



56-1 ONE REPORT
ANNUAL REPORT 2022 | MALEE GROUP PCL.





วิตามิน
ธรรมชาติ
100%

ของปริมาณ
ที่แนะนำให้บริโภค
ต่อวัน
Thai RDI



ขอ.1268/2565

ปริมาณความรัก
ที่แนะนำให้บริโภค ไม่มีจำกัด
แต่ปริมาณวิตามินธรรมชาติ 100%
ดื่มได้ในแก้วเดียว

Malee



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A
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Malee's focus is on the health and well-being of everyone and everything around us because we believe that being healthy means that you can be at your best. And when you're at your best, you can live life to its fullest.

Malee grows together with our consumers, so they stay healthy and happy. We grow together with our employees, so we can achieve success in our careers and lives.

We grow together with the farmers that grow our food, so they are proud of their work and maintain a great quality of life. And we grow together with the environment, which needs to flourish and remain with us for generations to come. As a company, Malee Group must continue to grow and become stronger so that we can in turn take care of more.

Because by **"Growing Well Together,"**
we will all prosper together.





Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited



MESSAGE FROM CHAIRMAN

In 2022, in addition to the two major challenging situations that the Company has encountered, namely the spread of the Coronavirus 2019 (COVID-19) and the escalating trade war between the United States and the People's Republic of China, there was another new situation that affected the global economy, which is the sudden Russian-Ukrainian war in the first quarter of 2022. Those situations put pressure on energy prices to rise rapidly, which is the main factor that affects the economy and causes global inflation. Many countries had to announce a sharp increase in interest rates. All of these impacts increased the cost of raw materials and products in every item, as well as shipping fees. Some kinds of raw materials endured a sudden shortage which significantly affected the sales and expenses of the Company. These critical situations were all obstacles to the Company's operations and financial results. However, these situations tended to improve a lot at the end of the year. The prices of commodities, energy, and many kinds of raw materials have started to stabilize and go on a downward trend. Domestic and international travel has been increasing. Nearly twelve million foreign tourists began to flow into the country, faster than expected and more than targeted. As a result, it stimulates the economy and tourism.

Purchasing in hotels, restaurants, shops, etc. has returned to normal as can be seen from the food service sales channel that has grown significantly compared to the past two years.

The Company has focused on growth both in the Branded Business and the Contract Manufacturing Business (CMG). In the higher-margin Branded Business, the Company will accelerate the growth both domestically and internationally with an emphasis on hero products (high sales and profit margins) by strengthening staff and marketing funnel, and focusing on more marketing activities both domestically and internationally. As for the Contract Manufacturing Business (CMG), the Company has been looking for more sales both domestically and internationally from existing clients who want to release new products and new clients. The Company set a goal to adjust the ratio of these two businesses to 50:50 in the future. In addition, the Company is also looking for new channels and products that meet the needs of consumers in new markets with large sizes and focusing on increasing the gross profit margin by constantly looking for ways to reduce costs so that the Company can grow profitably and can create more profitable brands at the same time.

However, the Company has not focused only on solving financial performance issues but has also taken this opportunity to prepare for the upcoming economic recovery. The Company has expanded its business group structure and management, that is, the Company acquired 97.73% of all issued and paid-up shares of Abico Holdings Public Company Limited (ABICO), which used to be the largest shareholder of the Company. Its main business is contract manufacturing of beverage and processed dairy products with long experience, a good quality system at the regional level, and many large national clients. The acquisition creates more synergy among the Company group in terms of establishing a business model that combines the capabilities between organizations in terms of raw materials, personnel, and technology to increase productivity. The acquisition offers the opportunity to make more profits and reduce the overall cost. Moreover, the Company has appointed a new Chief Executive Officer (CEO), namely Mr. Rajdev Narula, who has experience in managing domestic and international organizations as well as the beverage industry to support the changing management.

As for our awards and pride, the Company has had a policy of conducting business with responsibility and integrity. The Company values corporate governance and good management and realizes the importance of operating a business with social and environmental responsibility while adhering to good corporate governance. (Environment, Social and Governance: ESG), that is, managing with fairness and transparency while being able to be checked to increase competitiveness and management efficiency. The Company has initiated many projects with a focus on sustainability. Our efforts are widely recognized

by clients, consumers, and society. The distinctive examples are the disclosure of our non-financial information and a more proactive adjustment of the Board of Directors leadership has been. The Company deals with various risk management matters and strictly complied with anti-corruption policy including disclosing this matter to third parties and receiving cooperation from all suppliers to declare their intentions to fight against corruption together with the Company. This marks a significant step in the development of the CG (Corporate Governance) standard. As a result, in 2022, the Company was certified for the renewal of its membership of the Thai Private Sector Collective Action Coalition Against (CAC) and still achieved the CG top score of "5 stars" (Excellent CG Scoring) for the fourth consecutive year, certified by the Thai Institute of Directors Association (IOD) in 2022.

Finally, I, on behalf of the Board of Directors and the Company, would like to show our gratitude to all employees and stakeholders for your support of our business operations. The Company still adheres to good corporate governance and the development of common values with stakeholders, with consideration to the corporate social and environmental responsibility. The Company is ready to become a leading entrepreneur in global innovation and sustainability.



Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited





BUSINESS OPERATIONS AND FINANCIAL RESULTS

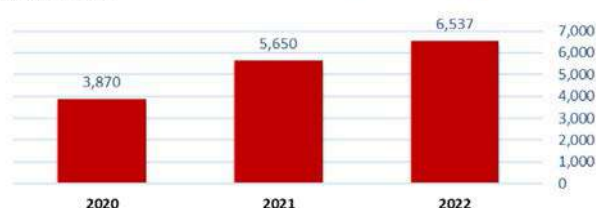


STRUCTURE AND OPERATIONS OF THE GROUP

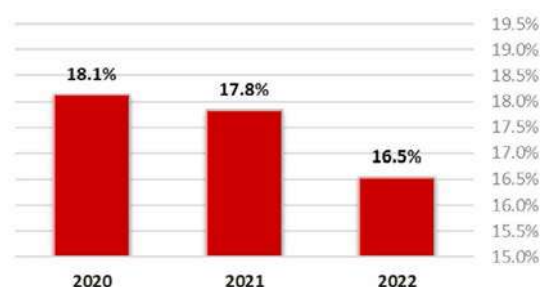
In Q4/2022, the Company completed its shareholding and organization restructuring by purchasing 97.73% of Abico Holdings Public Company Limited (ABICO) securities, resulting in a financial statement consolidation from the end of 2022 onwards. The pro forma financial statements for the year 2021 are provided for comparison.

TOTAL REVENUE

Unit: Million Baht

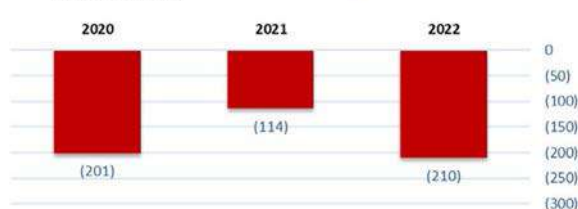


GROSS PROFIT (%)

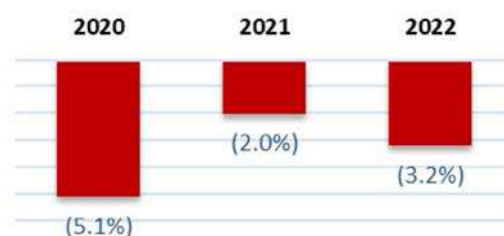


NET PROFIT (THB MILLION)

Unit: Million Baht



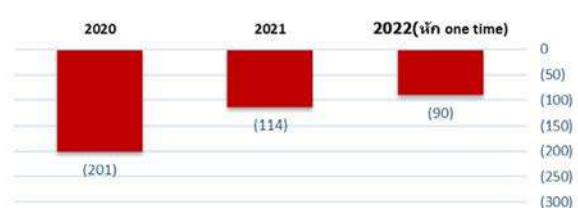
NET PROFIT MARGIN (%)



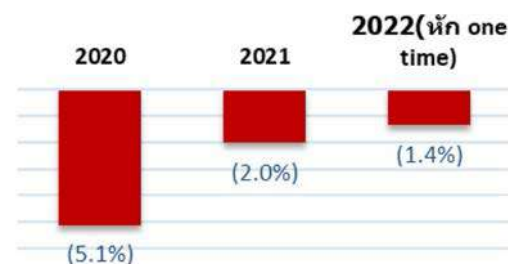
**IN 2022 THE COMPANY AND ITS SUBSIDIARIES RECOGNIZED
A NET LOSS OF BAHT 90 MILLION, EXCLUDING ONE-TIME EXPENSES.**

NET PROFIT (THB MILLION)

Unit: Million Baht



NET PROFIT MARGIN (%)



SIGNIFICANT FINANCIAL INFORMATION

FINANCIAL STATUS AND RETURN RATIOS OF THE COMPANY

	Unit	2020	Business Restructuring	
			2021	2022
Net Sales	THB MILLION	3,870	5,650	6,537
Cost of Sales	THB MILLION	3,169	4,643	5,456
Gross Profit	THB MILLION	702	1,007	1,081
Selling, General and Administrative Expenses	THB MILLION	909	999	1,050
EBITDA	THB MILLION	82	246	252
Depreciation and Amortization	THB MILLION	286	271	263
EBIT	THB MILLION	-196	-25	-11
Net Profit (Loss)	THB MILLION	-201	-114	-210
Earnings (Loss) Per Share	THB MILLION	-0.73	-0.41	-0.73
Total Assets	THB MILLION	4,003	5,506	5,619
Total Liabilities	THB MILLION	3,163	3,963	4,122
Issued and Fully Paid-up Capital	THB MILLION	138	138	273
Equity Attributable to Owners of the Parent	THB MILLION	734	192	1,412
Dividend per Share	Baht	0.00	0.00	0.00
Liquidity Ratios				
Current Ratios	time	0.60	0.76	0.77
Quick Ratios	time	0.34	0.49	0.48
Profitability Ratios				
Gross Profit Margin	%	18.1	17.8	16.5%
EBIT Margin	%	-5.0	-0.4	-0.2%
Net Profit Margin	%	-5.2	-2.0	-3.2%
EBITDA Margin	%	2.1	4.3	3.8%
Asset Turnover	%	-4.8	-0.5	-0.2%
Return on Equity	%	-24.3	-24.6	-26.2%
Leverage Ratios				
Debt to Equity Ratio	time	4.31	2.72	2.92
Interest-Bearing Debt to Equity Ratio	time	2.70	1.61	1.59
Cash Conversion Cycle				
Receivable Conversion Period	day	61	49	52
Inventory Conversion Period	day	57	51	64
Payable Conversion Period	day	41	52	62
Cash Conversion Cycle	day	78	48	53



