LIFE OF WELLNESS



Annual Registration Statement / Annual Report 2022(Form 56-1 One Report)
Tipco Foods Public Company Limited

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In case this Annual Registration Statement / Annual Report (Form 56-1 One Report) references information disclosed on the Company's website, the disclosed information shall be deemed to be part of Form 56-1 One Report. The Board of Directors certifies the correctness and completeness of disclosed information and annual information disclosure in Form 56-1 One Report.

Mission

Bring wellness to society

Wellness means the state of being in good health, physically and mentally. Wellness can be achieved through our overall way of living, not through any particular activity. Wellness requires self-discipline and time. There is no short-cut. Thus, TIPCO aims not only to sell products but also to learn and understand people's way of living in order to create and propose living patterns that lead to the well-being of people by using products and services to bring wellness to society.



Core Value

T	Teamwork
I	Innovation
P	Passion
C	Commitment
O	Openness



Vision

A market driving company that enhances value to stakeholders

To realize our mission, TIPCO not only focuses on the needs of consumers but also leads and drives changes in consumers' behaviors and living patterns. Leading and driving the market will enhance value to all stakeholders from employees, customers, trading partners, business alliances, shareholders and lenders to communities and society as a whole. That is, we aim to improve the well-being of each and every party.

Message from the Chairman



Dear Shareholders

2022 marks the third year in which the world economy, including Thailand, has been affected by the Coronavirus Disease 2019 (Covid-19) pandemic. The business operations and people's way of life have managed to adjust better as time goes by. However, during the first half of the year, the overall export continued to be affected by a shortage of liners and high freight rates, due to the preventive measures in several countries exposed to high potential infections, coupled with the prolonged conflict between Russia and Ukraine, and the economic slowdown, particularly in Europe, which also affected the volume and costs of goods, especially agriculture products, energy costs, etc.

Tipco Foods Public Company Limited has regularly adjusted its strategies to accommodate such changes, and as such, generated total sales revenue over Baht 2,895 million, representing a growth of 19 percent as compared to that of the previous year. However, given the above impact on production costs, including the addition of the sales team structure, in 2022, the Company has earned a net profit of Baht 280 million, representing a decrease by 35 percent as compared to that of the previous year, from the following two core business groups:

1. Beverage Business: In 2022, the Company's sales increased by 8 percent, particularly in export and food service markets, which started to improve in line with tourism.

The overall ready-to-drink veggie and fruit juice market growth in Thailand increased by 7 percent from the previous year, and the Company remains the No. 1 fruit juice brand due to product quality maintenance and new product offerings. Last year, Tipco Izzi and Tipco Soza, sparkling juices, and Tipco C Double Plus, vitamin fruit juice 25% mixed with vitamin A, C and E, were launched to meet the needs of consumers.

The mineral water market, as a whole, increased by 18 percent as compared to the previous year. Aura accounted for the 4th market share at 15 percent. The consumers' health trend remained the mainstream, and as such, the mineral water which contains substances essential to the body, is recognized as a popular drink among consumers. It is expected that in 2023, the mineral water market would enjoy a tentatively positive growth rate.

2. Vegetable and Fruit Business: In 2022, the Company's sales increased by 40 percent, particularly processed fruits in the United States and Japanese markets, despite the container shortages in the first half of the year, and the fact that export sales of processed fruits to Europe were directly affected by the Russia-Ukraine conflict.

The Company continued to focus on quality control, management of sufficient raw materials, and production cost management, along with improvement of its pineapple farming to increase productivity per rai, and promotion and development of pineapple cultivation by farmers for sustainability, by way of guaranteed income (per rai) project for members, price (per kilogram) guarantee project, and market insurance program for farmers, etc.

Moreover, herbal extraction products, including Andrographis paniculata extract capsule under Tipco brand and Ban Ta Khun Turmeric under Tipco brand, which serve as an alternative treatment for those infected or strengthen the body's immune system, remained well received by consumers.

2023 will continue to be a challenging year for Tipco Foods Group for sustainable growth under the economic circumstances which have a tendency to slow down. Tipco Foods Group will continue to focus on development of products in response to the healthy trend, management of product costs and efficient delivery, including management of potential risks of business operations, to bring about business opportunities under the concept "TIPCO develops business along with environment and society."

On behalf of the Board of Directors, I would like to thank the shareholders, customers, trading partners and business alliances for the continued support to Tipco Group, including all executives and staff for their full dedication and hard work all these years.



Laksana Supsakorn
Chairman of the Board of Directors


Aura
น้ำแร่ธรรมชาติ 100%
MADE FROM 100% JUICE
Tipco
น้ำผลไม้
ผสมน้ำผักรวม
NO SWEETENER
MADE FROM 100% JUICE
Tipco
น้ำผัก
ผสมน้ำผลไม้รวม
NO SWEETENER

Part 01

Business Operation and Operating Results



1. Structure and Business Operations of a Group of Companies

1.1 Policy and Business Performance Overview

Tipco Foods Public Company Limited and its subsidiaries (“the Company”) operate the business of manufacturing and distributing products both domestically and internationally, divided into two main businesses as follows:

• Beverage business Production and distribution of ready-to-drink fruit juices and vegetable juices under the brand “Tipco” natural mineral water under the brands “Aura” and “Aquare” and retailers selling fruit shakes under the brand “Squeeze by Tipco”.

• Vegetable and fruit products business, produces and distributes fresh pineapple under the brand “Tipco Homsuwan” canned pineapple and extracts from herbs and agriculture.

The company was established on March 22, 1976. Currently, it has a registered capital of 500 million baht with a paid-up capital of 482.58 million baht, divided into 482.58 million ordinary shares at a par value of 1 baht per share.

1.1.1 Vision, Objective, and Goal of Business Operations

Corporate Vision

Focus on development and drive business toward sustainability with the added value of products by adapting innovations in the production process for new products filling market needs. The vision includes creating new consumer experiences and social and environmental development for enhancing added value to all stakeholders; internal stakeholders, executives, employees, external stakeholders, customers/consumers, trade partners, business alliances, shareholders, and government sectors as communities and society.

Objective and Goals of Business Operations

The Company set the target of sustainable business operations as follows:

1. Goals of Marketing

The company set corporate marketing goals to signal business directions, create a corporate image, and promote product marketing to express the quality and distinctive taste of products, including being part of the lifestyle of consumers. In addition, marketing targets are also set to analyze and find actual demands, including the latent needs of consumers, and understand the process of making purchase decisions and the consumption of goods and services to develop products and services to respond to such consumer behavior by trying to push the market to maintain the existing customer base and increase the number of new customers through sales in product groups, including 1. Sparkling water market through the sparkling fruit juice product group 2. Fruit juice market through the sweet product group 3. Mineral water market by driving the growth of branded products Aura.

2. Goals of Production

The Company focuses on managing the production process with the effective utilization of resources in production, including production cost control in raw materials, production machinery, and labor, as well as the development of production methods and creation processes by applying modern technology. The adaptation creates product features according to standards and is flexible to meet changing market demands in the dynamic of industry growth.

3. Goals of Product Research and Development

The Company set the goal of product research and development of quality food and beverage, identifying market demand for product diversification, creating outstanding and unique goods with an adaption of cutting-edge technology to the working process, and taking a further step to be a business leader with specialization of product research and development, under business sustainability in the future.

4. Logistic & Distribution

The Company focuses on expanding diverse distribution channels to meet customers' needs via wholesale, retail, distributors, export, and increasing distribution to the online channel. The expansion includes the management of transportation to be suitable for various media distribution channels. In addition, the Company focuses on the most effective delivery with the accuracy of purchase orders in perfect condition and punctuality, along with controlling the delivery cost to an appropriate level.

1.1.2 Major changes and developments

1973 Established a company under the name of Thai Pineapple Company Limited.

1989 Listed on the Stock Exchange of Thailand under the symbol "TIPCO"

1993 Expanded business into Tipco ready-to-drink fruit juice products under Tipco F&B Co., Ltd.

2004 Expanded business into retail business of smoothie juice under the brand "Squeeze Juice Bar" under Tipco Retail Company Limited.

2005 Expanded business into natural mineral water products by investing in a natural mineral water beverage factory in Chiang Mai under the brand "AURA" from Dharaniphipat Company Limited.

2007 Expanded business into agriculture and cultivation business and established biology lab, namely Tissue Culture Lab for the selection and expansion of plant species, and also built extraction plant under Tipco Biotech Company Limited.

2009 Tipco Biotech Co., Ltd. researched and developed new pineapple varieties with freshness, good quality, and taste through Tissue Culture Lab Biology Laboratory and began distributing fresh pineapples under the Tipco Homsuwan brand.

2013 Tipco Biotech Co., Ltd. has been certified Good Manufacturing Practice (GMP) by the National Food Institute.

2014 Expanded the production capacity of natural mineral water from 100% to approximately 120 million bottles per year.

2016 The Company expanded two new retail businesses, namely
1. August Organic Eatery Restaurant
2. Homsuwan Pina Pina Shop

2017 Established Tipco Pineapple Company Limited to restructure the business of producing and selling processed fruits by partial business transfer where the Company is a 100% shareholder in Tipco Pineapple Company Limited

2018 Expanded the production of natural mineral water by investing in new factories and natural mineral water sources in Phukham Subdistrict, Wichian Buri District, Phetchabun Province, which has a production capacity of about 140 million bottles per year.

2022 Drive distribution through online channels (Online Distribution), which is an official channel Distribution that continues to grow to meet the needs and convenience of consumers. Consumers can order products online through the Company's websites, including www.tipcoshop.com, www.auramove.net, www.tipcoherb.com, and e-Marketplace channels, including Lazada. , Shopee, JD Central, Food Panda, Lineman. Media Partner channels include Amado, RS Mall, CO-DC e-Market, and Social Channels. In addition to Facebook, Instagram, and Twitter, it has added online distribution channels activity via Influencer, TikTok, and other media.

New product of the beverage business Details are as follows:

1. Tipco Sosa, a sparkling beverage packed in cans of Homsuwan pineapple juice and grape juice
2. Tipco Izzy, sparkling in can Mixed Berry, Yuzu Orange, Mango, and Peach
3. Tipco C Double Plus, 25% mixed fruit juice drink with vitamins A, C, and E, packed in a lemon mixed with a white grape box, pomegranate mixed with red grapes, and orange mixed with white grapes
4. Tipco Leafly, cannabis leaf drink, packaged in PP bottle, original and Yuzu orange flavor.
5. Mind Brew Leafly, Malt Beverage formulated with cannabis leaves, packed in glass bottles, Eureka Genius and WhizBang.

Year 2022 Awards of Achievement

Tipco Foods Public Company Limited

• Aura mineral water received the 2022 Three-Star Superior Taste Award for the second consecutive year from the International Taste Institute, which guarantees excellence in taste and recognition from top chefs and sommeliers internationally.

• Aura mineral water was awarded “Marketeer No. 1 Brand Thailand 2021 - 2022” in the Mineral Water category. This award was born from a survey of the No. 1 famous brand in Thailand from 5,500 consumers across the country both in terms of quality, marketing, as well as taking part in social care in various fields from Marketeer Group with Kadian International (Thailand) Co., Ltd., a leading market research company in Japan and Marketing Move Co., Ltd.

• Aura mineral water is ranked 1 in the top 10 most reliable mineral water in 2022 Thailand’s Most Admired Brand, the best brand that wins the public’s hearts. This is the 23rd brand survey conducted by BrandAge in Thailand.

Tipco F&B Co., Ltd.

• Tipco fruit juice received the 2022 Three-Star Superior Taste Award for the second consecutive year from the International Taste Institute.

• Tipco fruit juice has been awarded the Marketeer No.1 Brand Thailand 2021-2022 for the eleventh consecutive year, which was ranked as the No. 1 most popular fruit juice brand, an award through a survey of market leaders who are one of the consumers’ hearts from Marketeer Group and Kadian International (Thailand) Co., Ltd., a leading market research company of Japan and Marketing Move Co., Ltd.

• Tipco fruit juice was ranked 1 of the ten most trusted fruit juices in 2022 Thailand’s Most Admired Brand, the best brand that wins the public’s hearts from a brand survey in Thailand by BrandAge.

Tipco Biotech Co., Ltd.

• Tipco Homsuwan fresh pineapple has received the 3-star Superior Taste Award 2022 for the third consecutive year from the International Taste Institute, which guarantees excellence in taste and recognition from top chefs and sommeliers internationally.

Year 2022 Environmental Contribution Award

Tipco Foods Public Company Limited

• Received an award in the category of “Outstanding” Sustainable Organization in the Thai Capital Market for Supporting Disabled Persons in 2022, organized by the Office of the Securities and Exchange Commission (SEC) in collaboration with the Ministry of Labor, Department of Skill Development Department of Employment.

• Received a certificate for preventing and solving drug problems in the workplace as able to manage the prevention and solution of drug problems in the workplace according to the 3rd standard criterion.

Tipco F&B Co., Ltd.

• Certified Thai labor standards TLS 8001-2563 basic level from the Department of Labor Protection and Welfare ministry of labor.

• Get a certificate Green Industry Level 2, Green Activity from the Ministry of Industry

• Get a certificate for measures to prevent and solve drug problems in the workplace to manage the prevention and solution of drug problems according to the standard criteria.

Tipco Pineapple Co.,Ltd.

• Received the Outstanding Workplace Award on Labor Relations and Welfare of the Year 2022 at the national level for the 12th year.

Tipco Biotech Co.,Ltd.

• Received the 2022 Outstanding Workplace Award on Labor Relations and Welfare at the National Level for the 3rd year.

1.2 Nature of Business

1.2.1 Sales by Products and Revenue Structure

(Unit : Million baht)

Product/Service	Manufacturer	% Shareholding of the Company	2020		2021		2022	
			Revenue	%	Revenue	%	Revenue	%
Beverage	**Tipco Foods Plc.** **Tipco Retail Co., Ltd.** **Tipco F&B Co., Ltd.**	 100 100	1,648	66%	1,547	64%	1,664	57%
Products from plants, vegetables and fruits	**Tipco Biotech Co., Ltd.** **Tipco Pineapple Co., Ltd.**	100 100	834	33%	860	35%	1,201	42%
Other			18	1%	21	1%	30	1%
Total Revenue			2,500	100%	2,428	100%	2,895	100%

1.2.2 Product Information

Beverage Business representing a sales ratio of 57 percent, with the leading sales coming from Ready-to-drink fruit juices and vegetable juices under the brand “Tipco” and natural mineral water under the brand “Aura”.

1. Ready-to-drink fruit and vegetable juices

(1) Characteristics of products or services and business innovation development

The characteristics of the product as follows:

1. Tipco 100% fruit juice in 200-ml, 750-ml and 1-liter cartons.
2. Tipco Mandarin Orange Juice Mixed with 100% golden orange juice - jumbo size, in 225-ml cartons.
3. Tipco Squeeze - 100% pasteurized fruit and vegetable juices in 300-ml and 1-liter cartons.
4. Tipco Veggie - 100% Mixed Vegetable and Fruit Juice, packed in 200-ml and 1 liter-cartons.
5. Tipco Pro Fiber - 100% mixed vegetable juice and dietary fiber in 1-liter carton
6. Tipco Fruity Mix - 40% mixed vegetable and fruit juice in 225-ml carton.
7. Tipco Cool Fit - 40% Mixed Vegetable and Fruit Juice Packed in 200-ml and 1-liter cartons.
8. Tipco Super Fruit Essence - Pomegranate juice concentrated in 110-ml carton.
9. Tipco Super Kid - 100% fruit and vegetable juice mixed with fruit juice for kids, in-110 ml carton.
10. Tipco Apple Cider - 30% pomegranate juice drink mixed with apple cider juice in 1-liter carton.
11. Tipco - 100% Vegetable and Fruit Juice, less sugar in 180 ml-carton.
12. Tipco Fruit Juice with Vegetable Juice - 100% less sugar in 180 ml-carton.
13. Tipco Sosa, a sparkling beverage contained in 330 ml cans.
14. Tipco Izzy Sparkling beverage packed in 330 ml cans.
15. Tipco C Double Plus 25% mixed fruit juice drink with vitamins A, C, and E packed in a 180 ml box.
16. Tipco Leafy, cannabis leaf beverage, packed in a PP bottle, size 280 ml.
17. Mind Brew Leafly Malt Beverage cannabis leaf mix Packed in a glass bottle size 330 ml.

Business Innovation Development

The Company makes raw materials purchasing production plans, selects quality raw materials, and chooses a method for storing raw materials to keep the highest nutrition. The development includes research and development of new beverage products with a variety of nutrition, including the invention of innovations to serve the needs of consumers. It also focuses on maintaining standards in the production of products, both in terms of quality and output, and creating new distribution strategies for diversifying distribution channels.

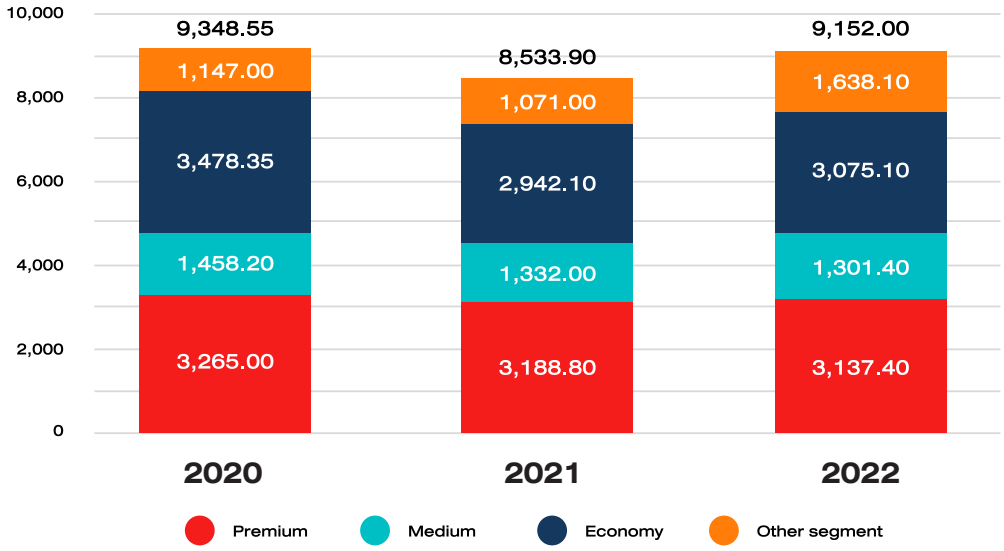
(2) Marketing and Competition

In 2022, Thailand’s ready-to-drink fruit juice and vegetable juice market was worth 9,152 million baht, an increase of 7% due to the improvement of the situation of the outbreak of coronavirus (Covid-19) in the country. As a result, the tourism sector, both foreign and domestic, was able to recover continuously, and the domestic economy began to improve.

Although the purchasing power of domestic consumers has slightly increased during the past year, the overall picture of the Thai economy has yet to recover fully. The current healthcare trend has caused consumers to reduce the food and drink consumption rate that affects or has side effects on health—especially drinks with high sugar content. In addition, the government has imposed measures to charge tax rates according to the amount of sugar or tax on sweetness at an increased rate, causing manufacturers to bear higher costs. As a result, the domestic beverage market is more severely competitive in acquiring market share.

Overall market value of ready-to-drink fruit juice and vegetable juice in Thailand in 2020-2022

Unit : Million Baht



Source: The Nielsen Company (Thailand) Limited

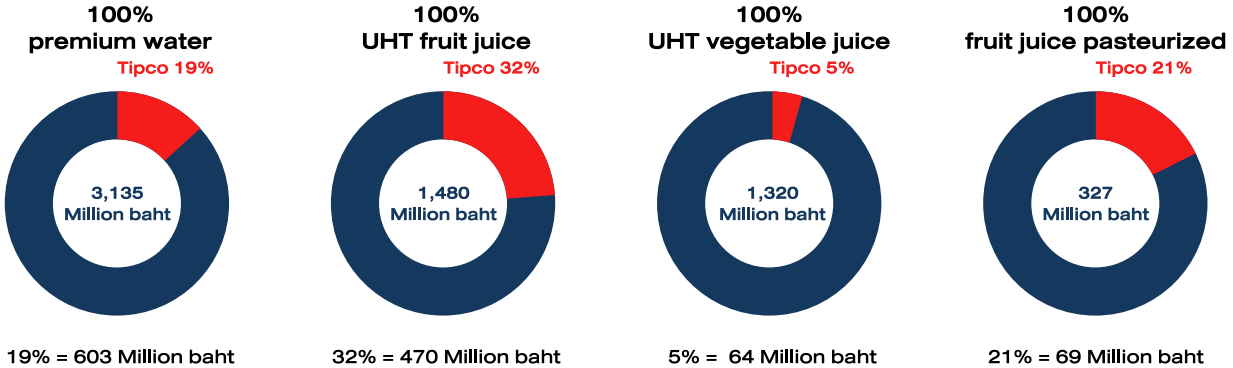
* Premium group is 100% fruit and vegetable juice, both in UHT and pasteurized.
The Medium group is juice and vegetable juice with 40% or more but not more than 90% UHT.
The Economy group is fruit and vegetable juice, 20% or more but not more than 30% UHT.
The Super Economy category is fruit and vegetable juices below 10% UHT.

However, the Company maintains its position as the number 1 famous fruit juice brand by maintaining product quality. In addition, the Company continues to focus on innovation research and development to offer new products suitable for consumers. As a result, the Company's fruit juice products continue to be popular continuously.

The Company's market share in 2020-2022

The Company's market share	2020	2021	2022
Premium ready-to-drink fruit and vegetable juices	27%	23%	19%

In 2022, premium ready-to-drink fruit juices and vegetable juices can be divided into three categories as follows:



Source: The Nielsen Company (Thailand) Limited

In 2023, the Company projected that domestic consumption of fruit and ready-to-drink vegetable juices would grow better than the previous year due to the relaxation of international travel measures in various countries and the outbreak of covid-19. As a result, both the foreign and domestic tourism sectors will recover. As a consequence of the recovery of various economic activities, the Company expected that the direction of the beverage market in the next year would grow. However, consumers are still cautious about their spending; meanwhile, health trends lead consumers to reduce the consumption of beverages with an impact or indirect effects, such as high-sugar drinks and tend to consume more healthy alternatives. Therefore, entrepreneurs must adjust and develop new products to meet the needs of consumers with different styles amid the uncertain competition in the country's fruit juice and vegetable juice industry.

Competitive Strategies

1. Maintain production standards both in terms of quality and product benefits.
2. Study, research and develop new products with high benefits including inventing new innovations to meet the needs of consumers
3. Plan the purchase of raw materials in production, select quality raw materials, and choose an effective method of storing to retain the highest nutritional value.
4. Use a distribution strategy by creating more diversified distribution channels.

(3) Procurement of Products and Services

Ready to drink fruit and vegetable juice factory - Tipco F&B Company Limited
90/1, Moo 7, Sanab Thub Subdistrict, Wang Noi District, Phra Nakhon Si Ayutthaya, 13170

2. Bottled natural mineral water products

(1) Characteristics of products or services as follows:

1. Aura, 100% natural mineral water, bottled in sizes 330 ml, 500 ml, and 1.5 liters from natural mineral water sources at Pong Yang Sub-district, Mae Rim District, Chiang Mai Province.

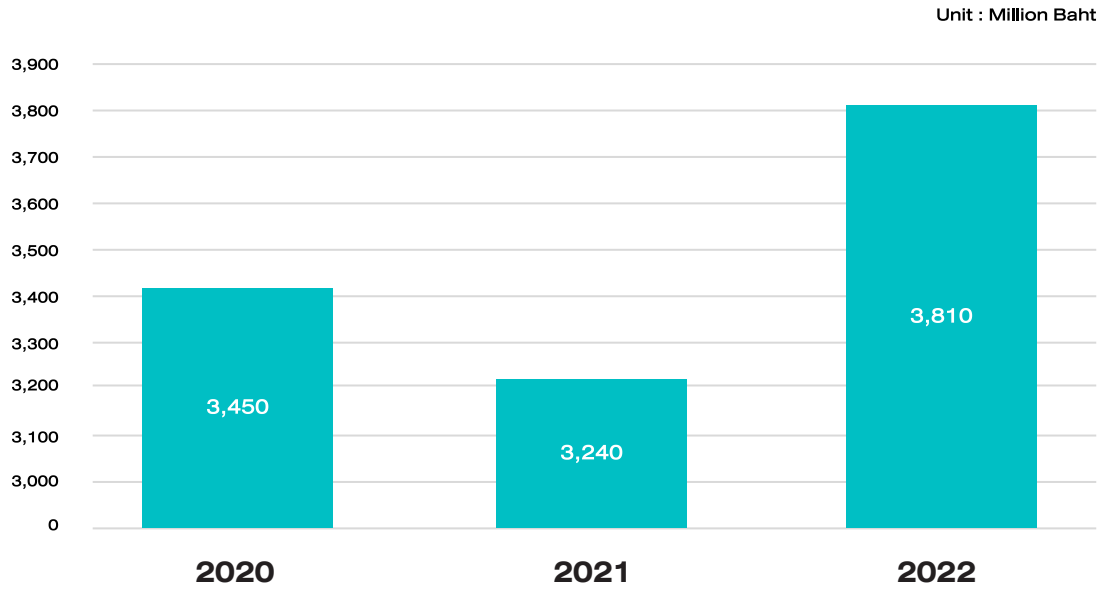
2. Aquare, 100% natural mineral water, bottled in size 500 ml and 1.5 liters from a natural mineral water source in Phu Kham Subdistrict, Wichian Buri District, Phetchabun Province.

(2) Marketing and Competition

Marketing and Business Competition Industry trends and competitive conditions

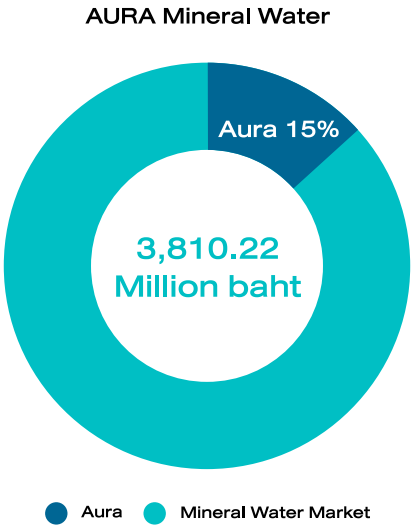
In 2022, Aura natural mineral water ranked 4th in the market at 15%, with the mineral water market valued at 3,810 million baht, an increase of 18% compared to the previous year due to the epidemic, the country's new strain of coronavirus (Covid-19) has improved. Consumers tend to change their consumption behavior to go out more, increasing bottled water consumption. In addition, the health-conscious trend of consumers is still the primary trend, which will result in natural mineral water containing minerals that are essential for health will continue to be a popular drink among consumers. Therefore, the company expects that in 2023, the trend of the mineral water market will have a better growth rate than the previous year.

The overall market value of bottled mineral water in Thailand in 2020-2022



Source: The Nielsen Company (Thailand) Limited

The Company's market share in 2022



Source: The Nielsen Company (Thailand) Limited

(3) Procurement of products and services

Bottled natural mineral water factory - Tipco Foods Public Company Limited

1. 205/1, Moo 2, Pong Yang Sub-district, Mae Rim District, Chiang Mai Province 50180, a large natural cold spring source with a production capacity of 120 million bottles per year.

2. 999, Moo 7, Phukham Subdistrict, Wichian Buri District, Phetchabun Province 67180, the source of natural mineral water called "Phu Nam Yod" with a production capacity of 140 million bottles per year approximately.

3. Retail stores selling smoothies

(1) characteristics of products or services and business innovation development

The retail business is a food and beverage production and distribution business under “Squeeze by Tipco,” focusing on quality ingredients. It has various products emphasizing taste, such as smoothies made from different fruits and beverages containing cannabis leaves.

In addition, the retail business is also a distribution channel for products of affiliated companies, such as fruit juices and ready-to-drink vegetable juices, Tipco Homsuwan fresh pineapple, Aura natural mineral water, and other products launching in the future.

Brand	Squeeze by Tipco
Number of Branch	Total 24 branches The company’s 19 branches 5 franchise branches
Available Service	1. Dine in 2. Take Away 3. Delivery 4. Catering

(2) Marketing and Competition

Industry trends and competitive conditions

In 2022, the health drink shop business continued to grow, supported by the lifestyle changes of consumers, partly due to the spread of the coronavirus (Covid-19) that turned consumers to take care of their health and choose foods or beverages that help strengthen their immune system or are essential for health, such as drinks containing vitamin C, and drinks that help nourish the brain, skin or stimulate the excretory system. Therefore, entrepreneurs have to modify and develop new products to meet the needs of more diverse consumers.

Competitive Strategy

Squeeze by Tipco focuses on developing new beverages throughout the year, including seasonal ones, focusing on healthy products made from natural ingredients. In addition to beverage development, Squeeze by Tipco also focuses on developing and selling additional products, such as food products under the Squeeze Eat brand, plant-based food products, (Plant-based) and snack products, as well as expanding distribution channels to be diverse, such as online distribution, distribution through food delivery channels, and others.

(3) Procurement of products and services

Services - Squeeze by Tipco Shop

Tipco Retail Company Limited

Shopping Plaza branch	Central (Central World / Pinklao / Rattanathibet / Westgate / Rama 2 / Chaengwattana / Rama 3) Fashion Island / Future Park Rangsit / Lotus Srinakarin / Paradise Park / Mega Bangna
Hospital branches:	Samitivej Hospital (Sukhumvit / Thon Buri / Srinakarin), Bangkok Hospital (Bangkok Plaza / Pattaya) Kasemraj Hospital / Siriraj Hospital
Office branches	Tipco Tower 2 / The Nine Tower / Serm Mit / Pracha Chuen / Q House

Plant products, vegetables, and fruits accounted for a sales ratio of 41%, with the leading sales coming from exports of processed pineapples, Sales of fresh pineapples brand Tipco Homsuwan and extract products.

1. Processed fruit products

(1) Characteristics of products or services and business innovation development

Characteristics of the product as follows:

1. Canned Pineapple
2. Pineapple Juice Concentrate
3. Aseptic Crushed
4. Pineapple in plastic cup
5. Pineappple in retort pouch
6. Tropical fruit salad in plastic cup
7. Frozen Aloe Vera Juice
8. Canned Coconut Water Products
9. Dehydrated Pineapple core and low sugar Dehydrated Mango

Business Innovation Development

The Company has established new product development plans and policies to serve the needs of both domestic and international customers. Currently, processed fruit products have been developed by innovative and modern manufacturing processes, which increase the variety of processed fruits and create new experiences in consumption. In addition, the Company plans to build packaging types that differ from competitors' packages in the market to increase export and expand the potential customer base. The Company places importance on maintaining the quality and standards of each product, which has been certified by an internationally recognized organization, and maintaining a business reputation in production that has been around for a long time. This standard could build confidence in product quality for importers and consumers.

(2) Marketing and Competition

1. Competition Policy and Distribution of the Company's Products

Target Customer Group

The company focuses on developing products to serve the needs of big clients from overseas markets. The export market is divided into four main regions as follows:

1. Americas: United States, Canada, and Latin American countries

In 2022, the United States remained a trading partner with the highest value of processed fruit imports at 52 percent of total processed fruit exports. In the past, the Company used to have a commercial advantage in the United States because the Company was exempt from the US Department of Commerce's anti-dumping system on available companies. Later, when the anti-dumping tax system was terminated, the competition became more severe because the US was a large market with high purchasing power. The Company's major trading partners in the United States are the top 10 major retailers in the country.

2. Asia, Australia and New Zealand

In 2022, the Company exports processed fruit at 21% of the total export volume of processed fruit products. Currently, the Company is not provided with the Anti-dumping duty benefit from Australia, causing the Company to possess a minimal amount of processed fruit export volume to Australia. Meanwhile, China keeps its borders closed due to the Covid situation. Therefore, the Company focuses mainly on the export market in Japan, where there is a demand for high-quality products.

3. Middle East Countries

In 2022, the Company's proportion of processed fruit exports accounted for 15% of the total export volume of processed fruit products. This high market volume is another potential market for the export of concentrated pineapple juice. However, as for canned pineapple exports, customers in the Middle East are as highly price sensitive as in European countries. Since Middle Eastern countries are not provided with tax benefits, they become the target group that many entrepreneurs try to expand the market to compensate for the lost market share from the European and Eastern European countries.

4. Europe: Eastern European countries and the Russian Federation

In 2022, the European market was directly affected by the conflict between Russia and Ukraine. Processed fruits exported by the Company accounted for 12 percent of the total export volume of processed fruit products. This market is one of the markets of Pineapple Juice Concentrate, which is mainly exported to Blending houses in European countries. For canned pineapple exports, European customers are considered highly price sensitive meanwhile, Thailand is not eligible for GSP and FTA tax incentives prescribed by European countries. Thus, this affected the competition with competitor countries such as the Philippines, Indonesia, Vietnam, and others.

Market Conditions and Competition

For the international market demand trend in 2022, the cost of raw materials tends to increase, whereas the trading price tends not to change much compared to the previous year. The selling price is not flexible since competitors can keep their costs low with the same selling price.

Meanwhile, for European exports, the selling price could be higher; therefore, distribution in this region tends not to be in priority. Most customers in other partner countries make purchases in the form of FOB, so the cost is considerably high. This trade term may cause difficulties adjusting the selling price over the rising raw material price and become a challenge to increase competition with competitors in the future.

Competitive Strategy

1. This year's strategy also focuses on selecting potential customers in the high-margin and market groups.
2. Development of new products for export markets will focus on developing packaging and a variety of products to meet customers' needs as comprehensively as possible. The domestic market will focus on developing snack products from processed fruits.

(3) Procurement of Products and Services

Production - Processed Fruit Factory

Tipco Pineapple Company Limited

212 Moo 16, Aow Noi Subdistrict, Petchkasem Road, Mueang District, Prachuap Khiri Khan, 77000

Characteristics of the Seasons of Business

Plants, vegetables, and processed fruits are carried out and distributed under Tipco Pineapple Company Limited. Processed fruit manufacturing is carried out for 11 months in 1 year approximately. After that, the factory will be closed for a month to maintain machinery and equipment. In the 11-month production cycle, the production can be divided into two seasons: summer (March to May) and winter (October to December). The raw material prices rise and fall depending on the number of pineapples available in each period.

Raw Materials and Raw Material Suppliers

Essential raw materials for producing processed fruit are fresh pineapple, sugar, canned pineapple, and packing material with details as follows:

1. Fresh Pineapple

Since the factory is located in Prachuap Khiri Khan, where large fresh pineapple plantations and production are available, it possesses approximately 50 percent of the fresh pineapple production in Thailand. The Company has therefore established a policy to buy pineapples from farmers from the local factories surrounding areas to enhance farmers' quality of life. The policy has created job opportunities with stability for people living in the area, allowing them to receive appropriate and sustainable returns. At the same time, the Company can obtain enough raw materials for production according to the production capacity available in long-term production. The Company has set up a project to promote and develop sustainable pineapple farmer cultivation, which is divided into three projects as follows:

1. Guaranteed Income Project for members: The objective is to encourage farmers to improve yield per rai. In the practices, the Company will assign an agricultural extension team to work closely with farmers and train them on cultivation and farm management. For the Company, apart from the competitive pineapple price paid to the farmers, the receiving inputs also allow greater quality control regarding size, ripeness, and residue protection.
2. Price (per kilogram) Guarantee Project, whereby the Company and farmers will agree on the guaranteed price that satisfies both parties
3. Market Insurance Program is available for members who expect freedom to cultivate and oversee pineapples in their own way. All products purchased by members are guaranteed, in which all members must inform planting information and precise implementation.

2. Cans for Processed Fruit

Cans used for processing fruits are divided into five sizes: 8 ounces, 15 ounces, 20 ounces, 30 ounces , and 108 ounces. The Company purchases from all local manufacturers.

	2020	2021	2022
Proportion of purchasing raw materials in the country: overseas	99.0 : 1.0	99.0 : 1.0	99.0 : 1.0

Production Machinery

The Company has installed 15 production lines for processed fruit, capable of producing processed fruit to meet customers' needs. At the same time, the Company possesses warehouses that hold up to 1.7 million standard chests.

Trends in Production Volumes and Raw Material Prices

In 2023, the Company projected that raw material volumes would decrease slightly due to the seasonal change in weather conditions, including the cultivation of farm sectors, which slowed down due to the cost of cultivation, especially the rising fertilizer price. As a result, the output will be less than expected. In addition, the cost of raw materials for producing processed fruit rose for a short period. Therefore, the raw material prices in production are expected to be similar to the previous year.

2. Agricultural Products

(1) Characteristics of Products or Services and Business Innovation Development

Characteristics of products are as follows:

Agribusiness: The Company conducts business research and development of plant varieties and cultivation. The main products are Tipco Homsuwan pineapple, which is recognized as having a unique taste and nutritional value resulting from continuous research and development.

Business Innovation Development

In 2022, the Company developed processed products from fresh pineapples under the Tipco Homsuwan brand, namely Homsuwan pineapples with honey, Hom Suwan Pineapple Cracker with Honey, Pineapple Hom Suwan Cheese Shake with Honey, pineapple toffee, Hom Suwan, stir in honey, and others to add value and make the most of the products produced from pineapple plantations.

