-	(111.3)	-
Short-term loans to other businesses	-	(2.5)	-
Interest received	21.1	62.8	91.4
Dividends received	11.5	4.7	7.4
Net cash generated from (used in) investing activities	(940.2)	(1,367.9)	(387.5)
Cash flows from financing activities			
Payments for lease liabilities	(202.7)	(197.1)	(194.2)
Increase (decrease) in short-term loans from financial institutions	(183.7)	(35.6)	36.4
Repayments of short-term loans from others	(0.2)	(3.5)	(0.6)
Proceeds from long-term loans from financial institutions	49.5	276.3	26.0
Repayments of long-term loans from financial institutions	-	(54.0)	(83.9)
Interest paid	(3.6)	(41.9)	(55.3)
Dividend paid	(892.7)	(1,176.8)	(1,247.9)
Dividend paid to non-controlling interest of subsidiary	(14.7)	(19.1)	(5.6)
Payments for treasury stock	-	-	(818.6)
Net cash used in financing activities	(1,248.1)	(1,251.7)	(2,343.6)
Effect of exchange rate on cash and cash equivalents	15.3	4.8	(38.0)



Consolidated Cash flow statement	As of December 31		
	2022	2023	2024
	(Restated)		
	Million THB	Million THB	Million THB
Increase (Decrease) in translation adjustments	(6.2)	(8.3)	7.7
Net increase in cash and cash equivalents	(803.3)	1,194.1	92.2
Cash and cash equivalents at the beginning of the year	3,011.2	2,207.9	3,401.9
Cash and cash equivalents at the end of the year	2,207.9	3,401.9	3,494.1

9.3 Key Financial Ratio

Key Financial Ratio	Unit	Consolidated Financial Statements ended		
		December 31		
		2022	2023	2024
		(Restated)	(Restated)	
Liquidity Ratios				
Current Ratio	times	3.0	3.0	2.9
Quick Ratio	times	2.2	2.3	2.1
Cash Flow Liquidity Ratio	times	0.3	0.8	0.6
Accounts Receivable Turnover	times	5.7	5.8	5.8
Average Collection Period	days	63	63	63
Inventory Turnover	times	11.1	10.4	10.2
Inventory Days	days	33	35	36
Accounts Payable Turnover	times	5.3	5.3	4.9
Accounts Payable Days	days	68	68	74
Cash Cycle	days	28	30	25
Profitability Ratios				
Gross Profit Margin	%	29.1	33.9	34.6
Operating Profit Margin	%	9.7	14.5	13.3
Non-Operating Profit Margin	%	(0.4)	0.7	(0.6)
Cash Flow to Income Ratio	%	68.8	118.5	101.7
Net Profit Margin	%	6.8	11.4	9.0
Return on Equity	%	11.3	19.1	13.8
Efficiency Ratios				
Return on Total Assets	%	7.6	13.0	9.4
Return on Fixed Assets	%	67.6	89.7	67.3
Total Assets Turnover	times	1.1	1.1	1.0
Financial Policy Ratios				
Total Liabilities to Equity Ratio	times	0.4	0.4	0.4
Interest Coverage Ratio	times	48.9	108.6	64.3



Key Financial Ratio	Unit	Consolidated Financial Statements ended		
		December 31		
		2022	2023	2024
		(Restated)	(Restated)	
Debt Service Coverage Ratio – Cash Basis	times	1.1	1.5	1.7
Dividend Payout Ratio	%	63.3	45.4	63.5
Interest-bearing Debt to Equity Ratio	times	0.1	0.1	0.1



10. Management Discussion and Analysis: MD&A

10.1 Overview

The Thai and ASEAN economies were experiencing a slowdown in growth in 2024, attributable to political uncertainties, inflation, high household debt, and tighter lending policies by financial institutions. This latter point significantly affected consumer purchasing power and access to funding for real estate entrepreneurs, directly contributing to the deceleration of the real estate sector, including a slowdown in home renovations and repairs.

Furthermore, during the 2nd half of 2024, persistent flooding occurred in several provinces across the northern, and southern regions of Thailand, as well as in central of Vietnam. This impacted the livelihoods and property of the population, and also led to a slowdown in economic activities in the affected areas. However, the Company considered these flooding incidents to be external factors that would only have a temporary impact on its operations.

The Company's performance was not significantly impacted in comparison to the overall construction and real estate industry, which experienced a slowdown. This was due to the Company's business strategy shift, focusing on growth in other business segments beyond decorative products, such as construction chemicals and gypsum board products. These product groups have high market value due to the diversity of product types and comprehensive usage needs, covering new home construction, renovation, remodeling, and old home repair. This strategic shift has resulted in continuous sales growth for the Company and strengthened long-term business resilience.

10.2 Results of Operations

Income statement (THB million)	For the Fiscal Year Ended December 31,	
	2024	2023
Sales revenue	21,140.1	22,279.5
Total revenues	21,357.2	22,479.2
<u>Less</u> Cost of sales	13,835.6	14,745.5
Selling and administrative expenses	4,480.1	4,312.6
Impairment loss of goodwill	19.2	-
Gains (Losses) on exchange rates and fair value of financial assets measured at fair value through profit or loss	(348.2)	(48.8)
Profit before finance cost and income tax	2,674.1	3,372.3
Profit for the period	1,919.6	2,569.2
Net Profit (Excluding Gains & Losses on exchange rates and fair value of financial assets measured at fair value through profit or loss)	2,267.8	2,618.0



Sales Revenue

Our sales revenue for 2024 was THB 21,140.1 million, a decrease of THB 1,139.4 million, or 5.1%, compared to 2023, which was THB 22,279.5 million. The decrease was primarily attributable to the slowdown in the real estate sector in both Thailand and Vietnam, as previously mentioned. Additionally, sales revenue in 2023 benefited from a surge in renovation activities for hotels, resorts, and tourist attractions following the easing of COVID-19 restrictions. Sales revenue, categorized by revenue structure, is as follows:

Revenue Structure By Product Category	For the Fiscal Year Ended December 31			
	2024		2023	
	THB million	%	THB million	%
Decorative Products	12,928.4	61.2	13,585.7	61.0
Non-decorative Products	7,650.7	36.2	7,967.3	35.8
Other Business Products ⁽¹⁾	561.0	2.6	726.5	3.2
Sales	21,140.1	100.0	22,279.5	100.0

Notes: ⁽¹⁾ "Other Business Products" comprise sales of certain products to the related companies, such as raw materials and semi-finished materials.