COMPANY POLICY AND BUSINESS OVERVIEW



COMPANY POLICY AND BUSINESS OVERVIEW

Malee Group Public Company Limited was originally established at Malee Sampran Factory Company Limited on February 2, 1978, with registered capital of Baht 10 million, as a manufacturer and distributor of canned food and canned fruits. After growing over time, the Company expanded its production capacity by building a factory in the area of 30 rai in Sam Phran District, Nakhon Pathom Province, in 1981. Later, the Company was listed on the Stock Exchange of Thailand on March 13, 1992. In April 1995, the Company adjusted its shareholding structure when Abico Holding Public Company Limited acquired 10,000,000 shares, accounting for 40% of the registered capital of Baht 250 million, from the existing shareholders. On May 15, 1998, the Company changed its name to Malee Sampran Public Company Limited. On December 9, 1998, the Company increased its capital from Baht 500 million to Baht 999.99 million, with a fully paid-up capital of Baht 700 million, to support its continually growing business.

Later, on April 9, 2013, the Company decreased its registered capital to Baht 182 million, with paid-up capital of Baht 140 million. In 2014, the Company again decreased its registered capital to Baht 140 million, which was fully paid up. On April 28, 2016, the Company changed its name to “Malee Group Public Company Limited”, and its seal has also changed accordingly. And most recently on December 15, 2020, the Company decreased its registered capital by cutting 4,000,000 repurchased shares on December 15, 2020, from 280,000,000 to 276,000,000 shares, accounting for a paid-up registered capital of Baht 138 million.

On April 27, 2022, the shareholders’ meeting approved a plan to increase the registered capital and readjust the shareholding and management structure of the Company. The registered capital was increased from Baht 138 million to Baht 276 million by issuing 276,000,000 new ordinary shares with a par value of Baht 0.50 per share. The plan was to allocate the newly issued ordinary shares of the Company to all shareholders of Abico Holdings Public Company Limited (ABICO) who accept the tender offer under the shareholding and management restructuring plan at the ratio of 1.12930899:1 of ABICO share (with a par value of 1.00 baht per share). The plan was completed in December 2022. there were 743 shareholders of ABICO who accepted the tender offer, totaling 238,846,657 shares, accounting for 97.73% of the issued and fully paid-up shares. As a result, the Company currently has a registered capital of Baht 276 million and a fully paid-up capital of Baht 272.87 million, divided into 545,730,000 ordinary shares.

The Company has been continually conducting its business based on canned fruits and UHT and pasteurized fruit juices. Malee Group Public Company Limited is currently manufacturing and distributing canned fruits and UHT and pasteurized fruit juices under the “Malee” brand, distributing and marketing UHT and pasteurized milk under the brand “ Farm Chokchai” as well as other beverages. In addition, the Company also engages in Contract Manufacturing Business (CMG) in which the Company produces beverage products under contracts for domestic and international customers. The main businesses of the Company can be divided into four categories as follows:

1. Branded Business (Brand):

Manufactures and distributes beverage products under the “Malee” Brand and other brands owned by the Company, as well as the brands that the Company owns the right to manufacture and distribute products such as the “Malee Tropical” brand, the “Malee Food Service” brand, the “Malee Coco” brand, the “Malee Fruit Fresh” brand, the “Malee Home Style” brand, the “Malee I-Corn”, the “First Choice” brand, the “Farmer” brand, the “Farm Chokchai” brand, the “Good Water” brand, the “Bidrico” brand, the “A’nuta” brand, the “Restore” brand, the “Bi-nest”, the “Yobi”, brand, and the “Bi-coffee” brand. These products are distributed both domestically and internationally.

2. Contract Manufacturing Business (CMG):

Owens three production bases. Two of which are located in the country, namely Samphran factory in Nakhon Pathom Province and the Pak Chong factory in Nakhon Ratchasima Province. The other factory is located in Vietnam. This business manufactures beverage products for other brand owners both domestically and internationally. The products are canned fruits; non-carbonated beverage products such as fruit juices, tea, coffee, dairy products, drinking water, etc. in the packages of cans, UHT boxes, pasteurized boxes, pouches, and plastic bottles (PET); and carbonated beverages in PET bottles.

3. Dairy Farm Business:

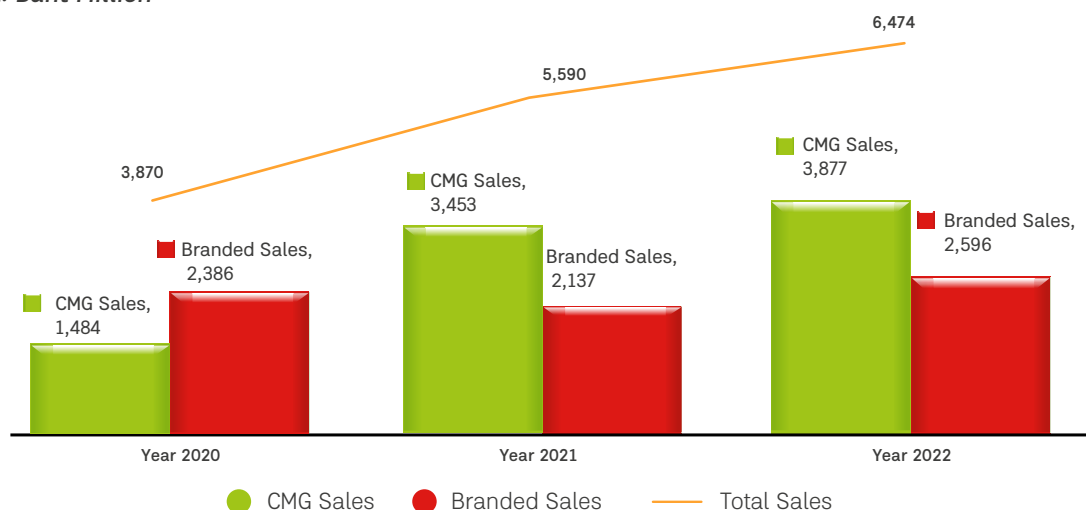
Operates a dairy farm in Bueng Kan Province for manufacturing and distribution of unprocessed milk (raw milk) for a cooperative. There are two breeds of cows, namely the Holstein Friesian breed and the Brown Swiss. In the total amount of around 1,400 cows, 760 of which are cows ready to be milked.