(2) Marketing and Competition

Marketing and Business Competition

For Industry trends and competition in the past years, Thai people consumed fresh pineapples of about 600,000 tons per year, most of which are the Pattavia (Sriracha pineapples) variety. As for fresh pineapple under the Tipco Homsuwan brand (MD2 strain), their characteristics differ from those of others in terms of aroma, sweetness, tight and tender meat, smooth taste, and high vitamins. These unique and non-GMO features make the Tipco Homsuwan pineapples a popular choice among consumers, even though the prices of Tipco Homsuwan pineapples are high due to the increased need for high maintenance to ensure high quality. The consumers find these pineapples easy to peel as they do not have to remove pineapple eyes. Thus, consumers can repurchase whole fresh fruits at home and peel them by themselves.

Competitive Strategies

1. Agribusiness focuses on agriproduct processing development, preservation, and quality control of fresh pineapple under the Tipco Homsuwan brand, including controlling production costs and expanding distribution channels domestically and internationally.
2. Cultivar Development of fresh pineapple under the Tipco Homsuwan brand: due to discrepancies in planting planning as well as weather conditions that resulted in lower yields in the first quarter, the Company is trying to improve the quality to grade A and focus on the selection of other pineapple varieties which have good quality and taste to compensate for the reduced productivity.

(3) Procurement of products and services

Planting - Homsuwan Pineapple Farm

Tipco Biotech Company Limited

504 Moo 16, Prachuap Khiri Khan Subdistrict, Mueang District, Prachuap Khiri Khan 77210

3. Extract Products

(1) Characteristics of Products/Services and Business Innovation Development

Characteristics of products are as follows:

Extract business is a contract manufacturing business of plant and herb extracts with the most potent solvent in Thailand, which is efficient and highly secure. It covers raw material procurement, drying, grinding, and extracting. The extracts will be used as raw materials: components of food, beverages, cosmetics, supplements, and drugs.

Business Innovation Development

In 2022, the Company researched and developed herbal supplements and drugs with the introduction of innovation and modern technology. The purpose is to obtain essential substances highlighting each herb, such as turmeric and Ban Ta Khun by Tipco, which helps to expel intestinal gas, cure flatulence, gastritis, and acid reflux, and strengthen immunity. Antioxidant and phlox paniculata extract capsules by Tipco help treat colds and reduce sore throat from tonsillitis. The products are available online and at leading pharmacies.

The Company also focused on producing efficient products to meet the needs of customers as well as developing high-value ingredients for the Company's products, including herbal extracts, which consumers attract. The Company is ready to work with partners to expand distribution channels to reach and acquire more consumers.

(2) Marketing and Competition

1. Competition and Product Distribution Policy

1.1 Target customers, distributed both in domestic and overseas with two main types

1. Contracting services for extracting plant extracts and herbs according to customer requirements to be used as a food ingredient, dietary supplement, cosmetics, and pharmaceuticals (OEM)

2. Extract and sell plant and herb extracts used as food ingredients, dietary supplement cosmetics, and medicine (ingredient)

For Industry trends and competition in many recent years, health and beauty products locally still tend to expand continually. The market trend is an opportunity for the Company to expand its customer base and grow sales with primary raw materials for food, beverage, dietary supplements, cosmetics, and pharmaceutical manufacturers. Meanwhile, the Company also focuses on building cooperation with business alliances and foreign partners who demand raw materials from plant extracts and herbs with higher quality and lower cost.

At the same time, the coronavirus (Covid-19) epidemic has created opportunities for growth in the Thai herbs market, such as Andrographis paniculata, which inhibits the proliferation of the COVID-19 virus or turmeric, which strengthens the human immune system. The Company has therefore used the strengths of those herbs to develop products such as turmeric, Ban Ta Khun(Tipco brand), Andrographis paniculata extract capsules(Tipco brand), and others. The products are sold through online channels and at leading pharmacies. It is a product that keeps up with the demand and has been well-recognized by consumers.

(3) Procurement of products and services

Production - Extract factory

Tipco Biotech Company Limited

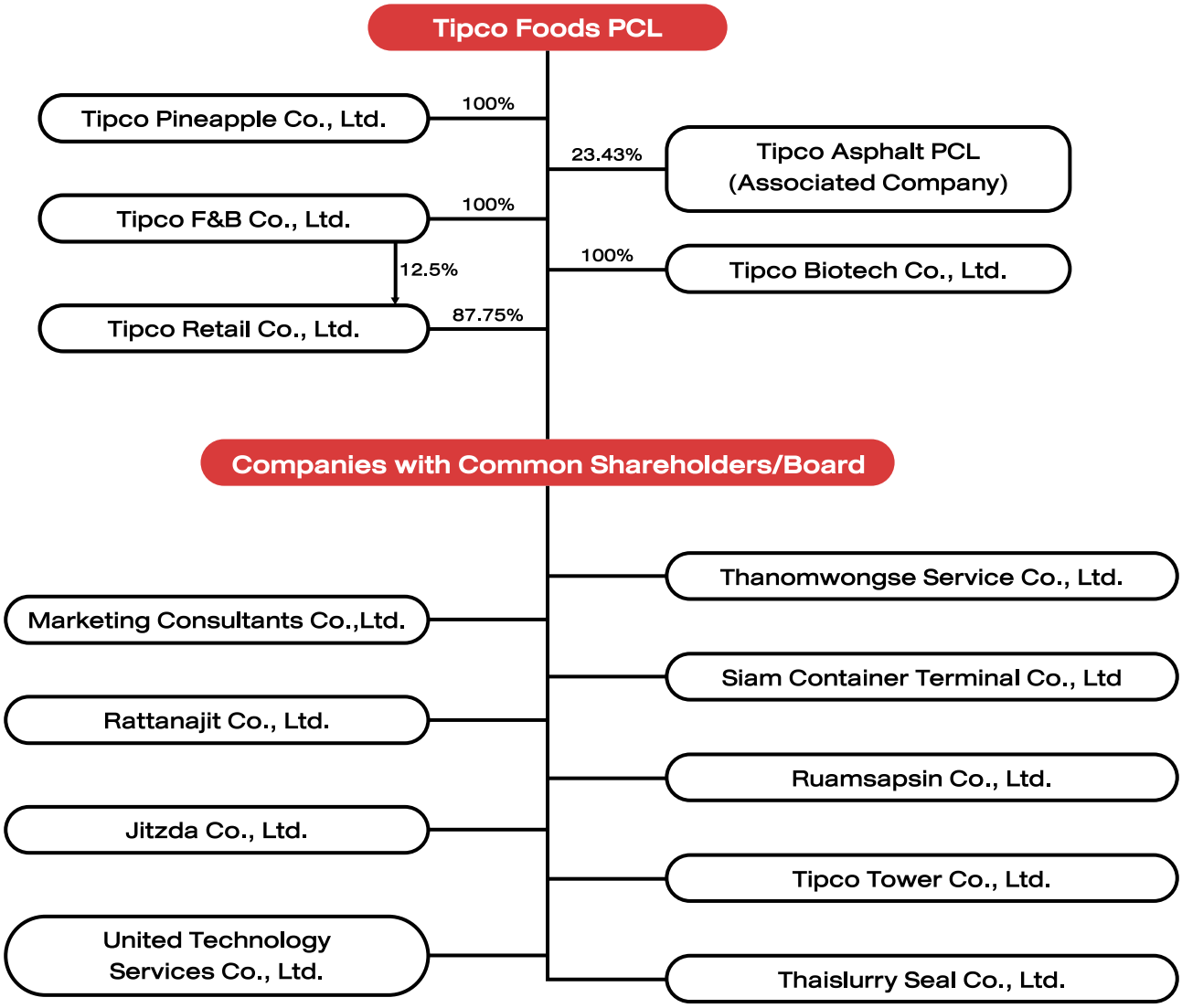
504 Moo 16 Prachuap Khiri Khan Subdistrict, Mueang District, Prachuap Khiri Khan 77210

1.3 Group shareholding structure

1.3.1 Group shareholding structure

Policy on dividing the company's operations in the group: Company management team is responsible for overseeing the operations of Tipco Foods Public Company Limited, Tipco Pineapple Company Limited, Tipco F&B Company Limited, Tipco Retail Company Limited and Tipco Biotech Company Limited, called Tipco Foods Group. All associated companies and other related companies have separate management teams.

Overview of business operations of the Company's subsidiaries, associated companies, and related companies: relationship chart



Information of Subsidiaries and Associated Companies

1. Tipco Asphalt Public Company Limited (Associated Company)

Type of Business : Factory and distribution of asphalt rubber, water-based asphalt, products made from asphalt or other asphalt mixtures and all kinds of petroleum products

Head Office Address : 118/1 Rama 6 Road, Phayathai, Phayathai, Bangkok, Tel. 0-2273- 6000.

Registered capital : 1,579.88 million Baht, 1 Baht per share

Paid-up capital : 1,578.36 million Baht

Security : Listed on the Stock Exchange of Thailand on March 1, 1991

2. Tipco Pineapple Co., Ltd.

Type of Business : Production and export of canned pineapple Pineapple and Mixed Fruit Juice

Head Office Address : 118/1 Rama 6 Road, Phayathai, Phayathai, Bangkok, Tel. 0-2273- 6200.

Registered capital : 700 million Baht, 10 Baht per share

Paid-up capital : 700 million Baht

3. Tipco F&B Co.,Ltd.

Type of Business : Production and distribution of ready-to-drink packaged beverages

Head Office Address : 118/1 Rama 6 Road, Phayathai, Phayathai, Bangkok, Tel. 0-2273- 6200.

Registered capital : 600 million Baht, 10 Baht per share

Paid-up capital : 600 million Baht

4. Tipco Biotech Co., Ltd.

Type of Business : Farming, growing plants and herbs, which are used as ingredients in pharmaceuticals, including establishing a factory for the production or processing of pharmaceutical ingredients and medical products

Head Office Address : 118/1 Rama 6 Road, Phayathai, Phayathai, Bangkok, Tel. 0-2273- 6200.

Registered capital : 50 million Baht

Paid-up capital : 36.8 million Baht

5. Tipco Retail Co.,Ltd.

Type of Business : Retail, beverage and food

Head Office Address : 118/1 Rama 6 Road, Phayathai, Phayathai, Bangkok, Tel. 0-2273- 6200.

Registered capital : 200 million Baht

Paid-up capital : 200 million Baht

1.3.2 Persons who may have conflicts

- None -

1.3.3 Relationship with the business group of the major shareholder

Persons with mutual interests: Interests of the management in the company, details of business operations of each related company; subsidiaries, associated companies, and related companies which some are customers of Tipco Foods Public Company Limited. Some companies are suppliers, providing transportation service of goods or raw materials in which the price of the goods sold or the service fee rate that the said company charged to the company is a market price, based on policy in accordance with the notes to the financial statements. And also, there are no contracts are binding between them Directors of companies who have interests as directors or shareholders as the following details

1. Ms. Laksana Supsakorn
2. Mrs. Anurat Tiamtan
3. Mr. Surachet Supsakorn
4. Mr. Kris Sertthin

Table: The relationship between the Board of Directors of the Company and important related companies

Related company	Type and Nature of Business	Relationship with the related companies	Relationship with the company/ shareholder name and equity stake of the related company's total share
Thanomwongse Service Co., Ltd.	Distributor of petroleum products, constructor of buildings, roads and surface maintenance	Ms. Laksana Supsakorn Director	Ms. Laksana Supsakorn 1 share
Tipco Asphalt PCL	Producer and distributor of asphalt and distributor of fuel products	Ms. Laksana Supsakorn Director	Tipco Foods PCL 23.43%
Siam Container Terminal Co., Ltd.	Container Terminal Service, Shipping and Transportation Service	Ms. Laksana Supsakorn Director Mrs. Anurat Tiamtan Director	Ms. Laksana Supsakorn 16.67% Mrs. Anurat Tiamtan 16.67%
Ruamsapsin Co., Ltd.	Purchase, provide, acquire , rent , lease, possess improve, use, manage and others any assets including benefit of such assets	Ms. Laksana Supsakorn Director Mrs. Anurat Tiamtan Director Mr. Surachet Supsakorn Director	Ms. Laksana Supsakorn 20.00% Mrs. Anurat Tiamtan 20.00% - None -
Tipco Tower Co., Ltd	Rental office, contractor and civil works of all types.	Ms. Laksana Supsakorn Director Mrs. Anurat Tiamtan Director	Ms. Laksana Supsakorn 20.00% Mrs. Anurat Tiamtan 20.00%

Related company	Type and Nature of Business	Relationship with the related companies		Relationship with the company/ shareholder name and equity stake of the related company's total share	
Thai Slurry Seal Co., Ltd	Road building and construction services	Ms. Laksana Supsakorn	Director	Ms. Laksana Supsakor	1.76%
Marketing consultants Co., Ltd.	Vehicle parking service and rent a car park building	Ms. Laksana Supsakorn Mrs. Anurat Tiamtan	Director Director	Ms. Laksana Supsakorn Mrs. Anurat Tiamtan	20.00% 20.00%
Rattanajit Co., Ltd.	Renting and operating real estate business which owned by itself or renting from others, not for housing purpose	Mr. Kris Sertthin	Director	Mr. Kris Sertthin	50.00%
Jitzda Co., Ltd.	Renting and operating real estate business which owned by itself or renting from others, not for housing purpose	Mr. Kris Sertthin	Director	Mr. Kris Sertthin	50.00%
United Technology Services Co., Ltd.	Renting and operating real estate business which owned by itself or renting from others, not for housing purpose	Mr. Kris Sertthin	Director	Mr. Kris Sertthin	50.00%

1.3.4 Shareholders

List of the top 10 shareholders as of December 30, 2022 are as follows:

Number	List of Shareholders	Number of Shares	Pencentage
1	Supsakorn Group	184,010,496	38.13
2	Tiamtan Group	34,566,865	7.16
3	Sertthin Group	21,599,846	4.48
4	Mr. Apirum Panyapol	25,092,800	5.20
5	Thai NVDR Co., Ltd.	9,807,769	2.03
6	Ms.Vanissa Dhupchinda	11,143,074	2.31
7	Mr.Vitaya Chusak	3,721,900	0.77
8	Mr.Somkiat Limsong	3,485,135	0.72
9	Mr. Nantaphan Mahathanathan	3,273,200	0.68
10	Mr.Sommart Dhupchinda	3,000,000	0.62
	Top Ten Shareholders	299,701,085	62.10
11	Other Shareholders	182,878,555	37.90
	Total	482,579,640	100.00

There is neither cross-shareholding nor pyramidal shareholding in the company's group.

Shareholders holding shares via Thai NVDR Company Limited as of August 27, 2021 from 0.5% of the paid-up shares

Number	List of Shareholders	Number of Shares	Percentage
1	CREDIT SUISSE AG, SINGAPORE BRANCH	3,000,000	0.62

1.4 Amount of registered and paid-up capital

The company has a registered capital of 500 million Baht, paid-up 482.58 million Baht, divided into 482.58 million ordinary shares with a par value of 1 Baht per share (par value changed from 10 Baht per share to 1 Baht per share on December 19, 2003)

1.5 Other Issuance

- None –

1.6 Dividend Policy

The Company and subsidiaries will pay dividends when the retained earnings are positive. The dividend payout is based on the Company's performance and future investment projects, which is determined not less than one-third of the Company's net profit.

Year	2022	2021	2019	2018	2017
Earnings per share	0.58	1.15	0.66	0.25	0.72
Dividend per share	0.89	0.77	0.94	0.34	0.25
Dividend Payout Ratio (%)	153%	67%	142%	134%	35%

2. Risk Management

2.1 Policy and Risk Management Plan

Tipco Foods Public Company Limited realizes the importance of business risks from internal and external uncertainties, which cause both risks and opportunities. The Company continuously implemented Enterprise Risk Management (ERM), covering all businesses in the group for the same standard to ensure business expansion and create long-term growth.

Therefore, risk management is an essential tool that helps prevent, maintain, and promote the organization's objectives and goals. It is also a necessary element of good corporate governance by emphasizing transparency in every process with efficiency, creating a positive effect on the image, and creating added value for the organization.

The Company has established a Corporate Risk Management Committee consisting of

1. Chief Executive Officer
2. Chief Finance Officer
3. Accounting and Internal Control Director
4. Human Resources Director
5. Information Technology Director

to assess risks that may affect the organization's business operations in the short and long term, as well as finding measures to manage and reduce risks to an appropriate or acceptable level to achieve the organization's operations according to the established objectives. Each business unit in the organization participated in assessing and identifying current and potential risk factors per business unit. In 2022, the Enterprise Risk Management Committee analyzed and set corporate risks under the 5-sided framework is

1. Strategic risk
2. Operational risks
3. Financial risks
4. Risk from laws and regulations binding the organization
5. Information Technology Risk

There is a risk management committee to monitor periodically and report the results to the Audit Committee and the Board of Directors quarterly.

2.2 Important risk factors for business operations

2.2.1 Business risks of the company or group of companies

a) Raw material and packaging procurement risks

The outbreak of Coronavirus (COVID-19) and the conflict between Russia and Ukraine continue to be factors that continuously impact businesses worldwide in terms of supply and demand, causing the cost of goods and services to rise or inflation trend. In addition, climate change affects the number of agricultural products, which are the primary raw materials used in production. The group of companies has managed the risk regarding cost and price, the shortage of raw materials and packaging by sourcing raw materials and packaging from various sources to increase more choices, including pre-order planning and using the Contract Farming system to manage quality control, continuity of quantity, including the price of raw materials and packaging to be at an acceptable level.

b) Risk from changes in current market conditions and consumer behavior

The current consumer behavior has changed dramatically; that is to say, consumers want the convenience to save time. Therefore, traditional marketing may need to respond to changes in current market conditions and target groups. The Company has to build brand visibility by organizing marketing activities through various media formats, primarily online, so consumers can see and access more products.

In addition, the competition has become more intense as we can see that more new products are rapidly growing. Therefore, to maintain a customer base and market share, the Company must create brand awareness and emphasize brand quality for existing and new consumers by inventing new products, product customization, and creating modern containers, including prioritizing health products. In addition, the Company must focus on marketing activities and distribution management to cover customer groups in each area to increase sales opportunities and create business growth continuity.

c) Cybersecurity risks and protection of personal information

In conducting business, communications and data storage are carried out under the information system, which contains confidential business information, customers or business partners' information, including personal information of both employees and customers. The Company is aware of the risks from misuse of this information, unauthorized access to information under information systems and non-compliance with the Personal Data Protection Act enforced in 2022. Therefore, the Company has cooperated with third parties to develop personal data protection guidelines (PDPA) as required by law. In addition, the Company has established policies and procedures to create a safety protection system, access to information in various techniques, and communicate to employees of the Company to acknowledge and strictly follow.

d) Risk related to environmental impact

The production process may cause garbage and waste that impacts the environment, which the Company has continuously focused on and managed. In the past, there have been activities related to the environment, for example, recycling used plastic bottles into shirts and blankets and using pineapple shells from the production process to add value by making food containers, which reduce the externalities and reduce the cost of waste disposal.

In addition, the Company uses solar energy, which is clean energy, to generate electricity. In addition, the Company installed a wastewater treatment system for the production process for reuse before releasing it to the outside to ensure social responsibility and reduce the environmental impact.

2.2.2 Production risks

a) Risk relating to fluctuations in direct costs of goods

The price of raw materials and packaging tends to increase continuously; in 2022, the price of plastic pellets and fuel prices have risen; meanwhile, the increase in the minimum wage allowed higher production costs. However, the Company has planned production to minimize the loss rate by modifying the packaging, selecting quality materials under the specified standards but with lower prices, and improving the production process by using solar energy to replace electricity and fuel. In addition, more machines and electronic equipment are used in the production process to increase production efficiency, reduce waste and save labor costs.

2.2.3 Financial Risks

a) Risk from exchange rate volatility

It is undeniable that global economic fluctuations, interest rate adjustments, and inflation cause a problem of exchange rate fluctuations. The Company is aware of the risks and impacts on the business, especially purchasing raw materials and selling goods in some business units that use foreign currencies. Therefore, the Company hedged the risks that may occur to the operating results by entering into some forward foreign exchange contracts to mitigate the foreign exchange risk to a manageable level.

b) Interest rate risk

Since the Company has both short-term and long-term loans used as working capital and business expansion, the Company, therefore, considers the conditions and interest rates of each financial institution before making any transaction decision to ensure maximum benefits, including strictly complying with the conditions specified in the contract, such as maintaining financial ratios and other requirements.

3. Driving Business for Sustainability

3.1 Sustainability Management Policies and Goals

Sustainability Management Policy

The Company is committed to business management development in 3 aspects: economic, social, and environmental, by creating an awareness of sustainable business management among internal and external stakeholders for all parties to participate in business development. The business management includes product quality orientation, product development, improvement of the production process by adopting modern technology, including improving the working environment of employees under safety and occupational health principles, community and social development in all aspects as well as reducing environmental impacts in every part of the value chain to create a sustainable business balance in the future.

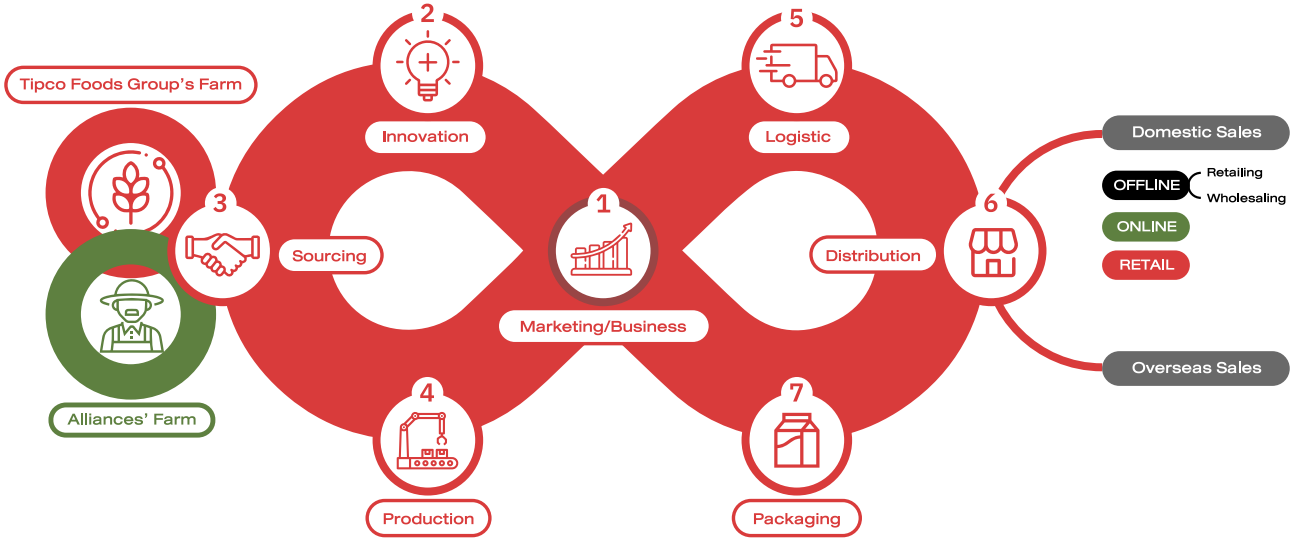
Sustainability Management and Development Goals

“Enjoy Healthier Life”

The Company ensures sustainable product development toward enhancing the quality of life for consumers through food, beverage, and health products businesses provided with various delicious flavors. An adaptation of innovation with modern technology, including the application of digital systems in the work process to achieve accuracy, speed, and precision, creates consumer confidence and trust for lasting happiness in a better world.

3.2 Managing Impact on Stakeholders in the Business Value Chain

3.2.1 Business Value Chain



1. Marketing/Business Development

Driving new business and product development strategies includes planning frameworks for all parts of the value chain.The details refer to raw material procurement, production, marketing, logistics, appropriate distribution channels, an analysis of the whole business, and work plans development toward business sustainability.

Marketing: Manage marketing patterns in terms of image or identity, including how to present them to the corporate target group (Corporate Branding), the level of products/products (Product Branding), as well as plans for strategies or marketing campaigns to meet the needs of customers of all target groups.

2. Innovation

Emphasize the development and creation of new value in products that are new to the market, including creative development of original products, quality of new products improvement according to production standards by using quality raw materials, modern packaging, innovation, and technology adaptation which bring out the strengths and product differentiation. The purpose is to create a reasonable price that reflects the value of the products as demanded by markets.

3. Sourcing

Improve and develop the pineapple cultivation process. The Company meticulously produces a cultivation process to create a standard and maintain the quality of the product. In addition, the Company previously researched and developed new pineapple varieties under the name Homsuwan from laboratory experiments which contain unique properties; thin skin, sweet taste, and no burning tongue. In the future, the Company expects to create a plan for measuring the quality of products by applying technology to grade and inspect their quality, as well as to ensure confidence in the quality of products and maintain the standards under the Tipco brand.

For community support for agricultural products and external suppliers (External Sourcing), the Company sets quality standards for raw materials selection from farmers in the community, including business partners and alliances from external sources to create a variety of new products and quickly respond to market demands. The satisfaction will generate business income along with an improvement in the quality of life of farmers living in the area of communities, both local and overseas. In addition, the Company also emphasizes academic and technological cultivation for farmers to develop the cultivation process together. The Green Procurement is also encouraged by purchasing packing that can be recycled and does not harm consumers, for example:

1. Aluminum cans contain Sparkling Izzi & Zoza juice products, using recyclable materials (Aluminum Loop).

2. Transparent film for fruit cup 7Oz products was qualified by the Company's supplier, stating that the product is not harmful to consumers. In addition, the Company also considers the environmental and community impacts in its business value chain by encouraging its service providers to change waste disposal type from landfill to waste sorting to maximize the value of waste, such as sorting trash for recycling and separating organic waste to make fertilizer. They were also encouraged to strengthen the management system for environmental and community impacts in operations more comprehensively, such as managing foul odors from garbage and garbage trucks, hazardous waste management, garbage/waste transportation control, and others. In addition, the Company also researched more environmentally friendly packaging, such as Bio-PET plastic and rPET plastic, for further sustainable business development.

4. Production/OEM Out

Production

Currently, the Company is capable of producing a variety of products with a total of 5 factories as follows: a fruit processing factory for the production of canned pineapple with export standards, a sizeable herbal extract factory that can extract a variety of essential substances in Thai herbs, fruit juice factory for many types of product including UHT and Pasteurized fruit juice, Mae Rim natural mineral water factory, a source of cold springs from high mountains, and Phu Nam Yod natural mineral water factory, the source that contains essential minerals and essential minerals for health. The production process development plan included modern innovation, standardized, safe, energy-saving, and environmentally conscious such as installing solar panels to generate electricity in various factories to reduce global warming and economic wastage for further sustainable development.

OEM Out

The Company selects external manufacturers who qualify for production standards of the Company to ensure that such contractors meet quality standards such as modern process, safety, and environmentally friendly production as if the product was produced in-house. There is also research and development of new products in collaboration with contract manufacturers to extend and create business opportunities by delivering a variety of new products with standards and quality of products according to Tipco's standards.

5. Logistic

Domestic Logistics

The Company has built an efficient distribution system that covers all areas in Thailand by placing a distribution system from the plant site to the regional distribution center. The distribution of products is made through retail dealers to various department stores in Bangkok and shops in local areas. Logistics emphasizes the delivery pattern in a country by using suitable trucks for a particular product, especially for agricultural products. The Company ensured the product's quality and freshness while reducing environmental impact by cutting the amount of carbon generated by transportation to an emission standard.

Retail customers can order all available products via the Company's website, which has installed a digital system for delivery, including warehouse systems, online distribution, and analysis of retail customer satisfaction. The system will sustainably build trust and confidence in the Tipco brand

Overseas Logistics

The Company efficiently delivers products to partner countries by selecting the appropriate delivery channel for each product and a particular partner country. The logistical process involves contacting and choosing a quality transport company, comparing the freight and charges, planning the lead time, checking all container information via the system provided, and preparing required documents for export to build customer confidence.

6. Distribution

The Company's products are delivered to consumers through various efficient distribution channels, which were divided into domestic and international distribution as follows:

Domestic Distribution

Offline Channels: The Company distributes products via distributors, a main channel of the Company in terms of wholesaling and retailing, including transporting goods to department stores, convenience stores, and supermarkets in Bangkok and shops in local areas. In addition, the Company is a distributor itself by setting up a booth in the product shop and other special distribution channels.

Online Channels: The Company distributes products via online sales, a new diversified distribution channel that helps facilitate the transportation of goods, especially for heavy goods such as Aura natural mineral water and Tipco fruit juice. By providing transportation services for delivery, the Company applied a modern logistics management system or convenience improvement and speed enhancement.

Retail channels: The Company distributes products via storefronts under the brand "Squeeze by Tipco" with a selection of quality food and beverage products, focusing on the product tastes and increasing convenience in ordering at comprehensive branches located in hospitals, department stores, and various workplaces.

International Distribution

For overseas distribution, the Company currently exports products under the brand "Tipco," such as Tipco fruit juice, to Asia and Europe. The distribution includes the contract production of processed fruit to foreign customers. Most of the products are exported to the United States and European countries. In the future, the primary strategy of the business regarding expanding marketing channels and exporting various products will promote the expansion and export.

7. Post-Consumer Packaging Waste Management

The Company has adopted an efficient post-consumer packaging management principle as the business is committed to environmental and social responsibility. The management includes setting a plan, starting from the raw materials selection process of the packaging, packaging production, and collecting used plastic water bottles from consumers and put into the recycling process. The Company organized a project to produce valuable items by recycling plastic bottles. After collecting plastic bottles back from consumers, the plastic bottles will be used as materials for shirts and blankets knitting with modern innovations, enhancing sustainable business operations in all parts of the value chain. In the future, the Company expected to determine the continuity plan of this project. In addition, waste management includes bringing waste from production in various factories, such as pineapple peel and debris from processed fruit production. The control will create added value by using processed pineapple peels to make food containers, reduce waste and generate additional income from what is available at the same time. The management also helps reduce garbage and relieve the environmental impact of production toward sustainable business operations of the Company throughout the value chain.

3.2.2 Stakeholder Analysis of the Business Value Chain

Stakeholders	Expectations of Stakeholders	Ways to Meet Stakeholder Expectations
Internal Stakeholders		
Executive & Employee	1. Appropriate remuneration and welfare	1. Allocate suitable compensations and welfare for employees in all sectors
	2. Job Security and Career Advancement	2.1 Determine work plans, business goals, and strategies, and also run a business as planned 2.2 Preparation of career progression plans and succession plans to maintain the talent group to grow and show work competency
	3. Potential development, knowledge, and competency of employees	3.1 Determine performance indicators to assess job performance transparently 3.2 Organize training sessions to develop competency in all aspects, including setting measures related to work safety and encouraging employees to emphasize safety at work
	4. Develop work conditions, promote good health and work safety	4. Continuous improvement of occupational health and safety management in the workplace
External Stakeholders		
Consumer	1. Develop new products and create product diversification and modernization	1. Research consumer needs and adopt innovations to the production process
	2. Create certified products for quality standards	2. Choose qualified raw materials
	3. Pay attention to the health and safety of consumers	3. Emphasis on efficient production processes from reputed institutions that have been certified by international standards
	4. Communicate and fully disclose product information	4. Provide complete information via different channels and accessible formats to communicate effectively
	5. Provide various distribution channels and transport services to facilitate the customer purchase	5. Increase distribution channels to an online platform and provide a Home Delivery service
	6. Determine a reasonable price that reflects product value	6. Develop new products that create added value to products by developing new products that respond to consumer needs

Stakeholders	Expectations of Stakeholders	Ways to Meet Stakeholder Expectations
External Stakeholders		
Stockholders & Analysts	1. The Company has continuous growth in sales and operating profits. 2. The Company pays dividends regularly. 3. Availability of important information related to a business plan, performance analysis, and sustainable business development	1. Effective business operations and efficient internal and external risks management 2. Determine and declare a clear dividend policy and create continuous and sustainable growth in business 3. Prepare and present accurate and complete Company's important information through the Company's website and annual reports
Business partner	1. The Company supports the operations of its trading partners to achieve the most effective cooperation 2. Generate income for business partners that are growing steadily. 3. Transparent and fair selection of trading partners	1. Organize a joint meeting between the Company and its business partners to raise the competency of their operations. 2. Determine work plans between the companies and pay on time. 3. Establish a fair criterion for business partner selection and ensure confidentiality of information between the Company and its business partners and alliances.
Distributor	1. Determination of fair and appropriate selling price 2. Ensure product quality according to the specified standards. 3. Regularly release new products to meet market demands. 4. Receive goods in the right amount and on time. 5. Continually launch sales and marketing promotion	1. Determine a suitable price for the product which is fair to all parties 2. Production has to be made under the specified standards to ensure the quality of the products 3. Determine product development plans and timing of new product releases 4. Procurement of raw materials and production needs to be planned; meanwhile, the delivery term needs to be clear 5. Provide various marketing communication channels for reaching consumers in all target groups
Social community	1. Improve the quality of life and enhance benefits in various aspects of the community and society 2. Need for production which reduces the social and environmental impact of manufacturing 3. Take care of the area within the neighboring community 4. Respect the human rights of nearby communities	1. Make contract farming to purchase quality raw materials from nearby communities 2. Effectively manage waste from the production process, including modifying the manufacturing process to ensure quality and do business with environmentally friendly 3. Preserving and restoring biodiversity 4. Assess the satisfaction and listen to the opinions of people in the community

Stakeholders	Expectations of Stakeholders	Ways to Meet Stakeholder Expectations
External Stakeholders		
Mass media	1. Provide accurate, complete, and timely information 2. Build and sustain a healthy relationship with the media 3. Present and listen to opinions that are beneficial to the Company	1. Organize related activities and participate in trade fairs to communicate important company information 2. Present various information through a variety of communication channels 3. Publish press releases and allow expressing opinions through various channels
Government agencies	1. Comply with social and environmental regulations 2. Cooperate with government agencies and propose suitable guidelines for sustainable development	1. Follow the rules, social and environmental regulations 2. Cooperate with the government in various matters, including organizing sustainable environmental conservation activities with government agencies
Wellness Specialist, Innovator, nutritionist, researcher	1. Joint research and development of health products 2. Support research to extend the knowledge, technology, and innovations obtained from research 3. Building experience and expertise in research	1. Conduct research with academics to create and develop products with technology and innovation 2.1 Support and develop the laboratory, including various equipment for doing research 2.2 Upgrading research into commercial products or industrial technology 3. Encourage internal experts to do research with external researchers in the field of healthy beverage development to foster knowledge exchange between employees and the external researchers

3.3 Sustainability Management in Environmental Aspect

3.3.1 Environmental Policies and Practices

Environmental policy

1. The Company is committed to complying with the law, environmental regulations, commitments, and other conditions related to environmental business.
2. The Company is committed to reducing significant environmental impacts, including protecting the environment with effective pollution prevention.
3. The Company is committed to monitoring and assessing environmental operations under the management plan and continually improving the environmental management system.
4. The Company is committed to creating environmental awareness among stakeholders and communicating with the general public.

Environmental Practices

3.3.2 Environmental Performance

1. Control and prevent pollution from hazardous activities related to production and services. The control involves the identification of pollution sources, measurement, writing, and reporting pollution effects. The practice also requires the determination of measures to prevent pollution and waste, public disclosure, and actions to be prepared to prevent chemical accidents and pollution from operations.
2. Supervise and control the sustainable use of resources by identifying energy, water, and other sources and implementing effective resource utilization measures.
3. Continually implement measures to mitigate the impacts of climate change caused by the Company's operations, both directly and indirectly.
4. Protect and restore natural habitats that may be affected by business activities, production, and services. The restoration includes identifying impacts and determining measures to reduce or properly eliminate the effects, which also requires proactive actions to restore and maintain an ecosystem that promotes the conservation of sustainable use of natural resources.

1. Energy Management

The Company has established energy policies and targets to reduce energy consumption in both the manufacturing plant and the office and adopted innovation to develop the production process, determine the proper power management system and plan, and communicate with all employees to create awareness of the reduction of energy consumption. The purpose is to manage energy in every part of the value chain cost-effectively and efficiently.

In 2022, the Company managed electricity and fuel more efficiently, for example, a fruit processing plant, initiating a 1.70 MW Solar Floating project, which is natural renewable energy. It is environmentally friendly and can reduce pollution that destroys the earth's atmosphere. According to the business plan, the Company will finish the project within 2023, reducing electricity and energy use by at least 6.5 percent compared to 2022. As for the Tipco fruit juice factory, the team set up a 999.9 Kilowatts Solar Rooftop system, a type of renewable energy that naturally generated electricity. The new system is clean, pollution-free, has high potential, is environmentally friendly, and can reduce the pollution that destroys the earth's atmosphere. The Company also initiated alternative energy conservation projects that help save energy and reduce electricity consumption, for example, a project to change the wall insulation of the boiler to reduce heat loss and wasted energy. Energy reduction project in the air conditioning system by replacing high-efficiency air conditioners with low-efficiency air conditioners. Lastly, a project reduced the energy consumption of lighting systems by replacing light bulbs with LEDs. The invention reduces the energy consumption of wastewater treatment systems by using solar turbine aerators to reduce energy consumption in the cooling system of cold storage by installing temperature control equipment (Freezing management).

