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SPC
SAHAPAT

ANNUAL REPORT
2021

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Saha Pathanapibul Public Company Limited (“Sahapat”) will enter its 80th year of multichannel distribution and sales of reasonably priced consumer products of good quality to consumers on April 4, 2022. The ability to bring happiness to every household is a source of pride for the Sahapat’s executives and employees, who have worked together to develop their organization and realize Dr. Thiam Chokwatana’s vision of developing “good people, good products, and good society” for Thailand. Sahapat continues to source and distribute quality consumer goods to meet a wide range of lifestyle needs. By adhering to moral principles and being honesty, we stand to grow alongside Thai society.

About the Founder

Our founder’s journey began on June 24, 1916, the Year of the Dragon, at the Teng Lang Goi shophouses on Chakkrawat Road in Sampheng, Bangkok, Thailand. Throughout his life, Heng Thiam Li (Dr. Thiam Chokwatana) demonstrated that a good business is one in which **moral conduct** plays a central role. He left behind a legacy that we now strive to live up to. Dr. Thiam’s exemplary conduct earned him the following decorations:



1963	Order of the Crown of Thailand, Fifth Class
1978	Order of the Crown of Thailand, Fourth Class
1979	Order of the White Elephant, Fourth Class
1981	Order of the White Elephant, Third Class
1982	Order of the Crown of Thailand, Second Class
1985	Order of the Secret Treasure (Japan), Third Class

He also received other accolades:

1985	Honorary Doctorate Degree in Business Administration from Srinakharinwirot University, Bang Saen Campus
1988	Honorary Thai Marketer Award 1988
1989	Outstanding Thai Industrialist Award 1989

Dr. Thiam passes on June 29, 1991.

Milestones

1942	Opening Hiab Seng Chiang, a small convenience store with an imported goods section
1952	Name change to Saha Pathanapibul Co., Ltd.
1967	Founding of Lion (Thailand) Co., Ltd., a joint venture between Thailand's Saha Pathanapibul Co., Ltd. and Japan's The Lion Fat and Oil Ltd.
1970	Launch of Lipon F, Thailand's first branded liquid dish soap
1973	Office relocation to 2156 New Phetchaburi Road
	Launch of MAMA-branded instant noodles, chicken soup flavor,
1976	Launch of Pao Pun Jin powder detergent under the "honesty" concept
1978	Listing on the Stock Exchange of Thailand with 30 million baht in registered capital; launch of Sue Sat branded toothpaste
1984	Launch of Salz toothpaste, salt formula, imported from Japan
1987	Launch of Pao powder detergent
1994	Conversion from a limited company into a publicly traded company
1997	Launch of Mont Fleur mineral water, Shokubutsu Monogatari shower cream and Richesse yoghurt
1999	Launch of Bissin-branded biscuits
2000	Launch of halal Ruski-branded instant noodles
2003	Launch of Systema-branded toothpaste, whose sales reached the number 1 spot
2006	Launch of 108 powder detergent
2011	Launch of new products under the Sue Sat brand, including instant noodles, toothpaste, toothbrushes, tissue paper and shower cream
2014	Granted the Garuda national emblem, a symbol of honesty and morality
2014	Launch of Sahapat Delivery, available online and via the call center
2016	Launch of Sahapat Online, a platform for trading partners
2017	Launch of Sue Sat Signature instant noodles in the flavors of Volcano Cheese and Tsunami Milk Seafood
2018	Rebranding of MAMA Oriental Kitchen into MAMA OK with new products and PR campaigns
2020	Mont Fleur mineral water garnered the Crystal Taste Award from the International Taste Institute (ITQI), Belgium. Mont Fleur had won the Superior Taste Award three years in a row, warranting it the Crystal Taste Award in 2020
2020	Rebranding of Koka with Koka Big Buem instant noodles

Highlights of the year

Financial Statement	2021	2020	2019
Performance (Million Baht)			
Sales	33,389.05	32,138.87	32,802.81
Total Revenues	34,010.46	32,714.51	33,343.37
Net Profit	1,794.79	1,743.95	1,744.97
Total Assets	34,754.15	34,074.10	27,096.15
Total Liabilities	10,662.13	10,360.25	8,681.19
Total Shareholders' Equity	24,092.02	23,713.85	18,414.97
Per Share Data (Baht)			
Earning per Share	5.32	5.18	5.18
Dividend per Share	1.60*	1.60	1.60
Book Value per Share	72.62	71.57	55.22
Par Value per Share	1.00	1.00	1.00
Market Price	63.75	64.50	56.00
Rate of Return (%)			
Gross Profit Margin	15.56	16.01	15.78
Net Profit Margin	5.37	5.33	5.22
Return on Equity	7.51	8.28	9.75

*Note : The Board of Directors Meeting No.12 (Board 28) on March 10 2022 resolved to propose to the General Meeting of Shareholders which determines to take place on April 25, 2022 to approve the Dividend Payment Baht 1.60 Per share and the Board of Directors Meeting No. (Board 28) on November 11 2021 already Paid interim dividend payment Bath 0.60 per share, so remaining dividend payment at Bath 1.00 per share

The global economy of 2021 can only be characterized as volatile. It was affected by numerous factors, such as new COVID-19 variants, rising inflation, higher interest rates in the U.S., China's real estate economic bubble, and international conflicts between China and U.S.-backed Taiwan and between Russia and Ukraine. Europe was still suffering the consequences of Brexit. Erratic weather conditions led to lower agricultural yields and food prices soaring. National economies began to recover but at unequal rates.

Throughout 2020 the Thai economy was affected by the spread of COVID-19. New clusters in 2021 forced every sector to shrink in a similar manner. Household consumption dwindled. Economic activities were severely interrupted. The retail and service industries were heavily impacted by lockdowns and curfews, which greatly limited consumers' spending on products and services. It was estimated that hundreds of thousands of businesses had shut down permanently, leading to the unemployment of millions of workers.

Navigating the stormy seas proved challenging for captains of businesses around Thailand, including Sahapat. We changed our strategies and business directions, as well as how we functioned and offered services. We managed our business in a completely new context the new normal and catered to changing consumer behaviors. We lowered our costs and cut our spending to be able to meet our operating goal. Although we have had to adapt to new ways of doing things and new management methods to keep up with the times, we have never wavered from our governance principles. We have continued to create stability from within and garner trust from stakeholders. We have continued to optimize our resources for the utmost benefit. Our environmental, social, and governance activities were tailored to sustainably create value-added.

The Board of Directors would like to take this opportunity to express its gratitude towards shareholders, joint investors, suppliers, customers, and all other relevant parties. Your continued trust and support have enabled us to succeed in our endeavors. We would also like to thank all executive officers and employees for their dedication, which has allowed Sahapat to achieve its goals despite challenging times. Please rest assured that we will continue to perform our role responsibly, taking into account the interests of all stakeholders, to bring about success, growth, and sustainability.

Vision, Mission and SPC Values

- **Vision**

To be the leader in demand chain management of quality products and services to bring better quality of life to people.

- **Mission**

1. To select and distribute reasonably priced good quality products, with due regards to benefits to consumers.
2. To expand our distribution network, allowing consumers in Thailand and overseas convenient access to quality products.
3. To equip every department with the ability to compete and add value to the services we provide to our partners and other stakeholders.
4. To continue to build expertise, increase operational efficiency, and cultivate moral and ethical values through training and upskilling.
5. To garner trust from stakeholders by focusing on social responsibility and environmental protection based on corporate governance principles for sustainability.

- **Business Objective**

To foster growth, advance our business, and pay dividends to shareholders regularly by sustainably increasing sales and profits.

- **Business Strategies**

1. Develop our products, brands, and services, including those jointly developed with partners, in terms of range, quality, reliability, recognition, and consumer demand.
2. Ensure that consumers have access to good and suitable products by importing or procuring them locally in support of small Thai entrepreneurs.
3. Develop new distribution and marketing channels that suit the present environment and consumer demand.
4. Invest in new businesses that will enhance our operations and prepare us for change and competition.
5. Bolster our market leadership and accelerate our ability to meet demand through technology and data analytics.

- **Core Value** : Social Responsibility
 - : Advancement
 - : Harmony
 - : Passion for Excellence
 - : Truthfulness

1. Structure and Business Operations of SPC

1.1 Business Policy and Overview

The multinational conglomerate that is Saha Pathanapibul Plc. today was founded on the vision and the dedication of the late founder Dr.Thiam Chokwattana. Since its humble beginning, the Company has made constant development and sustained its business growth by adhering to good moral values and ethics. Fully aware of its role as a good corporate citizen to contribute to social responsibility, the Company has in place a corporate vision, Good Corporate Governance framework, a quality policy and corporate values that reflect the Company's genuine commitment to creating good things for the society and communities to which it belongs.

1.1.1 Vision, Strategies and Business Directions of SPC

Vision

To be the leader in demand chain management of quality products and services to bring better quality of life to people.

Mission

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Core Value : Social Responsibility
: Advancement
: Harmony
: Passion for Excellence
: Truthfulness

Structure and Business Operations

1.1.2 Milestones

Saha Pathanapibul Public Company Limited started business back in 1942, as a grocery store called “Hiab Seng Chiang.” Later, the business expanded is the distributor of imported goods from abroad and adopted the name Saha Pathanapibul Co.,Ltd. in 1952 with registered capital of 1 million baht.

In 1978	Listed on the Stock Exchange of Thailand, with a registered capital of 30 million baht
In 1982 - 1984	Registered capital is increase to baht 48 million
In 1985	Registered capital is increase to baht 60 million
In 1987 - 1988	Registered capital is increase to baht 200 million
In 1988	Changed in the value of the shares at par 100 Baht to 10 Baht per share
In 1989	Registered capital is increase to baht 600 million with a paid-up capital of baht 200 million Convertible debentures are issued at the amount of baht 250 million
In 1990- 1994	Additional capital 75.87 million baht, paid-up capital is 275.87 million baht
In 1994	January 20, 1994, 6,896,883 shares at 10 baht per share were brought to sell to the holders at the ratio of 3:1 at 55 baht per share
In 1994	May 9, 1994 has been registered to convert into a Public Company Limited
In 1999	Debentures is issued at the amount of baht 500 million
In 2003	Change the value of share par at 10 baht to 1 baht per share
In 2008	July 9-15, 2008 has called up share capital 45,979,220 shares. The allocation to existing shareholders at the ratio of 6:1 at 15 baht per share, paid-up capital is increase to baht 318.42 million
In 2013	To decrease of registered capital from baht 600 million to baht 318.42 million and increase of the company's registered capital baht 330 million by issuing new shares baht 11.58 million offer for sales to Executive officers and employees of the Employee stock option program (ESOP). In September 11-13, 2013 Executive officers and employees subscribe for ordinary shares of the Employee stock option program (ESOP) 4,957,900 shares. In September 19, 2013 paid-up capital of baht 323.37 million."
In 2014	June 9 -11, 2014 Executive officers and employees subscribe for ordinary shares of the Employee stock option program (ESOP) 1,221,500 shares. June 20, 2014 paid-up capital of baht 324.60 million. October 13 -15, 2014 Executive officers and employees subscribe for ordinary October 20, 2014 The Company received the “Red Garuda” Royal Seal graciously bestowed upon by His Majesty the King as a recognition of the key values of honesty, integrity and morality upheld by Saha Pathanapibul Public Company Limited
In 2015	February 11 - 13 ,2015 Executive officers and employees subscribe for ordinary shares of the Employee stock option program (ESOP) 2,234,797 shares. February 20, 2015 paid-up capital of baht 330 million August 9, 2015. The Royal Garuda Charter installation ceremony at the head office"
In 2016	October 14, 2016. The Company got Certified to CAC standard from Thailand's Private Sector Collective Action Coalition Against Corruption
In 2019	November 4, 2019. The Company got Re-Certified to CAC standard from Thailand's Private Sector Collective Action Coalition Against Corruption.
In 2020	The share repurchase project for financial management purpose during June 1,2020 - November 30,2020. The Company has share repurchased a total of 1,827,100 shares, equivalent to 0.55% of the total paid-up capital of the Company, and the total payment made was 118,722,375 Baht.

Structure and Business Operations

In 2021 The share repurchase project for financial management No. 2 purpose during December 1, 2021 - May 31, 2022. The Company has share repurchased during December 1 - 30, 2021, a total of 147,500 shares, equivalent to 0.05% of the total paid-up capital of the Company, and the total payment made was 9,295,875 Baht.

1.1.3 Use of Proceeds

In 2021, the Company does not raise funds from the offering of equity or debt securities.

1.1.4 SPC's Obligations According to Bond Issuance

- None -

1.1.5 Name / Location / Type of Business / Registered No. / Telephone Number / Fax Number / Website / Number and type of Share Issued

Name	Saha pathanapibul Pulic Company Limited
Office Address	2156 New Petchburi Rd. Bangkapi, Huaeykwang, Bangkok 10310
Type of business	Distributor of consumer products
Registered No.	0107537001421
Tel.	0-2318-0062
Fax.	0-2318-1678
Website	www.sahapat.co.th
Registered capital	330,000,000 Baht
Paid-up capital	330,000,000 Baht
Type of Share Issued	Common Share
Par Value	1.00 Baht per share

1.2 Nature of Business

1.2.1 Income Structure

The Company engaged in consumer products distribution and property development business. A subsidiary engaged in business of investment in real estate and services and another subsidiary engaged in business of office building for rent. The Group operation involve virtually a geographical segment in Thailand and some are an overseas geographical segment. For the year ended 31, 2021 and 2020. The Group have revenue from sales in an overseas geographical segment amount of 884.03 million baht and 817.55 million baht.

The segment of the Company and subsidiaries in the consolidated financial statements are detailed following:

(unit : million baht)

Revenue	2021	2020	2019
Consumer products	33,398.0	32,138.9	32,755.4
Office building for rent	40.1	49.7	77.8
Other	237.3	210.2	97.3
Total	33,675.4	32,398.8	32,930.5

1.2.2 Products of SPC

(1) Nature of Products of Services

The Company has been a distributor and authorized retailer for over 70 years. It has amassed expertise and a distribution network of different types of modern trade and traditional trade merchants, including medium and large-scale wholesalers and retailers nationwide. The Company distributes four main categories of consumer goods namely household products, food products, personal care products, and baby products.

(2) Marketing and Competition

(A) Marketing and Distribution Policy

The Company distributes products through cash and credit lines with stores across the country, with 40 percent of the total sales generated in Bangkok and 60 percent from the provinces. The team of experienced sales experts to visit and liaise with these stores. The Company has applied state-of-the-art technology to take purchase orders, validate data, issue sales documents, and handle shipments.

The Company's distribution channels are divided into the following three groups:

1. Modern trade, including hypermarkets, supermarkets, convenience stores, and cash and carry stores;
2. Traditional trade, including medium- and large-scale wholesalers situated in all regions in Thailand, that the Company's employees regularly visit and keep in touch with; and
3. Cash vans, which visit and offer products on to retailers, based on their sales cycles, and receive payments in cash.

(B) Competition with the Industry

The COVID-19 pandemic continued to ravage the world throughout 2021. In Thailand, the easing of measures prompted by a satisfactory drop in the number of cases in the first quarter led to substantial spikes in the second and third quarters. The number of cases exceeded 20,000 per day before it gradually decreased in the last quarter of the year.

These developments inevitably impacted the economy, businesses, employment, livelihood, and consumer behavior. The overall consumer goods market value contracted by 5.3% in 2021 following the 6.7% market decline in 2020. The government launched various economic stimulus projects to increase Thai consumers' purchasing power, targeting welfare cardholders, workers with social security, and various other groups.

In 2021 the Company made 33,075 million baht in sales revenues, grew by 3.80% year over year, and earned a profit of 1,599 million baht. Because the Company distributed various essential consumer products, especially food and food ingredients, the pandemic has had a positive impact on its sales. Its packeted instant noodles, which were the first items that consumers began hoarding or purchased when receiving additional money from various economic stimulus projects, did exceedingly well. The packeted instant noodle pack market enjoyed the highest sales in the third quarter of 2021, but the figure was still lower than the highest sales in the first quarter of 2020, which was prompted by the first outbreak. The overall value of the packeted instant noodle market in 2021 was similar to that of the previous year. The Company's sales of packeted instant noodles enjoyed higher growth partially due to large donations made to field hospitals and disaster-stricken citizens in need.

Meanwhile, household goods and personal care products were most affected by declining consumer purchasing power. The market value decreased by 9.7% and 10.3%, respectively. The Company worked with product manufacturers to market these products constantly to maintain the overall sales and a certain level of growth of the items under these two categories that the Company distributed.

Structure and Business Operations

Because the government's various economic stimulus projects focused primarily on traditional-trade spending, the Company's traditional-trade sales grew more than their modern-trade counterparts. Convenience stores, in particular, continued to be affected by shortened opening hours and fewer consumers' out-of-home activities. The Company's products distributed via this channel were inevitably affected. Meanwhile, online sales grew faster, corresponding to the consumer behavior shift towards online shopping.

In 2022 the Company will continue to set challenging goals and commit to developing innovative sales and marketing strategies, including developing and optimizing infrastructure, sales systems, internal systems, and internal personnel to respond to the ever and rapidly changing economic situations, social settings, and consumer behaviors and lifestyles.

(3) Procurement of products and services

More than 80% of the products sold by the Company are manufactured products by companies that jointly invest between the SPC Group some companies are joint ventures with foreign countries.

Major manufacturers that produce products for the company to sell

Company Name	Location	Manufactured Products
1. Thai President Foods Plc.	278 TF Tower, Srinakarin Road, Huamark, Bangkok, Bangkok 10240 Tel. 0-2374-4730 Fax. 0-2374-7743	Instant Noodles MAMA Brand Ramen MAMA Brand Instant Noodles Ruski Brand Biscuit Bissin Brand
2. LION (Thailand) Co.,Ltd.	666 Rama 3 Road, Bang Phong Phang, Yan Nawa, Bangkok 10120 Tel. 0-2294-0191 Fax. 0-2294-4365	Powdered Detergent namely; PAO WinWash; PAO Silver Nano; Sue Sat; 108 Shop KODOMO baby products Liquid Soap and Facial Foam Shokubutsu Monogatari Kirei Kirei handwashing foam
3. TIPVARIN-WATANA Co.,Ltd.	134 Moo 4, Phob Phra Subdistrict, Phob Phra District, Tak 63160 Tel. 0-2318-1147 Fax. 0-2716-7107	Mont Fleur mineral water Mont Fleur mineral water spray
4. DAIRY THAI Co.,Ltd.	132 Khao Ngu-Berkprai Road, Khung Phayom, Ban Pong, Ratchaburi 70110 Tel. 032-372461-2 Fax. 032-372463	Milk Riches Brand Yoghurt Sour Milk Riches Brand Jelly Riches Brand "Rivon Soygurt" Yogurt made from 100% soy milk

Structure and Business Operations

Company Name	Location	Manufactured Products
5. KEWPIE (Thailand) Co.,Ltd.	55 Moo 6, Lum Din, Ampur Mueang, Ratchaburi 70000 Tel. (032) 741771-5 Fax. (032) 741776	Distilled Vinegar KEWPIE Brand Fermented Vinegar KEWPIE Brand Mayonnaise KEWPIE Brand Sandwich Spread KEWPIE Brand Lemon and Chili sauce for steamed fish (Quik Chef Brand) Soy sauce for steamed fish (Quik Chef Brand)
6. S & J International Enterprises Plc.	115 Narathiwat Ratchanakarin Road (Soi 10), Thung Wat Don, Sathorn, Bangkok 10120 Tel. 0-2676-2727, 0-2676-2737 Fax. 0-2676-2726-9	Products of iKnew Brand Products of BIONIC Brand
7. SAHACHOL Food Supplies Co.,Ltd.	600/1 Moo 11, Sukhaphiban 8 Road, Nong Kham, Si Racha, Chonburi 20280 Tel. 0-3848-0011-4	Products of i-Healti Q10 Brand Products of STARR Infiniti Brand
8. CALBEE TANAWAT Co.,Ltd.	3195/9 Wiboon Thani Building (ESSO Building), 4th Floor, Khlong Tan, Khlong Toei, Bangkok 10110 Tel. 0-2665-6220 Fax. 0-2665-6221	Calbee Ebisen Original Bun Bun Original Potato French fries snack with Tomato Sauce (JAXX Brand) Potato French fries snack with Chili Sauce (JAXX Brand) Potato French fries snack with Nori (JAXX Mix Brand) Potato French fries snack with Nori Seaweed Flavoured sauce (JAXX Brand)
9. Pacific Sugar Corporation Co., Ltd.	2 Sukhumvit Road, Khlong Toei, Huai Khwang, Bangkok 10110 Tel. 0-2656-8488"	Pure Refined Sugar Mitr Phol Brand Sugar Mitr Phol Brand Brown Sugar Mitr Phol Brand Caramel Granulated Sugar Mitr Phol Gold Brand"
10. Thai Refined Salt Co.,Ltd.	1016 1st Floor, Fueng Fung Building, Rama 4 Road, Silom, Bang Rak, Bangkok 10500 Tel. 0-2236-8962-8 Fax. 0-2236-8969"	Iodized Refined Salt Prung Thip Brand Iodized Refined Salt Tipp Brand

(4) Assets used in business

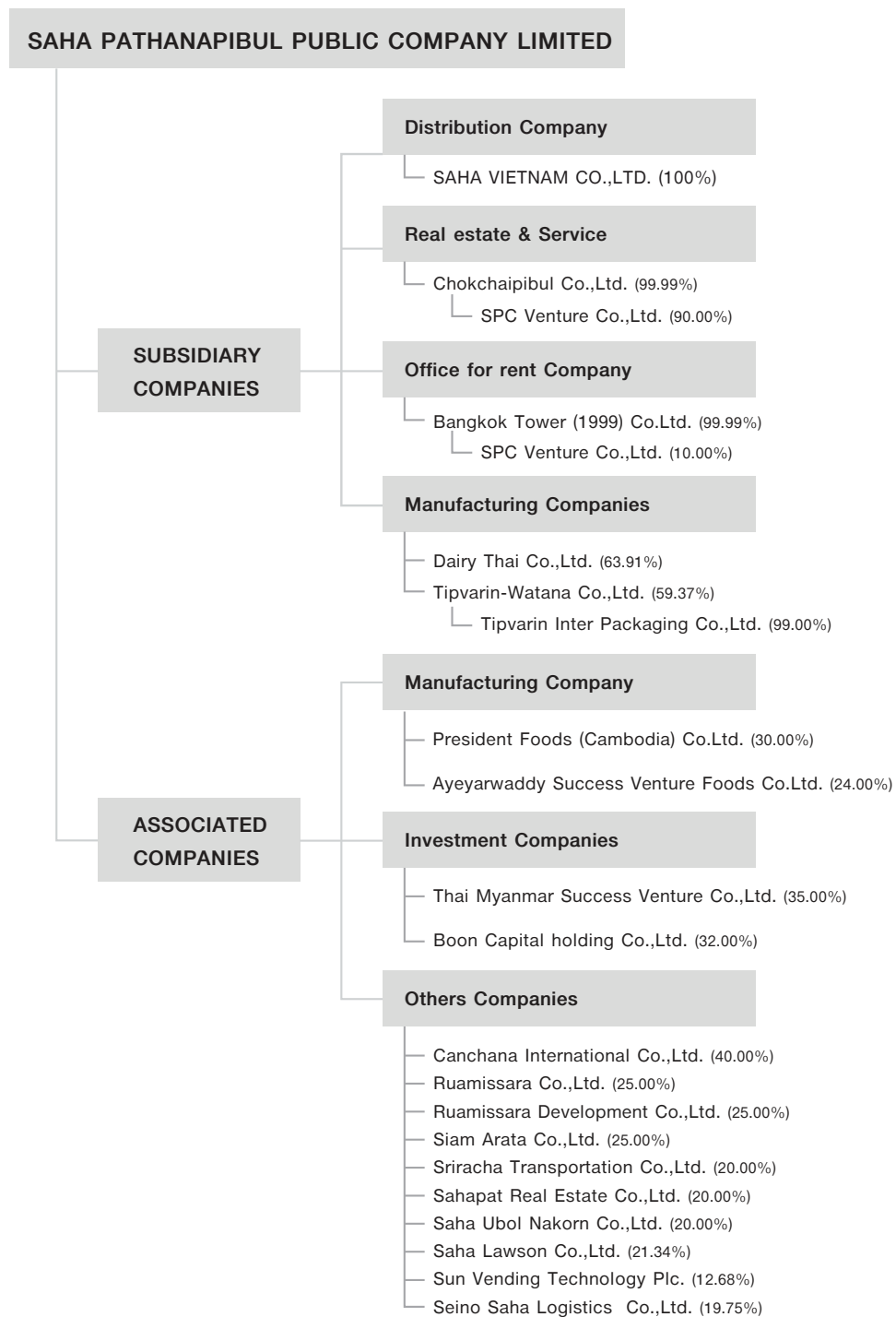
Fixed assets used in the business of the Company and subsidiaries are land, buildings and machinery of the Company. Ownership and no obligation. Details are in Attachment 4.

(5) Work that has not yet been delivered

- None -

1.3 Shareholding Structure

1.3.1 As at December 31, 2021 The company invest in 5 subsidiaries companies and invest in 14 associated companies which type of business are as follow



**Name/Location/Telephone Number/Fax Number of the Juristic Person
which the Company holds shares of 10 percent or more**

NO	NAME OF COMPANY	LOCATION	TELEPHONE	FAX	TYPE BUSINESS	NUMBER OF SHARES	NUMBER OF SHARES HELD	SHARE HOLDING (%)
1	SAHA VIETNAM CO.,LTD.	NO.2, BINH PHU RESIDENTIAL, STREET 4, WARD 11, DISTRICT 6, HO CHI MINH CITY, VIET NAM	-	-	DISTRIBUTOR	SHARE CAPITAL 3,100,000,000 DONG		100.00
2	CHOKCHAIPIBUL CO.,LTD.	2156 NEWPETCHBURI RD., BANGKAPI, HUAYKWANG, BKK. 10310	02-3180062	02-3191676	PROPERTIES	9,200,000	9,199,994	99.99
3	BANGKOK TOWER (1999) CO.,LTD.	2170 NEWPETCHBURI RD., BANGKAPI, HUAYKWANG, BKK. 10310	02-3081000	02-3081008	OFFICE FOR RENT	5,190,000	5,189,940	99.99
4	DAIRY THAI CO.,LTD.	132 MOO3 KHAONGOO-BREGPRAI KUNGPHAYOM BANPONG RATCHABURI	032-372461-2	032-372463	MANUFACTURER OF MILK PRODUCTS	537,000	343,180	63.91
5	TIPWARIN-WATANA CO.,LTD.	2170 NEWPETCHBURI RD., BANGKAPI, HUAYKWANG, BKK. 10310	02-3181147	02-7167107	MANUFACTURER OF CONSUMER PRODUCT	164,400	97,597	59.37
6	CANCHANA INTERNATIONAL CO.,LTD.	77 A, SOTHEAROS BLVD.,SANGKAT TONLE BASAC, KHAN CHAMKARMON, PHNOM PENH CAPITAL, KINGDOM OF CAMBODIA	-	-	DISTRIBUTOR	1,000	400	40.00
7	THAI-MYANMAR SUCCESS VENTURE CO.,LTD	278 SRINAKARIN RD., HUAMARK, BANGKAPI, BKK. 10240	02-3744730	02-3753185	OPERATOR OF INVESTMENT	1,000,000	349,997	35.00
8	BOON CAPITALHOLDING CO.,LTD.	530 SATHUPRADIT 58 BANPONGPANG YANNAWA BKK. 10120	02-2930030	02-2930040	OPERATOR OF INVESTMENT	70,000,000	22,399,999	32.00
9	PRESIDENT FOODS (CAMBODIA) CO.,LTD.	PHUM MOR, CHAMKARDOUNG ROAD, PHNOM PENH CAMBODIA	-	-	MANUFACTURER OF FOOD PRODUCTS	1,500,000	450,000	30.00
10	ISSARA UNITED CO.,LTD.	2922/196 10 th FL., CHARN ISSARA TOWER 2 NEW PETCHBURI RD., HUAYKWANG , BKK.	02-3082888	02-3082577	PROPERTIES	4,200,000	1,050,000	25.00
11	ISSARA UNITED DEVELOPMENT CO.,LTD.	2922/196 10 th FL., CHARN ISSARA TOWER 2 NEW PETCHBURI RD., HUAYKWANG , BKK.	02-3082888	02-3082577	HOTEL	560,000	1,400,000	25.00
12	SIAM ARATA CO.,LTD.	54 8 th FL., B.B.BUILDING, ROOM 3823 SUKHUMWIT RD., WATTANA , BKK.	02-2620671	02-2620672	DISTRIBUTOR	200,000	50,000	25.00
13	AYEYARWADDY SUCCESS VENTURE FOODS CO.,LTD.	86/10 TABAT SWAL VILLAGE TACT, PALATE-TADA-U ROAD, SINT KAT TO TOWNSHIP, KYAUKSE DISTRICT, MANDALAY REGION, MYANMAR	-	-	MANUFACTURER OF FOOD PRODUCTS	10,000,000	2,400,000	24.00

List of companies that SPC owns more than 10 percent of common share

NO	NAME OF COMPANY	LOCATION	TELEPHONE	FAX	TYPE BUSINESS	NUMBER OF SHARES	NUMBER OF SHARES HELD	SHARE HOLDING (%)
14	SAHA LAWSON CO.,LTD.	2170 NEWPETCHBURI RD., BANGKAPI, HUAYKWANG, BKK. 10310	02-3080708	02-3080702	CONVENIENCE STORE	13,670,000	2,917,060	21.34
15	SRIRACHA TRANSPORT CO.,LTD.	661/11 MHU 11 TAMBONNHONGKHARM, AMPHURSIRIRACHA, CHONBURI 20280	038-480444	038-480838	TRANSPORT	100,000	20,000	20.00
16	SAHAPAT REAL ESTATE CO.,LTD.	757/10 SOIPRADU 1 SATHUPRADIT RD. BANGPONGPANG, YANNAWA, BKK.	02-2930030	02-2930040	OPERATOR OF REAL ESTATE DEVELOPER	36,000,000	7,200,000	20.00
17	SAHA UBOL NAKORN CO.,LTD.	611/40 SOI WATCHANNAI, BANGKLO, BANGKORLHAM, BKK. 10120	02-2930030	02-2930040	INDUSTRIAL ESTATE	1,250,000	250,000	20.00
18	SEINO SAHA LOGISTIC CO.,LTD.	311 MOO 1, BUENG, SI RACHA, CHONBURI 20230	038-482033	038-482023	TRANSPORT	2,000,000	395,000	19.75
19	I.D.F. CO.,LTD.	747/163-164 SOI PRADU 1, SATHUPRADIT RD., BANG PHONG PHANG, YANNAWA, BANGKOK 10120	02-2944403-4	02-2944500	OPERATOR OF INVESTMENT	90,000	17,644	19.60
20	PAN ASIA FOOTWARE PLC.	177/20 MOO 5, NONG KHAM, SI RACHA, CHONBURI 20230	038-480713-4	038-480187	SHOE	540,000,000	97,843,300	18.12
21	THAI SUN FOODS CO.,LTD.	278 TF BUILDING, SRINAKARIN RD., HUAMARK, BANG KAPI, BANGKOK 10240	02-7317250-5	02-7317256	FRUIT JUICE	5,000,000	843,750	16.88
22	TSURUHA (THAILAND) CO.,LTD.	889 ROOM NO. 124 THAI CC TOWER, FLOOR 12, SOUTH SATHORN ROAD, SATHORN, BANGKOK 10120	02-6758356	02-6739899	HEALTH PRODUCT	250,000	37,500	15.00
23	SAHA CAPITAL TOWER CO.,LTD.	530 SOI SATHUPRADIT 58, BANG PHONG PHANG, YANNAWA, BANGKOK 10120	02-2930030	02-2930040	PROPERTIES	20,000,000	3,000,000	15.00
24	FIRST UNITED INDUSTRY CO.,LTD.	11, SATHUPRADIT RD., BANG PHONG PHANG, YANNAWA, BANGKOK 10120	02-2930030	02-2930040	OPERATOR OF INVESTMENT	400,000	57,466	14.37
25	NAVAVEJ INTERNATIONAL PLC.	9 RATCHADA-RAMINTRA RD., NUANCHAN, BUENG KUM, BANGKOK 10240	02-4839999	-	HOSPITAL	195,000,000	27,793,333	14.25
26	LION CORPORATION (THAILAND) CO.,LTD.	666 RAMA 3 RD., BANG PHONG PHANG, YANNAWA, BANGKOK 10120	02-2940191	02-2944365	MANUFACTURER OF CONSUMER PRODUCT	5,000,000	706,501	14.13

List of companies that SPC owns more than 10 percent of common share

NO	NAME OF COMPANY	LOCATION	TELEPHONE	FAX	TYPE BUSINESS	NUMBER OF SHARES	NUMBER OF SHARES HELD	SHARE HOLDING (%)
27	WORLDBEST CORPORATION CO.,TLD.	19/1 ROYAL CITY AVENUE NEW BUILDING, SOI SOONVIJAI, NEW PETCHBURI RD., BANGKAPI, HUAYKWANG, BANGKOK 10310	05-2065888	05-2065888	RENT A CAR	500,000	70,000	14.00
28	CHOKSAMAKEE CO.,LTD.	188 SOI LADPRAO 73, LADPRAO RD., WANG THONGLANG, BANGKAPI, BANGKOK 10900	02-5303479	02-9331431	OPERATOR OF INVESTMENT	11,600,000	1,600,00	13.79
29	PRESIDENT COMMERCIAL CO.,LTD.	90/4 PHATTHANAKAN RD., SUAN LUANG, BANGKOK 10250	02-3143777 02-3145848	02-7194684	DISTRIBUTOR	5,000	650	13.00
30	SUN VENDING TECHNOLOGY PLC.	414/25 SOI PHATTHANAKAN 1, BANG PHONG PHANG, YANNAWA, BANGKOK 10120	02-2954255	02-6836548	SELLING PRODUCTS THROUGH AUTOMATIC MACHINE	700,000,000	88,767,500	12.68
31	AMERICAN FOOD CO.,LTD.	16 SOI LADPRAO 115, LAD PHRAO RD., KHLONG CHAN, BANG KAPI, BANGKOK 10240	02-5500725	02-5500725	ICE-CREAM	14,000,000	1,680,000	12.00
32	SAHA TOKYU CORPORATION CO.,LTD.	999 MOO 11, NONG KHAM, SI RACHA, CHONBURI 20230	038-480444	038-480505	PROPERTIES	792,000	95,040	12.00
33	FAR EAST FAME LINE DDB Plc.	465/1-467 SRI AYUTTHAYA ROAD, RATCHATHEWI, BANGKOK 10400	02-2480888	02-466055-6	ADVERTISING	7,749,950	922,650	11.91
34	ERAWAN TEXTILE CO.,LTD.	49 MOO 3, PU CHAO SAMING PHRAI RD.,SAMRONG TAI, PHRA PRADAENG, SAMUT PRAKAN 10130	02-7543604-5	02-1833916	TEXTILE	6,214,634	630,493	10.15
35	KEWPIE (THAILAND) CO.,LTD.	612 RATCHADAPHISEK RD., BUKKHALO, THONBURI, BANGKOK 10600	02-4769545-6	02-4769547	MANUFACTURER OF CONSUMER PRODUCT	2,630,000	263,000	10.00
36	PANLAND CO.,LTD.	222 MOO 7, KHLONG KIO, BAN BUENG, CHONBURI 20220	038-480444	038-480505	OPERATOR OF REAL ESTATE DEVELOPER	3,000,000	300,000	10.00
37	UCC UESHIMA COFFEE (THAILAND) CO.,LTD.	183 REGENT HOUSE BUILDING, 9 th FLOOR, RATCHADAMRI RD., LUMPINI, PATHUMWAN, BANGKOK 10330	02-6505400-2	02-6505403	DISTRIBUTOR OF CONSUMER PRODUCT	150,000	15,000	10.00
38	THAI PRESIDENT FOODS (HUNGARY) KFT.	2500 ESZZTERGOM, (IPARI PARK) RUBIK ERNOUTCA 20377/9"	-	-	MANUFACTURER OF FOOD PRODUCTS	2,350,000,000	235,000,000	10.00

1.3.2 Parties with Conflict of Interest, in case of holding shares in a subsidiary or associated company more than 10 percent

- None -

1.3.3 Relations with Major Shareholders' Business Group

- None -

1.3.4 Shareholders

(1) List of Shareholders as at the book-closing date on December 31, 2021

(A) Top ten Major Shareholders of Company:

Top ten Major Shareholders of Company on December 31, 2021

Name	No. of Shares	%
1. Saha Pathana Inter-Holding Public Company Limited	82,417,665	24.98
2. I.C.C. International Public Company Limited	34,830,158	10.55
3. LION Corporation	25,583,641	7.75
4. Chokwatana Company Limited	16,735,288	5.07
5. Mr. Weerapat Punsak-Udomsin	16,533,333	5.01
6. Nissin Foods Holdings Company Limited	16,216,666	4.91
7. I.D.F. Company Limited	14,042,096	4.26
8. Lotte Company Limited	8,200,000	2.48
9. Mr. Samrerng Manoonpol	7,200,344	2.18
10. KEWPIE Corporation	5,219,737	1.58

Distribution of shareholding by number of shareholders by dividing the number of shares held by the number of shareholders:

Range of share's held	number of holding	%
1 - 50	224	13.54
51 - 100	173	10.46
101 - 500	278	16.81
501 - 1,000	201	12.15
1,001 - 3,000	193	11.67
3,001 - 5,000	96	5.80
5,001 - and up	489	29.56
Total	1,654	100.00

Structure and Business Operations

Distribution of shares by the classification of shareholders per amount of shares hold :

Type	No. of Shareowner	No. of Share	%
Juristic Persons			
Thai Nationality	68	197,888,034	59.97
Foreign Nationality	12	48,050,829	14.56
Natural Persons			
Thai Nationality	1,568	83,619,327	25.34
Foreign Nationality	6	441,810	0.13
Total	1,654	330,000,000	100.00

(B) Major shareholders have influence on policy making -None-

(2) The company does not operate its business by Holding company

(3) The company does not have an Shareholders' agreement

1.4 Registered and Paid-up Capital

1.4.1 The company has a registered capital of 330,000,000 baht, paid-up capital of 330,000,000 baht. Divided into 330,000,000 common shares with a par value of 1.00 baht per share. In this regard, the Company has share repurchased from the share repurchase project for financial management purpose during June 1, 2021 – November 30, 2021, a total of 1,827,100 shares and the share repurchase project for financial management No. 2 purpose during December 1 – 30, 2021, a total of 147,500 shares, a total number of treasury ordinary shares, which are ordinary shares without voting rights, amounting to 1,974,600 shares.

1.4.2 The company does not have the other Shares with Different Terms or Rights from Common Shares

1.5 Issuance of Other Securities

In 2021, The Company does not issue convertible securities and debt securities.

1.6 Dividend Payment Policy

The Company stipulated the policy to pay dividends to the shareholders at the rate of 0.15 Baht per share per year, subject mainly to the economic situation and the Company's results of operation.

Dividend Payment Policy

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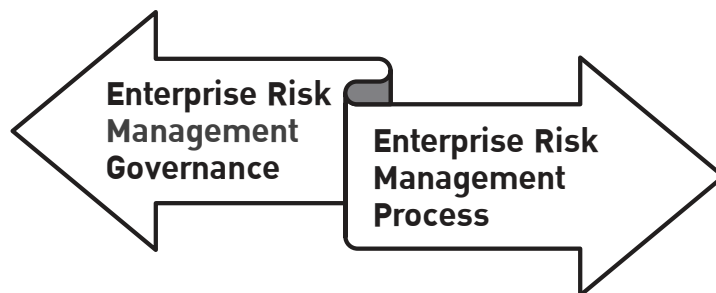
Details of Dividend Payment	**2564	2563	2562	2561	2560
Earning per Share	4.87	4.74	4.77	4.98	4.38
Dividend per Share	1.60	1.60	1.60	1.50	1.50
Dividend ratio per net profit	32.81 %	33.64 %	33.52 %	30.12 %	34.28 %

** Note : The Board of Directors Meeting No.11 (Board 28) held on February 22, 2022 resolved to propose to the General Meeting of Shareholders 2022 which determines to take place on April 25, 2022 to approve the Dividend Payment 1.60 Baht per share. In this Regard. the Board of Directors' Meeting No. 8 (Board 28) held on November 11, 2021 resolved and approved the interim dividends payment 0.60 baht per share, the remaining dividend payment at the rate of 1.00 baht per share. However, subject to the Shareholders' approval to be obtained from the General Meeting of Shareholders 2022.

2. Risk Management

In the face of COVID-19, every company was put to the test in 2021. During these times of uncertainty and volatility, risk management was paramount. Saha Pathanapibul Public Company Limited continued to perform well in spite of the crisis. Believing that a concrete risk management system would ensure good performance, we established two goals: 1) garner stakeholders' confidence in our readiness to manage uncertainties and 2) foster sustainability for our organization through systematic risk management and look for new opportunities that were in line with our business context and future directions.

Enterprise Risk Management Framework



The Company believes that successful risk management comprises two pivotal components: Enterprise Risk Governance and Enterprise Risk Management Process.

1. Enterprise Risk Governance

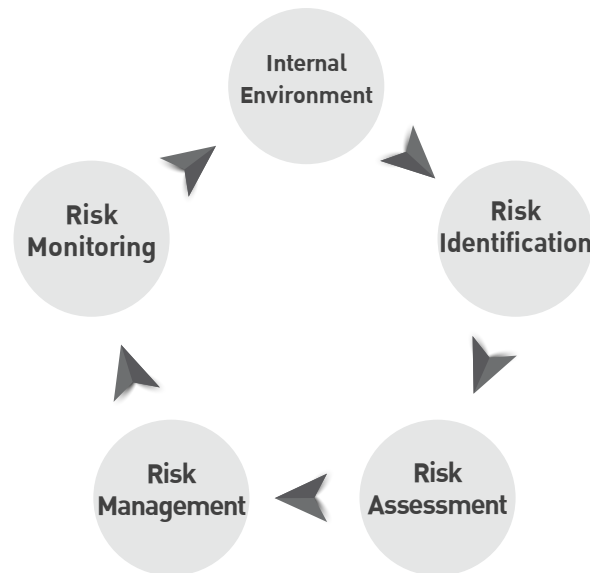
The Company has built an enterprise risk management culture on a distinct risk-control mechanism. Understanding that employees' risk management awareness starts from the top, we have structured our enterprise risk governance as follows:



The Board of Directors sits at the top of our enterprise risk governance hierarchy. It has the power to make decisions on significant risks based on recommendations from pertinent bodies, namely the Executive Committee, the Risk Management Committee, and the Audit Committee. To ensure that identified risks are up to date, based on current and future directions, our risk management working team collaborates with specialized consultants to analyze risks in the most efficient and effective manner.

2. Enterprise Risk Management Process

The Company bases its enterprise risk management process on the COSO ERM 2017 (Committee of Sponsoring Organizations of the Treadway Commission, Enterprise Risk Management) framework. Through workshops led by risk management experts, our identified risks reflect the Company's vision, mission, and strategy. The process is as follows:



Internal Environment: To create a suitable internal environment, we need to establish straightforward risk management controls and foster an enterprise risk management culture.

Risk Identification: We identify all known business risks, including emerging risks and EGS (environment, society, and governance) risks.

Risk Assessment: We assess risks to determine opportunities and impacts and create a risk map.

Risk Management: We develop diverse and practical risk management strategies and specify concrete timelines and risk owners.

Risk Monitoring: We follow up on the management progress of every risk every quarter. Risk monitoring relies on establishing tangible and measurable key risk indicators (KRIs), which allow us to make the necessary adjustments later on.

Risk & Opportunities

By assessing risks, the Company identifies possible business opportunities. Risks are divided into three categories.

1. Emerging Risks

Missed Opportunities for Growth and Expansion

Because we mainly sold necessities, which were less prone to economic conditions, the pandemic did not adversely impact our sales. In the midst of this ongoing global crisis, we saw an opportunity to generate more revenue 1) from overseas expansion and 2) by creating our own brands to lessen our reliance on a few principal manufacturers. In addition, COVID-19 hastened consumers' adoption of e-commerce platforms. We needed to adapt, or we would lose opportunities for growth and expansion. Risk Management: We managed this risk by planning our overseas expansions and strengthening our e-commerce channels. Additionally, we also invested in other opportunities to pre-emptively lessen the risks of our core business.

2. Business Risks

Our known business risks included one strategic risk, namely our core revenue stability, and three operational risks, namely 1) personnel preparedness, 2) future information technology systems' readiness, and 3) failure to comply with the terms and conditions of service level agreements with our trading partners.

In 2021 we did not find any enterprise-level financial risks.

1) Core Revenue Stability

Although the Company enjoyed financial stability due to its long history and good relationships with its distribution network partners and stores, it had to make changes to cope with digital disruption, which had shifted consumers to online purchases. This change was accelerated by the spread of COVID-19. Our business model as a distributor had to change. We also relied on a few principal manufacturers. All of this could affect the stability of our primary income.

Risk Management: The Company developed product distribution models to meet the needs of stores and consumers. The data collected and analyzed helped us maintain our distribution leadership and improve the quality and efficiency of our sales staff. We also developed an e-commerce system and diversified our base of principal manufacturers.

2) Personnel Preparedness

As our business format changed, we needed to prepare workers and upskill or reskill them. Some of our employees' skillset, mindset, and professional attitude were outdated. It was vital for us to get them on board with the change in our vision, mission, and direction.

Risk Management: Human Resources developed a new recruitment mechanism to cater to future skills. It made adjustments to recruits' assessment. In terms of workforce development, they designed a training roadmap for each line of work and position. To ensure business continuity, the Company established a succession plan and the Rotation Policy to equip every employee with a variety of competencies.

3) Future Information Technology Systems' Readiness

Information technology systems were pivotal to the changes made to our business model, whether in terms of core or support processes. Since the Company had been in business for a long time, it relied on time-consuming manual work and paper, which went against today's business speed. Our main concern was that our information technology systems and operators were not future-proof.

Risk Management: The Company invested in upgrading its information technology infrastructure with a new ERP (enterprise resource planning) system, connecting its supply chain with finance and accounting systems. It also developed B2B and B2C platforms and ecosystems, as well as external networks to monitor the development of new digital databases from the Federation of Thai Industries and the Bank of Thailand.

4) Service Level Agreement Noncompliance

Our job as distribution leader was to ensure timely shipments. Due to the current volatility, uncertainty, complexity, and ambiguity (VUCA) of the business, many macro factors were involved in our warehouse planning, such as COVID-19-related lockdowns and hoarding. There were also many economic cycle conditions to consider. Inventory forecasting was complex and challenging. As a result, there were sometimes shortages, and the service level was lower than intended.

Risk Management: 1) The Company increased its forecast's accuracy by analyzing data, including promotional plans and production capacities. These historical data proved helpful in the forecast. 2) It also developed real-time stock inventory, allowing all parties involved to see the most accurate figures for greater warehouse planning accuracy.

3. Environmental, Social, and Governance Risks

We identified long-term risks with a focus on the three sustainability objectives. In 2021 we did not find any environmental, social, and governance risks at a high level. Our management of these issues was as follows:

1) Environment

The Company's entire supply chain was environmentally conscious. To reduce pollution and be more environmentally friendly, we initiated the following:

- We investigated how to reduce the carbon emissions in our inbound and outbound logistics operations and began exploring more eco-friendly vehicle options.
- We campaigned for better resource efficiency, whether in paper use, water consumption, or energy consumption. We began the process of adopting the use of solar power at our warehouse in Si Racha.
- Climate was an important issue to us. We began concretely evaluating our carbon footprint; that is to say, our greenhouse gas emissions.
- We promoted recycling through campaigns such as "Green Please" with a focus on recycling plastic bottles within Company premises, "Collect, Exchange, Sort" at the Khung Bang Kra Chao community in collaboration with Care the Whale by the Stock Exchange of Thailand.

2) Society

Ethical management with emphases on equality and mutual respect under the Diversity and Inclusion Policy was at the heart of our operations. We provided equal opportunities to potential employees of all genders and ages, including those living with disabilities. We afforded our workers the ability to negotiate benefits and agreements that affected them. Our termination process complied with legal requirements. We had an evenly distributed male to female ratio of senior executives, executives, and supervisors

3) Governance

Major decisions were made after various committees' deliberations to minimize bias and promote good governance. Any investment or expansion decision required a designated committee's systematic review and supervision. Suppliers were selected and evaluated transparently and accountably.

3. Business Sustainability (Sustainability Report)

Sustainability Reporting Framework

This report has been prepared to reflect our sustainability performance from January 1 to December 31, 2021. It includes economic, social, and environmental information that we, Saha Pathanapibul Public Company Limited (“Sahapat”), have compiled and disclosed. This report conforms to the Global Reporting Initiative Standards (GRI Standards) 2018 and the UN Sustainability Development Goals (SDGs).