Revenue Structure by Distribution Channel	For the Fiscal Year Ended December 31,			
	2024		2023	
	THB million	%	THB million	%
Retail Dealers	14,078.1	66.6	14,870.3	66.7
Modern Trade	4,678.2	22.1	5,007.2	22.5
Others ⁽¹⁾	2,383.8	11.3	2,402.0	10.8
Sales	21,140.1	100.0	22,279.5	100.0

Note: ⁽¹⁾ "Others" primarily comprise sales revenue from distribution through projects, exports and related companies.

Revenue Structure by Geographic Region	For the Fiscal Year Ended December 31,			
	2024		2023	
	THB million	%	THB million	%
Thailand	18,095.0	85.6	18,918.0	84.9
Overseas	3,045.1	14.4	3,361.5	15.1
Vietnam	1,199.7	5.7	1,600.9	7.2
Others ⁽¹⁾	1,845.4	8.7	1,760.6	7.9
Sales	21,140.1	100.0	22,279.5	100.0

Note: ⁽¹⁾ "Others" mainly comprise sales revenue from customers in Laos, Malaysia, Indonesia, Myanmar and Cambodia.

Gross Profit

Gross profit for 2024 was THB 7,304.5 million, representing a gross profit margin of 34.6%. This compared to 2023, when gross profit was THB 7,534.0 million with a gross profit margin 33.8%. The increase in gross profit margin was primarily attributable to efficiency improvement in raw materials management and production costs, which led to lower overall average costs.



Selling Expenses

Total selling expenses for 2024 was THB 2,808.1 million, an increase of THB 29.4 million, or 1.1%, compared to 2023, which was THB 2,778.7 million. The increase was primarily attributable to higher sales and marketing employee costs, partially offset by a decrease in employee commissions, advertising cost, and transportation cost.

Consequently, the ratio of selling expenses to sales revenue in 2024 was 13.3%, an increase compared to 12.5% in 2023. This increase was due to higher selling expenses, while sale revenue decreased compared to the previous year.

Administrative Expenses

Total administrative expenses for 2024 was THB 1,671.9 million, an increase of THB 138.1 million, or 9.0%, compared to 2023, which was THB 1,533.8 million. The increase was primarily attributable to higher employee costs, and depreciation.

Consequently, the ratio of administrative expenses to sales in 2024 was 7.9%, an increase compared to 6.9% in 2023.

Impairment Loss of Goodwill

For 2024, an impairment loss of goodwill of THB 19.2 million was recognized. This resulted from the write-off of goodwill related to Phawatri Intertrade Co., Ltd., which the Company recorded at the time of its acquisition. Currently, Phawatri Intertrade Co., Ltd. is in the process of liquidation and settlement.

Profit for the Year

Our profit attributable to equity holders of the company for 2024 was THB 1,919.6 million, a decrease of THB 649.6 million, or 25.3%, compared to 2023, which was THB 2,569.2 million.

The fair value adjustments of financial assets and foreign exchange differences in 2024 resulted in a loss of THB 348.2 million, compared to a loss of THB 48.8 million in 2023. The majority of this loss was due to unrealized losses from the translation of assets and liabilities in foreign currencies.

However, our core net profit (excluding fair value adjustments of financial assets and foreign exchange differences) for 2024 was THB 2,267.8 million, a decrease of THB 350.3 million, or 13.4%, compared to 2023, which was THB 2,618.0 million. The decrease was primarily attributable to lower sales and higher selling and administrative expenses, partially offset by higher gross profit margin.

Our core net profit margin (excluding fair value adjustments of financial assets and foreign exchange differences) for 2024 was 10.6%, a decrease compared to 11.6% in 2023.

10.3 Asset Management Ability

Statement of Financial Position (THB million)	As of December 31,	
	2024	2023
Total Assets	20,755.7	21,278.7
Total Liabilities	6,385.5	6,460.6
Total Shareholders' equity	14,370.2	14,818.1
Total Liabilities and Shareholders' Equity	20,755.7	21,278.7



1. Total assets as of December 31, 2024, were THB 20,755.7 million, a decrease of THB 523.0 million from THB 21,278.7 million as of December 31, 2023. Key changes are as follows:

1.1 Current Assets

(1) Cash and Cash Equivalents

Our cash and cash equivalents as of December 31, 2024, was THB 3,494.1 million, an increase of THB 92.2 million from THB 3,401.9 million as of December 31, 2023. The increase was attributable to higher cash inflows from the sale of other current financial asset and the collection of trade receivables.

(2) Other Current Financial Assets

Other current financial assets as of December 31, 2024, was THB 3,810.2 million, a decrease of THB 529.4 million from THB 4,339.6 million as of December 31, 2023. The decrease was attributable to the adjustment of the investment portfolio to align with current market conditions, as well as the preparation of cash for share buybacks and dividend payments.

(3) Trade and Other Receivables

Our trade and other receivables as of December 31, 2024, were THB 3,212.2 million, a decrease of THB 603.6 million from THB 3,815.8 million as of December 31, 2023. The decrease was attributable to lower sales revenue along with improved credit extension and debt collection efficiency.

As of December 31, 2024 and 2023, the Company has an expected allowance for loss according to TFRS 9 amounting to THB 366.7 million and THB 352.1 million, respectively.

Average Collection Period was approximately 63 days in 2024 and in 2023, which was consistent with the credit term of the Company, which is between 30-90 days.

(4) Inventories

Inventories as of December 31, 2024, were THB 3,171.4 million, an increase of THB 347.2 million from THB 2,824.2 million as of December 31, 2023. The increase in inventories was primarily due to the increase in the level of raw materials and goods in transit, as a result of increased raw material stockpiling during a period of declining raw material prices.