The Company has set a goal for 2022 - 2024 to reduce electricity and energy consumption by at least 5 percent compared to 2021 by using natural renewable energy, being environmentally friendly, and can reduce the pollution that destroys the earth's atmosphere.

Energy Consumption (Electricity and Fuel)

Electricity Consumption Unit: M.kWh	2020	2021	2022
Processed Fruit Factory	8.36	8.81	8.94
Pineapple Plantation and Agriculture (Office, Room for Packaging)	0.02	0.02	0.02
Tipco Fruit Juice Factory	7.81	7.80	7.64
Mineral Water Plant	2.12	2.40	2.66
Extract Plant	0.64	0.90	0.53

2. Water Management

The Company set a water management plan to maximize water utilization efficiency. For fruit processing plants, the Company installed the reuse RO system to reduce the utilization in the pineapple washing process. For the fruit juice factory, there is a wastewater treatment system for the production process. First, the treated water is kept in a pond inside the factory and then released to various natural water sources. In addition, the Company encourages all employees to be aware of water utilization, reduction, and reuse. The Company implemented a management plan by setting a target for 2022-2024 to reduce water use by at least 5 percent compared to 2021.

Water Consumption

Water Consumption Unit : Cu.m	2020	2021	2022
Processed Fruit Factory	426,731	520,478	546,633
Pineapple Plantation and Agriculture (Office, Room for Packaging)	26,574	27,986	21,000
Tipco Fruit Juice Factory	239,397	226,196	216,296
Mineral Water Plant	66,667	82,904	78,943

3. Waste Management and Pollution

The Company set measures regarding environmental responsibility, placed importance on waste reduction in the manufacturing process, and applied the principle of reducing waste, reuse, and recycling to improve and develop waste management toward sustainable business management and pollution prevention.

In 2022, the Company implemented management of waste incurring from production processes. For fruit processing plants, since canned pineapples were produced the most, the core of pineapple was used for dried pineapple production. In addition, pineapple peel was used as an essential substance for extraction. Meanwhile, pineapple pulp left over from production was used as an animal feed ingredient. This waste management reduced the amount of waste from the production process. For the fruit juice factory, machinery, and production processes have been improved by using automatic machines (Automation) to increase the accuracy of the process, resulting in the reduction of waste from the production process. Regarding waste management and packaging, there is a proper management process that includes waste separation according to the 3R concept (Reduce, Reuse, and Recycle) to reduce the amount of waste. For example, juice raw material drums and raw material pallets are sorted and recycled. The used fruit juice boxes, paper boxes, or debris will be sent to the waste disposal plant for recycling. The company Set a goal in 2022 - 2024 to reduce waste and waste from the production process by at least 5 percent compared to 2021.

Amount of Garbage and Waste from Production Process

Amount of Garbage and Waste from Production Process Unit: Ton per year	2020	2021	2022
Processed fruit factory	6,133	12,332	14,461
- fruit peel	5,889	12,268	14,345
- scrap material	144	64	116
Pineapple plantation and agriculture			
- Fruit peel from cutting	305	686	540
Tipco fruit juice factory	502	442	190
- Plastic	56	55	51
- Paper	150	115	137
- Hazardous waste	296	272	2
Mineral water plant	61	47	67
- Plastic from water bottle production	43	27	43
- Paper from office	18	20	24

4. Management to Reduce Greenhouse Gas Problems

As the impact of climate change was set as a high priority, the Company, therefore, assessed risks from the emissions of greenhouse gases such as risks from climate change, greenhouse gas emissions management by the emissions standards, from upstream to downstream such as production, transportation, and waste management. The scope of operation of all five factories was set to control greenhouse gas emissions by scheduling machine running time according to the number of raw materials and selecting good quality coal with high calorific value. For 2022-2024, the Company set the target to reduce greenhouse gas emissions incurred from production processes by at least 5 percent compared to 2021.

Greenhouse Gas Volume

Greenhouse Gas Volume Unit : M. kGCO2eq	2020	2022	2023
Processed fruit factory	-	-	13.89
Tipco Fruit Juice Factory	5.86	4.61	4.3

3.4 Sustainability Management in Social Aspect

3.4.1 Social Policy and Practice

The Company has established a responsibility policy towards communities and society by cultivating the value of good citizenship and people relationship management. The policy aims to raise awareness of employees' dignity and put those principles into practice. As Tipco Foods Group's code, "Tipco's business is developed along with the environment and society" the business conduct is managed in a socially responsible manner. The principles also include focusing on participation in community development in economic, social, and environmental aspects. Likewise, as for employees, the Company emphasizes strictly complying with labor contracts that mention respect for human rights, liberty, and equality. Additionally, the code of conduct regarding human rights is the business priority. Human rights management became effective when all employees recognized all related requirements and policies for whistleblowing and complaints.

3.4.2 Performance in Social Aspect

1. Employee and Labor

The Company has established guidelines for labor practices regarding health and safety at work for employees as prescribed by Labor Protection Act and Thai Labor Standards. The Company's guidelines contain confidentiality and information about compensation and fringe benefits. In 2022, the implementation of human resource management became more efficient as there was a change in the operational plan under the new business strategy. The communication and meeting systems within the organization were developed by applying modern technology, facilitating the speed of operation between departments and reducing interpersonal contact. During the COVID-19 pandemic, the Company handled employees (Covid-19) by allowing them to work from home. In addition, enhancing facilities and developing work conditions were also emphasized.

The Company aimed to create opportunities for advancement in work and prescribing criteria for wages, compensation, and various welfare in which all treatments are based on fairness, equality, and no discrimination. The Company also employs and supports the disabled and the underprivileged to have continuous employment following Sections 33 and 35. The Company received an outstanding award for the sustainable organization in the Thai capital market for supporting the disabled in 2022 from the Office of the SEC total of 14 cases.

In 2022, the company has the following key employee operations:

Employment

Number of employees by gender

Detail	Number of employees (person)		
	Male	Female	Total
Full time employees			
1. Bangkok Head Office	77	169	246
2. Prachachuen Warehouse	14	10	24
3. Fruit Processing Factory	49	42	91
4. Tipco Fruit Juice Factory	97	138	235
5. Mineral Water Factory	44	28	72
6. Extraction Plant	19	17	36
Daily Staff			
1. Bangkok Head Office	-	6	6
2. Prachachuen Warehouse	2	2	4
3. Fruit Processing Factory	209	403	612
4. Tipco Fruit Juice Factory	10	45	55
5. Mineral Water Factory	5	8	13
6. Extraction Plant	114	107	221
Total	**639**	**976**	**1,615**

Number of Employees by Job Hierarchy

Detail	Number of employees (person)		
	Male	Female	Total
Executive Staff	31	40	71
General Staff	93	188	281
Operational Staff	516	747	1,263
Total	**640**	**975**	**1,615**

Employee Training

The Company places importance on the competency development of employees at all levels, in which the training session arrangement aims to increase knowledge and abilities. The action starts with defining a training plan for the compulsory course or courses beneficial to employees, enabling employees to develop their competency and skill in their work, and allowing the Company to have qualified personnel to support the growth of the business in the future. In 2021, the Company provided training courses for employees to increase skills and competency in their work. There were 84 courses, representing the number of training hours or knowledge development activities at an average of 11.43 hours per person per year, from a target of 6 hours per person per year.

Safety, Occupational Health and Working Environment

The Company has established a policy on employees' safety, occupational health, and working environment. The safety requirements include developing and improving the efficiency of safety operations, an inspection of workplaces, machine conditions, and safety for employees. Additionally, safety manuals for training are written and available for new employees, along with an annual safety plan and occupational health. The Company attaches great importance to the quality of life and employees' health appropriately by providing welfare such as yearly health check-ups and medical benefits. As a result of the Covid-19 pandemic, the Company determined measures to monitor and prevent the spread. In 2022, the Company reported 3 cases of an accident that caused employees to be unable to work during a period of injury, decreasing from the previous year.

Employee Engagement

The Company recognizes the importance of employees, which is an important mechanism to drive continuous growth. In 2022, the Company adjusted the activity plan for developing employee engagement to be suitable for the COVID-19 outbreak and changed the operational style.

During the year 2022, the Company conducted an Employee Engagement Survey (EES) of the organization. The survey found that employees engaged with the organization at 69%, higher than the last time at 66% but lower than Thailand's average engagement level of 71%. For 2022, the employee turnover rate accounted for 25.28 percent, which increased by 0.93 percent compared to the previous year.

2. Customer

The Company focuses on developing quality products, including creating customer satisfaction. The development of production processes requires establishing standards, transportation, communicating product quality information, and listening to customers' opinions and feedback. All steps allow a modern adaptation of product features and packaging to meet the needs of all target groups of consumers. This will create increased consumer satisfaction and a good relationship between consumers and the Company. In the future, as the Company put the importance of consumer responsibility as the first priority, the principle of "We create products and services customers want, to bring wellness to society" was set as the Company's vision. Regularly measuring satisfaction could build confidence in products under Tipco brand and further increase customer satisfaction.

Domestic Customers

Due to the Coronavirus (Covid-19) epidemic, the Company has increased distribution channels through an online system for purchasing products via www.auramove.net and www.tipcoshop.com. The Company will deliver all products purchased online through Home Delivery, which covers all areas in Thailand. The purpose is to prevent the spread of COVID-19 and to facilitate consumers.

As consumer responsibility is the priority, we can see from the vision of the Company, which said, “We create products and services customers want, to bring wellness to society.”, including creating satisfaction for consumers with standards in the production process, transportation, as well as dissemination and communication of product quality facts, and also listen to comments via customer service contact. All collected comments will help improve production processes and products, create more satisfaction for consumers, and build good relationships in the future. To make satisfaction, the customer relations department provided an online customer satisfaction assessment system regarding the convenience of contacting service to see if customers receive clear and complete information. From the overall result, the customers are satisfied with the products and services of the customer relations department. In 2022, the Company got a domestic customer satisfaction assessment score of 4.91 from a total score of 5. Nevertheless, the Company expected an improvement in the efficiency of the service model of the customer relations department.

Foreign Customers

The Company is committed to developing products and type of after-sales service types to create a good relationship between customers and the Company and respond to customers’ needs in trading partner countries. The Company prepared a customer satisfaction assessment form to survey the service quality of sales and other departments annually. The criteria of the customer satisfaction assessment were defined into different issues such as sales department service (Commercial), shipping information communication (Shipment), labeling and packaging, delivery, export documents preparation, production information, and product quality. In 2022, the Company received an excellent customer satisfaction assessment result of 99.4 percent from the target of 99 percent.

3. Community and Society

The Company is committed to ensuring environmental and social responsibility by acting as a good citizen who lives with others in society with pride and dignity. The Company instills such concepts into its employees at all levels and shares the same cultural norms, focusing on reducing environmental impact, including the formulation of community development in various fields to reduce adverse effects on the quality of life of people surrounding the factories and establishments. Therefore, the Company sets guidelines for rigorous compliance with the law and is responsible for the community, society, and environment.

Community and Social Responsibility Policy

1. Encourage systematic consultation with representatives of community groups in making investment decisions on community development activities.
2. Promote and support education at all levels, participate in activities that promote quality development, education access, and local knowledge, especially children's education, including regularly conserving local culture and traditions.
3. Encourage local job creation and skill development toward adequate job opportunities.
4. Encourage participation in discussions and meetings to develop appropriate technology for the community.
5. Participate in generating income for the community by paying local taxes and providing the necessary information accurately to communities and government agencies.
6. Reduce or eliminate adverse health effects arising from the production process, product, or service, including promoting good health by providing essential health services such as clean water supply and proper sanitation.
7. For business investment, the opportunity for people in the community must be taken into account first. This requires avoiding or reducing donation activities that make communities become dependent or not contribute to sustainable development.

Corporate Social Responsibility Practices

1. Make a presentation for consideration of supporting social activities for government agencies and communities in each affiliate area.
2. Coordinate and carry out social activities under the approved budget.
3. Supervise, monitor, and propose activities to ensure that the factory's social management follows the relevant legal requirements and standards.
4. Be a center of public relations of social activities through local media.
5. Make an annual activity plan and propose a budget for social support projects.
6. Place importance on other activities related to promoting the Company's social good image as assigned.

In 2022, the Company organized activities to grant various products to the government, private sector, and nearby communities. The purpose was to improve the quality of life and promote community participation, detailed as follows:

Head Office

1. Social

• Provided the Company's drinking water and juice products for blood donation activity of the Thai Red Cross Society at Tipco Building Headquarters, four times.

• Provided drinking water and fruit juice companies' products for Activities for Mother's Day 2022.

• Provided drinking water and fruit juice, the Company's products for Baan Rajavithi Home for Girls in the activity of the Founder's Memorial Day 2022.

• Provided products of drinking water and fruit juice companies for the Deaf Foundation under the Royal Patronage in the activity of the Founder's Memorial Day 2022.

• Provided drinking water and fruit juice, the Company's products for the Bangkok School for the Blind in the Founder's Memorial Day 2022 event.

• Provided drinking water and fruit juice, the Company's products, for organizing the 53rd Day of the Disabled.

• Provided the Company's drinking water and juice products for Firefighting training and evacuation drill for the year 2022 at Head Office, Tipco Building, Rama VI and Prachachuen Warehouse.

• Contributed a portion of the income from the sale of the Company's products to the Ramathibodi Foundation.

• Provided fruit juice products to the Priest Hospital.

2. Arts, Culture and Religion

• Provided fruit juice, the Company's products for running activity with Dharma.

Fruit Processing Plant

1. Social

• Provided the Company's products and 200 boxes of food for Chalermprakiat Health Center, Ban Nikhom Km. 5, in the COVID-19 vaccination activity.

• Provided the Company's products to the Prachuap Khiri Khan Provincial Industrial Office in the Top Products of Prachuap Khiri Khan activity.

• Sponsored crushed stone to improve roads for communities to make travel more convenient for people and reduce accidents during the founder's Memorial Day.

• Provided fresh flower wreaths for communities around the factory to help with the funeral prayers of communities around the factory.

• Distributed the Company's products in the activities of the Bamrungsuk Treatment Unit Project, creating wellness for the people of Prachuap Khiri Khan Province.

• Provided the Company's products in an occasion ceremony in honor of Her Majesty Queen Sirikit, the royal mother of a thousand years, on the occasion of the 90th birthday anniversary on August 12, 2022, with the community and society.

• Provided the Company's products to public health in Prachuap Khiri Khan Province in the project of training on stroke and organizing walking and running activities for health and prevention of paralysis.

2. Educational

• Provided rice for Ban Bueng School in the lunch project activity.

3. Arts, Culture and Religion

• The Company participated in offering Kathin merit at Wat Nang Chee, Bangkok, together with the Marine Department, Prachuap Khiri Khan Province.

• The Company participated in offering Kathina merit at Hat Song Kwae Temple, Uttaradit Province, with the Prachuap Khiri Khan Provincial Excise Office.

• Provided the Company's products and participated in offering Kathina merit at Ko Lak Temple, Phra Aram Luang, Prachuap Khiri Khan Province.

4. Environmental

• Donated 100 sugar sacks of garbage and sponsored the prizes to Ao Noi Subdistrict Administrative Organization, Prachuap Khiri Khan Province, in the activity of Thot Pa Pa Samakee Recycled Waste.

• Provided the Company's products to Ao Noi Subdistrict Administrative Organization, Prachuap Khiri Khan Province, in the water hyacinth and weed eradication project activity for 2022.

Aura Mineral Water Factory

1. Social

• Provided Aura mineral water products and funds to the Mae Rim District Chiang Mai Province community activities, such as the Pong Yaeng Agricultural Day Fair and Children's day activity.

• Provided Aura mineral water products and funds to the community sports activities in Mae Rim District Chiang Mai Province, such as sports in Pong Yang Sub-district, fun sports, anti-drugs, Pong Village, pétanque competition in Pong Yaeng Subdistrict, sports events, strengthen relationships within the village in Pong Yaeng Subdistrict sports competitions linking relationships between enterprises and government agencies.

• Provided Aura mineral water products for tourist services during the New Year and Songkran festivals.

2. Educational

• Provided Aura mineral water products and funds for school activities in the community, Mae Rim District, Chiang Mai Province.

3. Arts, Culture and Religion

• Provided Aura mineral water products and funds for temples in Pong Yaeng and Mae Raem communities, Mae Rim District, Chiang Mai Province, such as offering candles, Pha Pa Samakkhi Festival, Kathin Festival, Poi Luang Merit Festival, Lottery Festival.

• Provided Aura mineral water products and funds for the community activities in Mae Rim District, Chiang Mai Province, such as Hmong New Year's activities, Pong Yang Sub-district, Loi Krathong Day activities, and Funeral prayers.

4. Environmental

• Provided Aura mineral water products and funds to government agencies in Pong Yang Subdistrict, Mae Rim District, Chiang Mai Province, in forest planting and forest fire prevention activity.

• Provided Aura mineral water products and participated in forest planting activities for society under the Aura pes project.

• Provided Aura mineral water products from Chiang Mai's environmental protection youth activity.

• Provided Aura mineral water products and participated in forest planting and forest ordination activity in Chiang Mai.

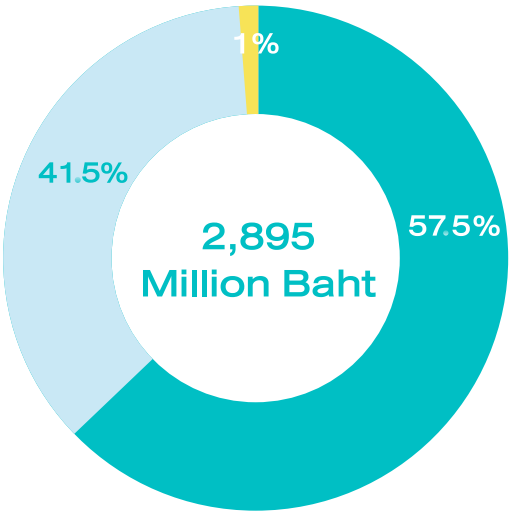
• Provided Aura mineral water products and participated in check dam building activity with Mae Sa Watershed Management Unit, Chiang Mai Province.

4. Management discussion and analysis (MD&A)

Statement of Comprehensive Income based on consolidated financial statements

Statement of comprehensive income	Consolidated F/S		Changes	
	2022	2021	Increase (Decrease)	%
Unit : Mil. Baht				
Sales	**2,895.3**	2,427.6	467.7	19%
Other income	**93.2**	96.4	(3.2)	(3%)
Total revenues	**2,988.5**	**2,524.0**	**464.5**	**18%**
Expenses				
Cost of sales	**2,314.4**	1,835.1	479.3	26%
Selling and distribution expenses	**516.0**	332.5	183.5	55%
Administrative expenses	**428.1**	408.7	19.4	5%
Loss on exchange	**-**	16.0	(16.0)	(100%)
Total expenses	**3,258.5**	**2,592.3**	**666.2**	**26%**
Operating profit (loss)	**(270.0)**	**(68.3)**	**(201.7)**	**(295%)**
Share of profit from investment in associate	**554.6**	520.2	34.4	7%
Finance cost	**(43.2)**	(38.7)	4.6	12%
Profit before income tax expenses	**241.3**	**413.2**	**(171.9)**	**(42%)**
Income tax benefit	**38.5**	15.4	23.1	150%
Profit for the year	**279.8**	**428.6**	**(148.8)**	**(35%)**

The structure of sales revenue in 2022



Beverage Business

Consisting of ready-to-drink fruit juice and vegetable juice business and bottled natural mineral water business

Vegetable and fruit products business

Consists of plant-based products, fruits and vegetables, health products and agriculture.

Sales revenue and gross profit

Consolidated financial statements	Beverage				Plants, Vegetables, and Fruit				Others			
	2022	2021	Increase (Decrease)	%	2022	2021	Increase (Decrease)	%	2022	2021	Increase (Decrease)	%
Unit : Mil. Baht												
Revenues from sales of goods	1,664	1,547	117	8%	1,201	860	341	40%	30	21	9	43%
Gross profit (Loss)	397	433	(36)	(8%)	175	155	20	13%	9	4	5	125%
Gross Profit (Loss) Margin	24%	28%	**(4%)**		15%	18%	**(3%)**		30%	19%	11%	

For the year 2022, the Company and its subsidiaries had total sales revenue of 2,895 million baht, an increase of 468 million baht or an increase of 19% from 2021, with the primary income coming from 2 businesses:

1) Beverage business Revenue increased by 117 million baht or an increase of 8% from the previous year, mainly due to the export market and the food service business growth of the prior year that was facing the problem of the COVID-19 outbreak, including the launch of new products (NPD) in the country during the third quarter and the expansion of self-distribution channel in addition to selling through distributors.

2) The revenue of plant products, vegetables, and fruits increased by 341 million baht or 40% from the previous year, mainly due to the export of processed fruit products as a result of the shortage of shipping lines and the increase in freight rates from the middle of 2021 to the beginning of 2022 has been relieved respectively.

Operating expenses

In 2022, the Company and its subsidiaries had total operating expenses of 3,258 million baht, an increase of 26% from 2021, mainly due to:

- Cost of sales increased in the amount of 479 million baht, in line with the increase in revenue and production capacity that did not achieve the plan, causing the increase in the cost of sales to be higher than the increase in sales revenue.
- Selling and distribution expenses increased by 184 million baht, mainly due to the product distribution policy that expanded its sales channels (Self-Distribution) in the first quarter of 2022, resulting in increased expenses in sales and distribution, including fees in managing the sales team.
- Administrative expenses increased by 19 million, mainly due to unplanned costs incurred in the second half of 2022.

Share of profit from investments in associated companies

In 2022, the Company realized gains from investments in associates in the amount of 555 million baht, an increase of 7 percent from the previous year.

Financial cost

For 2022, the Company and its subsidiaries had total finance costs of 43 million baht, an increase of 12% from the previous year, resulting from the rise in interest rates on loans from financial institutions during the year 2022.

Statement of financial position based on consolidated financial statements

Statement of comprehensive income	Consolidated F/S		Changes	
	31-Dec-22	31-Dec-21	Increase (Decrease)	%
Unit : Mil. Baht				
Assets				
Current assets	**1,219.2**	1,119.6	99.6	9%
Non-current assets	**5,320.4**	5,318.5	1.9	0%
Total assets	**6,539.6**	**6,438.1**	**101.5**	**2%**
Liabilities and shareholders' equity				
Liabilities				
Current liabilities	**1,943.0**	1,528.3	414.7	27%
Non-current liabilities	**236.0**	508.9	(272.9)	(54%)
Total liabilities	**2,179.0**	**2,037.2**	**141.8**	**7%**
Shareholders' equity				
Total shareholders' equity	**4,360.6**	**4,400.9**	**(40.3)**	**(1%)**
Total liabilities and shareholders' equity	**6,539.6**	**6,438.1**	**101.5**	**2%**

Assets

As of 31 December 2022, the Company and its subsidiaries had total assets of 6,540 million baht, an increase of 102 million baht from 6,438 million baht at the end of 2021, mainly due to:

- An increase in investments in associated companies of Baht 203 million from profit sharing during the year.
- Trade and other receivables increased by 103 million baht, mainly from the vegetable and fruit products business of 71 million baht and beverage business of 30 million baht.
- Property, plant and equipment decreased from depreciation and amortization for the year amounting to 347 million baht.

Liabilities

As of 31 December 2022, the Company and its subsidiaries had total liabilities of 2,179 million baht, an increase of 142 million baht from 2,037 million baht at the end of 2021, mainly due to:

- Net increase in short-term loans from financial institutions amounting to 422 million baht for liquidity management within the Group.
- Long-term loans from financial institutions decreased by 337 million baht due to regular loan repayments as scheduled.

Shareholders' equity

As of December 31, 2022, the Company and its subsidiaries had shareholders' equity of 4,361 million baht, a decrease of 40 million baht from 4,401 million baht at the end of 2021, mainly due to

- Net profit for the year 2022 amounted to 280 million baht.
- The Company paid dividends to shareholders of 372 million baht during the year 2022.

Cash flow statement based on consolidated financial statements

Cash flow statement	Consolidated F/S
	31-Dec-22
Unit : Mil. Baht	
Cash flows from operating activities	
Net cash flows from operating activities	**7.6**
Cash flows from investing activities	
Net cash flows from investing activities	**299.4**
Cash flows from financing activities	
Net cash flows used in financing activities	**(312.5)**
Net decrease in cash and cash equivalents	**(5.5)**
Cash and cash equivalents at beginning of year	**78.1**
Cash and cash equivalents at end of year	**72.6**

For the year ended December 31, 2022, the Company and its subsidiaries had a net increase in cash and cash equivalents of Baht 73 million from three main activities as follows:

• Net cash from operating activities of 8 million baht came from operating profit.

• Net cash from investing activities of 299 million baht was from dividends received from associated companies in the amount of 388 million baht.

• Net cash used in financing activities amounted to 313 million baht, consisting of an increase in short-term loans from financial institutions of 422 million baht, dividend payments to shareholders of 372 million baht, and cash repayment of long-term loans from financial institutions of 337 million baht.

Key financial ratios according to the consolidated financial statements

Profitability ratios	Consolidated F/S		
	2022	2021	Changes
Gross Profit Margin	**20.1%**	24.4%	**(4%)**
EBITDA Margin	**21.1%**	33.7%	**(13%)**
Net Profit Margin	**9.4%**	17.0%	**(8%)**
Return on Equity	**6.4%**	9.7%	**(3%)**
The Capacity to pay and liquidity ratios	**31-Dec-22**	**31-Dec-21**	**Changes**
Debt to equity ratio (Times)	**0.50**	0.46	**0.04**
Liquidity ratio (Times)	**0.63**	0.73	**(0.11)**

Key Financial Information	Consolidated Financial Statements			Separately Financial Statements		
	2022	2021	2020	**2022**	2021	2020
Financial Performance (Mil. Baht)						
Revenues from sale	**2,895.3**	2,427.6	2,500.1	**298.0**	295.8	255.1
Total Revenues	**2,988.5**	2,524.0	2,575.8	**726.4**	914.9	858.7
Gross Profit	**580.9**	592.5	435.7	**86.2**	111.0	81.4
Earning before interest and tax	**284.6**	451.9	536.2	**311.9**	579.1	351.2
Net Profit	**279.8**	428.6	481.8	**280.5**	552.9	317.5
Financial Position (Mil. Baht)						
Current Assets	**1,219.2**	1,119.6	980.5	**529.5**	524.3	498.8
Total Assets	**6,539.6**	6,438.1	6,487.3	**3,274.2**	3,329.1	3,317.9
Current Liabilities	**1,943.0**	1,528.3	1,601.4	**906.2**	682.6	723.9
Total Liabilities	**2,179.0**	2,037.2	2,267.8	**1,044.4**	1,013.2	1,130.2
Issued and paid-up share capital	**482.6**	482.6	482.6	**482.6**	482.6	482.6
Shareholder's equity of the parent	**4,360.6**	4,400.9	4,219.5	**2,229.8**	2,315.9	2,187.7
Shareholder's equity	**4,360.6**	4,400.9	4,219.5	**2,229.8**	2,315.9	2,187.7
Common Share (Per Share)						
Par value	**1.00**	1.00	1.00	**1.00**	1.00	1.00
Book value	**9.04**	9.12	8.74	**4.62**	4.80	4.53
Profit per share	**0.58**	0.89	1.00	**0.58**	1.15	0.66
Financial Ratio						
Gross Profit margin (%)	**20.1%**	24.4%	17.4%	**28.9%**	37.5%	31.9%
EBIT margin (%)	**9.5%**	17.9%	20.8%	**42.9%**	63.3%	40.9%
Net Profit margin (%)	**9.4%**	17.0%	18.7%	**38.6%**	60.4%	37.0%
Dividend Payout ratio (%)	**153.5%**	86.7%	94.1%	**153.1%**	67.2%	142.9%
Return on Equity (%)	**6.4%**	9.7%	11.4%	**12.6%**	23.9%	14.5%
Return on Fixed assets (%)	**5.3%**	8.1%	8.7%	**10.2%**	19.7%	11.3%
Return on Total assets (%)	**4.3%**	6.7%	7.4%	**8.6%**	16.6%	9.6%
Time interest earned (Times)	**6.6**	11.7	10.5	**10.2**	22.0	10.9
Current ratio (Times)	**0.6**	0.7	0.6	**0.6**	0.8	0.7
Quick ratio (Times)	**0.3**	0.3	0.3	**0.5**	0.7	0.6
Debt - equity ratio (Times)	**0.5**	0.5	0.5	**0.5**	0.4	0.5


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5. General Information and Other Important Information

5.1 General Information

5.1.1 Company Information

Tipco Foods Public Company Limited (former name “Tipco Foods (Thailand) Public Company Limited”) operates the main business in the manufacture and distribution of ready-to-drink mineral water. Current paid-up capital is Baht 482.58 million.

Head Office 118/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok. 10400

Public Company No. 0107535000052 Home Page www.tipco.net

Tel.0-2273-6200 Fax. 0-2271-4304, 0-2271-1600

Factory 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180.

Factory 999 Moo 7, Tambon Phukham, Wichianburi District, Phetchabun Province 67180.

5.1.2 Subsidiary and Associated Companies

Tipco Asphalt Public Company Limited

Head Office 118/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Tipco Pineapple Company Limited

Head Office 118/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Factory 212 Moo 16, Tambon Aou Noi, Muang District, Prachuab Kirikan Province 77210

Tipco F&B Company Limited

Head Office 18/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Factory 90/1 Moo 7, Tambon Sanubtueb, Wang Noi District, Ayutthaya Province 13170

Factory 212 Moo 16, Tambon Aou Noi, Muang District, Prachuab Kirikan Province 77210

Tipco Biotech Company Limited

Head Office 118/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

Factory 504 Tambon Prachuab Kirikan, Muang District, Prachuab Kirikan Province 77210

Tipco Retail Company Limited

Head Office 118/1 TIPCO Tower, Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok. 10400

5.1.3 References:

Company Registrar		Thailand Securities Depository Company Limited
		93 The Stock Exchange of Thailand Building, 14 Fl.,
		Rajadapisek Road, Dindaeng, Dindaeng, Bangkok 10110
		Telephone: 0-2009-9000
Auditor		Mr. Natthawut Santipet, C.P.A No. 5730, and/or
		Ms. Isaraporn Wisutthiyan C.P.A No. 7480, and/or
		Ms. Waraporn Prapasiriku, C.P.A No. 4579
		EY Office Limited 193/136-137 33rd Floor, Lake Rajada Office Complex
		Klongtoey, Bangkok 10110, Thailand
		Telephone: 0-2264-9090
Legal Advisors	:	Mr. Tawadchai Jaranakranya
		Ch. Chana Songkram Law Firm 52/3 Su-main Road, Bangkok
		Telephone: 0-2282-2955

5.2 Other Information

- None -

5.3 Legal Disputes

- None -

5.4 Secondary Market

- None -

Part 2

Corporate Governance




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CALCIUM

6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policies and Practices

The Company adopted the Stock Exchange of Thailand's 2012 Principles of Good Corporate Governance for Listed Companies and the Securities and Exchange Commission's 2017 Corporate Governance Code for listed companies as guidelines for good corporate governance development and business ethics policy implementation for the Tipco Foods Group subject to an annual review.

The Company set out the good corporate governance guidelines to promote a culture of good governance among employees at all levels. This was to assure its shareholders, investors, customers, and other stakeholders that it has adopted the efficient, transparent, auditable, and fair management system for increasing value and corporate sustainable growth. This was in accordance with its vision of "To achieve ongoing growth and competitiveness and to gain trust from customers in both domestic and global markets".

According to the corporate governance assessment result of the company for the year 2022, conducted by National Corporate Governance, the Company got an overall score of 91%, or "excellent" level, lower than the previous year which got an overall score of 92%. In addition, the score was higher than the overall average score of listed companies which was at 85%. The details are as follows:

	2022	2021
Rights of Shareholders	95%	99%
Equitable Treatment of Shareholders	96%	96%
Rights of Stakeholders	92%	91%
Information Disclosure and Transparency	97%	95%
Board of Directors' Responsibility	84%	86%

Corporate Governance Policy

To achieve the Company's objectives, develop a sense of responsibility for work performances, build a culture of transparency and integrity, sustainably enhance long-term business competitiveness, and increase the stakeholders' confidence; the Board of Directors implemented the policy in compliance with the principles of good corporate governance as follows:

1. It shall be ensured that the Board of Directors perform duties according to their stipulated role and responsibilities in an efficient manner.
2. There shall be efficient risk management and internal control systems.
3. Set policies and review strategic and business plan with management
4. There shall be supervision to ensure no conflicts of interest.
5. Shareholders and stakeholders shall be treated equally and fairly.
6. Operations shall be undertaken with transparency, integrity, and auditability.
7. Information shall be adequately disclosed to the stakeholders, especially in terms of operating results and financial statements.
8. The Company's code of conduct shall be provided and complied with by all directors, executives, and employees.
9. Environmental and social activities shall be conducted in a concrete manner and the management team shall implement and communicate the policy on the said matters to the employees for their understanding and compliance.

6.1.1 Policies and Practices regarding to Board of Directors

Composition of the Board of Directors and Appointments

1. The number of board of directors is determined by the shareholders' meeting, but must not be less than 5 persons and must compose of independent directors who are not executive directors, not involved in the routine administration, and not a major shareholder in the Company, not less than 3 members, and not less than half of the total number of directors must reside in the Kingdom.
2. The Board of Directors consists of at least 3 independent directors.
3. The Board of Directors consists of qualified persons with knowledge and understanding of finance, commercial, or industry and possess experience regarding business administration. This also require continuous self-development according to the Thai Institute of Directors Association (IOD) curriculum

Board independence

The committee must be able to independently express opinions with their own discretion based on ethical principles, and also prioritize the interests of the organization without considering only the interests of the major shareholders or minority shareholders or themselves. the Board of Directors has therefore determined the definition and qualifications of independent directors which are more stringent than the regulations prescribed by the Capital Market Supervisory Board. The regulations mentioned about holding shares, which allowed the maximum percentage at 0.75% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company, including the shareholding of Related person of independent director.

Nomination of directors

The company recruit people who possess experience in business administration, have knowledge and understanding of finance with no tainted work history, including having a vision for the overall business as well as have good human relations, morality and appropriate characteristic. This includes having effective communication skill, and also have enough time to perform the duties of a director, and also has all the characteristics under the Public Company Act. The person who will be nominated must not have any prohibited characteristics according to the rules of the Office of the Securities and Exchange Commission. The nomination includes transparent process to build confidence for shareholders.

Nomination of directors There will be a variety of skills that are useful for implementation of business direction and operations control.

Board of Directors' Meetings

- The Company requires that a Board of Directors' meeting shall be held at least once per every 3 months. And also, the directors must always attend the meetings if there is any special Board of Director's meeting.
- There must be at least one half of the total number of directors present to form a meeting quorum.
- In case of the Chairman of the Board of Directors is absent or not be able to perform respective

duties, the Vice-Chairman of the Board of Directors shall act as the chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or he/she cannot perform respective duties, the directors present at the meeting shall select one of them as the chairman of the meeting. The final decision at the meeting shall be based on a majority vote.

- One director shall have one vote. A director with beneficial interests on any specific matter shall have no right to vote on such matter. If the votes are tied, the chairman of the meeting shall cast a final vote.
- A meeting invitation letter, the meeting agenda, and supporting documents shall be submitted to the Board of Directors for their information at least 7 days before the meeting.
- Meeting schedules for the Board of Directors and all other committees shall be prepared in advance, on an annual basis before the date of meeting in following year, excluding special meetings.
- Set up a meeting of non-executive directors at least once a year, to provide opportunities for expressing opinions or discussing issues of interest.

Tenure

At every annual general meeting of shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the closest number to one-third shall retire from office. The directors who are required to retire in the first and second year after the registration of the company shall be drawn by drawing lots to see who will retire. For the next years, the person who is in the position for the longest time is retired.

Evaluation of the Board's performance

There is a self-assessment for Board of Directors and Sub-Committees of the Company which is made at least once a year. This allowed the Board to jointly consider the results and make improvements. The assessment is conducted both individually and individually.

Remuneration for Directors and Executives

The Company set a clear and transparent policy on directors' remuneration in which the compensation is at the appropriate level of a particular industry. The compensation is at market average level meanwhile the remuneration is considered by the Nomination and Remuneration Committee. To ensure transparency and clarity in determining the remuneration of the Managing Director and senior executives, the remuneration is considered based on detail as follows:

1. Remuneration for Managing Director and Senior Executives which includes salary, welfare, and other benefits shall be made in accordance with the value of the job in each position
2. The compensation is determined by
   2.1 Ability to pay of the Company
   2.2 Competitiveness in the labor market and
   2.3 Base on the ability and according to the performance of the employees.
3. Board of Directors is responsible for approving the budget for the compensation for each year. The company's financial position performance and the Company's business projections shall be considered for remuneration.

Director Competency Development

The Company requires new directors to attend to an induction training of business operations, company regulations, good corporate governance, and business ethics. The training program is for improvement in knowledge and understanding of the roles and duties, as well as necessary information which is useful for of directors' position. The new directors will obtain relevant documents for using as reference for their duties. The directors are required to visit their workplaces, both the head office and the factory as appropriate. In addition, the Company also provide opportunity and encourage all directors to attend to training session in various ways which are useful for their performances. This includes the presentation of necessary information to the Board of Directors' meetings on a regular basis for their continuous self-development.