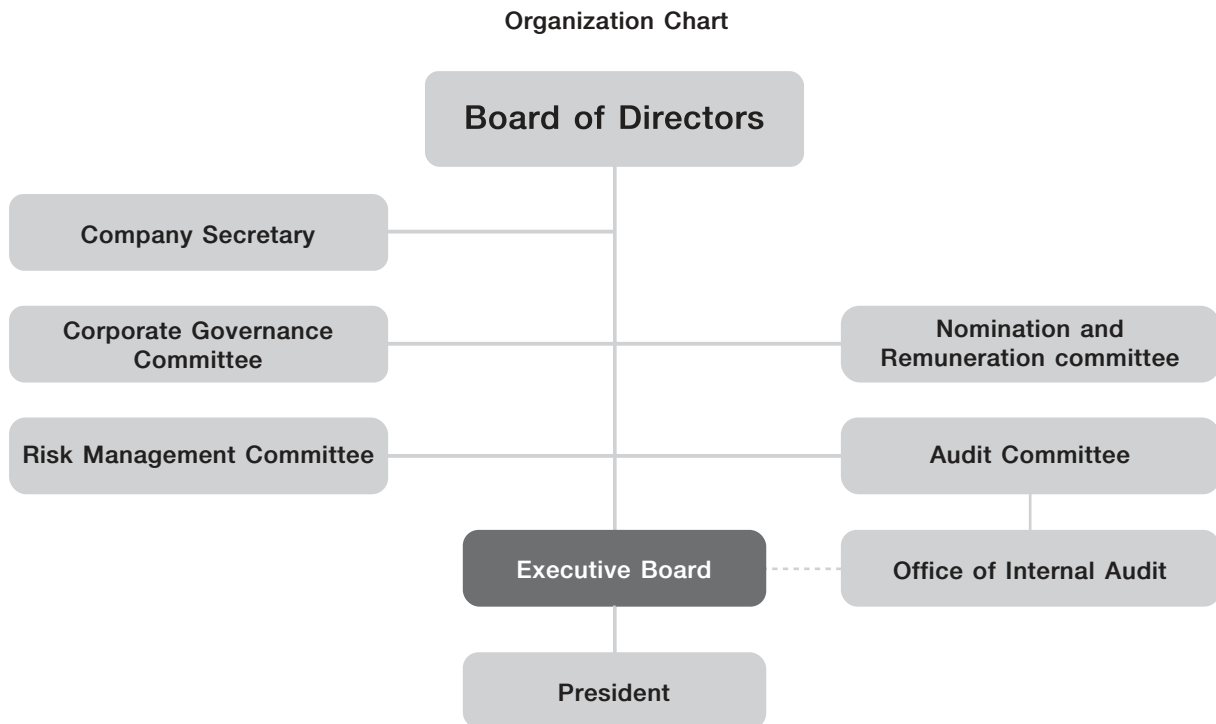
17 Sustainable Development Goals (SDGs)



In essence, this 2021 report highlights our business direction, vision, corporate strategies, corporate governance principles, corporate values’ practical guidelines, and people development through training, retention, and mutual growth. All of this contributes to the sustainability of our organization.

Integrated Framework of Sustainability

The Board of Directors operates within an integrated framework of sustainability. Under the Board are five governance bodies, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, the Risk Management Committee, and the Executive Board. The latter has been charged with overseeing matters of sustainable development. It formulates policies, criteria, and guidelines for Sahapat in conformity with good corporate governance and corporate social responsibility principles. Its goal is to lead us towards sustainable success.



Business Direction

Although we started out with social activities, charitable donations, and community outreach programs, we have since developed an integrated sustainability management process, which links its social responsibility to its strategy, vision, and mission to bring about business sustainability.

Vision

To be the leader in demand chain management of quality products and services to bring better quality of life to people.

Mission

1. To select and distribute reasonably priced good quality products, with due regards to benefits to consumers.
2. To expand our distribution network, allowing consumers in Thailand and overseas convenient access to quality products.
3. To equip every department with the ability to compete and add value to the services we provide to our partners and other stakeholders.
4. To continue to build expertise, increase operational efficiency, and cultivate moral and ethical values through training and upskilling.
5. To garner trust from stakeholders by focusing on social responsibility and environmental protection based on corporate governance principles for sustainability.

Business Objective

To foster growth, advance our business, and pay dividends to shareholders regularly by sustainably increasing sales and profits.

Business Strategies

1. Develop our products, brands, and services, including those jointly developed with partners, in terms of range, quality, reliability, recognition, and consumer demand.
2. Ensure that consumers have access to good and suitable products by importing or procuring them locally in support of small Thai entrepreneurs.
3. Develop new distribution and marketing channels that suit the present environment and consumer demand.
4. Invest in new businesses that will enhance our operations and prepare us for change and competition.
5. Bolster our market leadership and accelerate our ability to meet demand through technology and data analytics.

Core Values : Social Responsibility
: Advancement
: Harmony
: Passion for Excellence
: Truthfulness

Integrated Sustainability Management Process



Driving Business for Sustainability

1. From CSR Policy to Sustainable Development

“As part of a strong and sustainable society, we support and encourage communities to co-exist happily by improving the quality of life at its roots.”

Goal : Happy co-existence

1. External good: orderliness, fairness, honesty, and punctuality
2. Internal good: thirst for knowledge, benevolence, and self-improvement

Strategy: Improve the quality of life at its roots

1. Provide communities with financial assistance to improve their basic needs.
2. Offer non-financial assistance to communities to expand their know-how.

2. Mitigation of Impacts on Stakeholders Throughout the Value Chain

Having considered all material economic, social, and environmental issues of its business in relation to its stakeholders, Sahapat has devised operational guidelines that respond to stakeholders' expectations, which play a central role in maintaining our competitiveness, generating long-term value, and fostering business sustainability.

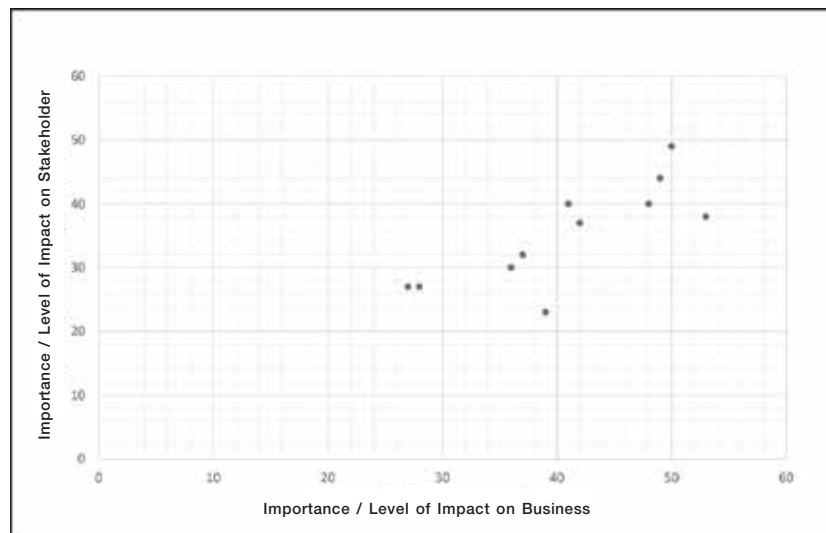
Principle Suppliers (Manufacturers)	Inbound Logistics	Warehouses	Distribution and Marketing	Outbound Logistics	Customer/ Consumers
<ul style="list-style-type: none">• Quality and eco-friendly products, such as eco-friendly packaging• Fair procurement process	<ul style="list-style-type: none">• Quality and eco-friendly logistics vehicles and equipment	<ul style="list-style-type: none">• Warehouse management• Storage and distribution	<ul style="list-style-type: none">• Fair pricing• Accurate and complete product information• Advertising• Marketing activities	<ul style="list-style-type: none">• Quality and eco-friendly logistics vehicles and equipment• Fast and efficient transportation• Timely shipment of safe products of good quality• Timely receipt of safe products of good quality	<ul style="list-style-type: none">• Mechanism for whistleblowing / complaint & suggestion submissions

Stakeholders	Expectations	Engagement
1. Suppliers	<ul style="list-style-type: none"> • Compliance with fair and corruption-free trade terms and conditions • Knowledge sharing and co-creation of value-added to products • Legal compliance and ethical business conduct • Adherence to contractual provisions • Good relationship and understanding 	<ul style="list-style-type: none"> • Transparent and accountable supplier selection and evaluation process • Meetings with suppliers • Joint product development • Feedback • Whistleblowing mechanism
2. Shareholders	<ul style="list-style-type: none"> • Equitable treatment of all shareholders • Good performance and consistent returns • Transparency and conformity with corporate governance principles • Accurate, complete, and timely information disclosure 	<ul style="list-style-type: none"> • Opinions expressed at every annual general meeting of shareholders • Quarterly performance published within the legally required period • Answering inquiries by phone and email and information on the website and in the annual report
3. Customers	<ul style="list-style-type: none"> • Product safety and quality • Complete and accurate product information • Reasonable pricing of goods and services • Eco-friendly alternatives • Client confidentiality • Complaint submission and management procedures 	<ul style="list-style-type: none"> • Customer visits • Activities with customers • Exhibitions and promo events • Communications • Reporting channels for complaints about product safety and service quality
4. Employees	<ul style="list-style-type: none"> • Fair recruitment and employee treatment • Appropriate compensation and employee benefits • Safe working environments and good occupational health • Training for knowledge development and career advancement • Respect for human rights • Equality and opportunity for advancement. • Participation in establishing operational and enterprise development directions 	<ul style="list-style-type: none"> • Announcements • Training per annual plan • Communications via Line, email, etc. • Opinion or complaint submissions
5. Creditors	<ul style="list-style-type: none"> • Fair and equal treatment of all creditors • Strict compliance with contractual terms and conditions 	<ul style="list-style-type: none"> • Annual report • Suggestion and complaint submissions and notifications of potential problems
6. Competitors	<ul style="list-style-type: none"> • Fair and transparent business conduct within the framework of fair competition 	<ul style="list-style-type: none"> • Fair competition • No reputation-damaging misconduct
7. Society	<ul style="list-style-type: none"> • No infringement of rights of any person in society • Consideration of impacts on society and environment • Support for activities 	<ul style="list-style-type: none"> • Communications • Suggestion or complaint submissions
8. Governments	<ul style="list-style-type: none"> • Legal and regulatory compliance • Cooperation and support for the development of public projects and activities 	<ul style="list-style-type: none"> • Correct, complete, and timely tax payments as required by law • Support for government activities

Driving Business for Sustainability

Stakeholder Engagement Improvements and Monitoring

After a stakeholder analysis, Sahapat monitors and evaluates stakeholder engagement to improve the process's efficiency and create an integrated plan based on the feedback about significant issues obtained from stakeholders. All of this reflects our appreciation for their participation and suggestions, which influence our strategy, project execution, and information disclosure.



Environmental Sustainability Management

Our enterprise environmental management system helps with operation planning and storing environmental data. Trends indicate that the system continues to improve our environmental performance, reducing costs and other financial risks of violating environmental regulations. Our environmental management and stewardship policies cover key operational issues per environmental requirements and environmental issues of great significance to our business. We have mechanisms in place to control the potential environmental impacts of our business activities, such as pollution, waste, and resource consumption. Environmental performance is one of our corporate key performance indicators. Additionally, we encourage our employees to participate in environmental management within our organization.

1. Resource Efficiency

Sahapat's business processes consume resources, including electricity/energy and water. We strive to minimize waste and other pollutants from our operations. In 2021 we promoted resource efficiency through the following activities:



- 1.1 Reminding employees via the PA system to turn off computers during lunch and after use, turn off unused air conditioning units, and unplug appliances after use
- 1.2 Encouraging employees to share files digitally and reuse paper
- 1.3 Discourage leaving the tap running to save water
- 1.4 Promoting carpooling among employees

2. Climate Management

Sahapat understands the importance of preparing for any potential impacts of climate change and lowering greenhouse gas emissions, the primary cause of global warming. As part of society and as a consumer of natural resources, preventing and mitigating the direct and indirect impacts of our operations are important to us. We support the idea that knowledge can lead to the development of mechanisms to reduce greenhouse gas emissions and the industrial revolution that is centered around greenhouse gas emissions. We have assessed the carbon footprint of our corporate activities in terms of metric tons of carbon dioxide equivalent.

We measured the amount of greenhouse gas emitted from our corporate activities, such as electricity use, waste management, logistics operations, from January 1 to December 31, 2021, through the following policies and campaigns:

2.1 Logistics Projects

Logistics plays a central role in realizing our business goals. We ensure that our fleets are suitable for their routes and areas of operation to improve our efficiency, lower our costs, and reduce our emissions. Our logistics operations conform to sustainable development guidelines and are more environmentally friendly.

In 2021 our fleets of logistics vehicles traveled a total of 49,497,328 kilometers to transport goods, consuming 11,070,381 liters of diesel.

2.2 Waste Management

Sahapat's ongoing waste management project first began in 2020. We have instilled awareness and discipline in our workers and will do more to foster pleasant internal and external environments. In 2021 we reduced even more waste, cutting our own waste collection and management expenses and helping the public sector fight against climate change.

In 2021 we conducted various waste management activities and projects.

- “Collect, Exchange, Sort” under Project Care the Whale at Khung Bang Kra Chao

We supported the “Invisible Garbage Station @ Khung Bang Kra Chao,” where residents exchanged trash for consumer goods, reducing waste and living expenses. As part of a larger project by the SET, this initiative was piloted at Wat Chak Daeng and engaged the community in upcycling under the concept of usage maximization.

The pilot was a collaborative effort with other organizations and the first time a private firm took part in the mission. Sahapat provided consumer goods to Wat Chak Daeng, where community members could exchange recyclables for consumer goods, such as Mama instant noodles, St. Andrews toothbrushes, Systema toothpaste, Sue Sat canned fish, Kincho mosquito repellants, 108 Shop laundry detergent powder, Mitr Phol sugar, Rakthai tissue rolls, Lipon F dish soap, Wonnabob rice. In 2021 the numbers of participants and goods exchanged were on the rise.

2021 Performance

	Amount	Unit
Waste	4,770	kg
Participants	105	persons
CO2 Emission Reduction	4,092.75	kg CO
Equivalent Trees Planted	454	trees

Driving Business for Sustainability

Most of the garbage collected will be made into construction blocks. This initiative has reached 13,200 households in six districts of Samut Prakan and has reduced household waste in Khung Bang Krachao by as much as 4 metric tons per month.



Scaling Up

Targets	We want to expand this project to schools, hospitals, restaurants, markets, hostels, and other nearby players
Period	February–December 2022
Types	clear and opaque bottles, clear plastic bags, and cloths

We plan to scale up this pilot in 2022, in collaboration with the Stock Exchange of Thailand, to include schools, restaurants, piers, and other interested agencies who are willing to work with partners to create a circular flow for sustainability.

- “Green Please Project”

At Sahapat, we have raised awareness and encouraged our employees to reduce and sort waste and prioritize environmental protection. We start from within by recycling plastic bottles or single-use plastic: separating bottles, caps, and plastic labels. During the COVID-19 pandemic, these PET plastic bottles were collected and delivered to the “Plastic Bottles for Doctors” program and the “YOUTURN” initiative of PTT Public Company Limited. They were used to produce reusable PPE for hospitals and healthcare workers in areas with PPE shortages.

In 2021 we delivered 160 kg of plastic bottles to these programs, producing 550 sets of PPE. We plan to scale up this effort in terms of areas of coverage and timeline.

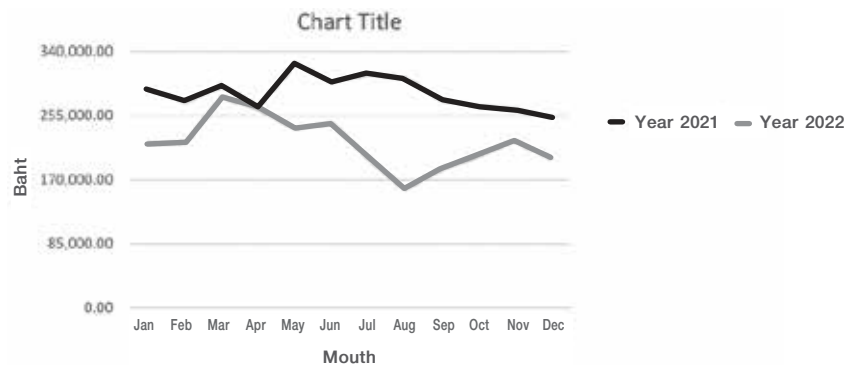


3. Energy Management

We are determined to optimize our energy consumption, use natural resources effectively, and reduce our impact on the environment as much as possible. Doing so also helps lower our energy costs. Sahapat's energy management projects and activities in 2021 were as follows:

- Energy Conservation

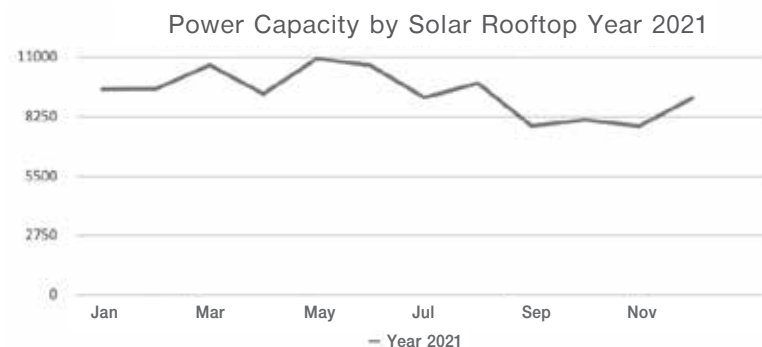
Campaign activities raised our employees' energy conservation awareness. They were more conscious of saving energy and contributed to the efforts. Our 2021 energy conservation performance was as follows:



The measures put in place allowed us to save 199,000 KW/year or 30.33%, equivalent to 796,388 baht/year.

- Renewable Energy

Considering renewable energy a suitable alternative, we installed solar rooftops and began harnessing the power of the sun at our headquarters. As a result, Sahapat lowered the consumption of purchased power by 112,250 KW/year. That's a 13.60% reduction compared to the head offices' total electricity expenses.



- Going Paperless & Online Meetings

Sahapat has adopted online meetings to adapt to digital living and the COVID-19 pandemic. The process started in 2019 with unit-level meetings before scaling up to board meetings. To facilitate these sessions and lessen our reliance on paper documents, we share soft files instead of hard copies, reducing the need to fell trees and protecting the environment.

Driving Business for Sustainability

Our virtual meetings are conducted via Zoom or Microsoft Teams, both of which offer beneficial features like file sharing and meeting recording.



In 2021 we decreased our paper orders by 106,440 baht or a 26% reduction in comparison to the orders made in 2020.

- **2022 Renewable Energy Projects**

1. Solar Cell Project @ Si Racha Warehouses

Based on the success of the solar rooftop project at the headquarters, we plan to extend this initiative to our warehouses in Si Racha. We expect to start in 2022

2. Electric Vehicles

As transportation plays a pivotal role in the success of our business, we have envisioned ways to improve our logistics operations' efficiency and reduce our greenhouse gas emissions in conformity with sustainable development and eco-friendliness guidelines. Electric vehicles (EVs) will help us lower emissions and save fuel costs at the same time.

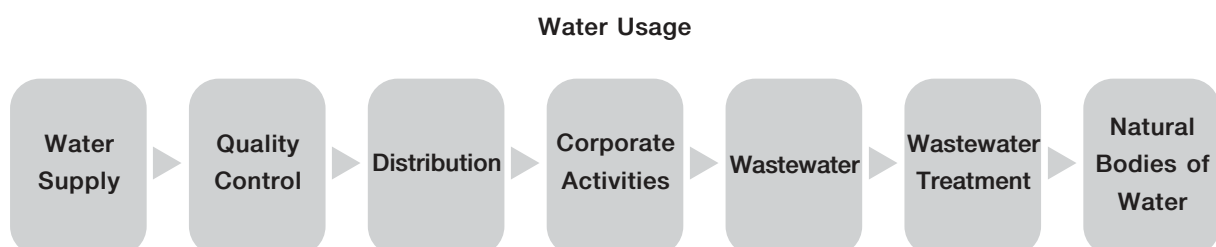
4. Responsible Procurement

We know that the ability to secure quality raw materials with minimal social and environmental impacts demonstrates that we have a responsible procurement process.

Therefore, we have established best practices and policies for responsible procurement in detail. In 2021 we sourced our raw materials from suppliers who had demonstrated compliance. They had no violation records of human rights, child labor, forced labor, or foreign labor.

5. Efficient Water Consumption

We have systematically managed water consumption organization-wide and raised employee awareness about water consumption efficiency and optimization. We have been working with government officials to reduce our BOD reading to the standard level.



Wastewater Treatment

We have developed a wastewater treatment system in compliance with Bangkok's requirements. Per official instructions, we have added grease traps between cesspools and used effective microorganisms instead of chemicals to restore balance to the treated water and eliminate harmful organisms. We have also added sediment and grease traps to our sewer lines. We also clean the entire system regularly.



BOD Testing

We take BOD measurements according to official instructions. In 2021 we collected samples from the wastewater treatment plant twice for BOD testing.

SPC Headquarters' BOD Readings

Sample	Date Taken	BOD Reading (mg/L)	Bangkok's Standard BOD (mg/L)
1	27/1/2021	50.7	less than 40
2	16/3/2021	6.5	less than 40



Sustainable Social Development

At Sahapat, we operate with due consideration to our responsibility to Thailand, Thai society, and Thai communities, including local traditions and customs. We have demonstrated our transparency to our stakeholders through the following social activities in 2021.

1. Respect for Human Rights and Fair Treatment of Workers

The scope of Sahapat's Human Rights Policy includes employees and other stakeholders. We require workers to be treated accordingly. In 2021 our respect for human rights and fair treatment of workers were realized by hiring people with disabilities, allowing employees to participate in negotiating benefits and other agreements that affect them, and having a legal termination process.

2. People Development

Because Sahapat employees are pivotal to driving our business strategies, we have developed a systematic people development plan. It includes role- and performance-based training needs analysis and people development directions. Training programs are provided systematically for ease of progress tracking. We also collect data about the number of employee training hours per year.

In 2021 we developed our people in the following ways:

Employees

Human Resource Management: Respect for Human Rights & Fair Treatment of Workers

We pay special attention to our workforce, believing that good employees will play a pivotal role in bolstering our organization's strength and fostering our business growth in a sustainable manner.

Headcount

Employees	2021	2020	2019
Type of Pay			
Employees with a monthly salary	1,604	1,617	1,630
Workplace			
Headquarters	832	841	848
Others	772	776	782
Total	1,604	1,617	1,630

Employees	2564	2563	2562
Region			
Bangkok & Greater Bangkok	973	986	995
Other Provinces	631	631	635
Total	1,604	1,617	1,630
Department			
Sales	793	793	799
Marketing	205	210	211
Operations	606	614	619
Total	1,604	1,617	1,630
Turn Over Rate			
Employees with a monthly salary	2.7%	2.2%	2.8%

Our human resource management practice is aligned with corporate governance principles. We prioritize people development because we believe that our employees play a crucial role in fostering growth in all dimensions.

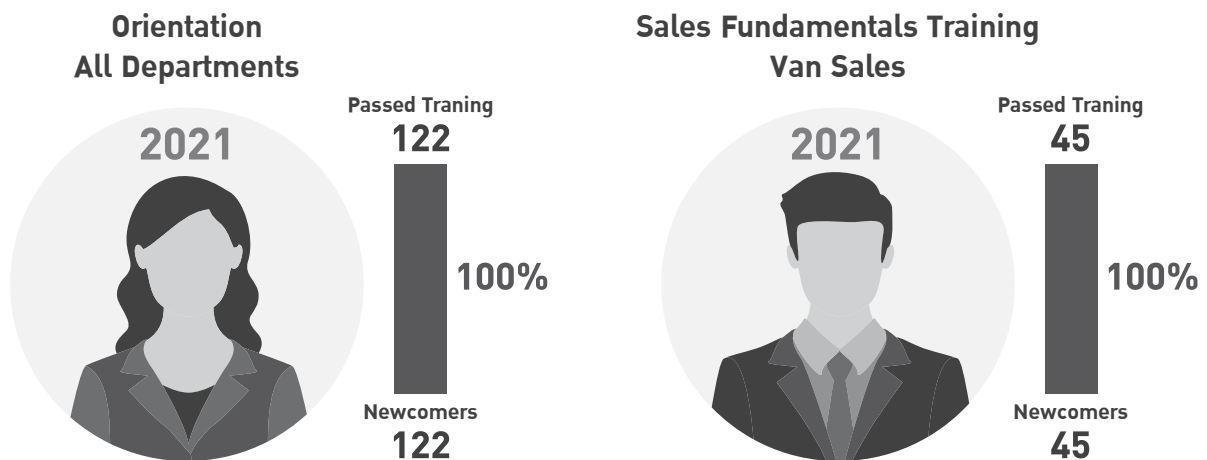
1. Recruitment

Having excellent employees to strengthen our competitiveness starts with recruitment. We continue to further hone and improve their skills to help them achieve goals. As an equal opportunity employer, we don't discriminate against their gender, ethnicity, or religion. We also provide fair compensation.

1.1 The number of new employees in 2021 is as follows:

Performance	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
Recruitments	8	27	31	31	31	27	24	32	38	38	33	35	173

1.2 It is important for us to initiate the development process right from the start and instill corporate values in our employees. All newcomers undergo mandatory orientation on their first day. Sales recruits also receive on-the-job training. In fact, there is systematic training to equip them with sales fundamentals and the know-how needed to excel in this department. On-the-job training is conducted during their probationary period.



2. People Development

Human Resources is directly responsible for our workforce. The department is dedicated to promoting employee self-development, corporate culture, mental and physical well-being, good work environments, teamwork, and employee confidence.

In 2021 we focused our people development efforts on upskilling and reskilling to support future demands and business directions. These efforts were based on our corporate values. We also fostered environments that allowed our employees to learn skills suitable for helping implement our corporate strategies.

2.1 Development Programs

The many people development programs we planned for 2021 were designed based on an analysis of our strategic needs, future directions, departmental business plans, and corporate values. Our workers underwent both internal and external training. Due to the pandemic, many programs were conducted online, much like the work environment. Training effectiveness was evaluated and monitored constantly, enabling us to improve them in the future and better meet development objectives.

Newcomers' Training

Newcomers' Orientation and Sales Fundamentals Training (Onsite Training)



Upskilling

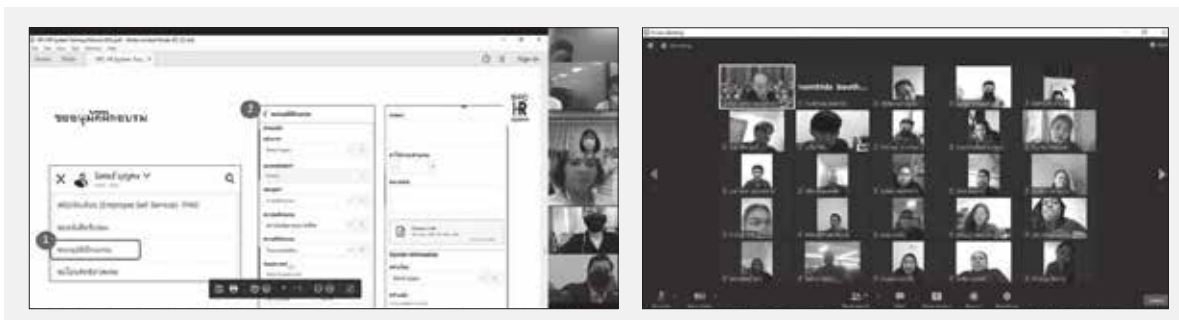
Onsite Training Programs in 2021

- Salary structure techniques
- Basic PowerPoint techniques for salespersons
- Investment planning of Sahapat's Provident Fund



Virtual Training Programs in 2021

- Effective Project Management & Presentation Skills
- Using Microsoft 365
- Using SPC HR SYSTEM
- Shelving Display for Sales Promotion



Marketers' Seminar

“Switching Point and Personal Goal Setting” (Onsite Training)

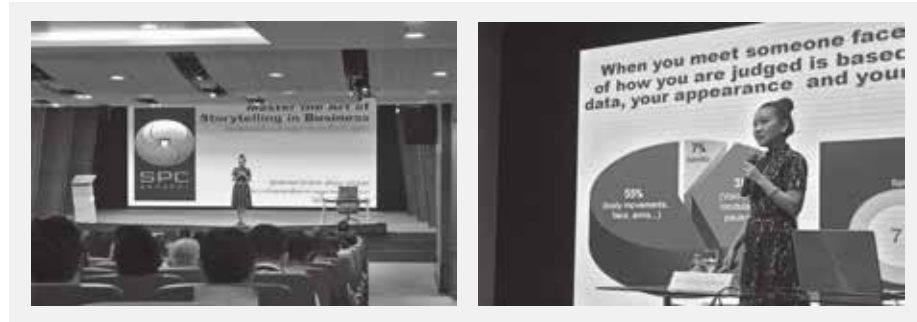
Speaker: Boonchai Chokwatana, Sahapat Chairman



Driving Business for Sustainability

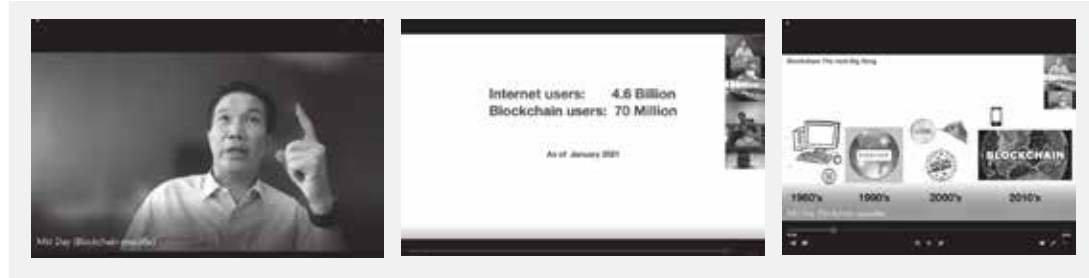
“Master the Art of Storytelling in Business” (Onsite Training)

Speaker: Assist. Prof. Dr. Sukanya Sompiboon, Assistant Dean, Faculty of Communication Art, Chulalongkorn University



“Blockchain” (Virtual Training)

Speaker: Vathit Chokwatana, Sahapat President



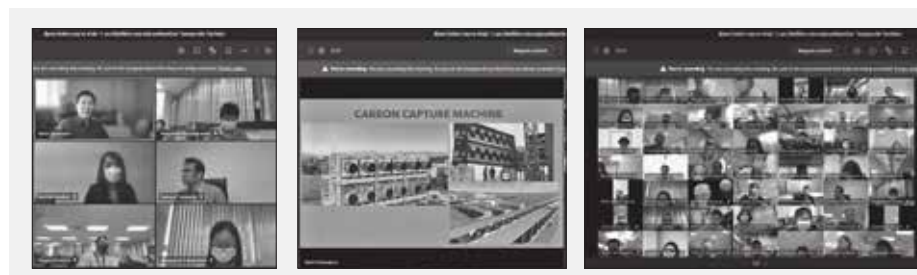
“Marketing in the Changing World” (Onsite Training)

Speaker: Pasook Raksawongse, Vice-Chair of Sahapat’s Executive Board



“2 Emerging Trends for Marketers” (Virtual Training)

Speaker: Vathit Chokwatana, Sahapat President



Legally Required Training

Basic Fire Fighting and Annual Fire Drill



2.2 Results of People Development Efforts in 2021

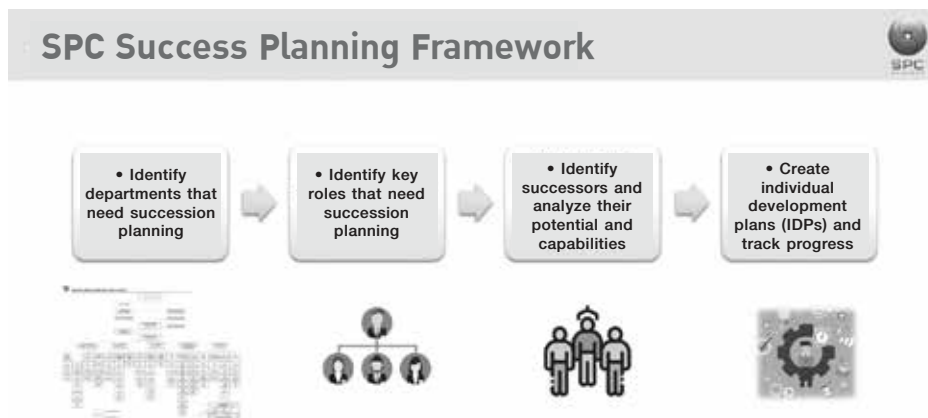
- We conducted a total of 17 training programs
- 12 internal programs (91 cumulative classes)
- 5 external programs (5 cumulative classes)

Average training hours of employees in 2021

- | | | |
|---------------------|------|------------------|
| • Senior management | 5.00 | hours on average |
| • Middle management | 3.91 | hours on average |
| • Junior management | 3.15 | hours on average |
| • Operations | 3.83 | hours on average |

2.3. Succession Planning

In terms of a management framework, we have a succession policy and succession plans in place for positions that can have an impact on our organization to ensure business continuity and guide our management in workforce planning and developing future leaders for these crucial roles.



In 2021 Human Resources developed individual development plans for three positions that the Board of Directors had deemed crucial. The successors were identified from within Sahapat, and the development process has begun.

3. Incentives and Retention

It is important for us to evaluate every employee's performance fairly using clear key performance indicators (KPIs). The results are used to determine employee compensation and identify development plans needed. In 2021 our incentives and retention plans included a satisfaction and corporate loyalty survey and the subsequent initiative to improve employee satisfaction and benefits. We communicated the results to our workers and disclosed our turnover rate to show our commitment to taking care of our employees

4. Occupational Health and Safety

We underline the importance of good occupational health and safety. Our employees deserve a safe and suitable work environment with the most effective safety measures. It is a crucial factor that influences employees' loyalty to our organization.

In 2021 we recorded employees' illnesses ranked according to the number of cases with treatment expenses claimed.

Ranking	Type of Illness	Number of Cases
1	Bone and Joint	55
2	Cardiovascular	38
3	Dental	31
4	GI	29
5	Skin	28
	Total	181 11% of all employees

4.1 Safety Activities Basic fire fighting

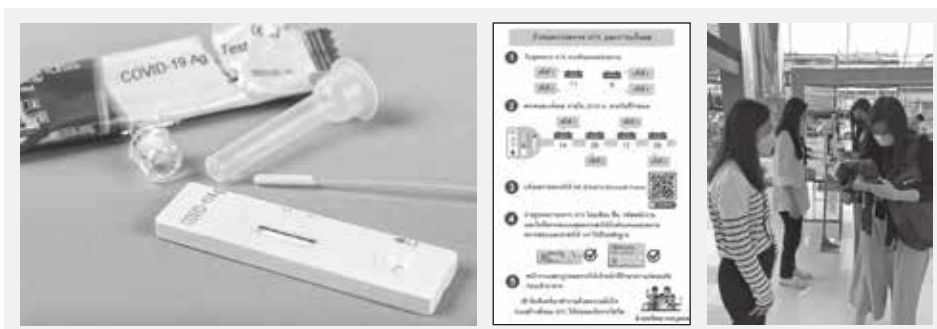


First Aid and CPR



4.2 Occupational Health

COVID-19 screening using an ATK every two weeks



Annual health checkup based on health risk factors

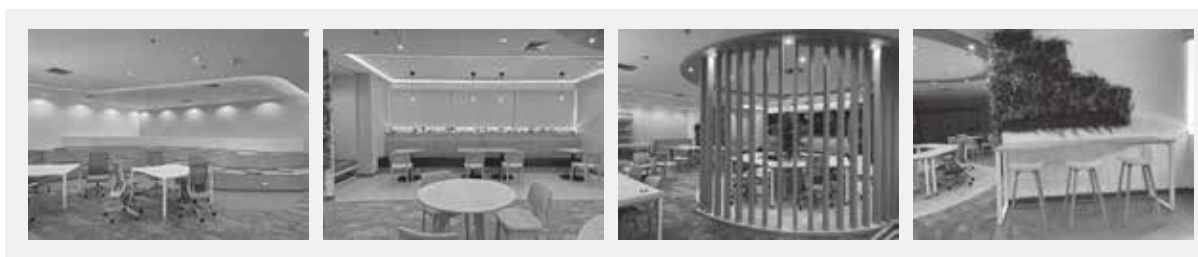


4.3 Work Environment

1. Increasing green areas and improving air quality with the addition of indoor plants at the headquarters



2. New co-working spaces to spark ideas and foster knowledge sharing



5. Community Engagement

We engage local communities and the public sector to minimize our impact on them. We focus on programs that contribute to their development or provide sustainable social solutions through business processes. In 2021 we conducted the following activities:

1. Sahapat Admission

Thailand's economy is highly competitive. Human resource development is vital for creating an advantage over competitors. Sahapat Admission helped prepare students for university and foster educational equality nationwide.



2. Honest Society

Sahapat campaigned to promote honesty across Thailand, believing it to be the foundation of goodness in society. Although the campaign focused on children, we hoped its impact would be nationwide. We also hoped that honesty would bring about benevolence and make honesty the new reputable face of Thai society.



3. Sahapat Gives Back to Children Project

Sahapat carried on the Sahapat Gives Back to Children Project – Little Heroes for the fifth consecutive year. The project highlighted good children who could inspire Thai society. We selected children who demonstrated goodness, fairness, and honesty and recognized them as role models. We instilled good values and fostered desirable behaviors. We expect these children to help reduce environmental problems in the future.



4. Dr. Thiam Chokwatana Foundation's Scholarships for Employees' Children

Through Dr. Thiam Chokwatana Foundation, we provided scholarships to 25 children of our employees', ranging from primary schoolers to university students. We hoped to lessen our employees' burden and improve access to education for those who would one day become the driving force behind Thailand's development.



5. Funds for People Living with Disabilities

People living with disabilities are an integral part of society. That's why we have established funds to assist them with career development, which will allow them to earn a living, rely more on themselves, have a better quality of life, and live with dignity.

Agencies	Details	2019	2020	2021	Total
1. Guidelight (2017–2019) Vulcan (2020–2021)	1. Study materials for visually impaired students 2. Audio transcription for AI development (started in 2020)	20	30	30	80
2. Nong Prue Municipality	Community convenience store	4	2	2	8
3. Royal Thai Army	Community convenience store	7	2	2	11
4. Ayutthaya Schools	People with disabilities hired to work at local schools	3	-	-	3
Total		34	34	34	102

6. Pracharath Project

The Saha Group's Pracharath Project plays a part in Thailand's sustainable development by elevating the level of professional quality and society. Sahapat itself focuses on improving access to educational opportunities for Thai high schoolers in every region of Thailand through Sahapat Admission



7. Blood Donation with Thai Red Cross Society

Sahapat organizes blood donations every quarter or four times a year with help from the Thai Red Cross Society to encourage its employees to help fellow human beings. Our workers have actively participated in these events. Unfortunately, we had to cancel our blood donation in 2021 due to COVID19. We will resume when it is safe to do so.



6. Stakeholder Engagement (Stakeholder Activities)

Stakeholder engagement allows us to learn about stakeholders' issues of concern and expectations. It enables us to meet social expectations and create long-term value for all stakeholders. Sahapat has always focused on engaging key stakeholders to foster cooperation and overcome obstacles together, especially in times of crisis, and maintain a good relationship with these stakeholders. In 2021 we organized activities to promote stakeholder engagement:

We have provided support for individuals affected by COVID-19 since 2020 through these activities:

1. Sharing Is Caring Initiative

COVID-19 affected not only Thai people's health but also their pockets. Many workers suddenly found themselves unemployed or had their position and salary suspended for a time. The Dr. Thiam Chokwatana Foundation and Saha Group saw the Thai people's hardship and wished to help alleviate it somehow. We shipped MSG-free Sue Sat instant noodles to people's homes.



2. Negative Pressure Room Devices

Sahapat and the Federation of Thai Industries (FTI), through the FTI Fund Against COVID-19, donated devices to the General Police Hospital to create negative pressure rooms that would minimize the spread of COVID-19 among healthcare workers and patients.



Driving Business for Sustainability

3. “Sahapat Donates Negative Pressure Units

Sahapat and the Federation of Thai Industries (FTI), through the FTI Fund Against COVID-19, donated negative pressure units to the Bhumibol Adulyadej Hospital to minimize the spread of COVID-19 among healthcare workers and patients.



4. Sahapat Supports Vaccine for Thais

We supported the Vaccine for Thais program by the CU Enterprise Foundation of Chulalongkorn University, which seeks to develop a COVID-19 vaccine from tobacco leaves. With a donation of 500 per person, we contributed to helping Thailand recover from the pandemic.



5. Sahapat Donates to “Beds for COVID-19 Patients”

We donated 1 million baht to the “Beds for COVID-19 Patients” initiative at Vajira Hospital, helping build negative pressure rooms for critical COVID-19 patients.



6. Sahapat Fights COVID with Bangkok, Red Cross, Major, and The Mall

Thailand is still facing outbreaks of COVID-19. The end is nowhere in sight. The numbers of patients and deaths are on the rise. COVID-19 has also affected Thai people's life and the Thai economy. Thai people have to come together to stop the spread of the disease. We invited capable people to help Thailand fight against this pandemic. As for Sahapat, we have lent a helping hand since the start. This year, we worked with five organizations, namely, the Bangkok Metropolitan Administration's medical and health departments, the Thai Red Cross, Vajira Hospital, Major Cineplex, and The Mall, to provide support to frontline workers, COVID-patients, bedridden patients, people with disabilities, seniors, and people with paraplegia.



7. Grand Discount

Understanding people's hardship throughout the pandemic, we worked with Lotus to launch a campaign, collaborating with three manufacturers, namely, Thai President Foods, Lion, and Mitr Phol, to lower people's expenses and help them get through this crisis.



Summary

Sahapat has always been conscious of its corporate social responsibility. In 2021 we elevated it towards integrated sustainable development by linking our various activities together and aligning them with our business direction under economic, social, and environmental guidelines. This report has been prepared while referencing GRI Standards and the UN Sustainable Development Goals. We are committed to complying with global standards for reporting. In addition, we are committed to operating our business sustainably to cover the framework of the GRI Standards and the UN Sustainable Development Goals as much as possible.

5 The Company's General Information

5.1 Name / Office address / Telephone and Fax of other reference persons

Registrar Securities Thailand Securities Depository Co.,Ltd.
93 The Stock Exchange of Thailand Building
Rachadapisek Road, Dindaeng, Dindaeng,
Bangkok 10400
Tel. 0-2009-9000
Fax : 0-2009-9991

Auditor Mrs. Suvimol Krittayakiern
Certified Public Accountant No. 2982 and / or
Mr. Wirote Satjathamnukul
Certified Public Accountant No. 5128 and / or
Mr. Joompoth Piratanakorn
Certified Public Accountant No. 7645 and / or
Mr. Nopparoeck Pissanuwong
Certified Public Accountant No. 7764 and / or
Miss Suphaphorn Mangjit
Certified Public Accountant No. 8125
Office of D I A International Audit Co.,Ltd.
316/32 Sukhumvit 22, Klongtoey
Bangkok 10110
Tel. 0-2259-5300-2
Fax. 0-2260-1563, 0-2259-8956

5.2 The important information

The Company does not have other important information that significantly affects the decision of investors.

5.3 The legal dispute

The Company and its Subsidiaries no legal disputed.

6. Corporate Governance

6.1 Overview on CG Policy and Guidelines

The Board of Directors faithful and observe to the principles of good corporate governance continually to oversees that the Company operates on the foundation of good corporate governance principles and adheres to ethical business practices to ensure transparency and efficiency, as well as to garner trust from stakeholders. The Board of Directors understands that, as a governing body of the Company, it has the responsibility to ensure good corporate governance for the benefit of the Company in the long run. In other words, competitiveness and good long-term operating results will be brought about by operating ethically, respecting every group of stakeholders and upholding the Company's responsibility towards them, contributing to society, developing for the sake of environmental impact minimization and ensuring adaptability amid changes.

The Board of Directors has established a working team to devise the Corporate Governance Policy, Corporate Governance Principles, Business Code of Conduct, and Code of Conduct for Directors, Executive Officers and Employees. These have been formulated in conformity with the Corporate Governance Code for listed companies 2017. They comprise the following:

- **The Good Corporate Governance Principles**

The Board of Directors thereby prescribes the following Good Corporate Governance Policy as practical guidelines for all directors, executive officers, and employees which covers the 8 Good Corporate Governance Principles as follows:

1. All directors, executive officers, and employees shall be fully committed to the application of the Corporate GovernanceCode, Business Ethics, and Code of Conduct for Company Directors, Executive Officers, and Employees.
2. All directors, executive officers, and employees shall perform their duties responsibly, prudently, earnestly, and honestly in accordance with relevant laws, Articles of Association, and notifications.
3. Action shall be taken to ensure that the Company's management structure contains clear prescriptions of powers, duties, and responsibilities of each committee and executive officer.
4. There shall be a suitable internal control system and an appropriate risk management system, as well as an accurate and reliable accounting system and financial statements.
5. Information shall be disclosed in a sufficient, reliable, and timely manner to the extent that legitimate interests of the Company are not prejudiced.
6. Shareholders' ownership rights shall be appreciated and respected. Shareholders shall be treated equitably.
7. Undertakings shall have regard to the Company's responsibilities towards its shareholders, stakeholders, communities, society, and the environment.
8. All shall strive towards business excellence with commitment to customer satisfaction created by being attentive and conducting self-assessment to enhance management capabilities and continually promote productive creativity.
9. Virtue, ethics, and good values shall be instilled. Employees shall be treated fairly with a commitment to develop and enhance their capabilities.
10. Dishonest conduct, corruption, and intellectual property violation shall be suppressed. Laws and human rights shall be respected.
11. Conflicts of interest shall be dealt with prudently and reasonably with due regard to the Company's interests.

- **The 8 Good Corporate Governance Principles**

Principle 1 The Board of Directors shall be aware of its eadership roles and responsibilities in the creation of the Company's sustainable prosperity.

Principle 2 The Board of Directors shall define the Company's objectives to ensure sustainability.

- Principle 3 The Board of Directors shall strengthen its effectiveness.
 - Principle 4 The Board of Directors shall nominate and develop senior executive officers and ensure good people management
 - Principle 5 The Board of Directors shall nurture innovations and responsible business practices.
 - Principle 6 The Board of Directors shall provide an adequate system of risk management and internal control.
 - Principle 7 The Board of Directors shall ensure information disclosure and financial integrity.
 - Principle 8 The Board shall encourage engagement and communication with shareholders
- **Business Ethics**
 - **Code of Conduct for Directors, Executive Officers, and Employees**

6.1.1 Policy and Guidelines for the Board

The Company's Board of Director shall comprise the person who has knowledge, expertise, and experience considered beneficial to the company. They shall devote their time to their duties and endeavor to perform them well. The Board is appointed by shareholders to oversee the company's operations; the Board determines criteria for nomination and remuneration for directors and executives; the board is independent of the management; the Board in turn appoints a management team responsible for business operations; the specific committees to oversee the delegated specific matters; the performance of the committees and sub-committees is assessed and supervising subsidiaries and associated companies and shall assign the Company Secretary to manage meetings and compliance with laws and regulations. The policy and guidelines for the Board consistent with the 8 corporate governance principles of practice of the SEC are as follows:

- **Nomination of Directors:** The Board of Directors shall ensure that the selection and nomination of directors be transparent, resulting in the desired board composition, to the Company's business operations for sustainable growth, the policy and practical guidelines are as follows:

- 1) Establish a Nomination Committee.
- 2) The Nomination Committee shall meet to determine the nomination criteria and process to ensure that elected board members possess the appropriate qualifications, knowledge, and expertise.
- 3) Afford shareholders the opportunity to nominate directorial candidates.

- **Determination of remuneration of Directors:** When proposing directors' remuneration to a shareholder meeting for approval, the Board shall consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, reflects their individual and company performance, and provide incentives for the Board to lead the Company to achieve its short- and long-term objectives and propose the structure and remuneration rates for the Company's directors for shareholders to approve annually. The policy and practical guidelines are as follows:

- 1) Appoint a Remuneration Committee.
- 2) The remuneration of the Board shall reflect each member's accountability and responsibilities, in addition to being comparable to the practice of other companies in the industry.
- 3) The structure and rate of the Board's remuneration, as well as other benefits, shall require shareholders' approval.
- 4) Disclose its remuneration policy and criteria that reflect the duties and responsibilities of each individual with details of compensation structure according to the position and type of directors and disclose the amount of remuneration for all forms of directors.

- **The Board of Directors shall nominate and develop senior executive officers:** The Board shall afford a proper mechanism for the nomination and development of president and senior executive officers, making certain that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives and shall ensure that each of its member understand his or her roles and responsibilities, the nature of the business, the Company's operations, and relevant laws. The Board shall encourage all directors to regularly bolster any skills and knowledge necessary for their posts. The policy and practical guidelines are as follows:

- 1) Nominate or assign the Nomination Committee to nominate a candidate with the desired qualifications for the post of the President.
- 2) Task the President with overseeing the suitability of senior executive officers.
- 3) Ensure business continuity. To this end, succession plans shall be developed for the posts of the President and other senior executive officers. The implementation of these plans shall be reported to the Board at least once a year.
- 4) Encourage the President and other senior executive officers to continuously undergo any training relevant to their roles.
- 5) Require the President and other senior executive officers to report their directorships or executive posts at any other company to the Chairman of the Board and the Chairman of Audit Committee through the Company Secretary.
- 6) A newly appointed director shall undergo orientation, which includes the following:
 - Any information that may benefit his or her directorial role;
 - Business directions (objectives, target, vision, mission, and organizational values); and
 - Roles and responsibilities, as well as directorial remunerations and other benefits.
- 7) Regularly receive the necessary training, any of which shall be disclosed in the corresponding annual report.
- 8) Possess the knowledge and understanding of relevant laws, regulations, standards, risks, and business-related environment. The Board shall always stay up to date on such information.