Inventory days in 2024 and 2023 were approximately 36 days and 35 days, respectively.

1.2 Non-current Assets

(1) Property, Plant and Equipment

Property, plant, and equipment as of December 31, 2024, were THB 4,183.0 million, an increase of 217.2 million from THB 3,965.8 million as of December 31, 2023. The increase was attributable to the construction of an office building at Samrong Plant and the improvement of machinery and production at Samrong and Bangna.

(2) Right-of-Use Assets

Right-of-use assets as of December 31, 2024, were THB 1,095.0 million, a decrease of THB 156.3 million from THB 1,251.3 million as of December 31, 2023. The decrease was attributable to allocation based on contract terms.



2. Total liabilities as of December 31, 2024, were THB 6,385.5 million, a decrease of THB 75.1 million from THB 6,460.6 million as of December 31, 2023. Key changes are as follows:

2.1 Current Liabilities

(1) Short-term Loans from Financial Institutions

Our short-term loans from financial institutions as of December 31, 2024, were THB 107.7 million, an increase of THB 35.4 million from THB 72.3 million as of December 31, 2023. The increase was attributable to higher borrowing by subsidiaries.

(2) Trade and Other Payables

Our trade and other payables as of December 31, 2024, were THB 4,192.2 million, an increase of THB 38.4 million from THB 4,153.8 million as of December 31, 2023.

The average days outstanding for trade and other payables were approximately 74 days in 2024 and 68 days in 2023.

(3) Income Tax Payable

Our corporate income tax payable as of December 31, 2024 and 2023 was THB 235.6 million and THB 315.3 million, respectively. This decrease was attributable to the lower net profit in 2024.

2.2 Non-current Liabilities

(1) Long-term Loans from Financial Institutions – Net of Amount Due within One Year

Long-term loans from financial institutions – net of amount due within one year as of December 31, 2024 were THB 107.1 million, a decrease of THB 70.7 million from THB 177.8 million as of December 31, 2023. The decrease was attributable to the repayment of loans for the construction of a subsidiary's distribution center in Vietnam.

(2) Lease Liability – Net of Amount Due Within One Year

Lease liabilities – net of amount due within one year as of December 31, 2024 and 2023, were THB 792.3 million and THB 932.6 million, respectively.

(3) Provision for Long-term Employee Benefits

Long-term employee benefits as of December 31, 2024, were THB 483.1 million, an increase of THB 149.0 million from THB 334.1 million as of December 31, 2023. The increase was attributable to a higher number of employees and longer employee tenure.

3. Shareholders' Equity as of December 31, 2024, was THB 14,370.2 million, a decrease of THB 447.9 million from THB 14,818.1 million as of December 31, 2023. Key changes are as follows:

- 3.1 Unappropriated retained earnings decreased by THB 259.0 million. The decrease was attributable to the net difference between current period profits, dividend payments, and transfers to reserves for treasury shares.
- 3.2 Other components of shareholders' equity decreased by THB 151.0 million. The decrease was attributable to losses from actuarial valuations of employee benefits and foreign currency translation of financial statements.

As of December 31, 2024 and 2023, the Company's return on equity (ROE) was 13.8% and 19.1%, respectively. The decrease was primarily attributable to a lower profit for the period.



10.4 Liquidity and Adequacy of Capital

1. Liquidity

Our principal sources of liquidity are cash generated from our operations and loans from financial institutions. The availability of funding from external sources and the cost of such funding is subject to a number of factors that are beyond our control, including general economic and capital market conditions, interest rates, availability of credit from banks and other lenders, lender and/or investor confidence in TOA, tax and securities laws that may be applicable to us, and political and economic conditions in the markets in which the Company operate both domestically and internationally.

Our expectation of cash flow from operating activities, as well as cash and cash equivalents are adequate for the capital commitments.

2. Cash Flows

The following table sets out certain information from our consolidated condensed statements of cash flows for the periods indicated.

	For the Fiscal Year Ended December 31,	
	2024	2023
Cash Flow Information:	THB million	THB million
Net cash flows from operating activities	2,853.6	3,817.1
Net cash flows used in investing activities	(387.5)	(1,367.9)
Net cash flows used in financing activities	(2,343.6)	(1,251.7)
Foreign exchange rate effects	(38.0)	4.8
Increase (Decrease) on translation adjustments	7.7	(8.3)
Net increase (decrease) in cash and cash equivalents	92.2	1,194.0
Cash and cash equivalents at the beginning of the year	3,401.9	2,207.9
Cash and cash equivalents at the end of the year	3,494.1	3,401.9

(1) Cash flows from operating activities for 2024 were THB 2,853.6 million, a decrease of THB 963.5 million from the previous year. This was primarily due to:

- Profit before tax for the period decreased by THB 711.6 million
- Cash decreased from changes in operating assets and liabilities compared to the same period.
 - The decrease in cash was attributed to THB 804.8 million increase in payments for inventory purchases and THB 346.9 million increase in payments to trade and other payables.
 - Partially offset by THB 862.9 million increase in cash received from trade receivables.
- Cash payments for corporate income tax increased by THB 127.5 million compared to the previous year.



- (2) Cash flows from investing activities for 2024 were THB 387.5 million, a decrease of THB 980.4 million. This was primarily due to:
- Cash payments for investments in other current financial assets decreased by THB 772.4 million compared to the previous year.
 - Cash payments for property, plant, and equipment decreased by THB 295.7 million compared to the previous year.
- (3) Cash flows from financing activities for 2024 were THB 2,343.6 million, an increase of THB 1,091.9 million. This was primarily due to share buyback of THB 818.6 million.

10.5 Analysis of Key Financial Ratios

The following information describes financial ratios that demonstrate a strong financial position, with high working capital and low debt.

1. Current Ratio

As of December 31, 2024 and 2023, our current ratio was 2.87 and 3.00 times, respectively.

2. Total Liabilities to Equity Ratio

As of December 31, 2024 and 2023, our total liabilities to equity ratio was 0.44 times, unchanged.