Subcommittee

The Board of Directors has established 4 sub-committees, namely the Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Risk Management Committee, which consist of directors who have qualifications and responsibilities in accordance with the regulations of the Stock Exchange of Thailand. The regulations clearly defined roles and responsibilities between the Board of Directors, Management, and the board of directors and major shareholders.

Supervision of Subsidiaries and Associated Companies

Same guidelines are applied for supervision of operations of subsidiaries and associated. The guidelines are written for Tipco Foods Group which operates its business via subsidiaries, associated companies, details appear in section 1.3 Shareholding structure.

6.1.2 Policies and Practices regarding to Shareholders and Stakeholders

• Rights and equality of shareholders

1. Rights of Shareholders

In annual meeting of shareholders, the Company set out the meeting procedures according to relevant laws, including meeting invitation, document submission, and meeting agenda notification. Also, adequate information was provided to the shareholders for their consideration in a timely manner prior to the meeting. Absentee shareholders were allowed to assign independent directors to act as proxies to attend and exercise their votes at the meeting. The Company adopted the barcode registration system at the Annual General Meeting of Shareholders to identify the number of participating shareholders and voting results on each agenda item faster. Regarding voting, the Chairman informed the shareholders of the voting procedure by using paper ballots provided prior to the meeting. The vote counting process was witnessed by representatives being independent directors and external auditor. The meeting was videotaped to ensure transparency and auditability. Furthermore, all shareholders were given an equal opportunity to query and express opinions. All questions which have been answered including the minutes of the shareholders' meeting were disclosed in the Company's website. However, as for the rights of minority shareholders, the Company allowed time for its minor shareholders to propose agenda items and nominate candidates for directors in advance through the Company's website prior to the shareholders' meeting.

The Company was assessed for the Quality Assessment Program of the Annual General Meeting of Shareholders for the year 2022 with an evaluation result of a score of 95.

2. Equitable Treatment for Shareholders

Shareholders equal rights to receiving accurate and adequate information in a timely manner is recognized by the Company. 14 days prior to the meeting date, an invitation letter, including supporting documents for all meeting agenda items, a list of identity documents required for attending the meeting, proxy forms, and details of proxy assignment procedures will be delivered to its shareholders. The Company allowed its shareholders to access information at the earliest opportunity by sharing meeting agenda supporting documents in advance in its website before submitting such documents. In addition, the Company determined meeting time and venue to facilitate convenience for its shareholders. On the meeting date, the registration service started 2 hours before the meeting and the shareholders are allowed to independently raise their opinions and questions. Voting on each agenda item was undertaken according to chronological order. No new agenda item was added without a prior notice being given to the shareholders. The shareholders were informed of the voting procedure before voting. Each agenda item was open for clarification and discussion before voting. All shareholders were allowed to vote equally, except for those with conflicts of interest. The Company publish their objectives and criteria that its minor shareholders are allowed to propose agenda items and names of candidates for directors via the Company's website. For each meeting agenda item, relevant details, rationale, potential impacts, and opinions of the Board of Directors were provided to shareholders for their better understanding, analysis and decision making, and examination. The shareholders are not only allowed to assign others as their proxies to attend the meeting and vote, but also to assign independent directors as their proxies to vote on their behalf. The Board of Directors realized the importance of shareholders' meetings and all directors intended to attend all meetings unless in necessary cases. The Company's high-level executives attended shareholders' meetings on a regular and consistent basis.

The meeting minutes represented all significant details, including participating directors, clarifications provided by the Chairman of the Board of Directors, the Chairman of the Audit Committee, the Chief Executive Officer, and other relevant directors. The meeting minutes also contained questions and opinions raised by shareholders; voting and counting processes; numbers of approval votes, disapproval votes, and abstention votes; and other relevant information. The meeting minutes were submitted to the Stock Exchange of Thailand within 14 days from the meeting date. The Company posted the meeting minutes via its website to allow its shareholders to check the accuracy of all resolutions and matters discussed or clarified at the meeting as well as to provide additional suggestions regarding matters to be added or corrected before submitting them to the next shareholders' meeting for adoption.

Voting ballots, documents, and other evidence were systematically stored and could be examined and referred to. The Company shared the shareholders' meeting resolutions through the Stock Exchange of Thailand's news channel within the next day after the meeting. The said resolutions contained voting results in terms of approval votes, disapproval votes, abstention votes, and voided ballots, so that the absentee shareholders could learn of the meeting results soonest.

With respect to profit allocation, the Company adopted a mechanism to ensure that its shareholders would receive their returns in a comprehensive manner. Such mechanism included a clear shareholding

structure without cross-shareholding. The Company and its related company, Tipco Asphalt Public Company Limited, shared the same shareholders through investments in ordinary shares. Related party transactions were approved by the Audit Committee before submission to the Board of Directors for approval. Any directors with conflicts of interest would refrain from voting for such transactions. The Audit Committee had authority to oversee and prevent conflicts of interest and implemented the measure on prevention against misuse of insider information for personal gains. It is required to report to the secretary of the Board of Directors for any transaction movement of shareholding of directors and executives, in addition to the disclosure of the shareholding of the Company in every meeting of the Board of Directors

• Role of Stakeholders

The importance of the rights of both internal and external stakeholders is recognized by the Company, therefore the "Code of Conduct" covering anti-corruption measures is established. This includes responsible political involvement, equal and fair treatment of stakeholders, social and environmental responsibility, compliance with labor laws, and respect for employees' rights. Also, the Company stipulated desirable practices for the main 3 groups of people involved in the Company's operations and beneficial interest, including directors, executives and employees, and major shareholders. In particular, the desirable practices of the management team included the details of how the management team should treat 7 groups of stakeholders, namely shareholders, employees, customers/consumers, trading partners and/or creditors, competitors, and environment, as well as their roles in community engagement and development. The aforesaid code of conduct and desirable practices were based on the philosophy of quality and integrity. In addition, the Company focused on the process of good corporate governance to prevent its major shareholders from influencing decisions made by its management team based on the principles of integrity and professionalism.

Realizing its role as a member of the community, Tipco stipulated the policy on doing business with social and environmental responsibility. To promote such policy, responsible employees and relevant activities were determined. Examples of environmental and community support activities included the adopting schools which located nearby the factories or other appropriated schools as well as granting scholarships, providing educational equipment, or conducting other forms of development for schools via other means. The Company donated funds or products to support various activities held by government agencies, schools, temples, other organizations, and nearby communities. The Company also made efforts to prevent any possible impacts of its factories' environments on surrounding communities.

• Conflicts of Interest

To prevent conflicts of interest, the Company implemented the code of conduct and defined desirable practices for various stakeholder groups, especially its major shareholders, with a focus on preventing any adverse impacts of its major shareholders on other stakeholder groups. The Board of Directors is always informed of any transaction that might cause conflicts of interest and any related party transaction; and carefully reviews the suitability of such transaction (Please refer to the "Elimination of Conflicts of Interest" under the "Equitable Treatment of Shareholders"). The Company complied with the regulations of the Stock Exchange of Thailand and amended its articles of association to protect the interests of its minority shareholders. The amendments were duly approved by the 2003 Annual General Meeting of Shareholders, details as follows:

"Item 48, Section 8, the Company's Articles of Association: In the case where the Company or its subsidiaries agree to enter into a related party transaction, or a transaction related to acquisition or disposal of the Company's or its subsidiaries' assets according to the definition stated in the Stock Exchange of Thailand's Notification Re: Undertaking of Related Party Transactions of Listed Companies; or acquisition or disposal of listed companies' assets as the case may be; the Company shall comply with relevant regulations and methods stated in the said notification."

• Information Disclosure and Transparency

The Company pays attention to disclosure of information as it could affect decisions made by investors and other stakeholders. It is necessary to control and specify measures on disclosure of financial and non-financial information to comply with laws. The disclosed information shall be comprehensive, adequate, reliable, transparent, and in a timely manner; and shall be available in both English and Thai versions. The information shall be disclosed via SET Portal system of the Stock Exchange of Thailand and the Company's website.

The Company shall strictly adhere to laws, rules, and regulations stipulated by the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), and government agencies. The Company shall also follow up on any regulatory updates on a regular basis to ensure that the laws, rules and regulations being implemented are correct and to assure the shareholders that the business is undertaken with transparency, accuracy, and integrity.

The Board of Directors adheres to the guideline on disclosure of relevant information of the Company to ensure systematic information disclosure and to prevent any potential damage from presenting incorrect information as well as to assure shareholders, investors, the public or other stakeholders that the Company's information disclosure is correct, clear, compliant with laws, fair according to the information disclosure policy.

• Non-Infringement of Intellectual Property Rights

The Company set out a policy and a guideline regarding non-infringement of intellectual property rights and copyrights as part of the Company's Code of Conduct as follows: Respect for property rights shall be ensured through supporting concerned parties to respect property rights and local wisdom and not to buy products or services from or partner with organizations violating human rights.

• Anti-Corruption

The Board of Directors considers encouraging the Company to participate in declaration its intention to comply with Anti-Corruption Collective Action in Thailand as follows:

1. It is the Company's policy to combat all forms of corruption by developing a written guidance and posting it in the Company's website. Such guidance was approved by the Board of Directors.
2. The Board of Directors stipulated the anti-corruption policy by declaring its intent to join the CAC. The Company subsequently ratified and acknowledged the agreements as per its intent to join the CAC in order to counter all forms of corruption

3. The Board of Directors approved the anti-corruption measures in writing as shown in the Company's web-site, which shall be strictly adhered to by all employees to promote transparency and fairness in doing business according to the good corporate governance and anti-corruption policies.
4. In 2015, the Company established a working group comprising representatives from all relevant departments in order to request certification as a member of the CAC. The Company was certified to be a member of the CAC.

The company received a certificate of membership of the Thai Private Sector Collective Action Coalition in Anti-Corruption Commission (CAC) since October 2016 and has been certified as a member 2nd renewal on September 30, 2022. Such certification will be valid for 3 years from the date of approval. 2nd renewal of certification

6.2 Business Ethics

Business ethics is the codes of conduct for stakeholders in the company, which was built the business ideology of the Group of Companies. It is guidelines and practices which consists of ideology, belief in good corporate governance, commitment to excellence, and belief in social responsibility

• Business ethics include anti-corruption, responsible political participation, equal and fair treatment for those involved social and environmental responsibility, and also labor practices and respect for the rights of employees.

• Code of conduct for Stakeholders includes code of conduct for the Company's Directors, code of conduct for executives and employees, and practices of major shareholders

The conduct includes informing to all directors and employees continually for implementation, and also require the relevant parties sign for acknowledgment every year. In addition, the management is responsible for ensuring that all subordinate employees strictly comply with the requirements. In the event that the employee does not comply with the Company's code of conduct, they will be considered punished according to the company's regulations.

6.3 Significant changes and developments in policies, practices, and corporate governance systems in the previous year

6.3.1 Significant changes and developments related to the review of policies, practices and the corporate governance system in the previous year

Corporate governance policy, a manual on good corporate governance and business ethics were annually reviewed by the Board of Directors. The Company also arrange training program in the topic of good corporate governance and business ethics for employees at all workplaces. The purpose is to ensure all employees to possess a deep understanding and strictly comply with good corporate governance and business ethics, as well as pushing for a culture of continuous supervision. This will create the foundation for sustainable growth and create added value for all groups of stakeholders and the term of independent directors is not more than 9 years.

6.3.2 Compliance with Good Corporate Governance Principles for Listed Companies 2017 (CG Code)

The application of the CG Code according to the Company's business context: The Board of Directors understands the role, duties, benefits and practices relating to the CG Code and its contribution to the business sustainability. The Board of Directors' Meeting No. 8/2022 considered and reviewed the implementation of the CG Code according to the business environment. The review of the code shall be conducted on annual basis. For the practices that could not be or have not yet been implemented, the reasons were already recorded as part of the Board of Directors' resolution.

6.3.3 Compliance with the good corporate governance principles – other matters Risk Management:

Risk management has been reviewed every 3 months. In addition, the Company has adopted an early warning system and conducted regular reviews to identify the severity of risks and if they are increasing or decreasing as well as the effectiveness of the mitigation/preventive measures. The time frame or frequency of the reviews depends on the nature of transactions. Such practice has been implemented since 2014. Clearer warning signs have been defined. Color codes have been used to indicate the severity levels. For example, red color means a high severity level. Besides identifying severity levels, the Company evaluates risk possibilities and impacts. To foster awareness of employees at all levels about risk management; functional meetings are held on a daily basis; department meetings and management meetings are held on a monthly basis; and the Risk Management Committee's meetings are held on a 3-month basis. Furthermore, the Audit Committee assigns the Internal Control Audit Department to examine the practicality of risk management and track the progress of rectification of each issue on a quarterly basis. The Audit Committee then reports the issues to be improved to the Board of Directors.

Corporate Secretary: The Board of Directors requires that a corporate secretary shall be a person who has relevant skills, knowledge and capabilities as well as truly understands laws, rules, regulations, and practices of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission. The current corporate secretary already attended the training in corporate secretarial practices in 2016. Her duties and responsibilities in the capacity of corporate secretary are prescribed by laws. She shall directly report to the Chairman of the Board of Directors and the managing director. Her profile is as shown in the section of profiles of directors and executives.

Disclosure of shareholders' meeting agenda information : Disclosure of shareholders' meeting agenda information shall be made in advance via the Company's website before submission of relevant documents to the shareholders and at least 30 days prior to the shareholders' meeting. This practice was first adopted at the Annual General Meeting of Shareholders No. 1/2008 held on 24 April 2008.

Nomination of candidates for independent directors by minority shareholders : Since 2006, the Company has provided minority shareholders with the opportunity to nominate candidates for independent directors. The Company submitted a letter to the Stock Exchange of Thailand (SET), requesting the announcement via the SET's website that minority shareholders of the Company may nominate qualified candidates for independent directors to replace those retiring by rotation according to the Company's selection process and in a timely manner. From 2008 onwards, nomination has been directly made via the Company's website.

Channels of communication between stakeholders and the Board of Directors : Stakeholders having concerns regarding accuracy of financial reports, internal control weaknesses, or violations of laws or business ethics may reach out to the Board of Directors by contacting the Executive Committee through the following channels:

• www.tipco.net (Topic: Reporting leads and corrupt practices)

• e-mail address: anti-corruption@tipco.net

• Telephone numbers: 02-273-6888 (Chief Executive Officer), 02-273-6400
(Chairman of the Board of Directors), or Call Center at 095-205-1864

• Mailing to: Chairman of the Board of Directors/Chief Executive Officer, Mailing Address: Tipco Foods Public Company Limited118/1 Rama 6 Road, Phayathai Sub-district, Phayathai District, Bangkok 10400

• For issues relating to high-level executives or directors, please directly reach out to the Chairman of the Audit Committee at email address: bsupda@yahoo.com

Formulation of a clear environmental and social responsibility policy : The policy was established in 2006.

Inclusion of reports on the opinions of respective committees in the Company's annual reports : From 2005 onwards, such practice has been adopted.

Chairman of the Board of Directors : The Chairman of the Board of Directors shall not be a chairman or a member of a respective committee, starting from 2003. The Chairman of the Board of Directors shall not be the Chairman of the Executive Committee, starting from 2007.

Reporting of operating results to the Board of Directors : In the case where the Board of Directors meetings are not held every month, the Company shall ensure that the operating results are reported to the Board of Directors on a monthly basis. Such reporting practice was adopted in 2007 and adjusted in 2009.

The principles and the policy regarding remuneration of the managing director and high-level executives: The Nomination and Remuneration Committee prepared and submitted the principles and the policy regarding remunerations to the Board of Directors for consideration before further submission to the Annual General Meetings of Shareholders No. 1/2006 for approval. The Nomination and Remuneration Committee considered and adjusted remunerations of employees at all levels in line with the Company's business operations and industry peers of similar size.

Managing Director Succession Plan : The managing director is required to regularly report the succession plans for the managing director and high-level executive positions as well as to implement and report executive development activities on an annual basis, starting from 2005 onwards.

Board of Directors' Meetings : In 2022, there was self-assessment of compliance with the good corporate governance principles based on the 99-topic questionnaire developed by the Corporate Governance Center, the Stock Exchange of Thailand in May 2013. This questionnaire was filled out by the Board of Directors before its meeting. The directors exchanged views and opinions regarding the performance and the meeting concluded that the following items were not yet implemented or fully implemented:

- The Chairman of the Board of Directors being an independent director: This practice has not yet been implemented since the major shareholders are not ready and there is no independent director has expressed their interest to assume the position.

- Clear determination of committee member's office term: The maximum office term has not yet been determined due to the same reason as the director's office term.

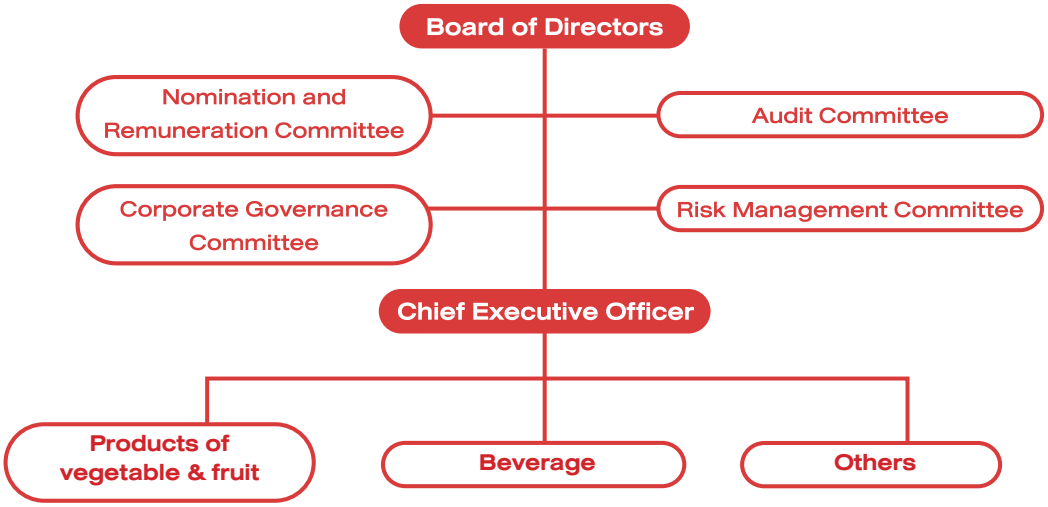
- The Board of Directors' stipulation of the policy on Tipco's directors serving as directors in other companies based appropriately on the business nature or circumstance: According to the policy, each director of Tipco may serve as a director for up to 3 listed companies. However, there is no requirement regarding serving as a director for a non-listed company.


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7. Corporate Governance Structure and Important Information about the Board, Committees, Executives, Employees and Others

7.1 Corporate Governance Structure

Organizational Structure



7.2 Information about the Board of Directors

The Board of Directors consists of knowledgeable persons who possess a wide variety of skills, and also have roles and responsibilities, and the suitability of the Board of Directors, which is consistent with the needs of the business in aspect of transparency, compliance audit, and balances according to the principles of good governance. The list is as follows.

Board of Directors

1. Ms. Laksana	Supsakorn	Chairman of the Board
2. ACM Pongsatorn	Buasup	Vice Chairman/Independent Director
3. Mrs. Anurat	Tiamtan	Director
4. Mr. Kris	Sertthin	Director
5. Mr. Chokchai	Tocharoentanaphol	Director (Appointed on August 11, 2022)
6. Mr. Surachet	Supsakorn	Director
7. Mr. Thammasak	Jittimaporn	Independent Director (Appointed on January 17, 2023)
8. Mr. Nontigorn	Kanchanachitra	Independent Director (Appointed on June 21, 2022)
9. Mr. Somchai	Supattarakul	Independent Director (Appointed on June 21, 2022)
10. Mr. Paisal	Pongprayoon	Independent Director
11. Mr. Leuchar	Pisitthakarn	Acting Chief Executive Officer (Appointed on April 28, 2022)
12. Ms. Kullakarn	Cheenpun	Company Secretary

7.2.1 Composition of the Board of Directors

The Board of Directors consists of 11 members, consisting of people with a wide range of knowledge and experiences which are beneficial to the company. Detail is provided as follows:

Executive Director 1 person, representing 9%

10 Non-Executive Directors, representing 91%

5 Independent Directors, representing 46%

The Board of Directors consists of more than one-third of those qualified as independent directors and more than one-two of the total number of non-executive directors.

Number of directors representing shareholders with controlling power, considered as a fair ratio to other shareholders.

Chairman and 4 directors, totaling 5 representatives of major shareholders.

The roles and responsibilities between the Board of Directors and the management and the Board of Directors and the major shareholders must be clearly defined in writing.

The Chairman of the Board is not the same person as the Chief Executive Officer and does not hold any position on the sub-committee. This is for a clear of the separation of duties and operation

The Chief Executive Officer is not affiliated with or has any relationship with the major shareholders.

Directors with financial knowledge are Ms. Laksana Supsakorn, Mr. Krit Sertthin, Mr. Somchai Supattarakul, and Mr. Thammasak Jittimaporn.

7.2.2 Information of the Board of Directors and the Company's individual controllers

List of Board of Directors as of January 17, 2023

No.	List of Directors	Position	Appointment Date
1	Ms. Laksana Supsakorn	Chairman	April 2, 2012
2	ACM Pongsatorn Buasup	Vice Chairman/ Chairman of the Audit Committee /Independent Director	November 11, 2019
3	Mrs. Anurat Tiamtan	Director	March 22, 1976
4	Mr. Surachet Supsakorn	Director/Nomination and Remuneration Committee	August 14, 2003
5	Mr. Kris Sertthin	Director	November 11, 2019
6	Mr. Chokchai Tocharoentanaphol	Director	August 11, 2022
7	Mr. Thammasak Jittimaporn	Independent Director	January 17, 2023
8	Mr. Paisal Pongprayoon	Independent Director / Member of Audit Committee/ Member of Nomination and Remuneration Committee	April 2, 2012
9	Mr. Somchai Supattarakul	Independent Director / Member of Audit Committee	June 21, 2022
10	Mr. Nontigorn Kanchanachitra	Independent Director	June 21, 2022

Directors authorized to sign on behalf of the Company are Ms. Laksana Supsakorn, Mrs. Anurat Thiamtan, Mr. Sitthilarp Supsakorn, Mr. Surachet Supsakorn, Mr. Krit Settin, two of these five, jointly sign and affix the Company’s seal.

7.2.3 Roles, Duties and Responsibilities of the Board of Directors

Authority and Duties of the Board of Directors

1. Oversee and manage the Company's business activities to ensure compliance with relevant laws, business objectives, the articles of association, and resolutions of shareholders' meetings, and protect the Company's interests in accordance with the principles of good corporate governance.
2. Determine the Company's policies and business directions as well as monitor and supervise management performance to ensure effectiveness, efficiency and compliance with such policies with a view to maximizing the Company's economic value and shareholders' wealth.
3. Arrange for the organization of an annual general meeting of shareholders within 4 months from the end of the Company's accounting period, and convene an extraordinary general meeting of shareholders as necessary.
4. Hold a Board of Directors meeting on a quarterly basis, wherein at least one-half of the total number of directors shall be present. Decisions at the meetings shall be resolved by a majority vote. If votes result in a tie, the Chairman of the meeting shall have the casting vote.
5. Provide recommendations, discuss problems in a collaborative and comprehensive manner, and make decisions with discretion and prudence concerning agenda items proposed at Board of Directors meetings.
6. Arrange for the preparation of the balance sheets and the profit and loss statement at the end of the Company's accounting period, and have them audited before submitting to the Annual General Meeting of Shareholders for consideration and approval.
7. Appoint the Chief Executive Officer and determine his/her remuneration.
8. Empower the Managing Director to direct the Company's business activities, appoint and terminate employment of employees, determine remuneration in accordance with policies set by the Board of Directors, and authorize employees to take actions in accordance with business situations.
9. Consider and approve capital expenditures and the annual operating budget, and supervise usage of the Company's resources.
10. Determine guidelines and policies for remuneration of high-level executives.
11. Arrange to have internal controls and audits, financial control systems, compliance supervision, and risk control and management.
12. Ensure preparation of financial reports and general information important to shareholders in a complete, correct and adequate manner. Also, confirm verification and certification of such reports.
13. Establish policies relating to anti-corruption and supervise and ensure that the system to support the anti-corruption measures is efficient in order for the management to be aware of and place importance on fighting against corruption and forming a culture of anti-corruption within the organization.

Approval Authority of the Board of Directors

The Board of Directors has authority to approve various corporate matters according to the scope of duties specified by laws, the Company's Articles of Association, the Board of Directors' duties, and the shareholders' meetings' resolutions. Its approval authority also covers determination and review of visions, missions, operational strategies, annual business plans, risk management policies and annual budgets, setting

of performance targets and follow-up and evaluation of actual performance as compared to specified plans, oversight of capital expenditures and related-party transactions, mergers and acquisitions, business split-up, and joint investments

7.3 Information about Committees

7.3.1 Information of Committees

The Board of Directors has appointed 4 committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and the Risk Management Committee. They consist of directors who have qualifications and responsibilities in accordance with the regulations of the Stock Exchange of Thailand.

1. Audit Committee

The Audit Committee consists of 3 members, consisting of 1 Audit Committee Chairman and 2 Audit Committee members, all of whom are independent directors. In addition, at least one member of the Audit Committee must be a person with knowledge and experience related to accounting or finance. The term of office is 3 years each.

Authority and Duties of the Audit Committee

1. Review the Company's financial reports to ensure that the reports are correct according to accounting standards and relevant laws and that the disclosed information is adequate, complete, and reliable.
2. Conduct reviews to ensure that the Company complies with securities and exchange laws, requirements of the Stock Exchange of Thailand, or laws relating to the Company's business.
3. Perform reviews and provide advice to ensure that the Company's internal control, risk management, and internal audit systems are appropriate and effective according to international standards. The reviews shall be jointly conducted with external and internal auditors. The operations shall also be audited and reviewed to ensure accuracy and compliance with the operating regulations and laws. This is to ensure that there is an appropriate and adequate control over potential corruption risks.
4. Consider the independent status of the internal audit function. Also, endorse appointments, transfers, and terminations of internal audit heads or heads of other functions relating to internal audits; or endorse hiring of internal auditors from outsourced agencies. Additionally, endorse annual audit plans and audit fees.
5. The management will select the Company's external auditors. Present to consider appointing or cancelling the hiring of the Company's external auditor as well as considering appropriateness of audit fees proposing the matters to the Board of Directors for endorsement and to the Annual General Meeting of Shareholders for approval. The selection criteria shall include the auditor's independence, past performance, and experience.
6. Consider and ensure that related party transactions are in compliance with laws and requirements of the Stock Exchange of Thailand, reasonable, and beneficial to the Company.
7. Prepare the Audit Committee's report which shall be disclosed in the Company's annual report. The Audit Committee's report shall be signed by the Chairman of the Audit Committee and contain opinions on matters as required by the Stock Exchange of Thailand.

8. Seek consultation or opinions or suggestions from external consultants or experts as deemed appropriate by the Audit Committee.
9. Review the Charter of the Board of Directors as necessary and appropriate once per year.
10. Supervise the Company to ensure that there is a process for handling complaints from employees and external parties.
11. Perform other tasks as assigned by the Board of Directors.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of not less than three directors, of which more than half must be independent directors. The Chairman of the Nomination and Remuneration Committee must be an independent director. The term of office is 3 years each.

Authority and Duties of the Nomination and Remuneration Committee

1. Select and nominate persons qualified for being directors according to the Company's operating procedures on selection and nomination of directors. The committee shall also consider the performance, qualifications and appropriateness of the directors leaving office and qualified for re-election. The committee shall then propose a list of candidates to the Board of Directors for consideration and endorsement before submission thereof to the shareholders' meeting for election as directors.
2. Propose remuneration rates and employment conditions, including remuneration rates of
Chairman of the Executive Committee, the Managing Director, and high-level executives of the Company, as assigned by the Board of Directors.
3. Provide opinions regarding remuneration rates of the Chairman of the Board of Directors and directors according to the regulation on consideration of remuneration to the Board of Directors for approval and to the shareholders' meeting for endorsement.
4. Provide recommendations regarding successors of the Chairman of the Executive Committee and the Managing Director to the Board of Directors. Review succession plans for high-level executives, executives and key positions as prepared by the Chairman of the Executive Committee or the Managing Director.
5. Determine duties and responsibilities related to the following strategies:
    5.1 Human resources strategies for high-level executives
        5.1.1 Consider and provide opinions on human resources policies for high-level executives as proposed by the Chairman of the Executive Committee and/or the Managing Director to ensure alignment with the Company's business strategies before submission to the Board of Directors.
        5.1.2 Ensure that qualified candidates are included in succession plans for high-level executives, executives, and key positions. Ensure that these plans are regularly reviewed by the Chairman of the Executive Committee and the Managing Director.
    5.2 Strategies on performance evaluation and remuneration of high-level executives
        5.2.1 Review remuneration strategies and propose them to the Board of Directors for endorsement.

5.2.2 Review and propose remuneration, including allocation of the Company's shares, to the Board of Directors to motivate high-level executives to develop and promote their capabilities and subordinates' performance as well as to dedicate their efforts to business development and duty performance in the long and short terms.

5.2.3 Provide recommendations to the Chairman of the Executive Committee and the Managing Director regarding guidelines for considering salary, welfare and benefits for high-level executives of the Company.

5.2.4 Consider and provide opinions to the Board of Directors regarding policies and incentive programs aimed at retaining personnel with capabilities, quality, and capacity.

3. Corporate Governance Committee

The Corporate Governance Committee consists of the entire Board of Directors. The term of office is equal to the term of the Company's director.

Powers and duties of the Corporate Governance Committee

1. Determine the corporate governance policy in accordance with the regulations of the Stock Exchange of Thailand.
2. Periodically review the corporate governance policy and evaluation of its implementation.
3. Consider and approve the Company's business ethics

4. Risk Management Committee

The Risk Management Committee consists of the top management of each company division. The Chief Executive Officer is the Chairman of the Risk Management Committee. The term of office is equal to the duty of each division of the company.

Authority and Duties of the Risk Management Committee

1. Arrange a meeting to assess and review risks that may affect business operations both in short term and long term at least once per quarter.
2. Establish an action plan to reduce business risks.
3. Follow up and report the results of risk management to the Board of Directors.

7.3.2 List of 4 committees

1. Audit Committee

1. ACM Pongsatorn	Buasup	Chairman of the Audit Committee
2. Mr. Paisal	Pongprayoon	Director
3. Mr. Somchai	Supattarakul	Director
4. Ms. Kullakarn	Cheenpun	Secretary

ACM Pongsatorn Buasup, Chairman of the Audit Committee, is knowledgeable expertise and possesses sufficient experience to review the reliability of financial statements.

2. Nomination and Remuneration Committee

1. Mr. Paisal	Pongprayoon	Chairman of the Nomination and Remuneration Committee
2. Mr. Surachet	Supsakorn	Director
3. Mr. Nontigorn	Kanchanachitra	Director

3. Corporate Governance Committee

The entire Board of Directors acts as the Corporate Governance Committee.

4. Risk Management Committee

1. Chief Executive Officer	Chairman
2. Treasury Division Director	Director
3. Human Resources Director	Director
4. Information Technology Manager	Director
5. Director of Accounting and Central Internal Control	Secretary

7.4 Information about the Management

7.4.1 Names and positions of executives as of December 31, 2022 are as follows:

1. Mr. Leuchar	Pisitthakarn	Acting Chief Executive Officer
2. Mr. Leuchar	Pisitthakarn	Chief Operating Officer
3. Mr.Koosoo	Rattanaporn	Chief Financial Officer
4. Ms. Thanyaporn	Wanichkitpaisal	Accounting and Central Internal Control Director

Authority and duties of the Chief Executive Officer

1. Manage and direct the Company's operations according to the policies and authority determined by the Board of Directors.
2. Establish short-term and long-term business goals, annual business plans, expenditure budgets, and long-term strategic plans for submission to the Board of Directors for approval.
3. Manage operations through the management team in order to achieve goals stipulated in business plans; and ensure sustainable competitiveness and appropriate returns for shareholders.
4. Allocate resources and recruit high potential personnel for maximum benefits to the Company.
5. Promote and develop a strong organizational culture to support the Company's vision and business growth.
6. Closely monitor the Company's operations, evaluate performance, and report activities undertaken by the management to the Board of Directors on a regular basis and in a timely manner.
7. Consider, screen and present to the Board of Directors for approval the following matters: policies and business directions of the Company, affairs which may have significant impact on the Company's business after their implementation, and issues related to compliance with laws and regulations of the Stock Exchange of Thailand.

8. Prepare details of the scope of authority for submission to the Board of Directors for approval. The determined scope of authority is aimed at delegating authority to employees to perform duties and make decisions efficiently while ensuring flexibility and control management.
9. Prepare reports on the Company's financial positions and financial statements for submission to the Board of Directors for consideration and approval on a quarterly basis.

Authority and Duties of the Chief Executive Officer

7.4.2 Executive Remuneration Policy

The Company has established a compensation policy with details as follows:

1. Remuneration for Chief Executive Officer and Senior Executives includes salary, welfare, and other fringe benefits are set in accordance with the value of the job in each position
2. Compensation is considered by
    2.1 Ability to pay of the Company
    2.2 Competitiveness in the labor market
    2.3 It is paid according to the ability and according to the work performance (Pay for Performance) of the employees.
3. Board of Directors is the person who approves the budget for compensation in each year by considering the Company's financial position, operating results, and business projections.

Principle

1. Remuneration for the Chief Executive Officer and senior management is considered by The Board of Directors considers via the Nomination and Remuneration Committee according to the rules set out in the policy.
2. Remuneration for the subordinates is considered by The Chief Executive Officer according to the employee's performance in hierarchy within the budget framework approved by the Board.
3. Assessment of performance is carried out through an evaluation system under clear and concrete goals. Therefore, the compensation can be taken into account and adjusted to wages, salaries, benefits and other fringe benefits for all employees with fairness.

The structure of the Nomination and Remuneration Committee above has been considered. The Board of Directors viewed that the compensation is appropriate for directors and executive's responsibilities, and also is able to incentivize directors and executives to lead the organization to achieve both short-term and long-term goals. The renumeration rate is comparable with the rate in the Food and Beverage industry and industries with generate the similar income.

7.4.3 Total Compensation of Executives

Executive Compensation

In 2022, the Company has paid compensation consisting of salary and bonus to 6 executives, totaling 13,546,740 Baht.

Other Remuneration of Management

The Company has provided a provident fund for the management. The company has contributed in the ratio of 5% of the salary. In 2022, the company has paid contributions to the provident fund for 6 executives, totaling 638,620.92 Baht.1 executive directors and executives were granted executive company car meanwhile 5 executives were granted an allowance for car and transportation expenses

7.5 Information about Employees

Employee Compensation Policy

Employees' Remuneration Policy The Company has the policy of paying wages or salaries that are commensurate with the duties and responsibilities of the employees, taking into consideration the Company's ability to pay and the labour market conditions.

Payments of employees' remuneration are commensurate with the Company's operating results (short-term and long-term). Regarding short-term remuneration, the Company's profitability of a particular year shall be taken into consideration and key performance indicators (KPIs) shall be used to assign performance ratings based on job values. As regards long-term remuneration, it is the Company's policy to take care of its employees continuously on a long-term basis. In this regard, the provident fund was set up and the member employees shall pay monthly contributions to the fund at the rates of 5-15% of the wages. The Company shall also pay monthly contributions to the fund at the rate of 5% of the wages according to the length of service of each employee

For welfare management, the Company stipulated the clear policy and procedures on managing employees' welfare, which were disclosed in the human resources management regulations and the disciplines and guidelines on human resources management of the Company. Welfare schemes were created with a focus on all groups of employees appropriately and fairly. All welfare schemes were subjected to regular reviews to ensure alignment with changing circumstances and to cover all aspects including operational benefits such as per diem, travel expense, accommodation expense, uniform, etc. The Company placed its employees' health as one of its priorities. The annual budget for the physical check-up program was 984,851.50 Baht. In the previous year, the Company paid medical treatment expenses (through health insurance), Corona virus epidemic, and influenza vaccination expenses totaling 1,961,535.61 Baht and other welfare schemes to support the well-being or other matters of the employees such as provident fund contributions, accident insurance policies, loans, compensation payments, etc.

In a longer term, the Company takes care of its employees by establishing a provident fund where the member employees are required to make monthly contributions to the fund at their preferred rate of 5%, 7%, 10%, 12%, or 15%. They can also choose one of the 4 investment plans. The Company shall pay make contributions to the fund at the rate of 5%. There are a total of 564 employees who are member of the provident fund.

Total employees of the Company and its subsidiaries as of December 31, 2022 were reported at 1,615 persons, of which 71 are executive-level employees, 281 general-level employees, 1,263 operating-level employees.

In 2022, the Company and its subsidiaries paid compensation to employees in the total amount 427,815,503.08 million Baht. The compensation includes salary, overtime pay, living allowance, special grant, social security contributions, and provident fund contributions.

• Changes in the number of employees in the past 3 years

The total number of employees of the Company and subsidiaries is as follows:

• As of December 31, 2020, there were a total of 1,572 employees.

• As of December 31, 2021, there were a total of 1,495 employees.