- **Board Meetings:** The Board shall ensure the effectiveness of its performance and have access the necessary information. The Board shall appoint a person with the desired qualifications, knowledge, skills, and experience to support the Board as "Company Secretary". The policy and practical guidelines are as follows:

1. Shall be scheduled of all year in advance. The company secretary informs the meeting schedule for the whole year to the board of directors for acknowledgment since the end of the year before the next year's meeting to afford each director sufficient time to arrange to attend.
2. Meet at least six (6) times per fiscal year.
3. Provide a mechanism that allows each board member and management to propose relevant topics to be included on the meeting agenda.
4. Oversee that relevant meeting documents be sent to each director at least seven (7) business days before the meeting.
5. Encourage the President and other executive officers to attend board meetings to present additional information and details on matters for which they are directly responsible.
6. Shall be able to request additional information from the President, Company Secretary, or a designated executive officer within the framework of the established policy. If necessary, the Board shall be able to seek independent professional advice, the expenses for which shall be absorbed by the Company.
7. Non-executive directors shall be able to meet, as many times as necessary, among themselves without management to debate their concerns and report the outcome of their meeting to the President.
8. Appoint a Company Secretary with duties pursuant to the Securities and Exchange Act and provide any training and education relevant to his or her ability to serve in this capacity.

- **Remuneration for Management:** The Board shall ensure that an appropriate compensation structure and performance evaluation are in place. The policy and practical guidelines are as follows:

- 1) Establish the President's compensation structure:
 - Short-term benefits, such as monthly salaries, bonus, and pension, based on the Company's performance and the President's performance evaluation.
 - Long-term benefits, such as contribution to the Provident Fund, retirement compensation, and ESOP.
- 2) Assign the Chairman or the Chairman of Executive Board to communicate the following evaluation results to the President:
 - The year's performance evaluated against the year's objectives and the previous year's performance
 - The Company's financial liquidity and economic condition in comparison with other businesses in the same sector.
- 3) Task the President with evaluating senior executive officers and other personnel in accordance with the predetermined performance evaluation criteria.

In this regard, the Board of Directors determines the structure and remuneration rates for each type of directors and executives to be appropriate for their responsibilities and motivate the Board of Directors to lead the organization to achieve both short-term and long-term goals. and can be compared with the level of practice for the industry by proposing the structure and remuneration of the directors for the shareholders to approve. Details on remuneration for directors and management are reported under Section 2: "7.4.2 Policy on Remuneration for Management"

- **Independence of the Board:** The board shall consider, express opinions on, and vote for activities under their authority. The independence of the Board must be emphasized in order to protect the shareholders and the company's benefit. The policy and practical guidelines are as follows:

- 1) The ratio between executive and non-executive directors shall support proper checks and balances. The majority of the Board shall be non-executive directors, who shall exercise objective and independent judgement on the work of management.
- 2) The number and qualifications of independent directors shall meet the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Board shall afford independent directors the ability to work efficiently with the rest of the directors and to exercise objective and independent judgement.
- 3) Clearly define the roles and responsibilities of the President and management, as well as ensure that the President and management properly perform their duties.
- 4) The Company shall not have a shareholders' agreement that hinders the duties of the Board.

- **Role, Responsibilities, and Authority of the Board:** The Board shall place a great deal of importance on its awareness of its roles and responsibilities as leaders of the Company and as caretakers of shareholders' and stakeholders' interests. To this end, the Board shall establish both present and long-term business strategies and directions. The Board shall also ensure the transparency of the Company's operations as added value on the road towards sustainability. The policy and practical guidelines are as follows:

- 1) Determine the Company's vision and mission statements, objectives, targets, strategies, operational policies, and budgets. Board members shall freely express their opinions while conducting an annual workshop with senior management to establish directions for the Company.
- 2) Develop a business model for sustainable value creation for the Company itself, its stakeholders, and society

- 3) Ensure that all directors and executive officers perform their fiduciary duties responsibly and prudently, pursuant to applicable laws, rules, and regulations.
 - 4) Provide adequate systems and mechanisms to ensure that the Company complies with applicable laws, Articles of Association, related notifications, and resolutions passed at general meetings of shareholders, as well as established policies and guidelines. In addition, any major transaction shall be approved through a due process pursuant to the rules of law.
 - 5) Supporting and encouraging good corporate governance, respect for and responsibility towards shareholders and stakeholders, benefits to society, eco-friendly developments, the minimization of environmental impact for the benefit of society at large.
 - 6) Oversee that the Company's long-term objectives are communicated to policies, goals, and operating directions for employees at all levels to acknowledge, communicated and instilled in the mind of all levels of personnel, engraining them as part of the organizational culture.
 - 7) Monitor and assess the Company's performance. In this regard, management shall be tasked with preparing and presenting a performance report to the Board at least once every quarter.
 - 8) While evaluating the Company's performance, the Board shall consider not only its financial results but also other factors, such as the Company's ethical conduct and environmental impact, by reviewing and approving the proposed environmental management and corporate social responsibility policies.
 - 9) Play a leading role in creating and driving forward a steadfast organizational culture of ethical conduct. As leaders, board members shall serve as role models and set an example of compliance with good corporate governance principles.
 - 10) Provide the company has a written a good corporate governance policy. Business Ethics and the Code of Conduct for Company Directors, Executives and Employees and supervise the communication so that all directors, executives and employees understand There is a mechanism that facilitates practice as well as to follow up on the results of the practice and regularly review policies and practices.
 - 11) Strategies and revenue targets shall be established in accordance with the Company's risk appetites and tolerances under the change factor.
 - 12) Make All directors, executive officers, and employees shall perform their duties responsibly, prudently, earnestly, and honestly in accordance with relevant laws, Articles of Association, and notifications.
 - 13) Encourage innovation and promote the use of innovation and technology to enhance competitiveness and to respond to stakeholders' expectations without compromising its social and environmental responsibilities.
 - 14) Ensure the proper allocation of resources and see to the effective control of operations, as well as monitor the progress of operations according to the annual plan.
 - 15) Appoint a Company Secretary with duties pursuant to the Securities and Exchange Act and provide any training and education relevant to his or her ability to serve in this capacity.
- **Role and Duties of the Chairman:** The Board shall select a suitable member as its Chairman, as well as oversee that its composition and exercise of power allow the Board to objectively and independently exercise judgement on corporate affairs. The policy and practical guidelines are as follows:
 - 1) The Chairman's roles and responsibilities shall be distinct and separate from those of the President to establish effective checks and balances of power:
 - Chairing any general meeting of shareholders; Chairing any board meeting; Casting the deciding vote to break a tie; Calling board meetings and establishing meeting agenda in tandem with the President.

- The President's roles and responsibilities shall be determined by the Board
- Define the measures should the Chairman and the President be the same person such as in the event of a conflict of interest, the Chairman or President shall be barred from the meeting and have no right to vote on that particular agenda item.
- **Establishment of Specific Committees:** To ensure thorough and efficient examination of key operation, the Board has established sub-committee to assist and support of specific duties of the Board of Directors, the following five sub-committees, namely the Audit Committee, Nominating and Remuneration Committee, Corporate Governance Committee, Enterprise Risk Management Committee and Executive Committee. The policy and practical guidelines are as follows:
 - 1) Provide charters for itself and for each of the committees, by which the roles and responsibilities of directors are defined. These charters shall serve as points of reference for every director. Each charter shall be reviewed at least annually.
 - 2) Disclose the roles and responsibilities of the Board itself and of its committees, the number of meetings, and the number of directors in attendance over the course of the year. The Board shall also report the performance of each committee.
- **Directors' Development:** The Board shall ensure that each of its member understand his or her roles and responsibilities, the nature of the business, the Company's operations, and relevant laws. The Board shall encourage all directors to regularly bolster any skills and knowledge necessary for their posts. The policy and practical guidelines are as follows:
 - 1) A newly appointed director shall undergo orientation, which includes the following: any information that may benefit his or her directorial role; Business directions (objectives, target, vision, mission, and organizational values); and Roles and responsibilities, as well as directorial remunerations and other benefits.
 - 2) Directors shall regularly receive the necessary training, any of which shall be disclosed in the corresponding annual report.
 - 3) Possess the knowledge and understanding of relevant laws, regulations, standards, risks, and business-related environment. The Board shall always stay up to date on such information.
- **Evaluation of the Performance of the Board of Directors and sub-committee:** The Board shall conduct a formal annual performance evaluation of itself and its committees. The evaluation results shall be used to strengthen their future performance and use as a framework for improving the performance of duties of the Board of Directors. The company determines the criteria for evaluating the performance of the Board of Directors and sub-committees, in accordance with the guidelines set by the Stock Exchange of Thailand and in accordance with international principles. The policy and practical guidelines are as follows:
 - 1) The performance of the Board and its committees shall be evaluated at least once a year.
 - 2) Disclose performance evaluation results, whether as a whole or as individuals, in the corresponding annual report.
 - 3) Use evaluation results to improve its and its committees' performance.
- **Governance of Subsidiaries and Associated Companies:** The Board shall ensure that the Company's governance framework and policies appropriately extend to and are accepted by subsidiaries and other businesses in which it has a significant investment. The policy and practical guidelines are as follows:
 - 1) Consider and establish a subsidiary's governance policies, including:
 - The appointment of a director, executive officer, or another authoritative post to a subsidiary. The senior executive team of the investing Company shall consider a director or an executive officer from within the group who possess the knowledge, ability, and expertise in the subsidiary's business to represent the Company as an investor or in compliance with the joint-venture agreement.

- The scope of duties and responsibilities of the position in 1) The Board shall also have the representative to oversee that the subsidiary's operations comply with its own policies. If the subsidiary has other investors, the Board shall require the Company's appointed representative to perform his or her role in the subsidiary's in the best interest of the subsidiary while maintaining compliance with the Company's policies.
 - The suitability and adequacy of the subsidiary's internal control, along with the conformity with relevant laws and regulations of all transactions.
 - The disclosure of the subsidiary's financial information, operating results, related party transactions, acquisition and disposition of assets, other important transactions, capital increases or decreases, termination, etc.
- 2) For any significant investment in a business, the Board shall make certain that the shareholders' agreement or another agreement in place clearly defines the Company's ability to manage the subsidiary's affairs, partake in major decisions, and monitor the subsidiary's performance, which will enable the Company to prepare its financial statements in a timely manner and in conformity with relevant standards.

6.1.2 Policy and Guidelines Related to Shareholders and Stakeholders

The Board shall define or oversee that the Company's long-term objectives promote sustainability by creating value for the Company itself, in extension to its customers, stakeholders, and society at large. Which corresponds to creating value for the company, customers, stakeholders and society as a whole Follow up to ensure that the management operates business in a socially and environmentally responsible manner does not violate the rights of stakeholders. The company specifies policies and guidelines related to the Board of Directors, to be in line with the 8 Good Corporate Governance Principles of the SEC, the details are as follows:

- **Shareholder Care:** The Board of Directors recognizes and respects ownership rights of shareholders Responsible for upholding the interests of shareholders and stakeholders Treat shareholders equally; shall promote the exercise of shareholders' rights; shall afford shareholders the opportunity to participate in the decision-making process involving significant corporate matters; shall ensure that shareholder meetings are held properly, transparently, and efficiently, and that all shareholders are able to exercise their rights completely in accordance with the provisions of the law; and the Board shall ensure accurate and complete disclosure of shareholder resolutions and preparation of the minutes of any shareholder meeting. The policy and practical guidelines are as follows:

- 1) Afford shareholders the opportunity to nominate directorial candidates.
- 2) Ensure that it does not consciously approve any transactions or propose any transactions for shareholders' approval that could negatively affect business continuity, financial liquidity, and solvency.
- 3) Oversee that management establishes a dedicated Investor Relations department or officer to communicate with shareholders stakeholders, investors, analysts or the media in an appropriate, equitable and timely manner.
- 4) Recognize and respect the ownership rights of shareholders and shall not act in any manner to violate or deprive shareholders of these rights. The Board shall justly serve as caretakers of shareholders' interests and shall encourage shareholders, whether they be majority or minority or institutional shareholders from Thailand or overseas, to exercise their rights, including their basic rights as shareholders, their right to access sufficient information in a timely manner, and their right to attend any shareholder meeting during which corporate directions and major decisions are made.

- 5) Ensure that the agenda of any general meeting of shareholders comply with the Company's Articles of Association and relevant laws. Explanations and reasons shall accompany each agenda item in the meeting notice.
- 6) Afford minority shareholders an opportunity to propose an agenda item and/or nominate a directorial candidate to be elected at a general meeting of shareholders.
- 7) Allow shareholders to submit questions prior to the meeting.
- 8) Ensure that the notice of a general meeting of shareholders and related documents contain complete and correct information and be made available in both Thai and English on the Company's website at least 30 days before the meeting.
- 9) Encourage all shareholders to exercise their rights. The notice of a general meeting of shareholders and related documents in both Thai and English shall be delivered to them in advance to afford them sufficient time for consideration.
- 10) Treat every shareholder equitably. Every share of the same type has the same voting right, which is one share per vote.
- 11) Allow shareholders who are unable to attend a shareholder meeting in person to assign a proxy to attend and vote on their behalf. The Board shall facilitate the process by using a proxy statement form that allows shareholders to specify their votes in advance and by nominating at least one independent director as a proxy choice for shareholders.
- 12) Consider shareholders' interests before setting a meeting's date, time, and place.
- 13) Ensure that no action is taken to limit shareholders' attendance.
- 14) Use information technology to facilitate shareholder meetings.
- 15) Adhere to the following shareholder meeting regulations:
 - The Chairman of the Board shall preside over a shareholder meeting.
 - No agenda items shall be added without prior notice.
 - Directors, committee chairpersons, the Chief Financial Officer, and other relevant executive officers are required to attend shareholder meetings.
 - The number and ratio of shareholders attending in person to shareholders attending via proxies, meeting procedures, voting instructions, and vote-counting process shall be made known to the meeting before its commencement.
 - Each director shall be individually elected by shareholder votes.
 - The authority to approve directors' remuneration shall lie with shareholders.
 - Ballots shall be used for voting, and there shall be independent witnesses during the vote counting process.
- 16) In the agenda on the remuneration of the directors, the Company has established a policy for determining remuneration and criteria for remuneration for each director position. and the amount of remuneration for directors in all forms for information for consideration of shareholders.
- 17) Disclose shareholder resolutions and voting results of each agenda through the designated channel of the Stock Exchange of Thailand and on the Company's website by the next business day.
- 18) Oversee that the minutes of a shareholder meeting include the following: meeting and voting instructions; names of directors, committee members, and executive officers present and absent; each agenda item's voting result; and every question and answer. The minutes shall be made available on the Company's website.
- 19) Ensure that the minutes of every shareholder meeting is submitted to the Stock Exchange of Thailand within 14 days from the meeting date and to the Department of Business Development, Ministry of Commerce, within the legally required period.

- **Insider information usage control:** Company policy to prevent the use of inside information, and measures to prevent inside information to the availability for yourself and others wrongfully. Insider information usage control is a responsibility directors, executives and staff have towards the company and shareholders. They must be individuals of integrity, accountability and moral consciousness. Under no circumstance should they exploit their authority for the benefit of themselves and/or others. The policy and practical guidelines are as follows:

- 1) Directors, executive officers, and employees with insider information shall be prohibited from trading Company's securities during the 1-month period prior to public disclosure of the Company's financial statements and 24 hours, after the Company's financial statements disclosure.
- 2) The most serious disciplinary punishment established in the company regulation is the termination of employment. All directors, executives and staff are aware of this and act accordingly.

- **Conflicts of Interest:** The Board of Directors has established a policy to deal with conflicts of interest that may arise between companies with company directors, management or shareholders including the prevention of unreasonable use of assets of the Company information and opportunities and transactions with those who are related to the Company. The policy and practical guidelines are as follows:

- 1) Provide an information security system, which includes policies and procedures on the confidentiality, integrity, and availability of such information, as well as market-sensitive information. The Board shall oversee compliance by any directors, senior executive officers, employees, and outsiders with access to such information.
- 2) Manage and monitor any transaction with a potential conflict of interest, as well as provide guidelines and procedures to make certain that such a transaction will be made in conformity with the legally prescribed procedure and information disclosure requirements in the best interest of the Company and the majority of the shareholders. Any party with a vested interest in a particular transaction shall be excluded from the decision.
- 3) Require all directors to report their personal stake in a particular agenda item that will constitute a conflict of interest before the commencing the consideration of the item. Such a report shall be recorded in the minutes. The director(s) in question shall be excused from the meeting for the time being and shall cast no vote on that agenda item.

- **Responsibility to Stakeholders:** The Board shall consider long-term effects, ethical business practices, respect for and responsibility towards shareholders and stakeholders, benefits to society, eco-friendly developments, the minimization of environmental impact, shall determine the good corporate governance policy for the Company's directors, executives and all employees to adhere to it as a guideline for the operation, shall define or oversee that the Company's long-term objectives promote sustainability by creating value for the Company itself, in extension to its customers, stakeholders, and society at large. The Board shall ensure that management operates the Company's business with due regard to corporate social and environmental responsibility and without infringing upon the rights of any stakeholder. These efforts will allow every department to contribute to the achievement of objectives and targets in a sustainable manner, which is reflected in the operational plan and In the event of financial difficulties, the Board shall ensure that the Company has a mitigation plan or mechanism in place. Stakeholders' rights shall always be taken into consideration. The policy and practical guidelines are as follows:

- 1) Ensure that the President and management properly perform their duties undertakings shall have regard to the Company's responsibilities towards its shareholders, stakeholders, communities, society, and the environment
- 2) While evaluating the Company's performance, the Board shall consider not only its financial results but also other factors, such as the Company's ethical conduct and environmental impact, by reviewing and approving the proposed environmental management and corporate social responsibility policies.

- 3) Develop a business model for sustainable value creation for the Company itself, its stakeholders, and society, taking into consideration the following factors:
 - the Company's ecosystem, including changes to business conditions and opportunities, and the Company's effective use of innovation and technology;
 - the needs of its customers and stakeholders; and
 - its available competitiveness, skillfulness and opportunity/risk of business.
- 4) Oversee that the Company's long-term objectives are communicated to and instilled in the mind of all levels of personnel, engraining them as part of the organizational culture.
- 5) Make certain that the Company's strategies and plans take into account the business environment and risk factors that may affect its stakeholders throughout the supply chain, including factors that may affect the achievement of the Company's long-term objectives. To this end, the Board shall;
 - clearly define the method, process, and channel by which stakeholders may engage or communicate with the Company, enabling the Company to identify the interests of each stakeholder group accurately or as close as possible;
 - identify internal and external stakeholders; and
 - identify stakeholders' expectations in order to analyze potential impacts on the Company and on the stakeholders themselves. These shall be ranked in order of importance and dealt with accordingly.
- 6) Encourage innovation and promote the use of innovation and technology to enhance competitiveness and to respond to stakeholders' expectations without compromising its social and environmental responsibilities.
- 7) While in the process of approving financial and non-financial targets, the Board shall take into account the Company's business environment and potential while ensuring compliance with good corporate governance.
- 8) Make certain that the Company's annual objectives, targets, and plans are thoroughly communicated to everyone throughout the organization.
- 9) Ensure the proper allocation of resources and see to the effective control of operations, as well as monitor the progress of operations according to the annual plan
- 10) Recognize and respect the rights of its various groups of stakeholders. Pursuant to the rules of law or to any agreements made with the Company, the Board shall ensure the protection of stakeholders' rights and that all stakeholders be treated equitably. In this regard, the Board shall devise policies to serve as guidelines for the treatment towards each group of stakeholders and shall take into account the interests of communities and society, benefits to the environment, sustainable development, anti-corruption efforts, intellectual property protection, and respect for fundamental human rights.
- 11) Support the preparation of the corporate social responsibility report, which shall be included in the annual report.
- 12) Afford all groups of stakeholders a channel and process by which they may submit a report or complaint about a matter that may result in damage to the Company, the accuracy of financial reports, or unequitable treatment.
- 13) Devise a whistleblower protection policy or set of guidelines, it's matters that may cause damage to the company or unfair, which shall appear in the Business Ethics and the Code of Conduct for Directors, Executive Officers, and Employees.

- 14) Ensure that the Company has sound financial mitigation plans that consider stakeholders' and creditors' rights. The Board shall diligently monitor the mitigation process through regular reports from management.
- 15) Consider the appropriateness of the Company's information disclosure on its legal compliance; ethical business practices; code of conduct for directors, executive officers, and employees; anti-corruption policy; treatment of employees and other stakeholders, including equitable treatment and respect for human rights; and social and environmental responsibilities. Such disclosure shall be aligned with national or international reporting standards. For instance.
- 16) Ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements, shall be in conformity with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as other relevant laws.
- 17) Oversee management's establishment of a dedicated Investor Relations department or officer, who shall be responsible for suitable, equitable, and timely communication with shareholders, stakeholders, investors, analysts, and the media.

Rights of Shareholders

1) The Company appreciates and respects the ownership rights of shareholders. Do not take any other action to violate or infringe the rights of shareholders. The interests of shareholders are fairly safeguarded and the exercise of rights by all shareholder groups are supported and promoted, whether domestic or foreign, major shareholders, minority shareholders or institutional shareholders, incorporating both the fundamental rights of shareholders, access rights to information in a sufficient and timely manner, and the right to attend shareholders' meetings to determine directions for operations and decisions on matters having a significant impact on the Company.

2) The Board of Directors provides opportunities for shareholders to propose items to be included in the meeting agenda and submit questions prior to the shareholders' meeting day. Rules for the proposal of agenda item and advance submission of questions have been published in the Company website.

3) The Board of Directors ensures that information pertaining to the date, time, venue and agenda of the meeting are provided together with explanations and reasons supporting each agenda in the notice of the general meeting of shareholders. The shareholders' meeting venue shall be conveniently accessible

4) The Board of Directors has granted shareholders with the authority to approve the remunerations of Company Directors on a yearly basis.

5) The Board of Directors promotes the use of technology in shareholders' meetings in order to promote accuracy and speed. Votes are taken for each item on the agenda. Shareholders are given the right to elect Company Directors individually and ballot papers are used and independent overseers of the vote count are engaged.

6) The Board of Directors publishes shareholders' meeting resolutions along with the voting results for each agenda on the Company website on the next business day.

7) The Board of Directors prepares minutes of the shareholders' meeting. The minutes provide an explanation of voting procedures, list of Company Directors, members of Company Committees, and Executive Officers present and absent from the meeting, the voting results in each agenda together with questions and answers. Items which have not been specified in the meeting notice are not added to the agenda. The minutes are published on the Company website.

In addition to the basic rights, the Board of Directors takes into account the statutory rights of shareholders and engages; ensures that their rights are not violated or subjugated; and facilitates the exercise of their rights as follows;

- **The Right to be informed**

All shareholders have an equal right to be informed. Therefore, information is made available to shareholders in English and in Thai via the Stock Exchange of Thailand and our website at www.sahapat.co.th. This is to ensure that the shareholders are well informed of matters such as operational results, related transactions, significant sales and purchases of assets, names of ten major shareholders as of registration book closing date for the purpose of an annual general meeting, shareholder meeting minutes within 14 days after the meeting, and other information necessary for their decision making.

- **The Right to attend the shareholder meeting**

The Company makes arrangements for the shareholders general meeting annually within four months from the last day of an accounting year. The date, time, venue and format chosen must not be an obstacle for the participation by the shareholders. This is so in order to facilitate and encourage all groups of shareholders to attend the shareholders' meeting, ensure that the shareholders are able to monitor the performance of the Company and Participate in voting and commenting.

In the year 2021, the 70th shareholder general meeting was held on Monday April 26, 2021 at Montien Riverside Hotel, No.372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 with map at the meeting notice. In addition to choosing a place for holding the shareholders' meeting taking into account the convenience of shareholders' travel, the company is also aware of the safety of the shareholders' health as a priority. Under the circumstances of the epidemic of the COVID-19. The company has prepared a meeting room of an appropriate size. have a distance and can adequately accommodate the attendees as well as complying with the policy and measures to prevent the transmission of the COVID-19.

Before the Shareholders' meeting day

- The company notifies through the information dissemination system of the Stock Exchange of Thailand to provide opportunities for minority shareholders. Propose matters for inclusion as a meeting agenda and/or nominate a person to be considered for election as a company director

At the 2021 Annual General Meeting of Shareholders', the company has publicized the criteria and channels for proposing matters for inclusion in the meeting agenda and/or nominating persons to be considered for election as company directors. on the company website From November 11, 2020, by specifying a period for shareholders to propose matters for inclusion in the meeting agenda and/or to nominate persons to be considered for election as the Company's directors from December 1 to 30, 2020. The result was that there were no suggested agendas and/or nominated candidates, propose by shareholders.

- The Company has publicized the resolution of the Board of Directors Meeting to convening the 70th General Meeting of Shareholders on April 26, 2021. Meeting agendas in both Thai and English, were made available via the information system of the Stock Exchange of Thailand and via the Company's website at www.sahapat.co.th for the information of the shareholders five weeks prior to the meeting date.

- The company discloses information on the date, time, location and agenda of the meeting in the notice of the meeting with specified objectives facts and reasons including the opinions of the Board of Directors and related sub-committees, in every proposed agenda. In the annual general meeting of shareholders. The Company requires that the notice of the meeting, together with supporting documents, be published at least 30 days in advance of the shareholders' meeting date for shareholders to acknowledge and study the information in advance before submitting such documents.

At the 2021 Annual General Meeting of Shareholders', the company has provided notice of the meeting on March 23, 2021 along with all relevant documents containing the same information as that on the Company's website, in both Thai and English, 34 days before the meeting for the shareholders' perusal.

- The company has delivered a notice of meeting with meeting documents; details of the Company's shareholders' meeting arrangements and minutes of the previous year's shareholders' meeting; Annual Report; Proxy Form B.; Profiles of persons nominated to be elected as directors of the Company; Information of the audit committee nominated by the company as a proxy; Map of the meeting venue; document description and evidence that shareholders must present at the meeting; Articles of Association relating to the meeting Shareholders and procedures for attending the meeting by assigned the Thailand Securities Depository Center Co., Ltd., the share registrar of the company to deliver the documents to the shareholders 21 days before the meeting. This is the sending of the invitation letter to the meeting by electronic means as prescribed by the Public Company Act (Revised Edition B.E. 2521) in all respects.

At the 2021 Annual General Meeting of Shareholders', the company has delivered a notice of meeting with meeting documents to deliver the documents to the shareholders 24 days before the meeting. As well, an announcement was published in a newspaper 3 days consecutive from April 7 to 9, 2021 before the meeting as prescribed by the Public Company Act.

Additionally, the shareholders could download the proxy form, Type A, Type B and Type C proxy forms are available, conforming to the Ministry of Commerce and recommendations or documentary evidence that the shareholders must prepare for the proxy appointment. including conditions for appointing other persons to vote/attend the meeting on behalf of shareholders, both Thai and foreign nationals from our website at www.sahapat.co.th.

- In the case of foreign or institutional shareholders, English translation is provided with the Thai original of meeting notice and supporting documents in order to encourage all shareholders and institutional shareholders to take part.

In 2021, two foreign shareholders have assigned persons to attend the meeting on their behalf.

On the meeting day

- Realizing the significance of shareholder meetings, the Board of Directors has made it a duty of all directors to attend the meeting, with the exception of the case where they are ill or pre-occupied by other important matter. A total of thirteen directors or 86.67% from total attended at the 70th annual general meeting of shareholders on April 26, 2021. Additionally, The Executives Director, Chief Financial Officer (CFO), Accounting Assistant Director and the company auditor served as witnesses for the voting and attended the meeting to answer relevant questions of the shareholders. The names of the Board of Directors and executives attend to the shareholders meeting have shown in the Minutes of the shareholders on website at www.sahapat.co.th.

- The Company has adopted the technology used in the Annual General Meeting to achieve accuracy. We have made attendance and voting as convenient as possible for the shareholders. The date, time and venue were carefully chosen.

- Shareholder can register their attendance in advance in as short a time as 2 hours before the meeting. Those arriving after the commencement of the meeting could still cast their vote on remaining agendas and were accounted for as part of the quorum from the agenda on which they first voted.

- An adequate number of staff was on hand to render assistance and a barcode system was employed to facilitate quick registration and to ensure validity of voting, including an independent person to monitor the vote count.

- Shareholders who were unable to attend the meeting could assign an individual or a member of the audit committee, who is an independent director, to attend the meeting on their behalf and to protect their rights.

- The company extends fair treatment to all shareholders. Prior to Commencement of the meeting, the Company's Secretary would report the number of attending shareholders and their collective shareholding ratio. Including explain how to vote and how to count the votes of the shareholders to vote on each agenda according to the law and the Articles of Association. To determine the right to vote according to the number of shares held by shareholders. One share is equal to one vote, and no shares have any special rights to limit the rights of other shareholders.

- Shareholder meetings allow shareholders to exercise their rights, to be informed of operational results and dividends, the shareholders approve the remuneration and the annual election of directors, including individually, as well as, to review and vote on matters as specified by the laws and the company's regulation.

- In case any shareholders came after the meeting has started already. The Company has the right to vote on the agenda is left unanswered the vote.

- At the meeting, The Chairman of the Board of Directors, serving as the chairman of the meeting, there would be no addition of new agendas or change of key information without prior notice to the shareholders. Adequate time would be allocated for the presentation of issues concerning each agenda. Shareholders are welcome to ask questions and give opinions freely on all agenda, the Board of Directors would provide a clear and concise response to the issue raised. Votes for each agenda are cast using the barcode system and the auditor would serve as the witness to the tally.

On the 70th annual general meeting of shareholders held on April 26, 2021, the Vice Chairman acted as the Chairman of the meeting on behalf of the chairman of the board who did not attend the meeting.

Setting the agendas at shareholder meetings

The company clearly sets the agenda for the meeting and approval is required for each issue separately. In the agenda concerning the Board of Directors The election of directors and directors' remuneration were separated into each agenda and in the case of the same agenda but have to request separate approval It is not considered a combination of the agenda and the Company has no case of adding any other agenda that is not specified in advance in the invitation letter for the shareholders' meeting that has already been sent to the shareholders. The important agendas for the shareholders' meeting are as follows:

- **Appointment of director**

The Company have provided shareholders the opportunity to nominate for the directorial election at the 2021 Annual General Meeting of Shareholder, there was not any proposal. The proposed candidate shall be approved by the Board of Directors. In case of independent director, he/she must possess the qualifications as stipulated by the Company and the notification of the Market Advisory Board. Candidate profiles are provided in the meeting invitation letter that informs to shareholders about the candidates' preliminary information, name-surname, age, education, work experience, positions in other corporations and whether or not such corporations' businesses are of the same nature, or competitive to the company's business, the category of directors being nominated, Criteria and methods of recruiting Type of director proposed for appointment such as Director/Independent Director/Non-Executive Director/ Executive Director. In the case where the candidate is a serving director, information will be provided on his/her meeting attendance in the previous year, the number of year(s) he/she has served in a directorial capacity. The candidates are screened by the Board of Directors.

- **Directors' remuneration**

The Board of Directors has granted shareholders the right to approve the remuneration of Company Directors on a yearly basis as well as to determine the criteria for remuneration payment to each member of the Company committees and the value of remuneration for approval by shareholders at the AGM. The proposal for consideration and approval is scrutinized by the Nomination and Remuneration Committee based on the Company's operational results, director's performance, appropriation value of remuneration approved by the AGM, the previous year's remuneration, as well as the director's authority, duties and responsibilities. The amount of remuneration paid in actual amount paid, method of payment and summary of amount paid to each individual on the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management and Anti-Corruption Committee are indicated in the One Report.

- **Appointment of auditors and determination of auditor's fees**

The company provided the auditor information completely and clearly for the shareholders' meeting to consider and approve the appointment of the Company's auditor, namely the name of the auditor proposed to appoint Auditing office to which the auditor is affiliated Experience, competence, and issues of auditor independence If proposed to appoint the former auditor, it will specify the number of years that have served as the auditor for the past company and compare the audit fees between the current year and the previous year including other service fees that are received from the auditing firm that the auditor is affiliated with the appointment of the auditor and the determination of the amount of the audit fee has been reviewed by the Audit Committee.

- **Dividend payment**

Information made available on this matter is dividend payment policy, the actual amount paid compared to that suggested by the policy, and, the comparison of dividends paid in the present year and previous year. In the case of an offer to refrain from paying dividends The company will disclose additional reasons for refraining from paying dividends.

After the meeting day

- Upon completion of the Annual General Meeting, The Company discloses to the public to shareholders and approved the results of the vote on each agenda. Through the website of the Stock Exchange of Thailand www.set.or.th and distributed through the company website www.sahapat.co.th on the day following the AGM.

- Detailed of Annual general meeting of shareholder minutes would be prepared with sufficient, clear, accurate and complete factual details. Included in this records the titles of all directors who attended, Sub-committees, Chief Executive Officer, Chief Finance Officer, Auditor who representative from the office attending the meeting and the auditors in counting the votes that are independent voting methods and vote counting methods were informed to shareholders prior to the commencement of the meeting according to the agenda and specifying that each agenda uses ballot papers or uses a system that helps in counting votes, including giving opportunities for shareholders to ask questions and express opinions; important explanations and summary of questions and responses or opinions. The particulars of each agenda are noted as they were stated at the meeting. The numbers of 'for', 'against' and 'null' votes on each agenda are also summarized. The minutes are reviewed by the Legal Department and the Chairman of the Board of Director before the latter endorses it in the capacity as the chairman of the assembly, and, subsequently submitted to the Stock Exchange of Thailand and the Securities and Exchange Commission. The minutes are also made available on our website www.sahapat.co.th in both Thai and English, within 14 days in order that shareholders may not have to wait until the next meeting to obtain the information. A copy of the minutes is submitted to the Ministry of Commerce within the timeframe specified by law.

- The Company records a video of the shareholders meeting and all proceedings throughout the meeting.

2) Customers: The Board of the Directors realize satisfied and confidence of our customers is the key which is leading to the achievement of sustainable companies. The following policies and guidelines have been prescribed in this regard. The policy and practical guidelines are as follows:

- Selection of quality products, safe for life and health of consumers with reasonable prices.
- No monopoly price moreover without the advertisements to be true
- Operated in earnest, honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets are maintained and not exploited for wrongful personal gains or for the gains of others.
- The Company does not demand, receive or consent to the direct or indirect receipt of properties or other dishonest benefits from customers.
- The Company quickly acted upon any complaints from customers and treats everyone in an unbiased manner.
- Develop products and services to satisfy the requirements of our clients, and, consistently add value to our products and services.

3) Trading partners: The Board of the Directors treats trading partners equitably and takes into account mutual interests by prescribing the following policies and guidelines as follows:

- The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards, and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.
- The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of oneself or of others.
- Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and services are jointly undertaken to promote mutual growth.
- The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy a loss prevention solution.
- The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements.

4) Trading competitors: The Board of the Directors operates under the provisions of law. The policy and practical guidelines are as follows:

- By following the rules of competition, fair-trade with regard to ethical business practices and competition law. Competitors and considered as part of the capacity building of the organization.
- The stability and strength do not damage the reputation of competitors

5) Creditors: The Board of the Directors is committed to undertaking business operations in a principled and disciplined manner in order to build the trust of creditors by prescribing the following policies and guidelines as follows:

- All creditor groups shall be treated equitably and fairly.
- Contracts and terms will be strictly adhered to.
- Operations will be administered to ensure the confidence of creditors in the Company's financial standing and credit rating.
- Financial standings shall be accurately and timely disclosed.
- In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

6) Employees: The Board of the Directors regarding employees as a valuable resource and a key factor in the Company's success, the Board of Directors shall adopt the following policies and guidelines as follow:

- Employees' human dignity and fundamental rights shall be respected at work. Employee data or confidential information shall not be disclosed or transmitted to third parties or unrelated persons.
- Employees shall be treated in accordance with the provisions of law, regulations, and articles governing the Company's operations
- Employment equality shall be promoted. There shall be no discrimination on the basis of gender, skin color, race, religion, age, disability, or any other status that is not directly related to work.
- Training and knowledge exchange shall be sponsored and promoted to encourage learning and skill development throughout employment; The Company shall seek to strengthen employees' career security and offer opportunities for advancement pursuant to each person's potential.
- Employees' participation in the determination of the Company's direction and development shall be promoted.
- Fair compensation shall be offered, subject to employees' knowledge, skills, duties, responsibilities, and performance.
- Appropriate welfare and benefits shall be given to employees, e.g. medical expenses, provident fund contribution, and a savings cooperative.
- Channels shall be provided for employees to communicate suggestions and complaints pertaining to work. All suggestions shall be considered, and remedies shall be determined in the best interest of all parties and with regard to good professional relations.
- Facilities necessary for operations shall be provided. Working conditions shall be maintained with due regard to health, safety, and occupational hygiene as a means to promote and raise employees' quality of life.
- Employees of all levels shall have the courage to participate in corporate social responsibility activities.

7) Community and Society: The Board of Directors shall operate the Company's businesses with due regard to the duties and responsibilities owed to the nation, community, and society, as well as local traditions, in order to maintain social order. In this regard, the Board shall adopt the following policies and practical guidelines:

- A business that could lead to social degradation shall not be undertaken, and the rights of any person in the community and society shall not be violated.
- The consciousness of responsibilities towards the community and society as a whole shall always be instilled for the benefit of the Company and all of its employees.
- Measures shall be provided for the prevention and remedy of any negative impact on the community and society caused by the Company's operations.
- The preservation of local culture and traditions shall be promoted.
- The Company shall cooperate with various agencies for community development.
- Activities that benefit the public shall be sponsored.
- Income shall be locally distributed through the employment of community members and the use of community products.
- Good relations shall be fostered between the Company and the community and society on the basis of propriety, transparency, and fairness.

8) Environment: shall undertake businesses with due regard to the Company's responsibilities towards the environment. In this regard, the Board shall adopt the following policies and practical guidelines:

- Businesses shall be undertaken in accordance with laws, regulations, and policies on the environment with due regard to the impact on natural resources and the environment. Regular revision and assessment of the Company's environmental performance shall be performed.
- Organizational culture and consciousness of all employees shall be promoted to encourage cooperation and responsibility for the efficient and sustainable management of the environment and utilization of resources.
- Knowledge promotion and environmental training shall be extended to employees.
- An environmental management system shall be promoted, including economical use of resources, treatment and rehabilitation of resources exploited, replenishment of resources, and sustainable environmental watch and impact prevention.
- There shall be a system in place for selecting trade partners in the supply chain who operate in an environmentally friendly manner.
- Environmentally friendly technology shall be developed and applied whenever possible.

9) State Sector: To make sure that the Company operates in conformity with the rules and regulations enacted by the State, the Board of Directors shall adopt the following policies and guidelines:

- The laws governing operations shall be studied and understood. Meanwhile, no activities that would violate the letters of the law shall be undergone.
- Legal compliance shall be assured when conducting a transaction with any state official or agency.
- Good relations between the Company and the state sector shall be fostered so long as they are within proper boundaries.
- The Board shall comply with the relevant laws and business traditions in a particular country or locality.

Channels of Involvement for stakeholders

Shareholders and stakeholders with concerns regarding any financial report, internal control system, possible violation of the laws or the code of ethics, are advised to contact the Company's Secretary at 0-2318-0062 Ext. 1200, or by facsimile at 0-2318-1152 or by e-mail at invest@sahapat.co.th. The office of internal audit reports directly to the audit committee and can be reached at 0-2318-0062 Ext. 1440. Findings of the investigation will be reported to the Board of Directors while the identity of the informant will remain confidential. There was no complaint regarding this matter from shareholders and stakeholders in the year 2021.

- **Anti-corruption policy** The Board shall adhere to anti-corruption laws and devise its own anti-corruption policy and procedures. The policy shall be made known to all within the Company and to outsiders as well, the Board of Directors shall adopt the following policies and guidelines:

- 1) The Board shall provide in writing an anti-corruption handbook and anti-corruption regulations. All directors, executive officers, and employees shall abide by the handbook and regulations. The Board shall also support activities that promote and instill an awareness of the relevant laws, rules, and regulations in the mind of all directors, executive officers, and employees.
- 2) The Board shall disclose to the public its anti-corruption policy and whistleblower channel on the Company's website and annual report.

3) Guidelines in business ethics as follows:

- Directors, executive officers, and employees shall be prohibited from performing any act that amounts to a demand or acceptance of any property or any other benefit, whether for themselves or for others, as an inducement to wrongfully perform or refrain from performing a duty or to act in a way that could result in a loss to the Company's legitimate benefits.
- Directors, executive officers, and employees shall be prohibited from giving or offering to give any property or any other benefits to third parties to induce such persons to unlawfully or wrongfully perform or refrain from an act.

After the Company declared its intent to join the Thai Private Sector Collective Action Coalition Against Corruption on January 21, 2014, it began formulating an anti-corruption policy in writing, which has since been approved and implemented by the Board of Directors, solidifying the Company's intention to comply with anti-corruption laws and not commit or be subject to any form of corruption or fraud, whether direct or indirect. In addition, practical guidelines on the implementation of the Anti-Corruption Policy have been made to facilitate compliance. The implementation itself is monitored regularly. All directors, executives, and employees are equally required to comply with the Anti-Corruption Policy. On October 14, 2016, the Company became a certified member of the Thai Private Sector Collective Action Coalition Against Corruption, and on November 4, 2019, this certification was renewed.

In 2021, The Company, Board of Directors and Management did not find significant defect issues related to corruption and non-compliant operations with laws or related terms as well as violation of Code of Business Conduct in business at all.

• **Non-Infringement of Intellectual Property** Pursuant to the Non-Infringement of Intellectual Property Policy in the Business Ethics, the Board shall adopt the following guidelines.

- 1) Business undertakings shall be consistent with laws, regulations, and contractual obligations governing intellectual property rights.
- 2) Intellectual property works of the Company shall be safeguarded. Such intellectual property shall not be used or allowed to be used by outsiders without authorization.
- 3) The intellectual property rights of others shall be respected. The works of others shall not be infringed upon or applied to personal use except when a license has been obtained or a fee paid to the owner of the work.
- 4) Intellectual property of creative works produced by employees shall belong to the Company. Upon termination of employment, such intellectual property works must be returned to the Company regardless of the form in which it is stored.

• **Non-Violation of Human Rights** With a great deal of respect for human rights, the Board of Directors shall adopt the following policies and guidelines:

- 1) There shall be no activities or support for activities that violate human rights.
- 2) Employees shall be provided with knowledge and understanding of human rights, which shall be applied to their respective functions.
- 3) There shall be no limitations to independence or differences in ideology, gender, race, religion, politics, or other matters. Nonetheless, expressing an opinion that could cause conflicts or divisions shall be best avoided.

- 4) Channels shall be provided for employees or persons who believe that their personal rights have been violated or that they have been treated unfairly to file a complaint with to Company. Such complaints shall be heeded and processed fairly.

- **Information Technology Security Policy** The Board shall make use of information technology to augment business opportunities and to further develop the Company's operations, which will bring about the achievement of the Company's objectives and targets, the Board of Directors shall adopt the following policies and guidelines:

- 1) The Board shall ensure sufficient information technology resources for operations.
- 2) The Board shall develop an information technology security policy and measures.

In 2021 the Company formed a new internal unit to direct manage, test, and monitor the security of its information technology system and safeguard it against cyber threats. It also updated relevant systems and policies according to international information security best practices and standards, especially for working from home. Whenever working onsite was impossible, the Company provided the necessary equipment and means for employees to continue working efficiently from anywhere they might be. The Company particularly focused on safety measures and surveillance of off-site access to its information technology system. New relevant policies and criteria were established.

- **Measures to take action against those who do not comply with policies and guidelines** The Board of Directors shall afford employees and stakeholders an opportunity to give information or file a complaint on a matter that could constitute a violation of the law, or a dishonest or wrongful act of an employee, including irregular behavior that could cause a problem or loss to the Company. The Company shall also accept complaints on cases where the rights of an employee or stakeholder has been infringed upon or where they have been treated unfairly. Suitable channels and procedures shall be provided by the Company in this regard.

The Company shall hear and process all complaints impartially, transparently, and fairly. Systematic and just measures for the protection of complainants shall be afforded. Information provided by the complainant shall be kept confidential in the Company, the Board of Directors shall adopt the following policies and guidelines:

- 1) The Board of Directors has established guidelines in business ethics by providing communication channels so that employees and people involved can report suspicious clues by ensuring that they are protected and there must be an officer who is responsible for checking every clue that has been reported.
- 2) The Board of Directors defined the Measures for the Protection of Complainants as follow:
 - A complainant may choose to remain anonymous if he/she deems that disclosure could lead to insecurity or loss.
 - The Company shall keep relevant information a secret and take into account the safety of the complainant. Measures shall be prescribed for the protection of complainants who are employees, including those who cooperate in the investigation of facts. These persons shall be protected from unfair treatment as a consequence of the complaint, e.g. disturbances during work, reassignment, or termination of employment.

- Supervisors shall take responsibility for and give advice to their subordinates to ensure knowledge and understanding of, as well as compliance with, the prescribed Code of Conduct. If the Code of Conduct does not provide a definitive answer for a particular scenario, or if there remains a question that renders action impossible, or if a decision cannot be made based on the existing provisions, the respectively higher-level superior shall be consulted. In the case of a conflict, the decision of the President, Executive Board, and/or Board of Directors shall be final.
- 3) The Company has established a suitable and fair process for punishing violators of anti-corruption measures. Any violation of this policy, direct or indirect, calls for disciplinary review under the Company's regulations, consisting of fact-finding, investigation, punishment, and appeal. They could also lead to punishment by law.

6.2 Code of Conduct

The Company's Code of Conduct, established in writing along with practical guidelines, conforms to international practices and corresponds to its vision, mission, objectives, goals, strategies, and organizational values. The Business Ethics and Code of Conduct for Company Directors, Executives, and Employees are included in the Company's Good Corporate Governance Manual, a collection of policies and guidelines that frame the standard practices that all directors, executives, and employees should adhere to when conducting business or working. They promote morality, integrity, and equality, which make up the foundation of the Company's corporate culture. These factors also maintain the Company's corporate image as an organization with sustainable growth. The Board of Directors ensures that the Code of Conduct is communicated to and acknowledged by all directors, executives, and employees to facilitate the implementation of its principles. The Board also monitors its implementation and review relevant policies and practices regularly.

To this end, those in supervisory roles are responsible for monitoring and encouraging their subordinates in the chain of command to comply with the policies and guidelines outlined in the Business Ethics and the Code of Conduct for Directors, Executives, and Employees. Any negligence or violation will result in disciplinary action per corporate regulations.

The essential aspects of the Business Ethics are included below:

1. Responsibility Towards Stakeholders
2. Conflict of Interest
3. Receiving or Giving a Meal or Gift
4. Anti-Fraud and Anti-Corruption Efforts
5. Non-Infringement of Intellectual Property
6. Non-Violation of Human Rights
7. Occupational Safety and Health

The essential aspects of Code of Conduct for Directors, Executive Officers, and Employees are included below:

1. Formal Responsibilities for Directors, Executive Officers, and Employees
2. Maintenance of Company Assets
3. Informants and Complaints and Measures for the Protection of Complainants
4. Interpretations

Corporate Governance Policy

In 2021, the Board of Directors has no case of non-executive directors or independent directors resigned due to corporate governance issues of the Company. There is no case of directors or executives committing an ethical offense and there is no case where the Audit Committee or the independent committee resigns as a whole. With this regard, the company has revealed corporate governance policies, business ethics, and code of conduct for company directors, the management and employees to employees, shareholders, and general public via the company website, under the heading "Investor relations: Corporate Governance".

6.3 Milestone Developments in the CG Policy, Guidelines and System During the Year.

6.3.1 Milestone Developments in the CG Policy, Guidelines, and System During the Year

To increase the efficiency and standard of corporate governance in accordance with the Corporate Governance Code 2017 (CG Code), the Board of Directors requires that the corporate governance policy, guidelines, and system, as well as the charters of the Board and its committees, be re-examined and improved annually

In 2021 the Board of Directors tasked the Corporate Governance Committee with overseeing the revision of the Good Corporate Governance Manual, consisting of the Corporate Governance Policy, the 8 Principles of GC, Business Ethics, and the Code of Conduct for Directors, Executives, and Employees, and the charters of the Board of Directors and its sub-committees. In addition, the Board of Directors required regular monitoring of compliance with the GC Policy and its guidelines. All employees were informed about the CG policy and its guidelines, Business Ethics, and the Code of Conduct for Directors, Executives, and Employees through the Company's website. (www.sahapat.co.th). In 2021, the Company had no cases of directors, executives, or employees committing any offense related to Business Ethics or the Code of Conduct for Directors, Executives, and Employees

6.3.2 Compliance with good corporate governance principles on the matters not yet implemented with CG Code

This year, the Company complied with CG principles, but did not cover the criteria under the CG Code, Corporate Governance Report of Thai Listed Companies: CGR and the ASEAN CG Scorecard in many items, the Company will use this as guidelines for further appropriate deployment:

Clause of not having been implemented yet	Reason
1. The Board of Directors has not specified the number of listed companies that each director hold directorship for not more than 5 places in the company's corporate governance policy.	The Board of Directors believed that each director's business expertise and capabilities should not be restricted by the number of companies said director served, as long as he/she proved to be capable and devoted enough to carry out own assignments in fulfilling the expectations by The Board of Directors and shareholders.
2. The Board of Directors has not determined a policy to limit the number of years in holding office of independent for up to 9 years.	The Company believes that the Company's independent directors are fully qualified persons according to the definition of independent directors and can perform their duties independently by using knowledge, abilities and experience accumulated to help develop the Company with a good understanding of the Company's business.