3. Interest-Bearing Debt to Equity Ratio

As of December 31, 2024 and 2023, our interest-bearing debt to equity ratio was 0.09 and 0.10 times, respectively.

10.6 Off-balance Sheet Obligations and Contingent Liabilities Management

The Company has entered into guarantees to guarantee the bank credit facilities of its associates and subsidiaries. For the years ended December 31, 2024, the Company provided guarantees for loans for its subsidiaries amounting to THB 212 million, and USD 15 million (December 31, 2023: THB 335 million, and USD 15 million).

As of 31 December 2024, the Group and the Company had outstanding bank guarantees of THB 30 million and THB 21 million, respectively (December 31, 2023: THB 42 million and THB 21 million, respectively) issued by various banks on behalf of the Company and its subsidiaries for guaranteeing the performance of the relevant contracts as required in the normal course of business.

Other than as described above, the Company does not have any material off-balance sheet transactions or other contingent liabilities.



10.7 Factors or Events that Will Affect the Financial Positions or Future Operations

The Company recognizes the challenges posed by external factors that may impact its business operations, such as political uncertainty, government policies and international laws, including trade wars. These factors may affect the global and Thai economic conditions as a whole, as well as the tightening of bank lending that affects public and business access to capital and the recovery of the real estate sector. In addition, fluctuations in exchange rates and energy prices may impact the Company's revenue and production costs.

However, the Company has prepared to address these challenges by developing appropriate risk management plans and strategies to enable it to adapt and conduct business continuously and sustainably, even in the face of uncertainty from external factors.

The year 2025 presents significant challenges due to the domestic real estate sector's overall outlook, which shows no clear signs of recovery. However, it is believed that the economy will gradually recover from the 2nd half of the year onwards, driven by government economic stimulus policies, positive export recovery figures, and tourist arrivals. To address these challenges, the Company has adapted through its 'Total Solution' strategy. This includes maintaining its leadership in the decorative paint market by focusing on expanding into all price segments to increase sales opportunities, and emphasizing business expansion into non-decorative product categories such as construction chemicals, gypsum boards, and tiles.

Economic conditions, politics, government policies, industry conditions and competition, development in information technology, changes in consumer behavior and purchasing power, raw material price volatility, personnel risk of entering aging society, and climate change are factors affecting the Company's business operation, both domestically and internationally. The Board of Directors and the management have monitored the situation to formulate strategies and plans to be consistent with the business context in each period of time. Meanwhile, the risk management process from both internal and external factors are also managed to help strengthen value addition in business operations as well as increase competitiveness and adaptive mechanisms to rapidly respond to changes.

The details of key risk management are disclosed in the [Section 2 Risk Management](#).

10.8 Moving Towards Sustainable Business Operation

The Company is committed to conducting business with good governance through the consideration of value addition for those involved. We also take responsibility and create value to society as well as preserve the environment.

- **Economic and Governance**

The Company is committed to creating an excellent management system in all dimensions for the maximum customer satisfaction, meanwhile, being a good business. We also comply with relevant laws and proceed the taxes payment properly. The business ethics/ regulations/ policies/ targets in each subject are clearly defined. Furthermore, we encourage creating understanding and motivating employees at all levels to follow them to achieve their intents and goals.



- **Society**

The Company intends to be an organization that creates sustainable value for society. We have been conducting many projects to support education and improve the quality of life for society and communities. In addition, the Company also places importance on being the top-of-mind organization for employees so that we can attract talents to join the organization. We also go through human resource management process that helps to supervise and motivate employees to drive success for the organization and retain potential employees.

- **Environment**

The Company strives to be an organization displaying responsibility for the environment and climate change. We have set a goal to become a zero-greenhouse gas emission organization by the year 2050 through the efficient use of energy and water managements, elevating waste and non-used materials management towards Circular Economy, and the creation of innovative products and services. This includes innovations in operational processes that help reduce environmental impact and promote the maximum use of resources to help transform the world for the better.



11. Financial Statement

**Details concerning the company's financial statements comprising
the Independent Auditor's Report, Financial Statements,
and Notes to Financial Statements**

You can find these financial statements SET
(Stock Exchange of Thailand) website by entering the stock symbol "TOA"
<https://www.set.or.th/th/market/product/stock/quote/TOA/news>
on the menu News >> Financial Reporting News >> Financial Statement Yearly
2024 (Audited) or Scan QR Code below



or

[CLICK HERE](#)

Attachments





Attachment 1

Information about Directors, Management Team, Controlling Persons, CFO, Chief of Accounting, and Company Secretary

Information regarding the individual's profile/background can be found on the Company's website, on the menu **Board of Directors**, and the **Committees, Management Team**, and **Company Secretary** or [CLICK HERE >>](#)



Scope of Duties, Authority, and Responsibilities of the Company Secretary

The Company Secretary has been appointed by the Board of Directors to carry out the following duties and responsibilities:

1. Provide basic advice to the directors and executives that comply with the Company's Articles of Association and regulatory requirements, monitor the direction and accuracy of policy implementation, and report significant legal and regulatory changes to the directors and management;
2. Monitor and supervise the disclosure of related information in accordance with the notification and regulations of the SET, SEC, and Capital Market Supervisory Board;
3. Prepare and maintain the following important documents:
 - (A) Registration of Directors;
 - (B) Notice of the Board of Directors' meeting and minutes of the Board of Directors' meeting;
 - (C) Notice of shareholders' meeting and minutes of shareholders' meeting;
 - (D) Company's annual report.
4. Maintain reports of interests submitted by directors or management, and send a copy of said reports to the Chairman of the Board of Directors, and the Chairman of Audit Committee within 7 business days, since the date the company secretary receives the report;
5. Monitor and ensure that the shareholders and the Board of Directors' meetings are in compliance with the Company's Articles of Association, regulatory requirements and practices, and follow up on the shareholders' and the Board of Directors' resolutions; and
6. Supervise activities of the Board of Directors, and perform miscellaneous tasks as prescribed by-laws and/or the Capital Market Supervisory Board, and/or as assigned by the Board of Directors



Changes in Proportion and Number of Shareholding by Directors and Executives, Year 2024