• As of December31, 2022, there were a total of 1,615 employees.

Accident Statistics in 2022

• The number of employees taking leave as a result of accidents – 3 persons

Major Labor Dispute

In 2022, there were no protests or strikes.

Labor Union Establishment

There are no labor union in the Company. However, all employees are able to report or make complaints according to employee practices. (Please see the topic of Whistleblowing and Complaint Channels)

Personnel Development

The Company places importance on developing its personnel to improve their knowledge, skills, capabilities, and competencies to be in line with business strategies and goals and be ready for further growth of the Company moving forward.

In 2022, the company provided training courses for employees in order to increase their skills and competency. The number of training courses were reported at 84 courses, representing the number of training hours or knowledge development activities average 11.43 hours per person per year from a target of 6 hours per person per year.

In addition to training courses that would help employees to be ready to work. The company has also provided training and knowledge on the environment issues.

1. Training courses “Interpretation ISO 1400:2015 Requirements“ on 26-27 september 2022.

7.6 Other important information

7.6.1 List of designated persons

Company Secretary

Board of Directors has resolved to appoint Ms. Kullakarn Cheenpun to be the Company Secretary since April 1, 2017. The person who possesses appropriate qualifications and experience, and be able to perform secretarial duties is prescribed by the Company as details mentioned in Attachment 1

The qualifications and qualifications as well as duties and responsibilities are defined as follows:

Qualifications and Specifications

- Bachelor's degree (Accounting or Law)
- Knowledge of various legal principles related to the Company and the SEC
- Good interpersonal and communication skills
- Have experience working in this position before
- Knowledge of corporate governance

Responsibilities

- Oversee operations related to meetings of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, and the shareholders
- Prepare and retain minutes of the Board of Directors' meetings
- Oversee the disclosure of information and reporting in accordance with relevant laws and regulations and the principle of good corporate governance
- Provide preliminary recommendations and advice on legal issues, operating procedures, and good corporate governance practices for the Board of Directors
- Circulate resolutions and policies of the Board of Directors to relevant parties, follow up on results, and submit reports to the Board of Directors
- Communicate and provide information concerning the Company's businesses to the directors
- Arrange orientation sessions for new directors and support continuous development of directors
- Coordinate matters with external consultants such as legal consultants

Persons assigned to be directly responsible for overseeing bookkeeping

The Company assigned Ms. Thanyaporn Vanichkitpaisan to Director of Accounting and Central Internal Control Department. She is directly responsible for the supervision of bookkeeping as details mentioned in Attachment 1.

Head of Internal Audit

In the Audit Committee Meeting No. 3/2004 dated August 9, 2004, Audit and Management Consultants Company Limited (AMC) was appointed to perform the duties of the Company's Internal Auditor in which Mrs. Pilai Piampongsarn was assigned to be an Internal Auditor. She was primarily responsible for the performance of the Company's internal auditors as details mentioned in Attachment 3.

However, the consideration and approval of the appointment, removal or transfer of Head of the Company's Internal Audit Department must be approved or approved by the Audit Committee.

Head of Compliance

The Board of Directors has appointed Ms. Kullakarn Cheenpun as head of compliance function. She shall be responsible for acting as a center for supervision of business operations of companies in the group to ensure compliance with laws, rules, regulations and requirements of concerned supervisory bodies.

7.6.2 Head of Investor Relations

The company has established a specific unit with responsible person, Mr.Koosoon Rattanaporn, Chief Financial Officer, to communicate with investors. All Investors are able to contact for company information at 02-273-6886 or at website: www.tipco.net or at e-mail address: investors@tipco.net. The Investors can access the Company's information which is available on the website. The channel is separated into section of investor specifically.

Investor Relations Activities

- Inquiries about corporate information via telephone from general investors.
- Presentation of financial and general information on a quarterly basis under the "Investor Relations" section in the Company's website.
- Communication and presentation of financial and general information to analysists via email.

7.6.3 Auditor's Remuneration

The Audit Committee considers auditors' qualifications and performance as well as audit fees before presenting the information to the Board of Directors for consideration of appointment of the Company's auditor on an annual basis. Then, the Board of Directors shall propose the aforesaid matters to the shareholders' meeting for approval. The proposed list of auditors for consideration and appointment of the Company's auditor shall be based on the approved list of auditors of the Office of the Securities and Exchange Commission.

In 2022, the auditor's remuneration consisted of:

1. Audit fee

The Company and its subsidiaries paid a total audit fee of 3,870,000 Baht details as follows:

The Company's separate and consolidated financial statements: 1,150,000 Baht.

The financial statements of the 4 subsidiaries: 2,720,000 Baht.

2. Non-audit fee

Other service fees paid by the Company and its subsidiaries: Baht 85,565

8. Report on Key Performance in Corporate Governance

8.1 Summary of the performance of the Board of Directors in the past year

8.1.1 Recruiting, Developing, and Evaluating the Performance of the Board of Directors

Independent Director Qualifications

1. Meet the required qualifications of directors.

2. Perform duties and express opinions independently using their discretion. Uphold integrity and prioritize corporate benefits rather than only the interests of major or retail shareholders or oneself.

3. Possess qualifications as required by the Stock Exchange of Thailand and meet best practices as follows:

3.1 Hold no more than 0.75% of the total shares with voting rights in the Company or its parent company, subsidiary companies, associated companies, major shareholders, or persons with controlling authority. The shares held by related parties of the independent directors shall also be counted.

3.2 Never be or used to be a director involved in the management, a worker, an employee, an advisor with regular salaries, or a person with controlling authority of the Company or its parent company, subsidiary companies, associated companies, subsidiary companies at similar successive levels, major shareholders or persons with maintaining power. An exception applies to the case where the person has been in the absence of such nature for at least two years before the appointment date as an independent director. Such prohibited characteristics exclude the case of an independent director who used to be a government official or an advisor to a government agency, a major shareholder, or a person with controlling authority over the Company.

3.3 Have no relationships through blood or legal registration as a father, mother, spouse, brother or sister, and a child of another director, an executive, a major shareholder, a person with controlling authority, or a person nominated to be a director, an executive or a person with a controlling power of the Company or its subsidiaries.

3.4 Never have or used to have a business relationship with the Company or its parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company in a manner which may hinder an ability to make an independent decision. Also, hold no position of a significant shareholder or a shareholder with the controlling authority of a person having a business relationship with the Company or its parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company. An exception applies to the case where the person has been in the absence of such nature for at least two years before the appointment date as an independent director.

3.5 The above business relationship shall refer to a trading transaction undertaken on an arm's length basis to do business, rent or letting immovable properties; a transaction relating to an asset or service; or the provision or receipt of financial assistance through borrowing or lending, guaranteeing or using assets as collateral for liabilities; or other transaction of similar nature, resulting in the Company or its counterparty having liabilities to be paid to another party. The transaction shall be worth at least 3% of the Company's net tangible assets or at least Baht 20 million, whichever is lower. Such liabilities shall be calculated using

the method for calculating related-party transactions as per the Notification of the Capital Market Supervisory Board Re: Criteria for Undertaking Related-Party Transactions mutatis mutandis. Also, the calculation includes the liabilities that occurred within one year before the date of entering into the business relationship with the same person.

3.6 Never be or used to be an auditor of the Company or its parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company; and hold no position of a significant shareholder, a person with controlling authority, or a partner of the audit firm being the auditor of the Company or its parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company. An exception applies to the case where the person has been in the absence of such nature for at least two years.

3.7 Never be or used to be a provider of any professional services, including legal or financial consulting services with a service income of more than Baht 2 million per annum from the Company or its parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company; and hold or have been holding no position of a significant shareholder, a person with controlling authority or a partner of that professional service provider, now or for at least two years before the date of appointment as an independent director.

3.8 Hold no position of a director appointed to represent a director of the Company or its major shareholders or shareholders being related parties of the major shareholders.

3.9 Have no business operations of the same nature and in significant competition with the business of the Company or its subsidiary companies; or have no position of a powerful partner in a partnership; or have no position of a director involved in the management or a worker or an employee providing consultation with regular salaries or a person holding more than 1% of the total shares with voting rights in another company operating business of the exact nature and in significant competition with the business of the Company or its subsidiary companies.

3.10 Have no other characteristics that lead to an inability to independently provide opinions relating to the Company's operations.

4. The term of office can be continued for up to nine years from the date of first appointment as an independent director.

Nomination and Appointment of Directors and Top Executive

The Procedures of Consideration and Nomination

1. The Board of Directors determines qualifications of directors, independent directors, and the managing director.
2. The Nomination and Remuneration Committee screens and selects persons with qualifications as specified by the Board of Directors and propose them to the Board of Directors for consideration.
3. The Board of Directors considers and selects candidates for directors and proposes them to the shareholders' meeting for consideration and appointment.
4. The Board of Directors considers and appoints a person appropriate to be the Chief Executive Officer.

Qualifications of Directors

1. Have a clean record.
2. Have a vision and demonstrate a broad business perspective.
3. Exhibit good interpersonal skills, morals, and appropriate personalities.
4. Possess effective communications skills.
5. Demonstrate business acumen and systematic decision making.
6. Possess good knowledge and understanding of finance, commerce or industry with experience in business management.
7. An experienced person who used to be a director of a company or a state enterprise or had held a position with equivalent qualifications.
8. A person who can dedicate sufficient time to be a director of the Company and not be a director in more than three other companies listed on the Stock Exchange of Thailand.

Where necessary, the Nomination and Remuneration Committee considers the qualifications of such directors. Before proposing to the Board of Directors for approval, including being a director in no more than five listed companies.

9. A person who devotes time and has performed their duties as a director of the Company in the past agenda.

Qualifications of the Chief Executive Officer

1. Uphold integrity and have a clean record.
2. Hold no position as a major shareholder. Be a professional and modern manager.
3. Possess skills and experience in various areas, including international business.
4. Exhibit strong leadership skills with broad visions, good interpersonal skills, practical communication skills, and appropriate personalities.
5. Be able to leverage the differences and capabilities of employees to achieve business goals and conform to the corporate culture.
6. Demonstrate skills in marketing, finance, and personnel management.
7. Be able to lead, supervise and manage operations of the entire organization
8. Effectively identify business opportunities and solve problems.

Criteria for Consideration and Selection of Directors

1. Candidates must meet the required qualification criteria for directors.
2. The Board of Directors shall consist of experts in different fields that are beneficial to determining directions and controls of the Company's operations.

Procedures and Criteria for Election of Directors at Shareholders' Meetings

1. At the shareholders' meeting, the election of each director shall be voted separately.
2. To vote for each director, each shareholder shall have several votes equal to the number of shares held, whereas one share shall have one vote.
3. The election of each director requires approval by a majority of the votes cast by the shareholders present at the meeting and entitled to vote.

Company's Articles of Association regarding the Board of Directors

16. At every annual general meeting of shareholders, one-third of the directors shall vacate office. If the number is not a multiple of three, the number nearest to one-third shall retire from the office. Directors to retire during the first and second years following the Company's registration shall be determined by drawing lots. In subsequent years, directors who have served in office the longest will be required to leave their posts. A retiring director may be eligible for re-election.

17. Apart from vacancy upon the expiry of his/her term of office, a director shall vacate the office upon:

(1) Death;

(2) Resignation;

(3) Disqualification or possession of prohibited characteristics under Section 68 of the Public Company Limited Act B.E. 2535;

(4) Removal by the resolution of the shareholders meeting as per 20; or

(5) Removal by court order.

18. Any director desiring to resign from office shall submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.

The director who has resigned under the first paragraph may also notify the registrar of their resignation.

19. In case of a vacancy in the Board of Directors for reasons other than the expiration of the director's term of office, the Board of Directors shall elect a person with suitable qualifications and having no prohibited characteristics under Section 68 of the Public Company Limited Act B.E. 2535 to fill the vacancy at the next meeting of the Board of Directors, except in the case where the remaining term of office of such director is less than 2 months. The replacement director shall hold the office only for the remaining term of the director whom he/she replaces.

The resolution of the Board of Directors under the first paragraph shall be passed by votes of no less than three-fourths of the number of the remaining directors.

20.The shareholders meeting may pass a resolution to remove a particular director prior to the expiry of his/her term of office. Such resolution shall comprise no less than three-fourths of the total votes of the shareholders who attend the meeting and are entitled to vote, subject to the condition that the combined number of shares shall not be less than one-half of the total number of shares held by the shareholders who attend the meeting and are entitled to vote.

21. Directors may or may not be the Company's shareholders

Orientation for new directors

Tipco requires all new directors to attend an orientation session to learn about business policies, shareholding structure, capital structure, information systems, and regulations and laws. In addition, each new director will receive a manual for directors, other relevant information, and the latest operating results.

Development and trainings for the directors, executives, and corporate secretary

Participant	Position	Course	Date
ACM. Pongsatorn Buasup	• Independent Director • Chairman of the Audit Committee	• Easy Listening: Accounting Tips that AC should not miss EP.2	22/7/2022
Mr. Leuchar Pisitthakarn	• Acting Chief Executive Officer • Director of Operation	• Health Tech Investment: Opportunity to create New S-Curve	20/10/2022
Mr. Koosoon Rattanaporn	• Chief Financial Officer	• TLCA CFO CPD No. 5/2022 “Restructuring Business for Growth” • SET x IAA: Techniques to Add Value to Listed Companies From a stock analyst point of view	12/10/2022
Ms. Kullakarn Cheenpun	• Company Secretary	• Preparation for support of the enforcement of PDPA • Nomination and Appointment of Directors • In-depth seminar on survey guidelines for CGR projects in 2023 • Techniques for preparing minutes of meetings	11/7/2022 27/9/2022 2/11/2022 10/11/2022

Board of Directors/Committees Evaluation

According to the good corporate governance principles for listed companies, self-assessment of boards of directors and committees shall be conducted at least once per year to highlight achievements and issues for improvement. Self-assessment shall be conducted for boards of directors and individual directors.

Self-assessment of boards of directors and individual directors:

Self-assessment forms for boards of directors have been developed and distributed by the Stock Exchange of Thailand (SET) and can be divided as follows:

1. Self-assessment form for the board of directors
2. Self-assessment form for an individual director

Self-assessment process:

1. A company’s board of directors conducts self-assessment through a form developed by the SET.
2. The corporate secretary reports self-assessment results of all directors.
3. The corporate secretary reports self-assessment results to the board of directors for enhanced operational efficiency.

The self-assessment forms for the board of directors and an individual director contain 6 topics:

1. Structure and qualifications of the board of directors and an individual director
2. Role, duties, and responsibilities of the board of directors and an individual director
3. Meetings of the board of directors and an individual director
4. Performance of duties in the capacity of the board of directors
5. Relationships with the management team
6. Self-development of the directors and executives as a team

Board of Directors Evaluation

The Board of Directors assesses its role and efficiency of duty performance by discussing and reviewing past meeting agenda items and critical achievements in various aspects, such as last year's operating results as compared to business plans, risk management efficiency, strategy determination, business plan approval, primary investment considerations, etc. The unimplemented areas include the Chairman of the Board of Directors is an independent director; independent directors representing more than half of the Board of Directors.

The evaluation of the Chairman of the Board of Directors was conducted through the directors' discussion. The directors commended that the Chairman of the Board of Directors appropriately performed duties, created a positive meeting environment, remained impartial, and allowed all directors to express opinions without time limits freely. The directors felt they were valued as they could fully perform their duties.

No significant issues for improvement were found from the evaluation of the Board of Directors.

The Board of Directors viewed that they efficiently performed duties and clearly understood their role and responsibilities and Tipco's nature of business and situation. Each director devoted one's time and effort to the success of the Board of Directors.

Self-assessment of respective committees : Self-assessment shall be conducted for respective committees, including the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee, once per year. Self-assessment forms for respective committees can be divided as follows:

1. Self-assessment forms for committees
2. Self-assessment forms for individual committee members

Self-assessment process

1. The respective committee conducts self-assessment.
2. The corporate secretary reports self-assessment results of the respective committee for enhanced operational efficiency.
3. The corporate secretary reports self-assessment results of the respective committee to the board of directors.

Self-assessment forms for committees and individual committee members contain 6 topics :

1. Structure and qualifications of the respective committee
2. Role, duties, and responsibilities of the respective committee
3. Meetings of the respective committee
4. Performance of duties as a committee member
5. Relationships with the management team
6. Self-development of a committee member and a management team member

1.Audit Committee Evaluation

Based on the self-assessment of the Audit Committee, it was found that the committee performed duties as assigned and conducted meetings every quarter together with the external and internal auditors to consider whether adequate controls were in place. Apart from regular meetings, the Audit Committee held special arrangements with the external auditor and reported the results to the Board of Directors for acknowledgment and further rectification actions.

The Board of Directors viewed that the Audit Committee performed duties comprehensively and efficiently and provided comments and recommendations that benefited the Company's management. The Audit Committee also advised the management team to exercise caution in various matters and revise action plans to avoid potential damage. The Audit Committee achieved a very satisfactory performance.

2. Nomination and Remuneration Committee Evaluation

The Nomination and Remuneration Committee conducted a self-assessment by considering and comparing the objectives, authority, duties, and responsibilities and deemed that the Committee entirely performed its duties.

The Board of Directors deemed that the Nomination and Remuneration Committee wholly performed its duties and provided helpful recommendations for the Company, such as human resources management and salary structure.

3. Corporate Governance Committee Evaluation

The Corporate Governance Committee assesses its roles and efficiency in performing its duties by ensuring that the performance results align with the established policies.

4. Risk Management Committee Evaluation

The Risk Management Committee assesses the roles and responsibilities of risk management by formulating action plans to mitigate business risks, organizing meetings to evaluate risks that may affect business operations in the short and long term, and reviewing the potential risks at least once a quarter, along with monitoring and reporting the results of risk management to the Board of Directors for acknowledgment complete as specified.

Succession Plans

The Nomination and Remuneration Committee shall provide opinions on successors of high-level executives, executives, and other critical positions to the Board of Directors. The committee will prepare the succession plans for high-level executives, executives, and key positions, with the list of persons meeting the criteria for consideration. The managing director regularly reviewed the list. The steps for selecting successors in the organization are as follows:

1. Identify successors of crucial positions according to the organization chart.
2. Prepare and use the "360 Degree Feedback" tool for evaluating the competency of talents in the talent pool as a supporting means of screening.
3. Report the "360 Degree Feedback" results and develop criteria for grouping talents for employees.

8.1.2 Meeting Attendance and Remuneration of Individual Committees

Summary of Meeting Attendance of the Company's Directors

List of Directors	(No. of Attended Meetings/No. of Meetings)			
	Audit Committee's Meetings	Nomination and Remuneration Committee's Meetings	Board of Directors' Meetings	Shareholders' Meetings
Miss Laksana Supsakorn			8/8	1/1
Mrs. Anurat Tiamtan			8/8	1/1
Mr. Virat Phairatphiboon**	2/2		3/5	1/0
Mr. Surachet Supsakorn		2/2	8/8	1/1
Mr. Kris Sertthin			8/8	1/1
Mr. Chalit Limpanavech**			4/5	1/1
Mr. Sitilarb Supsakorn****			5/5	1/1
Mr. Paisal Pongprayoon	4/4	2/2	8/8	1/1
Mrs. Achara Pricha**	2/2	1/1	5/5	1/1
ACM. Pongsatorn Buasup*	2/2		8/8	1/1
Mr. Yongsit Rojsrikul			4/4	1/1
Mr. Nontikorn Kanchanachitra***		1/1	2/2	
Mr. Somchai Supattarakul***	2/2		2/2	
Mr.Chokchai Tocharoenthanaphol*****			1/1	

* Resigned from the position of Chief Executive Officer and Director of the Company with effect from April 28, 2022, onwards

** Resigned from being an independent director of the Company with effect from June 1, 2022, onwards

*** Appointed as an independent director of the Company on June 21, 2022, onwards

**** Resigned from being a director of the Company with effect from July 5, 2022, onwards

***** Appointed as a director of the Company on August 17, 2022, onwards

Board of Directors' remuneration

The remuneration scheme for the Board of Directors is divided into the following:

- Remuneration for working by paying monthly remuneration to the Board of Directors.
- Remuneration from the company's performance. If the company has positive profit, the remuneration shall be paid to the entire board of directors no more than one times the total remuneration the Board of Directors receives for the whole year.

The consideration of remuneration is at the discretion of the Board of Directors. The Company does not provide any other benefits to the directors. The compensation of the Board of Directors and committees will be proposed to the annual general meeting for approval annually.

From the Annual General Meeting for 2022 held on April 7, 2022, it was resolved to approve the remuneration at the same rate as 2021. The Board of Directors approved the remuneration of at most one time of the total annual income at maximum for the committees.

Position	Compensation	Compensation for Performance	Other benefits
Chairman of the Board	50,000 Baht/month	600,000 Baht/year	-
Direct	40,000 Baht/month	480,000 Baht/year	-
Chairman of the Audit Committee	70,000 Baht 4 times a year	-	-
Audit Committee	50,000 Baht 4 times a year	-	-
Chairman of the Nomination and Remuneration Committee	60,000 Baht/year	-	-
Nomination and Remuneration Committee	40,000 Baht/year	-	-

Each director does not receive any remuneration from the subsidiary. In 2022, the Company pays the Board of Directors' remuneration as follows:

Monetary compensation (per year)

Monetary compensation consists of meeting allowance which is paid according to the number of meetings attended as follows:

List of Directors	Position	Director's Remuneration (Baht)			
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Total
Miss Laksana Supsakorn	Chairman of the Board	1,200,000			1,200,000
ACM. Pongsatorn Buasup*	Vice Chairman/Independent Director/ Chairman of the Audit Committee	960,000	140,000		1,100,000
Mrs. Anurat Tiamtan	Director	960,000			960,000
Mr. Sitilarb Supsakorn	Director	245,333			245,333
Mr. Kris Sertthin	Director	960,000			960,000
Mr. Surachet Supsakorn	- Director - Member of Nomination and Remuneration Committee	960,000		40,000	1,000,000
Mr. Virat Phairatphiboon*	- Independent Director - Chairman of the Audit Committee	680,000	140,000		820,000
Mr. Chalit Limpanavech*****	- Independent Director	680,000			680,000
Mr. Paisal Pongprayoon	- Independent Director - Chairman of the Nomination and Remuneration Committee - Member of the Audit Committee	960,000	200,000	60,000	1,220,000

List of Directors	Position	Director's Remuneration (Baht)			
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Total
Mrs. Achara Pricha	- Independent Director - Member of the Nomination and Remuneration Committee - Member of the Audit Committee	680,000	100,000		780,000
Mr. Yongsit Rojsrikul****	Chief Executive Officer	640,000			640,000
Mr.Nontikorn Kanchanachitra***	- Independent Director - Member of the Nomination and Remuneration Committee	253,333		40,000	293,333
Mr. Somchai Supattarakul ***	- Independent Director - Member of the Audit Committee	253,333	100,000		353,333
Mr.Chokchai Tocharoenthanaphol*****	- Director	186,666			186,666

* Appointed as the Chairman of the Audit Committee on June 21, 2022, replacing Mr. Virat Phairatphiboon, who had resigned from being an independent director.

** Appointed as a member of the Audit Committee on June 21, 2022, in place of Mrs. Atchara Preecha, who resigned from being an independent director.

*** Appointed as a Nomination and Remuneration Committee member on June 21, 2022, in place of Mrs. Achara Pricha, who resigned from being an independent director.

****Resign from the position of Chief Executive Officer and Director of the Company with effect from April 28, 2022, onwards.

*****Resigned from the position of an independent director of the Company with effect from June 1, 2022, onwards.

Other Compensation

-None-

8.1.3 Supervision of Subsidiary and Associated Companies

Supervision of operations of the Company and its subsidiaries is based on the same written operating guidelines of the Tipco Foods Group. Management of business operations of the subsidiary and associated companies are as follows:

1. The Board of Directors considers and appoints the Company's representatives to be directors of the subsidiary and associated companies according to investment proportions.
2. The subsidiary companies shall report, every quarter, the operating results and internal controls to the Audit Committee for further submission to the Board of Directors.
3. Activities shall be jointly held by the subsidiary and associated companies to ensure they are aware of aligned action plans.
4. The budgets for the entire Tipco Foods Group shall be combined before submission to the Board of Directors for consideration.
5. Related party transactions must be proposed to the Board of Directors quarterly through the con sideration of the Audit Committee.
6. Job transfers or promotions within the Tipco Foods Group are allowed, whereas the work duration shall be counted continuously.

In 2022, the Board of Directors followed up on the performance of subsidiaries and associated companies using the operational criteria outlined in the policy.

8.1.4 Monitoring to ensure compliance with corporate governance policies and practices

As the Company attaches great importance to good corporate governance, the relevant policies and guidelines have been set in the Company's corporate governance policy and business ethics to promote the actual practice and build confidence in all stakeholders. In the previous year, the Company fully implemented the guidelines for each issue and followed up to ensure compliance with good corporate governance as follows:

1. Communication

The Company provides all executives and employees with training about the manual on good corporate governance and business ethics in a concrete manner. The purpose is to ensure sound management, responsibility, and compliance with the Company's code of conduct. To continually create an excellent corporate governance culture in the Company, a questionnaire on "Conflicts of Interest or conflicts of interest." is sent to all employees and requires their answers.

2. Prevention of Conflicts of Interest

To prevent potential conflicts of interest, the Company's employees must sign agreements regarding actions leading to conflicts of interest. The deal specifies disciplinary procedures and punishments, including employment termination in case of an intentional violation or breach of the agreement. Also, to prevent any misuse of internal information for personal gains, the Company's directors and executives are required to disclose their shareholding in the Company at every quarterly Board of Directors meeting and report any changes in their shareholding to the Secretary to the Board of Directors upon learning of such changes.

Related party transactions, according to the criteria of the Stock Exchange of Thailand, must be

reviewed by the Audit Committee before submission to the Board of Directors for approval. Directors having conflicts of interest shall abstain from voting. A related party transaction of high value must be approved by the shareholders' meeting and posted in a newspaper. The value of a related party transaction shall be marked to market and compared with the market prices determined by at least another three companies.

The Company stipulated a policy regarding reporting the beneficial interests of the Company's directors and executives. The procedure requires that the directors and executives disclose the practical interests of themselves and related persons within the specified time frame. The corporate secretary shall sign and submit the reports to the Chairman of the Board of Directors and the Audit Committee within seven days of receiving such information. This work practice follows the Company's Notification Re: Criteria for reporting the beneficial interests of directors and executives No. 001/2552 dated 29 June 2009.

In 2022, the Company did not find any actions that violated the conflict of interest policy. Every year, the Human Resources Department educates and follows up for executives and employees to sign the "Agreement on Actions Conflict of the Company's interests" through the HR Portal system. For the Board of Directors, the Company prepared an agenda for reviewing the manual of good corporate governance and business ethics, which contains this topic in the handbook so that the committee is informed annually.

3. Use of inside information for profit

The Company developed the policy on prevention against internal information use as part of its Code of Conduct as per Item 3.1 Management's Treatment of Shareholders. According to the procedure, the management and employees are not allowed to use internal information for personal gain or to trade securities. Emails about raising policy awareness have been sent to employees, executives, and directors quarterly, especially during the one-month period before the disclosure of the financial statements to the general public. Details of the said policy are as follows:

3.1.8. It is prohibited to seek benefit for oneself or related persons by directly or indirectly using non-public information of the organization.

3.1.9. It is prohibited to use financial information of the Company for person gains during the one-period before the disclosure thereof to the public.

3.1.10.Purchases or sales of the Company's securities during the one-month period before the disclosure of the financial statements to the public shall be avoided.

3.1.11. It is required to report any shareholding in the Company as well as any changes thereto to the Company's Secretary according to Section 59 and punishment clauses according to Section 275 of the Securities and Exchange Act B.E. 2535.

- It is prohibited to disclose confidential information to external parties, especially competitors.
- It is prohibited to take any actions in a manner which may cause conflicts of interest with the Company.

The Company requires the first top 4 executives, the Board of Directors, and the Executive Committee

to report their trading of the Company's securities to the SEC Office in strict compliance with the specified regulations. Also, the Board of Directors is asked to refrain from trading securities after the end of each meeting and before submitting information to the SET or the SEC Office. Nonetheless, from 2004 onwards, it is required that all purchases and sales of the Company's securities be reported through the Company's Secretary, not through individuals' reports. Moreover, directors and high-level executives are required to disclose their shareholding in the Company quarterly to reflect the shareholding movements.

Punishment Disciplinary: warnings or punishments shall be as per the human resources management guidelines of the Company and its subsidiaries.

In every quarter of 2022, a period of 1 month before the financial statements were publicly disclosed, the Company's Secretary notified relevant persons of the Backout Period in advance by e-mail, and there were no directors, executives, or related employees trading securities during the period specified by the Company to suspend trading. The Company has required the first four senior executives, the board of directors, and the executive committee to report the trading of the Company's securities to the SEC in 2022. In the past, there was no trading of securities of the Company.

In the past year, the Company has educated directors, executives, and employees regarding the prevention of the use of insider information By publishing on www.tipco.net Good Corporate Governance and Business Ethics Handbook and the Company's intranet system. Every year, there will be an agenda for the Board of Directors to review the Good Corporate Governance and Business Ethics handbook. The topic of using insider information to seek benefits has been included in the manual for the Board of Directors to acknowledge.

4. Anti-Corruption

The Company has established policies, procedures, and actions to prevent involvement in corruption as follows:

Anti-Corruption Policy

Directors, executives, and employees at all levels of the Tipco Foods Group and its related parties shall strictly refrain from committing all forms of corruption in all cases, directly or indirectly. The Tipco Foods Group shall have measures to regularly audit and review compliance with the anti-corruption policy to keep up with changing business environments, regulations, rules, and laws. Any violations or actions to support corruption shall be subject to disciplinary actions according to the Company's regulations

Furthermore, the Company took the following actions to prevent any involvement in fraud and corruption:

1. The Company communicated to the directors, executives, and employees that they must strictly conduct all work processes within the scope of laws. Any mistakes in the work processes due to negligence or complacency shall be subject to punishment by authorities without any exception.

2. The Company put in place a channel for people to file leads or tips in the event of witnessing any violation or fraud, or corruption. The Company also had protection measures for those who reported the incidents. Details of the policies and actions relating to the prevention of any involvement in corruption will be disclosed on the Company's website under the section of Corporate Governance.

3. The Company established the anti-corruption working group responsible for stipulating anti-corruption

policies and measures to ensure alignment and compliance with the requirements of anti-corruption standards of the CAC; preparing guidelines and action plans to promote collaboration in preventing and combating internal corruption; reviewing anti-corruption policies and measures; monitoring and evaluating the performance as compared to the policies; and independently performing audits as per the anti-corruption measures consistently as well as in the cases of complaints regarding any inconsistencies with the anti-corruption policies and standards.

4. The Company shall not allow its management team and employees at all levels to commit corruption or bribery. Also, it is prohibited to assign others further to give or receive money or other incentives on one's behalf to exchange for business advantages, privileges, or different kinds of monetary benefits. Giving bribes directly or indirectly to government officials or politicians is prohibited from persuading such persons to make decisions that benefit the Company or are considered a violation of ethics and laws.

5. The Company shall not allow its management team and employees at all levels to receive any money, objects, entertainment, or other benefits from the customers, sellers of products or services, or contractors; or to receive any gifts on festive occasions with the values exceeding normal limits of the Company's stakeholders such as sellers of products and services and customers; if such receiving may cause others to understand that the receiver favors or has a special business relationship with the giver and this could lead to unfair treatment towards other sellers of products or services or customers. However, such receiving or giving may be allowed if the receiving or giving is conducted transparently or in a public place or can be disclosed. Such a transaction shall be reported to the relevant supervisor in this case. If receiving any gift or award with excessive value, it shall be submitted to the Human Resources Department and included as part of a central pool of assets.

6. The Company facilitated training to raise awareness among its executives, employees, and representatives about corruption and combating it while educating them about social responsibility.

7. The Company provided channels for submitting complaints, leads, and reports of violations or breaches of the Company's anti-corruption policy through the website: www.tipco.net ("Filing of Anti-Corruption Leads"); an email: anti-corruption@tipco.net; a mail to: Managing Director or Corporate Secretary or Supervisor; or an opinion box directly to the Managing Director, for further fact checks with disclosure or non-disclosure of the filing person.

8. The management team and employees, including other stakeholders, must strictly comply with the Company's anti-corruption policy. An emphasis shall be placed on the respect for property rights and the promotion of relevant parties' respect for properties and local wisdom and non-purchases of products or services from or non-partnership with organizations that violate human rights

Disclosure of the Anti-Corruption Policy

To ensure that all people within the organization are aware of the anti-corruption policy, the Company has taken the following actions:

1. Posting the anti-corruption policy at the public relations boards at the premises of all companies in the Tipco Foods Group
2. Disseminating the anti-corruption policy via the Company's communication channels, including its emails, website, annual registration statement (56-1 form), annual report (56-2 form), and leaflets
3. Facilitating trainings in its anti-corruption policy to new employees and incorporating the matter in the employees' manual
4. Reviewing the anti-corruption policy on an annual basis

5. Whistleblowing

Persons who witnessed fraudulent or corrupt practices or were affected by their refusal to conduct corrupt practices may report leads or file complaints with or without their names disclosed. In this regard, they shall identify facts or evidence that indicate a reasonable ground to believe that corrupt practices were conducted or were affected by their refusal to act corrupt practices. Reporting leads or filing complaints shall be made via one of the following channels:

1. Email: anti-corruption@tipco.net

2. Website: www.tipco.net (Topic: Reporting fraudulent or corrupt practices)

3. Telephone numbers: Chief Executive Officer 02-273-6888, Chairman of the Board of Directors 02-273-6400, or Call Center 095-205-1864

4. Mailing to: Chairman of the Board of Directors/Chief Executive Offer, Mailin Address: Tipco Foods Public Company Limited 118/1 Rama 6 Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400

1. For highly important or emergency cases that may affect the corporate image or are related to high-level executives or directors, the complainer shall report directly to the Chairman of the Audit Committee at E-mail: bsupda@yahoo.com

2. The Company shall examine the complaints based on reliable facts. However, the whistleblowers or complainants shall be aware that the cases without their names disclosed could affect the efficiency of the Company's fact-finding operations.

Protection of Whistleblowers and Those Refusing to Conduct Corrupt Practices

The Company set a mechanism to provide protection for persons who cooperate with the Company in fighting against corruption, including whistleblowers, those providing information, and those refusing to conduct corrupt practices. This is to ensure that such persons will not face any trouble or suffer any damage from such actions.

1. The unit receiving the complaint shall consider preliminary information or find supporting information. Suppose it is deemed appropriate to conduct a fact-finding. In that case, the unit's top executive receiving the case shall grant endorsement before submitting the claim to the relevant department for further actions according to the procedures.

2. The Company shall protect those cooperating with the Company in providing leads or refusing to conduct corrupt practices to free them from trouble, threats, or unfair practices resulting from such cooperation.

3. The Company shall not demote, punish or incur a negative impact on the employees or executives who refused to conduct corrupt practices. However, such action might cause losses of business opportunities to the Company.

4. If the whistleblowers/complainants find that they may not be safe or suffer from any damage, they can request the Company's protection as appropriate.

5. To protect the rights of the persons filing complaints or giving information in good faith, the Company shall keep the personal data confidential. Only those responsible for conducting fact-finding are allowed to access such information. The disclosure of such information to irrelevant persons shall be considered a disciplinary offense and subject to disciplinary actions according to the Company's procedures.

6. If it is found that an employee or executive unfairly treats or causes damage to another person because such person provides leads/files a complaint or refuses to conduct a corrupt practice, that employee or executive shall be regarded as committing a disciplinary offense.

7. All cases found in 6. shall be subject to disciplinary actions according to the Company's procedures.

Guidelines for receiving and handling complaints

The Company has established guidelines for receiving and taking action on whistleblowing or providing information including complaints about corruption, to ensure that whistleblowing or providing information, including such complaints, will receive accurate and appropriate responses as follows:

1. Whistleblowing or providing information, including complaints about corruption through various channels, will be reported to the Anti-Corruption Working Group of the Company to consider and investigate complaints based on reliable facts and must give an answer within 15 days which the answer will be in one of the following cases

1.1 Receive complaints along with explaining the details of the operation

1.2 Not accepting complaints along with explaining the reason for not taking it

1.3 Take time to find out the facts or find more details

However, the whistleblower who makes a complaint shall know that anonymously reporting may limit the Company's scrutiny and feedback.

2. If the complaint falls under items 1.1 and 1.3, the Company's Anti-Corruption Working Group shall appoint a "Factual Investigation Committee" of 2-5 people to be assigned to investigate facts and check both the document and testimonies from various individuals related, and the designated person must be a person who is not directly or indirectly involved in such clues or complaints.

3. The Fact Investigation Committee must prepare a report on the investigation of such clues or complaints, including giving opinions on the consideration of the decision and guidelines for correcting and preventing by presenting to the Anti-Corruption Working Group of the Company to be completed within three months, depending on the case.

4. The decision on clues or complaints of the Anti-Corruption Working Group shall be final. In this regard, the Anti-Corruption Working Group shall notify the result of its diagnosis to whistleblowers or complainants within seven days after the diagnosis if possible.