Clause of not having been implemented yet	Reason
3. The Board of Directors consists of more than 5 -12 directors.	The Company's Board of Directors includes 15 members. The composition of the Board of Directors consists of 3 groups: independent directors, non-executive directors and executive directors to counterbalance the administration and conform to the Company's articles of association that require at least 5 directors. The Company has considered the number of directors by taking into account the suitability and consistency with the size of the business.
4. The Chairman of the Board of Directors is not an independent director.	Because of being a knowledgeable, competent person with expertise in the Company's business, who has also performed the duties with independence, all directors are allowed to freely express opinions and present suggestions beneficial to the Company.
5. The Company does not use the voting for the election of directors by cumulative voting.	The Company's articles of associations require that directors be elected by majority votes and that each shareholder shall have the number of votes as the shares held. In addition, the Company has defined methods to protect the rights of shareholders, including the rights of minor shareholders to propose meeting agenda and nominate directors.

6.3.3 Other Implementation Under CG Code

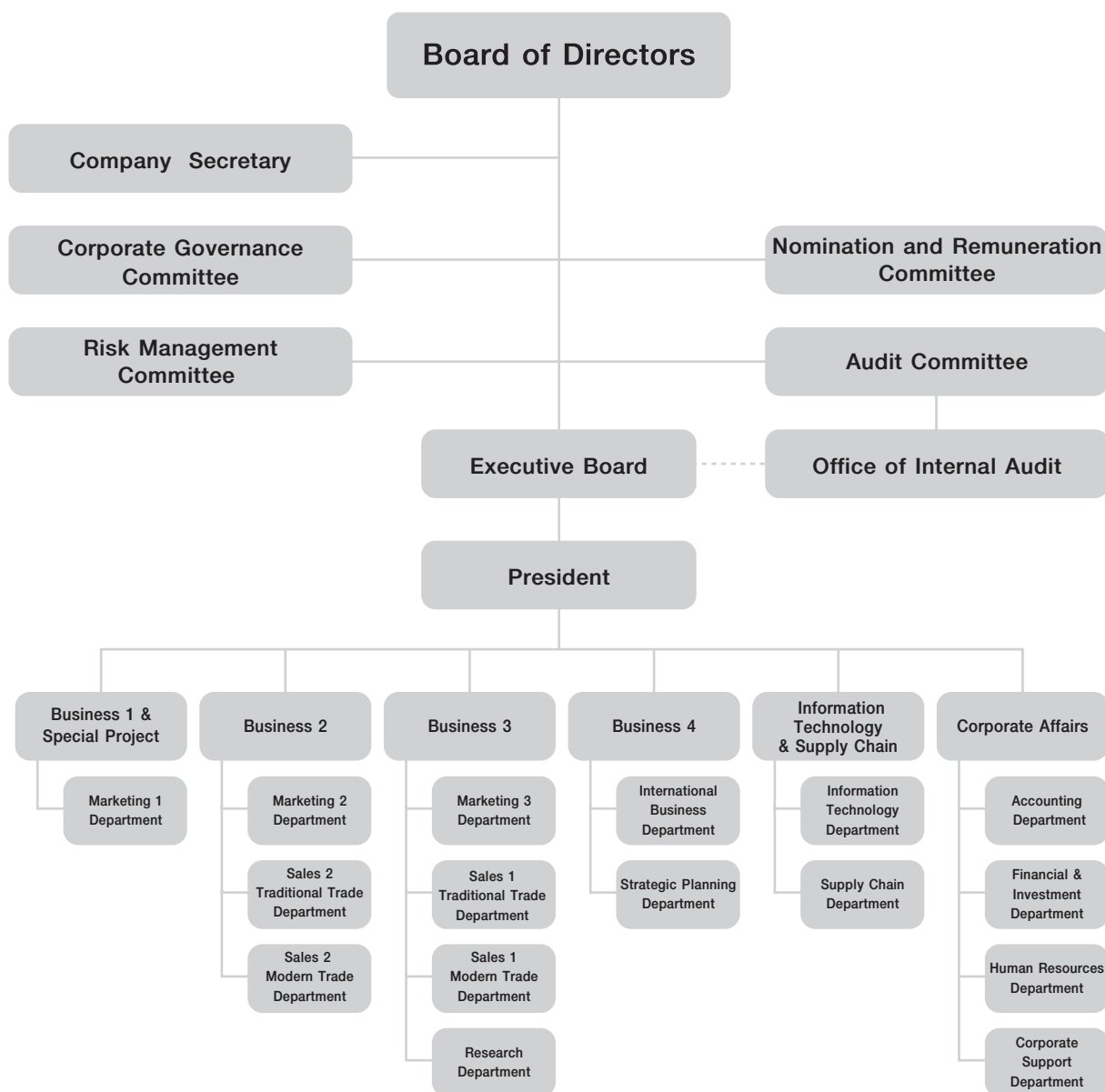
According to the Corporate Governance Report of Thai Listed Companies 2021 prepared by the Thai Institute of Directors (IOD), the Company's overall corporate governance was considered "very good." Its average scores for fair treatment of shareholders, stakeholder engagement, and disclosure and transparency were higher than the average score of the 716 listed companies surveyed. The report considered only publicly available data.

In addition, the Company received a final score of 94/100 from the Thai Investors Association for its 70th Annual General Meeting of Shareholders held on April 26, 2021. This score is based on the criteria on the association's AMG Checklist, which is an initiative aimed at promoting shareholder meetings that comply with applicable laws and corporate governance principles.

7. Governance Structure and Key Data on the Board of Directors, Sub-Committees, Management, Employees and Others

7.1 Governance Structure

As of December 31, 2021, the Company's management structure is management within the company, comprises of the Board of Directors and five sub-committees to consider significant matters: the Audit Committee, Nominating and Remuneration Committee, Corporate Governance Committee, Risk Management Committee, and Executive Committee. and has a unit that acts as a mechanism for corporate governance, such as the Office of Internal Audit Including clearly separating duties between the Board of Directors and the management.



7.2 Board of Directors

7.2.1 Composition of the Board

The Board of Directors consists of publicly recognized and capable leaders from various fields of expertise. They possess a track record of moral and ethical conformity and other legally required qualifications. Board members are chosen based on the skills matrix, which maps the desired competencies, such as legal, information technology, organization management, and corporate governance. The Board of Directors is diverse in terms of gender, skill sets, and professional backgrounds. At least one director must be a non-executive director with experience in the Company's field of business. At least one director must have an accounting and finance background. There must be at least two female directors and one independent director who meets all the qualifications required by the Office of the Securities and Exchange Commission. All directors are committed to performing their duties as entrusted to them by the Board of Directors and shareholders. They are free to express opinions, consider matters, and give approval.

The Board of Directors plays a vital role in creating and driving all aspects of the corporate culture and adheres to good corporate governance in the best interests of the Company and its shareholders. It performs its duties responsibly, prudently, honestly, and in good faith in a manner consistent with what a reasonable businessperson would do in similar circumstances. The duties and responsibilities of the Board of Directors and executives are separate. The established management structure fosters checks and balances and accountability in the Company's best interests.

The Board of Directors must be comprised does not exceed the number of five individuals. The required qualifications for each director are as follows: An individual of juristic age; Must not be bankrupt, incompetent or quasi-incompetent; Must never be imprisoned by a final verdict in connection with a fraudulent act; Must never be handed punishment or removed from an organization or a government office, in connection with a fraudulent act.

The Board of Directors has disclosed the policy of defining the diverse composition of the Board of Directors and the detailed information of all directors. In the information form of One Report and the Company's website, as of December 31, 2021, the Board of Directors comprises of 15 directors, consists of:

- 5 independent Directors (33.33 % of the entire Board, all of their qualifications are in compliance with the rules and regulations of the Securities and Exchange Commission, whereby the listed companies are required to have independent directors at least one third of total directors with minimum of three independent directors.)
- 5 executive directors (33.33 % of the entire Board)
- 5 non-executive directors (33.33 % of the entire Board)
- 2 Audit Committee must be knowledgeable in accounting and finance
- 3 female directors (20% of the entire Board).

7.2.2 The Current Board of Directors

The Board of Directors as of December 31, 2021, consisted of:

No.	Name	Position	Appointed Date
1	Mr. Boonsithi Chokwatana	Director/Honorary Chairman	Year 1961
2	Mr. Boonchai Chokwatana	Director/Chairman of the Board of Directors/Chairman of Nomination and Remuneration Committee/Chairman of the Executive Board/Authorized Director	Year 1972
3	Mr. Boonpakorn Chokwatana	Director/Authorized Director	Year 1962
4	Mrs. Pasook Raksawongse	Director/Chairman of Corporate Governance Committee/Vice Chairman of Executive Board/ Authorized Director	June 19, 2008
5	Mr. Vathit Chokwatana	Director/Nomination and Remuneration Committee/Executive Director/ President/Authorized Director	June 19, 2008
6	Mr. Boonyarith Mahamontri	Director/Authorized Director	Year 1988
7	Mr. Petch Paniangvait	Director/Executive Director/ Authorized Director	April 26, 2012
8	Miss Sirilak Dhanasarnsilp	Director/Authorized Director	December 17, 2015
9	Mrs. Chailada Tantivejakul	Director/Nomination and Remuneration Committee/Chairman of Risk Management Committee/Executive Director/Deputy President/Authorized Director	December 17, 2015
10	Mr. Thamarat Chokwatana	Director	May 11, 2017
11	Mr. Wasin Teyateeti	Independent Director/Audit Committee (having adequate knowledge and experience to review the reliability of financial statements)	April 28, 1997
12	Mr. Khachornsakdi Vanaratseath	Independent Director/Audit Committee (having adequate knowledge and experience to review the reliability of financial statements)	April 22, 1996
13	POL.MAJ.GEN. Panurat Meepien	Independent Director/Chairman of Audit Committee	April 27, 2009
14	Dr. Vichai Charoenwongse	Independent Director	April 25, 2016
15	Mr. Wichit Tantianunanon	Independent Director	April 23, 2018

7.2.3 Authorities, Duties and Responsibilities of the Board

The Board of Directors is independent in decision-making, is monitored, audited and supervised with transparency and efficiency as well as supervise the Company's business in accordance with the objectives and goals that have been set for the maximum benefit to the company and its shareholders. The framework of the Board of Directors' decision-making powers and oversight of the Company's operations is in accordance with the requirements of the Board of Directors' charter and the Company's Articles of Association. The details are as follows:

- **Duties and Responsibilities of the Board**

1. To establish directions, goals and business policies of the Company.
2. To approve plans and annual budgets, to supervise the performance of the management in order to ensure effectiveness and compliance with the laws and desired policies and plans.
3. To encourage the development of business supervision policy and written business code of ethics in order for Company directors, executives and employees to observe as guideline in the conduct of the Company's business and regularly, including requiring annual reviews of policies and practices.
4. Develop policies and supervise to have a system that supports effective anti-corruption to ensure that the management is aware of the importance of anti-corruption and instilling it as a corporate culture.
5. To arrange for a sufficient internal control system in order to ensure that transactions are approved by authorized individuals, reviewed and recorded in accurate books of accounts, and to implement systems preventing inappropriate use of Company's assets.
6. Transactions with possible conflict of interests must be carefully reviewed, with a definite guideline to ensure the interests of the Company and the shareholders. Individuals with interests may not be involved in the decision-making process. They must observe the requirements on the proper procedure and disclosure of transactions with possible conflict of interests.
7. To approve the reviewed and/or audited financial statements by external auditor, which have been approved by the Audit Committee.
8. To be equally responsible to all shareholders, and to correctly and transparently disclose information to shareholders and investors.
9. To acknowledge business management reports from the Executive Committee.
10. To convene shareholders meetings by specified date, time, location and agenda as well as dividends (if any), and to provide shareholders with opinions of the Board of Directors on the matters proposed to the shareholders. During the twenty-one days prior to each shareholder meeting, the Company may refuse share transfer registration by informing the shareholders at the headquarters and the branch offices at least fourteen days prior to the day of share transfer registration suspension. Alternatively, a record date (RD) may be determined no longer than two months prior to the day of any shareholders meeting, and in order to determine the right to attend shareholders meeting and to receive dividends.
11. To prepare the report of "Responsibility of the Board of Directors towards Financial Reports" and disclose it in the annual disclosure template/the annual report of the Company (Form 56-1 One Report).
12. To follow up on documents to be submitted to relevant regulatory agencies, in order to ensure that the statements or the items are correct as per the data appearing in the books of accounts, the registration or other documents of the Company.
13. To approve the Board of Directors Charter and/or other committees Charters.
14. To engage in any other action, which is beyond the authority of the Executive Committee, or which the Board of Directors deems appropriate.

- **Authority of the Board**

1. To appoint, remove and authorize consultants to the Board of Directors, to committees and/or to other individuals.
2. To approve loans of the amount greater than the authority of the Executive Committee, to companies with a business relation with the Company as shareholders, or to companies with a trading relation, or to companies of other nature.
3. To approve guarantee of loans of the amount greater than the authority of the Executive Committee, to companies with a business relation with the Company as shareholders, or to companies with a trading relation, or to companies of other nature.
4. To approve legal engagement in nonfinancial transaction, of which the amount is greater than the authority of the Executive Committee.
5. To approve acceptance or cancellation of loans, of which the amount is greater than the authority of the Executive Committee.
6. To approve investment, sale of investment capital in ordinary shares and/or any other securities, of which the amount is greater than the authority of the Executive Committee.
7. To approve sourcing and investment in fixed assets, of which the amount is greater than the authority of the Executive Committee.
8. To approve distribution, transfer of fixed assets, of which the amount is greater than the authority of the Executive Committee.
9. To approve modification, destruction and depreciation of fixed assets and intangible assets which are no longer in use, damaged, lost, destroyed, depreciated and outdated, of which the amount in aggregate as per book value is greater than the authority of the Executive Committee.
10. To approve modification, change of price and destruction of raw materials and/or remaining inventory which are depreciated or outdated and causing devalue in the book of accounts, of which the amount is greater than the authority of the Executive Committee.
11. To approve compromise or settlement of dispute by arbitration, complaint, filing of lawsuits and/or any legal proceeding on behalf of the Company on matters whether in normal business or not, of which an amount exceeds the authority of the Executive Committee.
12. To propose to shareholders an increase or a decrease of capital, a change of share value, modification of articles of association, memorandum of association and/or objectives of the Company.
13. To approve incorporation, merger or dissolution of subsidiaries.
14. To approve the Chairman or the Executive Board to set up a Manual of Authority
15. To authorize the management, managerial employees of the Company, or any other individual to act on their behalf.
16. To invite executives, members of the management, or relevant employees to provide explanations, opinions, attend the meetings or submit documents as necessary.
17. To consult with Company's specialists or consultants (if any), or hire third party as consultants or specialists if necessary at the expense of the Company.
18. To appoint and remove a Company's Secretary.
19. All the powers of the directors of the aforementioned companies related to the acquisition or dispose of assets and related transactions to comply with the announcement of the Capital Market Committee.

- **Qualifications of Directors**

The Board of Directors must be comprised does not exceed the number of five individuals.

The required qualifications for each director are as follows:

1. An individual of juristic age.
2. Must not be bankrupt, incompetent or quasi-incompetent.
3. Must never be imprisoned by a final verdict in connection with a fraudulent act.

4. Must never be handed punishment or removed from an organization or a government office, in connection with a fraudulent act.

- **The Criteria and selection method of persons to be appointed directors**

For nominating process of the persons to be appointed directors, the company has set the criteria as follows:

1. Be qualified according to the Public Company Act, Securities and Exchange Act, rules of the Securities and Exchange Commission, and rules of the Stock Exchange of Thailand.
2. Qualifications of nominated directors to be diverse or what is called Board Diversity in terms of educational level, professional skills, specialization that is beneficial to the company's business, and ability to meet the requirements of the strategy of the company's business operation without discrimination such as sex, age, and race, etc.
3. Having leadership, vision, integrity and ethics, as well as transparent work experiences.
4. Being qualified and not be prohibited under the laws and regulations of the company.
5. In case of the nomination of the retiring directors to serve another term, they will be considered additionally in term of the performance as directors and various committees in the past.
6. In case of the selection of persons to be appointed independent directors, they must have the qualifications required for independent directors, in accordance with The Notification by The Capital Market Supervisory Board.

- **Process for the selection of directors**

1. The Nomination and Remuneration Committee has been assigned to select qualified persons having appropriate qualifications to be nominated as company directors for consideration by The Board of Directors, prior to submitting to the shareholders' meeting for approval by the majority votes of the shareholders present at said meeting. In the case where the retirement took place prior to term completion with the remaining term being not less than 2 months, The Board of Directors' meeting shall then be authorized to select the persons from the candidates proposed by the Nomination and Remuneration Committee, for further appointment as company directors, by the majority votes of not less than 3/4 of the remaining directors. In such case, the newly-appointed directors shall serve out the remaining term of their predecessors.
2. The Nomination and Remuneration Committee will use Board Skill Matrix by the analysis of skills, experience, knowledge and expertise of the board as consideration information for selecting directors in accordance with the strategy of the company's business operation. In addition, regarding the selection of new board members, the Nomination and Remuneration Committee has considered more in terms of knowledge, ability and experience that can be beneficial to the performance of directors and essential to the structure of the board that is still lacking.
3. The company also has provided an opportunity for minor shareholders to participate in the nomination of persons to be elected as directors. For the selection of persons to be appointed independent director, The Nomination and Remuneration Committee those persons having qualifications required for independent directors, in accordance with The Notification by The Capital Market Supervisory Board, in addition to basic qualification requirements above.

- **Definitions of Independent Director**

The company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board.

1. The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.

2. The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
3. The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
4. The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one's independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

5. The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
6. The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

7. The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
8. The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
9. The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

In 2021, the Company does not have a selection and appointment of new directors. By nominating persons to replace the directors who will retire by rotation in 2021, the Nomination and Remuneration Committee has proposed the name of the former director to be the Company's director for another term taking into account the performance of duties and the opinions of individual directors.

- **The number of companies served by each director**

The company disclosed the information regarding the holding of directorship by each company director in other companies in the heading "Personal information of company directors and management members".

- **The Authority of Board of Directors**

Any two of eight following directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company

1. Mr. Boonpakorn	Chokvathana	2. Mr. Boonchai	Chokwatana
3. Mr. Boonyarith	Mahamontri	4. Mr. Vathit	Chokwatana
5. Mrs. Pasook	Raksawonkse	6. Mr. Petch	Paniangvait
7. Miss Sirilak	Dhanasarnsilp	8. Mrs. Chailada	Tantivejakul

- **Roles and Duties of the Chairman of the Board and the President**

The Chairman of the Board and Chairman of Executive Board are not the same person as President. Each of these three positions has separate responsibilities and should be considered independent of each other, with a clear separation of duties. The Chairman of the Board provides leadership in the setting of policy and oversight of management. Furthermore, the Chairman is responsible for presiding over Board of Directors' meetings so that Directors may express their opinions freely, as well as make sure that Shareholders are able to raise any questions, they feel important in the Annual General Shareholders Meeting. The Chairman of the Executive Board leads the operation and prepares operational plans which are consistent with the established policies while the President is independent, supervises the management to ensure compliance with the operational plans and the policies. Furthermore, each of the Board of Directors, Executives and President's authority and Responsibilities have all been clearly written. The authority is clearly compartmentalized for regulatory transparency.

Roles and Responsibilities of The Chairman

The Board shall select a suitable member as its Chairman, as well as oversee that its composition and exercise of power allow the Board to objectively and independently exercise judgement on corporate affairs. The guidelines for the Chairman of the Board of Directors are as follows:

1. The Board shall not require that the Chairman be an independent director.
2. The Chairman's roles and responsibilities shall be distinct and separate from those of the President to establish effective checks and balances of power:
 - 1) The Chairman shall be responsible for leading the Board of Directors. The Chairman's duties shall at least include the following matters:
 - (1) Chairing any general meeting of shareholders;
 - (2) Chairing any board meeting;
 - (3) Casting the deciding vote to break a tie;
 - (4) Calling board meetings and establishing meeting agenda in tandem with the President, in which important matters shall be included;
 - (5) Overseeing, monitoring, and ensuring that the Board efficiently carries out its duties;
 - (6) Ensuring that all directors contribute to the Company's ethical culture and good corporate governance;
 - (7) Allocating sufficient time for management to propose topics and for directors to debate important matters thoroughly; Encouraging directors to exercise prudence and express their opinions freely;
 - (8) Promoting constructive relations between executive and non-executive directors, and between the Board and management.
 - 2) The President's roles and responsibilities shall be determined by the Board.
3. Should the Chairman and the President be the same person, the following measures shall apply:
 - 1) In the event of a conflict of interest, the Chairman or President shall be barred from the meeting and have no right to vote on that particular agenda item.
 - 2) The Vice Chairman shall chair the meeting in his or her stead. If the post is vacant or the Vice Chairman is unable to serve in this capacity, the Board shall elect a director to chair the meeting for the time being.

Authority and Responsibilities of President

The Board shall assign duties and responsibilities to management, as well as monitor its performance, including; reports on operating results and assigned tasks; the scope of powers, duties, and responsibilities of the President; and annual review of the executive authority or approval process handbook. The details for Authority and Responsibilities are as follow:

- 1) To manage the business of the Company in accordance with the laws, policies, objectives and Articles of Association of the Company, as well as resolutions of the shareholders meeting, the Board of Directors meeting, and the Executive Board meeting and relevant regulations.
- 2) To authorize any necessary and appropriate action to accomplish the deeds under Item 1, and in the case of any significant matter, the President needs to report to and/or notify the Board of Directors and/or the Executive Board of such the matter.
- 3) To manage, hire, appoint, remove, transfer, evaluate, issue disciplinary measures against, or determine remuneration and welfare for employees, provided that such actions do not interfere with the authority of the Executive Board.
- 4) To prescribe regulations on the operation of the Company, which are not contradictory with any policy, regulation, requirement, order or resolution of the Board of Directors and/or the Executive Board.
- 5) To be authorized to approve, source and invest in fixed assets with the amount not exceeding the limited amount 10 million.

- 6) To be authorized to approve, distribution, transfer of fixed assets with the amount not exceeding the limited amount 10 million.
- 7) To be authorized to approve the Company's investment and to sell investment in ordinary shares and/or securities issued by other companies, provided that the amount is not exceeding the limited amount 10 million.
- 8) To be authorized to enter into engagement, agreement, or transaction on binding the Company whether in normal business matters or not, of which the amount is not exceeding the limited amount 10 million.
- 9) To report any proceeding under Items 5, 6, 7 and 8 to the Board of Directors and the Executive Board as appropriate at the next meeting.
- 10) To authorize and/or assign any individuals to perform certain or specific tasks on behalf of the President.
- 11) The above authority of the President cannot be exercised in the case where the President may have interest or has a conflict of interests in any manner with the Company.
- 12) In case that there is a doubt or an uncertainty regarding the exercise of any of the above authority, the matter is to be presented to the Board of Directors for consideration.
- 13) To perform any other action as assigned by the Board of Directors and/or the Executive Board

7.3 Sub-committee

The Board of Directors has appointed 5 sub-committees to help assure shareholders of transparency and good corporate governance. Sub-committee reports directly to the Board of Directors, sub-committee of the company include The Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, the Risk Management Committee and The Executive Committee. Their authority and responsibilities are independent of each other, for the purpose of corporate governance with the Chairman of each sub-committee providing direction in the discharge of the committee's duties in accordance with corporate policy. The committees are required to report their outcomes and findings to the Board of Directors' meetings. The details are scope of Duties and Authority of sub-committee as follows:

(1) The Audit Committee

The Board of Directors appoints three independent and qualified directors to serve on the Audit Committee in compliance with the announcement of the Capital Market Supervisory Board. These directors oversee the correctness of the Company's financial reporting and information disclosure, including their conformity to reporting standards. They also ensure the adequacy of internal control and internal audit systems as stipulated by the Charter of the Audit Committee, which conforms to the regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand. These directors are experts in accounting, finance, and law. They can ensure the reliability of the Company's financial statements.

Name	Position	Remark	Attended the meeting / all meetings (times)
1. POL.MAJ.GEN. Panurat Meepien	Chairman of Audit Committee	Independent Directors	5/5
2. Mr. Khachornsakdi Vanaratseath	Audit Committee	Independent Directors	5/5
3. Mr. Wasin Teyateeti	Audit Committee	Independent Directors	4/5

Remark : Mr. Wasin Teyateeti and Mr. Khachornsakdi Vanaratseath having adequate knowledge and experience to review the reliability of financial statements

Authority

1. To ensure correct understanding among external auditors, company directors and internal audit unit.
2. To invite executives, members of the management, internal audit unit, or relevant employees to provide explanations, opinions or documents as necessary. The Audit Committee also has the authority to access corporate documents of all levels.
3. To inquire relevant individuals and matters within the extent of authority and duties of the Audit Committee.
4. To consult with Company's specialists or consultants (if any), or hire third party as consultants or specialists, if necessary, at the expense of the Company.

Duties and Responsibilities

1. To review and ensure correct and sufficient financial statements of the Company including information disclosure in accordance with the Financial Reporting Standard.
2. To ensure availability of appropriate and effective internal control, risk management and internal audit systems.
3. To review the comply anti-corruption policy of companies
4. To determine the independence of the internal audit unit, and to opine on appointment, appraise, transfer, termination of the head of internal audit unit or any other office responsible for internal audit operations. Supervise to ensure that chief of internal audit office has sufficient education, experiences, and training, adequate to such internal audit operations.
5. To consider and approve the internal audit department's charter.
6. To consider and approve the audit plan and monitor the complies of the internal audit department
7. To ensure that the Company complies with the laws on securities and exchange, regulations of Stock Exchange of Thailand and other laws applicable to the business of the Company.
8. To consider, select, nominate and termination independent individuals as Company's external auditors and propose the remuneration for such auditor to the Shareholders meeting for approval, and engage in a meeting with external auditors at least once a year without the participation of members of the management.
9. To review related transactions or transactions with possible conflict of interests to ensure that compliance with the laws and regulations of the Stock Exchange of Thailand is fulfilled, in order to ascertain that such transactions are reasonable and in the utmost benefits of the Company.
10. To prepare the report of the Audit Committee for disclosure in the annual report of the Company. The report must be signed by the Chairman of Audit Committee and consists of the following information as a minimum:
 - (A) The opinion on correctness, completeness and credibility of the financial statement of the Company;
 - (B) The opinion on sufficiency of the internal control system, risk management and anti-corruption of the Company;
 - (C) The opinion on compliance with the laws on securities and exchange, regulations of Stock Exchange of Thailand and other laws applicable to the business of the Company;
 - (D) The opinion on suitability of the auditors and head of internal audit unit.
 - (E) The opinion on transactions with possible conflict of interests; and
 - (F) The number of Audit Committee meetings and attendance of each member;
 - (G) The overall opinion or observation regarding the Audit Committee performance of duties under its charter; and
 - (H) Other matters which the Audit Committee believes that shareholders and investors should be aware of that are within the extent of duties and responsibilities assigned by the Board of Directors.

11. In the case where the Audit Committee finds or suspects any of the following matters, which may have significant effect on the financial status and the operation of the Company, the Audit Committee must report to the Board of Directors for suitable remedy within a timeframe deemed appropriate by the Audit Committee:

- (A) Transactions with conflict of interests;
- (B) Fraud, irregularity or significant defect of the internal control system; or
- (C) Violation of the laws on securities and exchange, regulations of Stock Exchange of Thailand and laws applicable to the business of the Company.

In the case where the Board of Directors or the responsible executives do not remedy such matter within the timeframe specified by the Audit Committee, a member of the Audit Committee may report such transaction or action to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

12. To encourage and follow up that the Company has an efficient risk management system.

13. Supervise to ensure that the company has an adequate channel in place to take care of complaints or tips relating to suspicious or improper items contained in the financial statements, or fraud and corruption. The committee shall provide adequate protection to the whistleblower and treat his or her information with confidentiality. At the same time, provide full assurances independence of the investigation process, together with adequate necessary follow-up on that matter.

14. To ensure that the company's comply with the principles of corporate governance

15. To review, improve and amend the Audit Committee Charter on a yearly basis and propose it to the Board of Directors for approval.

16. To Implement a self-assessment at least once a year

17. To engage in other action as assigned by the Board of Directors with mutual agreement from the Audit Committee itself under the authority in accordance with the regulations of the Company and the laws.

In performing the above duties, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors remains responsible for the Company's operations to outsiders.

The Audit Committee has reported the annual performance in the Audit Committee's report.

(2) The Nomination and Remuneration Committee

The Board of Directors appoints three directors to serve as members of the Nomination and Remuneration Committee, have duties according to the Charter and to support the performance of the Board of Directors in recruiting and screening qualified persons to take up the position of the Company's director and to consider the criteria and form of payment of remuneration to each director of the Company.

As of December 31, 2021, it consisted of 3 Nomination and Remuneration Committee as follows:

Name	Position	Remark	Attended the meeting / all meetings (times)
1. Mr.Boonchai Chokwatana	Chairman of Nomination and Remuneration Committee	Director	2/2
2. Mr.Vathit Chokwatana	Nomination and Remuneration Committee	Director	2/2
3. Mrs. Chailada Tantivejakul	Nomination and Remuneration Committee	Director	2/2

Authority

1. To invite the Management or employees of the company involved in any particular issues to provide some explanation, to give comments and to participate in the Meeting, or to provide any documents as necessary.
2. To seek advice and consultation by experts or advisors of the company (if any), or to commission an external advisor or expert in any necessary cases under expenses of the company.

Duties and Responsibilities

Nomination

1. To consider and formulate policies and criteria relating to remuneration for the Company's directors and senior executives.
2. To verify the personal record and data of the nominated persons by taking into account of knowledge, abilities, experience, professional expertise, proper qualifications in accordance with the Company's Regulations and related laws.
3. To give comments or recommendations for consideration.
4. To propose the nominated persons to the Board of Directors for consideration.
5. To improve and amend the Charter of the Nomination and Remuneration Committee and present it to the Board of Directors for approval.
6. To carry out other matters assigned by the Board of Directors.

Remuneration

1. To evaluate the performance of the Board of Directors on a yearly basis.
2. To determine the limit of remuneration for the Company's Directors (with consideration on its business performance), the amount approved by the general shareholders' meeting, as well as the amount paid in the previous year to be submitted for consideration to the Company's Board of Directors and the general shareholders' meeting.
3. To consider the appropriation of remuneration to the Company's Directors, by taking into account the authority and scope of responsibilities, within the amount approved by the shareholders' meeting and present it to the Board of Directors for approval.
4. To consider the appropriation of remuneration to the members of other committees (who are not concurrently on the Board of Directors) on an individual basis, by taking into the performance and account the authority, as well as the scope of responsibilities and present it to the Board of Directors for approval.
5. To review, improve and amend the Charter of the Nomination and Remuneration Committee and present it to the Board of Directors for approval.
6. To carry out other matters assigned by the Board of Directors.

The Nomination and Remuneration Committee has reported the annual performance in the Nomination and Remuneration Committee report.

(3) The Corporate Governance Committee

The Board of Directors appoints seven directors to serve as members of the Corporate Governance Committee to support for achieve success according to the objectives and goals set in order to create added value. Confidence to shareholders and stakeholders in all sectors.

As of December 31, 2021, it consisted of 7 Corporate Governance Committee as follows:

Name	Position	Remark	Attended the meeting / all meetings (times)
1. Mrs. Pasook Raksawonkse	Chairman of Corporate Governance Committee	Director	12/12
2. Mrs. Siriporn Lekayavijitr	Corporate Governance Committee	-	11/12
3. Mr. Pipat owsuparmongkol	Corporate Governance Committee	-	12/12
4. Mr. Punnavee Sookyen	Corporate Governance Committee	-	12/12
5. Miss Sunanta Mongkolkittaveepol	Corporate Governance Committee	-	12/12
6. Miss Chomphunut Phothongkham	Corporate Governance Committee	-	12/12
7. Mr. Paitoon Chuthong	Corporate Governance Committee	-	12/12

Authority

1. The committee shall have the authority to require, if deemed necessary, relevant management personnel or other employees to provide explanations, attend meetings, or furnish documents. Governance Committee report.
2. The committee shall be entitled to seeking consultation from experts or consultants of the Company (if any) or hiring a third-party consultant or expert, as needed, the expenses from which shall be borne by the Company.
3. The committee shall have the authority to appoint a working team to execute an organization-wide corporate governance mandate.

Duties and Responsibilities

1. The committee shall establish, review, and amend for improvement the Corporate Governance Policy; best practices; Business Code of Conduct, Code of Conduct for Directors, Executives, and Employees; Anti-Corruption Policy; and other governance regulations subject to the changing business context in addition to applicable laws, rules, and regulatory announcements to ensure operational fairness and transparency and foster sustainable business growth. The committee shall report its progress to the Board of Directors at least once a year.
2. The committee shall furnish the Company with guidelines on conforming to its corporate governance principles and Anti-Corruption Policy. It shall also monitor and provide guidance and suggestions for the betterment of corporate governance.
3. The committee shall treat all stakeholders fairly and without any conflict of interest.
4. The committee shall oversee that organizational systems align with the established ethical code and best practice.
5. The committee shall execute its responsibilities to the fullest extent efficiently and effectively without acting in any way that could damage the Company.
6. The committee shall encourage directors, senior management, and employees to adhere to corporate governance principles and the Anti-Corruption Policy.
7. The committee shall review and amend, as needed, the Charter of the Corporate Governance Committee. Any revision or amendment shall be subject to Board approval.
8. The committee shall execute any other mission assigned.

The Corporate Governance Committee has reported the annual performance in the Corporate Governance Committee report.

(4) Risk Management Committee

The Board of Directors appoints the executive directors. And/or other persons as employees and/or third parties to hold such positions to serve to support the operations of the Board of Directors and the Executive Committee, to assess risks and determine preventive measures Monitor and monitor risks to an appropriate and acceptable level.

As of December 31, 2021, it consisted of 7 Risk Management Committee as follows:

Name	Position	Remark	Attended the meeting / all meetings (times)
1. Mrs. Chailada Tantivejakul	Chairman of Risk Management Committee	Director	7/7
2. Mrs. Nophawan Khlaiphos	Risk Management Committee	-	7/7
3. Mr. Surapong Soponkij	Risk Management Committee	-	7/7
4. Mr. Peerapol Chanwichit	Risk Management Committee	-	7/7
5. Miss Jamnong Sriampornkul	Risk Management Committee	-	7/7
6. Mr. Karntawit Kaewkim	Risk Management Committee	-	7/7
7. Miss Laksanaporn Jivpakanon	Risk Management Committee	-	7/7

Authority

- 1.The committee may call upon a relevant employee to give explanations or opinions, attend a meeting or submit documents as the committee deems relevant or necessary or both.
- 2.The committee may consult an expert or company consultant (if any) or hire an external consultant or expert when necessary. The Company shall absorb pertinent expenses.
- 3.The committee may establish a work team to conduct organization-wide risk assessment. The committee may also establish other work teams as it deems necessary.

Duties and Responsibilities

1. The committee shall establish risk management policies, objectives, and frameworks that define the perimeter of the risk management process according to business goals and strategies. It shall also provide a clear, efficient, and uninterrupted risk management system for the Company, including adequate internal control, to manage its many material risks. All of this shall be reported to the Board of Directors.
2. The committee shall oversee the identification of risks, considering external and internal factors that may prevent the Company from achieving its goals. The committee shall also assess the impact and likelihood of these identified risks for the prioritization and selection of appropriate risk management methods.
3. The committee shall monitor, supervise, evaluate, and review risk management plans and reports to ensure the appropriateness and effectiveness of risk management that aligns with the Company's operating strategies and changing circumstances.
4. The committee shall support and encourage the development of risk management at all organizational levels.
5. The committee shall review and amend, as needed, the Charter of the Risk Management and Anti-Corruption Committee. Any revision or amendment shall be subject to Board approval.
6. The committee shall execute any other mission delegated to it by the Board of Directors and/or the Executive Board.

The Risk Management Committee has reported the annual performance in the Risk Management Committee's report.

(5) The Executive Board

The Board of Directors appoints the directors and/or other individuals who are employees or staff and/or outsiders to the post of a member of Executive Board. The Executive Board discharges duties to manage business of The Company assigned by the Board of Directors.

As of December 31, 2021, it consisted of 13 Executive Board as follows:

Name	Position	Remark	Attended the meeting / all meetings (times)
1. Mr.Boonchai Chokwatana	Chairman of the Executive Board	Director	11/11
2. Mrs.Pasook Raksawonkse	Vice Chair of the Executive Board	Director	11/11
3. Mr. Vathit Chokwatana	President	Director	11/11
4. Mrs. Chailada Tantivejakul	Executive Director	Director	11/11
5. Mr.Petch Paniangvait	Executive Director	Director	11/11
6. Mrs. Siriporn Lekayavijitr	Executive Director	-	10/11
7. Mr. Vora Punkamol	Executive Director	-	11/11
8. Mr. Punnavee Sookyen	Executive Director	-	11/11
9. Mr. Parinya Sithidumrong	Executive Director	-	11/11
10. Mr. Peerapol Chanwichit	Executive Director	-	11/11
11. Mrs. Siriwan Wongariyakavee	Executive Director	-	11/11
12. Mr. Nattapon Dejvitak (Appointed on February 23, 2021)	Executive Director	-	9/11
13. Mrs. Nophawan Khlaiophas (Appointed on February 23, 2021)	Executive Director	-	9/11

Authority

1. To appoint, remove, transfer, evaluate and determine remuneration and welfare of employees of different levels.
2. To appoint and remove any other working committee to carry out actions necessary for the management of the Company.
3. To issue regulations and announcements on performance of duties, to assign authority to members of the Executive Committee and/or employees serving managerial posts, in order to execute authorization on Company's assets.
4. To approve loans to companies with a business relation with the Company as shareholders, or to companies with a trading relation, or to companies of other nature, provided that the amount does not exceed the limited amount 30 million.
5. To approve guarantee of loans for companies with a business relation with the Company as shareholders, or to companies with a trading relation or to companies of other nature, provided that the amount does not exceed the limited amount 30 million.
6. To approve legal engagement in non-financial transaction, provided that the amount does not exceed the limited amount 30 million.
7. To approve acceptance or cancellation of loans, provided that the amount does not exceed the limited amount 30 million.
8. To approve investment, sale of investment capital in ordinary shares and/or any other securities, provided that the amount does not exceed the limited amount 30 million.
9. To approve sourcing and investment in fixed assets, provided that the amount does not exceed the limited amount 30 million.
10. To approve distribution, transfer of fixed assets, provided that the amount does not exceed the limited amount 30 million.
11. To approve modification, destruction and depreciation of fixed assets and intangible assets which are no longer in use, damaged, lost, destroyed, depreciated and outdated, provided that the aggregate amount as per book value does not exceed the limited amount 30 million.
12. To approve modification, change of price and destruction of raw materials and/or remaining inventory which are depreciated or outdated and causing devalue in book of accounts, provided that the amount does not exceed the limited amount 30 million.
13. To approve compromise or settlement of dispute by arbitration, complaint, filing of law suits and/or any legal proceeding on behalf of the Company on matters whether in normal business matters does not exceed the limited amount 2 million or not, of which the amount does not exceed the limited amount 30 million.
14. To authorize executives of the Company or other individuals to act on their behalf.
15. To invite members of the management or relevant employees to provide explanations, opinions or documents as necessary.
16. To consult with Company's specialists or consultants (if any), or hire third party as consultants or specialists if necessary, at the expense of the Company.
17. To stipulate any other regulations as deemed appropriate.

Duties and Responsibilities

1. To propose goals, policies, operational plans and annual budgets to the Board of Directors.
2. To manage the business of the Company in accordance with desired directions, goals and business policies of the Company.
3. To enhance the competitiveness of the Company and encourage continuous innovation.
4. To ensure that the operation of the Company is consistent with the laws, Company's objectives and regulations, shareholders meeting resolutions, Board of Directors resolutions and relevant regulations.

5. Determine and ensure compliance with policies, strategies, and sustainability action plans to be consistent with the company's business operations. in terms of economy, society and environment.
6. Members of the Executive Committee may delegate responsibilities among themselves, provided that the Board of Directors meeting is kept informed of the progress of the matter each member oversees.
7. To arrange for financial statements to be prepared in order to be reviewed and/or audited by external auditor prior to proposing to the Audit Committee and the Board of Directors, respectively.
8. To review matters to be proposed to the Board of Directors for approval.
9. To revise the Executive Committee Charter and propose it to the Board of Directors for approval.
10. To engage in any other action as assigned by the Board of Directors.

7.4 Management

7.4.1 Management Team/Executives Members as of December 31, 2021

Name	Position
1. Mr. Vathit Chokwatana	President
2. Mrs. Chailada Tantivejakul	Vice President
3. Mr. Nattapon Dejvitak	Vice President
4. Mr. Petch Paniangvait	Marketing Director 2
5. Mr. Punnavee Sookyen	Director of Sales 2
6. Mr. Parinya Sithidumrong	Marketing Director 1
7. Mrs. Siriwan Wongariyakavee	Financial and Investment Director
8. Mr. Surapong Soponkij	Information Technology Director
9. Mrs. Nophawan Khlaiophas	Information Human Resource Director

Remark: 1. The above personnel serve as the Executives as defined by the Securities and Exchange Commission.
2. Organization Chart It has been reported in "Section 7.1 Corporate Governance Structure".

7.4.2 Executive Board and Executives' Remuneration Policy

The Board of Directors supervises the establishment of criteria for the payment of remuneration to the Executive Directors and Executives. according to the performance of duties is reasonable and appropriate for the payment which has been approved by the Nomination and Remuneration Committee. For President, the Board shall ensure that an appropriate compensation structure and performance evaluation are in place. The Board shall establish the President's compensation structure: Short-term benefits, such as monthly salaries, bonus, and pension, based on the Company's performance and the President's performance evaluation; Long-term benefits, such as contribution to the Provident Fund, retirement compensation, and ESOP. The Board shall assign the Chairman or the Chairman of Executive Board to communicate the following evaluation results to the President: the year's performance evaluated against the year's objectives and the previous year's performance; the Company's financial liquidity and economic condition in comparison with other businesses in the same sector. the Board shall task the President with evaluating senior executive officers and other personnel in accordance with the predetermined performance evaluation criteria.

7.4.3 Total Remuneration Paid to Executives Directors

In 2021, Referred to the remuneration for the 14 executive directors who were in accordance with the definition of the management set by The Securities and Exchange Commission, the remuneration details were classified into salary, bonus, and Provident Funds accorded their status as company employees.

Remuneration	Amount (Baht)
Monetary Remuneration	
• Salary and Bonus	67,949,720.00
Other Remuneration	
• Provident Funds	2,208,063.20
Total	70,157,783.20

Other than contributions to the provident fund and remuneration for their roles as directors or employees, the Company offers no other forms of compensation, neither employee stock ownership plans (ESOP) nor shares, debentures, or other securities.

7.5 Employees

Employees are our most valuable assets and the force behind our success. As such, we treat them in accordance with the good corporate governance principle, with respect to their human and ethical rights, Employees are given the opportunity to exercise their potentials towards career advancement and security. Training is provided on a continuing basis to help them develop their professional skills knowledge and competency. The Company encourages employees to participate in the Company's business direction and development. All employees are entitled to equal professional achievement opportunities based on their potential, as well as, to appropriate compensation for their education, skills, responsibilities and performance. With regard to employees' safety towards life, health, and their properties, we have established a number of policies relating to working environment.

For the year 2021, number of employees are 1,604 persons, employees' can be divided as follow:

Unit : person

Line Function	Year 2021	Year 2020	Year 2019
Sales Department	793	793	799
Marketing Department	205	210	211
Back Office	606	614	619
Total	1,604	1,617	1,630

In 2021, We have paid a total compensation of Baht 789,310,321.85 in the forms of salary, subsidy and provident fund to our employees in 2021. Non-significant change in the number of personnel or major labor dispute in the past 3 years.

Additionally, channels are provided for employees to communicate suggestions and complaints pertaining to work. These suggestions are considered and remedies will be determined in the interest of all parties and in view of the creation of good working relation. Employees are additional offered numerous welfare advantages as follows :

- **Infirmary** : An infirmity facility is available to provide employees with preliminary medical treatment and healthcare by certified physicians and nurses and annual health check-up for the purpose of good health of the employees.
- **Provident Fund** : It is policy to encourage the Company's Provident Fund Committee to comply with the Investment Governance Code ("I Code"). Selected fund managers must also abide by the I Code and manage investments responsibly. They must consider environmental, social, and governance factors ("ESG") and adhere to investment governance principles, which serve as guidelines for investing for the future, benefiting fund members, the Company's employees in the long run. Each employee is entitled to membership of the provident fund since the date such the employee passes the probationary period, of which the membership will start from the employee's enrollment date. The member has to contribute to the fund and receive contribution money payable by the Company, on monthly basis through the period of membership as follows:

Period of membership	Percentage of money saving/contribution
From starting date – up to 4 years	3
More than 4 years – up to 8 years	4
More than 8 years – up to 12 years	5
More than 12 years – up to 16 years	6
More than 16 years – up to 20 years	7
More than 20 years	8

- **Retirement Annuity**: Upon retirement, employees will be paid a retirement annuity to be used in their post-retirement life.
- **Saha Group Employee's Saving and Credit Cooperative Limited (SGS)** : The Company promotes savings for financial security among all Saha Group employees. Its employees' cooperative allows members to borrow funds in times of need or to invest in a supplementary occupation that generates extra income or other economic returns. The cooperative adheres to the ideology "one for all, and all for one" and the framework of a savings cooperative.

7.6 Other information The person supervising accounting, company secretary and Head of the Office of Corporate Audit

7.6.1 Supervising accounting, Company Secretary and Head of the Office of Corporate Audit

(A) The person supervising accounting

The Company assigned by position to be directly responsible for the Company's accounting is the person who is position Chief Financial Officer (CFO), which is currently Mrs. Siriwan Wongariyakavee has been holding the position since November 6, 2018, and Ms. Jamnong Sriampornkul is a qualified as an accountant under the criteria set by the Department of Business Development. More profile details appear in Executive Profile in Attachment 1.

(B) Company Secretary

In order for the management of the Board of Directors to operate efficiently in accordance with the principles of good corporate governance The Board of Directors therefore resolved to appoint Mrs. Siriporn Lekayavijitr, qualified and experienced individual as the Company's Secretary from May 10, 2005 to the present. The duties of this position are as follows:

1. To arrange and collecting document are as follows:
 - (A) Directors Register
 - (B) Notice of the Meeting of Directors, Resolution of the Board of Directors' Meeting and Annual Report
 - (C) Notice of the General Meeting of Shareholder and Minutes of the General Meeting Shareholders
2. To keep the report of conflict of interest
3. Perform other duties as required by the Capital Market Supervisory Board
4. Perform other duties as assigned by the Board of Director
5. Encourage the adherence to standards of good corporate governance, providing advice in this respect to the Board of Directors and Management which is relevant to the Company's related laws, rules, and regulations. Furthermore, this includes making note of any significant changes in the Board of Directors.
6. Take care of the activities of the Board of Directors. Act as a liaison between the Board of Directors and its Management. Coordinate to ensure the adherence to relevant laws or regulations, and perform any actions necessary to ensure proper compliance, Furthermore, the Company's Secretary shall monitor the Board of Directors' compliance with relevant resolutions.
7. Organize meetings for the Board of Directors as well as the Shareholders.
8. Ensure that disclosures of all necessary information are made as per relevant rules and regulations set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand.

More profile details appear in Company Secretary Profile in Attachment 1.

(C) Head of the Office of Corporate Audit

The Board of Directors has established an internal division named the Office of Corporate Audit to perform internal auditing. It is headed by Ms. Sunanta Mongkolkittaveepol, who has a bachelor's degree in accounting and a master's degree in business administration. She has also passed internal audit programs of the Thailand Management Association and understands the Company's activities and operations. She reports directly to the Audit Committee. The Audit Committee can propose, appoint, transfer, and dismiss internal auditors. More profile details appear in Head of the Office of Corporate Audit Profile in Attachment 1.

(D) Head of Compliance

The Company does not have a designated compliance department but has appointed Mrs. Siriporn Lekayavijitr, the Company's Secretary, as Head of Compliance. Her compliance responsibilities are:

1. To supervise and ensure the Company's compliance with applicable laws and regulations of the Stock Exchange of Thailand and other relevant regulators;
2. To offer advice to the Board of Directors and management about the Company's compliance with applicable laws and regulations of the Stock Exchange of Thailand and other relevant regulators, as well as ensure that management suspend any transaction or activity that may constitute a violation;
3. To take part in determining and advising on the suitability of the Company's operating procedures in relation to compliance with policies, guidelines, rules, or codes of conduct required by law; and
4. To collect and disseminate necessary information, as well as provide compliance knowledge and advice to various departments within the Company.