4. Real Estate Development Business:

Rents a 5-story office building, which is divided according to the needs of customers in the area. The Company has received benefits in the forms of revenue from renting and service fees on a monthly basis.

The Company is determined to implement the business plan to become the Top Beverage Brand of Choice for consumers while considering the production standards, quality, and safety, as well as consumers’ hygiene. Our production process is widely accepted and recognized by both domestic and international institutes, such as FSSC 22000, IFS: International Food Standard, HACCP Codex Alimentarius Commission, Halal Certificate, Kosher Certificate, GMP Codex Alimentarius Commission Recommended International Code of Practice General Principles of Food Hygiene, ISO22000, Food Safety System Certification 22000, etc.

Unit: Baht Million





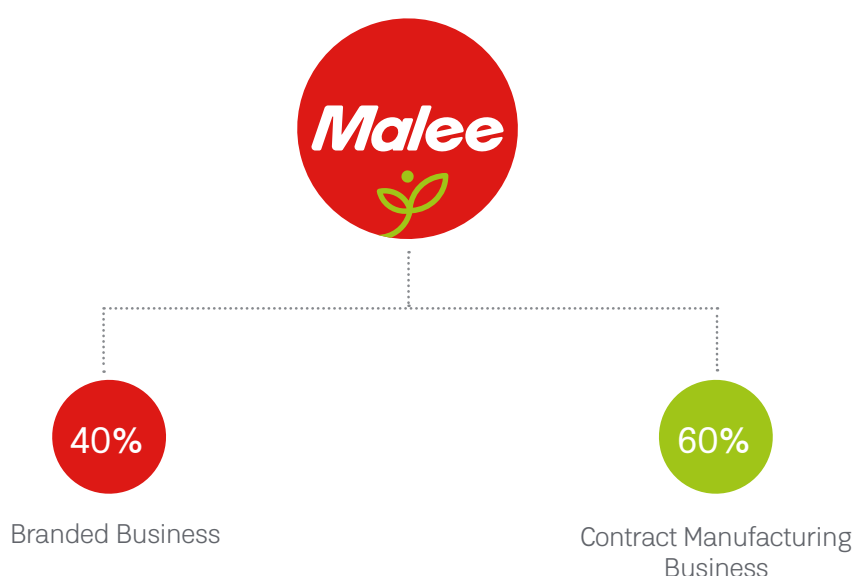
NATURE OF BUSINESS



NATURE OF BUSINESS

The details of the Company's sales structure categorized by geographic distribution are as follows:

	2020		2021 Restated		2022	
	THB MILLION	%	THB MILLION	%	THB MILLION	%
Domestic Distribution Value	2,469	64	4,132	73	4,619	71
International Distribution Value	1,401	36	1,518	27	1,918	29



Product Characteristics and Business Operations

Malee Group Public Company Limited is a manufacturer and distributor of both domestic and international products which are divided into two main business groups.

1. Branded Business of Malee Group Public Company Limited can be categorized into two groups as follows:

The Beverage Business The main product groups are:

- Premium UHT and pasteurized vegetable and fruit juices in boxes under the brand "Malee"
- UHT fruit juices under the brand "Malee Tropical" and "Malee Food Service"

- UHT coconut water in boxes and Namhom coconut water in bottles under the brand "Malee Coco"
- Premium fruit juices that are preserved using pressure instead of high heat (Cold Pressure Processing) under the brand "Malee Fruit Fresh"
- High-fiber vegetable and fruit juices under the brand "Malee Homestyle"
- Fresh cow milk in UHT boxes and pasteurized bottles under the brand "Farm Chokchai"
- Corn milk under the brand "Malee I-Corn"
- Drinking water in UHT bottles under the brand "Good Water"

The Processed Fruit Business Canned seasonal fruits (rambutan, rambutan stuffed with pineapple, lychee, longan, water chestnut, sugar palm, mango, etc.), canned sweet corn, canned pineapple, and canned mixed fruits under the brands "Malee", "First Choice", "Farmer" and "Malee Food Service".

The Company's products are distributed both domestically and internationally through the Company's distribution channels.

2. Contract Manufacturing Business: CMG

The Company can manufacture a wide variety of products except for alcohol and carbonated drinks. The Company also has a wide variety of packaging, e.g., paper boxes, plastic bottles (PET) packed by way of sterilization (aseptic), aluminum and steel cans packed by way of retort, and pouch packs. To provide an all-in-one service, the Company develops products based on clients' needs and manufactures products under the clients' brands so that clients can manage the marketing and distribution of products both domestically and internationally.