Punishment

Any person intentionally or negligently violating this regulation or exhibiting misconduct through any form of persecution, threatening, disciplinary action, or discrimination against those providing leads/filing complaints or those involved in the implementation of this regulation shall be deemed as committing a disciplinary offense and shall be subject to disciplinary actions according to the Company's procedures. Such person shall also be liable for any damage incurred to the Company and those affected by said action.

Details of the anti-corruption policy and relevant activities are disclosed on the Company's website under

“Good Corporate Governance.”

6. Protection of networks and information systems

The Company has set a policy for the use of computer systems and security systems for employees or individuals who will access the computer network system of Tipco Food Business Group, including connecting to the Internet through the Company’s network, which shall be strictly adhered to as follows:

1. General policies and regulations on the use of computer systems and internet connections
2. General policy on the use of Electronic Mail, Chat, and Other Electronic Communications
3. General Policy on Use of the Site Corporate social media and internet access
4. General policies for applications and programs
5. Password Policy and Security
6. Policy on Backup data and Recovery Data Policy
7. Software License Policy
8. Data Correction Policy
9. Access to information from internal and external employees or third parties
10. Procurement policy for computers or other equipment related to IT work
11. Internet Access Policy

Policy on using this computer network is a part of the work requirements of all employees, and it will be considered a violation of work discipline if not followed.

In 2022, the Company complied with the specified policy and audited IT systems from internal and external auditors. The Company also has a firewall protection system to prevent cyber security attacks from outside in every branch. In addition, the Company has recorded logs of internal and external use all the time; meanwhile, advanced threat protection software was installed to prevent attacks on various systems from internal and external sources.

8.2 Report of the Audit Committee and other Committees

Audit Committee Report

The Audit Committee of Tipco Foods Public Company Limited consists of 3 independent directors, with ACM Pongsatorn Buasup as the Chairman of the Audit Committee, Mr. Paisal Pongprayoon, and Mr. Somchai Supattarakul, as the Audit Committee members.

In 2021, there were official meetings between Audit Committee, external auditors, and internal auditors four times. There was also a discussion between the committees and internal auditors, external auditors, and management team to ensure consistency of total performance of the Audit Committee, as detailed in Attachment 6.

Report of the Corporate Governance Committee

The Board of Directors, in its capacity as the Corporate Governance Committee, is committed to ensuring that the Company’s operations comply with the good corporate governance guidelines stipulated by the Stock Exchange of Thailand as well as the international standards and the Securities and Exchange Commission’s 2017 Corporate Governance Code for Listed Companies.

The Company encourages its employees at all levels to perform duties according to good corporate governance principles to assure its shareholders, investors, customers, and other stakeholders that it has adopted the efficient, transparent, auditable, and fair management mechanism for increased value sustainable corporate growth. These principles are under its vision of continuous development, competitiveness, and customer trust in domestic and

global markets.

With its strong commitment to complying with the principles of good corporate governance, the Company won the Top Corporate Governance Report Award from the Stock Exchange of Thailand for five years (2003-2006 and 2010). In 2022, the Company was officially certified as a member of Thailand's Private Sector Collective Action Coalition against Corruption (CAC). The National Corporate Governance Committee assigned the Company a good corporate governance score of 91% or an "Excellent" rating above the average score of 85% given to its peer SET-listed companies. In addition, the Company's 2022 shareholders' meeting also received a score of 95 points, or an "Excellent" rating, from the Thai Investors Association.

From 2010-2015, the Company won the CSR-DIW Continuous Award from the Department of Industrial Works, Ministry of Industry, for the sixth consecutive year, as an entrepreneur who implemented corporate social responsibility activities continuously and sustainably and was ready for the adoption of the ISO 26000 international standard towards sustainable development. The Company also prepared the corporate social responsibility report according to the Management System Certification Institute (Thailand) standards. This report reflects the Company's continuous commitment to implementing its corporate social responsibility initiatives. As for human resources management, the Company focuses on developing its employees' capabilities and creating and promoting a positive work environment. Thanks to its ongoing systematic human resources development efforts, Tipco Foods Public Company Limited (the Company) has been granted the Outstanding Enterprise Award for Labor Relations and Welfare by the Department of Labor Protection and Welfare for 11 consecutive years. Also, the Company won the National Outstanding Enterprise Award for Workplace Safety, Health, and Environment from the Department of Labor Protection and Welfare. The aim of the abovementioned activities is for the Company to achieve sustainable growth and to live happily in society and the environment, following our ultimate goal of upholding the good corporate governance philosophy in our operations.

Miss Laksana Supsakorn

Chairman of the Corporate Governance Committee

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Tipco Foods Public Company Limited consists of at least three directors, more than half of which must be independent directors, with Mr. Paisal Pongprayoon as the Chairman of the Nomination and Remuneration Committee, Mr. Nontikorn Kanchanachitra and Mr. Surachet Supsakorn are members of the Nomination and Remuneration Committee.

In 2022, the Nomination and Remuneration Committee There were two official meetings, summarized as follows:

1. The Nomination Committee considers and nominates qualified persons for the director position according to the regulations on the recruitment of company directors to replace vacant director positions. Their responsibility includes assessing the qualifications and suitability of directors who retire from office and deserve reelection, present to the Board of Directors to consider, approve, and propose to the shareholders' meeting for appointment as a director of the Company

2. The Board of Directors offers opinions to the Board of Directors for approval regarding the rate of remuneration of the Chairman of the Board of Directors and the Company's directors according to the rules for consideration of compensation to seek consent from the shareholders' meeting.

3. The committee gives advice on principles for considering salary, welfare, compensation, and other benefits to the Company's senior executives.

4. Consider and give opinions to the Board of Directors on the policies and forms of compensation designed for incentivization, and retain employees with competence, quality, and competency.

The Nomination and Remuneration Committee performed its duties independently by the principles of good corporate governance so that the transparency of the recruitment and remuneration process builds confidence for shareholders and all stakeholders.

Mr. Paisal Pongprayoon

Chairman of the Nomination and Remuneration Committee

8.3 Report on Shareholding of the Board of Directors and Executives

Report on the Shareholding of Directors

No.	Name	Position	As of Jan 1, 2022		As of Dec 31, 2022	
			% of Shareholding	% of indirect	% of Shareholding	% of indirect
1	Miss Laksana Supsakorn	Chairman of the Board	8.59	8.59	8.59	8.59
2	Mrs. Anurat Tiamtan	Director	7.16	7.16	7.16	7.16
3	Mr. Sitilarb Supsakorn	Director	11.40	11.40	11.40	11.40
4	Mr. Kris Sertthin	Director	0.41	0.41	0.41	0.41
5	Mr. Surachet Supsakorn	Director	-	-	-	-
6	Mr. Virat Phairatphiboon*	Independent Director	-	-	-	-
7	Mr. Chalit Limpanavech*	Independent Director	-	-	-	-
8	Mr. Paisal Pongprayoon	Independent Director	-	-	-	-
9	Mrs. Achara Pricha*	Independent Director	-	-	-	-
10	ACM. Pongsatorn Buasup	Independent Director	-	-	-	-
11	Mr. Yongsit Rojsrikul*	Chief Executive Officer	-	-	-	-
12	Mr. Nontikorn Kanchanachitra **	Independent Director	-	-	-	-
13	Mr. Somchai Supattarakul **	Independent Director	-	-	-	-
14	Mr. Tocharoenthanaphol **Chokchai	Director	-	-	-	-

* Directors who resigned during 2022

** Directors appointed during 2022

Report on the Shareholding of Executives

No.	Name	Position	As of Jan 1, 2022		As of Dec 31, 2022	
			% of Shareholding	% of indirect	% of Shareholding	% of indirect
1	Mr. Leuchar Pisitthakarn	Acting Chief Executive Officer/Director of Operations	-	-	-	-
2	Mr. Koosoon Rattanaporn	Chief Finance Officer	-	-	-	-
3	Ms. Thanyaporn Vanichkitpaisarn	Central Accounting and Internal Control Director	-	-	-	-

9. Internal Control and Related Party Transaction

9.1 Internal control

9.1.1 The sufficiency and suitability of the internal control system

The Board of Directors established internal control system to cover all aspects including financial management, operations, compliance with relevant laws, rules and regulations, and risk management. In addition, proper checks and balances system and an effective internal audit system were adopted in order to enhance the efficiency of administration and asset management as well as to ensure fair compensation and returns for all stakeholders. The Company defined the scope of authority and responsibilities of executives and employees according to the hierarchical order, established written operating procedures, developed employees at managerial level in support of cross-functional audit, and established an independent internal audit function. From 2004 onwards, the Company has engaged an external firm to conduct internal audits for the Company. The internal auditor jointly considered internal audit plans with the Audit Committee and directly reports to the Audit Committee.

The Board of Directors delegated authority, duties and independence to the Nomination and Remuneration committee so as to promote fairness of the selection of competent and qualified candidates for the position of director and managing director as well as to ensure that the remuneration for directors and employees is fair and based on performance. In addition, the Corporate Governance committee has been established to be responsible for the formulation of the corporate governance policy and code of business ethics. The policy and the result of its implementation have been periodically reviewed. The Company has fostered the culture of good corporate governance as it strongly believes that management with quality, integrity, transparency and fairness to all parties will lead to the achievement of sustainable business growth. At the Board of Directors Meeting No. 1/2021 held on 15 February 2021 where 3 independent directors were also present, the Board of Directors evaluated the Company's internal control system and approved the evaluation form prepared by the management as well as the Audit Committee's report. Details can be summarized as follows:

9.1.1 A) Operational control

The Company has clearly defined the authority and operating procedures applicable to operating officers and executives in writing to facilitate audits. Utilization of the Company's resources and assets was controlled and monitored to ensure benefits. Also, the budget management system is implemented and feasibility study is conducted for investment projects before asset investments are made. To ensure effectiveness, the Company adopts the monitoring and tracking system to analyze gaps between the planned budget and the actual results. Furthermore, there is a clear segregation of duties between operating officers, controllers and assessors to promote proper checks and balances. Internal controls are enforced for financial management and financial reports are presented to division heads concerned.

9.1.1 B) Internal audit

The Company has contracted an external firm to conduct internal audits for the Company with the aim of ensuring that its key operations and financial activities are undertaken in accordance with predetermined guidelines. Compliance with the laws and relevant requirements has been audited. To promote the internal auditor's independence and abilities to conduct audit activities in accordance with the checks and balances principle, the Board of Directors instructed the internal auditor to report directly to the Audit Committee and to determine the scope of audit in collaboration with the Audit Committee.

9.1.1 C) Risk management

The Board of Directors established the Business Risk Assessment committee which is responsible for determining the risk management scope and policy. The committee holds a meeting with managers of relevant departments to identify and assess business risks every three months. Also, team meetings are held daily while department meetings, management meetings and senior executive meetings are held monthly. Compliance with the laws and relevant requirements has been audited. To promote the internal auditor's independence and abilities to conduct audit activities in accordance with the checks and balances principle, the Board of Directors instructed the internal auditor to report directly to the Audit Committee and to determine the scope of audit in collaboration with the Audit Committee. Compliance with relevant laws and requirements has been monitored. Compliance with relevant laws and requirements has been monitored. From 2004 onwards, the Audit Committee has required the internal auditor to monitor risk management and to identify if the management has adopted approaches as planned and if such approaches effectively contribute to risk mitigation. The results shall be presented to the Audit Committee on a quarterly basis.

9.1.2 The opinion of the Board of Directors regarding adequacy of internal control system

The Board of Directors opined that the internal control system, business risk management and corporate governance of the Company were at the satisfactory level and could provide reasonable assurance with regard to transparency. The financial statements of the Company and its subsidiaries for the year 2021 which were jointly reviewed by the Audit Committee, the management team and the auditor of the Company presented the financial position and the operating results correctly, completely, reasonably, fairly and in accordance with the generally accepted accounting principles. The Company adopted appropriate accounting policies and consistently applied such policies. The disclosure of information was adequate according to the auditor's opinion on the Company's financial statements specified in the auditor's report.

9.1.3 Internal Audit

The Audit Committee at its Meeting No. 3/2004 held on 9 August 2004 appointed Audit and Management Consultant Co., Ltd. to perform duties as the internal auditor of the Company from 9 August 2004 onwards. Audit and Management Consultant Co., Ltd. has appointed Mrs. Pilai Piampongsarn as internal auditor mainly responsible for internal audit works for the Company. After due consideration of qualifications of Audit and Management Consultant Co., Ltd. and Mrs. Pilai Piampongsarn, the Audit Committee deemed that theypossess appropriate qualifications to perform such duties as they have independence and received trainings and licenses relevant to internal audit operations such as Certified Public Accountant

(Thailand) - (CPA No.2336) and Honorary Certified Internal Auditor, Institute of Internal Auditors - (CIA No.30861). Also, Ms. Tanyaporn Vanichkitpaisan has been assigned to coordinate with the said outsource internal auditor.

Consideration and approval, appointment, removal or transfer of the head of the internal audit function of the Company must be subject to approval or endorsement from the Audit Committee.

9.1.3 A) Details regarding head of compliance function

The Board of Directors has appointed Ms. Kullakarn Cheenpun as head of compliance function. She shall be responsible for acting as a center for supervision of business operations of companies in the group to ensure compliance with laws, rules, regulations and requirements of concerned supervisory bodies such as the Bank of Thailand (BOT), the Office of the Securities and Exchange Commission (SEC), the Office of Insurance Commission, the Office of Energy Regulatory Commission (OERC) or other relevant agencies governing the Company's business operations, and for reporting the results to the Audit Committee and the Board of Directors on a quarterly basis. The Board of Directors approved the compliance policy, requiring that the Board of Directors, the Audit Committee, high-level executives, departments or functional units and employees comply with laws. Communication to employees has been made so that they are aware that they have the duty and responsibility to study and understand laws, rules and regulations applicable to their work and to comply with the said rules and regulations strictly, correctly and completely. (The profile of the executive is as per Attachment 1)

9.1.3 B) Details regarding head of internal audit function

The Audit Committee appointed Audit and Management Consultant Co., Ltd. as the Company's internal auditor. Audit and Management Consultant Co., Ltd. has assigned Mrs. Pilai Piampongsarn to be the internal auditor who shall be mainly responsible for internal audit works for the Company. (The profile is as per Attachment 3)

9.2 Connected Transactions

Details of related transaction accounts between Tipco Foods PCL. And its subsidiaries with related companies in 2022 include these followings:

Type of transaction	Company/relationship	Related transaction value (Million Baht)	Pricing policy
1. Acquiring services and others	Tipco Tower Co., Ltd.	7.68	Market prices, equivalent to that quoted for outsiders
	Tipco Asphalt PCL.	0.11	
	Ruamsapsin Co., Ltd.	1.77	
	Thanomwongse Service Co., Ltd.	0.04	
	Marketing Consultants Co., Ltd.	0.08	
	Total	**9.68**	

Details of related transactions between Tipco F&B Co., Ltd. and related companies include these followings:

Type of transaction	Company/relationship	Related transaction value (Million Baht)	Pricing policy
1. Selling products	Tipco Asphalt PCL.	2.79	Market prices, equivalent to that quoted for outsiders
	Tipco Tower Co., Ltd.	0.13	
	Raycol Asphaltl Co., Ltd.	0.09	
	Thai Bitumen Co., Ltd.	0.16	
	Ruamsapsin Co., Ltd.	0.08	
	Rattanajit Co., Ltd.	0.45	
	Thanomwongse Service Co., Ltd.	0.09	
	Thai Slurry Seal Co., Ltd.	0.08	
	Boondee Co., Ltd.	0.03	
	Sitilarbsup Co., Ltd.	0.13	
	Siamcontainer Terminal Co., Ltd.	0.15	
	Leerada Co., Ltd.	0.01	
	Joint Venture - TN	0.03	
	Total	**4.22**	
2. Acquiring services and others	Tipco Tower Co., Ltd.	9.73	Market prices, equivalent to that quoted for outsiders
	Tipco Asphalt PCL.	0.18	
	Marketing Consultants Co., Ltd.	0.06	
	Ruamsapsin Co., Ltd.	11.71	
	Siamcontainer Terminal Co., Ltd.	0.28	
	Thanomwongse Service Co., Ltd.	0.05	
	Total	**22.01**	

Details of related transactions between Tipco Pineapple Co., Ltd.
and related companies include these followings:

Type of transaction	Company/relationship	Related transaction value (Million Baht)	Pricing policy
1. Acquiring services and others	Tipco Tower Co., Ltd.	0.27	Market prices, equivalent to that quoted for outsiders
	Ruamsapsin Co., Ltd.	4.32	
	Tipco Asphalt PCL.	0.04	
	Thanomwongse Service Co., Ltd.	0.01	
	Marketing Consultants Co., Ltd.	0.08	
	Total	**4.72**	

Details of related transactions between Tipco Pineapple Co., Ltd.
and related companies include these followings:

Type of transaction	Company/relationship	Related transaction value (Million Baht)	Pricing policy
1.Others incomes	Raycol Asphalt Co., Ltd.	0.02	Market prices, equivalent to that quoted for outsiders
	Tipco Asphalt PCL.	0.03	
	Thai Bitumen Co., Ltd.	0.02	
	Total	**0.07**	
2. Acquiring services and others	Tipco Tower Co., Ltd.	0.36	Market prices, equivalent to that quoted for outsiders
	Tipco Asphalt PCL.	0.04	
	Thanomwongse Service Co., Ltd.	0.13	
	Siamcontainer Terminal Co., Ltd.	0.12	
	Ruamsapsin Co., Ltd.	2.07	
	Total	**2.72**	

Details of related transactions between Tipco Biotech Co., Ltd.
and related companies include these followings:

Type of transaction	Company/relationship	Related transaction value (Million Baht)	Pricing policy
1. Acquiring services and others	Tipco Tower Co., Ltd.	0.02	Market prices, equivalent to that quoted for outsiders
	Ruamsapsin Co., Ltd.	0.44	
	Tipco Asphalt PCL.	0.01	
	Thanomwongse Service Co., Ltd.	0.01	
	Total	**0.48**	

Shareholders and / investors can catch up on the related transactions for the past 3 years comparison from the previous year annual report on the company's website www.tipco.net

The Necessity and Rationality of the Transactions

The related transactions between the Company, subsidiaries and related persons who might conflict of interest are treated as normal business activities and needed to be approved by Audit Committee first and then the Board of Directors. This is in line with all endorsement procedures of the Company involving in price comparison and market price quotation policy.

The Measure and Process of Related Party Transactions

The related party transactions at the present continuing to the future, must be approved by both the Audit Committee and the Board of Directors. This is in line with all endorsement procedures of the Company involving in price comparison and supplier selection process, in which the Directors who have the conflict of interests must obtain from voting.

Policies and Tendencies of Related Party Transactions in the Future

The related party transactions, which occur at present and may continue to the future, are treated as normal business activities. There will be neither unusual transactions nor the transfers of interest between the Company, subsidiaries and related persons with possible conflicts of interest. The Company will have the Audit Committee or the Company's auditor or independent expert to examine the suitability of prices and rationality of transactions and to make relevant remarks. Details, values and reasons on these transactions are required to publicly disclose and report to Shareholders' Meeting and in the annual report. The Board of Directors has to comply with securities and exchange laws and regulations, announcement of the Stock Exchange of Thailand. Moreover, the Company has to strict with the disclosure of relevant transactions and acquisitions or sales of significant assets of the Company or subsidiaries in accordance with the accounting standard of the Institute of Certified Accounts and Auditors of Thailand. In case of any related party transactions between the Company, subsidiaries and related persons with possible conflict of interests, the Company must have the Audit Committee to examine the justification of these transactions. In case of any transactions that may be beyond the Audit Committee's capability, the Company will establish independent expert or auditor team to do that before having any conclusions to propose to the Company's Board of Directors or shareholders.

Part 3

Financial Statements




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Report of the Board of Directors Responsibility to Financial Reporting

The Board of Directors of the Company is responsible for the consolidated and separate financial statements of the Tipco foods public company limited, including the financial information presented in the Annual Report. The financial statements are prepared in accordance with the generally accepted accounting principles, while the suitable and consistent accounting policies are duly adopted. Cautious judgment and the best possible estimates are exercised in the preparation of the Statements. In addition, significant information is sufficiently shown in the Notes to the Financial Statements. The Statements have been conducted by independent professional auditors in accordance with Thai standard on auditing, issued unqualified opinion. The Statements therefore accurately and reasonably reflect the financial position and operating performance results of the business, for the benefit of shareholders, general investors and parties with interests in the Company, in a transparent manner.

The Board of Directors has initiated, and continues to maintain, a system of risk management, as well as suitable and efficient internal controls, in order to reasonably ensure that the recording of accounting data is conducted accurately, comprehensively and adequately. This is with the aim of protecting the assets of the business, and to identify weaknesses, to prevent risk from acts and corruption or transactions of a significantly abnormal nature.

The Board of Directors has appointed the Audit Committee, comprising of 3 Independent Directors, to oversee and be responsible for ensuring the quality of financial reporting, as well as internal controls. The Audit Committee's opinions on this matter are shown in the Audit Committee's Report as appearing in the Annual Report.

The Board of Directors of the Company is of the opinion that the business' internal control systems are of a satisfactory level to engender a reasonable degree of confidence in the consolidated and separate financial statements of 31 December 2022.



(Ms. Laksana Supsakorn)
Chairman of the Board



(Mr. Leuchar Pisitthakarn)
Acting Chief Executive Officer

Independent Auditor's Report

To the Shareholders of Tipco Foods Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Tipco Foods Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Tipco Foods Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tipco Foods Public Company Limited and its subsidiaries and of Tipco Foods Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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

Investment in associate

The Company has investment in an associate based on the equity method and has share of profit from investment in associate presented in the consolidated financial statements (based on the cost method and has dividend income from associate presented in the separate financial statements). These amounts are significant to the financial statements and have direct effect on profit or loss.

I have inquired the management relating to significant influence on the associate to determine the appropriateness of recording transactions for investment in the associate. I have evaluated the accounting policy and related transactions of such associate. I have also checked the existence of the investment to the share certificates and supporting documents received from the securities company, tested the calculation of fair value of the investment, including its impairment as at the period-end date, and examined the supporting documents for dividend receipts. Furthermore, I obtained the financial statements which have been audited by the Certified Public Accountant of such associate to test the calculation of share of profit from investment in the associate and tested proportionate interest in value of investment in the associated company. In addition, I determined whether there was adequate disclosure of information of such investment in the associate in the notes to the financial statements

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

I communicate with those charged with governance regarding, among other matters, the planned scope and

timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

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

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

I am responsible for the audit resulting in this independent auditor's report.



Natthawut Santipet
Certified Public Accountant (Thailand) No. 5730

EY Office Limited
Bangkok: 20 February 2023


Tipco
Pineapple
Slices
Premium
with 100%


HOM
SUWAN
ชีสเค้กสับปะรดหอมสุวรรณ
Homsuwan Pineapple Cheese Shake

Tipco Foods Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents		72,602,408	78,108,567	15,037,759	20,293,531
Trade and other receivables	6, 7	456,389,779	353,251,481	21,673,057	22,780,428
Short-term loans to related parties	6	-	-	427,387,000	419,800,000
Inventories	8	647,577,231	652,076,499	59,651,234	55,758,753
Biological assets		779,000	677,000	-	-
Derivative assets	28.1	-	45,479	-	-
Other current assets	6	41,873,328	35,441,058	5,761,094	5,642,755
Total current assets		1,219,221,746	1,119,600,084	529,510,144	524,275,467
Non-current assets					
Investments in subsidiaries	9	-	-	1,533,836,957	1,533,836,957
Investment in associate	10	3,804,052,296	3,601,402,946	644,929,739	644,929,739
Investment property - Land awaiting sale		7,269,561	7,269,561	7,269,561	7,269,561
Property, plant and equipment	11	1,339,619,950	1,583,253,690	525,802,255	583,449,794
Intangible assets	12	26,731,422	28,239,972	26,632,611	26,814,833
Deferred tax assets	21	130,771,330	86,699,492	4,316,253	6,405,097
Other non-current assets	6	11,917,525	11,638,975	1,928,370	2,092,101
Total non-current assets		5,320,362,084	5,318,504,636	2,744,715,746	2,804,798,082
Total assets		6,539,583,830	6,438,104,720	3,274,225,890	3,329,073,549

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

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	13	1,041,057,588	618,780,547	660,000,000	368,000,000
Trade and other payables	6, 14	561,004,135	482,366,345	45,480,033	46,501,990
Current portion of long-term loans from financial institutions	15	258,183,150	336,880,000	185,000,000	260,000,000
Current portion of lease liabilities	6, 16	13,630,270	22,456,288	4,043,003	5,129,081
Income tax payable		3,515,789	1,457,851	-	-
Derivative liabilities	28.1	21,551	834,825	-	-
Other current liabilities		65,560,652	65,541,447	11,640,712	2,939,244
Total current liabilities		1,942,973,135	1,528,317,303	906,163,748	682,570,315
Non-current liabilities					
Long-term loans from financial institutions - net of current portion	15	127,500,000	385,683,150	110,000,000	295,000,000
Lease liabilities - net of current portion	6, 16	13,607,626	9,852,737	5,819,863	3,839,570
Provision for dismantling cost		1,085,480	1,030,480	-	-
Provision for long-term employee benefits	17	93,830,034	112,326,394	22,406,424	31,750,503
Total non-current liabilities		236,023,140	508,892,761	138,226,287	330,590,073
Total liabilities		2,178,996,275	2,037,210,064	1,044,390,035	1,013,160,388
Shareholders' equity					
Share capital					
Registered					
500,000,000 ordinary shares of Baht 1 each		500,000,000	500,000,000	500,000,000	500,000,000
Issued and fully paid					
482,579,640 ordinary shares of Baht 1 each		482,579,640	482,579,640	-	-
Non-controlling interests of subsidiary acquired by the Company at price higher than book value		(80,767,243)	(80,767,243)	-	-
Non-controlling interest in subsidiary of the associated company acquired at price lower than book value		1,494,466	1,494,466	-	-
Change in the interest in subsidiaries of the associated company which did not result in a loss of control of the zassociate		(135,832,635)	(135,832,635)	-	-
Capital reserve for share-based payment transactions of the associate	18	40,952,590	40,952,590	-	-
Retained earnings					
Appropriated - statutory reserve		50,000,000	50,000,000	50,000,000	50,000,000
Unappropriated		4,068,721,027	4,143,556,533	1,697,256,215	1,783,333,521
Other components of shareholders' equity		(66,560,290)	(101,088,695)	-	-
Total shareholders' equity		4,360,587,555	4,400,894,656	2,229,835,855	2,315,913,161
Total liabilities and shareholders' equity		6,539,583,830	6,438,104,720	3,274,225,890	3,329,073,549

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

Tipco Foods Public Company Limited and its subsidiaries

Statements of comprehensive income

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Profit or loss:					
Revenues					
Sales		2,895,341,632	2,427,550,913	298,018,053	295,836,756
Dividend income from associate	10	-	-	388,375,743	573,316,573
Other income	19	93,143,948	96,427,071	39,972,710	45,718,479
Total revenues		2,988,485,580	2,523,977,984	726,366,506	914,871,808
Expenses					
Cost of sales		2,314,445,421	1,835,088,518	211,859,970	184,860,232
Selling and distribution expenses		515,985,090	332,440,076	197,650	72,975
Administrative expenses		428,084,442	408,699,925	162,731,568	163,413,595
Reversal of allowance for impairment loss on investments in subsidiary	9	-	-	-	(55,000,000)
Impairment loss on loans to subsidiary	6	-	-	56,113,000	54,700,000
Loss on exchange		-	16,035,352	8,038	-
Total expenses		3,258,514,953	2,592,263,871	430,910,226	348,046,802
Operating profit (loss)		(270,029,373)	(68,285,887)	295,456,280	566,825,006
Share of profit from investment in associate	10	554,580,054	520,178,467	-	-
Finance income		8,339	15,295	16,403,195	12,271,836
Finance cost		(43,238,490)	(38,703,506)	(30,500,237)	(26,381,695)
Profit before income tax expenses		241,320,530	413,204,369	281,359,238	552,715,147
Income tax benefit (expenses)	21	38,497,778	15,397,866	(842,204)	210,167
Profit for the year		279,818,308	428,602,235	280,517,034	552,925,314

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Other comprehensive income:					
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods					
Share of other comprehensive income from investment					
in associate - net of income tax	10	34,528,405	184,880,476	-	-
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods					
Actuarial gain - net of income tax	17	15,062,430	-	4,986,558	-
Share of other comprehensive income from investment					
in associate - net of income tax	10	1,864,654	(7,423,801)	-	-
Other comprehensive income for the year		51,455,489	177,456,675	4,986,558	-
Total comprehensive income for the year		331,273,797	606,058,910	285,503,592	552,925,314
Profit attributable to:					
Equity holders of the Company		279,818,308	428,602,235	280,517,034	552,925,314
Total comprehensive income attributable to:					
Equity holders of the Company	22	331,273,797	606,058,910	285,503,592	552,925,314
Earnings per share					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.58	0.89	0.58	1.15

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

Tipco Foods Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

As at 31 December 2022

	Consolidated financial statements				
	Issued and paid-up share capital	Non-controlling interests of subsidiary acquired by the Company at price higher than book value	Non-controlling interest in subsidiary of the associated company acquired at price lower than book value	Change in the interest in subsidiaries of the associated company which did not result in a loss of control of the associate	
Balance as at 1 January 2021	482,579,640	(80,767,243)	1,494,466	(135,832,635)	
Profit for the year	-	-	-	-	
Other comprehensive income for the year	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	
Dividend paid (Note 24)	-	-	-	-	
Transfer to retained earnings of the associate	-	-	-	-	
Balance as at 31 December 2021	482,579,640	(80,767,243)	1,494,466	(135,832,635)	
Balance as at 1 January 2022	482,579,640	(80,767,243)	1,494,466	(135,832,635)	
Profit for the year	-	-	-	-	
Other comprehensive income for the year	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	
Dividend paid (Note 24)	-	-	-	-	
Balance as at 31 December 2022	482,579,640	(80,767,243)	1,494,466	(135,832,635)	

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

(Unit: Baht)

	Capital reserve for share-based payment transactions of the associate	Retained earnings		Other component of shareholders' equity		Total shareholders' equity
		Appropriated - statutory reserve	Unappropriated	Other comprehensive income Share of other comprehensive incomefrom associate	Total other components of shareholders' equity	
	40,952,590	50,000,000	4,147,407,501	(286,333,841)	(286,333,841)	4,219,500,478
	-	-	428,602,235	-	-	428,602,235
	-	-	(7,423,801)	184,880,476	184,880,476	177,456,675
	-	-	421,178,434	184,880,476	184,880,476	606,058,910
	-	-	(424,664,732)	-	-	(424,664,732)
	-	-	(364,670)	364,670	364,670	-
	40,952,590	50,000,000	4,143,556,533	(101,088,695)	(101,088,695)	4,400,894,656
	40,952,590	50,000,000	4,143,556,533	(101,088,695)	(101,088,695)	4,400,894,656
	-	-	279,818,308	-	-	279,818,308
	-	-	16,927,084	34,528,405	34,528,405	51,455,489
	-	-	296,745,392	34,528,405	34,528,405	331,273,797
	-	-	(371,580,898)	-	-	(371,580,898)
	40,952,590	50,000,000	4,068,721,027	(66,560,290)	(66,560,290)	4,360,587,555

Tipco Foods Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

As at 31 December 2022

(Unit: Baht)

	Separate financial statements			
	Retained earnings			
	Issued and paid-up share capital	Appropriated - statutory reserve	Unappropriated	Total shareholders' equity
Balance as at 1 January 2021	482,579,640	50,000,000	1,655,072,939	2,187,652,579
Profit for the year	-	-	552,925,314	552,925,314
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	552,925,314	552,925,314
Dividend paid (Note 24)	-	-	(424,664,732)	(424,664,732)
Balance as at 31 December 2021	482,579,640	50,000,000	1,783,333,521	2,315,913,161
Balance as at 1 January 2022	482,579,640	50,000,000	1,783,333,521	2,315,913,161
Profit for the year	-	-	280,517,034	280,517,034
Other comprehensive income for the year	-	-	4,986,558	4,986,558
Total comprehensive income for the year	-	-	285,503,592	285,503,592
Dividend paid (Note 24)	-	-	(371,580,898)	(371,580,898)
Balance as at 31 December 2022	482,579,640	50,000,000	1,697,256,215	2,229,835,355

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


Tipco®
100%
Juice Blends
Coconut Water
with white grape juice
1 Litre
Tipco®
100%
Juice Blends
Coconut Water
with white grape juice
200 mL

Tipco Foods Public Company Limited and its subsidiaries

Cash flow statements

As at 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Profit before income tax	241,320,530	413,204,369	281,359,238	552,715,147
Adjustments to reconcile profit before income tax				
to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	347,025,879	398,273,687	65,964,763	67,373,088
Allowance for expected credit losses (reversal)	210,049	(249,417)	-	-
Reduction of cost of inventories to net realisable value (reversal)	17,120,747	(33,745,662)	(1,199,615)	(500,813)
Loss from inventory destruction	7,211,314	21,443,917	1,122,875	-
Reversal of allowance for impairment loss on investments in subsidiary	-	-	-	(55,000,000)
Impairment loss on loans to subsidiary	-	-	56,113,000	54,700,000
Gain on changes in fair value of biological assets	(102,000)	(197,000)	-	-
Unrealised (gain) loss on exchange	2,722,153	1,447,322	(7,297)	3,962
(Gain) loss on changes in fair value of derivatives	(767,795)	789,346	-	-
(Gain) loss on sales and write-off of property, plant and equipment	5,684,764	3,554,198	(182,241)	(281,877)
Loss on sales and write-off of intangible assets	180,573	-	15	-
Increase (decrease) in provision for dismantling cost	55,000	(170,000)	-	-
Increase (decrease) in provision for long-term employee benefits	1,214,206	13,259,821	(1,134,898)	5,117,628
Share of profit from investment in associate	(554,580,054)	(520,178,467)	-	-
Dividend income from associate	-	-	(388,375,743)	(573,316,573)
Finance income	(8,339)	(15,295)	(16,403,195)	(12,271,836)
Finance cost	43,238,490	38,703,506	30,500,237	26,381,695
Profit from operating activities before changes in				
operating assets and liabilities	110,525,517	336,120,325	27,757,139	64,920,421
(Increase) decrease in operating assets				
Trade and other receivables	(106,444,538)	16,956,588	1,107,370	(6,296,284)
Inventories	(19,832,791)	(139,232,521)	(3,815,741)	(9,120,425)
Other current assets	(6,000,443)	16,254,450	(488,293)	(975,004)
Other non-current assets	(278,552)	234,577	163,731	-
Increase (decrease) in operating liabilities				
Trade and other payables	80,963,756	46,017,179	(378,712)	23,571,128
Other current liabilities	(815,618)	2,731,479	8,701,466	(837,806)
Cash paid for long-term employee benefits	(2,440,082)	(6,088,959)	(1,975,983)	(3,476,633)
Cash flows from operating activities	55,677,249	272,993,118	31,070,977	67,785,397
Cash paid for interest expenses	(41,662,131)	(38,104,214)	(29,673,332)	(25,956,294)
Cash paid for corporate income tax	(7,816,024)	(11,478,909)	(1,274,151)	(1,386,185)
Cash received from refund of corporate income tax	1,385,603	12,040,094	1,092,773	4,375,226
Net cash flows from operating activities	7,584,697	235,450,089	1,216,267	44,818,144

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

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Increase in short-term loans to related parties	-	-	(63,700,000)	(61,600,000)
Cash received from sales of property, plant and equipment	1,376,130	433,930	182,243	285,650
Cash paid for acquisition of property, plant and equipment	(90,393,134)	(63,118,204)	(2,493,864)	(1,327,328)
Cash paid for acquisition of intangible assets	-	(259,500)	-	-
Dividend received from associate	388,375,743	573,316,573	388,375,743	573,316,573
Interest received	8,339	15,295	16,403,195	12,271,836
Net cash flows from investing activities	299,367,078	510,388,094	338,767,317	522,946,731
Cash flows from financing activities				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	422,277,041	(195,598,059)	292,000,000	(132,000,000)
Cash paid for lease liabilities	(26,274,077)	(26,131,271)	(5,658,458)	(5,944,059)
Cash receipts from long-term loans from financial institutions	-	200,000,000	-	200,000,000
Repayment of long-term loans from financial institutions	(336,880,000)	(276,880,000)	(260,000,000)	(200,000,000)
Dividend paid	(371,580,898)	(424,664,732)	(371,580,898)	(424,664,732)
Net cash flows used in financing activities	(312,457,934)	(723,274,062)	(345,239,356)	(562,608,791)
Net increase (decrease) in cash and cash equivalents	(5,506,159)	22,564,121	(5,255,772)	5,156,084
Cash and cash equivalents at beginning of year	78,108,567	55,544,446	20,293,531	15,137,447
Cash and cash equivalents at end of year	72,602,408	78,108,567	15,037,759	20,293,531
Supplemental cash flows information				
Non-cash transactions:				
Acquisition of equipment for which cash has not been paid	4,635,795	6,354,960	162,712	856,518
Increase in right-of-use assets due to entering into lease agreements	20,136,741	7,889,735	6,146,791	205,768

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

Notes to consolidated financial statements

As at 31 December 2022

1. General information

Tipco Foods Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The major shareholders of the Company is Supsakorn family. The Company is principally engaged in the manufacture and distribution of mineral water. The registered office of the Company is at 118/1 Rama 6 Road, Phayathai Sub district, Phayathai District, Bangkok.