In 2021, There is no the Company, the Board of Director, Executives and Employees violation of regulations of regulatory agencies such as the SEC and the Stock Exchange of Thailand, and including other relevant laws. More Head of the Office of Corporate Audit Profile appear in Company Secretary Profile details in Attachment 1.

7.6.2 Head of Investor Relations and contact

The Board of Directors believed that it is important to keep all investors well informed of our operation. This involves constant update of financial information and information affecting the price of company stock, required by the investors for their timely decision. All investors and relevant parties are updated at the same time via the channels of the Stock Exchange of Thailand, and our website at www.sahapat.co.th. Moreover, the shareholders and the investors have the opportunity to pose questions to the Company via has appointed Mrs. Siriporn Lekayavijitr, Company Secretary's Company, professional personnel to assist shareholders and investors in this matter. The contact details are as follows:

SAHA PATHANAPIBUL Plc.
2156 New Petchburi Road
Bang Kapi, Huai Khwang, Bangkok
Tel : 0-2318-0062 Ext. 1200 Fax. 0-2318-1152
E-Mail: invest@sahapat.co.th Website: www.sahapat.co.th

7.6.3 Audit Fee

The Company and its subsidiaries paid a total of THB 4,430,000 in audit fees to the office of the external auditors, D I A INTERNATIONAL AUDIT CO.,LTD. for previous fiscal year. They also paid THB 585,000 for other services (non-audit fees) and other certification fees in the previous fiscal year. The detail is as follow:

(1) Audit Fee

The Audit fee of the Company and subsidiaries paid audit fee to the office of the auditor for the fiscal year ended December 31, 2021 as follows:

1. Saha Pathanapibul Plc.	2,270,000	Baht
2. Bangkok Tower (1999) Co.,Ltd.	270,000	Baht
3. Chokchaipibul Co.,Ltd.	800,000	Baht
4. Tipwarin-Watana Co.,Ltd.	300,000	Baht
5. Tipwarin Inter Packaging Co.,Ltd.	330,000	Baht
6. Dairy Thai Co.,Ltd.	280,000	Baht
7. SPC Ventures Co.,Ltd.	180,000	Baht
Total	4,430,000	Baht

(2) Non-audit fee)

For the fiscal year ended December 31, 2021 there are Non-audit fees that the company pays to the auditor in order to the necessary expenses that increase from the company's internal operations which the Company considered is a reasonableness of the transaction. The details of Non-audit fees are as follows:

- Financial statements PAEs of 4 subsidiaries	155,000	Baht
- Financial statements of Private Fund	210,000	Baht
- Information Technology system audit	220,000	Baht
Total	585,000	Baht

8. Corporate Governance Milestones

8.1 Performance of the Board of Directors in 2021

8.1.1 Nomination, Development and Performance Assessment of the Board

(1) Independent Directors: The company has given the following definitions of an “independent director” based on the announcement of the Capital Market Supervisory Board as follows:

Qualifications of independent directors

1. The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.
2. The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
3. The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
4. The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one's independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market Supervisory Board on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.

5. The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
6. The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
7. The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
8. The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
9. The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent

In the fiscal year 2021, the independent directors of the Company no business relationship or professional service or a person who has been appointed as an independent director Having or having had a business relationship or providing professional services in a value exceeding the criteria prescribed in the Notification of the Capital Market Supervisory Board Re: Approval for Offer for Sale of Newly Issued Shares.

(1) Nomination of Directors and the Executives

Criteria for the selection of directors

For nominating process of the persons to be appointed directors, the company has set the criteria as follows:

1. Be qualified according to the Public Company Act, Securities and Exchange Act, rules of the Securities and Exchange Commission, and rules of the Stock Exchange of Thailand.
2. Qualifications of nominated directors to be diverse or what is called Board Diversity in terms of educational level, professional skills, specialization that is beneficial to the company's business, and ability to meet the requirements of the strategy of the company's business operation without discrimination such as sex, age, and race, etc.
3. Having leadership, vision, integrity and ethics, as well as transparent work experiences.
4. Being qualified and not be prohibited under the laws and regulations of the company.

5. In case of the nomination of the retiring directors to serve another term, they will be considered additionally in term of the performance as directors and various committees in the past.
6. In case of the selection of persons to be appointed independent directors, they must have the qualifications required for independent directors, in accordance with The Notification by The Capital Market Supervisory Board.

Process for the selection of directors

1. The Nomination and Remuneration Committee has been assigned to select qualified persons having appropriate qualifications to be nominated as company directors for consideration by The Board of Directors, prior to submitting to the shareholders' meeting for approval by the majority votes of the shareholders present at said meeting. In the case where the retirement took place prior to term completion with the remaining term being not less than 2 months, The Board of Directors' meeting shall then be authorized to select the persons from the candidates proposed by the Nomination and Remuneration Committee, for further appointment as company directors, by the majority votes of not less than 3/4 of the remaining directors. In such case, the newly-appointed directors shall serve out the remaining term of their predecessors.

The Nomination and Remuneration Committee will use Board Skill Matrix by the analysis of skills, experience, knowledge and expertise of the board as consideration information for selecting directors in accordance with the strategy of the company's business operation. In addition, regarding the selection of new board members, the Nomination and Remuneration Committee has considered more in terms of knowledge, ability and experience that can be beneficial to the performance of directors and essential to the structure of the board that is still lacking.

2. The Nomination and Remuneration Committee has provided an opportunity for minor shareholders to participate in the nomination of persons to be elected as directors before the Annual General Meeting of Shareholders according to the rules set by the company on the company's website (www.sahapat.co.th). Using a ballot system, the Company's shareholders elect each director individually. They allocate all of their votes to the cho sen candidate. According to Article 20 of the Company's Articles of Association, directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for one share.
- (2) A shareholder must cast all votes under (1) to elect a candidate or group of candidates director or directors. The votes are indivisible and cannot be allotted to different candidates.
- (3) Candidates are elected directors based on the number of votes in descending order and the number of vacancies. In the event that candidates in descending order receive the same number of votes, the Chairman shall cast the deciding vote.

The Nomination and Remuneration Committee nominates independent director candidates based on the list of qualifications specified by the Company, which conforms to announcements of the Capital Market Supervisory Board, in addition to the above fundamental criteria.

Senior Executive Nomination

Senior executive candidates are selected based on their knowledge, competence, moral code, and involvement. To identify and prepare capable employees for future leadership roles, the Company assesses their potential. Those with excellent performance will be given challenging tasks and higher stakes. This practice, which applies to the entire corporate structure, allows the Company to fill vacancies and ensure continuity. For senior management roles, the Board has tasked the Nomination and Remuneration Committee with establishing recruitment criteria and methods to identify qualified candidates. These can be either existing executives or outsiders with the proper knowledge, abilities, and a good understanding of the Company's business. These candidates must have a track record of leading an

organization to prove that they can achieve objectives and goals set by the Board. They must not possess any legally prohibited characteristics. These shortlisted candidates are presented to the Board for consideration and appointment.

Director and Executives development

The Company requires newly appointed directors to undergo orientation to equip them with information that may benefit their role. They will also learn about business directions (objectives, goals, vision, mission, corporate values) and their roles, compensations, and other benefits. The Company has assigned a director's handbook is prepared to help newly installed directors understand key information of the company, corporate governance policies, business ethics, code of ethics and regulations stipulated by the Securities and Exchange Commission. Our directors meet and exchange business views with high-level executives of leading Thai and overseas organizations on a regular basis.

The company places great importance on helpful seminars and training programs that will help directors and executives to perform better in their positions. Selected company personnel attended the Director Accreditation Program (DAP) and the Director Certification Program (DCP) by the Thai Institute of Directors (IOD), as well as other mini courses which contribute to their performance of directorial duties. We will continue to enroll our directors in future IOD courses.

Attendance and Seminar of the Board of Directors and executives in 2021

Name		Attendance and Seminar										
		1	2	3	4	5	6	7	8	9	10	11
1	Mr. Boonchai Chokwatana	/						/				
2	Mrs. Pasook Raksawonkse	/	/	/	/	/	/	/				
3	Mr. Vathit Chokwatana		/	/	/	/		/				
4	Mrs. Chailada Tantivejakul	/	/	/	/	/	/	/				
5	Mr. Petch Paniangvait			/			/	/				
6	Mrs. Siriporn Lekayavijitr	/		/			/	/				
7	Mr. Vora Punkamol	/	/	/	/	/		/				
8	Mr. Parinya Sithidumrong	/	/	/	/			/				
9	Mr. Punnavee Sookyen	/	/	/	/	/	/	/	/			
10	Mrs. Siriwan Wongariyakavee					/	/	/		/	/	/
11	Mr. Peerapol Chanwichitl		/	/	/	/	/	/	/			
12	Mr. Surapong Soponkij	/		/	/	/	/	/				
13	Mrs. Nophawan Khlaiophas	/	/	/	/	/	/	/				
14	Mr. Nattapon Dejvitak	/	/	/	/	/		/				

Attendance and Seminar in 2021

1. Switching Point and Setting Personal Goals
2. Master the Art of Storytelling in Business, The art of storytelling and storytelling in business
3. Blockchain
4. How to make a marketing plan when the world changes
5. Two trends that marketers need to prepare
6. How to use HR System
7. How to use Microsoft Office 365
8. Investment planning of the Company's provident fund
9. Company Secretary Program (CSP)
10. Precautions for filing the financial statements in 2021 and preparation for submitting the financial statements in 2022
11. Summary of TFRS for PAEs, Key Points and Changes in 2021

The performance self-assessment of the Board of Directors and Sub-committee

It is policy for the Board and its sub-committees to evaluate their own performance annually. The formats and criteria of these assessments conform to SET guidelines. The process allows the directors to review the past year's operating results, problems, and obstacles and so improve their own and management's performance in the following year. Additionally, every sub-committee has a charter that requires it to report its performance to the Board at least once a year. The process is as follows: the Company Secretary sends an assessment form to each director. After completion, the forms are collected; the points, tallied; and comments, compiled. The data is analyzed, then presented to the Executive Committee for review before the final submission to the Board for acknowledgment. The Board also discusses how its sub-committees and itself can make improvements for the benefit of corporate governance.

1) Self-Assessment Forms of the Board of Directors. There are two types as follows:

- A group self-assessment form, looks at
 - (1) Composition and Qualifications
 - (2) Role, Duties, and Responsibilities
 - (3) Meeting Attendance
 - (4) Execution
 - (5) Relationship with Management
 - (6) Self-development and Management Development
- An individual self-assessment form, looks at
 - (1) Composition and Qualifications
 - (2) Meeting Attendance
 - (3) Role, Duties, and Responsibilities

2) Annual Performance appraisal of the Subcommittee There are two types, look at as follows:

- (1) Composition and Qualifications
- (2) Meeting Attendance
- (3) Role, Duties, and Responsibilities

Corporate Governance Milestones

In 2021 the performance appraisals are summarized as follows:

Sub-Committee	Results	Scores (%)
1. Audit Committee	Excellent	98.82
2. Nomination and Remuneration Committee	Good	79.56
3. Corporate Governance Committee	Good	83.12
4. Risk Management Committee	Good	80.29

8.1.2 Meeting attendance and individual directors' compensation

In 2021, the Board of Director and Sub-Committee meetings are detailed as follow:

Name	Board and Sub-Committee Meetings in 2021						AGM 2021
	BOD	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee	Risk Management Committee	EXCOM	
1. Mr. Boonsithi Chokwatana	13/13						1/1
2. Mr. Boonchai Chokwatana	13/13		2/2			11/11	-/1
3. Mr. Boonpakorn Chokwatana	13/13						1/1
4. Mrs. Pasook Raksawonkse	13/13			12/12		11/11	1/1
5. Mr. Vathit Chokwatana	13/13		2/2			11/11	1/1
6. Mr. Boonyarith Mahamontri	13/13						1/1
7. Mr. Petch Paniangvait	13/13					11/11	1/1
8. Miss Sirilak Dhanasarnsilp	13/13						1/1
9. Mrs. Chailada Tantivejakul	13/13		2/2		7/7	11/11	1/1
10. Mr. Thamarat Chokwatana	13/13						1/1
11. POL.MAJ.GEN. Panurat Meepien	13/13	5/5					1/1
12. Mr. Wasin Teyateeti	10/13	4/5					-/1
13. Mr. Khachornsakdi Vanaratseath	13/13	5/5					1/1
14. Dr.Vichai Charoenwongse	12/13						1/1
15. Mr. Wichit Tantianunanon	13/13						1/1

Remark: In 2021, all directors attending the Board of Directors meeting more than 75% of the year's meetings.

Individual Directors' Compensation

The Board of Directors has established a fair and reasonable policy for directors' compensation. The Nomination and Remuneration Committee is responsible for determining the limit and criteria for directors' compensation based on the Company's operating results, each director's role and responsibility and comparability with other organizations in the same sector. The directors' annual remuneration and meeting allowances are presented to the board meeting for consideration before they go to the shareholders at the annual shareholder meeting for approval.

In 2021, The shareholders' meeting no.70 on April 26, 2021 was approved annual remuneration budget for company directors for total amount not exceeding 15 million Baht per year as the prior year, until further changes. The disbursement of said remuneration budget required the consideration by the Nomination and Remuneration Committee, and the approval of the Board of Directors, with such disbursement not exceeding the budget amount earlier approved by the shareholders' meeting and compared with other group of companies in the same level. This is not inclusive of remuneration or welfare to which the directors are entitled to in the capacity as a staff member and/or employee of the company.

- Annual Remuneration is paid to all directors. The Nomination and Remuneration Committee will allocate the remuneration on basis of principle, operational results and propose to the Board of Directors.
- Meeting fee, is paid to attending directors only.

Name of Board and Sub-Committee	Chairman	Director
The Board of Directors	12,000 Baht/ meeting	10,000 Baht/ meeting
The Audit Committee	60,000 Baht/quarter	30,000 Baht/quarter
The Nomination and Remuneration Committee	12,000 Baht/ meeting	10,000 Baht/ meeting
The Risk Management Committee	4,000 Baht/ meeting	3,000 Baht/ meeting
The Corporate Governance Committee	4,000 Baht/ meeting	3,000 Baht/ meeting

- For the other remunerations of directors, the Company did not pay the other remunerations to directors.

Corporate Governance Milestones

Grand total of 11,922,000 Baht was paid in 2021. The Remuneration for The Board of Directors in the year 2021 (Director Allowance and Director Compensation) are as follow :

Name	Remuneration (Baht)					
	Board Of Directors	Audit Committee	Nomination And Remuneration Committee	Corporate Governance Committee	Risk Management Committee	Total
1. Mr. Boonsithi Chokwatana	1,156,000					1,156,000
2. Mr. Boonchai Chokwatana	1,256,000		24,000			1,280,000
3. Mr. Boonpakorn Chokvathana	630,000					630,000
4. Mrs. Pasook Raksawonkse	830,000			48,000		878,000
5. Mr. Vathit Chokwatana	830,000		20,000			850,000
6. Mr. Boonyarith Mahamontri	630,000					630,000
7. Mr. Petch Paniangvait	830,000					830,000
8. Miss Sililak Dhanasarnsilp	630,000					630,000
9. Mrs. Chailada Tantivejakul	830,000		20,000		28,000	878,000
10. Mr. Thamarat Chokwatana	630,000					630,000
11. Mr. Khachornsakdi Vanaratseath	630,000	120,000				750,000
12. Mr. Wasin Teyateeti	600,000	120,000				720,000
13. POL.MAJ.GEN.Panurat Meepian	630,000	180,000				810,000
14. Dr. Vichai Charoenwongse	620,000					620,000
15. Mr. Wichit Tantianunanon	630,000					630,000
Total	11,362,000	420,000	64,000	48,000	28,000	11,922,000

8.1.3 Governance of Subsidiaries and Associates

The Board shall consider and establish a subsidiary's governance policies, including: The appointment of a director, executive officer, or another authoritative post to a subsidiary. The senior executive team of the investing Company shall consider a director or an executive officer from within the group who possess the knowledge, ability, and expertise in the subsidiary's business to represent the Company as an investor or in compliance with the joint-venture agreement; additional, the scope of duties and responsibilities of the position in the Board shall also have the representative to oversee that the subsidiary's operations comply with its own policies. If the subsidiary has other investors, the Board shall require the Company's appointed representative to perform his or her role in the subsidiary's in the best interest of the subsidiary while maintaining compliance with the Company's policies; The suitability and adequacy of the subsidiary's internal control, along with the conformity with relevant laws and regulations of all transactions; and the disclosure of the subsidiary's financial information, operating results, related party transactions, acquisition and disposition of assets, other important transactions, capital increases

or decreases, termination. For any significant investment in a business, the Board shall make certain that the shareholders' agreement or another agreement in place clearly defines the Company's ability to manage the subsidiary's affairs, partake in major decisions, and monitor the subsidiary's performance, which will enable the Company to prepare its financial statements in a timely manner and in conformity with relevant standards.

In 2021 the Board of Directors appointed directors to the Company's subsidiaries and joint ventures. The number of appointments was subject to the Company's voting rights in these entities. These appointed directors were responsible for ensuring that the operations of these subsidiaries and joint ventures yielded the utmost benefit to the Company. In addition, they also oversaw these entities' recordkeeping of data and accounting entries to allow the Company to examine and compile them as part of its consolidated financial statements promptly. The Company had no shareholders' agreements with other shareholders of these subsidiaries and joint ventures

8.1.4 Corporate Governance Policy and Guideline Compliance Control

Since corporate governance is of great importance, the Company has established related regulations and guidelines in the Good Corporate Governance Policy, Business Ethics, and the Code of Conduct for directors, executives, and employees. The Company has also promoted their implementation to garner confidence from all stakeholders

In 2021 the Company monitored all material issues of compliance with good corporate governance principles and found that every compliance issue was fully addressed. The additional details of its compliance with good corporate governance principles are as follows:

(1) Conflicts of interests handling

The Company defines and communicates policies and guidelines on the prevention of conflicts of interest. for directors, executives and employees to be informed; and Conflicts of interests are handled cautiously and rationally with the greatest benefit to the company as the key concern. Determination of prices is in compliance with normal fair trade conditions, just like doing business with an outsider. Measures have been implemented to ensure transparency and compliance with the criteria of the Stock Exchange of Thailand. This is a part of good corporate governance and also made available on website www.sahapat.co.th in the topic of conflict of interests under business ethics.

To ensure that all parties are equally well informed, disclosures are made of connected transactions in accordance with the Stock Exchange of Thailand Commission announcement on disclosure of information and action of listed companies pertaining to related transactions. Directors with potential interests in the matter being reviewed are required to leave the room and refrain from voting. This is to allow directors without interests to freely voice their opinions and cast their vote. The Company's Secretary would announce the name of directors who are required to leave the room for the agenda at hand. The names and relationship with connected person, the determination of prices under the transaction and the directors with differing opinion from that of the Board of Directors (if any) are reported to the Stock Exchange of Thailand within the specified timeframe. The information is posted on our website as well for the purpose of transparency and also recorded in the minutes for subsequent reviews.

The Company did not include any connected transactions on the agenda of the 2021 Annual General Meeting of Shareholders. In 2021 the Company was never fined, accused or taken to the court of law for a civil violation regarding its disclosure of connected transactions and asset trading by any regulatory agencies, namely the SEC and the SET.

Additionally, we have established general trading conditions with transactions between the company and directors, executives and relevant individuals. This is done annually at the first Board of Directors meeting after the Annual General Meeting of Shareholders so that new directors are informed of the matter. Such transactions are summarized on a quarterly basis and reported to the Board of Directors for their acknowledgement.

In 2021, The company did not find any actions that violate the conflict of interest policy.

(2) Insider Information

The Company's policy includes numerous guidelines and provisions for monitoring insider information, including preventive measures against the use of insider information for personal gain. These are included as part of the Code of Conduct for directors, executives and employees, which seeks to foster honesty, responsibility, discipline, and good conscience for the public and oneself, including the protection of Company assets and benefits. No one shall use Company data and assets for personal gain or act in any capacity that supports competitors of the Company. The Code of Conduct has been made available on the website (www.sahapat.co.th) under Corporate Governance. It serves as guidelines and reference for how to conduct oneself while conducting business. In addition, the Company's work regulations also include these matters. The maximum penalty for violation is the termination of employment. Directors, executives, and employees are made aware of the insider information policy from the first day at the Company.

In 2021 no directors, executives, or employees of the Company were found guilty of misusing insider information.

(3) Whistleblowing Policy

Shareholders and stakeholders with concerns regarding any financial report, internal control system, possible violation of the laws or the code of ethics, are advised to contact the Company's Secretary at 0-2318-0062 Ext. 1200, or by facsimile at 0-2318-1152 or by e-mail at invest@sahapat.co.th. The office of internal audit reports directly to the audit committee and can be reached at 0-2318-0062 Ext. 1440. Findings of the investigation will be reported to the Board of Directors while the identity of the informant will remain confidential.

There was no complaint regarding this matter from shareholders and stakeholders in the year 2021.

(4) Supervision of the company's security trading transaction

A measure is in place to monitor how our shares are traded. Directors, executives and staff in possession of insider information are prohibited from selling or purchasing company stock within one month before disclosing the financial statements to the public. Additionally, directors and executives, as well as, their spouses and children who are not yet of juristic age are required to report their shareholding. Any transaction must be reported to the Securities and Exchange Commission, with a copy sent to the Chairman or Company's Secretary about their trading of the Company's securities at least one (1) day before the trading date and the Company's Secretary for subsequent notification of the Board of Directors at the next meeting. Directors and executives are well aware that it is their duty to comply. The Company's Secretary will circulate a letter to all directors and executives of any change in this area, with relevant announcement of the Securities and Exchange Commission enclosed.

In 2021, all directors and executives have complied well with this policy. There was no transaction during the prohibited period.

Corporate Governance Milestones

Securities Data Company of Directors and Executives on December 31, 2021

Name		As at Dec 31, 2020	Changes Between 2021	As at Dec 31, 2021	%
1. Mr.Boonsithi	Chokwatana	2,775,585	-	2,775,585	0.84
2. Mr.Boonchai	Chokwatana	1,939,342	699,800	2,639,142	0.80
	Spouseand Underage children	120,000	-	120,000	0.04
3. Mr.Boonpakorn	Chokvathana	1,478,965	-	1,478,965	0.45
	Spouseand Underage children	204,353	30,333	234,686	0.07
4. Mrs.Pasook	Raksawonkse	55,000	53,200	108,200	0.03
5. Mr.Vathit	Chokwatana	458,333	-	458,333	0.14
6. Mr.Boonyarith	Mahamontri	62,218	-	62,218	0.02
7. Mr. Thamarat	Chokwatana	232,254	-	232,254	0.07
	Spouse and Underage children	34,998	-	34,998	0.01
8. Mr.Petch	Paniangvait	300,000	-	300,000	0.09
9. Miss Sililak	Dhanasarnsilp	761,551	-	761,551	0.23
10. Mrs.Chailada	Tantivejakul	1,166,739	350,000	1,516,739	0.46
11. Dr. Vichai	Charoenwongse	-	-	-	-
12. Mr.Wichit	Tantianunanon	18,153	-	18,153	0.01
13. Mr.Khachornsakdi	Vanaratseath	-	-	-	-
14. Mr.Wasin	Teyateeti	-	-	-	-
	Spouseand Underage children	15,333	-	15,333	0.00
15. POL.MAJ.GEN. Panurat	Meepien	-	-	-	-
16. Mrs.Siriporn	Lekayavijitr	169,697	-	169,697	0.05
17. Mr.Vora	Punkamol	20,000	-	20,000	0.00
18. Mr. Punnavee	Sookyen	-	-	-	-
19. Mr.Parinya	Sithidumrong	4,000	-	4,000	0.00
20. Mr. Peerapol	Chanwichit	11,000	-	11,000	0.00
21. Mrs. Siriwan	Wongariyakavee	409,500	-	409,500	0.12
22. Mr. Surapong	Soponkij	-	-	-	-
23. Mrs. Nophawan	Khlaiophas	-	10,000	10,000	0.00
24. Mr. Nattapon	Dejvitak	-	200,000	200,000	0.06

(5) Report of Stockholding

Measures are in place to required directors and executives to report the interests they have in the management of our businesses on the following occasions:

- (A) Upon first appointment to the directorial or executive position, Directors and Executives to report the interest they have in the interests report of Directors and executives.
- (B) Upon the instance of change in interests, Directors and executives are required to submit their interests report to the Company's secretary.
- (C) Company secretary who would in turn deliver a copy of interests report under Section 89/14 to the chairman of the Board of Directors and the chairman of the Audit committee within seven days from the day on which the report is received.

In 2021, all directors and executives have complied with the established criteria.

(6) Review of Strategies and Vision and Mission Statements

Together with the Executive Committee, the Board of Directors reviews the Company's vision and mission statements regularly to align them with business goals and strategies for future operations. Additionally, the Board monitors the implantation of strategy and management performance periodically.

In 2021 the Board reviewed the strategies and the vision and mission statements of the Company to ensure their alignment with the Company's operational strategy.

8.2 Report of the Audit Committee for 2021

In 2021, the Audit Committee held a total of 5 meetings to perform its duties, we discussed relevant matters with the Company's executives, internal auditor, and financial auditor. We also met independently with the auditor once without the presence of the executive team. Below is a summary of our key activities:

1. We reviewed the quarterly and annual financial statements, which had previously been reviewed by the auditor. We ensured that they had been prepared correctly and that they conform in essence with generally accepted accounting practices. Moreover, we ensured sufficient disclosure of information per accounting standards. We also found that the auditor had expressed his opinion unconditionally.

2. We reviewed the Company's internal audit system and anti-corruption measures, as well as the implementation of the 2021 Internal Audit Plan. We regularly received progress reports and provided our recommendations to improve its efficiency. In our opinion, the Company's internal control was adequate and suitable for its current business. We also granted our approval to the 2022 Internal Audit Plan proposed by Internal Audit.

3. We reviewed connected transactions and concluded that the Company had thoroughly abided by all requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission. We were also of the opinion that the Company had thoroughly and correctly disclosed all connected transactions.

4. We reviewed the Company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, and other laws pertinent to the Company's operations. We found that the Company had thoroughly complied with all relevant laws, rules, and regulations in accordance with good corporate governance principles.

5. We selected and nominated DIA International Auditing Co., Ltd. as the 2022 auditor based on the following criteria: knowledge, competence, and independence. We have proposed the name and audit fee to the Board of Directors. With the board's assent, the name and audit fee will be presented before the Annual General Meeting of Shareholders for the final approval and appointment.

In all of our endeavors, we have found no significant flaws that could impact the Company's financial statements. We have also presented a report of our activities to the Board of Directors for its consideration.

Details of the number of meetings and attendance of Sub-committees are in section 8.1.2 Meeting attendance and Remuneration for Directors and details of meeting attendance of each director in sub-committees are in section 7.3 information about each sub-committee.

8.3 Report of the Sub-Committees for 2021

Report of the three Sub-Committees, namely the Nominating and Remuneration Committee; the corporate governance Committee; and the Risk Management Committee.

(1) Report of the Nominating and Remuneration Committee

In 2021 the Nomination and Remuneration Committee held a total of 12 meetings to perform its duties. The following is a summary of the actions taken:

Nomination: The committee is responsible for considering and nominating qualified persons to fill vacancies on the Board of Directors, which are a result of retirement by rotation. The criteria considered include an area of expertise that aligns with the Company's needs and demonstrations of competence, experience, leadership, vision, and ethics, among other qualifications. Nominees shall not possess any attributes prohibited by applicable laws, regulatory announcements, or the Company's Articles of Association. The committee ensures that the director nomination process is transparent.

Shareholders were allowed to nominate candidates to be appointed directors at the 2022 Annual General Meeting of Shareholders from December 1 to 30, 2021, but no nominations were made.

As the Nomination and Remuneration Committee, we considered the qualifications of nominees individually. To prevent a conflict of interest, we observe the principle that if one of us was retiring by rotation, that member would not nominate him/herself. We considered factors such as knowledge, competence, and experience. We also examined the impartiality of independent director nominees, whose independence from management pursuant to applicable regulations would ensure performance efficacy and the ability to express their opinions freely. We recommended the re-election of 5 directors retiring by rotation. This recommendation require the Board of Directors endorsement and presented to shareholders at the annual general meeting of shareholders to obtain their resolution.

Remuneration: We reviewed and proposed remuneration criteria and types, including the remuneration budget and allocation of portions of the budget to directors' different roles—namely, their service to the board, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Corporate Governance Committee. We have submitted the proposal to the Board of Directors. With its approval, the nominations will be presented to shareholders at the Annual General Meeting of Shareholders to obtain their resolution. The Company has disclosed the remuneration of each director individually in the annual registration statement (Form 56-1).



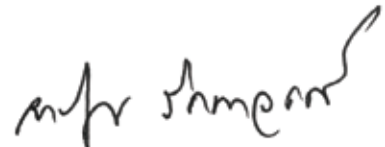
(Mr. Boonchai Chokwatana)
Chairman of the Nomination
and Remuneration Committee

(2) Report of the Corporate Governance Committee

In 2021 the Corporate Governance Committee held a total of 12 meetings to perform its duties. The following is a summary of the actions taken:

1. The committee reviewed its charter, which guides its action, for alignment with corporate governance principles and current business contexts.
2. The committee reviewed the Company's Good Corporate Governance Principles. It also monitored compliance with the Corporate Governance Principles. Additionally, the committee monitored the Board of Directors' and board committees' adherence to corporate governance principles.
3. The committee adjusted the Company's Anti-Corruption Policy and related practice to be consistent with the self-assessment Revised edition of the Thai Private Sector Coalition Against Corruption (CAC).
4. The committee relevant rules and supervised working groups—namely, sales, marketing, logistics, information technology, and finance and accounting—to ensure that they adhere to company policies, rules, and regulations.
5. The committee encouraged the Company as a whole to put corporate governance principles to practice and promoted sustainability in economic, social, and environmental terms.

The Corporate Governance Committee believes that the Company operates in accordance with good corporate governance principles, and that it is committed to the continuous development of corporate governance and social and environmental corporate responsibility. These are all significant factors that support operational efficiency and efficacy. They also help the Company garner trust from all groups of stakeholders, which serves as a foundation for sustainable growth.



(Mrs. Pasook Raksawongse)
Corporate Governance
Committee Chair

(3) Report of the Risk Management Committee

In 2021 the Risk Management Committee held a total of 7 meetings to perform its duties. The following is a summary of the actions taken:

1. We governed risk management according to the Risk Management Policy.
2. We fostered a risk culture among Sahapat employees. We equipped them with risk management awareness, the understanding of its importance, and the know-how needed through training.
3. We reviewed and revised Sahapat's risk management framework according to its vision, mission, and strategic direction. We also developed a risk management system according to the COSO ERM 2017 (Committee of Sponsoring Organizations of the Treadway Commission, Enterprise Risk Management 2017)
4. We analyzed Sahapat's risks and opportunities, including their likelihood and impacts, and devised approaches to maintain risks at an acceptable level.
5. We regularly monitored risks and analyzed emerging risks according to Sahapat's direction.



(Mrs. Chailada Tantivejakul)
Risk Management Committee Chair

9. Internal Control and Connected Transactions

9.1 Internal Control

9.1.1 Opinions of the Board of Directors on Internal Control

The Board of Directors places a great deal of importance on internal control of our processes, finance and accounting, operations and corporate governance; therefore, a hierarchy of authorities has been established in writing, and there is a clear separation of roles between an operator and a monitor. In charge of this system of internal control is Internal Audit, who also advises the board on how to effectively implement guidelines. As an independent entity, Internal Audit provides a system of checks and balances, as well as ensures compliance with relevant laws and regulations.

The Board of Directors mandates that Internal Audit reports directly to the Audit Committee and the chief executive officer. The Audit Committee is responsible for examining the suitability and efficiency of our internal control system. We review and formulate control and risk-prevention measures, paying special attention to early warning signs and significant anomalies.

At the meeting of the Board of Directors No.11(Board 28) held on February 22, 2022. There were 3 independent directors were also member of the Audit Committee in attendance. The Board of Directors examined and assessed our system of internal control through a series of questions posed to management in conjunction with internal audit results. The Board found no significant flaws in our internal control system and concluded that the current system is appropriate and sufficient for our operations. The audit department which consists of the Company personnel, has also been sufficiently provided in conducting its duties on a regular basis according to the internal audit plan and directly reports to the Audit Committee and in order to comply with the systems in an efficient manner as below;

1. Control Environment

The Company establishes clear policies and business goals and regularly monitors the implementation of these said policies and goals based on the present situation. Our organization structure decentralizes power to allow for operational flexibility and a system of checks and balances. The authority and responsibilities of the chief executive officers and the charter of each committee are in writing to provide a clear scope of responsibility. In addition, we have a policy on corporate governance, code of conduct, and ethical practices of our directors, executive officers, and employees. We also have an anti-corruption policy and regulations, which have been communicated to everyone in the organization. Directors, executive officers and employees are required to follow these guidelines with straightforwardness to avoid conflicts of interest and corruption, which would damage our organization. We have a system to monitor and assess our operations based on good corporate governance, regulations, and best practices. Should we find non-compliance, we have a mechanism of punitive action to deal with such a violation in a timely and appropriate manner, in accordance with relevant regulations and laws.

In 2021, the Company did not receive any fraud whistleblowing in all channels open for it.

2. Risk Assessment

The Board of Directors tasks the Risk Management and Anti-Corruption Committee with overseeing systematic and efficient risk management. The committee analyzes internal and external risk factors that may impact our business. It constantly monitors risk management to ensure that all risks remain within our risk tolerance levels. Every level of management is also part of risk management. Principles of risk management, which are part of our organizational culture, have been communicated to all employees to be used as guidelines.

The Risk Management and Anti-Corruption Committee assesses chances of corruption and carefully reviews its goals. It also considers the appropriacy of incentives and compensations given to employees to ascertain whether they encourage inappropriate action. The committee also questions executive officers about chances of corruption and their anti-corruption measures. The Company communicates to all executive officers and employees to promote their understanding and compliance with our anti-corruption policy and guidelines. We prohibit them from accepting or offering bribes for a business advantage. We also communicate our anti-corruption policy to all groups of stakeholders.

3. Control Activities

The Company clearly outlines the scope of responsibility and approved budgets for each level of management in writing. We also have clear separations of duties and responsibilities of each department as a system of checks and balances. In addition, we have written regulations on financial transactions, procurement, and general management. We also have measures to monitor our corporate compliance with relevant laws for all transactions with a majority shareholder, a director, an executive officer, or an affiliate of the aforementioned persons, as well as for any connected transactions. We comply with the procedures established by the Securities and Exchange Commission, as well as other relevant rules, taking into account the utmost benefit to the Company. It is our policy that a transaction can only be approved by an authority with no conflicts of interest to prevent someone from taking advantage of the Company or using the Company's transactions for personal gain.

The Board of Directors monitors the Company's performance every month and ensures that the Company's operations comply with its resolutions, shareholder resolutions, and pertinent laws and regulations. It tasks Internal Audit control with auditing, reviewing, and assessing corporate activities to ensure their compliance with the procedures, regulations, and policies that the Company has issued.

4. Information and Communication

The Company's meeting documents contain necessary and sufficient information. Members of the Board of Directors always receive these documents within the time frame required by law. Minutes of board meetings, as well as accounting records, are thoroughly prepared and categorically kept in a safe location for a duration required by law. Recognizing the significance of information technology (IT) and communications systems, the Company has continuously developed IT systems that support its operations. These are deemed adequately efficient and able to provide the necessary information needed in a decision-making process at corporate and smaller levels. Moreover, the Company ensures that its communications are correct, suitable, beneficial, and credible. It has also equipped itself with adequate IT and data security systems, including backup plans for emergency cases that will safeguard its IT systems.

In addition, the Company provides channels of communication by which it can receive whistleblowing reports and suggestions. Information about the whistleblower, the subject matter, and any relevant leads will always be kept confidential.

5. Monitoring

It is the responsibility of the supervisor of each department to regularly monitor and assess their department's performance to ascertain the fullness and suitability of internal control processes. Internal Audit is in charge of examining, analyzing, and assessing internal control of the very many systems, as well as monitoring implementation progress. The results are directly reported to the Audit Committee. In the event that a significant flaw has been found, the Audit Committee will report it to the Board of Directors for further mitigation. In addition, mitigation progress is also regularly monitored.

9.1.2. Opinions of the Audit Committee

The Board of Directors believes that the Company's internal control systems are sufficiently appropriated. The Audit Committee agree with the opinions from The Board of Directors. The report of the Audit Committee on internal control are included in Annual Report and Form 56-1.

9.2 The Connected Transactions

The approval of connected transaction, The Company proposed the connected transaction to the Board of Directors for their consideration. Any director with vested interest left the meeting room and abstained from voting on such matter. After the meeting, the company stated its resolution and proceeded according to the announcement of the Capital Market Regulatory Board and the Stock Exchange of Thailand.

In addition, the Board of Directors approved principles that allowed the management to engage in normal business transaction or support normal businesses that have general trade agreements in the same manner that persons of ordinary prudence would treat any of his partners of contract in the same situation. Such manner must be performed without the influence of the status as directors of the Company, one of the management, or involved individuals. The principles must be approved on an annual basis while any connected transaction must be summarized quarterly to report to the Board of Directors.

In 2021, the company performed connected transaction with the connected parties and the notification of the resolutions of the Stock Exchange of Thailand as follow :

Financial assistance provision based on its investment

1. Saha Tokyu Corporation Company Limited

The Meeting of the Board of Directors meeting No.1 (Board # 28) of Saha Pathanapibul Public Company Limited held on May 13, 2021 is the approval the renewal of credit guarantee agreement to Saha Tokyu Corporation Co.,Ltd. On shareholding proportion in limit amount Baht 12,000,000 to TOKYO CORPORATION. This credit guarantee agreement is renewed for one year (May 31,2021-May 31,2022).

Connected person is Saha Pathana Inter-holding Public Company Limited and I.C.C. International Public Company Limited as a co-major shareholders. Mr.Boonsithi Chokwatana is Director for both companies.

2. Transcosmos (Thailand) Company Limited

The Meeting of the Board of Directors of Saha Pathanapibul Public Company Limited at the meeting No.2 (Board # 28) held on June 17,2021. has a resolution to approve the credit guarantee to Transcosmos (Thailand) Company Limited in the amount of Baht 7,200,000 to tanscosmos inc (period of guarantees 2 years 10 months begin June 30, 2021 to April 30, 2024).

Connected person are Saha Pathana Inter-holding Public Company Limited as a co-major shareholders and Mr. Thamarat Chokwatana is Directors for both companies.

3. Transcosmos (Thailand) Company Limited

The Meeting of the Board of Directors of Saha Pathanapibul Public Company Limited at the meeting No.6 (Board # 28) held on October 21, 2021. has a resolution to approve the credit guarantee to Transcosmos (Thailand) Company Limited in the amount of Baht 7,200,000 to tanscosmos inc (period of guarantees 2 years begin October 31, 2021 to October 30, 2023).

Connected person are Saha Pathana Inter-holding Public Company Limited as a co-major shareholders and Mr. Thamarat Chokwatana is Directors for both companies.

In addition, connected transactions in the last 3 years notifies in previews 56-1 reports on the Company's Website.

Connected transactions for the normal business transaction

The company has a connected transactions for the normal business transaction or supporting normal business with related parties as detailed on notes to the financial statements No. 36.

Connected Transactions Trends

Most of the company's business operations such transactions is normal commercial business undertakings under general trade agreements In the case of transactions is the connected transactions the company proceeded accordance with the rules and regulation of the Capital Market Regulatory Board and the Stock Exchange of Thailand.



Financial Statements

Report of the Board of Directors' Responsibilities for Financial Statements

The Board of Directors understands the importance of the obligations and responsibilities that are held by directors of publicly listed companies. This includes maintaining responsibility for the financial reporting of Saha Pathanapibul Public Company Limited and its subsidiaries. Financial statements must conform to Thai Financial Reporting Standards (TFRS). Discretion must be appropriately applied during disclosure. All reported estimates must be reasonable.

Furthermore, explanations must be given to clarify any aspects of financial disclosures that might be construed as unclear. It is important to accurately communicate the Company's financial status to shareholders and investors. All financial statements must be reviewed by independent auditors, who will include their qualified and independent opinions.

Additionally, the Board of Directors plays a key role in supporting the Company's adherence to principles of Good Corporate Governance. This includes providing systematic risk management and internal control processes that are effective and efficient. These efforts increase confidence in the veracity and accuracy of the Company and its subsidiaries' financial information. Furthermore, it extends to the prevention of corruption or improper business practices.

To this extent, the Company's Audit Committee is comprised of Independent Directors tasked with the responsibility of reviewing the quality of reviews performed against the Company's financial information and internal control systems. The Audit Committee will present its findings and approval in the Report of the Audit Committee released each year (Form 56-1 One Report).

The Board of Directors is of the opinion that the Company's Good Corporate Governance is in good standing, including the Company's risk management and internal control systems. The Company is confident that its financial statements as well as those of its subsidiaries, released on December 31, 2021 have been accurately disclosed and meet relevant accounting standards.



(Mr. Boonchai Chokwatana)

Chairman

February 22, 2022

INDEPENDENT AUDITOR'S REPORT

To The Shareholders of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED

Opinion

I have audited the accompanying consolidated and separate financial statements of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED AND SUBSIDIARIES ("the Group") and of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED ("the Company") which comprise the consolidated and separate statements of financial position as at December 31, 2021, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED AND SUBSIDIARIES and of SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED as at December 31, 2021, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

Key audit matters included auditing procedures are as follows:

Accrued sales promotion income – expenses

As at December 31, 2021, the Company has accrued sales promotion expenses Baht 2,785.28 million and accrued sales promotion income Baht 2,243.46 million which are derived from many marketing activities by receiving material amount of money for supporting activities in from of special discount from distributors. Sale promotion expenses vary with type of related marketing activities season. The Management will estimate sale promotion expenses and sales promotion income. I have focused in respect of the amount and recognition period of accrued sales promotion expenses and incomes estimated by the Management.

I have obtained an assurance relating to accrued sales promotion income – expenses by included.

- Obtained an understanding and assessed general internal control of overall information technology system (IT) and internal control relating to operation procedure such as annual activity and promotion plan, approval procedure of sales promotion, promotion plan, budget, recording sales promotion transactions as incurred.
- Tested significant internal control system of the Management relating to sales promotion expenses and income recognition.

- Performed sampling test sales whether amount of promotion transaction recorded during the period and at the end of the period are properly and correctly recorded by examining agreement or contact evidence from vendor and approval.
- Performed cutting off sale promotion expenses and income transaction before and after reporting period by examining agreement and contact evidence from vendor.

Measurement of investments in equity instruments of non - listed companies.

As disclosed in Note 13 to the financial statements, the Group has investments in equity instruments of non - listed companies amounting to Baht 5,776.17 million in consolidated financial statements and Baht 5,730.63 million in separate financial statements. According to TFRS 9 (Financial Instruments), equity instrument is defined to be measured at fair value. The Group has classified investments in equity instruments of non - listed companies as investments in financial assets defined to be measured at fair value through other comprehensive income (FVTOCI). The Group carries material risks regarding the valuation of investments using valuation techniques that use significantly unrealized data, such as discounted cash flow, discounted dividend , or net asset value as recently reported, adjusted by other relevant factors (if any), which the Management must have considerable discretion in choosing measurement models and assumptions. I, therefore, have addressed this matter as key audit matter.

I have obtained an assurance relating to the measurement of investments in equity instruments of non - listed companies as follows.

- Obtain and understanding and evaluate the valuation process of investments, including assess the suitability of valuation technique.
- Consider the suitability of key assumptions used in valuation, including calculation data such as discount rates and long-term revenue growth rate.
- Test the calculation of the fair value of the investment according to the model of the investment.
- Assess the adequacy of disclosures in accordance with relevant financial reporting standards.

Other Information

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

D I A International Audit Co., Ltd.