No.	Name	Position	Number of shareholdings on December 31, 2023	Number of shareholdings on December 31, 2024	Change in number of shares (Increase/Decrease)	Percentage of shares holding (%)
1.	Mr. Jatuphat Tangkaravakoon	Director, Chairman of the Executive Committee, Member of the Nomination and Remuneration Committee, and Authorized Director, Chief Executive Officer	182,600,000	182,600,000	-	9.0
	• Spouse and minor children		-	-	-	-
	• Legal entity where directors, spouses, and minor children collectively hold more than 30% of shares: TOA Group Holding Company Limited.		608,400,000	608,400,000	-	30.0
2.	Mr. Nattavuth Tangkaravakoon	Director and Authorized Director	182,600,000	182,600,000	-	9.0
	• Spouse and minor children		-	-	-	-
	• Legal entity where directors, spouses, and minor children collectively hold more than 30% of shares: TOA Group Holding Company Limited.		608,400,000	608,400,000	-	30.0
3.	Mrs. Busatree Wanglee	Director, Member of the Executive Committee, Executive Vice President – Office of Chief Executive Officer, and Authorized Director	182,600,000	182,600,000	-	9.0
	• Spouse and minor children		-	-	-	-
	• Legal entity where directors, spouses, and minor children collectively hold more than 30% of shares: TOA Group Holding Company Limited.		608,400,000	608,400,000	-	30.0
4.	Mrs. Prisana Praharnkhasuk	Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee	-	-	-	-
	Spouse and minor children		-	-	-	-
5.	Mrs. Chanatip Weerasubpong	Independent Director, and Member of the Audit Committee	-	-	-	-
	Spouse and minor children		-	-	-	-



No.	Name	Position	Number of shareholdings on December 31, 2023	Number of shareholdings on December 31, 2024	Change in number of shares (Increase/Decrease)	Percentage of shares holding (%)
6.	Mr. Veerasak Kositpaisal	Acting Chairman of the Board of Directors/ Independent Director/ Member of Audit Committee/ Chairman of Nomination and Remuneration Committee	-	-	-	-
	Spouse and minor children		-	-	-	-
7.	Acting Sub Lt. Surasak Mandaeng	Member of the Executive Committee, Chief Financial Officer, and Chief of Accounting/ Acting Vice President of Digital Transformation	-	80,000	80,000	0.00 ¹
	Spouse and minor children		-	-	-	-
8.	Mr. Winai Chaiburanont	Senior Vice President, Operations Division	-	5,000	5,000	0.00 ¹
	Spouse and minor children		-	-	-	-
9.	Mr. Warathorn Jenjarussakul	Vice President, Marketing Division	-	-	-	-
	Spouse and minor children		-	-	-	-
10.	Mr. Ittipon Temamornsap	Vice President, Project Sales	-	-	-	-
	Spouse and minor children		-	-	-	-
11.	Mr. Phanuwat Trangkanuwat	Head of Corporate Human Resources	-	-	-	-
	Spouse and minor children		-	-	-	-
12.	Miss Wipada Nakpairat	Vice President, Safety Health and Environment & Quality Management and Sustainability Division	-	-	-	-
	Spouse and minor children		-	-	-	-
13.	Mr. Wanchai Wiriawattana	Vice President, Retail Sales Division	-	-	-	-
	Spouse and minor children		-	-	-	-

Remarks: ¹ A shareholding proportion of 0.00% indicates a shareholding percentage of less than two decimal places.

Attachment 2: Information about Directors of TOA's Subsidiaries and Related Companies (as of December 31, 2024)

2.1 Positions held by directors, executives, and controlling persons in the Company and its subsidiaries

	Name	TOA TOA Paint (Thailand) PCL.	Subsidiaries in Thailand							
			Captain Coating Co., Ltd.	British Paints Co., Ltd.	Mage Paint and Home Co., Ltd.	Phawatri Intertrade Co., Ltd.	Phacha Enterprise Co., Ltd.	Incosource Co., Ltd.	Gypman Tech Co., Ltd.	Fast-Mix Co., Ltd.
1	Mr. Jatuphat Tangkaravakoon	I,II,O	I		I	I		I	I	
2	Mrs. Busatree Wanglee	I, II	I		I					
3	Mr. Nattavuth Tangkaravakoon	I								
4	Mr. Veerasak Kositpaisal	F,X								
5	Mrs. Chanatip Weerasubpong	F								
6	Mrs. Prisana Prahmkhasuk	F								
7	Acting Sub Lt. Surasak Mandaeng	II, III		I		I	I	I	I	I
8	Mr. Winai Chaiburanont	III								I
9	Mr. Ittipon Temamornsap	III					I		I	I
10	Mr. Karn Pongpoonsuk	III				I	I			
11	Mr. Sattawat Thitaram									
12	Mr. Borrikhun Lamert-Prasert									
13	Mr. Phanupong Phuthawang									
14	Mr. Parin Anantakan									
15	Mr. Nantapon Boonlua			I						
16	Mr. Suppakarn Suklert							I		
17	Mr. Mikael Datu									
18	Mrs. Cham Myae Shein									
19	Mr. Lai Foot Yoon									
20	Mr. Supachai Hirunyanitiwatna								I	
21	Mr. Surakij Hirunyanitiwatana								I	
22	Mr. Siripoj Sirintrapun									I
23	Mr. Natth Pattaravongwanich									
24	Ms. Suphit Anan									
25	Miss Wipa Kaewboran					I	I			
26	Mr. Charti Mahalao					I	I			
27	Mr. Liam Gordon Guise									
28	Mr. Aran Thaweekeonpoonsap									
29	Mr. Pongcherd Jameekornkul									
30	Mr. Sok Hout									
31	Daw Thet Thet Nu Aung									
32	Mr. Paradorn Kunkongkaphan									
33	U Myint Oo									

X = Chairman V = Vice Chairman I = Director II = Executive Committee III = Executive P = President of Commissioners C = Vice President of Commissioners
O = Chief Executive Officer F = Independent Director