2. Basis of preparation

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

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies

2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of the Company and its subsidiaries ("the Group"). The details of subsidiary companies are as follows:

Company's name	Nature of business	Country of incorporation	Paid-up capital		Shareholding percentage	
			2022	2021	2022	2021
			(Million Baht)	(Million Baht)	(Percent)	(Percent)
Tipco F&B Company Limited ("TFB")	Producing and distribution of ready-to-drink beverage product	Thailand	600.00	600.00	100.00	100.00
Tipco Retail Company Limited (87.75% owned by the Company and 12.25% owned by TFB)	Retail business	Thailand	200.00	200.00	100.00	100.00
Tipco Biotech Company Limited	Manufacturing of herbal extraction substance and agriculture business	Thailand	36.80	36.80	100.00	100.00
Tipco Pineapple Company Limited	Manufacturing and distribution of canned fruit and fruit juice	Thailand	700.00	700.00	100.00	100.00
TFB Distribution Company Limited* (100% owned by TFB)	Dormant	Thailand	0.25	0.25	100.00	100.00

*Dissolved and in process of liquidation

b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries and associate under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the current year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 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 providing accounting guidance for users of the standards.

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

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards

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

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allow*ances and price promotions to customers.*

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

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

4.2 Cash and cash equivalents

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

4.3 Inventories

Finished goods and work in process are valued at the lower of cost (under the weighted average method) and net realisable value. The cost of inventories includes all production costs and attributable factory overheads.

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

4.4 Agriculture

The biological asset of a subsidiary is unharvested pineapple fruit and agricultural produce is harvested pineapple fruit which were measured at their fair value less costs to sell and fair value less costs to sell at the point of harvest, respectively.

The fair value of pineapple fruit is determined reference to fair value less estimated point-of-harvest costs. Gains or losses on changes in fair value of biological asset and agricultural produce are recognised in profit or loss.

4.5 Investments in subsidiaries and associate

Investment in associate is accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associate are accounted for in the separate financial statements using the cost method net of allowance for impairment loss (if any).

4.6 Investment property - Land awaiting sale

Investment property - Land awaiting sale are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property are stated at cost less allowance for loss on impairment (if any).

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

4.7 Property, plant and equipment/Depreciation

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

Depreciation of plant and equipment, and bearer plant are calculated by reference to their costs, on the straight-line basis over the following estimated useful lives and accordance with the estimated harvest capacity as follows:

Land development	10 years
Buildings and complement	10 to 25 years
Machinery and equipment	10 to 20 years
Tools and equipment	5 to 20 years
Furniture and office equipment	3 to 10 years
Motor vehicles	5 to 10 years
Bearer plant	Estimated harvest capacity

An initial estimate of the costs of dismantling and removing of the item and restoring the site, when the Group has obligation to do, have been included in cost of property, plant and equipment.

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.9 Intangible assets

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

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

A summary of the intangible assets with finite useful lives is as follows:

	Useful lives
Computer software	3 to 10 years

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

4.10 Leases

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

The Group as a lessee

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

Right-of-use assets

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

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

Land	3	years
Building spaces	3 to 5	years
Tools and equipment	3	years
Motor vehicles	3 to 5	years

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.

Right-of-use assets are presented as part of property, plant and equipment in the statement of financial position.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, 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. 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.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. 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

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.11 Related party transactions

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

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

4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

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

Gains and losses on exchange are included in determining income.

4.13 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments

of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

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

4.15 Provisions

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

4.16 Income tax

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

Current tax

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

Deferred tax

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

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

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

4.17 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets at FVTPL

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

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

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

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group 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 transferred control of the asset.

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

Impairment of financial assets

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

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Offsetting of financial instruments

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

4.18 Derivatives

The Group uses derivatives, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Hedge accounting for cash flow hedges of the associate

The effective portion of the gain or loss on the hedging instrument (commodity forward contracts) is recognised in other comprehensive income in the cash flow hedge reserve and later reclassified to profit or loss when the hedged cash flows affect profit or loss or no longer exist.

The associate prepares formal documentation on the date that hedge accounting is applied, and provides regular updates regarding the risk management objectives and strategies and the relationships between the hedging instruments and hedged items, including the nature of the risks being hedged, how the associate assesses the hedge effectiveness, analysis of the causes of hedge ineffectiveness and how the hedge ratio is determined.

The associate considers hedging effective when all of the following requirements are met.

- There is an economic relationship between hedged items and hedging instruments.
- Counterparty credit risk is not a significant factor in the change in the fair value of hedging instruments and hedged items.
- The ratio of the quantity of hedging instruments to the quantity of hedged items is equal to the hedge ratio.

4.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure its assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

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

Allowance of diminution in value of inventory

In determining allowance for diminution in the value of inventory, the management exercises judgement in estimating the net realisable value of inventory based on the amount the inventories are expected to realise. These estimates are based on estimates of selling prices, which take into account events occurring after the end of the period and estimates of related costs and expenses.

Allowance for impairment loss on investments in subsidiaries

The Company treats investments in subsidiaries as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judegment of the management.

Property plant and equipment/Depreciation

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

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

Deferred tax assets

Deferred tax assets are recognised 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 utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, 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 plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer Pricing Policy
	2022	2021	2022	2021	
Transactions with subsidiary companies (eliminated from the consolidated financial statements)					
Sales of goods	-	-	297	294	Cost plus certain margin
Management income	-	-	36	42	As agreed
Interest income	-	-	16	12	2.65 - 3.50 percent per annum
Transactions with associate		-			
Sales of goods	3	4	-	-	Market price
Dividend income	-	-	388	573	Announced rate
Rental and service expenses	1	-	-	-	As agreed
Transactions with related companies					
Sales of goods	1	1	-	-	Market price
Rental and service expenses	39	36	10	10	As agreed

As at 31 December 2022 and 2021, the balances of the accounts between the Company, subsidiaries and those related companies were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade and other receivables - related parties (Note 7)				
Subsidiaries	-	-	21,563	22,611
Associate	694	1,879	48	47
Related companies (common shareholders and directors)	455	376	-	-
Total trade and other receivables - related parties	1,149	2,255	21,611	22,658
Prepaid expenses - related parties				
Related companies (common shareholders and directors)	86	16	37	8
Total prepaid expenses - related parties	86	16	37	8
Retentions - related parties				
Related companies (common shareholders and directors)	7,490	7,166	1,824	1,961
Total retentions - related parties	7,490	7,166	1,824	1,961
Trade and other payables - related parties (Note 14)				
Subsidiaries	-	-	20	41
Associate	345	87	86	23
Related companies (common shareholders and directors)	1,366	1,058	270	141
Total trade and other payables - related parties	1,711	1,145	376	205
Lease liabilities - related parties				
Related companies (common shareholders and directors)	10,762	13,166	4,535	3,163
Total lease liabilities - related parties	10,762	13,166	4,535	3,163

Short-term loans to related parties

As at 31 December 2022 and 2021, the balances of short-term loans to related parties and the movements were as follows:

(Unit: Thousand Baht)

Short-term loans	Related by	Separate financial statements			
		Balance as at 31 December 2021	Increase during the year	Decrease during the year	Balance as at 31 December 2022
Tipco Pineapple Co., Ltd.	Subsidiary	392,000	215,000	(198,000)	409,000
Tipco Biotech Co., Ltd.	Subsidiary	18,500	32,500	(39,000)	12,000
Tipco Retail Co., Ltd.	Subsidiary	64,000	53,200	-	117,200
Total		474,500	300,700	(237,000)	538,200
Less: Allowance for impairment loss		(54,700)	(56,113)	-	(110,813)
Short-term loans to related parties - net		419,800	244,587	(237,000)	427,387

During the current year, the Company recorded the allowance for impairment loss on loans to Tipco Retail Co., Ltd. of Baht 56.1 million (2021: Baht 54.7 million)

Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to its directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Short-term employee benefits	25	28	25	28
Post-employment benefits	1	2	1	2
Total	26	30	26	30

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 13 and 15 to the financial statements.

7. Trade and other receivables

(Unit:Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade receivables - related parties (Note 6)				
Aged on the basis of due dates				
Not yet due	1,007	2,117	16,660	18,823
Past due				
Up to 3 months	94	91	1,922	-
Total trade receivables - related parties	1,101	2,208	18,582	18,823
Trade receivables - unrelated parties				
Aged on the basis of due dates				
Not yet due	329,437	246,922	-	-
Past due				
Up to 3 months	59,741	46,859	-	-
3 - 6 months	1,395	1,320	-	-
6 - 12 months	106	46	-	-
Over 12 months	2,366	2,386	-	-
Total	393,045	297,533	-	-
Less: Allowance for expected credit losses	(5,141)	(4,931)	-	-
Total trade receivables - unrelated parties, net	387,904	292,602	-	-
Total trade receivables - net	389,005	294,810	18,582	18,823
Other receivables				
Amounts due from related parties (Note 6)	48	47	3,029	3,835
Amounts due from unrelated parties	67,190	58,069	62	113
Advance to employees	35	157	-	9
Accrued income	112	168	-	-
Total other receivables	67,385	58,441	3,091	3,957
Total trade and other receivables - net	456,390	353,251	21,673	22,780

The normal credit term is 7 days to 76 days.

Set out below is the movement in the allowance for expected credit losses of trade receivables.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Balance at beginning of year	4,931	5,180	-	-
Additions during the year	210	-	-	-
Reversals during the year	-	(249)	-	-
Balance at end of year	5,141	4,931	-	-

8. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduction of cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	306,828	382,763	(17,440)	(857)	289,388	381,906
Work in process	12,525	12,549	(99)	(67)	12,426	12,482
Raw materials	262,994	183,538	(6,499)	(7,506)	256,495	176,032
Spare parts and factory supplies	65,535	62,203	(2,200)	(687)	63,335	61,516
Goods in transit	25,933	20,140	-	-	25,933	20,140
Total	673,815	661,193	(26,238)	(9,117)	647,577	652,076

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduction of cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	4,685	7,405	-	-	4,685	7,405
Work in process	6,005	5,033	-	-	6,005	5,033
Raw materials	10,813	10,278	(135)	(1,297)	10,678	8,981
Spare parts and factory supplies	38,283	34,378	-	(38)	38,283	34,340
Total	59,786	57,094	(135)	(1,335)	59,651	55,759

Movements in the reduction of cost to net realisable value of inventories account during the years ended 31 December 2022 and 2021 were summarised below.

(Unit : Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Balance at beginning of year	9,117	42,863	1,335	1,835
Add: Additions during the year	26,331	5,779	106	62
Less: Reversals during the year	(9,210)	(39,525)	(1,306)	(562)
Balance at end of year	26,238	9,117	135	1,335

9. Investments in subsidiaries

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

(Unit: Thousand Baht)

Company's name	Cost	
	2022	2021
Tipco F&B Company Limited	729,050	729,050
Tipco Retail Company Limited	175,500	175,500
Tipco Biotech Company Limited	160,787	160,787
Tipco Pineapple Company Limited	700,000	700,000
Total	1,765,337	1,765,337
Less: Allowance for impairment loss on investments in subsidiaries	(231,500)	(231,500)
Investments in subsidiaries - net	1,533,837	1,533,837

The paid-up capital and percentage of shareholding were presented in Note 2.2 to the financial statements.

In 2021, the Company reversed the allowance for impairment loss on investment in Tipco Pineapple Company Limited of Baht 55 million.

10. Investment in associate

The Company has investment in an associate, Tipco Asphalt Public Company Limited, which incorporate in Thailand and engaged in the manufacture and distribution of asphalt and petroleum products. The shareholding percentage of the Company is 23.4345.

10.1 Details of associate:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cost	644,930	644,930	644,930	644,930
Carrying amounts based on equity method	3,804,052	3,601,403	-	-

10.2 Share of comprehensive income and dividend received

During the years, the Company has recognised its share of profit from investment in associate in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Share of profit from investment in associate during the year	554,580	520,178	-	-
Share of other comprehensive income from investment in associate during the year	36,393	177,457	-	-
Dividend received during the year	-	-	388,376	573,317

10.3 Fair value of investment in listed associate

The fair value of investment in Tipco Asphalt Public Company Limited which is a listed company on the Stock Exchange of Thailand as at 31 December 2022 and 2021 are Baht 6,251 million and Baht 6,695 million, respectively.

10.4 Summarised financial information about associate

Summarised information about financial position as at 31 December 2022 and 2021:

(Unit: Million Baht)

	2022	2021
Current assets	16,507	14,271
Non-current assets	9,750	10,530
Current liabilities	8,526	7,900
Non-current liabilities	939	964

Summarised information about comprehensive income for the years ended 31 December 2022 and 2021:

(Unit: Million Baht)

	2022	2021
Revenue	33,722	27,277
Profit for the year	2,383	2,252
Other comprehensive income	135	771
Total comprehensive income	2,518	3,023

11. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements										
					Right-of-use assets						
	Land and land development	Buildings and complement	Machinery and equipment	Tools and equipment	Land	Building spaces	Tools and equipment	Others	Others	Assets under installation	Total
Cost											
1 January 2021	332,167	1,535,773	2,634,600	311,567	2,131	51,452	13,459	13,923	291,840	6,810	5,193,722
Additions	-	-	244	2,651	-	1,794	3,336	2,759	21,784	44,276	76,844
Disposals/write-off	-	-	(8,222)	(7,034)	-	(3,089)	(1,147)	-	(99,345)	-	(118,837)
Transfer in (transfer out)	-	1,459	16,770	6,468	-	-	-	-	388	(25,085)	-
Effect of the lease modification	-	-	-	-	-	(4,475)	-	-	-	-	(4,475)
31 December 2021	332,167	1,537,232	2,643,392	313,652	2,131	45,682	15,648	16,682	214,667	26,001	5,147,254
Additions	-	-	1,261	3,535	-	11,422	3,734	4,981	29,110	54,768	108,811
Disposals/write-off	-	(1,204)	(14,927)	(7,339)	-	(36,269)	(11,614)	(2,170)	(14,262)	-	(87,785)
Transfer in (transfer out)	312	10,427	40,890	19,903	-	-	-	-	1,093	(72,625)	-
Effect of the lease modification	-	-	-	-	-	314	-	-	-	-	314
31 December 2022	332,479	1,546,455	2,670,616	329,751	2,131	21,149	7,768	19,493	230,608	8,144	5,168,594

(Unit: Thousand Baht)

	Consolidated financial statements										
					Right-of-use assets						
	Land and land development	Buildings and complement	Machinery and equipment	Tools and equipment	Land	Building spaces	Tools and equipment	Others	Others	Assets under installation	Total
Accumulated depreciation											
1 January 2021	39,718	866,517	1,717,788	240,978	533	16,436	5,991	4,515	196,008	-	3,088,484
Depreciation for the year	273	66,938	197,143	24,444	533	14,995	6,511	3,512	81,515	-	395,864
Depreciation on disposals/write-off	-	-	(5,937)	(5,882)	-	(2,488)	(1,147)	-	(99,337)	-	(114,791)
31 December 2021	39,991	933,455	1,908,994	259,540	1,066	28,943	11,355	8,027	178,186	-	3,369,557
Depreciation for the year	148	65,151	192,320	21,521	533	16,367	4,239	4,132	41,286	-	345,697
Depreciation on disposals/write-off	-	(941)	(8,841)	(6,658)	-	(36,269)	(11,613)	(2,170)	(14,231)	-	(80,723)
31 December 2022	40,139	997,665	2,092,473	274,403	1,599	9,041	3,981	9,989	205,241	-	3,634,531
Allowance for impairment loss											
1 January 2021	-	-	194,500	-	-	-	-	-	-	-	194,500
Decrease from disposals	-	-	(57)	-	-	-	-	-	-	-	(57)
31 December 2021	-	-	194,443	-	-	-	-	-	-	-	194,443
31 December 2022	-	-	194,443	-	-	-	-	-	-	-	194,443
Net book value											
31 December 2021	292,176	603,777	539,955	54,112	1,065	16,739	4,293	8,655	36,481	26,001	1,583,254
31 December 2022	292,340	548,790	383,700	55,348	532	12,108	3,787	9,504	25,367	8,144	1,339,620
Depreciation for the year											
2021 (Baht 251 million included in manufacturing cost, and the balance in selling and administrative expenses)											395,864
2022 (Baht 201 million included in manufacturing cost, and the balance in selling and administrative expenses)											345,697

(Unit: Thousand Baht)

	Consolidated financial statements									
					Right-of-use assets					
	Land and land development	Buildings and complement	Machinery and equipment	Tools and equipment	Building spaces	Tools and equipment	Others	Others	Assets under installation	Total
Cost										
1 January 2021	123,627	391,473	373,369	48,238	15,119	2,745	8,744	26,651	1,023	990,989
Additions	-	-	-	178	-	206	-	85	1,845	2,314
Disposals	-	-	(305)	(1,209)	-	(1,147)	-	(2,306)	-	(4,967)
Transfer in (transfer out)	-	520	-	1,567	-	-	-	-	(2,087)	-
Effect of the lease modification	-	-	-	-	(4,475)	-	-	-	-	(4,475)
31 December 2021	123,627	391,993	373,064	48,774	10,644	1,804	8,744	24,430	781	983,861
Additions	-	-	-	484	4,545	429	1,173	-	1,316	7,947
Disposals	-	-	-	-	(8,559)	(1,804)	-	(1,198)	-	(11,561)
Transfer in (transfer out)	-	608	-	1,234	-	-	-	-	(1,842)	-
Effect of the lease modification	-	-	-	-	188	-	-	-	-	188
31 December 2022	123,627	392,601	373,064	50,492	6,818	429	9,917	23,232	255	980,435
Accumulated depreciation										
1 January 2021	15	94,128	175,626	34,866	5,045	1,349	2,243	24,894	-	338,166
Depreciation for the year	6	19,912	35,886	4,695	2,808	1,241	1,901	702	-	67,151
Depreciation on disposals	-	-	(247)	(1,206)	-	(1,147)	-	(2,306)	-	(4,906)
31 December 2021	21	114,040	211,265	38,355	7,853	1,443	4,144	23,290	-	400,411
Depreciation for the year	6	19,780	35,673	4,401	2,978	379	2,018	548	-	65,783
Depreciation on disposals	-	-	-	-	(8,559)	(1,804)	-	(1,198)	-	(11,561)
31 December 2022	27	133,820	246,938	42,756	2,272	18	6,162	22,640	-	454,633

(Unit: Thousand Baht)

	Consolidated financial statements									
					Right-of-use assets					
	Land and land development	Buildings and complement	Machinery and equipment	Tools and equipment	Building spaces	Tools and equipment	Others	Others	Assets under installation	Total
Allowance for impairment loss										
1 January 2021	-	-	57	-	-	-	-	-	-	57
Decrease from disposals	-	-	(57)	-	-	-	-	-	-	(57)
31 December 2021	-	-	-	-	-	-	-	-	-	-
31 December 2022	-	-	-	-	-	-	-	-	-	-
Net book value										
31 December 2021	123,606	277,953	161,799	10,419	2,791	361	4,600	4,600	781	583,450
31 December 2022	123,600	258,781	126,126	7,736	4,546	411	3,755	3,755	255	525,802
Depreciation for the year										
2021 (Baht 32 million included in manufacturing cost, and the balance in selling and administrative expenses)										67,151
2022 (Baht 32 million included in manufacturing cost, and the balance in selling and administrative expenses)										65,783

As at 31 December 2022, certain items of plant, machinery and equipment had been fully depreciated but were still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 2,194 million (2021: Baht 2,044 million) (The Company only: Baht 97 million, 2021: Baht 92 million).

The Group has mortgaged their property, plant and equipment as collateral against credit facilities received from financial institutions. The net book value of these assets as at 31 December 2022 and 2021 are summarised below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Land	58	58	17	17
Buildings and complement	424	463	231	245

12. Intangible assets

The net book value of intangible assets as at 31 December 2022 and 2021 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements			
	Trade mark	Computer software	Computer software in progress	Total
Cost				
1 January 2021	26,051	90,257	2,166	118,474
Additions	-	-	260	260
Transfer in (transfer out)	-	2,376	(2,376)	-
31 December 2021	26,051	92,633	50	118,734
Write-off	-	(3,631)	(50)	(3,681)
31 December 2022	26,051	89,002	-	115,053
Accumulated amortisation				
1 January 2021	-	88,085	-	88,085
Amortisation for the year	-	2,409	-	2,409
31 December 2021	-	90,494	-	90,494
Amortisation for the year	-	1,328	-	1,328
Write-off	-	(3,500)	-	(3,500)
31 December 2022	-	88,322	-	88,322
Net book value				
31 December 2021	26,051	2,139	50	28,240
31 December 2022	26,051	680	-	26,731

(Unit: Thousand Baht)

	Separate financial statements		
	Trade mark	Computer software	Total
Cost			
1 January 2021	26,463	25,266	51,729
31 December 2021	26,463	25,266	51,729
Write-off	-	(3,421)	(3,421)
31 December 2022	26,463	21,845	48,308
Accumulated amortisation			
1 January 2021	-	24,692	24,692
Amortisation for the year	-	222	222
31 December 2021	-	24,914	24,914
Amortisation for the year	-	182	182
Write-off	-	(3,421)	(3,421)
31 December 2022	-	21,675	21,675
Net book value			
31 December 2021	26,463	352	26,815
31 December 2022	26,463	170	26,633

13. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate	Consolidated financial statements		Separate financial statements	
	(Percent per annum)	2022	2021	2022	2021
Bank overdrafts	MOR	1,058	781	-	-
Short-term loans from financial institutions	2.00 - 3.65	1,040,000	618,000	660,000	368,000
Total		1,041,058	618,781	660,000	368,000

The subsidiaries' bank overdrafts and short-term loans from financial institutions are secured by the Company.

14. Trade and other payables

(Unit:Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade payables - related parties (Note 6)	-	-	15	35
Trade payables - unrelated parties	197,495	199,046	27,269	26,945
Other payables - related parties (Note 6)	1,711	1,145	361	170
Other payables - unrelated parties	59,799	57,671	5,412	5,580
Accounts payable from sale promotions	201,688	139,838	-	-
Accrued expenses	100,311	84,666	12,423	13,772
Total trade and other payables	561,004	482,366	45,480	46,502

15. Long-term loans from financial institutions

(Unit: Thousand Baht)

Loan	Interest rate	Repayment schedule	Consolidated financial statements		Separate financial statements	
	(% per annum)		2022	2021	2022	2021
1	THBFIX + 1.95	Quarterly installments as stipulated in the agreement, and the final installment is due in November 2023	100,000	200,000	100,000	200,000
2	Average MLR - 2.513	Quarterly installments as stipulated in the agreement, and the final installment is due in November 2023	45,000	165,000	45,000	165,000
3	THOR + 2.35	Quarterly installments as stipulated in the agreement, and the final installment is due in February 2024	87,500	157,500	-	-
4	MLR - 2.20	Quarterly installments as stipulated in the agreement, and the final installment is due in June 2025	3,183	10,063	-	-
5	Average MLR - 2.055	Quarterly installments as stipulated in the agreement, and the final installment is due in September 2026	150,000	190,000	150,000	190,000
Total			385,683	722,563	295,000	555,000
Less: Current portion			(258,183)	(336,880)	(185,000)	(260,000)
Long-term loans from financial institutions - net of current portion			127,500	385,683	110,000	295,000

Movements in the long-term loans account during the years ended 31 December 2022 and 2021 are summarised below.

(Unit:Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Balance at beginning of year	722,563	799,443	555,000	555,000
Add: Additional borrowings during the year	-	200,000	-	200,000
Less: Repayment during the year	(336,880)	(276,880)	(260,000)	(200,000)
Balance at end of year	385,683	722,563	295,000	555,000

As at 31 December 2022, the long-term credit facilities of a subsidiary which has not yet been drawn down amounted to Baht 12 million (2021: Baht 12 million).)

Loan covenants

The loans are secured by the mortgage of certain land, buildings machinery and equipment of the Group.

The loan agreements of the Group contain certain restrictive covenants pertaining to, among others things, the maintenance of debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements and the prohibition from creating lien over related assets.

16. Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Lease payments	28,440	33,380	10,616	9,655
Less: Deferred interest expenses	(1,202)	(1,071)	(753)	(686)
Total lease liabilities	27,238	32,309	9,863	8,969
Less: Portion due within one year	(13,630)	(22,456)	(4,043)	(5,129)
Lease liabilities - net of current portion	13,608	9,853	5,820	3,840

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1 - 5 years.

A maturity analysis of lease payments is disclosed in Note 28.2 to the financial statements under the liquidity risk.

Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Depreciation of right-of-use assets	25,271	25,551	5,375	5,950
Interest expense on lease liabilities	1,048	1,003	513	445
Expense relating to short-term leases	1,394	848	525	95
Expense relating to leases of low-value assets	3,559	7,781	689	3,823
Expense relating to variable lease payments				
that do not depend on an index or a rate	259	235	-	-

The Group has lease contracts for building spaces that contains variable payments based on sales. The lease term is 1 - 3 years.

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 30 million (2021: Baht 35 million) (The Company only: Baht 6 million, 2021: Baht 10 million), including the cash outflow related to short-term leases and leases of low-value assets.

17. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Provision for long-term employee benefits at beginning of year	112,326	105,156	31,751	30,110
Included in profit or loss:				
Current service cost	9,927	11,262	4,625	4,548
Interest cost	1,610	1,998	423	570
Gains on settlement or curtailment	(10,323)	-	(6,184)	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(10,561)	-	(2,094)	-
Financial assumptions changes	(13,713)	-	(3,318)	-
Experience adjustments	7,004	-	(821)	-
Benefits paid during the year	(2,440)	(6,090)	(1,976)	(3,477)
Provision for long-term employee benefits at end of year	93,830	112,326	22,406	31,751

The Group expects to pay Baht 2.6 million of long-term employee benefits during the next year (The Company only: Baht 0.1 million) (2021: Baht 5 million, The Company only: Baht 1 million).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 9 years (The Company only: 9 years) (2021: 9 years, The Company only: 9 years).

Significant actuarial assumptions are summarised below.

(Unit: Percent per annum)

	Consolidated/Separate financial statements	
	2022	2021
Discount rate	2.5	1.5
Salary increase rate	0.0 - 4.5	1.5 - 5.0
Turnover rate	0.0 - 50.0	0.0 - 50.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 and 2021 are summarised below.

(Unit: Million Baht)

	As at 31 December 2022			
	Consolidated financial statements		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(4)	4	(1)	1
Salary increase rate	4	(4)	1	(1)

(Unit: Million Baht)

	As at 31 December 2021			
	Consolidated financial statements		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(6)	7	(2)	2
Salary increase rate	8	(8)	2	(2)

18. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

19. Other income

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Ocean freight income	30,347	23,487	-	-
Reversal of provision for sale promotions	23,754	46,780	-	-
Management income	-	-	36,151	41,979
Gain on exchange	4,053	-	-	88
Others	34,990	26,160	3,822	3,651
Total	93,144	96,427	39,973	45,718

20. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Salaries, wages and other employee benefits	528,524	485,424	123,924	124,061
Depreciation	345,697	395,864	65,783	67,151
Amortisation expenses	1,328	2,409	182	222
Loss on exchange	-	16,035	8	-
Reversal of allowance for impairment loss on investments in subsidiary	-	-	-	(55,000)
Impairment loss on loans to subsidiary	-	-	56,113	54,700
Finance cost	43,238	38,704	30,500	26,382
Costs related to production of goods and services (excluding of staff cost and depreciation)	1,486,608	1,212,266	151,967	134,074

21. Income tax

Income tax expenses for the years ended 31 December 2022 and 2021 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Current income tax:				
Current income tax charge	7,825	1,881	-	-
Adjustment in respect of income tax of previous year	(43)	-	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(46,280)	(17,279)	842	(210)
Income tax expenses (benefit) reported in profit or loss	(38,498)	(15,398)	842	(210)

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Deferred tax relating to actuarial gain	2,208	-	1,247	-

The reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Accounting profit before tax	241,321	413,204	281,359	552,715
Income tax at Thai corporate income tax rate of 20%	48,264	82,641	56,272	110,543
Adjustment in respect of income taxof previous year	(43)	-	-	-
Effects of:				
Non-deductible expenses	2,187	4,520	11,252	31
Additional expenses deductions allowed	(2,790)	(7,454)	(56)	(30)
Exemption of income	-	(101)	(77,675)	(114,663)
Share of profit from investment in associate	(110,916)	(104,036)	-	-
Unused tax loss	24,251	8,756	10,731	3,942
Others	549	276	318	(33)
Total	(86,719)	(98,039)	(55,430)	(110,753)
Income tax expenses (benefit) reported in profit or loss	(38,498)	(15,398)	842	(210)

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Deferred tax assets				
Allowance for expected credit losses	894	715	-	-
Allowance for diminution in value of inventories	4,100	632	27	267
Values of property, plant and equipment	72,405	60,436	-	-
Provision for long-term employee benefits	9,945	12,182	4,481	6,350
Unused tax loss	49,941	18,865	-	-
Others	4,037	4,478	-	-
Total	141,322	97,308	4,508	6,617
Deferred tax liabilities				
Values of property, plant and equipment	(10,349)	(10,349)	-	-
Others	(202)	(260)	(192)	(212)
Total	(10,551)	(10,609)	(192)	(212)
Deferred tax assets - net	130,771	86,699	4,316	6,405

As at 31 December 2022, the Group has deductible temporary differences and unused tax losses totaling Baht 1,070 million (2021: Baht 944 million) (The Company only: Baht 209 million, 2021: Baht 155 million), on which deferred tax assets have not been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses. The unused tax losses will expire by 2027.

22. Earnings per share

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

23. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Board of Directors of the Group.

The following tables present revenue and profit information regarding operating segments of the Group for the years ended 31 December 2022 and 2021, respectively.

(Unit: Million Baht)

	Products of vegetable & fruit		Beverage		Others		Consolidation	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenues from sales of goods	1,201	860	1,664	1,547	30	21	2,895	2,428
Gross profit	175	155	397	433	9	4	581	592
Other income							93	97
Selling and distribution expenses							(516)	(332)
Administrative expenses							(428)	(409)
Loss on exchange							-	(16)
Operating loss							(270)	(68)
Share of profit from investment in associate							555	520
Finance cost							(43)	(39)
Profit before income tax expenses							242	413
Income tax benefit							38	15
Profit for the year							280	428

Geographic segment information for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Million Baht)

	Domestic sales		Export sales		Consolidation	
	2022	2021	2022	2021	2022	2021
Revenues from the sales of goods	1,320	1,294	1,575	1,134	2,895	2,428
Gross profit	320	363	261	229	581	592

Major customers

For the year 2022, the Group has revenues from one major customer in amount of Baht 1,097 million, arising from sales by the beverage segment (2021: Baht 1,473 million).

24. Dividends

Dividends	Approved by	Total dividends	dividend per share
		(Million Baht)	(Baht)
Interim dividends for 2021	Board of Directors' meeting on 18 February 2021	91.7	0.19
Final dividends for 2020	Annual General Meeting of the shareholders on 9 April 2021	241.3	0.50
Interim dividends for 2021	Board of Directors' meeting on 13 August 2021	91.7	0.19
Total dividends for the year 2021		424.7	0.88
Final dividends for 2021	Annual General Meeting of the shareholders on 7 April 2022	279.9	0.58
Interim dividends for 2022	Board of Directors' meeting on 11 November 2022	91.7	0.19
Total dividends for the year 2022		371.6	0.77

25. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group contributes to the fund monthly at the rate of 5 percent of basic salary and its employees contribute to the fund monthly at the rates of 5 - 15 percent of basic salary. The fund, which is managed by K-Master Pooled Fund, will be paid to employees upon termination in accordance with the fund rules. The Group's contributions for the year 2022 amounting to approximately Baht 13 million (2021: Baht 12 million) were recognised as expenses (The Company only: Baht 4 million, 2021: Baht 3 million).

26. Commitments and contingent liabilities

26.1 Capital commitments

As at 31 December 2022 and 2021, the Group had outstanding capital commitments relating to the purchases of machinery and equipment and computer software as follows:

(Unit: Million)

Foreign currency	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Baht	5	11	-	1

26.2 Lease and service commitments

The Group has entered into several agreements in respect of the lease of office equipment, which are short-term leases or leases of low-value assets, and other service agreements.

As at 31 December 2022 and 2021, future minimum rental and service fees payable under these agreements are as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Payable within:				
1 year	21	24	7	3
2 to 5 years	7	2	5	1

26.3 Guarantees

As at 31 December 2022 and 2021, the outstanding bank guarantees issued by the banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business are summarised below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Bank guarantees	13	14	7	7

27. Fair value of financial instruments

As at 31 December 2022 and 2021, the assets and liabilities of the Group that were measured at fair value are derivatives and assets for which fair value are disclosed is investment property. The level in determining the fair value of such assets and liabilities is level 2. The fair value of such assets and liabilities are presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Financial assets measured at fair value				
Forward exchange contracts	-	45	-	-
Financial liabilities measured at fair value				
Forward exchange contracts	22	835	-	-
Assets for which fair value are disclosed				
Investment property	7,500	7,500	7,500	7,500

28. Financial instruments

28.1 Derivatives

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Derivative assets				
Derivative assets not designated as hedging instruments				
Foreign exchange forward contracts	-	45	-	-
Total derivative assets	-	45	-	-
Derivative liabilities				
Derivatives liabilities not designated as hedging instruments				
Foreign exchange forward contracts	22	835	-	-
Total derivative liabilities	22	835	-	-

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within one year.

28.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade receivables, loans to related parties, investments and short-term and long-term loans from financial institutions. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade receivables, loans and cash at banks. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade receivables and loans

The Group manages the risk by adopting appropriate credit control policies and procedures, and outstanding trade receivables and loans are regularly monitored. The Group therefore does not expect to incur material financial losses. In addition, the Group does not have concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Cash at banks

The Group manages the credit risk from balances with banks by making investments only with approved counterparties. The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risk comprising foreign currency risk and interest rate risk. The Group enters into derivative financial instruments to manage its risk exposure, including:

• foreign exchange forward contracts to hedge the foreign currency risk arising on the export or import of goods;

• interest rate swaps to mitigate the risk of rising interest rates.

Foreign currency risk

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

As at 31 December 2022 and 2021, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	3.9	2.1	0.6	0.7	34.56	33.42
Euro	2.0	1.4	0.2	0.2	36.83	37.89
Australian Dollar	-	-	0.2	0.1	23.38	24.26

The Group had outstanding forward exchange contracts which maturity date within one year were summarised below.

Foreign currency	As at 31 December 2022					
	Consolidated financial statements		Separate financial statements		Contractual exchange rate	
	Sold amount	Bought amount	Sold amount	Bought amount	Sold	Bought
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	-	0.02	-	-	-	37.15

Foreign currency	As at 31 December 2021					
	Consolidated financial statements		Separate financial statements		Contractual exchange rate	
	Sold amount	Bought amount	Sold amount	Bought amount	Sold	Bought
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	1.4	0.1	-	-	32.85 - 33.63	33.13 - 33.29
Euro	0.3	-	-	-	37.15	-

Foreign currency sensitivity analysis

The Group expects that there is no effect to be significantly impact on the Group's profit before tax arising from the change in the fair value of monetary assets and liabilities due to the possible change in exchange rates of assets and liabilities that are denominated in foreign currencies.

Interest rate risk

The Group' s exposure to interest rate risk relates primarily to its short-term and long-term loans from financial institutions. Most of the Group' s financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2022 and 2021, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2022					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Within1 year	1 - 5 years				(% per annum)
Financial assets						
Cash and cash equivalents	-	-	0.4	72.2	72.6	0.01 - 0.65
Trade and other receivables	-	-	-	456.4	456.4	-
	-	-	0.4	528.6	529.0	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	1,041.1	-	-	-	1,041.1	2.30 - 6.34
Trade and other payables	-	-	-	561.0	561.0	-
Long-term loans from financial institutions	-	-	385.7	-	385.7	Note 15
Lease liabilities	13.6	13.6	-	-	27.2	0.69 - 8.76
	1,054.7	13.6	385.7	561.0	2,015.0	

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2021					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Within1 year	1 - 5 years				(% per annum)
Financial assets						
Cash and cash equivalents	-	-	1.7	76.4	78.1	0.01 - 0.65
Trade and other receivables	-	-	-	353.3	353.3	-
	-	-	1.7	429.7	431.4	
Financial liabilities						
Bank overdrafts and short-term loans	618.8	-	-	-	618.8	
from financial institutions	-	-	-	482.4	482.4	1.89 - 5.84
Trade and other payables	-	-	722.6	-	722.6	-
Long-term loans from financial institutions	22.5	9.8	-	-	32.3	Note 15
Lease liabilities	641.3	9.8	722.6	482.4	1,856.1	0.71 - 8.76

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2022					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Within1 year	1 - 5 years				(% per annum)
Financial assets						
Cash and cash equivalents	-	-	0.3	14.7	15.0	0.01 - 0.25
Trade and other receivables	-	-	-	21.7	21.7	-
Short-term loan to related parties	427.4	-	-	-	427.4	3.50
	427.4	-	0.3	36.4	464.1	
Financial liabilities						
Bank overdrafts and short-term loans	660.0	-	-	-	660.0	3.07 - 3.50
from financial institutions	-	-	-	45.5	45.5	-
Trade and other payables	-	-	295.0	-	295.0	Note 15
Long-term loans from financial institutions	4.1	5.8	-	-	9.9	0.69 - 8.76
Lease liabilities	664.1	5.8	295.0	45.5	1,010.4	

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2021					
	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Within1 year	1 - 5 years				(% per annum)
Financial assets						
Cash and cash equivalents	-	-	1.0	19.3	20.3	0.01 - 0.25
Trade and other receivables	-	-	-	22.8	22.8	-
Short-term loan to related parties	419.8	-	-	-	419.8	2.65
	419.8	-	1.0	42.1	462.9	
Financial liabilities						
Bank overdrafts and short-term loans	368.0	-	-	-	368.0	2.32 - 2.90
from financial institutions	-	-	-	46.5	46.5	-
Trade and other payables	-	-	555.0	-	555.0	Note 15
Long-term loans from financial institutions	5.1	3.9	-	-	9.0	0.71 - 8.76
Lease liabilities	373.1	3.9	555.0	46.5	978.5	

Interest rate sensitivity analysis

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate long-term loans from financial institutions affected as at 31 December 2022 and 2021.