(Mrs. Suvimol Chrityakierne)
C.P.A. (Thailand)
Registration No. 2982

February 22, 2022

Statements of Financial Position

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES

AS AT DECEMBER 31, 2021

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
Assets	Note	2021	2020	2021	2022
Current assets					
Cash and cash equivalents	5	2,087,311,738.23	2,551,574,320.97	1,856,450,901.00	2,374,093,149.94
Other current financial assets	6	1,708,652,397.19	1,463,273,828.81	1,094,261,863.54	992,815,287.15
Trade and other current receivables	7	4,793,214,225.51	4,531,449,100.55	4,751,179,585.62	4,476,278,346.17
Trade notes receivable	8	513,528,995.21	477,808,282.35	513,528,995.21	477,808,282.35
Current contract assets	11	661,869.89	1,309,425.41	0.00	0.00
Accrued sales promotion income		2,243,457,016.61	2,315,232,930.22	2,243,457,016.61	2,315,232,930.22
Short-term loans		6,550,000.00	31,050,000.00	3,550,000.00	31,050,000.00
Inventories	9	1,119,453,936.84	930,441,926.83	1,019,311,818.29	850,884,930.87
Other current assets		1,904,253.46	12,863,788.02	1,904,253.46	10,955,301.45
Non-current assets held for sale	10	148,879.97	148,879.97	0.00	0.00
Total current assets		12,474,883,312.91	12,315,152,483.13	11,483,644,433.73	11,529,118,228.15
Non-current assets					
Non-current contract assets	11	3,565,243.61	5,028,718.59	0.00	0.00
Deposit at financial institutions with obligation		2,273,713.71	2,269,061.32	0.00	0.00
Long-term loans	12	515,329,877.15	0.00	500,000,000.00	0.00
Other non-current financial assets	13	14,802,587,588.26	15,271,427,491.30	14,757,047,588.26	15,187,134,491.30
Investments in associates	14	1,114,520,289.32	964,066,839.35	866,128,604.63	747,518,085.13
Investments in subsidiaries	15	0.00	0.00	1,413,700,847.08	1,413,700,847.08
Investment properties	16	3,474,845,146.82	3,586,124,503.25	2,499,722,972.73	2,476,982,236.85
Property, plant and equipment	17	2,240,598,248.79	1,760,280,355.38	1,701,523,121.84	1,385,352,874.58
Right-of-use assets	18	0.00	0.00	73,861,462.69	82,473,330.90
Goodwill		19,223,353.94	19,223,353.94	0.00	0.00
Other Intangible assets	19	14,706,343.12	14,647,621.19	10,724,186.67	12,053,370.30
Deferred tax assets	21	22,857,343.40	21,658,178.16	0.00	0.00
Other non-current assets	20	68,760,322.51	114,222,394.04	73,344,685.94	68,292,614.94
Total non-current assets		22,279,267,470.63	21,758,948,516.52	21,896,053,469.84	21,373,507,851.08
Total assets		34,754,150,783.54	34,074,100,999.65	33,379,697,903.57	32,902,626,079.23

Notes to financial statements are parts of these financial statements

Statements of Financial Position (Continued)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES

AS AT DECEMBER 31, 2021

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
Liabilities and shareholders' equity	Note	2021	2020	2021	2020
Current liabilities					
Trade and other current payables	23	5,622,101,874.93	5,161,182,545.74	5,587,663,496.47	5,109,672,945.02
Accrued sales promotion expenses		2,785,281,398.47	2,731,100,596.42	2,785,281,398.47	2,731,100,596.42
Current portion of lease liabilities	25	0.00	0.00	27,253,817.34	26,721,862.51
Current provisions for employee benefit	26	9,730,902.98	77,946,751.71	9,730,902.98	77,946,751.71
Other short-term loans	24	27,319,000.00	26,319,000.00	27,319,000.00	26,319,000.00
Corporate income tax payable		117,375,349.40	123,830,510.24	106,094,150.46	108,962,030.32
Total current liabilities		8,561,808,525.78	8,120,379,404.11	8,543,342,765.72	8,080,723,185.98
Non-current liabilities					
Lease liabilities	25	0.00	0.00	61,975,967.89	69,324,989.32
Deferred tax liabilities	21	1,744,315,105.11	1,921,850,753.69	1,597,049,394.23	1,780,087,779.53
Non-current provisions for employee benefit	26	266,735,659.63	254,744,200.44	225,034,173.73	216,007,528.95
Other non-current liabilities		89,269,097.45	63,277,502.69	61,368,354.21	31,932,079.58
Total non-current liabilities		2,100,319,862.19	2,239,872,456.82	1,945,427,890.06	2,097,352,377.38
Total liabilities		10,662,128,387.97	10,360,251,860.93	10,488,770,655.78	10,178,075,563.36
Shareholders' equity					
Share capital					
Authorized share capital					
330,000,000 common shares of Baht 1 each		330,000,000.00	330,000,000.00	330,000,000.00	330,000,000.00
Issued and paid - up share capital					
330,000,000 common shares of Baht 1 each		330,000,000.00	330,000,000.00	330,000,000.00	330,000,000.00
Premium on common share		1,743,441,255.39	1,743,441,255.39	1,743,441,255.39	1,743,441,255.39
Unrealized gains on changes in investment proportion	14	30,156,376.58	0.00	0.00	0.00
Retained earnings					
Appropriated					
Legal reserve	29	60,000,000.00	60,000,000.00	60,000,000.00	60,000,000.00
Treasury stock reserve	30	128,345,453.07	119,026,418.45	128,345,453.07	119,026,418.45
Unappropriated		14,319,980,302.88	13,242,334,082.30	13,426,990,270.97	12,496,593,027.34
Treasury stock	28	(128,345,453.07)	(119,026,418.45)	(128,345,453.07)	(119,026,418.45)
Other components of shareholders' equity		7,337,883,375.42	8,113,051,882.13	7,330,495,721.43	8,094,516,233.14
Total owners of parent		23,821,461,310.27	23,488,827,219.82	22,890,927,247.79	22,724,550,515.87
Non-controlling interests		270,561,085.30	225,021,918.90	0.00	0.00
Total shareholders' equity		24,092,022,395.57	23,713,849,138.72	22,890,927,247.79	22,724,550,515.87
Total liabilities and shareholders' equity		34,754,150,783.54	34,074,100,999.65	33,379,697,903.57	32,902,626,079.23

Notes to financial statements are parts of these financial statements

STATEMENTS OF COMPREHENSIVE INCOME

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES

AS AT DECEMBER 31, 2021

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
Note	2021	2020	2021	2020
Revenues				
Sales	33,398,047,304.66	32,138,866,008.68	33,075,111,951.67	31,865,758,359.70
Revenue from real estate sales	6,000,000.00	0.00	6,000,000.00	0.00
Rental and service income	277,406,599.18	259,922,695.74	43,497,966.40	46,490,837.60
Dividend income	246,222,834.48	250,579,632.18	274,049,317.48	267,080,357.18
Other income	80,564,809.65	62,116,402.78	109,128,189.85	96,346,113.10
Gain on sales of assets	2,220,029.89	1,786,224.20	1,604,885.14	1,249,561.64
Gain from disposal of equity instruments of listed companies	0.00	1,242,784.62	0.00	1,242,784.62
Total revenues	34,010,461,577.86	32,714,513,748.20	33,509,392,310.54	32,278,168,013.84
Expenses				
Cost of sales	28,200,980,884.80	26,992,495,041.08	28,107,163,347.26	26,975,573,853.09
Cost of real estate sales	4,583,215.21	0.00	4,583,215.21	0.00
Cost of rental and service	200,867,359.76	177,662,838.19	25,539,810.24	22,942,692.51
Distribution costs	2,770,165,003.27	2,805,979,489.60	2,762,721,887.36	2,760,690,164.38
Administrative expenses	687,388,661.76	649,918,422.45	681,921,855.47	632,811,261.55
Total expenses	31,863,985,124.80	30,626,055,791.32	31,581,930,115.54	30,392,017,971.53
Profit (loss) from operating activities	2,146,476,453.06	2,088,457,956.88	1,927,462,195.00	1,886,150,042.31
Finance income	49,350,136.00	28,022,168.81	45,155,949.40	21,955,880.65
Finance costs	(161,679.31)	(1,428,699.05)	(9,111,940.55)	(11,437,931.33)
Expected credit losses	0.00	(1,390,037.89)	0.00	(1,390,037.89)
Share of profit (loss) from investment in associates for using equity method	2,500,184.13	4,173,970.02	0.00	0.00
Profit (loss) before income tax expense	2,198,165,093.88	2,117,835,358.77	1,963,506,203.85	1,895,277,953.74
Tax expense 21	403,371,247.28	373,885,839.12	364,084,661.11	334,296,292.89
Profit (loss) for the year ended	1,794,793,846.60	1,743,949,519.65	1,599,421,542.74	1,560,981,660.85
Other comprehensive income				
Components of other comprehensive income that will be reclassified to profit or loss :				
Exchange differences on translating financial statements	(5,418,192.97)	5,499,944.48	0.00	0.00
Total components of other comprehensive income that will be reclassified to profit or loss	(5,418,192.97)	5,499,944.48	0.00	0.00
Notes to financial statements are parts of these financial statements				

STATEMENTS OF COMPREHENSIVE INCOME (Continued)

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES

AS AT DECEMBER 31, 2021

(Unit : Baht)

Consolidated financial statements			Separate financial statements	
Note	2021	2020	2021	2020
Components of other comprehensive income that will not be reclassified to profit or loss :				
Gains (losses) on investment in equity designated at fair value through other comprehensive income	(882,190,327.14)	384,612,173.14	(877,181,745.26)	409,779,262.25
Income tax relating gains (losses) on investment 21	175,818,985.03	(76,867,892.32)	175,436,349.06	(102,307,693.02)
Gains (losses) on re-measurements of defined benefit plans - associates	551,989.24	941,957.57	0.00	0.00
Income tax (expenses) revenues relating employee benefits - associates 21	(156,952.25)	(188,391.44)	0.00	0.00
Gains (losses) on re-measurements of defined benefit plans	240,422.98	(117,332,923.30)	0.00	(108,050,225.54)
Income tax (expenses) revenues relating employee benefits 21	(48,084.60)	23,466,584.65	0.00	21,610,045.11
Total components of other comprehensive income that will not be reclassified to profit or loss	(705,783,966.74)	214,631,508.30	(701,745,396.20)	221,031,388.80
Other comprehensive income (expense) for the year ended, net of tax	(711,202,159.71)	220,131,452.78	(701,745,396.20)	221,031,388.80
Total comprehensive income (expense) for the year ended	1,083,591,686.89	1,964,080,972.43	897,676,146.54	1,782,013,049.65
Profit (loss) attributable to				
Owners of parent	1,745,048,709.10	1,705,448,848.45	1,599,421,542.74	1,560,981,660.85
Non-controlling interests	49,745,137.50	38,500,671.20	0.00	0.00
Total comprehensive income (expense) attributable to				
Owners of parent	1,033,777,128.49	1,926,184,392.40	897,676,146.54	1,782,013,049.65
Earnings per share	49,814,558.40	37,896,580.03	0.00	0.00
Basic earnings per share 35	5.32	5.18	4.87	4.74

Notes to financial statements are parts of these financial statements

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2021

Consolidated financial statements

(Unit : Baht)

Note	Owners of parent									Non-controlling interests	Total shareholders' equity
	Issued and paid - up share capital	Premium on common share	Treasury stock	Unrealized gains on changes in investment proportion	Retained earnings			Other components of shareholders' equity			
					Appropriated - legal reserve	Treasury stock reserve	Unappropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	Exchange differences on translating financial statements		
Balance as at January 1, 2020	330,000,000.00	1,743,441,255.39	0.00	0.00	60,000,000.00	0.00	12,088,596,253.93	7,793,119,025.54	(3,487,288.99)	192,403,888.87	22,204,073,134.74
Treasury stock 28	0.00	0.00	(119,026,418.45)	0.00	0.00	119,026,418.45	(119,026,418.45)	0.00	0.00	0.00	(119,026,418.45)
Decreasing in non-controlling interests from investment in subsidiary	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(200.00)	(200.00)
Dividend paid 31	0.00	0.00	0.00	0.00	0.00	0.00	(330,000,000.00)	0.00	0.00	(5,278,350.00)	(335,278,350.00)
Comprehensive income (expense) for the year ended											
Net Profit	0.00	0.00	0.00	0.00	0.00	0.00	1,705,448,848.45	0.00	0.00	38,500,671.20	1,743,949,519.65
Other comprehensive income	0.00	0.00	0.00	0.00	0.00	0.00	(92,508,681.35)	307,744,280.82	5,499,944.48	(604,091.17)	220,131,452.78
Gains (losses) on disposal investment in equity as measured at fair value through other comprehensive income	0.00	0.00	0.00	0.00	0.00	0.00	(10,175,920.28)	10,175,920.28	0.00	0.00	0.00
Total comprehensive income (expense) for the year ended	0.00	0.00	0.00	0.00	0.00	0.00	1,602,764,246.82	317,920,201.10	5,499,944.48	37,896,580.03	1,964,080,972.43
Balance as at December 31, 2020	330,000,000.00	1,743,441,255.39	(119,026,418.45)	0.00	60,000,000.00	119,026,418.45	13,242,334,082.30	8,111,039,226.64	2,012,655.49	225,021,918.90	23,713,849,138.72
Balance as at January 1, 2021	330,000,000.00	1,743,441,255.39	(119,026,418.45)	0.00	60,000,000.00	119,026,418.45	13,242,334,082.30	8,111,039,226.64	2,012,655.49	225,021,918.90	23,713,849,138.72
Unrealized gains on changes in investment proportion 14	0.00	0.00	0.00	30,156,376.58	0.00	0.00	0.00	0.00	0.00	0.00	30,156,376.58
Treasury stock 28	0.00	0.00	(9,319,034.62)	0.00	0.00	9,319,034.62	(9,319,034.62)	0.00	0.00	0.00	(9,319,034.62)
Dividend paid 31	0.00	0.00	0.00	0.00	0.00	0.00	(721,980,380.00)	0.00	0.00	(4,275,392.00)	(726,255,772.00)
Comprehensive income (expense) for the year ended											
Net Profit	0.00	0.00	0.00	0.00	0.00	0.00	1,745,048,709.10	0.00	0.00	49,745,137.50	1,794,793,846.60
Other comprehensive income	0.00	0.00	0.00	0.00	0.00	0.00	517,954.47	(706,371,342.11)	(5,418,192.97)	69,420.90	(711,202,159.71)
Gains (losses) on disposal investment in equity as measured at fair value through other comprehensive income	0.00	0.00	0.00	0.00	0.00	0.00	63,378,971.63	(63,378,971.63)	0.00	0.00	0.00
Total comprehensive income (expense) for the year ended	0.00	0.00	0.00	0.00	0.00	0.00	1,808,945,635.20	(769,750,313.74)	(5,418,192.97)	49,814,558.40	1,083,591,686.89
Balance as at December 31, 2021	330,000,000.00	1,743,441,255.39	(128,345,453.07)	30,156,376.58	60,000,000.00	128,345,453.07	14,319,980,302.88	7,341,288,912.90	(3,405,537.48)	270,561,085.30	24,092,022,395.57

Notes to financial statements are parts of these financial statements

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2021

Separate financial statements

(Unit : Baht)

Note	Issued and paid-up share capital	Premium on common share	Treasury stock	Retained earnings			Other components of shareholders' equity	Total shareholders' equity
				Appropriated - legal reserve	Treasury stock reserve	Unappropriated	Gains (losses) on investment in equity designated at fair value through other comprehensive income	
Balance as at January 1, 2020	330,000,000.00	1,743,441,255.39	0.00	60,000,000.00	0.00	11,481,253,885.65	7,776,868,743.63	21,391,563,884.67
Treasury stock 28	0.00	0.00	(119,026,418.45)	0.00	119,026,418.45	(119,026,418.45)	0.00	(119,026,418.45)
Dividend paid 31	0.00	0.00	0.00	0.00	0.00	(330,000,000.00)	0.00	(330,000,000.00)
Comprehensive income (expense) for the year ended								
Net profit	0.00	0.00	0.00	0.00	0.00	1,560,981,660.85	0.00	1,560,981,660.85
Other comprehensive income	0.00	0.00	0.00	0.00	0.00	(86,440,180.43)	307,471,569.23	221,031,388.80
Gains (losses) on disposal investment in equity as measured at fair value through other comprehensive income	0.00	0.00	0.00	0.00	0.00	(10,175,920.28)	10,175,920.28	0.00
Total comprehensive income (expense) for the year ended	0.00	0.00	0.00	0.00	0.00	1,464,365,560.14	317,647,489.51	1,782,013,049.65
Balance as at December 31, 2020	330,000,000.00	1,743,441,255.39	(119,026,418.45)	60,000,000.00	119,026,418.45	12,496,593,027.34	8,094,516,233.14	22,724,550,515.87
Balance as at January 1, 2021	330,000,000.00	1,743,441,255.39	(119,026,418.45)	60,000,000.00	119,026,418.45	12,496,593,027.34	8,094,516,233.14	22,724,550,515.87
Treasury stock 28	0.00	0.00	(9,319,034.62)	0.00	9,319,034.62	(9,319,034.62)	0.00	(9,319,034.62)
Dividend paid 31	0.00	0.00	0.00	0.00	0.00	(721,980,380.00)	0.00	(721,980,380.00)
Comprehensive income (expense) for the year ended								
Net profit	0.00	0.00	0.00	0.00	0.00	1,599,421,542.74	0.00	1,599,421,542.74
Other comprehensive income	0.00	0.00	0.00	0.00	0.00	0.00	(701,745,396.20)	(701,745,396.20)
Gains (losses) on disposal investment in equity as measured at fair value through other comprehensive income	0.00	0.00	0.00	0.00	0.00	62,275,115.51	(62,275,115.51)	0.00
Total comprehensive income (expense) for the year ended	0.00	0.00	0.00	0.00	0.00	1,661,696,658.25	(764,020,511.71)	897,676,146.54
Balance as at December 31, 2021	330,000,000.00	1,743,441,255.39	(128,345,453.07)	60,000,000.00	128,345,453.07	13,426,990,270.97	7,330,495,721.43	22,890,927,247.79

Notes to financial statements are parts of these financial statements

STATEMENTS OF CASH FLOWS

SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES

FOR THE YEAR ENDED DECEMBER 31, 2021

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit (loss) for the year ended	1,794,793,846.60	1,743,949,519.65	1,599,421,542.74	1,560,981,660.85
Adjustments to reconcile net profit (loss) to cash received (disbursement) from operation : -				
Tax expense	403,371,247.28	373,885,839.12	364,084,661.11	334,296,292.89
Depreciation and amortization expenses	174,137,076.11	169,249,855.39	99,548,047.31	99,532,696.28
Employee benefit expenses	(22,098,960.04)	16,606,200.42	(26,327,008.95)	13,789,710.66
Loss from devaluation of inventories	2,200,000.00	5,800,000.00	2,200,000.00	5,800,000.00
Increase (Decrease) in expected credit losses	(9,584,509.23)	(6,284,843.24)	(9,584,509.23)	(6,284,843.24)
Finance costs	198,412.21	1,428,699.05	9,111,940.55	11,437,931.33
Share of (profit) loss from investment in associates	(2,500,184.13)	(4,173,970.02)	0.00	0.00
Impairment loss on investment	0.00	0.00	26,740,000.00	0.00
(Gain) Loss on sales of investment property	293,730.45	(7,442.19)	0.00	0.00
(Gain) Loss on sales of assets	(2,513,710.88)	(1,778,782.01)	(1,604,885.14)	(1,249,561.64)
(Gain) Loss from disposal of equity instruments of listed companies	0.00	(1,242,793.62)	0.00	(1,242,793.62)
(Gain) Loss on translating financial statements	(1,040,825.05)	3,781,228.49	0.00	0.00
Dividend received	(246,222,834.48)	(250,579,632.18)	(274,049,317.48)	(267,080,357.18)
Profit from operation before changes in parts of operating assets and liabilities	2,091,033,288.84	2,050,633,878.86	1,789,540,470.91	1,749,980,736.33
(Increase) Decrease in trade and other current receivables	(248,552,674.02)	(9,709,355.35)	(261,688,788.51)	41,761,984.14
(Increase) Decrease in trade notes receivable	(37,616,959.55)	84,365,239.19	(37,616,959.55)	75,610,959.19
(Increase) Decrease in accrued sales promotion income	71,775,913.61	(224,651,176.85)	71,775,913.61	(224,651,176.85)
(Increase) Decrease in inventories	(189,303,598.82)	(45,525,984.37)	170,626,887.42)	(20,767,467.25)
(Increase) Decrease in other current assets	9,051,123.37	10,662,339.46	9,051,047.99	(1,484,559.47)
(Increase) Decrease in contract assets	2,111,030.50	3,847,251.01	0.00	0.00
(Increase) Decrease in other non-current assets	(1,811,911.81)	(37,144,048.10)	(6,962,504.34)	3,285,201.90
Increase (Decrease) in trade and other payables	460,981,911.24	207,484,716.47	478,053,133.50	145,546,317.14
Increase (Decrease) in accrued sales promotion current expenses	54,180,802.05	309,240,898.66	54,180,802.05	309,240,898.66
Employee benefit obligations paid	(33,885,006.52)	(24,195,424.58)	(32,862,195.00)	(22,720,663.18)
Increase (Decrease) in other non-current liabilities	25,991,594.76	16,679,242.31	29,436,274.63	1,426,896.78
Notes to financial statements are parts of these financial statements				

STATEMENTS OF CASH FLOWS (Continued)

**SAHA PATHANAPIBUL PUBLIC COMPANY LIMITED
AND SUBSIDIARIES**

FOR THE YEAR ENDED DECEMBER 31, 2021

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash generated (paid) from operation	2,203,955,513.65	2,341,687,576.71	1,922,280,307.87	2,057,229,127.39
Interest paid	(260,994.26)	(1,522,743.52)	(9,174,522.60)	(11,531,975.80)
Income tax paid	(396,946,100.20)	(342,546,294.39)	(358,985,798.33)	(304,689,333.35)
Net cash provided by (used in) operating activities	1,806,748,419.19	1,997,618,538.80	1,554,119,986.94	1,741,007,818.24
Cash flows from investing activities				
(Increase) Decrease in other current financial assets	(245,494,869.19)	(12,987,291.15)	(101,562,877.20)	278,823,712.79
(Increase) Decrease in fixed deposit	37,000,000.00	122,000,000.00	0.00	0.00
Restricted fixed-deposit (increase) decrease	(4,652.39)	(16,920.72)	0.00	0.00
(Increase) Decrease in short-term loans	24,500,000.00	(3,550,000.00)	27,500,000.00	(3,550,000.00)
(Increase) Decrease in long-term loans	(515,329,877.15)	0.00	(500,000,000.00)	0.00
Payments for equity instruments	(548,033,365.91)	(308,076,093.77)	(546,493,365.91)	(282,576,093.77)
Payment for investments in associates and subsidiaries	(138,104,750.00)	(30,322,892.41)	(138,104,750.00)	(30,322,692.41)
	(53,305,635.40)	(517,000,798.25)	(48,574,276.57)	(480,417,058.50)
Payment for investment properties	(460,205,790.69)	(295,827,762.48)	(358,652,177.59)	(183,511,977.31)
Acquire of assets	(2,700,306.69)	(3,325,155.48)	(1,256,020.00)	(1,476,825.09)
Acquire of other intangible assets	0.00	0.00	(37,361,766.30)	(26,540,503.72)
(Increase) Decrease in right-of-use assets				
Cash received from disposal of equity instruments of listed companies	76,583,975.31	406,629,716.54	76,583,975.31	406,629,716.54
Cash received from sales of investment properties	0.00	8,177.57	0.00	0.00
Cash received from sales of assets	20,560,928.19	5,030,666.94	1,618,687.95	1,271,308.45
Dividend received from investments in associate	21,580,275.00	8,189,075.00	0.00	0.00
Dividend received	246,222,834.48	250,579,632.18	274,049,317.48	267,080,357.18
Net cash provided by (used in) investing activities	(1,536,731,234.44)	(378,669,646.03)	(1,352,253,252.83)	(54,590,055.84)
Cash flows from financing activities				
Increase (Decrease) in lease liabilities	0.00	0.00	10,495,392.44	(982,584.98)
Increase (Decrease) in other short-term loans	1,000,000.00	100,000.00	1,000,000.00	100,000.00
Payment of treasury shares	(9,319,034.62)	(119,026,418.45)	(9,319,034.62)	(119,026,418.45)
Dividend paid	(726,255,772.00)	(335,278,350.00)	(721,980,380.00)	(330,000,000.00)
Net cash provided (used in) by financing activities	(734,574,806.62)	(454,204,768.45)	(719,804,022.18)	(449,909,003.43)
Add Allowance for expected credit loss	295,039.13	(972,121.39)	295,039.13	(972,121.39)
Net cash and cash equivalents increased	(464,262,582.74)	1,163,772,002.93	(517,642,248.94)	1,235,536,637.58
Cash and cash equivalents, beginning of the year	2,551,574,320.97	1,387,802,318.04	2,374,093,149.94	1,138,556,512.36
Cash and cash equivalents, end of the year	2,087,311,738.23	2,551,574,320.97	1,856,450,901.00	2,374,093,149.94

Notes to financial statements are parts of these financial statements

1. GENERAL INFORMATION

1.1 Corporate information

Saha Pathanapibul Public Company Limited (the Company) was incorporated as a company limited under the Civil and Commercial Code of Thailand on January 15, 1952, which is located at 2156 New Petchburi Road, Bangkapi, Huaykwang, Bangkok. The Company's share capital have been listed in the Stock Exchange of Thailand on June 30, 1978.

The Company engaged in business of consumer goods distribution, any subsidiary companies engaged in other business as stated in notes 3 to the financial statements.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. However The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

2. BASIS FOR THE PREPARATION OF FINANCIAL STATEMENTS

2.1 Basis for the preparation of financial statements

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

The financial statements have been prepared under the historical cost convention, except as transaction disclosed in related accounting policy.

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

2.2 New financial reporting standards

2.2.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

2.2.2 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

NOTES TO FINANCIAL STATEMENTS

3. CONSOLIDATED FINANCIAL STATEMENTS PREPARATION BASIS

3.1 These financial statements are consolidated by including the financial statements of Saha Pathanapibul Public Company Limited and its subsidiaries of which was controlled by Saha Pathanapibul Public Company Limited as follows :

Company's name	Type of business	Establishment in	Percentage of shareholding or equity	
			2021	2020
<u>Direct subsidiaries</u>				
Chokchaipibul Co., Ltd.	Instant noodle, asset for lease and internal and external business service rendering	Thailand	99.99	99.99
Bangkok Tower (1999) Co., Ltd.	Office building for rent	Thailand	99.99	99.99
Tipwarin - Watana Co., Ltd.	Mineral water	Thailand	59.37	59.37
Saha Vietnam Co., Ltd.	Retail distributor	Vietnam	100.00	100.00
Dairy Thai Co., Ltd.	Yoghurt	Thailand	63.91	63.91
<u>Indirect subsidiaries</u>				
Tipwarin Inter Packaging Co., Ltd. (Owned by Tipwarin - Watana Co., Ltd. 99.00%)	Plastic packaging	Thailand	59.37	59.37
SPC Ventures Co., Ltd. (Owned by Chokchaipibul Co., Ltd. 90.00% and Bangkok Tower (1999) Co., Ltd. 10.00%)	Investment in startup	Thailand	99.99	99.99

3.2 Transaction between the Group have been eliminated under the equity method. Investments in subsidiaries was eliminated with the subsidiaries shareholders' equity in preparing consolidated financial statements

3.3 The results of operations of subsidiaries are included in the consolidated financial statements from the control date to the selling date.

3.4 The consolidated financial statements have been prepared in conformity with the same accounting policy for the accounts and accounting events of the Company and subsidiaries.

3.5 According to the resolution of the meeting No.12 of the Company's Board of Director held on April 19, 2018, the meeting passed resolution to dissolve a subsidiary (Saha Vietnam Co., Ltd.) which has dissolved the business on July 1, 2018. Currently, it is under liquidation.

3.6 On September 20, 2019, Chokchaipibul Co., Ltd. invested in SPC Ventures Co., Ltd. which has registered share capital amount of Baht 20 million and shareholding as 90.00 % of total registered share capital, amount of Baht 18 million.

3.7 On September 20, 2019, Bangkok Tower (1999) Co., Ltd. invested in SPC Ventures Co., Ltd. which has registered share capital amount of Baht 20 million and shareholding as 10.00% of total registered share capital, amount of Baht 2 million.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenue recognition

4.1.1 Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and payment with traditional business practice to customers.

When a contract provided a customer with a right to return the goods within a specified period, the Group recognises the amount ultimately expected they will have to return to customers as a refund liability and recognise the right to recover the goods expected to be returned by customers as a right of return asset in the statement of financial position. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods.

4.1.2 Revenues from sales of real estate are recognised at a point in time as income when control of the asset is transferred to the customer, generally registration of ownership transfer. Revenue is measured at the amount of the consideration received after deducting discount and fees paid on behalf of customers. The payment terms and conditions are stated in the agreement with customers. Amount received from customer before the control of asset is transferred is presented as "Deposits and advances received from customers" in the statements of financial position.

4.1.3 Rental income is recognised on a straight-line basis over the lease term.

4.1.4 Revenue from service is recognised when the service is rendered.

4.1.5 Other revenue

(1) Finance income from financial leases is recognised by effective interest rate method throughout the lease contract calculated by initial carrying value of such receivables.

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

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

4.2 Cash and cash equivalents

Cash and cash equivalents included cash on hand and at banks not over three months maturity.

4.3 Inventories

Inventories in the form of consumer goods are valued at the lower of cost or net realizable value. Cost is determined on weighted average basis.

Inventories of real estate development project consist of land and work in progress, are stated at cost less provision for loss on declining of project value (if any).

4.4 Non-current assets held for sale and discontinued operations

Non-current assets held for sales are measured at the lower of carrying amount and fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

No depreciation has been provided on plant and equipment once classified as held for sale.

4.5 Investments in subsidiaries and associates

Investments in subsidiaries and associated companies in the separate financial statements are recorded at cost net of provision for impairment of investment. Investments in associated companies in the consolidated financial statements are recorded under the equity method.

4.6 Investment properties

Investment properties are properties held to earn rental or for capital appreciation or both, which are not held for sale in the ordinary course of business or in the production or supply of goods or services or for administrative purposes.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties are stated at cost less accumulated depreciation and provision for loss on impairment of assets (if any). Depreciation for investment properties is calculated on a straight-line basis for 20 - 40 years.

4.7 Property, plant and equipment

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation. Depreciation is calculated by using the declining balance method which do not exceed the rate prescribed by the Revenue Code for assets purchased before 1988. Assets purchased after 1988 is depreciated on a straight-line basis over the estimated useful lives of the assets as follows:

Building and construction	20 - 40	years
Infrastructure system	5 - 20	years
Cost of land development	20	years
Other fixed assets	5	years
Machinery	5	years
Office equipment	5	years
Vehicles	5	years

4.8 Other intangible assets

The company records its computer software as other intangible which are stated at net of accumulated amortization on a straight-line method of useful lives of computer for 10 years.

4.9 Leases

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

The Group assesses the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

The Group as a lessee

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

Right-of-use assets

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

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

Vehicles	3 - 5	years
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If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

Payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, are recognised as expenses on a straight-line basis over the lease term.

4.10 Goodwill

Goodwill in the consolidated financial statements derived from business combination is parts of cost of business combination which over than the fair value of assets, liabilities and contingent liabilities of subsidiaries. Goodwill will not be amortized but will present as deducting with provision for impairment (if any).

4.11 Impairment of non-financial assets

At the end of each reporting period, the Group perform impairment reviews in respect of the property, plant and equipment and right-of-use assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

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

4.12 Transactions in foreign currencies

The Group records its transactions in foreign currencies converting into Thai Baht by using the exchange rates ruling on the transactions date. The outstanding balance of accounts in foreign currencies as at the statements of financial position date are converted into Thai Baht by using the exchange rates prescribed by the Bank of Thailand ruling on the same date. Gain and loss on changes on exchange rate is included in statements of comprehensive income.

4.13 Employee benefits

4.13.1 Provident fund

The Group has established provident fund under the defined contribution plan. The fund's assets are separated entities which are administered by the outsider fund manager. The Group and employees made contribution into such provident fund. The Group's contribution payment to the provident fund were recorded as expenses in statements of comprehensive income in the year in which they are incurred.

4.13.2 Employee benefits

The Group provides for post-employment benefits, payable to employees under the Thai Labour Law. The present value of employee benefit liabilities recognized in the financial statements is estimated on an actuarial basis using Projected Unit Credit Method, calculated by the actuary. The calculation

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

was made by utilizing various assumptions about future events. The Company is responsible for the selection of appropriate assumptions.

Actuarial gain or loss on defined post-employment benefit plans will be recognized in other comprehensive income immediately.

4.14 Income tax

Income tax comprise current income tax and deferred tax.

Current income tax

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

Deferred tax

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they adjust, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carry forward of unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax is recognized directly to shareholders' equity, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

4.15 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial instruments at FVOCI (Debt instruments)

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

Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in other comprehensive income. Upon derecognition, the cumulative fair value change recognized in other comprehensive income is recycled to profit or loss.

Financial assets designated at FVOCI (Equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial instruments at FVTPL

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

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

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

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

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

Impairment of financial assets

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

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due, and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.16 Earnings per share

Basic earnings per share is determined by dividing the net profit for the year by the weighted average number of common shares issued and paid-up during the year.

Diluted earnings per share is calculated by dividing net profit for the year by the weighted average of common share issued during the year added by the number of common shares issued for offering to warrant holders of the Company (if any).

4.17 Provisions

The Group recognizes a provision when an entity has a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits resources will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. If some or all the expenditure is required to settle a provision, is expected to be reimbursed when it is virtually certain that reimbursement will be received if the Group settles the obligation. The amount recognized should not exceed the amount of the provision.

4.18 Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including level 3 fair values, and reports directly to CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of financial reporting standards, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as selling prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognized transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

4.19 Significant accounting judgements and estimates

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Allowance for expected credit losses of trade receivables

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

Allowance for diminution in value of inventory

The determination of allowance for diminution in the value of inventory, requires management to make judgements and estimates. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business; and provision for obsolete, slow-moving and deteriorated inventories, is estimated based on the approximate useful life of each type of inventory.

Investment properties

In determining depreciation of investment properties, the management is required to make estimates of the useful lives and residual values of investment properties and to review estimate useful lives and residual values when there are any changes. In addition, the management is required to review investment properties for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Plant and equipment/ Depreciation

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

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

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

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

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

NOTES TO FINANCIAL STATEMENTS

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate (IBR) to discount lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment

Allowance for impairment of non-financial assets

In determining allowance for impairment of non-financial assets, the Management is required to use judgement to estimate expected recoverable value of such assets. The expected recoverable value is fair value less cost to sell or value in use, whichever is higher.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2021 and 2020 are as follows

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash on hand	876,771.70	720,887.75	395,160.38	0.73
Cash at bank - current accounts	193,592,808.67	189,849,397.70	191,552,025.78	170,878,669.82
Cash at bank - savings deposit	1,873,912,600.51	2,331,190,942.22	1,645,627,114.71	2,173,438,105.61
Cash at bank - fixed deposit 3 months	52,957.22	36,719.52	0.00	0.00
Cash and cash equivalents				
(In private funds)	19,553,682.39	30,748,495.17	19,553,682.39	30,748,495.17
Less Allowance for expected credit losses	(677,082.26)	(972,121.39)	(677,082.26)	(972,121.39)
Total cash and cash equivalents	2,087,311,738.23	2,551,574,320.97	1,856,450,901.00	2,374,093,149.94

6. OTHER CURRENT FINANCIAL ASSETS

Other current financial assets as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Bank deposits at amortized cost				
Fixed deposit	1,679,186,614.50	1,433,691,745.31	1,064,796,080.85	963,233,203.65
Current investment				
(In private funds)	30,000,000.00	30,000,000.00	30,000,000.00	30,000,000.00
Less Allowance for expected credit losses	(534,217.31)	(417,916.50)	(534,217.31)	(417,916.50)
Total other current financial assets	1,708,652,397.19	1,463,273,828.81	1,094,261,863.54	992,815,287.15

As at December 31, 2021, the Group had investment in 6-12 months fixed deposit at the interest rate of 0.150 - 0.700 % per annum.

As at December 31, 2020, the Group had investment in 6-12 months fixed deposit at the interest rate of 0.400 - 1.650 % per annum.

NOTES TO FINANCIAL STATEMENTS

7. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade accounts receivables	4,414,761,066.52	4,175,136,193.94	4,384,239,802.64	4,134,600,500.40
Less Allowance for expected credit losses - trade accounts receivables	(116,191,216.61)	(129,830,339.63)	(116,186,923.62)	(129,486,046.64)
Total trade accounts receivables - net	<u>4,298,569,849.91</u>	<u>4,045,305,854.31</u>	<u>4,268,052,879.02</u>	<u>4,005,114,453.76</u>
Other receivables	103,545,855.25	79,816,111.81	106,802,321.07	81,937,703.22
Prepaid expenses	195,272,025.46	168,914,349.52	190,811,314.67	156,194,515.42
Accrued income	208,264,021.92	249,763,639.86	197,950,597.89	245,382,528.72
Less Allowance for expected credit losses - other current receivables	(12,437,527.03)	(12,350,854.95)	(12,437,527.03)	(12,350,854.95)
Total other current receivables - net	<u>494,644,375.60</u>	<u>486,143,246.24</u>	<u>483,126,706.60</u>	<u>471,163,892.41</u>
Total trade and other current receivables	<u>4,793,214,225.51</u>	<u>4,531,449,100.55</u>	<u>4,751,179,585.62</u>	<u>4,476,278,346.17</u>

The outstanding trade accounts receivables as at December 31, 2021 and 2020 are classified by aging as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Undue trade accounts receivables	3,763,424,166.20	2,500,504,508.64	3,736,478,910.81	2,462,371,384.60
Overdue trade accounts receivables				
- Due not over 3 months	577,676,896.79	1,583,529,560.77	574,467,447.47	1,581,471,586.00
- Over 3 months to 6 months	11,344,264.14	9,113,598.23	11,166,797.99	9,113,296.49
- Over 6 months	62,315,739.39	81,988,526.30	62,126,646.37	81,644,233.31
Total	<u>4,414,761,066.52</u>	<u>4,175,136,193.94</u>	<u>4,384,239,802.64</u>	<u>4,134,600,500.40</u>

8. TRADE NOTES RECEIVABLE

The outstanding trade notes receivable as at December 31, 2021 and 2020 are classified by aging as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade notes receivable				
Undue up to 3 months	516,320,024.37	478,738,727.90	516,320,024.37	478,738,727.90
Over 3 months to 6 months	0.00	0.00	0.00	0.00
Over 6 months to 12 months	35,663.08	0.00	35,663.08	0.00
Less Allowance for expected credit losses - trade notes receivable	(2,826,692.24)	(930,445.55)	(2,826,692.24)	(930,445.55)
Trade notes receivable - net	<u>513,528,995.21</u>	<u>477,808,282.35</u>	<u>513,528,995.21</u>	<u>477,808,282.35</u>

NOTES TO FINANCIAL STATEMENTS

9. INVENTORIES

Inventories as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Raw materials	65,344,798.64	52,577,919.27	0.00	0.00
Finished goods	1,004,764,358.72	824,802,233.99	984,538,843.21	809,328,740.58
Work in process	2,473,106.28	1,303,064.38	0.00	0.00
Supplies used	11,632,920.37	10,060,703.91	0.00	0.00
Machinery part	1,548,802.96	1,224,840.20	0.00	0.00
Less Allowance for obsolete stock	(9,083,025.21)	(6,883,025.21)	(8,000,000.00)	(5,800,000.00)
Total	1,076,680,961.76	883,085,736.54	976,538,843.21	803,528,740.58
Cost of real estate development project				
Land	25,173,246.30	26,189,621.92	25,173,246.30	26,189,621.92
Work under construction	17,599,728.78	21,166,568.37	17,599,728.78	21,166,568.37
Total	42,772,975.08	47,356,190.29	42,772,975.08	47,356,190.29
Inventories - net	1,119,453,936.84	930,441,926.83	1,019,311,818.29	850,884,930.87

10. NON-CURRENT ASSETS HELD FOR SALE

According to the resolution of the meeting No.12 of the Company's Board of Director held on April 19, 2018, the meeting passed resolution to dissolve a subsidiary (Saha Vietnam Co., Ltd.). The subsidiary operated till June 30, 2018.

Non-current assets held for sale as at December 31, 2021 and 2020, is as follows:

	Consolidated financial statements	
	2021	2020
Cash and cash equivalents	35,085.88	35,085.88
Other current assets	113,794.09	113,794.09
Total	148,879.97	148,879.97

11. CONTRACT ASSETS

Contract assets as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Contract assets	4,227,113.50	6,338,144.00	0.00	0.00
Less Current contract assets	(661,869.89)	(1,309,425.41)	0.00	0.00
Non-current contract assets	3,565,243.61	5,028,718.59	0.00	0.00

	Consolidated financial statements		Separate financial statements	
	Minimum amount to be received	Present value of minimum amounts to be received	Minimum amount to be received	Present value of minimum amounts to be received
	2021	2020	2021	2020
Within 1 year	892,204.00	1,701,755.39	661,869.89	1,309,425.41
Over 1 year not over 5 years	3,896,068.00	5,682,739.10	3,565,243.61	5,028,718.59
Total	4,788,272.00	7,384,494.49	4,227,113.50	6,338,144.00
Less Future interest to be received of financial lease	(561,158.50)	(1,046,350.49)	0.00	0.00
Present value of assets under financial lease	4,227,113.50	6,338,144.00	4,227,113.50	6,338,144.00

NOTES TO FINANCIAL STATEMENTS

12. LONG-TERM LOANS

Long-term loans as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Long-term loans	515,329,877.15	0.00	500,000,000.00	0.00
Total	515,329,877.15	0.00	500,000,000.00	0.00

12.1 During the year, the Company entered into a sale with right of redemption agreement in the amount of Baht 2,000.00 million with 3 another related companies by participating in the buy with right with redemption assets for the amount of Baht 500.00 million each, with a redemption period of 3 years from the registration date of the sale with right of redemption at the interest rate of 12.00% per annum.

12.2 During the year, the subsidiary provided long-term loan amount of Baht 15.00 million to Manorum Footwear co., Ltd., with a period of 21 months at the interest rate of 5.00% per annum. The maturity is on June 15, 2023

13. OTHER NON-CURRENT FINANCIAL ASSETS

Other non-current financial assets presented by investments categorization as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Bank deposits at amortized cost				
Long-term investment - financial institution	0.00	37,000,000.00	0.00	0.00
Investments in marketable securities				
Debt instruments at fair value through other comprehensive income				
Bank of Thailand bonds	133,892,275.72	52,084,817.76	133,892,275.72	52,084,817.76
Government bonds	493,256,569.41	411,451,587.00	493,256,569.41	411,451,587.00
Treasury bills and corporate bonds	530,994,591.44	810,249,782.82	530,994,591.44	810,249,782.82
Equity instruments at fair value through other comprehensive income				
Equity instruments-related parties	6,731,294,292.50	6,361,246,542.20	6,731,294,292.50	6,361,246,542.20
Equity instruments-other companies	482,846,939.30	434,455,647.00	482,846,939.30	434,455,647.00
Investments in mutual fund and unit trust	357,178,614.43	202,426,257.53	357,178,614.43	202,426,257.53
Common stock-other companies	296,957,351.83	266,429,398.25	296,957,351.83	266,429,398.25
Total investments in marketable securities	9,026,420,634.63	8,538,344,032.56	9,026,420,634.63	8,538,344,032.56
Investments in non-marketable securities				
Equity instruments at fair value through other comprehensive income				
Equity instruments-related parties	3,506,729,512.00	4,775,884,163.21	3,506,729,512.00	4,775,884,163.21
Equity instruments-other companies	2,223,897,441.63	1,872,906,295.53	2,223,897,441.63	1,872,906,295.53
Equity instruments held by subsidiaries	45,540,000.00	47,293,000.00	0.00	0.00
Total investments in non-marketable securities	5,776,166,953.63	6,696,083,458.74	5,730,626,953.63	6,648,790,458.74
Total other non-current financial assets	14,802,587,588.26	15,271,427,491.30	14,757,047,588.26	15,187,134,491.30

As at December 31, 2020, The Subsidiary had investment of Baht 37 million in 18 months fixed deposit at the interest rate of 1.85 % per annum.

NOTES TO FINANCIAL STATEMENTS

13. OTHER NON-CURRENT FINANCIAL ASSETS (Continued)

Other non-current financial assets have cost and fair value as at December 31, 2021 and 2020 are follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
(Unit : Baht)				
Investment in equity instruments at fair value through comprehensive income				
Investment in equity instruments of listed company				
Related parties - cost	1,528,277,802.70	1,543,360,778.90	1,528,277,802.70	1,543,360,778.90
Other companies - cost	2,003,231,796.44	1,942,154,663.63	2,003,231,796.44	1,942,154,663.63
Add Gain on remeasuring investments	5,494,911,035.49	5,052,828,590.03	5,494,911,035.49	5,052,828,590.03
Total investment in equity instruments of listed company - fair value	9,026,420,634.63	8,538,344,032.56	9,026,420,634.63	8,538,344,032.56
Investment in equity instruments of non-listed company				
Equity instruments-related parties - cost	967,686,075.58	736,722,745.58	967,686,075.58	736,722,745.58
Add Gain (Loss) on remeasuring investments	2,539,043,436.42	4,039,161,417.63	2,539,043,436.42	4,039,161,417.63
Total equity instruments-related parties - fair value	3,506,729,512.00	4,775,884,163.21	3,506,729,512.00	4,775,884,163.21
Equity instruments-other companies - cost	1,094,732,261.77	846,751,011.77	1,094,732,261.77	846,751,011.77
Add Gain (Loss) on remeasuring investments	1,129,165,179.86	1,026,155,283.76	1,129,165,179.86	1,026,155,283.76
Total equity instruments-other companies - fair value	2,223,897,441.63	1,872,906,295.53	2,223,897,441.63	1,872,906,295.53
Equity instruments held by subsidiaries - cost	48,835,700.00	47,295,700.00	0.00	0.00
Less Allowance for loss on remeasuring investments	(3,295,700.00)	(2,700.00)	0.00	0.00
Total equity instruments held by subsidiaries -fair value	45,540,000.00	47,293,000.00	0.00	0.00

NOTES TO FINANCIAL STATEMENTS

14. INVESTMENTS IN ASSOCIATES

Names	Type of business	Relationship	Paid-up share capital (Thousand Baht)		Percentage of investment		Consolidated financial statements Equity method (Baht)		Separate financial statements Cost method (Baht)		Dividend (Baht)	
			2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Sun Vending Technology Plc. (Sun 108 Co., Ltd.)	Selling products by automatic machines	Co-shareholders and administrator	700,000	450,000	12.68	17.75	146,017,979.57	108,724,471.10	111,015,014.00	102,138,264.00	14,380,335.00	7,989,075.00
Saha Ubol Nakorn Co., Ltd.	Property development	"	7,813	7,813	20.00	20.00	1,576,406.42	1,576,406.42	5,087,500.00	5,087,500.00	0.00	0.00
Sahapat Real Estate Co., Ltd.	Investment	"	705,000	412,500	20.00	20.00	181,525,026.77	123,513,640.89	141,000,000.00	82,500,000.00	0.00	0.00
Sriracha Transportation Co., Ltd.	Transport	"	10,000	10,000	20.00	20.00	3,495,100.51	3,168,562.05	2,036,000.00	2,036,000.00	200,000.00	200,000.00
Thai - Myanmar Success Venture Co., Ltd.	Investment	"	100,000	100,000	35.00	35.00	36,449,407.15	42,885,432.35	35,039,403.72	35,039,403.72	6,999,940.00	0.00
President Foods (Cambodia) Co., Ltd.	Instant noodles	"	USD 1,500	USD 1,500	30.00	30.00	76,352,160.29	63,386,058.58	19,646,775.00	19,646,775.00	0.00	0.00
Ruamissara Co., Ltd.	Real estate	"	420,000	300,000	25.00	25.00	199,335,989.69	176,450,045.44	105,000,000.00	75,000,000.00	0.00	0.00
Saha Lawson Co., Ltd.	Convenience store	"	1,367,000	1,367,000	21.34	21.34	67,638,760.91	80,703,737.56	291,706,000.00	291,706,000.00	0.00	0.00
Boon Capital Holding Co., Ltd. Canchana	Investment	"	700,000	700,000	32.00	32.00	193,909,030.81	192,055,865.08	223,999,990.00	223,999,990.00	0.00	0.00
International Co., Ltd.	Distributor	"	KHR 2,000,000	KHR 2,000,000	40.00	40.00	13,124,723.78	13,579,594.61	6,494,660.00	6,494,660.00	0.00	0.00
Siam Arata Co., Ltd.	Distributor	"	20,000	20,000	25.00	25.00	0.00	0.00	5,000,000.00	5,000,000.00	0.00	0.00
Ruamissara Development Co., Ltd.	Real estate	"	480,000	360,000	25.00	25.00	109,383,870.07	80,940,538.89	120,000,000.00	90,000,000.00	0.00	0.00
Ayeyarwaddy Success Venture Foods Co., Ltd.	Instant noodles	"	USD 10,000	USD 10,000	24.00	24.00	67,246,811.46	77,082,486.38	75,519,492.41	75,519,492.41	0.00	0.00
Seino Saha Logistics Co., Ltd.	Transport	"	20,000	0.00	19.75	0.00	18,465,021.89	0.00	17,973,769.50	0.00	310,000.00	0.00
Total							1,114,520,289.32	964,066,839.35	1,159,518,604.63	1,014,168,085.13	21,890,275.00	8,189,075.00
Less Provisions for impairment loss							0.00	0.00	(293,390,000.00)	(266,650,000.00)	0.00	0.00
Total investments in associates - net							1,114,520,289.32	964,066,839.35	866,128,604.63	747,518,085.13	21,890,275.00	8,189,075.00

As at December 31, 2021 and 2020, the Company recorded investments in 12 and 7 associates respectively under equity method from their unaudited financial statements, due to the Company has no power in commanding those associates to have the financial statements which had unaudited net investments amount of Baht 884.16 million and Baht 239.50 million respectively equal to 2.54% and 0.70% of total assets, for the year ended December 31, 2021 and 2020, had equity gain from investments in 12 and 7 associates amount of Baht 24.33 million and Baht 15.47 million equal to 1.36% and 0.89% respectively of net profit and equity loss of Baht 24.25 million and Baht 15.47 million equal to 1.35% and 0.89% of net profit, respectively.

NOTES TO FINANCIAL STATEMENTS

14. INVESTMENTS IN ASSOCIATES (Continued)

On September 27, 2021, Sun Vending Technology Plc. (formerly named “Sun 108 co., Ltd.”), which represented as investment in associate, has increased its ordinary shares for total 200,000,000 shares with a par value of Baht 1.00 each, amounting to Baht 200,000,000.00 for initial offering to the public. As a result, the shareholding proportion of the Company is changed from 17.75% to 12.68%, but it still being an associate since the Company still have the influence and common executives. However, offering share capital to the public by Sun Vending Technology Plc., resulting the increasing in share of profit of the Company in assets of Sun Vending Technology Plc., as a result, it incurred gains on reduction of proportion amount of Baht 30,156,376.58, presented in the consolidated statement of comprehensive income for the year ended December 31, 2021.

In 2021, the Company additionally invested in 240,000 ordinary shares of Seino Saha Logistics Co., Ltd. in the amount of Baht 10.73 million. As a result of the additional investments, the Company’s shareholding percentage in Seino Saha Logistics Co., Ltd. increased 395,000 ordinary shares from 7.75% to 19.75% equivalents amount of Baht 12.28 million because the Company has influence and also has common management. Therefore, investment in Seino Saha Logistics Co., Ltd. is changed its status from investments in equity instrument measure at fair value through other comprehensive income (FVTOCI) to investments in associate.

As a result of change in investment status, the Company reversed the reserve on change in value of investments in equity instrument at FVTOCI amounting to Baht 5.70 million to retained earnings. Nevertheless, in 2021, the Company received dividend from Seino Saha Logistics Co., Ltd. amount of Baht 0.31 million (2020: Baht 0.31 million) when investment was classified as investments in equity instruments at FVTOCI.

15. INVESTMENTS IN SUBSIDIARIES

Names	Type of business	Relationship	Paid-up share capital (Thousand Baht)		Percentage of investment		Separate financial statements Cost method (Baht)		Dividend (Baht)	
			2021	2020	2021	2020	2021	2020	2021	2020
Chokchaipibul Co., Ltd.	Instant noodle, asset for lease, internal and external business service rendering	Co-shareholders and administrator	920000	920000	99.99	99.99	1,203,801,619.94	1,203,801,619.94	0.00	0.00
Bangkok Tower (1999) Co., Ltd.	Office building for rent	"	519,000	519,000	99.99	99.99	518,994,000.00	518,994,000.00	0.00	0.00
Tipwarin - Watana Co., Ltd.	Mineral water	"	16,440	16,440	59.37	59.37	42,794,100.00	42,794,100.00	6,246,208.00	4,879,850.00
SAHA VIETNAM Co., Ltd.	Retail distributor	"	4,807	4,807	100.00	100.00	4,903,321.67	4,903,321.67	0.00	0.00
Dairy Thai Co., Ltd.	Yoghurt	"	67,125	67,125	63.91	63.91	68,111,127.14	68,111,127.14	0.00	3,431,800.00
Total							1,838,604,168.75	1,838,604,168.75	6,246,208.00	8,311,650.00
Less Provisions for impairment loss							(424,903,321.67)	(424,903,321.67)	0.00	0.00
Total investments in subsidiaries - net							1,413,700,847.08	1,413,700,847.08	6,246,208.00	8,311,650.00

NOTES TO FINANCIAL STATEMENTS

16. INVESTMENT PROPERTIES

Investment properties as at December 31, 2021 and 2020 are as follows:

(Unit : Baht)

	Consolidated financial statements						
	Land	Land held for development	Buildings	Buildings improvement	Public utilities system	Assets under construction	Total
Cost							
Balance as at December 31, 2019	2,617,041,176.66	0.00	1,153,124,570.46	0.00	175,371,950.47	1,941,205.00	3,947,478,902.59
Acquisition	430,017,129.50	0.00	67,964,755.40	0.00	280,612.85	18,738,300.50	517,000,798.25
Disposal/Write off	0.00	0.00	0.00	0.00	(274,715.00)	(372,650.00)	(647,365.00)
Transfer in/(out)	32,448,874.00	0.00	(17,070,319.00)	0.00	0.00	965,445.00	16,344,000.00
Balance as at December 31, 2020	3,079,507,180.16	0.00	1,204,019,006.86	0.00	175,377,848.32	21,272,300.50	4,480,176,335.84
Acquisition	0.00	0.00	0.00	0.00	249,353.87	53,056,281.53	53,305,635.40
Disposal/Write off	0.00	0.00	(486,220.00)	0.00	0.00	0.00	(486,220.00)
Transfer in/(out)	(110,332,572.38)	45,363,550.00	(54,564,576.40)	3,290,841.12	0.00	(16,205,281.62)	(132,448,039.28)
Balance as at December 31, 2021	2,969,174,607.78	45,363,550.00	1,148,968,210.46	3,290,841.12	175,627,202.19	58,123,300.41	4,400,547,711.96
Accumulated depreciation							
Balance as at December 31, 2019	2,282,196.31	0.00	628,770,944.22	0.00	164,520,168.99	0.00	795,573,309.52
Depreciation	170,800.85	0.00	34,246,120.06	0.00	783,930.92	0.00	35,200,851.83
Disposal/Write off	0.00	0.00	0.00	0.00	(273,979.62)	0.00	(273,979.62)
Balance as at December 31, 2020	2,452,997.16	0.00	663,017,064.28	0.00	165,030,120.29	0.00	830,500,181.73
Depreciation	165,105.13	0.00	34,188,238.37	70,324.79	810,773.56	0.00	35,234,441.85
Disposal/Write off	0.00	0.00	(192,489.55)	0.00	0.00	0.00	(192,489.55)
Transfer in/(out)	0.00	0.00	(3,391,219.75)	0.00	0.00	0.00	(3,391,219.75)
Balance as at December 31, 2021	2,618,102.29	0.00	693,621,593.35	70,324.79	165,840,893.85	0.00	862,150,914.28
Provisions for impairment loss							
Balance as at December 31, 2020	(55,851,650.86)	0.00	(7,700,000.00)	0.00	0.00	0.00	(63,551,650.86)
Balance as at December 31, 2021	(55,851,650.86)	0.00	(7,700,000.00)	0.00	0.00	0.00	(63,551,650.86)
Net book value							
Balance as at December 31, 2020	3,021,202,532.14	0.00	533,301,942.58	0.00	10,347,728.03	21,272,300.50	3,586,124,503.25
Balance as at December 31, 2021	2,910,704,854.63	45,363,550.00	447,646,617.11	3,220,516.33	9,786,308.34	58,123,300.41	3,474,845,146.82

Fair value of investment properties as at December 31, 2021 and 2020, had the amount of Baht 7,543,127,000.00 which appraised by the independent appraiser.