The Company can control the production quality that meets the standards and criteria of the FSSC 22000, GMP Codex, HACCP Codex, HALAL Thailand and Indonesia, USFDA, Kosher, UNION, Organic, Q-MARK from the Federation of Thai Industries, and SR-MARK from the Ministry of Commerce. The Company also meets the operating system standards under the food safety system ISO22000. Therefore, the Company can sell products, certified by international standards, both domestically and internationally.

Malee Enterprise Company Limited is a subsidiary under Malee Group Public Company Limited and is assigned to oversee the marketing and domestic distribution of all products under the "Malee" brand and other brands that the Company owns. These products are distributed by the sales staff of the Company and agents nationwide.

The Company has adjusted the strategy to be consistent with the ever-changing conditions under the main product groups of the Company which were:

1. Vegetable and fruit juices, which is the Company's main market. This can be divided into subgroups which are:

- 100% vegetable and fruit juices, Malee brand, UHT type
- 100% fruit juice, Malee brand, pasteurized type
- 100% fruit juice, Malee Fruit Fresh brand (manufactured with the cold pressure processing process)
- 100% coconut water, Malee Coco Brand
- 100% high-fiber vegetable and fruit juices, Malee Homestyle Brand
- Less than 100% fruit juices, Malee Tropical Brand

2. Canned Fruit under the brands "Malee", "First Choice", "Farmer" and "Malee Food Service"

3. Milk and cereal drinks, i.e., pasteurized fresh cow milk under the brand "Farm Chokchai"

4. Other products

The overview of the Company's products can be categorized in the following chart:



Vegetable and Fruit Juices

1. 100% UHT Fruit Juice Malee Brand



2. 100% High-Fiber Vegetable and Fruit Juice Malee Homestyle Brand



3. 100% Coconut Water Malee Coco Brand



4. 100% Pasteurized Vegetable and Fruit Juice Malee Brand



5. Less than 100% Vegetable and Fruit Juice Malee Tropical Brand



6. Less than 100% Fruit Juice Malee Food Service Brand



Canned Fruits

1. Canned fruit Malee Brand



2. Canned fruit First Choice Brand



3. Canned fruit Farmer Brand



Milk and Cereal Beverages

1. Corn milk Malee I-Corn Brand



2. Fresh UHT Milk Chokchai Farm Brand



3. Fresh Pasteurized Milk Farm Chokchai Brand



Other Beverages and Foods

1. Drinking Water Good Water Brand



MARKET CONDITIONS AND COMPETITIVE INDUSTRY OVERVIEW IN 2022

BRANDING BUSINESS

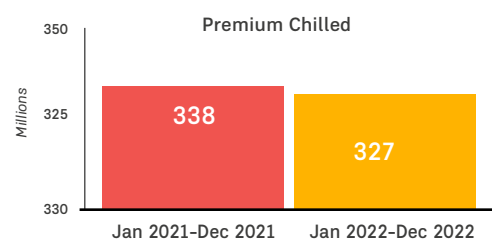
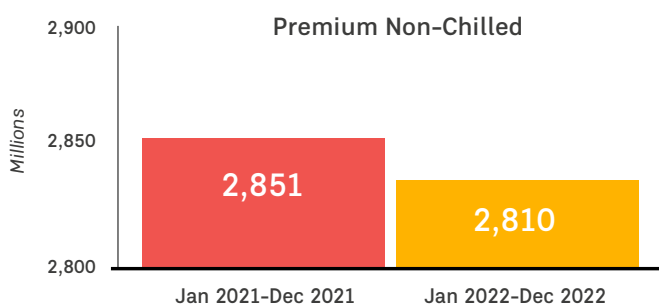
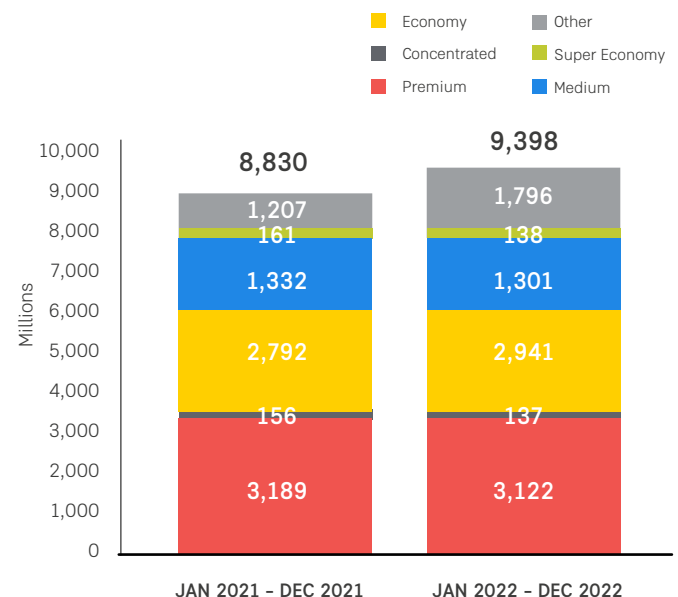
DOMESTIC BUSINESS: SALES AND MARKETING FRUIT JUICE BUSINESS

In 2022, the overall market condition showed better economic signs due to the adjustment of the COVID-19 policy that rendered it an endemic disease. As a result, consumers were allowed to be back closer to normal life and came out to live their lives more and more. Travel increased both domestically and internationally. These factors improved economic conditions. Consumers were consuming more products since they spent more time outside their homes. The way of life has returned to normal even more and more tourists were traveling to Thailand. The number of tourists traveling to Thailand has increased dramatically to almost twelve million people in 2022 compared to only 400,000 people in 2021. Due to the aforementioned factors, the market in the ready-to-drink fruit juice group has grown 8% with a total value of Baht 9.398 billion. (These figures are from a survey of general stores, excluding the large Food Service market that enjoyed significant growth.)