Currency	2022		2021	
	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Baht	+1	(3,857)	+1	(7,226)
	-1	3,857	-1	7,226

The above analysis has been prepared assuming that the amounts of the floating rate long-term loans from financial institutions and all other variables remain constant over one year. Moreover, the floating legs of these long-term loans from financial institutions are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation.

Liquidity risk

The Group controls the risk of a shortage of liquidity through the management of sufficient cash and cash equivalents, to reduce the effect of fluctuation of cash flows. In addition, the Group monitors the risk of a shortage of liquidity through the use of bank overdrafts and bank loans. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2022 and 2021 based on contractual undiscounted cash flows.

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans from financial institutions	400.0	645.8	-	-	1,045.8
Trade and other payables	-	561.0	-	-	561.0
Long-term loans from financial institutions	-	269.3	132.2	-	401.5
Lease liabilities	-	14.4	14.1	-	28.5
Total non-derivatives	400.0	1,490.5	146.3	-	2,036.8
Derivatives					
Derivative liabilities: net settled	-	21.6	-	-	21.6
Total derivatives	-	21.6	-	-	21.6

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans from financial institutions	293.0	326.3	-	-	619.3
Trade and other payables	-	482.4	-	-	482.4
Long-term loans from financial institutions	-	352.5	397.4	-	749.9
Lease liabilities	-	23.1	10.3	-	33.4
Total non-derivatives	293.0	1,184.3	407.7	-	1,885.0
Derivatives					
Derivative liabilities: net settled	-	0.8	-	-	0.8
Total derivatives	-	0.8	-	-	0.8

(Unit: Million Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans from financial institutions	395.0	265.8	-	-	660.8
Trade and other payables	-	45.5	-	-	45.5
Long-term loans from financial institutions	-	194.7	114.6	-	309.3
Lease liabilities	-	4.5	6.1	-	10.6
Total non-derivatives	395.0	510.5	120.7	-	1,026.2

(Unit: Million Baht)

	Separate financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Bank overdraft and short-term loans from financial institutions	218.0	150.1	-	-	368.1
Trade and other payables	-	46.5	-	-	46.5
Long-term loans from financial institutions	-	272.3	305.3	-	577.6
Lease liabilities	-	5.5	4.2	-	9.7
Total non-derivatives	218.0	474.4	309.5	-	1,001.9

28.3 Fair values of financial instruments

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

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

a) For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable, accounts payable and short-term loans from financial institutions, the carrying amounts in the statement of financial position approximate their fair value.

b) For long-term loans carrying interest at rates approximating the market rate, the carrying amounts in the statement of financial position approximate their fair value.

c) The fair value of derivatives has been determined using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies and yield curves of the respective currencies. The Group considers counterparty credit risk when determining the fair value of derivatives.

During the current year, there were no transfers within the fair value hierarchy.

29. Capital management

The primary objective of the capital management of the Group is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods. As at 31 December 2022, the Group's debt-to-equity ratio was 0.50:1 (2021: 0.46:1) and the Company's debt-to equity ratio was 0.47:1 (2021: 0.44:1).

30. Events after the reporting period

30.1 On 17 February 2023, the Board of Directors' meeting of Tipco Asphalt Public Company Limited (associated company) passed the resolution to propose the Annual General Meeting of shareholders approve a dividend payment for the year 2022 of Baht 1.25 per share, or a total of Baht 1,972.95 million. Since an interim dividend payment on 8 December 2022 of Baht 0.25 per share, or a total of Baht 394.59 million for the performance period from 1 January 2022 to 30 September 2022. The proposed final dividend payment will be Baht 1.00 per share, or a total of Baht 1,578.36 million for the Q4/2022 performance and retained earnings.

30.2 On 20 February 2023, the Company's Board of Directors' meeting passed the resolution to propose the Annual General Meeting of shareholders approve a dividend payment for the year 2022 of Baht 0.89 per share, or a total of Baht 429.50 million. Since an interim dividend of Baht 0.19 per share, or a total of Baht 91.69 million, was already distributed to the shareholders in December 2022, the remaining final dividend is Baht 337.81 million (Baht 0.70 per share).

31. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 20 February 2023.


MADE FROM 100% JUICE
Tipco
น้ำแอปเปิ้ล
ผสมน้ำองุ่น
FRUIT JUICE
VITAMIN C
ORAC
NO ADDED SUGAR
POLYPHENOLS
RIGHT FRUIT RIGHT BENEFIT
ทิปโก้เชื่อในพลังจากธรรมชาติของผลไม้แต่ละชนิดที่เราตั้งใจคัดสรรอย่างพิถีพิถัน และดูแลอย่างรู้จริง เพื่อนำประโยชน์ที่ดีที่สุดของผลไม้มาให้ทุกคน เราพร้อมจะเป็นส่วนหนึ่งในการใช้ชีวิตของคุณ อย่างมีคุณค่าและมีสุขภาพที่ดีในทุกๆวัน
We believe fruits and vegetables are the most fantastic natural source of life-affirming goodness. We select only the best and treat them with love and care. So everyone can enjoy the benefits, every day.
ผลิตโดย บริษัท ทิปโก้ เอฟแอนด์บี จำกัด
90/1 หมู่ 7 ถ.พหลโยธิน ต.สบไทเก็บ อ.วังน้อย
จ. พระนครศรีอยุธยา 13170
Manufactured by : Tipco F&B Co., Ltd.
90/1 Moo 7, Phaholyothin Rd., Tambon Sanubtaeb,
Amphur Wangnoi, Phra Nakhon Si Ayutthaya 13170
PRODUCT OF THAILAND
คุณประโยชน์น้ำผลไม้ที่คุณต้องไม่รู้
ฝ่ายลูกค้าสัมพันธ์
Customer Services
Email: foodgroup@tipco.net
Tel: (662) 273-6868
Scan ที่นี่
THAILAND TRUSTED QUALITY
ปริมาตรสุทธิ 1 ลิตร / Net Volume 1 Litre
Made From 100% Juice
น้ำแอปเปิ้ล ผสมน้ำองุ่นรวม 100%
จากน้ำผลไม้เข้มข้น ตรา ทิปโก้


กระชายขาวสกัด-พี10
30 CAPSULES
ขมิ้นชัน
บ้านตาขุน

Attatchments

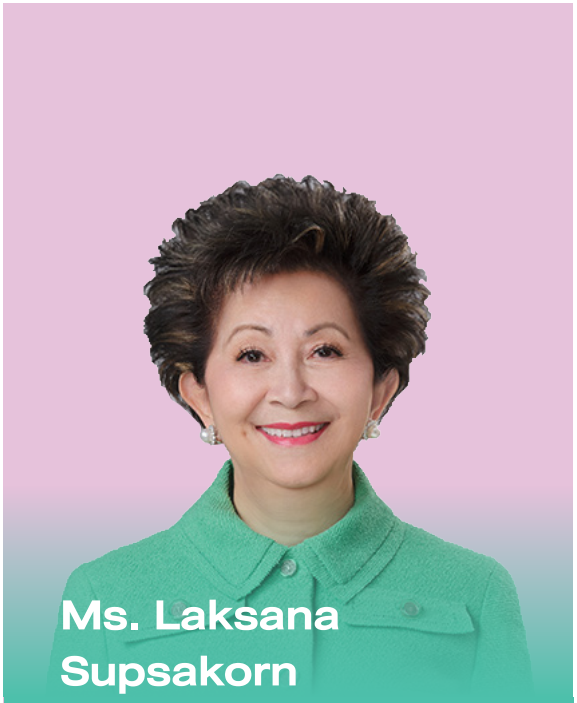


Attachment 1

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary

As of December 31, 2022

Board of Directors



Ms. Laksana Supsakorn

Chairman of the Board
Authorized Director

Age : 71 years

Starting date of Directorship : 2 April 2012

Education:

M.B.A. Wharton Business School, University of Pennsylvania, USA

Bachelor's Degree in Accounting (Honor), Chulalongkorn University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2014 Role of the Chairman Program (RCP)

2014 Director Certification Program (DCP)

2012 Director Accreditation Program (DAP)

Shareholding in Company on December 30, 2022 : 41,461,267 shares (8.59 %)

Family Relationship with Other Director and Executives : Younger sister of Mrs. Anurat Tiamtan, aunt of Mr. Kris Sertthin and Cousin of Ms. Surachet Supsakorn

Holding a Position of Director in Listed Company at present :

Tipco Asphalt Public Company Limited

Holding a Position of Director in Other Companies at present :

Tipco Pineapple Company Limited

Tipco F&B Company Limited

Tipco Retail Co., Ltd

Siam Container Terminal Company Limited

Vanichapark Company Limited

Thanomwongse Service Company Limited

Ruamsapsin Company Limited

Tipco Tower Company Limited

Thai Slurry Seal Company Limited

Related Experience :

2017 – Present	Director, Tipco Retail Company Limited
2017 – Present	Director, Tipco Pineapple Company Limited
2018 – 2020	Chairman of the Board Director, Tipco Asphalt Public Company Limited
2014 – Present	Director, Tipco Tower Company Limited
2013 – Present	Director, Tipco Asphalt Public Company Limited
2013 – Present	Director, Tipco F&B Company Limited



ACM Pongsatorn Buasup

Vice Chairman
Chairman of the Audit Committee
Independent Director

Age : 71 years

Starting date of Directorship : 11 November 2019

Education :

2005-2006	National Defense College
1995-1996	Air War College
1989	Air Command and Staff College
1975-1976	Avionics Officer School USAF, Colorado, USA.
1969-1974	Royal Thai Air Force Academy Bachelor of Aeronautical Engineering

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2012	Director Accreditation Program (DAP)
2008	Director Certificate Program (DCP)
2008	Financial Statements for Directors

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company at present : None

Holding a Position of Director in Other Company : None

Related Experience :

2004 – 2020	Adviser of National Metal and Materials Technology Center
2012 – 2018	Chairman of the Board of Directors, Defense Technology Institute, Ministry of Defense
2011 – 2014	Director and Audit Committee, The Transport Co., Ltd
2009 – 2013	Consultant of Group Arger, a trading company in Brazil
2008 – 2009	Director of Aeronautical Radio of Thailand Ltd.
2007 – 2009	Chief of Staff to Ministry of Defense
2004 – 2006	Director of Directorate of Armament, RTAF.

Education :

M.Sc. (Biochemistry), The American University, Washington D.C., USA
B.Sc. (Chemistry), Kasetsart University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2001 Chairman Program 2000
2004 Director Certification Program (DCP)

Shareholding in Company on December 30, 2022 : 34,566,765 shares (7.16 %)

Family Relationship with Other Director and Executives : Elder sister Ms. Laksana Supsakorn, aunt of Mr. Kris Sertthin and Cousin of Mr. Surachet Supsakorn

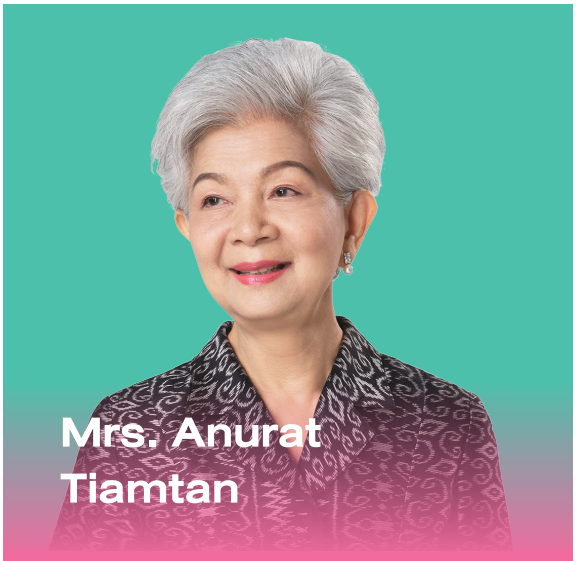
Holding a Position of Director in Listed Company at present : None

Holding a Position of Director in Other Companies at present :

Tipco F&B Company Limited
Tipco Pineapple Company Limited
Tipco Biotech Company Limited
Tipco Retail Company Limited
Siam Container Terminal Company Limited
Ruamsapsin Company Limited
Tipco Tower Company Limited

Related Experience :

2003 - 2013	Chairman of the Board, Tipco Foods Public Company Limited
2003 - 2013	Chairman of the Board, Tipco Asphalt Public Company Limited



Mrs. Anurat Tiamtan

Director
Authorized Director

Age : 74 Years

Starting date of Directorship : 22 March 1976



Mr. Surachet Supsakorn

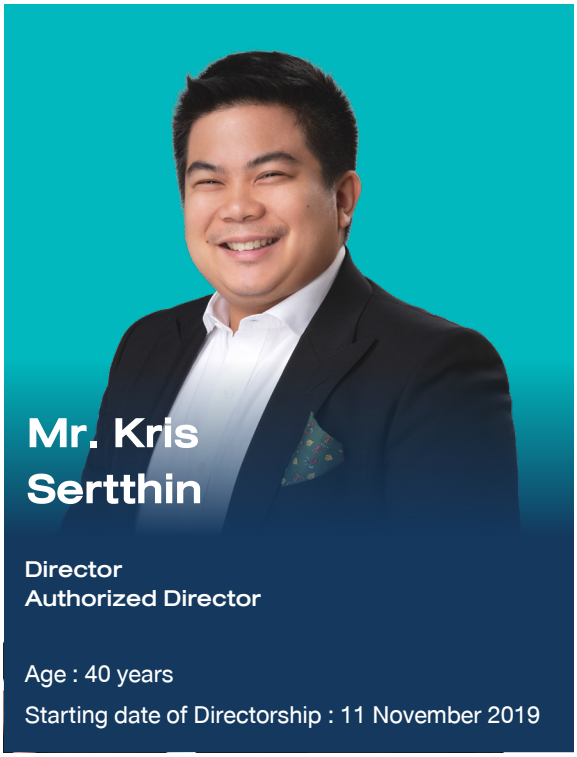
Director
Member of the Nomination Remuneration Committee / Authorized director
Age : 62 years
Starting date of Directorship : 18 August 2003

Education :
Master's Degree of Business Administration in Finance, Kasetsart University
Bachelor's Degree of Business Administration in Accounting, Rajamangala University of Technology
Seminars on Director Roles Responsibilities / Thai Institute of Directors :
2004 Director Certification Program (DCP), Diploma, IOD
2003 Director Certification Program (DCP), Certificate of Completion, IOD
Shareholding in Company on December 30, 2022 : None
Family Relationship with Other Director and Executives : Cousin of Mrs. Anurat Tiemtan, Ms. Laksana Supsakorn and Mr. Kris Sertthin.
Holding a Position of Director in Listed Company at present :
United Paper Public Company Limited
Holding a Position of Director in Other Companies at present : Ruamsapsin Company Limited
Related Experience :

2014 – 2021	Director, Tipco Tower Company Limited
2014 – 2019	Managing Director, Tipco Tower Company Limited
2012 – Present	Director, Ruamsapsin Company Limited
2011 – 2019	Managing Director, Thanomwongse Service Company Limited
2004 – Present	Independent Director and Chairman of the Audit Committee, United Paper Public Company Limited
2001 - 2010	Deputy Managing Director, Thanomwongse Service Company Limited
2000	Senior Manager – Administration, Thanomwongse Service Company Limited

Education :
B.S. Business Administration, Babson College, MA, USA
Seminars on Director Roles Responsibilities / Thai Institute of Directors : None
Shareholding in Company on December 30, 2022 : 2,000,000 shares (0.41%)
Holding a Position of Director in Listed Companies at present : Grandson of Mrs. Anurat Tiamtan, Ms. Laksana Supsakorn and Mr. Surachet Supsakorn
Holding a Position of Director in Listed Companies at present : None
Holding a Position of Director in Other Companies at present :
Rattanajit Company Limited
Jitzda Company Limited
United Technology Services Company Limited
Tipco F&B Company Limited
Tipco Retail Company Limited
Related Experience :

2022 – Present	Director – Domestic Sales and Marketing, Tipco Asphalt Public Company Limited
2021 – Present	Director – Business Development, Tipco Asphalt Public Company Limited
2015 – 2021	Senior Manager – Business Development, Tipco Asphalt Public Company Limited
2011 – 2015	Business Development, Tipco Group of Companies
2008 – 2011	Advisory Staff to the Finance Minister, Office of the Minister of Finance of Thailand
2005 – 2007	Investment Banking Department, Phatra Securities Public Company Limited (Formerly Merrill Lynch Thailand)



Mr. Kris Sertthin

Director
Authorized Director
Age : 40 years
Starting date of Directorship : 11 November 2019



Mr. Chokchai Tocharoentanaphol

Director

Age : 58 years

Starting date of Directorship: 11 August 2022

Education :

Master's Degree of Marketing, Faculty of Commerce, Thammasat University

Bachelor's Degree of Chemistry, Faculty of Science, Chulalongkorn University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2023 Director Certification Program (DCP) 331/2023

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company at present: None

Holding a Position of Director in Other Companies at present: None

Related Experience :

2015–2020	Managing Director, Tipco Pineapple Co., Ltd.
2010–2015	Director, Dutch mill Group
2002–2010	Sales and Marketing Director, Ocean Glass PLC.



Mr. Paisal Pongprayoon

Independent Director
Chairman of the Nomination & Remuneration Committee
Member of the Audit Committee

Age : 73 years

Starting date of Directorship : 2 April 2012

Education :

Master's Degree in Engineering concentrated in Industrial Engineering from Fairleigh Dickinson, USA

Bachelor's Degree in Engineering concentrated in Civil Engineering from Villanova University, USA

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2014 Role of the Chairman Program (RCP)

2014 Director Certification Program (DCP)

2012 Directors Accreditation Program (DAP)

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company : None

Holding a Position of Director in Other Company : None

Related Experience :

2000 - 2010	Head of Business Partner: True Corporation Public Company Limited
1997 - 1999	Managing Director, Samart Cable System Public Company Limited
1993 - 1997	Director in Commercial Section, Telecom Asia Corporation Public Company Limited
1992 - 1993	Real Estate Development Projects Manager, Thai Wah Engineering Company Limited
1991 - 1992	Assistant Managing Director, Hi-Tech Industry Estate Public Company Limited



Mr. Nontigorn Kanchanachitra

Independent Director
Member of the Nomination & Remuneration Committee

Age : 67 years

Starting date of Directorship : 21 June 2022

Education :

Ph.D Degree :	Honorary Doctorate of Business Administration, Human Resource Management, Donburi Rajabhat University
Master Degree:	Master of Public Administration, Middle Tennessee State University, USA
Bachelor Degree:	Political Science, Chiang Mai University

National Defense Course, class 48 National Defense College

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

Role of the Chairman Program (RCP) 26/2011
Director Certification Program (DCP) 102/2008
Audit Committee Program (ACP) 22/2008
Financial Statements for Director (FSD) 1/2008

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company :

JRW Utility Public Company Limited
SISB Public Company Limited

Holding a Position of Director in Other Company : None

Related Experience :

2021- Current	Director, Bank of Thailand
2018- Current	Chairman and Independent Director, JRW Utility Public Company Limited
2015- Current	Chairman and Independent Director, SISB Public Company Limited
2015- Current	Director, Council of State of Thailand
2015- Current	Director, Office of the Civil Service Commission



Education :

The McCombs School of Business, The University of Texas at Austin, USA

- Ph.D. in Accounting (May 2003)
- Master in Professional Accounting (MPA) - Dean's Awards (May 1996)

Thammasat Business School, Thammasat University

- Master in Business Administration (MBA) – Finance (May 1994)
- Graduate Diploma in Auditing (May 1990)
- Bachelor's Degree in Accounting - First Class Honors (October 1988)

Seminars on Director Roles Responsibilities / Thai Institute of Directors :
2012 Director Accreditation Program (DAP)

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company :
Moshi Moshi Retail Corporation Public Company Limited

Holding a Position of Director in Other Company : None

Related Experience :

2022- Current	Dean, Thammasat Business School, Thammasat University
2022- Current	Chairman of Audit Committee and IndependentDirector, Moshi Moshi Retail Corporation Public Company Limited
2022- Current	Board of Director, Faculty of Architecture and Planning, Thammasat University
2021- Current	Board of Director, Sirindhorn International Institute of Technology, Thammasat University
2021- Current	Board of Director, Research and Consultancy Institute, Thammasat University
2018- 2022	Vice Rector for Finance, Thammasat University



Mr. Somchai Supattarakul

Independent Director
Member of the Audit Committee

Age : 56 years

Starting date of Directorship : 21 June 2022



Mr. Thammasak Jittimaporn

Independent Director

Age : 62 years

Starting date of Directorship : 17 January 2023

Education :

Master of Business Administration The University of Akron, U.S.A.

Bachelor of Accounting, Thammasat University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :
Director Accreditation Program (DAP) 181/2021

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director in Listed Company :
FN Factory Outlet Public Company Limited

Holding a Position of Director in Other Company : None

Related Experience :

2023	Executive Chairman /Director, FN Factory Outlet Public Company Limited
2020- 2022	Chief Executive Office/Director, FN Factory Outlet Public Company Limited
2021- Present	Member, State Enterprise Policy Office (SEPO)
2021-Present	Board of Directors, Marketing Association of Thailand
2018-Present	Director, Department of International Trade Promotion
2018-Present	Vice President of Thailand Management Association

Mr. Leuchar Pisitthakarn

Acting Chief Executive Officer
Chief Operating Officer

Age : 57 Years

Education :

Master of Business Administration, Rangsit University, Thailand

Bachelor of Science in Economics, University of Utan, USA

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

2023 Director Certification Program (DCP) 331/2023

Special Training :

1. American Management Association, California, USA (Sr. Project Management)
2. Dale Carnegie - Management Team Building
3. Management Development Program - Module I &II
4. Business for Finance, Switzerland - Module I &II
5. Great Manager Program
6. Talent Management Program
7. Multi-Functional Team Building
8. People Product Management
9. Safety Office at Management Level
10. Strategic Financial Leadership Program

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director Listed Company : None

Holding a Position of Director Other Companies :

Tipco Pineapple Company Limited
Tipco Tipco F&B Company Limited
Tipco Biotech Company Limited
Tipco Retail Company Limited

Related Experience :

2017	Director - The Premier Group of Companies
2016	Group Chief Financial Officer - Pacific-AA Group (Singapore, Myanmar, and USA)
2014 - 2016	VP Finance International - The Minor Food Group - Under the "Minor International"
2013 - 2014	Group Chief Operating Officer/Group Chief Financial Officer - Winvestment Holding Ltd.
2006 – 2013	Standard Chartered Bank - Head of Performance Management, Consumer Banking SEA & SG (Singapore) - CFO for Mekong Region (Vietnam, Laos, and Cambodia) - Head of Business Finance, Consumer Banking Thailand

Mr.Koosoon Rattanaporn

Chief Financial Officer

Age : 42 years

Education :

Bachelor of Accounting (BA), Chiang Mai University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

Company Secretary Program (CSP) 113/2020

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director Listed Company : None

Holding a Position of Director Other Companies : None

Related Experience :

2021 - 2022	Chief Financial Officer, S. Khonkaen Foods Public Company Limited
2019 - 2021	Chief Financial Officer, Taokaenoi Food & Marketing Public Company Limited

Ms.Tanyaporn Vanichkitpaisan

Director – Corporate Accounting & Internal Control

Age : 49 years

Education :

Master of Business Economics (MBE), National Institute of Development Administration (NIDA)

Bachelor of Accounting (BA), Thammasat University

Seminars on Director Roles Responsibilities / Thai Institute of Directors : None

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director Listed Company : None

Holding a Position of Director Other Companies : None

Related Experience :

2018 - 2019	VP Accounting, SC Group
2014 - 2018	Senior Audit Manager-Internal Audit, Minor International Plc.
1995 - 2014	Senior Audit Manager, EY Office Limited

Ms. Kullakarn Cheenpun

Company Secretary

Age : 56 years

Starting date of Company Secretary : 1 April 2017

Education :

Bachelor's Degree in Accounting from Ramkhamhaeng University

Seminars on Director Roles Responsibilities / Thai Institute of Directors :

Company Secretary Program (CSP) 68/2016

Board Reporting Program (BRP) 19/2016

Effective Minute Taking (EMT) 35/2016

Refreshment Training Program (RFP) 4/2021

Seminars / Thai Listed Companies Association : Fundamentals of Law for Corporate Secretaries 12/2014

Shareholding in Company on December 30, 2022 : None

Family Relationship with Other Director and Executives : None

Holding a Position of Director Listed Company : None

Holding a Position of Director Other Companies : None

Related Experience :

2017- Present	Company Secretary and Secretary of the Audit Committee, Tipco Foods Public Company Limited
2014-2017	Assistant Company Secretary and Secretary of the Audit Committee, Tipco Foods Public Company Limited
2009-2013	Unit Head of Corporate Public Relations, Tipco Foods Public Company Limited
2000-2008	Budget Analyst and Secretary of the Audit Committee, Tipco Foods Public Company Limited
1992-1997	Accountant, Tipco Foods Public Company Limited

Attachment 2

Profiles of directors of subsidiaries

Names of the directors of the subsidiaries are listed below.

Directors		Subsidiaries
		Tipco F&B Co., Ltd.
Miss Laksana	Supsakorn	X
Mrs. Anurat	Tiamtan	/
Mr. Sittilab	Supsakorn	/
Mr. Kris	Sertthin	/
Mr. Leuchar	Pisitthakarn*	/

Directors		Subsidiaries
		Tipco Pineapple Co., Ltd.
Miss Laksana	Supsakorn	X
Mrs. Anurat	Tiamtan	/
Mr. Sittilab	Supsakorn	/
Mr. Leuchar	Pisitthakarn*	/

Directors		Subsidiaries
		Tipco Biotech Co, Ltd.
Mrs. Anurat	Tiamtan	X
Miss Laksana	Supsakorn	/
Mr. Sittilab	Supsakorn	/
Mr. Leuchar	Pisitthakarn*	/

Directors		Subsidiaries
		Tipco Retail Co., Ltd.
นMiss Laksana	Supsakorn	X
Mrs. Anurat	Tiamtan	/
Mr. Sittilab	Supsakorn	/
Mr. Kris	Sertthin	/
Mr. Leuchar	Pisitthakarn*	/

Remarks *

On April 28, 2022, Mr. Leuchar Pisitthakarn assumed the position of Acting Chief Executive Officer to replace Mr. Yongsit Rojsrikul, Chief Executive Officer.

1. / = Director X = Chairman

2. A subsidiary refers to a subsidiary that is of significance, for example, with its revenue exceeding 10% of the total revenue as per the consolidated income statements for the recent fiscal year.

Details regarding Head of Internal Audit Function and Head of Compliance Function

1. Details Regarding Head of Compliance Function

The Board of Directors has appointed Miss Kullakarn Cheenpun, Corporate Secretary, as Head of Compliance Function. She shall be responsible for acting as a center of supervision of business operations of companies in the group to ensure compliance with laws, rules, regulations and requirements of concerned supervisory bodies such as the Bank of Thailand, the Office of the Securities and Exchange Commission, the Office of Insurance Commission, the Energy Regulatory Commission, or other relevant agencies governing the Company's business operations. The Board of Directors approved the compliance policy requiring that the Board of Directors, the Audit Committee, high-level executives, departments or functional units, and employees comply with laws. There shall be communication to employees to ensure that they are aware of their duties and responsibilities to study and understand laws, rules and regulations applicable to their work and to ensure strict and full compliance therewith. (The profile is as per Attachment 1.)

2. Details Regarding Head of Internal Audit Function

The Audit Committee appointed Audit and Management Consultant Co., Ltd. as the Company's internal auditor. Audit and Management Consultant Co., Ltd. assigned Mrs. Pilai Piampongsarn, as an internal auditor, to be mainly responsible for internal audit operations of the Company.

Profile of Mrs. Pilai Piampongsarn

Education and Professional Certificates

- B.A. in Accountancy, Chulalongkorn University
- Mini MBA, Chulalongkorn University
- Certified Public Account (Thailand) – (CPA Registration No.2336)
- Honorary Certified Internal Auditor, Institute of Internal Auditors – (CIA No.30861)
- Director Certification Program (DCP) – IOD Batch 9/2001

Work Experience

1981 – 1994 : Director of Internal Audit Department, Electricity Generating Authority of Thailand
1994 – 1996 : Assistant Governor of Finance and Accounting, Electricity Generating Authority of Thailand
1995 – 1997 : Chairman of the Institute of Internal Auditors of Thailand
1999 – Current : President of Audit and Management Consultant Co., Ltd.

Internal Audit

2004 – Current : Tipco Foods Group

2003 – Current : United Paper Pcl.

2003 – 2014 : Park Nai Lert Co., Ltd.

2000 – 2017 : Erawan Group Pcl. and its subsidiaries

Internal Control and Internal Audit Assessment

2011 – 2014 : Budget control, procurement, control of rental fee revenue, rental contract and fixed asset, etc. of the Property Fund and Leasehold Property Fund of Siam Commercial Bank Asset Management Co., Ltd.

Training

1994 – 1997 : The Institute of Internal Auditors of Thailand – Establish the training course and acting as a speaker

1998 – 2001 : American Corporation for Thailand Internal Auditor Training Program, in collaboration with the Ministry of Labor, the Stock Exchange of Thailand, KENAN Institute, Price Waterhouse Coopers, TRIS and the Institute of Internal Auditors, etc.

Training Program Committee: Establishing and acting as a speaker in the course of “Internal Auditing for New Internal Auditor” for the unemployed graduates during the economics crisis in 1998 for 22 classes with approximately 1,000 participants in total

Operating Assets

Assets of the Company and Its Subsidiaries

As at 31 December 2022

Item	HQ	Prachuap Khiri Khan	Ayutthaya	Phetchaboon	Chiangmai
1.Land	22.15	126.57	***41.29	***16.92	84.50
2.Land development fee	-	0.35	1.05	0.03	-
3.Buildings	12.22	86.51	***203.75	***230.81	27.62
4.Office equipment	0.70	1.92	0.22	0.33	0.13
5.Vehicles	3.15	0.86	0.50	0.09	1.06
6.Machinery and equipment	-	109.88	342.15	96.86	29.32
7.Tools and equipment	5.74	18.87	27.26	4.53	2.73
8.Intangible assets	26.68	0.05	-	-	-
9.Work in process	-	33.09	0.47	-	-
10.Reserve for obsolete assets	-	(20.69)	(173.84)	-	-
11. Other	0.25	-	-	-	-
Total	**70.89**	**357.43**	**442.85**	**349.57**	**145.61**
Grand Total					**1,366.35**

*** Subject to mortgages totaling Baht 530.18 million with financial institutions

Remark

1.The head office building is situated on the rented floors, i.e. 24th and 27th – 28th, of Tipco Tower Co., Ltd., with the total rental and service fees of Baht 13.91 million per year.

Key trademarks

Trademark	Owner's Name	Types of Goods/Services	Registration No./ Country	Valid Period
aas1	Tipco Foods Pcl.	Mineral water, still water, herbal drinks (non-medical use), cereal drink, soya milk, mineral drink, fruit drink with vitamin for non-medical use	Kor. 281009 / Thailand	10 years
Tipco	Tipco Foods Pcl.	• Fruit juice, vegetable juice, mixed fruit and vegetable juice, cereal drink, soya milk, corn milk, millet milk, herbal drink for medical use, mineral drink, functional drink with vitamin, mineral water, and water • Ready-to-drink green tea, ready-to-drink green tea with fruit juice, coffee, and tea	Kor. 272041 / Thailand Kor. 272789 / Thailand	10 years 10 years
SQUEEZE	Tipco Foods Pcl.	Sales and services related to food and beverages	Bor.61070 / Thailand	10 years
HOM SUWAN	Tipco Foods Pcl.	Fresh fruits	Kor.399781/ Thailand	10 years

Investment Policy

As at 31 December 2022, the Company's investments in its subsidiaries and associates consisted of investments of Baht 700 million in the processed fruit business; Baht 729.05 million in the consumer business; Baht 175.50 million in the retail business; Baht 160.79 million in the extract and agricultural business; and Baht 644.93 million in the business of manufacture and distribution of asphalt products. The investments in the subsidiaries and associates accounted for 33% of total assets.

The Company aims to hold long-term investments in the business of manufacture and distribution of asphalts. Such investments may be sold in short periods for gains from sales of investments. However, the Company has the policy of maintaining such investments at 20-25%.

Details of Asset Valuation

-none-

Attachment 5

Policy and Good Corporate Governance and Code of business conduct

For details on policy and the full version of the Good corporate governance and Code of business conduct can be found at the link below.
https://investor.tipco.net/wp-content/uploads/2023/02/CH0-02Good-Corporate-Governance-Code-of-Conduct-Rev12-th.pdf

Report of the Audit Committee

The Audit Committee of Tipco Foods Public Company Limited comprises 3 independent directors. ACM Pongsatorn Buasup serves as Chairman of the Audit Committee, while Mr. Paisal Pongprayoon and Mr. Somchai Supattarakul serve as members of the Audit Committee. The Audit Committee performs its duties as assigned by the Board of Directors under the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, the Audit Committee supervises the review of the anti-corruption practices of the Company performed by the Internal Audit Department to ensure appropriate and adequate control systems to mitigate risks from possible corruption.

In 2022, the Audit Committee held 4 formal meetings with the external auditor and the internal auditor. The Committee also discussed with the internal auditor, the external auditor, and the management the action plans to ensure consistency and comprehensiveness. The Audit Committee's main operations can be summarized as follows:

1. Jointly determined the annual internal audit plan with Audit and Management Consultant Co., Ltd., the internal auditor, to review sufficiency of internal control systems; and monitored actual performance compared to the internal audit plan every quarter. Focus was placed on managing business risks and the internal auditor was assigned to review such risks on a quarterly basis.

2. Jointly reviewed the quarterly and annual financial statements and related financial reports together with the external auditor prior to submission thereof to the Board of Directors for consideration and approval. It was found that the financial statements were prepared in accordance with the financial reporting standards and disclosed sufficient, complete, and reliable information. Also, impacts from additional changes to the financial reporting standards were followed up.

3. Reviewed connected transactions between the Company and related individuals and juristic persons and opined that such transactions were undertaken in the ordinary course of business and market price comparison was made to ensure reasonableness.

4. Conducted reviews to ensure that effective internal control systems were in place and no significant weaknesses that could cause significant impacts were found. It was reiterated that the management must consistently enhance the internal control and risk management systems to be efficient and aligned with the business environment. The Audit Committee also promoted and supported internal audit activities to meet international standards and provided suggestions for areas of improvement.

5. Monitored the Company's investment projects by regularly following up on their progress and management reports.

6. Reviewing the Company's compliance with relevant regulations and laws to ensure integrity, transparency, and fairness towards the shareholders and other stakeholders. Based on the review, it was found that the Company was in full compliance with said regulations and laws.

7. Jointly considered, proposed, and appointed a new external auditor according to an appropriate timeframe as well as an audit fee to the Board of Directors to seek approval from the shareholders' meeting. In this regard, EY Office Limited was appointed as the Company's auditor for 2020.

8. Reviewed the Charter of the Audit Committee and conducted self-assessment on the performance of the Audit Committee as well as reported the performance rating to the Board of Directors for acknowledgement.

In summary, the Audit Committee performed its duties comprehensively and in compliance with its Charter. Together with the management, the internal auditor, and the external auditor, after due consideration, the Audit Committee was satisfied that the Company's current internal control systems were sufficient and subjected to ongoing improvements. The Company had good corporate governance and risk management systems. The Company's financial statement preparation process was conducted with appropriate and adequate controls. The Company's financial statements were prepared in accordance with the reliable financial reporting standards. The Audit Committee also regularly reviewed relevant laws, regulations, and rules; and conducted assessments to ensure the Company's compliance therewith.

ACM Pongsatorn Buasup
Chairman of the Audit Committee
14 February 2023

*On June 21, 2022, ACM. Pongsatorn Buasup was appointed as the Chairman of the Audit Committee to replace Mr. Virat Phairatphiboon and appointed Mr. Somchai Supattarakul as the Audit Committee instead of Mrs. Atchara Pricha.


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