NOTES TO FINANCIAL STATEMENTS

16. INVESTMENT PROPERTIES (Continued)

(Unit : Baht)

	Separate financial statements				Total
	Land	Buildings	Buildings improvement	Assets under construction	
Cost					
Balance as at December 31, 2019	1,645,524,758.10	630,600,787.50	0.00	1,941,205.00	2,278,066,750.60
Acquisition	419,715,861.50	54,151,197.00	0.00	6,550,000.00	480,417,058.50
Disposal/Write off	0.00	0.00	0.00	(372,650.00)	(372,650.00)
Transfer in/(out)	32,448,874.00	(17,380,319.00)	0.00	1,275,445.00	16,344,000.00
Balance as at December 31, 2020	2,097,689,493.60	667,371,665.50	0.00	9,394,000.00	2,774,455,159.10
Acquisition	0.00	0.00	0.00	48,574,276.57	48,574,276.57
Disposal/Write off	0.00	(486,220.00)	0.00	0.00	(486,220.00)
Transfer in/(out)	0.00	1,036,140.00	3,290,841.12	(4,326,981.12)	0.00
Balance as at December 31, 2021	2,097,689,493.60	667,921,585.50	3,290,841.12	53,641,295.45	2,822,543,215.67
Accumulated depreciation					
Balance as at December 31, 2019	2,282,196.31	270,938,963.43	0.00	0.00	273,221,159.74
Depreciation	170,800.85	22,771,891.66	0.00	0.00	22,942,692.51
Balance as at December 31, 2020	2,452,997.16	293,710,855.09	0.00	0.00	296,163,852.25
Depreciation	165,105.13	25,304,380.32	70,324.79	0.00	25,539,810.24
Disposal/Write off	0.00	(192,489.55)	0.00	0.00	(192,489.55)
Balance as at December 31, 2021	2,618,102.29	318,822,745.86	70,324.79	0.00	321,511,172.94
Provisions for impairment loss					
Balance as at December 31, 2020	(1,309,070.00)	0.00	0.00	0.00	(1,309,070.00)
Balance as at December 31, 2021	(1,309,070.00)	0.00	0.00	0.00	(1,309,070.00)
Net book value					
Balance as at December 31, 2020	2,093,927,426.44	373,660,810.41	0.00	9,394,000.00	2,476,982,236.85
Balance as at December 31, 2021	2,093,762,321.31	349,098,839.64	3,220,516.33	53,641,295.45	2,499,722,972.73

Fair value of investment properties as at December 31, 2021 and 2020, had the amount of Baht 6,452,237,000.00 which appraised by the independent appraiser.

The significant amount of investment properties recognized in statements of comprehensive income for the year ended December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Revenues				
Rental income	60,026,977.51	61,740,818.96	43,497,966.40	46,490,837.60
Service income	37,103,361.86	40,133,581.66	0.00	0.00
Total revenues	97,130,339.37	101,874,400.62	43,497,966.40	46,490,837.60
Direct operating expenses incurred to rental and service income				
	59,320,832.42	66,534,043.00	25,539,810.24	22,942,692.51
Total direct operating expenses	59,320,832.42	66,534,043.00	25,539,810.24	22,942,692.51

NOTES TO FINANCIAL STATEMENTS

17. PROPERTY, PLANT AND EQUIPMENT

(Unit : Baht)

Consolidated financial statements

	Land	Land improvement	Buildings	Buildings improvement	Office equipment	Public utilities	Machineries	Cost of land development	Furniture and fixtures	Vehicles	Assets under construction	Total
Cost												
Balance as at December 31, 2019	1,034,736,666.57	1,985,415.00	487,860,264.40	87,991,130.70	492,045,642.50	0.00	295,785,652.91	110,363,908.05	80,110,571.42	688,900,183.77	28,466,146.47	3,308,245,581.79
Acquisition	29,500,000.00	227,200.00	20,266,883.10	447,500.00	18,404,362.62	0.00	8,719,695.65	0.00	1,151,532.19	38,265,889.36	178,844,699.56	295,827,762.48
Disposal/Write off	0.00	0.00	(119,050.44)	0.00	(34,059,658.37)	0.00	(4,699,269.97)	(57,545.36)	0.00	(33,602,962.73)	0.00	(72,538,486.87)
Transfer in/(out)	0.00	0.00	35,783,501.96	0.00	1,569,650.12	0.00	17,243,172.70	1,687,383.17	0.00	4,737,142.18	(77,364,850.13)	(16,344,000.00)
Balance as at December 31, 2020	1,064,236,666.57	2,212,615.00	543,791,599.02	88,438,630.70	477,959,996.87	0.00	317,049,251.29	111,993,745.86	81,262,103.61	698,300,252.58	129,945,995.90	3,515,190,857.40
Acquisition	5,460,130.00	0.00	0.00	397,500.00	13,074,351.95	0.00	19,627,051.26	0.00	2,082,753.28	42,913,764.70	376,650,239.50	460,205,790.69
Disposal/Write off	0.00	0.00	(49,987.62)	0.00	(2,692,626.73)	0.00	(1,898,921.00)	0.00	0.00	(31,132,758.76)	(1,078,565.12)	(36,852,859.23)
Transfer in/(out)	110,332,572.38	0.00	68,706,133.02	197,115.40	722,527.22	5,282,569.14	22,579,400.73	(13,578,779.64)	3,455,000.00	0.00	(19,884,948.97)	177,811,589.28
Balance as at December 31, 2021	1,180,029,368.95	2,212,615.00	612,447,744.42	89,033,246.10	489,064,249.31	5,282,569.14	357,356,782.28	98,414,966.22	86,799,856.89	710,081,258.52	485,632,721.31	4,116,355,378.14
Accumulated depreciation												
Balance as at December 31, 2019	0.00	1,368,454.54	263,935,928.88	84,674,778.29	418,696,137.69	0.00	227,490,548.45	57,414,868.43	61,394,041.32	578,700,378.81	0.00	1,693,675,136.42
Depreciation	0.00	162,380.57	17,713,297.97	613,192.85	33,490,826.47	0.00	27,104,170.71	1,770,643.20	8,973,917.84	40,693,537.94	0.00	130,521,967.54
Disposal/Write off	0.00	0.00	(49,230.30)	0.00	(34,013,231.07)	0.00	(3,118,637.14)	(57,544.36)	0.00	(32,047,959.07)	0.00	(69,286,601.94)
Balance as at December 31, 2020	0.00	1,530,835.11	281,599,996.55	85,287,971.14	418,173,733.09	0.00	251,476,082.02	59,127,967.27	70,367,959.16	587,345,957.68	0.00	1,754,910,502.02
Depreciation	0.00	133,237.85	22,463,697.91	601,649.62	29,947,689.24	626,717.25	32,206,189.75	745,316.86	8,800,544.88	39,657,441.03	0.00	135,182,484.38
Disposal/Write off	0.00	0.00	(9,162.13)	0.00	(2,611,397.25)	0.00	(376,108.95)	0.00	0.00	(14,730,408.47)	0.00	(17,727,076.80)
Transfer in/(out)	0.00	0.00	5,637,084.10	4,416.25	0.00	3,351,261.46	0.00	(5,601,542.06)	0.00	0.00	0.00	3,391,219.75
Balance as at December 31, 2021	0.00	1,664,072.96	309,691,616.43	85,894,037.01	445,510,025.08	3,977,978.71	283,306,162.82	54,271,742.07	79,168,504.04	612,272,990.24	0.00	1,875,757,129.35
Net book value												
Balance as at December 31, 2020	1,064,236,666.57	681,779.89	262,191,602.47	3,150,659.56	59,786,263.78	0.00	65,573,169.27	52,865,778.59	10,894,144.45	110,954,294.90	129,945,995.90	1,760,280,355.38
Balance as at December 31, 2021	1,180,029,368.95	548,542.04	302,756,127.99	3,139,209.09	43,554,224.23	1,304,590.43	74,050,619.46	44,143,224.15	7,631,352.85	97,808,268.28	485,632,721.31	2,240,598,248.79

NOTES TO FINANCIAL STATEMENTS

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

(Unit : Baht)

Separate financial statements

	Land	Buildings	Buildings improvement	Office equipment	Machineries	Cost of land development	Furniture and fixtures	Vehicles	Assets under construction	Total
Cost										
Balance as at December 31, 2019	985,324,227.13	352,502,812.92	79,893,142.82	397,369,044.92	27,330,675.90	98,414,966.22	79,114,841.00	633,319,519.43	4,421,513.50	2,657,690,743.84
Acquisition	29,500,000.00	20,266,883.10	0.00	5,886,672.99	0.00	0.00	819,650.00	3,544,000.00	123,494,771.22	183,511,977.31
Disposal/Write off	0.00	0.00	0.00	(32,192,809.67)	0.00	0.00	0.00	(6,699,901.10)	0.00	(38,892,710.77)
Transfer in/(out)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(148,385,239.47)	(16,344,000.00)	(164,729,239.47)
Balance as at December 31, 2020	1,014,824,227.13	372,769,696.02	79,893,142.82	371,062,908.24	27,330,675.90	98,414,966.22	79,934,491.00	481,778,378.86	111,572,284.72	2,637,580,770.91
Acquisition	0.00	0.00	250,000.00	5,751,660.62	16,486,000.00	0.00	0.00	3,070,000.00	333,094,516.97	358,652,177.59
Disposal/Write off	0.00	0.00	0.00	(3,950.00)	(1,522,000.00)	0.00	0.00	(1,305,000.00)	(1,078,565.12)	(3,909,515.12)
Transfer in/(out)	0.00	4,500,000.00	0.00	521,249.88	2,000,000.00	0.00	3,455,000.00	0.00	(10,476,249.88)	0.00
Balance as at December 31, 2021	1,014,824,227.13	377,269,696.02	80,143,142.82	377,331,868.74	44,294,675.90	98,414,966.22	83,389,491.00	483,543,378.86	433,111,986.69	2,992,323,433.38
Accumulated depreciation										
Balance as at December 31, 2019	0.00	190,130,098.33	79,893,134.82	360,216,840.50	25,438,572.96	52,781,108.22	60,463,927.08	541,181,962.30	0.00	1,310,105,644.21
Depreciation	0.00	12,110,481.26	0.00	16,512,501.74	559,097.32	745,316.99	8,920,503.19	1,835,959.57	0.00	40,683,860.07
Disposal/Write off	0.00	0.00	0.00	(32,171,930.22)	0.00	0.00	0.00	(6,699,033.74)	0.00	(38,870,963.96)
Transfer in/(out)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(59,690,643.99)	0.00	(59,690,643.99)
Balance as at December 31, 2020	0.00	202,240,579.59	79,893,134.82	344,557,412.02	25,997,670.28	53,526,425.21	69,384,430.27	476,628,244.14	0.00	1,252,227,896.33
Depreciation	0.00	12,583,498.63	1,506.84	13,392,033.62	2,654,705.55	745,316.86	8,403,236.35	2,098,889.29	0.00	39,879,187.14
Disposal/Write off	0.00	0.00	0.00	(1,772.93)	0.00	0.00	0.00	(1,304,999.00)	0.00	(1,306,771.93)
Balance as at December 31, 2021	0.00	214,824,078.22	79,894,641.66	357,947,672.71	28,652,375.83	54,271,742.07	77,787,666.62	477,422,134.43	0.00	1,290,800,311.54
Net book value										
Balance as at December 31, 2020	1,014,824,227.13	170,529,116.43	8.00	26,505,496.22	1,333,005.62	44,888,541.01	10,550,060.73	5,150,134.72	111,572,284.72	1,385,352,874.58
Balance as at December 31, 2021	1,014,824,227.13	162,445,617.80	248,501.16	19,384,196.03	15,642,300.07	44,143,224.15	5,601,824.38	6,121,244.43	433,111,986.69	1,701,523,121.84

NOTES TO FINANCIAL STATEMENTS

18. RIGHT-OF-USE ASSETS

Movements in the right-of-use assets account as at December 31, 2021 and 2020 were summarised below:

	(Unit : Baht)
	Separate financial statements
	Vehicles
Cost	
Balance as at January 1, 2020	148,385,239.47
Additions	26,540,503.72
Decrease	(24,354,911.26)
Balance as at December 31, 2020	150,570,831.93
Additions	37,361,766.30
Decrease	(28,507,738.28)
Balance as at December 31, 2021	159,424,859.95
Accumulated depreciation	
Balance as at January 1, 2020	59,690,643.99
Depreciation	32,453,640.87
Decrease	(24,046,783.83)
Balance as at December 31, 2020	68,097,501.03
Depreciation	30,465,281.18
Decrease	(12,999,384.95)
Balance as at December 31, 2021	85,563,397.26
Net book value	
Balance as at December 31, 2020	82,473,330.90
Balance as at December 31, 2021	73,861,462.69

NOTES TO FINANCIAL STATEMENTS

19. OTHER INTANGIBLE ASSETS

				(Unit : Baht)
Consolidated financial statements				
	2020	Increase	Disposal	2021
Cost				
Trademark	25,729,751.31	0.00	0.00	25,729,751.31
Golf membership	899,065.42	0.00	0.00	899,065.42
Software	81,115,828.77	2,700,306.69	0.00	83,816,135.46
Total cost	107,744,645.50	2,700,306.69	0.00	110,444,952.19
Accumulated amortization				
Trademark	23,032,573.64	1,000,650.44	0.00	24,033,224.08
Golf membership	899,062.42	0.00	0.00	899,062.42
Software	27,387,719.74	1,640,934.32	0.00	29,028,654.06
Total accumulated amortization	51,319,355.80	2,641,584.76	0.00	53,960,940.56
Provisions for impairment	(41,777,668.51)	0.00	0.00	(41,777,668.51)
Total other intangible assets	14,647,621.19	58,721.93	0.00	14,706,343.12

				(Unit : Baht)
Separate financial statements				
	2020	Increase	Disposal	2021
Cost				
Trademark	25,729,751.31	0.00	0.00	25,729,751.31
Golf membership	899,065.42	0.00	0.00	899,065.42
Software	73,310,696.41	1,256,020.00	0.00	74,566,716.41
Total cost	99,939,513.14	1,256,020.00	0.00	101,195,533.14
Accumulated amortization				
Trademark	23,032,573.64	1,000,650.44	0.00	24,033,224.08
Golf membership	899,062.42	0.00	0.00	899,062.42
Software	27,176,838.27	1,584,553.19	0.00	28,761,391.46
Total accumulated amortization	51,108,474.33	2,585,203.63	0.00	53,693,677.96
Provisions for impairment	(36,777,668.51)	0.00	0.00	(36,777,668.51)
Total other intangible assets	12,053,370.30	(1,329,183.63)	0.00	10,724,186.67

NOTES TO FINANCIAL STATEMENTS

20. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2021 and 2020 consist of:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deposits and retention	73,307,671.02	115,537,226.82	80,090,231.02	74,583,076.82
Unbilled cheque return over 1 year	27,839,201.29	25,928,767.95	27,839,201.29	25,928,767.95
Others	13,678,551.49	16,911,067.22	11,480,354.92	11,935,438.12
Total	114,825,423.80	158,377,061.99	119,409,787.23	112,447,282.89
Less Provisions for impairment of deposits and retention	(18,225,900.00)	(18,225,900.00)	(18,225,900.00)	(18,225,900.00)
Allowance for doubtful of unbilled cheque return over 1 year	(27,839,201.29)	(25,928,767.95)	(27,839,201.29)	(25,928,767.95)
Total	(46,065,101.29)	(44,154,667.95)	(46,065,101.29)	(44,154,667.95)
Other non-current assets - net	68,760,322.51	114,222,394.04	73,344,685.94	68,292,614.94

The Company made agreement to buy and to sell of land in North - Park project and fully made payment, which was recorded as land deposits amount of Baht 60,753,000.00 but the ownership has not been transferred to the Company caused by the Company still not proceed the building construction to be indicated in agreement which may incur a loss amount of Baht 18,225,900.00 and then the Company, recorded provision for impairment by such amount.

21. INCOME TAX

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax assets	22,857,343.40	21,658,178.16	0.00	0.00
Deferred tax (liabilities)	(1,744,315,105.11)	(1,921,850,753.69)	(1,597,049,394.23)	(1,780,087,779.53)
Net	(1,721,457,761.71)	(1,900,192,575.53)	(1,597,049,394.23)	(1,780,087,779.53)

NOTES TO FINANCIAL STATEMENTS

21. INCOME TAX (Continued)

Deferred tax assets and (liabilities) are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax assets (liabilities)				
Allowance for doubtful accounts -				
trade accounts receivables	22,953,677.02	25,289,486.56	26,288,628.58	28,553,469.43
Allowance for obsolete stock	1,816,605.04	1,376,605.04	1,600,000.00	1,160,000.00
Provisions for impairment loss -				
investments in associates	0.00	0.00	58,678,000.00	53,330,000.00
Provisions for impairment loss -				
investments in subsidiaries	0.00	0.00	84,980,664.33	84,980,664.33
Provisions for impairment loss -				
equity instruments-other	658,600.00	540.00	0.00	0.00
Provisions for impairment loss - land	10,908,516.17	10,908,516.17	0.00	0.00
Provisions for measuring on				
other non-current financial assets	(1,832,623,930.35)	(2,023,629,058.29)	(1,832,623,930.35)	(2,023,629,058.29)
Provisions for impairment loss -				
investment properties	1,416,814.00	633,620.02	261,814.00	261,814.00
Provisions for impairment loss -				
other intangible assets	7,355,533.70	7,355,533.70	7,355,533.70	7,355,533.70
Allowance for doubtful accounts -				
other assets	9,214,620.26	8,830,933.59	9,214,620.26	8,830,933.59
Employee benefit obligations	55,293,312.51	67,398,384.40	46,953,015.34	58,790,856.13
Subsidy for energy conservation project	303,261.32	323,271.32	0.00	0.00
Provisions for impairment loss of assets	1,000,000.00	1,000,000.00	0.00	0.00
Carry forward of utilized tax losses	(151,768.02)	41,062.77	0.00	0.00
Leases	154,736.73	521.61	0.00	0.00
Allowance for expected credit losses	(242,259.91)	278,007.58	242,259.91	278,007.58
Deferred tax assets (liabilities)	(1,721,457,761.71)	(1,900,192,575.53)	(1,597,049,394.23)	(1,780,087,779.53)

Income tax expense for the year ended December 31, 2021 and 2020 are summarized as follows:

	(Unit : Baht)			
	For the year ended December 31, 2021 and 2020			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current tax :				
Income tax for the year	390,490,939.36	371,496,038.53	356,117,918.47	332,413,333.74
Deferred tax :				
Deferred tax resulted from				
temporary differences and				
reversal of temporary differences	12,880,307.92	2,389,800.59	7,966,742.64	1,882,959.15
Income tax expenses presented in				
statements of comprehensive income	403,371,247.28	373,885,839.12	364,084,661.11	334,296,292.89

NOTES TO FINANCIAL STATEMENTS

21. INCOME TAX (Continued)

Amounts of income tax related to each parts of other comprehensive income (expense) for the year ended December 31, 2021 and 2020 are summarized as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Income tax (expenses) income related to Gain (Loss) on re-measuring of other non-current financial assets	175,818,985.03	(76,867,892.32)	175,436,349.06	(102,307,693.02)
Income tax (expenses) revenues relating employee benefits	(48,084.60)	23,466,584.65	0.00	21,610,045.11
Income tax (expenses) revenues relating employee benefits - associates	(156,952.25)	(188,391.44)	0.00	0.00
Total	175,613,948.18	(53,589,699.11)	175,436,349.06	(80,697,647.91)

Reconciliation between income tax expenses and multiplication of accounting profit and tax rate used for the year ended December 31, 2021 and 2020, can be presented below:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit before income tax	2,198,165,093.88	2,117,835,358.77	1,963,506,203.85	1,895,277,953.74
Income tax rate (Percentage)	20	20	20	20
Income tax amount	439,633,018.78	423,567,071.75	392,701,240.77	379,055,590.75
Taxable effects for :				
Taxable loss brought forward	0.00	89,882.36	0.00	0.00
Other income for accounting base differ from tax base	(57,933,393.83)	(60,264,880.86)	(57,058,206.31)	(56,561,043.38)
Prohibited taxable expenses	26,133,945.57	10,554,418.12	28,441,626.65	11,801,745.52
Deferred tax resulted from temporary difference	(406,975.13)	(60,652.26)	0.00	0.00
Other expense for accounting base differ from tax base	(4,055,348.11)	0.00	0.00	0.00
Income tax expenses presented in statements of comprehensive income	403,371,247.28	373,885,839.12	364,084,661.11	334,296,292.89
Effective income tax rate (Percentage)	18	18	19	18

NOTES TO FINANCIAL STATEMENTS

22. BANK OVERDRAFTS AND SHORT-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

As at December 31, 2021 and 2020, the Group obtained overdraft facilities from 10 commercial banks total credits line of Baht 200 million without any collaterals and obtained short-term loans from 7 commercial banks total credit lines of Baht 1,855 million.

23. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables as at December 31, 2021 and 2020 consist of:

			(Unit : Baht)	
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade accounts payables	4,978,813,150.57	4,545,562,477.15	5,030,635,588.48	4,576,198,412.38
Accrued expenses and other				
current payables	642,281,158.80	614,393,566.12	557,027,907.99	533,474,532.64
Unearned revenue	1,007,565.56	1,226,502.47	0.00	0.00
Total trade and other current payables	5,622,101,874.93	5,161,182,545.74	5,587,663,496.47	5,109,672,945.02

24. OTHER SHORT-TERM LOANS

Other short-term loans as at December 31, 2021 and 2020 consist of:

			(Unit : Baht)	
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Other short-term loans	27,319,000.00	26,319,000.00	27,319,000.00	26,319,000.00
Total	27,319,000.00	26,319,000.00	27,319,000.00	26,319,000.00

As at December 31, 2021 and 2020, the Company had other short-term loans are documented by issuing promissory notes at the interest rates of 0.50 % per annum and 0.50 % - 1.50 % per annum respectively without collaterals.

25. LEASE LIABILITIES

Details of lease liabilities as at December 31, 2021 and 2020 is as follows:

	(Unit : Baht)	
	Separate financial statements	
	2021	2020
Lease liabilities	104,912,012.73	113,420,240.95
Less Deferred interest expenses	(15,682,227.50)	(17,373,389.12)
Total	89,229,785.23	96,046,851.83
Less Current portion of lease liabilities	(27,253,817.34)	(26,721,862.51)
Lease liabilities - net by current portion	61,975,967.89	69,324,989.32

The Company entered into lease agreement for vehicle used for its operation term of lease 3-8 years.

NOTES TO FINANCIAL STATEMENTS

26. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT

The Group had an employee benefit obligations based on the requirement of Thai Labour Protection Act (No.7) B.E. 2562 to provide retirement benefits to employees based on pensionable remuneration and length of service and long - term service awards.

The defined benefit plans expose the Group/Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

Detail of employee benefit obligations in the statement of financial position are detailed as follows:

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current present value of obligations	9,730,902.98	77,946,751.71	9,730,902.98	77,946,751.71
Non-current present value of obligations	266,735,659.63	254,744,200.44	225,034,173.73	216,007,528.95
Total present value of obligations	276,466,562.61	332,690,952.15	234,765,076.71	293,954,280.66

Movement in the present value of the employee benefit obligations as at December 31, 2021 and 2020 are as follows:

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Employee benefit obligations as at January 1	332,690,952.15	222,947,253.01	293,954,280.66	194,835,007.64
Current service costs and interest	23,034,736.67	16,606,200.42	18,757,547.76	13,789,710.66
Benefits paid	(79,018,703.23)	(24,195,424.58)	(77,946,751.71)	(22,720,663.18)
(Gains) Losses from estimated for actuarial employee benefits	(240,422.98)	117,332,923.30	0.00	108,050,225.54
Employee benefit obligations	276,466,562.61	332,690,952.15	234,765,076.71	293,954,280.66

Employee benefit obligations expected to be paid in accordance for the period are as follows:

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Obligation paid within 1 year	9,730,902.98	77,946,751.71	9,730,902.98	77,946,751.71
Obligation paid more than 1 year	266,735,659.63	254,744,200.44	225,034,173.73	216,007,528.95
Total	276,466,562.61	332,690,952.15	234,765,076.71	293,954,280.66

Expense recognised in profit or loss for the year ended December 31, 2021 and 2020 are as follows:

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current service costs	19,744,872.60	13,241,966.39	16,001,846.78	10,870,457.63
Interest on obligation	3,289,864.07	3,364,234.03	2,755,700.98	2,919,253.03
Total	23,034,736.67	16,606,200.42	18,757,547.76	13,789,710.66

NOTES TO FINANCIAL STATEMENTS

26. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT (Continued)

The Group recognised the expense in the following line items in the statements of comprehensive income for the year ended December 31, 2021 and 2020 are as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cost of sales	1,894,314.40	1,256,590.16	0.00	0.00
Selling expenses	15,077,487.73	8,700,788.20	14,149,127.47	8,687,517.72
Administrative expenses	5,508,641.20	3,890,879.93	4,054,126.95	2,344,250.81
Management benefit expenses	554,293.34	2,757,942.13	554,293.34	2,757,942.13
Total	23,034,736.67	16,606,200.42	18,757,547.76	13,789,710.66

Actuarial (gains) losses recognized in other comprehensive income:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Included in retained earnings :				
As at January 1	147,469,780.52	30,136,857.23	138,469,817.91	30,419,592.37
Recognized during the year	(240,422.98)	117,332,923.29	0.00	108,050,225.54
As at December 31	147,229,357.54	147,469,780.52	138,469,817.91	138,469,817.91

Actuarial (gains) losses recognized in other comprehensive income arising from:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Financial assumptions	58,904.13	14,725,317.95	0.00	13,066,255.39
Demographic assumptions	(15,146.59)	(300,544.44)	0.00	(358,015.15)
Experience adjustment	(284,180.52)	102,908,149.78	0.00	95,341,985.30
Total	(240,422.98)	117,332,923.29	0.00	108,050,225.54

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	(Percentage)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Discount rate	1.17 - 2.17	1.17 - 2.17	1.17 - 2.17	1.17 - 2.17
Future salary increases	2.75 - 7.00	2.50 - 7.00	5.00 - 7.00	5.00 - 7.00
Mortality	TMO2017	105.00 of TMO2017	TMO2017	105.00 of TMO2017

NOTES TO FINANCIAL STATEMENTS

26. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT (Continued)

Sensitivity analysis

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

		(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Discount rate					
Changed by increasing	0.5 %, 1 %	(19,758,998.53)	(20,056,903.93)	(16,252,073.62)	(16,798,633.25)
Changed by decreasing	0.5 %, 1 %	22,491,000.26	22,575,568.10	18,416,097.83	19,056,353.92
Future salary growth					
Changed by increasing	0.5 %, 1 %	24,193,102.16	21,549,064.73	19,927,410.98	18,133,415.68
Changed by decreasing	0.5 %, 1 %	(21,665,189.96)	(19,569,030.99)	(17,920,581.17)	(16,368,311.07)
Mortality rate					
Changed by increasing	0.5 %, 20 %	(2,480,556.13)	(3,090,352.27)	(876,736.71)	(812,274.30)
Changed by decreasing	0.5 %, 20 %	2,761,713.98	2,628,118.95	880,919.50	816,048.61
Employee turnover rate					
Changed by increasing	10 %, 20 %	(13,724,617.39)	(11,645,586.56)	(10,965,433.36)	(9,772,090.76)
Changed by decreasing	10 %, 20 %	15,714,723.97	13,038,935.20	12,234,985.32	10,833,934.46

The analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

27. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the provident Fund Act B.E. 2530 on June 27, 1990 with registration No. 309/2533 and assigned the authorized manager to manage this fund by deducting the employee's salaries and the Company's contribution to the fund. The employees will be benefit on their resignation in accordance with the fund regulation.

28. TREASURY STOCK

According to the resolution of the Board of directors' meeting No.8 held on November 11, 2021, approved the share repurchase in the second program for financial management purpose in the maximum amount not exceeding Baht 380 million or not exceed than 6.3 million shares at the par value of Baht 1.00 each which equal to not exceeding 1.92% of the total paid-up share capital less the number of treasury stock in the first program. The share repurchase was conducted through the Stock Exchange of Thailand. The repurchase period was from December 1, 2021 to May 31, 2022 with the condition to resale of such shares is beyond 6 months from the completion date of share repurchase.

On May 12, 2020, the Company's Board of Director Meeting no. 13 has approved the share repurchase program for financial management purpose in the maximum amount not exceeding Baht 500 million or approximately 9.9 million shares. The number of shares to be repurchased is approximately 3% of the total issued shares at the par value of Baht 1.00 per share. The share repurchase was conducted through the Stock Exchange of Thailand. The repurchase period was from June 1, 2020 to November 30, 2020. The period for the resale of shares is after 6 months from the completion date of share repurchase.

Reconciliation of treasury stocks

	Number of shares (Shares)	Average price per share (Baht)	Repurchase amount (Baht)
Treasury stocks			
As at January 1, 2021	1,827,100	65.14	119,026,418.45
Increases during the year	147,500	63.18	9,319,034.62
As at December 31, 2021	1,974,600	65.00	128,345,453.07

NOTES TO FINANCIAL STATEMENTS

The Company set aside an amount from retained earnings equal to the cost of the treasury shares to a separate reserve account with such reserve to remain outstanding until either the shares are sold or paid-up capital is reduced by the cancellation of any remaining unsold shares. As at December 31, 2021, the Company has set aside retained earnings approximately Baht 128.35 million, as a reserve under caption "Appropriated retained earnings - treasury stock reserve" in the statement of financial position.

29. LEGAL RESERVE

According to the Public Company Limited Act B.E. 2535, the Company has appropriated its reserve as a legal reserve not less than 5% of the annual net profit after deduction with deficit brought forward (if any) as a legal reserve until the reserve reach an amount not less than 10% of the authorized share capital. Such legal reserve is not available for dividend distribution.

30. TREASURY STOCK RESERVE

The treasury stock reserve represents the amount appropriated from retained earnings equal to the cost of the shares held by the Company. The treasury stock reserve is not available for dividend distribution.

31. DIVIDEND

According to the Board of Director meeting no.8 (28) for the year 2021 held on November 11, 2021, the Company passed resolution to pay interim dividend payment to shareholders at Baht for 328,172,900 shares at Baht 0.60 each, totally Baht 196,903,740.00 with paid from retained earnings, and already paid on December 9, 2021.

According to the general shareholder meeting no. 70 of the year 2021 held on April 26, 2021, the Company passed resolution to pay dividend from result of operation of the year 2020 to the shareholders. The last dividend payment had already paid at Baht 1.60 per share for 328,172,900 shares, amounting of Baht 525,076,640.00 on May 25, 2021.

According to the general shareholder meeting no. 69 of the year 2020 hold on August 3, 2020, passed to approve dividend payment from the 2019 results of operation to the shareholders for 330,000,000 shares at Baht 1.60 each, totally Baht 528,000,000.00. The company has already paid interim dividend at Baht 0.60 per share on December 11, 2019 and the last dividend payment had already paid at Baht 1.00 per share, amounting to Baht 330,000,000.00 on May 8, 2020.

32. EXPENSES ANALYZED BY NATURE

Expenses analyzed by nature are as follows:

(Unit : Baht)				
For the year ended December 31, 2021 and 2020				
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Changes in finished goods and costs				
of property development in process	(172,203,808.62)	(26,084,268.98)	(168,426,887.42)	(17,767,467.25)
Purchase of goods	27,796,361,255.35	26,824,945,683.16	28,284,719,367.82	27,784,674,658.69
Raw materials and consumables used	280,814,515.62	303,220,985.51	0.00	0.00
Employee benefit expenses	1,120,468,488.23	1,114,265,566.26	909,074,795.62	921,685,983.54
Management and directors' benefit expenses	103,377,146.64	95,183,544.96	82,079,783.20	75,585,923.20
Depreciation and amortization expenses	174,137,076.11	169,249,855.39	99,548,047.31	99,532,696.28
Sale promotion and transportation expenses	1,345,445,527.50	1,289,026,454.91	1,300,544,988.51	1,243,737,035.05

NOTES TO FINANCIAL STATEMENTS

33. DIRECTOR'S REMUNERATION

Management benefit expenses represents the benefit paid to the directors of the Group in accordance with Section 90 of the Public Company Limited Act, exclusive of salaries and related benefits payable to executive directors.

34. CAPITAL MANAGEMENT

The objective of financial management of the Group is to preserve the ability to continue their operation and capital structure to be properly appropriated.

35. EARNINGS PER SHARE

Basic earnings per share

(Unit : Baht)

	For the year ended December 31, 2021 and 2020			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Net profit of ordinary shareholders (Baht)	1,745,048,709.10	1,705,448,848.45	1,599,421,542.74	1,560,981,660.85
Averaged number of ordinary shares (Share)	328,166,999	329,525,459	328,166,999	329,525,459
Basic earnings per share (Baht)	5.32	5.18	4.87	4.74

36. TRANSACTION WITH RELATED PARTIES

The Group has significant transactions with the related companies. Those company are related through common shareholders and/or directorship. Therefore, these financial statements are reflected the transactions on the basis determined by the group of companies concerned and in normal course of business of the Group and related companies.

Relationship with subsidiaries and associated company are disclosed in note 3, 13, 14 and 15 for relationship with top management and related persons and parties are as follows.

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Subsidiaries			
Chokchaipibul Co., Ltd.	Thailand	99.99	Subsidiary
Bangkok Tower (1999) Co., Ltd.	Thailand	99.99	Subsidiary
Tipwarin - Watana Co., Ltd.	Thailand	59.37	Subsidiary
Saha Vietnam Co., Ltd.	Vietnam	100.00	Subsidiary
Dairy Thai Co., Ltd.	Thailand	63.91	Subsidiary
Tipwarin Inter Packaging Co., Ltd.	Thailand	59.37	Subsidiary owned by subsidiary
SPC Ventures Co., Ltd.	Thailand	99.99	Subsidiary owned by subsidiary
Associates			
Sun Vending Technology Plc. (Sun 108 Co., Ltd.)	Thailand	12.68	Associate, some common directors
Saha Ubol Nakorn Co., Ltd.	Thailand	20.00	Associate
Sahapat Real Estate Co., Ltd.	Thailand	20.00	Shareholder of the Company have common director and management
Sriracha Transportation Co., Ltd.	Thailand	20.00	Associate, some common directors
Thai - Myanmar Success Venture Co., Ltd.	Thailand	35.00	Associate, some common directors
President foods (Cambodia) Co., Ltd.	Cambodia	30.00	Associate, some common directors

NOTES TO FINANCIAL STATEMENTS

36. TRANSACTION WITH RELATED PARTIES (Continued)

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Associates (Continued)			
Ruamissara Co., Ltd.	Thailand	25.00	Associate, some common directors
Saha Lawson Co., Ltd.	Thailand	21.34	Associate, some common directors
Boon Capital Holding Co., Ltd.	Thailand	32.00	Associate, some common directors
Canchana International Co., Ltd.	Cambodia	40.00	Associate, some common directors
Siam Arata Co., Ltd.	Thailand	25.00	Associate, some common directors
Ruamissara Development Co., Ltd.	Thailand	25.00	Associate, some common directors
Ayeyarwaddy Success Venture Foods Co., Ltd.	Myanmar	24.00	Associate, some common directors
Seino Saha Logistics Co., Ltd.	Thailand	19.75	Associate, some common directors
Related parties			
Saha Pathana - Interholding Plc.	Thailand	8.64	Shareholder of the Company have common director and management
I.C.C. International Plc.	Thailand	8.53	Shareholder of the Company have common director and management
Far East Fame Line DDB Plc. (Far East DDB Plc.)	Thailand	11.91	Shareholder of the Company have common director and management
Boutique Newcity Plc.	Thailand	0.72	Some common directors
Pan Asia Footwear Plc.	Thailand	18.12	Some common directors
People's Garment Plc.	Thailand	8.80	Shareholder of the Company have common director and management
New City (Bangkok) Plc.	Thailand	0.45	Shareholder of the Company have common director and management
Thai President Foods Plc.	Thailand	1.95	Some common directors
TPCS Plc. (Textile Prestige Plc.)	Thailand	8.69	Some common directors
Thai Wacoal Plc.	Thailand	8.03	Some common directors
Saha Cogen (Chonburi) Plc.	Thailand	5.74	Some common directors
O.C.C Plc.	Thailand	1.27	Some common directors
S&J International Enterprise Plc.	Thailand	0.16	Some common directors
Raja Uchino Co., Ltd.	Thailand	9.91	Some common directors
Thai Hoover Industry Co., Ltd.	Thailand	2.57	Some common directors
Sahachol Food Supplies Co., Ltd.	Thailand	9.20	Some common directors
Thai Takeda Lace Co., Ltd.	Thailand	3.46	Some common directors
Lion Corporation (Thailand) Co., Ltd.	Thailand	14.13	Shareholder of the Company have common director and management
Pan Land Co., Ltd.	Thailand	10.00	Some common directors
Sahapat Properties Co., Ltd.	Thailand	6.25	Shareholder of the Company have common director and management
Thai Cubic Technology Co., Ltd.	Thailand	5.00	Some common directors
Kewpie (Thailand) Co., Ltd.	Thailand	10.00	Shareholder of the Company have common director and management
I.D.F. Co., Ltd.	Thailand	19.60	Shareholder of the Company have common director and management
Thai Sun Foods Co., Ltd.	Thailand	16.88	Some common directors
Bangkok Rubber Plc.	Thailand	0.53	Some common directors

NOTES TO FINANCIAL STATEMENTS

36. TRANSACTION WITH RELATED PARTIES (Continued)

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Related parties (Continued)			
International Laboratories Corporation Co., Ltd.	Thailand	9.83	Shareholder of the Company have common director and management
Rajsrima Shopping Complex Co., Ltd.	Thailand	2.00	Some common directors
The Mall Ratchasrima Co., Ltd.	Thailand	2.00	Some common directors
Waseda Education (Thailand) Co., Ltd.	Thailand	7.14	Some common directors
Tsuruha (Thailand) Co., Ltd.	Thailand	15.00	Some common directors
Saha Tokyu Corporation Co., Ltd.	Thailand	12.00	Some common directors
Navavej International Plc. (KPN Health Care Plc.)	Thailand	14.25	Some common directors
First United Industry Co., Ltd.	Thailand	14.37	Some common directors
Champ Ace Co., Ltd.	Thailand	4.17	Some common directors
Treasure Hill Co., Ltd.	Thailand	4.00	Some common directors
Trancosmos (Thailand) Co., Ltd.	Thailand	9.00	Some common directors
United Utility Co., Ltd.	Thailand	3.93	Some common directors
Chokwatana Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Mayflower Saha Travel (Thailand) Co., Ltd.	Thailand	0.00	Some common directors
Can Co., Ltd.	Thailand	0.00	Some common directors
Suncolor O.A. Co., Ltd.	Thailand	0.00	Some common directors
Sun and Sand Co., Ltd.	Thailand	0.00	Some common directors
President Korakuen Co., Ltd.	Thailand	0.00	Some common directors
Springboard Plus Co., Ltd.	Thailand	0.00	Some common directors
Integrated Communication Co., Ltd.	Thailand	0.00	Some common directors
Best Factory Outlet Co., Ltd.	Thailand	0.00	Some common directors
Intanin Chiangmai Co., Ltd.	Thailand	0.00	Some common directors
Munk Production Co., Ltd.	Thailand	0.00	Some common directors
Hlanpu Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Thanulux Plc.	Thailand	0.00	Shareholder of the Company have common director and management
Sombatana Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Chailadadol Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Eaksuwan Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Boonwatanachok Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Saipinwatana Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Watsadaramai Co., Ltd.	Thailand	0.00	Shareholder of the Company have common director and management
Key executive			Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly including any director (whether executive or otherwise) of the Company

NOTES TO FINANCIAL STATEMENTS

36. TRANSACTION WITH RELATED PARTIES (Continued)

<u>Pricing with related parties</u>	<u>Pricing policies</u>
Sales income	Market price/ Agreed price
Rental and service income	Mutually agreed prices
Other income	Market price/ Mutually agreed prices
Dividend income	As declared
Interest income	According to the agreement
Purchase of goods	Agreed price/ Mutually agreed prices
Other expenses	Market price/ Mutually agreed prices
Interest expenses	Effective rate of interest

The Company has transaction with related parties as follows:

(Unit : Baht)

	For the year ended December 31, 2021 and 2020			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	2021	2020	2021	2020
Revenues				
Sale income				
Subsidiaries	0.00	0.00	15,731,810.15	12,553,650.00
Associates	210,924,033.52	214,977,127.57	210,924,033.52	214,977,127.57
Related parties	63,180,212.37	32,056,829.25	63,180,212.37	32,056,829.25
Other income				
Subsidiaries	0.00	0.00	50,484,256.26	48,513,071.54
Associates	7,444,862.36	7,502,057.63	7,444,862.36	7,502,057.63
Related parties	19,655,097.99	19,610,719.05	19,655,097.99	19,610,719.05
Interest income				
Associate	818,784.23	1,498,184.90	818,784.23	1,498,184.90
Dividend income				
Subsidiaries	0.00	0.00	6,246,208.00	8,311,650.00
Associates	21,580,275.00	8,189,075.00	21,580,275.00	8,189,075.00
Related parties	229,605,472.18	214,211,893.29	229,605,472.18	214,211,893.29
Expenses				
Purchase of goods				
Subsidiaries	0.00	0.00	965,923,680.32	945,189,071.38
Associate	1,522,411.13	163,252.53	1,522,411.13	163,252.53
Related parties	25,081,630,059.42	24,463,853,499.16	25,081,630,059.42	24,463,853,499.16
Other expenses				
Subsidiaries	0.00	0.00	157,773,865.15	91,802,526.39
Associates	83,056,657.78	8,774,271.97	83,056,657.78	8,774,271.97
Related parties	281,160,307.54	335,699,832.56	281,160,307.54	335,699,832.56
Interest expenses				
Subsidiary	0.00	0.00	8,971,327.36	10,184,867.39
Related party	0.00	928,438.60	0.00	928,438.60
Dividend expenses				
Associates	1,283,332.60	583,333.00	1,283,332.60	583,333.00
Related parties	250,859,374.60	172,613,755.00	250,859,374.60	172,613,755.00
Executive remuneration				
Short-term benefits	70,592,783.20	64,418,923.20	70,157,783.20	63,983,923.20
Other long-term benefits	7,107,410.22	60,610,902.70	7,107,410.22	60,610,902.70
Total executive remuneration	77,700,193.42	125,029,825.90	77,265,193.42	124,594,825.90

NOTES TO FINANCIAL STATEMENTS

36. TRANSACTION WITH RELATED PARTIES (Continued)

The significant related assets and liabilities transaction as at December 31, 2021 and 2020 are as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
(Unit : Baht)				
Assets and liabilities				
Trade accounts receivables				
Subsidiaries	0.00	0.00	18,413,541.11	18,157,042.85
Associates	47,815,535.24	48,093,736.35	47815535.24	48,093,736.35
Related parties	4,039,925.34	2,145,124.85	4,039,925.34	2,145,124.85
Other receivables				
Subsidiary	0.00	0.00	3,640,056.44	3,310,082.37
Associate	145,058.37	0.00	145,058.37	0.00
Related parties	118,637,372.02	172,598,949.29	118,637,372.02	172,598,949.29
Other short-term loans				
Related party	0.00	27,500,000.00	0.00	27,500,000.00
Accrued transportation income				
Subsidiaries	0.00	0.00	3,622,388.00	3,646,788.00
Related party	0.00	3,944.50	0.00	3,944.50
Accrued sales promotion income				
Related parties	2,176,866,530.42	2,278,206,878.31	2,176,866,530.42	2,278,206,878.31
Right-of-use assets				
Subsidiary	0.00	0.00	73,861,462.69	82,473,330.90
Deferred interest expenses				
Subsidiary	0.00	0.00	15,682,227.50	17,373,389.12
Deposits and retention				
Subsidiary	0.00	0.00	8,800,000.00	5,000,000.00
Trade accounts payables				
Subsidiaries	0.00	0.00	151,996,277.31	139,633,505.53
Associate	369,414.24	0.00	369,414.24	0.00
Related parties	3,952,339,272.89	3,767,042,475.87	3,952,339,272.89	3,767,042,475.87
Other payables				
Subsidiary	0.00	0.00	3,526,820.55	0.00
Associate	815,921.21	2,953,979.29	815,921.21	2,953,979.29
Related parties	66,947,820.31	74,816,519.47	66,947,820.31	74,816,519.47
Accrued expenses				
Associate	2,389,440.16	0.00	2,389,440.16	0.00
Related party	8,471,920.00	8,384,857.20	8,471,920.00	8,384,857.20
Lease liabilities				
Subsidiary	0.00	0.00	104,912,012.73	113,420,240.95

NOTES TO FINANCIAL STATEMENTS

37. SEGMENT INFORMATION

The Company engaged in consumer products distribution and property development business. A subsidiary engaged in business of investment in real estate and services and another subsidiary engaged in business of office building for rent. The Group operation involve virtually a geographical segment in Thailand and some are an overseas geographical segment. For the year ended December 31, 2021 and 2020. The Group have revenue from sales in an overseas geographical segment amount of Baht 884.03 million and Baht 817.55 million, respectively.