The 100% fruit juice market (premium), which is the main market of the Company, was worth Baht 3.122 billion Baht or about 44 million liters, which constituted a growth rate of -1.0% (value) and -6% (volume) compared to the data of the past 12 months. This was another good sign for the premium juice market because the growth

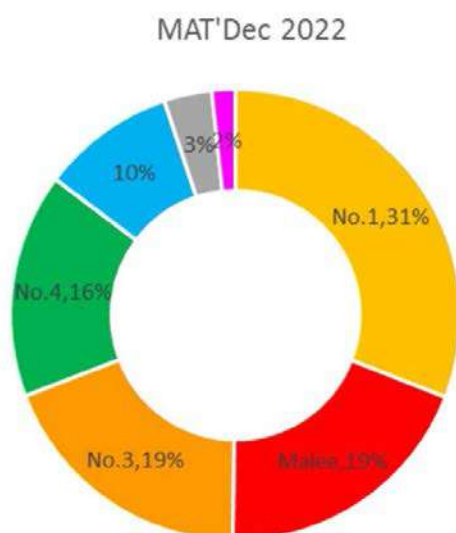
rate in terms of market value was -2.13% last year. (Overall, if combined with the unexplored figures of the Food Service market that is larger and growing more, the Company is confident that the fruit juice business has been growing continuously.

At present, the premium fruit juice market accounts for 33% of the total ready-to-drink fruit juice market. This can be divided into sub-groups such as UHT which has a market value of Baht 2.81 billion, and pasteurized which has a market value of Baht 327 million. In 2022, the Company has executed a marketing strategy in accordance with the overall high volatility with emphasis on the development of channels that can reach more target consumers such as Facebook and other social media platforms. The Company has also integrated the strengths of products sold in foreign markets such as Korea to offer the differences and strengths of products that help build more credibility among consumers.



Note: Data for Nielsen as of Dec. 2022

The Company also values a non-financial performance metric, which is the customer satisfaction in the form of market share. The Moving Actual Total for 2022 is shown in the following diagram:



Market Share of UHT Ready-to-Drink Fruit Juice as of Dec. 2022
(Source: Nielsen)

In 2022, the Company has launched new products to the market with the aim of creating novelty and meeting the needs of consumers who are more health conscious than before. We therefore have a product communication plan to meet the needs of consumers and reach the right group of consumers. In the 100% fruit juice group, there were emphasizes on the benefits of the product more clearly. (Repositioning). In the coconut water group, we also have a clear and continuous emphasis on the selling point in the coconut water group. Lastly, in the largely growing fruit and vegetable juice market, we have launched new products to meet the needs of consumers.

100% Fruit Juice Product Group

In 2022, in response to the trend of health awareness in the past 3 years, the heartwarming Malee 100% fruit juice has been inspired by the change in consumers' lifestyles. The Malee 100% fruit juice contains 100% natural vitamins A, B6, and C of the recommended daily intake (Thai RDI). The campaign consists of three commercial videos with three heartwarming vibes. With an insight on health-conscious families in modern days, the campaign compares the amount of vitamins by this tagline: "The amount of love recommended daily is never enough, but the amount of vitamins recommended daily is enough in a single glass of Malee 100% fruit juice", since this is the amount of love that we want you and your loved ones to drink every day. We have also promoted recognition through numerous digital billboards across the city, together with an army of influencers who help create trends in the social media. A special event was held on Mother's Day, inviting people to send their love to their mothers at the Malee fruit juice booth and get 100% natural vitamins that are enough for the whole day in one glass.





Coconut Water Product Group

We have been adjusting our communication to send a message that coconut water can help you stay in shape by balancing the amount of sodium and potassium in your body. In addition, the Malee Coco brand is Thai coconut water which boasted the number one sales in Korea. Therefore in 2022, we have continued to emphasize the selling point in taking care of your body to make a difference and stress the effect of drinking coconut water every day. This caused our coconut water to enjoy a growth of 2% last year, while the overall coconut water market grew by -9%.



Fruit and Vegetable Juice Product Group (Malee Homestyle)

In the past year, the fruit and vegetable juice market has grown by 21%, and Malee has also launched a high-fiber fruit and vegetable juice under the brand "Malee Homestyle" to cater to all health needs; whether on excretion, eyesight care, and skin beauty which are the top needs. Therefore in 2022, we have introduced a product called "Malee Homestyle Red Smoothie", which is red fruit and vegetable juice, to the market. We have supported a new trend for skin lovers with the tagline "Drink it and feel good, be healthy with high dietary fiber. Because good-looking skin must come from inside.. Malee Homestyle Red Smoothie is a combination of red super fruits including tomatoes, pomegranates, and beetroots. These are the super fruits with lycopene and anthocyanin (Super Anti-Oxidant) which are high in vitamins A, C, and E, and equipped with benefits, especially for skin lovers. The product also gets the deliciousness of the new texture with juiciness, and pulpiness. Every gulp contains full of two types of fiber produced by Malee's unique blending technology, Malee Fiber Flow Technology. The product was available for sale around early September 2022 at the store and supermarkets across the country.