Name		TOA	Oversea Subsidiaries										
			Viet nam	Laos	Malaysia		Indonesia		Myanmar		Cambodia		
		TOA Paint (Thailand) PCL.	TOA Paint (Vietnam) Co., Ltd.	TOA Paint (Laos) Sole Co., Ltd.	TOA Paint Products Sdn. Bhd.	TOA Coating Sdn. Bhd.	PT TOA Paint Indonesia	PT TOA Coating Indonesia	TOA Paint (Myanmar) Co., Ltd.	TOA Coating (Myanmar) Co., Ltd.	TOA Skim Coat (Cambodia) Co., Ltd.	TOA Paint (Cambodia) Co., Ltd.	TOA Coating (Cambodia) Co., Ltd.
Directors													
1	Mr. Jatuphat Tangkaravakoon	I,II,O	I	X	I	I	X	X	X	X	X	X	I
2	Mrs. Busatree Wanglee	I, II											
3	Mr. Nattavuth Tangkaravakoon	I											
4	Mr. Veerasak Kositpaisal	F,X											
5	Mrs. Chanatip Weerasubpong	F											
6	Mrs. Prisana Praharnkhasuk	F											
Executives													
7	Acting Sub Lt. Surasak Mandaeng	II, III			I		I	I	I	I			
8	Mr. Winai Chaiburanont	III					P	P					
9	Mr. Ittipon Temamornsup	III											
10	Mr. Karn Pongpoonsuk	III					C	C	I				
11	Mr. Sattawat Thitaram												
12	Mr. Borrikhun Lamkert-Prasert												
13	Mr. Phanupong Phuthawang												
14	Mr. Parin Anantakan												
15	Mr. Nantapon Boonlua												
16	Mr. Suppakarn Sukkert												
17	Mr. Mikael Datu						I	I					
18	Mrs. Cham Myae Shein								I	I			
19	Mr. Lai Foot Yoon				I	I							
20	Mr. Supachai Hirunyanitiwatna												
21	Mr. Surakij Hirunyanitiwatana												
22	Mr. Siripoj Sirintrapun												
23	Mr. Natth Pattaravongwanich												
24	Ms. Suphit Anan												
25	Miss Wipa Kaewboran												
26	Mr. Charti Mahalao												
27	Mr. Liam Gordon Guise		I										
28	Mr. Aran Thaweekoonpoonsap											I	
29	Mr. Pongcherd Jameekornkul										I		
30	Mr. Sok Hout										I		
31	Daw Thet Thet Nu Aung								I				
32	Mr. Paradorn Kunkongkaphan								I				
33	U Myint Oo								I				

X = Chairman V = Vice Chairman I = Director II = Executive Committee III = Executive P = President of Commissioners C = Vice President of Commissioners
O = Chief Executive Officer F = Independent Director

2.2 Directorship in Related Company of the Board of Director

Company/ Director	Mr. Jatuphat Tangkaravakoon	Mr. Nattavuth Tangkaravakoon	Mrs. Busatree Wanglee	Mrs. Prisana Praharnkhasuk	Mrs. Chanatip Weerasubpong	Mr. Veerasak Kositpaisal
TOA Group Holding Co., Ltd.	I	I	I			
TOA Chemical Industries Co., Ltd.	I	I	I			
TOA Co., Ltd.	I	I	I			
TOA Holding Co., Ltd.	I	I	I			
Thai Saeng Charoen (Shark) Co., Ltd.	I	I	I			
N.E. Bio Energy Co., Ltd.	I		I			
Erawan Holding Co., Ltd.	I	I	I			
Sabsin Business Holding Co., Ltd.	I	I	I			
Erawan Sugar Co., Ltd.	I, III (Acting Managing Director)		I			
Bang Yai Din Thong Co., Ltd.	I	I	I			
Primus Autohaus Co., Ltd.		I				
Primus Autohaus Pattaya Co., Ltd.		I				
PRIMUS MOTORS AMATA NAKORN CO., LTD		I				
PRIMUS PRESTIGE CO., LTD.		I				
PRIMUS O&J PRARAM 9 CO., LTD		I				
Erawan Farm Co., Ltd.	I		I			
Lad Swai Agriculture Co., Ltd.	I	I	I			
Sinsap Real Estate Co., Ltd.			I			
N.E. Logistics Co., Ltd.	I		I			
Erawan Power Co., Ltd.	I		I			
LT & Son Co., Ltd.	I		I			
Khemabutr Co., Ltd.	I		I			
Thawisap Real Estate Co., Ltd.			I			

Information about Directors of TOA's Subsidiaries and Related

Company/ Director	Mr. Jatuphat Tangkaravakoon	Mr. Nattavuth Tangkaravakoon	Mrs. Busatree Wanglee	Mrs. Prisana Praharnkhasuk	Mrs. Chanatip Weerasubpong	Mr. Veerasak Kositpaisal
T. S. O. Trade Center Co., Ltd.			I			
TOA-Chugoku Paints Co., Ltd.		I				
TOA Venture Holding Co., Ltd.	I	I	I			
TOA Auto Sales Co., Ltd.		I				
Asset Alliance Ventures Co., Ltd.	I	I	I			
Yapipa Intertrade Co., Ltd.		I				
Toa Glory Co., Ltd.			I			
Pinnacle Holdings Co., Ltd.	I					
Natural Park Property Co., Ltd.			I			
Best Autosales Co., Ltd.		I				
P T Real Estate Co., Ltd.			I			
Poonpholsap Co.,Ltd.			I			
Poonsinsup Turakij Co., Ltd.			I			
Poonsinsup Real Estate Co., Ltd.			I			
Mahasejthee Co., Ltd.		I	I			
Mangkang Trading Co., Ltd.			I			
Mangkang Turakij Co.,Ltd.			I			
Wealth Property Co., Ltd.			I			
Mangkang Real Estate Co., Ltd.			I			
Rayong Polymers Corporation Co., Ltd.			I			
Eakkamai Charoensuk Holding Co., Ltd.			I			
iTOA Auto Sales Co., Ltd.		I, III				
The Thai Sugar Trading Corp., Ltd.	I					
Siamese Asset PLC.				I		
Sapthip Co., Ltd.						I
TOA-SHINTO (Thailand) Co., Ltd.		X				