The segment of the Group in the consolidated financial statements are detailed following:

(Unit : Million Baht)

Consolidated financial statements for the year ended December 31, 2021 and 2020

	Sales of consumer products		Office building for rent		Others		Elimination		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenues										
External income	33,398.0	32,138.9	40.1	49.7	237.3	210.2	0.0	0.0	33,675.4	32,398.8
Inter-segment income	981.7	957.7	76.5	79.1	16.1	13.8	(1,074.3)	(1,050.7)	0.0	0.0
Total revenues	34,379.7	33,096.6	116.6	128.8	253.4	224.0	(1,074.3)	(1,050.7)	33,675.4	32,398.8
Expenses										
Cost of segment	29,185.4	27,952.2	57.8	60.4	159.7	136.2	(1,001.1)	(978.7)	28,401.8	27,170.1
Selling and administrative expenses	3,535.2	3,518.1	116.2	54.4	0.0	0.0	(118.9)	(113.8)	3,532.5	3,458.7
Profit from operation	1,659.1	1,626.4	(57.4)	14.0	93.7	87.8	45.7	41.9	1,741.1	1,770.0
Other income									808.6	760.4
Unallocated expenses									(351.4)	(411.1)
Interest expenses									(0.2)	(1.4)
Income tax									(403.4)	(373.9)
Net profit									1,794.8	1,744.0
Other information										
Segment assets	8,669.1	8,265.5	3,477.3	3,588.4	55.1	97.8	0.0	0.0	12,201.5	11,951.7
Unallocated assets									22,552.7	22,122.5
Consolidated total assets									34,754.2	34,074.1
Segment liabilities	8,671.0	8,143.7	3.1	3.3	89.3	63.3	0.0	0.0	8,763.4	8,210.3
Unallocated liabilities									1,898.7	2,150.0
Consolidated total liabilities									10,662.1	10,360.3
Depreciation	107.00	104.8	49.5	46.2	17.7	18.3	0.0	0.0	174.1	169.2

NOTES TO FINANCIAL STATEMENTS

38. COMMITMENT AND CONTINGENT LIABILITIES

38.1 Commitment

38.1.1 The Company has commitment and contingent liabilities as a guarantor for related companies based on the proportion of group of major shareholders with banks and financial institutions as at December 31, 2021 and 2020 as follows:

	2021	(Unit : Baht) 2020
Subsidiary		
- Tipwarin - Watana Co., Ltd.	5,000,000.00	5,000,000.00
Associate		
- Ruamissara Co., Ltd.	0.00	63,750,000.00
Related parties		
- Tsuruha (Thailand) Co., Ltd.	0.00	35,500,000.00
- Sahapat Real Estate Co., Ltd.	216,000,000.00	216,000,000.00
Other		
- Mobile Logistics Co., Ltd.	14,000,000.00	14,000,000.00
Total	235,000,000.00	334,250,000.00

38.1.2 The Company has jointly guaranteed with Saha Patthana - Interholding Public Company Limited based on the proportion of investment for their related company as at December 31, 2021 and 2020 as follows:

	2021	(Unit : Baht) 2020
- Transcosmos (Thailand) Co., Ltd.	27,990,000.00	13,590,000.00
- Saha Tokyu Corporation Co., Ltd.	61,260,000.00	61,260,000.00
Total	89,250,000.00	74,850,000.00

38.1.3 The Company has commitment from bank issuance of letter of guarantee to government agencies and private company as at December 31, 2021 and 2020 as follows:

	2021	(Unit : Baht) 2020
Commitment from bank issuance of letter of guarantee		
For electricity usage	305,000.00	1,449,000.00
For government agencies	619,645.00	619,645.00
Total	924,645.00	2,068,645.00

38. COMMITMENT AND CONTINGENT LIABILITIES (Continued)

38.2 Contingent liabilities

38.2.1 As at December 31, 2021 and 2020, the Company has commitment with bank from receiving advance deposit of collection cheques in the amount of Baht 89.61 million and Baht 106.40 million respectively. Such commitment will no longer exist, if the bank is able to collect such cheques.

38.2.2 As at December 31, 2021 and 2020, the Company has an obligation with a bank to supporting the construction of Ruamissara Development Co., Ltd. In the amount of Baht 60 million.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments principally comprise cash and cash equivalents, trade and other current receivables, other current financial assets, other non-current financial assets, short-term loans, long-term loans, other short-term loans, trade and other current payables, and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

39.1 Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Company as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the Company's customer base, Management does not anticipate material losses from its debt collection.

39.2 Market risk

39.2.1 Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operations and its cash flows. The Company is primarily exposed to interest rate risk from long-term investments. The management has considered that the interest rate risk is low as the interest rates are mainly fixed.

39.2.2 Liquidity risk

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

Detail of due payment of financial assets of the Group which is not derivative as at December 31, 2021 calculated from non-discounted cash flows to present value are presented as follows.

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.2 Market risk (Continued)

39.2.2 Liquidity risk (Continued)

As at December 31, 2021 and 2020, the Group has financial assets and liabilities which have interest rate risk as follows:

(Unit : Million Baht)

	Consolidated financial statements							
	2021				2020			
	Floating rate	Fixed rate	Non-interest rate	Total	Floating rate	Fixed rate	Non-interest rate	Total
Financial assets								
Cash and cash equivalents	1,892.84	0.00	194.47	2,087.31	2,361.00	0.00	190.57	2,551.57
Other current financial assets	0.00	1,708.65	0.00	1,708.65	0.00	1,463.27	0.00	1,463.27
Current contract assets	0.00	0.66	0.00	0.66	0.00	1.31	0.00	1.31
Short-term loans	0.00	6.55	0.00	6.55	0.00	31.05	0.00	31.05
Long-term loans	0.00	515.33	0.00	515.33	0.00	0.00	0.00	0.00
Non-current contract assets	0.00	3.57	0.00	3.57	0.00	5.03	0.00	5.03
Financial liabilities								
Other short-term loans	0.00	27.32	0.00	27.32	0.00	26.32	0.00	26.32

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.2 Market risk (Continued)

39.2.2 Liquidity risk (Continued)

Interest rate and maturity of financial instruments in the statements of financial position as at December 31, 2021 and 2020 are as follows:

(Unit : Million Baht)

	Separate financial statements									
	2021					2020				
	At call	Within 12 months	Over 12 months	Total	Interest rate	At call	Within 12 months	Over 12 months	Total	Interest rate
Financial assets										
Cash and cash equivalents	1,892.84	0.00	0.00	1,892.84	0.100 - 0.625	2,361.00	0.00	0.00	2,361.00	0.100 - 0.500
Other current financial assets	0.00	1,708.65	0.00	1,708.65	0.150 - 0.700	0.00	1,463.27	0.00	1,463.27	0.400 - 1.650
Current contract assets	0.00	0.66	0.00	0.66	0.350 - 20.400	0.00	1.31	0.00	1.31	0.350 - 20.400
Short-term loans	0.00	6.55	0.00	6.55	3.370 - 10.000	31.05	0.00	0.00	31.05	3.370 - 5.250
Long-term loans	0.00	0.00	515.33	515.33	3.500 - 12.000	0.00	0.00	0.00	0.00	-
Financial liabilities	0.00	0.00	3.57	3.57	0.350 - 20.400	0.00	0.00	5.03	5.03	0.350 - 20.400
Other short-term loans	27.32	0.00	0.00	27.32	0.500	26.32	0.00	0.00	26.32	0.500 - 1.500

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.2 Market risk (Continued)

39.2.2 Liquidity risk (Continued)

As at December 31, 2021 and 2020, the Company has financial assets and liabilities which have interest rate risk as follows:

(Unit : Million Baht)

	Separate financial statements							
	2021				2020			
	Floating rate	Fixed rate	Non-interest rate	Total	Floating rate	Fixed rate	Non-interest rate	Total
Financial assets								
Cash and cash equivalents	1,664.50	0.00	191.95	1,856.45	2,203.21	0.00	170.88	2,374.09
Other current financial assets	0.00	1,094.26	0.00	1,094.26	0.00	992.82	0.00	992.82
Short-term loans	0.00	3.55	0.00	3.55	0.00	31.05	0.00	31.05
Long-term loans	0.00	500.00	0.00	500.00	0.00	0.00	0.00	0.00
Financial liabilities								
Current portion of lease liabilities	0.00	27.25	0.00	27.25	0.00	26.72	0.00	26.72
Other short-term loans	0.00	27.32	0.00	27.32	0.00	26.32	0.00	26.32
Lease liabilities	0.00	61.98	0.00	61.98	0.00	69.32	0.00	69.32

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.2 Market risk (Continued)

39.2.2 Liquidity risk (Continued)

Interest rate and maturity of financial instruments in the statements of financial position as at December 31, 2021 and 2020 are as follows:

(Unit : Million Baht)

	Separate financial statements									
	2021					2020				
	At call	Within 12 months	Over 12 months	Total	Interest rate	At call	Within 12 months	Over 12 months	Total	Interest rate
Financial assets										
Cash and cash equivalents	1,664.50	0.00	0.00	1,664.50	0.100 - 0.400	2,203.21	0.00	0.00	2,203.21	0.125 - 0.600
Other current financial assets	0.00	1,094.26	0.00	1,094.26	0.450 - 0.625	0.00	992.82	0.00	992.82	0.600 - 1.475
Short-term loans	0.00	3.55	0.00	3.55	3.375	31.05	0.00	0.00	31.05	3.370 - 5.250
Long-term loans	0.00	0.00	500.00	500.00	12.000	0.00	0.00	0.00	0.00	-
Financial liabilities										
Current portion of lease liabilities	0.00	27.25	0.00	27.25	2.477 - 24.574	0.00	26.72	0.00	26.72	1.782 - 24.574
Other short-term loans	27.32	0.00	0.00	27.32	0.500	26.32	0.00	0.00	26.32	0.500 - 1.500
Lease liabilities	0.00	0.00	61.98	61.98	2.477 - 24.574	0.00	0.00	69.32	69.32	1.782 - 24.574

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.3 Fair value of financial instruments

Given that part of financial assets and financial liabilities are short-term or bearing interest rate closely to market rate, the Company's management believes that the fair value of those financial assets and financial liabilities does not materially differ from their carrying value.

The carrying value and fair value of financial assets and financial liabilities as at December 31, 2021 is presented below:

	Consolidated financial statements			(Unit : Baht)
	Carrying value		Fair value	
	Amortized cost	Fair value through other comprehensive income		
Financial assets				
Cash and cash equivalents	2,087,311,738.23	0.00	2,087,311,738.23	2,087,311,738.23
Other current financial assets	1,708,652,397.19	0.00	1,708,652,397.19	1,708,652,397.19
Short-term loans	6,550,000.00	0.00	6,550,000.00	6,550,000.00
Long-term loans	515,329,877.15	0.00	515,329,877.15	515,329,877.15
Other non-current financial assets	0.00	14,802,587,588.26	14,802,587,588.26	14,802,587,588.26
Financial liabilities				
Other short-term loans	27,319,000.00	0.00	27,319,000.00	27,319,000.00

	Separate financial statements			(Unit : Baht)
	Carrying value		Fair value	
	Amortized cost	Fair value through other comprehensive income		
Financial assets				
Cash and cash equivalents	1,856,450,901.00	0.00	1,856,450,901.00	1,856,450,901.00
Other current financial assets	1,094,261,863.54	0.00	1,094,261,863.54	1,094,261,863.54
Short-term loans	3,550,000.00	0.00	3,550,000.00	3,550,000.00
Long-term loans	500,000,000.00	0.00	500,000,000.00	500,000,000.00
Other non-current financial assets	0.00	14,757,047,588.26	14,757,047,588.26	14,757,047,588.26
Financial liabilities				
Other short-term loans	27,319,000.00	0.00	27,319,000.00	27,319,000.00

NOTES TO FINANCIAL STATEMENTS

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

39.3 Fair value of financial instruments (Continued)

The fair value of financial instruments of the Group is estimated on the following criteria.

The fair value of investment in equity instruments of non-listed companies has been determined by analysis and considering change in the invested companies's financial position and operating performance, including other several factors, and concluded that the cost of those investments has appropriately represented the fair value of the investments. And estimated by discounting expected future cash flow and other methods used in fair value measurement.

During the current year, there was no transfer within the fair value hierarchy.

Fair value hierarchy

As at December 31, 2021, the Group had the assets that were measured at fair value and liabilities for which fair value were disclosed using different levels of inputs as follows:

(Unit : Baht)				
Consolidated financial statements				
	Level 1	Level 2	Level 3	Total
Investments in marketable securities				
Debt instruments at fair value through other comprehensive income	0.00	1,158,143,436.57	0.00	1,158,143,436.57
Equity instruments at fair value through other comprehensive income	7,511,098,583.63	357,178,614.43	0.00	7,868,277,198.06
Investments in non-marketable securities				
Equity instruments at fair value through other comprehensive income	0.00	0.00	5,776,166,953.63	5,776,166,953.63

(Unit : Baht)				
Separate financial statements				
	Level 1	Level 2	Level 3	Total
Investments in marketable securities				
Debt instruments at fair value through other comprehensive income	0.00	1,158,143,436.57	0.00	1,158,143,436.57
Equity instruments at fair value through other comprehensive income	7,511,098,583.63	357,178,614.43	0.00	7,868,277,198.06
Investments in non-marketable securities				
Equity instruments at fair value through other comprehensive income	0.00	0.00	5,730,626,953.63	5,730,626,953.63

40. FINANCIAL STATEMENTS APPROVAL

These financial statements were approved and authorized for issue by the Company's Board of directors on February 22, 2022.

1.) The results of operation

In 2021 and 2020, the company and subsidiaries generated total revenues of 34,010.46 million Baht and 32,714.51 million Baht, an increase of 1,295.95 million Baht or 3.96 % from the year 2020, cost and total expenses amount of 31,863.99 million Baht, an increase of 1,237.93 million Baht or 4.04 %, Net profit amount of 1,794.79 million Baht, an increase of 50.85 million Baht or 2.92 % over the year 2020.

The conclusion and key factor of the performance is as follows :

Revenues

The total revenues of the company and subsidiaries in 2021, had amount of 33,398.05 million Baht, an increase of 1,259.18 million Baht or 3.92 % from the year 2020.

Throughout 2021 the Thai economy was affected by the spread of COVID-19. New clusters, economic activities under this situation were severely interrupted. The company changed strategies and business directions, managed business in a completely new context the new normal and catered to changing consumer behaviors, lowered costs and expense to be able to meet operating goal.

Other Revenues

Other Incomes of the company and subsidiaries in 2021 consist of rental and service income amount of 277.41 million Baht, dividends income amount of 246.22 million Baht, other incomes amount of 82.70 million Baht, increased by an amount of 17.64 million Baht or 27.08 % from the year 2020.

Expenses

The cost of sales , cost of rental and service, distribution costs and administrative expenses of the company and subsidiaries in 2021, increased from the year 2020 amount of 1,237.93 million baht or 4.04%, result from an increase of total expenses and due to in the year 2020, the Company had loss on impairment of investment amount of 26.74 million baht by considering the last year operation result of the associate.

Net Profit

The Company and subsidiaries had gross profit in the year 2021 amount of 5,197.07 million Baht equal to 15.56 % of sales, when adding gross profit with other income and deducting distribution costs, administrative expenses, and finance cost, net profit before tax was 2,198.17 million Baht. Net profit after tax was 1,794.79 million Baht, Increased by 50.85 million Baht or 2.92 % from the year 2020.

2.) Financial Position

Asset

The Company and subsidiaries had total assets in 2021 amount of Baht 34,754.15 million. This represented an increase of 680.05 million Baht or 2.0 % over the year 2020, current assets increased by 159.73 million Baht, and non current assets increased by 520.32 million Baht.

Current assets consist of cash and cash equivalents, decrease by 464.26 million Baht, Current investments increased by 245.38 million Baht which representing of fix deposits. Accounts receivable and other current accounts receivable increased by 261.76 million Baht. Total amount of accounts receivable in 2021 had amount of 4,298.57 million baht or equal to 12.37 % of total assets. Average collection period to the account receivable was 52 days , an addition the total amount of accounts receivables was the account receivable which not due increased by amount of 1,262.92 million Baht from the year 2020.

Non current assets increased by 520.32 million Baht from long-term loans amount of 515.33 million Baht and non-current financial assets which consist of investments in marketable securities in Equity instruments and Debt instruments which measured at fair value, investments in non-marketable in Equity instruments which measured at fair value, decreased by amount of 468.84 million Baht, investment in property, building and equipment increased by 480 million Baht.

Liabilities

Total Liabilities of the company and subsidiaries at the end of 2021 totaled 10,662.13 million Baht, an increase of 301.88 million Baht or 2.91 % from 2020. Account payable and other current account payable increased by 460.92 million Baht, accrued sale promotion expenses increased by 54.18 million Baht. The key liabilities was account payable equal to 46.70 % of total liabilities, which the Company had always payment on time.

The Company is not obtain loans from bank and financial institutions, does not shoulder any regular interest payments.

Shareholders' equity

At the end of 2021, the shareholders' equity of the Company and subsidiaries totaled 24,092.02 million Baht increased from the year 2020 amount of 378.17 million Baht which from net profit of the year 2021 amount of 1,794.79 million Baht, and the Company recorded gains on re-measuring of investment in marketable securities and investment in non-marketable securities at fair value decreased by amount of 775.17 million Baht.

3.) Liquidity Status

Cash Flows

In 2021, the Company and subsidiaries' net cash decreased to 464.26 million Baht derived from net cash flows provided by operating activities amount of 1,806.75 million Baht, the decrease of 190.87 million Baht from the year 2020, which resulted in an increase of account payable and other current account payable amount of 460.98 million baht from the longer term of account payable payment.

Net cash flow used by investing activities amount of 1,536.73 million Baht by investment in equity instruments increased by amount of 548.03 million Baht, long-term loans amount of 515 million Baht, and invested in assets amount of 460.20 million Baht.

Appropriateness of Capital Structure

The debt to equity ratio in 2021 equal to 0.44 times which was low level shown that a good level while the interest payment ability was high level at 8,469.08 times, shown that the Company and subsidiaries had ability to pay for interest and reflected the stability of the Company and subsidiaries 's capital structure and ability to make debt settlement.

Important Liquidity

The Company and subsidiaries had a good performance results and liquidity all along. This were due to the efficiency of debt collecting system coupled with most of accounts receivable are good and made their payment on time.

The current ratio of the Company and subsidiaries equity to 1.46 times decreased to 0.06 times from the year 2020. The quick liquidity ratio was 0.81 times, the current cash flow ratio was 0.22 times, average collection period to the accounts receivable was 52 days, average turnover period was 12 days, these ratio reflected a high of liquidity and the amount of working capital is seen as sufficient.

Schedule	2021	%	2020	%	2019	%
OPERATING RESULTS						
From sales	33,398,047	100.00	32,138,866	100.00	32,802,812	100.00
From other	606,414	1.82	575,648	1.79	540,558	1.65
Revenue	34,010,462	101.83	32,714,514	101.79	33,343,370	101.65
Expenses	31,863,985	95.41	30,626,056	95.29	31,261,522	95.30
Gross profit	5,197,066	15.56	5,146,371	16.01	5,176,793	15.78
Earnings before income tax and interest	2,198,327	6.58	2,119,264	6.59	2,104,612	6.42
Earnings before income tax and Extraordinary item	2,198,165	6.58	2,117,835	6.59	2,104,225	6.41
Net earnings (Loss)	1,794,794	5.37	1,743,950	5.43	1,744,968	5.32
FINANCIAL POSITION						
Current assets	12,474,883	35.89	12,315,152	36.14	10,959,516	40.45
Investments in other companies	15,917,108	45.80	16,198,494	47.54	11,143,485	41.13
Investment properties	3,474,845	10.00	3,586,125	10.52	3,088,354	11.40
Land, building and equipment	2,240,598	6.45	1,760,280	5.17	1,614,570	5.96
Other assets	125,546	0.36	214,050	0.63	290,226	1.07
Total assets = Total liabilities and Shareholders' equity	34,754,151	100.00	34,074,101	100.00	27,096,152	100.00
Current liabilities	8,561,808	24.64	8,120,379	23.83	7,496,751	27.67
Other liabilities	2,100,320	6.04	2,239,873	6.57	1,184,435	4.37
Total liabilities	10,662,128	30.68	10,360,252	30.41	8,681,186	32.04
Shareholders' equity	24,092,022	69.32	23,713,849	69.59	18,414,866	67.96
* Number of shares	330,000,000		330,000,000		330,000,000	
* Gross Profit Ratio (%)	15.56		16.01		15.78	
* Return on Equity (%)	7.51		8.28		9.75	
* Return on Asset (%)	5.22		5.70		6.49	
* Current ratio (times)	1.46		1.52		1.46	
* Debt - equity ratio (times)	0.44		0.44		0.47	
* Inventory turnover (days)	12		11		11	
* Collection period (days)	52		53		54	
* Net Profit per share (Baht)	5.32		5.18		5.18	
* Dividend per share (Baht)	1.60		1.60		1.50	
* Book Value per share (Baht)	73.91		67.58		54.03	

Unit : thousands of Bath except percentages in parentheses and transaction with *

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
1. Mr. Boonsithi Chokwatana - Honorary Chairman In 1961	84	Doctor of Business Administration	0.84	2,3,5,9 and 10		Listed Company	
		- Honorary D.B.A., Burapha University			2017 - Present	Advising Director	Thanulux PLC.
		- Honorary Causa ,Thammasat University			2017 - Present	Chairman and Chairman of the Nomination and Remuneration Committee	Thai President Foods PLC.
		- Honorary, NIDA					
		- Honorary, University of The Thai Chamber of Commerce			2017 - Present	Advising	Thai Wacoal PLC.
		Doctor of Engineering (Honorary),			2017 - Present	Advising Director	TPCS PLC.
		- Khon Kaen University			2017 - April 2018	Director	Saha Cogen (Chonburi) PLC.
		- Chiang Mai Rajabhat University			2017 - Jul 2020	Chairman	Saha Pathana Inter-Holding PLC.
		The Doctor of Laws degree, HonorisCausa, Waseda University, Japan			Aug 2020 - Present	Vice Chairman	Saha Pathana Inter-Holding PLC.
		The doctor of science (Textiles and clothing)			2017 - Present	Chairman of the Executive Board	Saha Pathana Inter-Holding PLC.
		Rajamangala University of Technology, BKK				Chairman of the Nomination and Remuneration Committee	
		Thai Institute of Directors Association			2017 - Present	Director Honorary Advisor	I.C.C International PLC.
		- Director Accreditation Program (DAP) 3/2003				None-listed Company	13 Companies
- Director Certification Program (DCP) 68/2005		Competitive Business related to Company's Business					
	2017 - Present	Chairman	Thai President Foods PLC.				
Any position in other business or other organizations in the previous year which has an impact the time devoted significant - None -							

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
2. Mr. Boonchai Chokwatana - Chairman - Chairman of the Executive Board - Chairman of the Nomination and Remuneration Committee In 1972	74	The Doctor Honorary degree in - Communication, Naresuan University - Business Administration, Mahasarakham University - Logistics Management, Suan Sunandha Rajabhat University - Liberal Arts Rajamangala University of Technology Phra Nakhon Bachelor of Arts in Political Science Ramkhamhaeng University Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	0.84	1,3,5,9 and 10	2017 - Present 2017 - Present 2017 - Present 2019 - Present 2021 - Present 2017 - Present	Listed Company Chairman Director Director Independent Director and Director of Nomination and Remuneration Committee Director None-listed Company Competitive Business related to Company's Business Director	Far East Fame Line DDB PLC. Thai President Foods PLC. Saha Pathana Inter-Holding PLC. Muang Thai Insurance PLC. Sun Vending Technology PLC. 16 Companies Thai President Foods PLC.
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
3. Mr. Boonpakorn Chokvathana - Vice Chairman In 1962	86	Assumption Commercial College (1956) B.A. Economics, University of Nottingham (1962) Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005 - Role of Compensation Committee (RCC) 7/2008	0.52	1,2,5,9 and 10	2017 - Present 2017 - 23 April 2018 2017 - 11 April 2018	Listed Company Chairman Vice Chairman Director None-listed Company Competitive Business related to Company's Business	New City (Bangkok) PLC. Saha Pathana Inter-Holding PLC. IT CITY Public Company Limited 4 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
4. Mrs. Pasook Raksawonkse - Vice Chair of Executive Board - Chairman of Corporate - Governance Committee June 19, 2008	67	Master of Business Administration, Nida Thai Institute of Directors Association - Director Accreditation Program (DAP) 75/2008 - Director Certification Program (DCP) 251/2017 - Risk Management Program for Corporate Leaders (RCL) 7/2017 Capital Market Academy - (CMA. 30)	0.03	-	2017 - Present	Listed Company Director None-listed Company Competitive Business related to Company's Business	Navavej Internation PLC. 4 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
5. Mr. Vathit Chokwatana - President - Executive Director - Director of Nomination and - Remuneration Committee - June 19, 2008	57	Master of Business Administration, Assumption University, Bangkok, Thailand Bachelor of Electronic Engineer, San Francisco State University, California, U.S.A. Thai Institute of Directors Association - Director Accreditation Program (DAP) 75/2008 - Director Certification Program (DCP) 251/2017 - Risk Management Program for Corporate Leaders (RCL) 4/2016 Capital Market Academy, Program Executives 21/2015	0.14	1, 2 and 3	2017 - Present Oct 2021 - Present 2017 - Present 2017 - Oct 2021	Listed Company Director Chairman of the Executive Board None-listed Company Competitive Business related to Company's Business Director Managing Director	Thai President Foods PLC. Sun Vending Technology PLC. 15 Companies Thai President Foods PLC. Sun 108 Co.,Ltd.
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
6. Mr. Boonyarith Mahamontri - Director In 1988	76	Bachelor of Science, Chulalongkorn University Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005	0.02	-	2017 - Dec 2021	Listed Company Independent Director None-listed Company Competitive Business related to Company's Business	Saha Cogen (Chonburi) PLC. 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
7. Mr. Petch Paniangvait - Director - Executive Director - Marketing Director 2 April 26, 2012	47	MBA International Business, University of Sydney, Australia Thai Institute of Directors Association - Director Accreditation Program (DAP) 99/2012	0.09	-	2017 2017 - 2019 Jan 2020 - Dec. 2020	Listed Company Development Business Manager Foreign Investment Manager Assistant Vice President of Business development and Foreign Investment None-listed Company	Thai President Foods PLC. Thai President Foods PLC. Thai President Foods PLC. 5 Companies
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
8. Miss Sililak Dhanasarnsilp - Director December 17, 2015	72	Bachelor of Laws, Thammasat University Thai Institute of Directors Association Director Accreditation Program (DAP) 22/2004	0.23	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- 2 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
9. Mrs. Chailada Tantivejakul - Director - Vice President - Executive Director - Chairman of Risk Management - Director and Secretary of Nomination and Remuneration Committee December 17, 2015	45	Master's Degree in International Commerce and Policy, George Mason University, U.S.A. Bachelor of Economics Thammasat University Thai Institute of Directors Association - Director Accreditation Program (DAP) 55/2006 - Risk Management Program for Corporate Leaders (RCL) 8/2017	0.46	1,2 and 3	2017 2017-Present 2019 - Present	Listed Company Managing Director Executive Vice President and Chief Financial Officer Director None-listed Company Competitive Business related to Company's Business	Far East Fame Line DDB PLC. Far East Fame Line DDB PLC. I.C.C International PLC. 13 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
10. Mr. Thamarat Chokwatana - Director May 11, 2017	52	Bachelor of Arts, Assumption University - The Cyber Security Policy Master Class Training Course (NSTDA Academy) 31/2009 Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 - Director Certification Program (DCP) 68/2005 - Company Secretary Program (CSP) 31/2009	0.07	1,2 and 3	2017 - Present 2017 - Present 2017 - 2018 2018 - Present 2017 - Present 2017 - Present	Listed Company Director President and Vice Chairman of Executive Board Director Vice Chairman None-listed Company Competitive Business related to Company's Business Director Chairman	Thai Wacoal PLC. I.C.C International PLC. Thanulux PLC. Thanulux PLC. 40 Companies Pens Marketing & Distribution Co.,Ltd. Tsuruha (Thailand) Co.,Ltd.
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
11. Mr. Wasin Teyateeti - Independent Director - Audit Committee April 28, 1997	73	Bachelor of Accountancy Chulalongkorn University Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003	0.005	-	2017 - Present	Listed Company Vice Chairman None-listed Company Competitive Business related to Company's Business	Far East Fame Line DDB PLC. 10 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
12.POL.MAJ.Gen.Panurat Meepien - Independent Director - Chairman of Audit Committee April 27, 2009	74	Master of Public Affairs, U.S.A. Bachelor of Political Science, Chiang Mai University Thai Institute of Directors Association - Director Accreditation Program (DAP) 77/2009	-	-	2017 -Present	Listed Company Independent Director and Audit Committee None-listed Company Competitive Business related to Company's Business	Pan Asia Footwear PLC. -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
13. Mr. Khachornsakdi Vanaratseath - Independent Director - Audit Committee April 22, 1996	74	Master Degree of M.Acc, Western Illinois University, U.S.A. Graduate Diploma in Auditing, Chulalongkorn University B.Sc. Accountancy, Chulalongkorn University Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003	-	-	April 2017 2017 - Present April 2017 - Present	Listed Company Independent Director and Chairman of Audit Committee Independent Director and Chairman of Audit Committee Independent Director and Chairman of Audit Committee None-listed Company Competitive Business related to Company's Business	S & J International Enterprises PLC. Far East Fame Line DDB PLC. People's Garment PLC. 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
14. Dr. Vichai Charoenwongse - Independent Director April 25, 2016	75	Doctor of Medicine, Siriraj Hospital Mahidol University Thai Institute of Directors Association - Director Accreditation Program (DAP) 138/2017	-	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
15. Mr. Vichit Tantianunant - Independent Director April 23, 2018	75	Assumption Commercial College Joint Venture Management Course, Insead University	0.01	-	2017 - Present 2017 - Present	Listed Company Independent Director, Audit Committee and Chairman of Risk Management Committee Independent Director and Audit Committee None-listed Company Competitive Business related to Company's Business	Far East Fame Line DDB PLC. Sompo Insurance (Thailand) PLC. 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
16. Mrs. Siriporn Lekayavijitr - The Company Secretary - Executive Director - Director of Corporate Governance Committee May 10, 2005	72	Bachelor of Accountancy, Thammasat University Thai Institute of Directors Association - Effective Minute Taking (EMT) 14/2009 - Risk Management Program for Corporate Leaders (RCL) 7/2017 Other training course - Corporate Secretary Development Program, Faculty of Accountancy Chulalongkorn University - Workshop Internal Audit Program, Thailand Management Association	0.05	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
17. Mr.Vora Punkamol - Executive Director May 9, 2013	63	Mini MBA. in Economics and Management Chulalongkorn University Bachelor of Management Scienc in Marketing Phranakhon Rajabhat University	0.006	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
18. Mr.Punnavee Sookyen - Executive Director - Director of Corporate Governance Committee - Director of Sales 2 May 12, 2014	54	Master of Business Administration in Marketing Thames Valley University	-	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
19. Mr.Parinya Sithidumrong - Executive Director - Marketing Director 1 May 1, 2008	60	Master Degree in Business Administration, Srinakharinwirot University Bachelor Degree in Economics, Ramkhamhaeng University Thai Institute of Directors Association (IOD) - Risk Management Program for Corporate Leaders (RCL) 8/2017	0.001	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
20. Mr. Peerapol Chanwichit - Executive Director - Director of Risk Management - Assistant Director of Sales 1 May 12, 2017	45	Master Degree in Telecommunication Management, Assumption University Bachelor Degree in Electronics Engineering Assumption University	0.003	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
21. Mr. Nattapon Dejvitak - Vice President - Executive Director January 23, 2021	50	Executive Masters of Business Administration Sasin Chulalongkorn University Master of Commerce (International Trade) Fukuoka University, Japan Diploma (Project Management), University of California Berkeley, San Francisco, USA Bachelor Degree of Engineering Thammasat University Thai Institute of Directors Association - Director Accreditation Program (DAP) 165/2019 - Advanced Audit Committee Program (AACP) 37/2020	0.06	-	2017 - 2020 2019 - Feb 2021 Feb 2021 - Present 2021 - Present	Listed Company Assistant Managing Director Director and Audit Committee Director and Chairman of Risk Management Committee Director None-listed Company Competitive Business related to Company's Business	-None- Loxley PLC. Sun Vending Technology PLC. Sun Vending Technology PLC. Navavej Internation PLC. 1 Company -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Attachment 1 Information on the Board of Director, the Executives, Controlling Authority and Company Secretary

Name / Position Assumed Position	Age	Education Training Courses	Shares hold (%)	Family Relationship between directors	Past 5 years experiences		
					Period	Position	Company Name
22. Mrs. Siriwan Wongariyakavee - Executive Director - Financial and Investment Director - Chief Financial Officer May 12, 2017	57	Master Degree in Business Administration, Dhurakij Pundit University Bachelor Degree in Science, Mahidol University	0.12	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- 7 Companies -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
23. Mrs. Nophawan khlaiophas - Executive Director - Information Human Resource Director - Director of Risk Management January 23, 2021	52	Master Degree in Communication Arts Chulalongkorn University	0.003	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		
24. Mr. Surapong Soponkij - Information Technology Director - Director of Risk Management May 1, 2015	50	Doctor of Sustainable Energy and Environmental Technology, School of Renewable Energy Technology and Environment Master of MSCIS Assumption University Environmental Technology Thai Institute of Directors Association - Director Accreditation Program (DAP) 79/20099	-	-	2017 - Present	Listed Company None-listed Company Competitive Business related to Company's Business	-None- -None- -None-
Any position in other business or other organizations in the previous year which has an impact the time devoted significant					- None -		

Company's Secretary

As a qualified and experienced individual, Mrs. Siriporn Lekayavijitr, an Executive Director is entrusted with the duty of the Company's Secretary to ensure efficient compliance with the good corporate governance principle.

The duties of this position are as follows:

1. To arrange and collecting document are as follows:
 - (A) Directors Register
 - (B) Notice of the Meeting of Directors, Resolution of the Board of Directors' Meeting and Annual Report
 - (C) Notice of the General Meeting of Shareholder and Minutes of the General Meeting Shareholders
2. To keep the report of conflict of interest
3. Perform other duties as required by the Capital Market Supervisory Board
4. Perform other duties as assigned by the Board of Director
5. Encourage the adherence to standards of good corporate governance, providing advice in this respect to the Board of Directors and Management which is relevant to the Company's related laws, rules, and regulations. Furthermore, this includes making note of any significant changes in the Board of Directors.
6. Take care of the activities of the Board of Directors. Act as a liaison between the Board of Directors and its Management. Coordinate to ensure the adherence to relevant laws or regulations, and perform any actions necessary to ensure proper compliance, Furthermore, the Company's Secretary shall monitor the Board of Directors' compliance with relevant resolutions.
7. Organize meetings for the Board of Directors as well as the Shareholders.
8. Ensure that disclosures of all necessary information are made as per relevant rules and regulations set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand.

Details of Directors and Subsidiaries

Director in Subsidiaries

Name	SPC	Chokchaipibul Co.,Ltd.	Bangkok Tower (1999) Co.,Ltd.	Tipvarin-Watana Co.,Ltd.	Dairy Thai Co.,Ltd.
1. Mr. Boonchai Chokwatana	X	/		/	X
2. Mrs. Pasook Raksawonkse	/			/	/
3. Mr. Vathit Chokwatana	/	/			
4. Mrs. Chailada Tantivejakul	/	/	/		/
5. Mrs. Siriporn Lekayavijitr	//		/		
6. Mrs. Siriwan Wongariyakavee	//	/	/		/
7. Mr.Parinya Sithidumrong	//	/			

X means Chairman
 / means Director
 // means Executive

Director in an Associate

Name	SPC	Associate					
		Thai Myanmar Success Venture Co.,Ltd.	Ruamissara Co.,Ltd.	Ruamissara Development Co.,Ltd.	Sahapat Real Estate Co.,Ltd.	Saha Lawson Co.,Ltd.	Siam Arata Co.,Ltd.
1. Mr. Boonchai Chokwatana	X	/	/	/		X	
2. Mr. Vathit Chokwatana	/	/				/	/
3. Mrs. Chailada Tantivejakul	/				/		
4. Miss Sililak Dhanasarnsilp	/	/					
5. Mr. Thamarat Chokwatana	/				X		
6. Mrs. Siriwan Wongariyakavee	//		/	/		/	

X means Chairman
 / means Director
 // means Executive

Detail of Head of the Office of Corporate Audit and Head of Compliance

Detail of Head of the Office of Corporate Audit

Name	:	Ms. Sunanta Mongkolkittaveepol
Education	:	Master of Business Administration Ramkhamhaeng University Bachelor of Accountancy, Ramkhamhaeng University
Seminar/ Training	:	Workshop Internal Audit Perform Thailand Management Association Update COSO Enterprise Risk Management : Integrating With Strategy and Performance by The Securities Exchange of Thailand TFRS 15 Draft Income from contract with customers Transfer Pricing Law TFRS 15 Income from contract with customers Critical Thinking Digital Transformation: Mobilizing your new digital capability Enterprise Risk Management Personal Data Protection Act, B.E.2562 (2019) Compliance Workshop Master the Art of Storytelling in Business Blockchain

Detail of Head of Compliance

Name	:	Mrs. Siriporn Lekayavijitr
Education	:	Bachelor of Accountancy Thammasat University
Seminar/ Training	:	Corporate Secretary Development Program Faculty of Accountancy Chulalongkorn University Effective Minute Taking (EMT) 14/2009 Risk Management Program for Corporate Leaders (RCL) 7/2017 Workshop Internal Audit Perform Thailand Management Association Transfer Pricing Law TFRS 15 Income from contract with customers Personal Data Protection Act, B.E.2562 (2019) Compliance Workshop Digital Transformation: Mobilizing your new digital capability Enterprise Risk Management Switching Point Blockchain

Business Assets and Details on Asset Valuation

Fixed assets used in the business of the Company and its subsidiaries are land, buildings and machinery of the Company. Ownership and no obligation Details are as follows.

Assets	Location	Area			Book Value (Baht)
		Rai	Ngan	Sqaure Wa	
Company Office, Third and a half floors concrete building	New Petchburi Rd. ,Bangkapi Huai Khwang district, Bangkok Province	2	3	11	15,661,631.75
Warehouse and building	Soi Pradu 1, Bang Khlo subdistrict, Yan Nawa district, Bangkok Province	10	3	51.6	154,489,709.24
Buildings and warehouses Commercial bldg., 5 fl., 17 booths	Ratchadaphisek Rd. Bang Phong Pang subdistrict Yannawa district, Bangkok Province	17	3	97.5	202,098,876.31
Land and buildings	Rama 4 Rd., Phra Khanong subdistrict Khlong Toei district, Bangkok Province	-	-	49.8	1,031,291.08
Suwinthawong Land	Suwinthawong Rd., Saladaeng subdistrict, Bang Nam Prio district Chachoengsao Province	12	-	30	4,594,959.00
Land and buildings	Nong Hoi subdistrict, Mueang district, Chiang Mai Province	10	1	51.7	12,110,673.24
Khon Kaen land with buildings	Ban Thum subdistrict, Mueang district, Khon Kaen Province	8	-	72.10	1,081,292.00
Land and Building Rama 3	Bang Phong Phang subdistrict, Yan Nawa district, Bangkok Province	-	1	41.1	9,877,001.00
Chonburi land	Mon Nang subdistrict, Phanat Nikhom district Chonburi Province	9	2	50.4	4,808,500.00
Chonburi land with buildings	Nong Kham subdistrict, Si Racha district, Chonburi Province	4	3	40	5,618,701.96
Nakhon Ratchasima land with buildings	Johor subdistrict, Mueang district, Nakhon Ratchasima Province	12	1	46	16,787,041.81
Chiang Rai land	Pa Or Don Chai subdistrict, Mueang Chiang Rai District Chiang Rai	3	2	59.6	2,641,508.00
Omnoi land with buildings	Tha Mai subdistrict, Krathum Baen district, Samut Sakhon Province	15	-	-	82,860,389.50
Rangsit land with buildings	hahonyothin Rd., Khu Khot subdistrict, Lam Luk Ka district, Pathum Thani Province	5	2	95	70,379,713.29
Phitsanulok land	Makham Sung subdistrict, Mueang district, Phitsanulok Province	44	2	46	3,535,228.30
Chanthaburi land	Thap Sai subdistrict, Pong Nam Ron district Chanthaburi Province	2	1	25.8	3,481,878.50
Surat Thani Land	Khun Thale subdistrict, Mueang district, Surat Thani Province	13	-	18.3	9,784,312.00
Rayong land	Ban Chang subdistrict, Ban Chang district Rayong Province	1	-	85	2,374,600.00

Assets	Location	Area			Book Value (Baht)
		Rai	Ngan	Sqaure Wa	
Khlong Luang Land	Khlong Song subdistrict, Khlong Luang district Pathum Thani Province	7	-	-	15,380,000.00
Minburi land	Bang Chan subdistrict, Minburi district, Bangkok Province	2	2	97	14,261,000.00
Minburi land	Sam Wa Tawan Ok subdistrict, Khlong Sam Wa district, Bangkok Province	8	2	26.4	25,173,246.30
Chiang Mai land	Fa Ham subdistrict, Mueang district, Chiang Mai Province	1	1	65	20,561,145.00
Sriracha Land (Bang Phra)	Bang Phra subdistrict, Si Racha district, Chonburi Province	3	1	88.3	24,683,040.00
Sukhathai Place Condominium	Romklao Rd., Khlong Sam Prawet subdistrict, Lat Krabang district, Bangkok Province			4 Units	1.00
Kabinburi Land, Building and Machinery	Nonsi subdistrict, Kabin Buri district Prachinburi Province	21	3	87	44,823,639.80
Bang Phli land	Bang Phli Yai subdistrict, Bang Phli district, Samut Prakan Province	5	1	55	97,371,593.00
Nong Khaem land with building	Nong Khaem subdistrict, Nong Khaem district, Bangkok Province	8	3	40	60,804,578.07
Romklao land with building	Minburi subdistrict, Minburi district, Bangkok Province	50	3	36	339,488,524.52
Kabinburi land with buildings	Mueang Kao subdistrict, Kabinburi district, Prachinburi Province	1	3	97	4,833,118.25
Chanthaburi land	Thung Bencha subdistrict, Tha Mai district, Chanthaburi Province	172	1	55	34,536,688.00
Kabinburi land with building	Nonsi subdistrict, Kabin Buri district Prachinburi Province	55	2	83	143,433,362.78
Thanon Kamphaeng Phet 7 land	Kamphaeng Phet 7 Rd., separate from Petch-Uthai Rd., Huai Khwang subdistrict, Huai Khwang district, Bangkok Province	3	2	68	160,000,000.00
Fa Ham land with building	Fa Ham subdistrict (Wat Ket), Mueang district, Chiang Mai Province	1	1	14	44,240,311.73
Baan Thew Talay Aquamarine Condominium	Cha-am subdistrict, Cha-Am district, Phetchaburi Province			4 Units	13,336,775.68
Catherine Court Condominium	Wang Katha subdistrict, Pak Chong district, Nakhon Ratchasima Province			1 Unit	5,915,867.97
Pak Chong Land with building	Mu Si subdistrict, Pak Chong district, Nakhon Ratchasima Province	35	2	24	127,384,749.52
Pak Chong Land	Mu Si subdistrict, Pak Chong district, Nakhon Ratchasima Province	3	2	72	10,648,595.00
Lamphun land with building	Pa Sak subdistrict, Mueang Lamphun district, Lamphun Province	11	-	75	44,387,606.81

Assets	Location	Area			Book Value (Baht)
		Rai	Ngan	Sqaure Wa	
Detached house 2 floor, Baba Beach project Club	Cha-am subdistrict, Cha-Am district, Phetchaburi Province	-	1	97	60,264,056.98
Klang Dong land	Klang Dong subdistrict, Pak Chong district, Nakhon Ratchasima Province	78	3	78	197,362,500.00
Nong Kham Land	Nong Kham subdistrict, Si Racha district, Chonburi Province	70	3	15	558,975,264.00
Phunphin land with building and Machinery	Tha Kham subdistrict, Phunphin district, Surat Thani Province	18	3	33	108,805,356.57
Bangkhlo land with building	Charoen Rat Rd, Bang Khlo subdistrict, Bang Kho Laem district, Bangkok Province	4	-	-	248,783,649.88
Baan Klang Land with building	Ban Klang subdistrict, Mueang Lamphun district, Lamphun Province	36	2	22.9	152,862,328.04
Sathupradit Land with building	Soi Sathupradit 58, Bang Phong Phang subdistrict, Yannawa district, Bangkok Province	2	-	22.7	211,553,397.50
Sriracha land	Sorasak subdistrict, Si Racha district, Chonburi Province	27	2	48	196,936,464.00
SWAN LAKE suite	Pong Ta Long subdistrict, Pak Chong district, Nakhon Ratchasima Province			1 Unit	18,690,335.83
Kensington building	Wang Katha subdistrict, Pak Chong district, Nakhon Ratchasima Province	-	1	12	67,319,902.14

Subsidiary Assets

Assets	Location	Area			Book Value (Baht)
		Rai	Ngan	Sqaure Wa	
1. Chokchaipibul Co., Ltd.					
Bangna-Trad land	Bangna-Trad Rd., Km. 10-11 Bang Phli Yai subdistrict, Bang Phli district, Samut Prakan Province	33	2	8	583,223,381.55
Bang Phli land	Private road separates from Soi Boon Charoen and separates from Bang Na -Trad Rd., (between kilometer 16-17), Bang Chalong subdistrict, Bang Phli district, Samut Prakan Province	20	-	36	76,300,000.00
Phanat Nikhom Land	Separated from Highway 331 (between km 50-51), Mon Nang subdistrict, Phanat Nikhom district, Chonburi Province	2	-	-	5,360,000.00

Assets	Location	Area			Book Value (Baht)
		Rai	Ngan	Sqaure Wa	
Phanat Nikhom Land	Separated from Highway 331 (between km 50-51), Mon Nang subdistrict, Phanat Nikhom district, Chonburi Province	6	3	94.8	3,630,000.00
2. Bangkok Tower (1999) Co., Ltd.					
Land and office building 19 floors	New Petchburi Rd., Bang Kapi subdistrict, Huai Khwang district, Bangkok Province	2	2	1	77,684,568.00
Land and buildings	Mu Si subdistrict, Pak Chong district, Nakhon Ratchasima Province	6	-	53	46,958,660.68
Pak Chong Land	Mu Si subdistrict, Pak Chong district, Nakhon Ratchasima Province	10	1	-	45,363,550.00
Pak Chong Land	Mu Si subdistrict, Pak Chong district, Nakhon Ratchasima Province	3	-	-	19,230,000.00
3. Tipvarin-Watana Co., Ltd.					
Land and buildings	134 Village No. 4, Phop Phra subdistrict, Phop Phra district, Tak Province	4	3	5	24,471,647.66
Phoppkra land		41	2	75	44,253,863.49
4. Dairy Thai Co., Ltd.					
Land and buildings	132 Moo 3, Khao Ngu-Berk Phrai Rd., Khung Phayom subdistrict Ban Pong district, Ratchaburi Province	7	3	7	23,787,583.57

The Good Corporate Governance Principles

SAHA PATHANAPIBUL PLC. has defined the Good Corporate Governance Principles; the 8 Good Corporate Governance Principles; Business Ethics; Code of Conduct for Directors, Executive Officers, Employees; Practical guidelines for Anti-Corruption Policy and Anti-Corruption Policy. These have been formulated in conformity with the Corporate Governance Code for listed companies 2017 (CG Code) and accordance with the relevant laws for the Board of Directors, all executives and employees to adhere to as a guiding principle in their work, they comprise the following:

- The Good Corporate Governance Principles
- The 8 Good Corporate Governance Principles
- Business Ethics
- Code of Conduct for Directors, Executive Officers, and Employees
- Practical guidelines for Anti-Corruption Policy
- Anti-Corruption Policy

The Company has announced and publicized its good corporate governance principles and Policy Handbook is on the Company's website under section "Investor Relations : Corporate Governance", further details related to Handbook can be studied in the links and QR Code below.

The Good Corporate Governance Principles	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121154_E13E7759-011B-429B-B2B4-5279485D1F8C.pdf	
The 8 Good Corporate Governance Principles	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121154_37DDE476-5AD0-4F92-918B-AA9D7315EDFB.pdf	
Business Ethics	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121154_AD5F09B0-7C59-46FA-9FF1-27AF43612A04.pdf	
Code of Conduct for Directors, Executive Officers, and Employees	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121154_BC4DE550-71DB-4DE8-8337-39E4E2A2B859.pdf	
Practical guidelines for Anti-Corruption Policy	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121154_272FD6CD-A5D5-4C59-8DEB-4C49CC5E8361.pdf	
Anti-Corruption Policy	https://www.sahapat.co.th/assets/uploads/Governance_topic/20200718121032_57A08457-AE9F-4F7E-AFEB-85206EF8BE2A.pdf	

Audit Committee's Report

The Audit Committee of Saha Pathanapibul Public Company Limited comprises 3 independent directors. Our qualifications meet the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. In 2021 we met 5 times. The details of each committee member's meeting attendance are as follows:

Name	Position	Attendance
1. Pol. Maj. Gen. Panurat Meepien	Chairman of the Audit Committee	5/5
2. Mr. Khachornsakdi Vanaratseath	Member of the Audit Committee	5/5
3. Mr. Wasin Teyateeti	Member of the Audit Committee	4/5

At these 5 meetings, we discussed relevant matters with the Company's executives, internal auditor, and financial auditor. We also met independently with the auditor once without the presence of the executive team. Below is a summary of our key activities:

1. We reviewed the quarterly and annual financial statements, which had previously been reviewed by the auditor. We ensured that they had been prepared correctly and that they conform in essence with generally accepted accounting practices. Moreover, we ensured sufficient disclosure of information per accounting standards. We also found that the auditor had expressed his opinion unconditionally.

2. We reviewed the Company's internal audit system and anti-corruption measures, as well as the implementation of the 2021 Internal Audit Plan. We regularly received progress reports and provided our recommendations to improve its efficiency. In our opinion, the Company's internal control was adequate and suitable for its current business. We also granted our approval to the 2022 Internal Audit Plan proposed by Internal Audit.

3. We reviewed connected transactions and concluded that the Company had thoroughly abided by all requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission. We were also of the opinion that the Company had thoroughly and correctly disclosed all connected transactions.

4. We reviewed the Company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, and other laws pertinent to the Company's operations. We found that the Company had thoroughly complied with all relevant laws, rules, and regulations in accordance with good corporate governance principles.

5. We selected and nominated DIA International Auditing Co., Ltd. as the 2022 auditor based on the following criteria: knowledge, competence, and independence. We have proposed the name and audit fee to the Board of Directors. With the board's assent, the name and audit fee will be presented before the Annual General Meeting of Shareholders for the final approval and appointment.

In all of our endeavors, we have found no significant flaws that could impact the Company's financial statements. We have also presented a report of our activities to the Board of Directors for its consideration.

On behalf of the Audit Committee



February 22, 2022

SAHA PATHANAPIBUL PLC.

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