เรดสมูทตี้ ดื่มแล้วถูก

มีดีที่โยอาหาร
และไลโคปีน

Malee
Homestyle
Fiber Flow Brand

ใหม่!

น้ำมะเขือเทศผสมน้ำทับทิม

วิตามิน

A

วิตามิน

C

วิตามิน

E



มีโย
อาหาร
สูง

ไลโคปีน



Malee



ขจ.2622/2565



Dairy Product Group

To create awareness and distinction at the point of sale, Farm Chokchai Fresh Milk 100% pure fresh cow milk was redesigned to be more modern, creating a novelty for consumers. The new design comes with an advertising campaign "Benefits in Every Drop" to emphasize the benefits of 100% pure cow milk: rich in calcium, and high in vitamins B2 and B12 for proper and complete development of children of one year old and more. The product has enhanced strengths of distinctions with intense flavor and fragrance, which is the true taste of cow milk from fresh milk of Farm Chokchai only.

Canned Fruit Product Group

In 2022, the growth of the canned fruit product group decreased by 5% since the Company could not produce enough products to meet market demand during the fruit production season in 2021 due to the strictness of labor movement in the COVID-19 situation. As a result, in early 2022, before the start of the fruit production season, the Company did not have enough products for sale. Moreover, there was a change in the lifestyle of consumers who get out of their houses more in 2022. However, Malee canned fruit is a brand that has a good image for consumers in terms of unique taste, deliciousness, quality, and production standards, as well as packaging that is different in designs. As a result, Malee canned fruit is demanded by consumers and enjoys consistent sales.



INTERNATIONAL BUSINESS: SALES AND MARKETING

Malee International Company Limited is a subsidiary of which the Company holds 99.99% of shares and oversees international business both in terms of the Company's branded products or joint venture businesses in the Philippines and Indonesia. In 2022, sales growth increased by 20% compared to 2021. This success was due to the Company's planning and close cooperation with distributors and joint venture businesses, making it possible to distribute products to the consumers as targeted. The Company has also launched new products to generate sales in some countries despite ongoing problems such as the spread of COVID-19 in many countries, the considerable depreciation of the currency in many countries that are our trading partners, and the ongoing war between Russia and Ukraine.

Major Events in 2022

1. In Cambodia, Farm Chokchai dairy has rebounded to grow significantly from the year before due to the expansion of the market and product distribution, both modern trading channels and traditional trading channels. In addition, the COVID situation has improved continuously. This caused a positive effect on the overview and sales of Farm Chokchai milk products in the Cambodian market.
2. In South Korea, sales of products under the Malee brand have continued to grow in both coconut water and fruit juice groups. The Company has developed products in cooperation with dealers. A new product innovation, Malee Coco Cleanse 330 ml, in the coconut water and vegetable and fruit juice product groups, has been launched to meet the needs of health-conscious consumers. Coco with Pear Juice 330ml has also been launched as an alternative for those who are interested in starting to drink coconut water. The Company has partnered with an influencer, namely Ms. Yang Soobin, who is famous for consumption and inspired the thoughts and decisions of the target audience. In addition, sales have grown steadily in the food service channel that sells fruit juice as a beverage ingredient in more than 1,600 world-class coffee chain stores across the country.



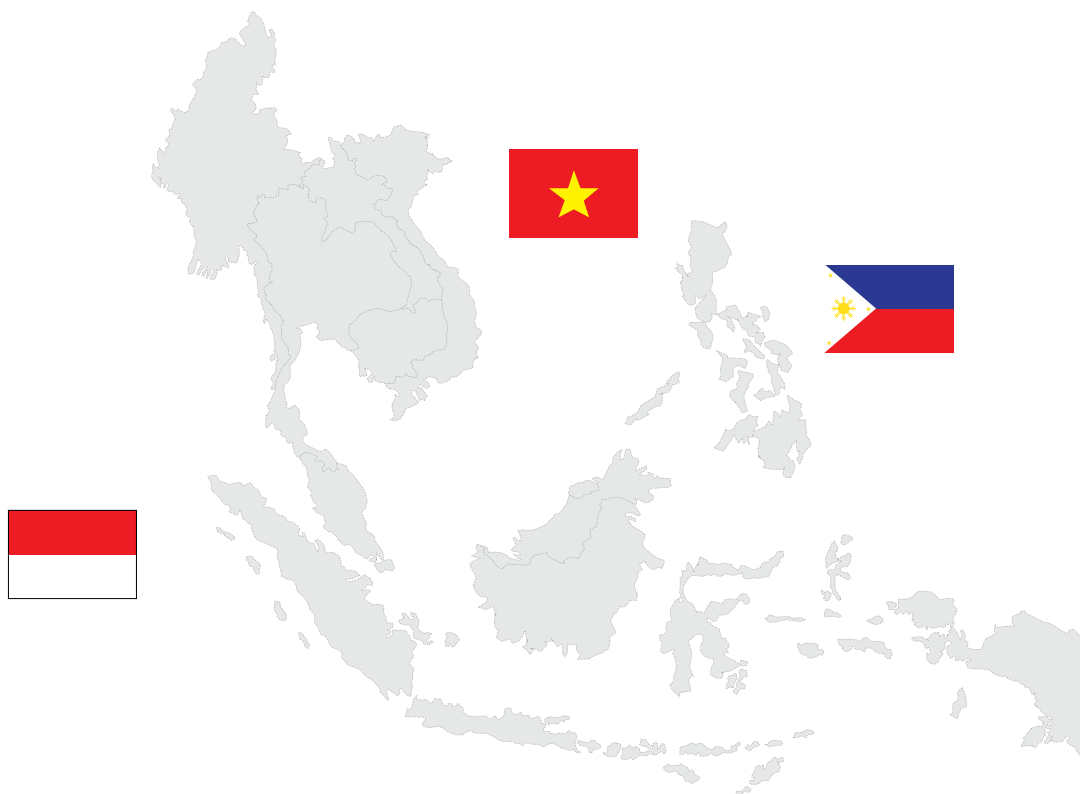
3. The Company has launched new Malee products in China, namely Malee 100% Namhom coconut water 350ml and Malee Homestyle Smoothie 1000ml to meet the needs of Chinese consumers who are health-conscious. 100% coconut water under the Xin Bei Tai brand was also launched to increase the opportunity to sell products in the low-cost group. There is still room for growth in this market