Information about Directors of TOA's Subsidiaries and Related

Company/ Director	Mr. Jatuphat Tangkaravakoon	Mr. Nattavuth Tangkaravakoon	Mrs. Busatree Wanglee	Mrs. Prisana Praharnkhasuk	Mrs. Chanatip Weerasubpong	Mr. Veerasak Kositpaisal
TOA-PPIH Co., Ltd.		I				
TOA Performance Coating Corporation Co., Ltd.		X				
TOA-Union Paint (Thailand) Co., Ltd.		I, III				
Thai Sugar Millers Co., Ltd.	I					
Thawal Co., Ltd.	I					
Northeast Rubber Plc.					I	
Bangchak Corporation Plc.				I		
Prompticha Panich Co., Ltd.		I				
Joyson-TOA Safety Systems Co., Ltd.		I				
Punsooksociety Co., Ltd.	I					
Donki Thonglor Co., Ltd.		I				
British Auto Sales Co., Ltd.		I				
Civil Engineering PCL.						I
THAI COCONUT PCL					I	
The Siam Commercial Bank PCL				I		
Udidx Co., Ltd.		I				
Primus Mobility Co., Ltd.		I				
Primus Mobility Chonburi Co., Ltd.		I				
Bangchak Sriracha PCL.						I

Remarks : X = Chairman V = Vice Chairman I = Director II = Executive Committee III = Executives



Attachment 3 Information about Head of Internal Audit and Head of Compliance

Head of Internal Audit

Name/ Position/	Age	Education/ Training	Shares held ¹ (%)	Family relationship between directors/ management	Work Experiences (in the past 5 years) as of December 31, 2024		
					Period	Position	Company
Ms. Arveecha Chanruangvanich Head of Internal Audit Division Appointment Date: January 13, 2025	39	- Master of Arts in Asia Pacific Studies, University of San Francisco, USA	None	None	Position in the Company & Subsidiaries:		
		July 2, 2023 – Present			Senior Manager, Internal Audit Division, and Secretary to the Audit Committee	TOA Paint (Thailand) PCL.	
		Position in Other Listed Companies: None					
		Position in Other Non-Listed Companies: None					
		Position In Other Company Whose Business is Competitive or Related to The Company Group: None					
		Experience:					
		November 2019 – June 2024			Manager of Internal Audit Division	TOA Paint (Thailand) PCL.	
		May 2014 – November 2019			Assistant Director of Internal Audit Division	Dusit Thani PCL.	

Remarks: (1) Including shares, both directly and indirectly, held by spouse and minor child as at December 31, 2024



Head of Compliance

Name/ Position	Age	Education/ Training	Shares held ⁽¹⁾ (%)	Family relationship between directors/ management	Work Experiences (in the past 5 years) as of December 31, 2024		
					Period	Position	Company
Ms. Nantarak Chouypitak	50	- Bachelor of Law, Thammasat University	None	None	Position in the Company & Subsidiaries:		
Senior Manager, Risk and Compliance Division		- Training project to receive a certificate in governance (Head of Compliance) by the Association of Investment Management Companies			January 15, 2020 – Present	Senior Manager, Risk and Compliance, PDPA	TOA Paint (Thailand) PCL
					Position in Other Listed Companies: None		
					Position in Other Non-Listed Companies: None		
Appointment Date		- Risk Management by the Faculty of Economics Chulalongkorn University			Position In Other Company Whose Business is Competitive or Related to The Company Group: None		
January 15, 2020		- - Anti - Corruption the Practical Guide by Thai Institute of Directors			Experience:		
					2561- 2563	Senior Manager, Legal and Compliance Department	FUJIFILM (Thailand) Ltd.
					2550 - 2560	Head of Legal and Compliance Department	Krungthai-AXA Life Insurance Public Company Limited

Remarks: (1) Including shares, both directly and indirectly, held by spouse and minor child as at December 31, 2024



Attachment 4 Assets Used in Operations and Information of Asset Valuation

1. Property, plant, and equipment

As at December 31, 2024, the property, plant, and equipment used in business operations of the Company and its subsidiaries had net book value after deduction of accumulated depreciation and other impairment on the consolidated financial statements as follows:

No.	Item	Net Book Value as of December 31, 2024 (Million THB)	Ownership	Obligation
1	Land	394.90	Leasehold right and ownership	Land and land improvements of some subsidiaries were mortgaged with financial institutions to secure loans.
2	Land Improvements	7.5	Ownership	None
3	Buildings and building improvements	1,934.8	Leasehold right and ownership	Buildings and building improvement of some subsidiaries were mortgaged with financial institutions to secure loans.
4	Machinery and equipment	1,065.6	Ownership	Machinery and equipment of some subsidiaries were mortgaged with financial institutions amounting to secure loans
5	Furniture, fixtures, and office equipment	87.8	Ownership	None
6	Vehicles	63.3	Ownership	None
7	Assets under installation and construction in progress	629.0	Ownership	None
Total Net Book Value		4,182.9		

2. Right-of-use assets

As at December 31, 2024, the right-of-use assets had net book value after deduction of accumulated depreciation on the consolidated financial statements are as follows:

No.	Item	Net Book Value as of December 31, 2024 (Million THB)	Details
1	Land	428.2	Right-of-use assets from land lease, and leasehold right of land Leasehold right of land for the location of plants of Samrong Factory, and in Myanmar, Vietnam, Laos, Malaysia, Cambodia, and right to lease land at Huai Kapi sub-district, Chonburi province).
2	Buildings	585.9	Leasehold right-of-use assets for office building and warehouse
3	Equipment	4.6	



No.	Item	Net Book Value as of December 31, 2024 (Million THB)	Details
4	Vehicles	76.3	Leasehold right-of-use assets for vehicles and forklifts
Total Net Book Value		1,095.0	

3. Intangible Assets

As at December 31, 2024, the intangible assets had net book value after deduction of accumulated amortization on the consolidated financial statements are as follows:

No.	Item	Net Book Value as of December 31, 2024 (Million THB)	Details
1	Computer software	130.0	Acquiring computer software licenses such as SAP, MS Windows, etc.
2	Computer software under installation	1.4	Acquiring computer software licenses such as SAP rollout, SAP HANA, etc.
3	Trademark	8.1	The fair value of the trademark derived from acquiring shares of Gypman Tech Co., Ltd.
4	Customer base	10.3	The fair value of the customer base derived from acquiring shares of Phacha Enterprise Co., Ltd. and Phawatri Intertrade Co., Ltd.
Total		149.8	

4. Trademarks and Service Marks

The Company possesses several trademarks, trade names, and service marks relating to its business; for example, “TOA,” “SuperShield,” “SuperShield DURACLEAN,” “ExtraShield,” “TOA ExtraWet,” “4 Seasons,” “Supertech Plus,” “Super Matex,” “KOBÉ,” “Mandarin Duck,” and “Homecote”. The Company has registered its trademarks in the relevant jurisdictions in which it operates. See the following trademarks that are registered with the relevant authorities in Thailand and overseas.





In addition, the Company obtains certain licensed technologies from third parties for use in its production process and for co-branding purposes. For example, as at the date of this report, the Company has received a non-exclusive right to use Microban technology and proprietary anti-microbial additives in the manufacture of consumer paints for sale in Thailand.

5. Policy on Investment in Subsidiary and Associate Companies

The Company has the policy to invest in a company that is aligned with the Company's objectives, vision, and strategic plan for the business growth and increase in operating performance or profits, or consider an investment that would create synergy, boost the business ability to stay competitive, and achieve leadership in the core business of the Company. In this regard, the Company, subsidiary, and/or associate companies may consider investing in other businesses that are beneficial to growth potential or business expansion and continuity, or for the best interest of the corporate group, resulting in generating good returns. When considering investment in subsidiary and/or associate companies, the Company will analyze the possibility, potentiality, and risk factors in accordance with due diligence procedures. Any investment decision must obtain approval from the Board of Directors or shareholders of the Company (as the case may be). Thus, investment in a subsidiary and/or associate company that is to be approved must comply with the notifications of the Capital Market Supervisory Board, and the Stock Exchange of Thailand

6. Information of Asset Valuation

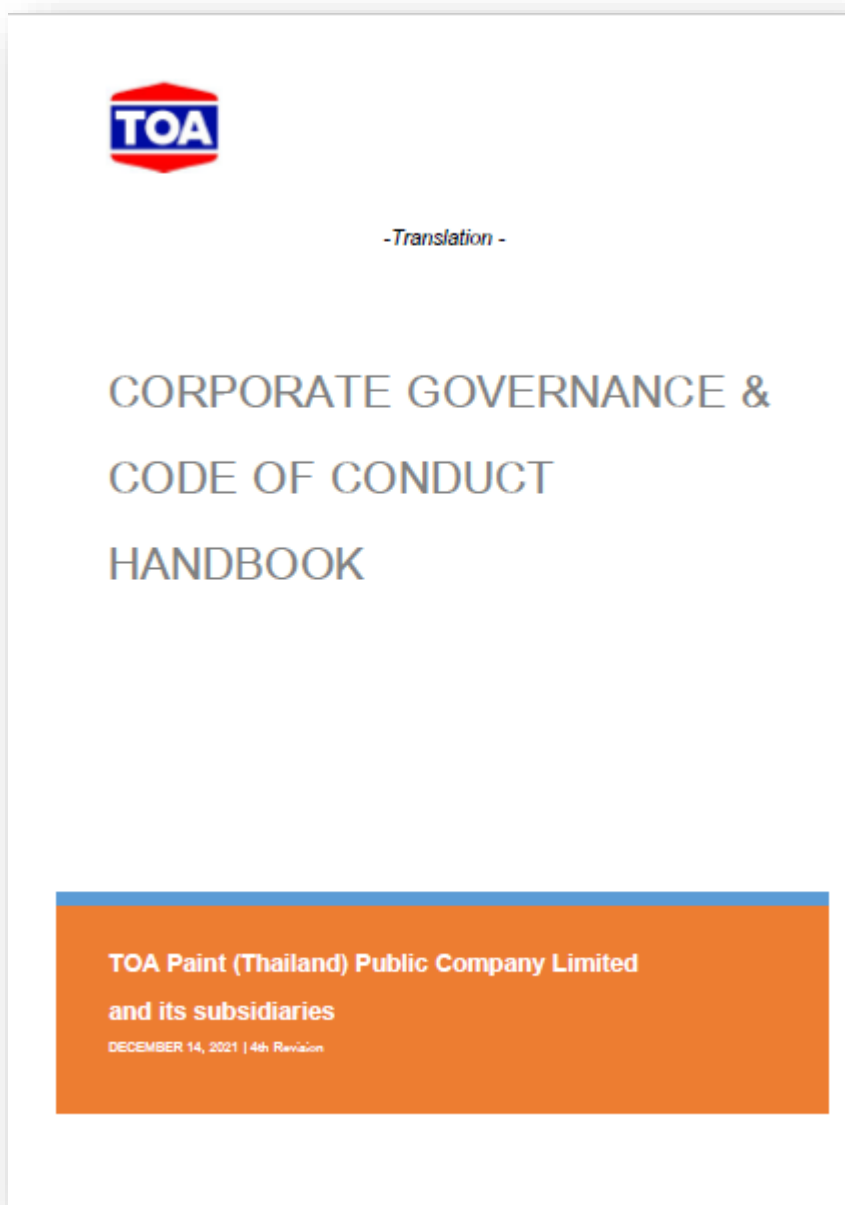
-None-



Attachment 5 Full Version of Corporate Governance Policy and Guidelines and Code of Conduct

The company has disclosed the full version of handbook on the Company's website. Please visit

1. www.toagroup.com on menu "Investor Relations" >> "Corporate Governance" >> "Corporate Governance Policy" or
2. https://investor.toagroup.com/storage/content/corporate-governance/20220329-toa-corporate_governance_manual-en.pdf





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