• Joint Venture Business in the Philippines

Monde Malee Beverage Corporation: operates in the Philippines.

The operation was terminated since the second quarter of 2022.





• Joint Ventures in Indonesia

PT Kino Malee Trading Company Limited: operates business in Indonesia

PT Kino Malee Trading is an importer and distributor of Malee brand products with aim to expand the Malee brand product market to consumers in Indonesia. In 2022, the Company enjoyed a double sales growth rate compared to 2021, both fruit juice and canned fruit products, due to increasing distribution of products through more dealers in the modern trade channel. In addition, there were also marketing campaigns through social media, Instagram (IG), and relying on influencers to capture the attention of consumers, build trust in the products, and continuously create awareness of the Malee brand.

• Subsidiary in Vietnam

The Company has an important strategy to build growth by expanding its business abroad. That was the reason for buying 65% of shares in **Long Quan Safe Food Company Limited ("LQSF")**, a company that holds 100% shares in **Tan Quang Minh Manufacture and Trading ("TQM")**. Since TQM is competitive in terms of costs and has a

wide variety of products, the aforementioned acquisition will help create opportunities for growth of the Company group and create value for the Company group steadily by increasing the capacity to produce beverages at a low cost in order to support the growth in the mass market, both for the branded business and the contract manufacturing business. The Company aims to push LQSF and TQM to be the beverage production base for emerging markets. This enables the Company Group to increase the limit of mass beverage marketing which was not previously in the portfolio as well as helping increase penetration into international markets. When combining the production capacity of TQM & ADF, the entire group has increased its production capacity from 477 million liters to 777 million liters.

Events of the joint venture company in Vietnam in 2022

After the outbreak of COVID-19 in 2020-2021, Vietnam has lessened its domestic measures in early 2022 including some measures on traveling to the country, enabling the Company to conduct its business of the manufacturing and distribution

of products, as well as contract manufacturing business, in the level close to the period before the outbreak of COVID-19.

However, the price of many raw materials in the industry increased from the end of 2021 until 2022, resulting in an increase in product costs. The main reason was due to the increase in fuel prices. Meanwhile, the cost of plastic and sugar has also increased significantly.

Contract Manufacturing Business (CMG)

Contract Manufacturing Business is regarded as another important service business of the Company. This provides research service to develop formulas and procure various raw materials and packaging to manufacture products as requested by clients. The Contract Manufacturing Business is categorized into two types:

- 1. Full Service Type:** The Company invents formulas and procures raw materials, packaging and manufactures products in accordance with the plan that clients require and delivers them at an agreed delivery point.
- 2. Partial Service Type:** The client provides the formula for the product and all the raw material or in part and/or packaging to the Company to manufacture the product in accordance with the plan that clients require and deliver the products at the agreed delivery point.

The Company is well accepted among leading beverage brands, both domestic and international. Currently, the Company provides original equipment manufacturing services to more than 30 large clients in this business. But since the situation of COVID-19 in the recent past has affected the world economy and also Thailand economy; especially in the beverage business in the forms of sealed containers such as fruit juice, tea, and coffee; sales have slowed down, decreased significantly, and fluctuated rapidly. Therefore, the Company has adjusted the strategy to be more flexible, to adapt to the uncertain situations, and



to be able to respond to market changes in a timely manner. Moreover, there were also adjusted strategies to reduce the costs of production, raw materials, and packaging; to plan for the appropriate manufacturing; and to expand the products that match the market trends.

This business includes **Abico Dairy Farm Company Limited**, a subsidiary of the Company, which has focused on the business of contract manufacturing of ready-to-drink UHT milk, pasteurized milk, and pasteurized fruit juices for other companies to sell in the market. The target clients of this subsidiary are those who do not have their own production base and those whose production capacity is not enough to meet the market demands.

The Company's Manufacturing Plant

The Company has three manufacturing plants in two countries, Thailand and Vietnam. The details are as follows:

1. A manufacturing plant in Thailand is located at the address: 26/1, Entrance Road to Sam Phran District, Yai Cha Subdistrict, Sam Phran District, Nakhon Pathom Province, with a total area of 36 rai that produces canned fruit and various beverage products such as canned coffee, fruit juice, vegetable juice, canned beverages, UHT boxes, and PET bottles, etc. The production capacity is approximately 300 million liters per year.

2. A manufacturing plant in Thailand is located at the address: 333, Moo 5, Klang Dong Sub-district, Pak Chong District, Nakhon Ratchasima Province 30320, with a total area of 55 rai that produces UHT milk, pasteurized milk, and pasteurized fruit juice. The production capacity of about 177 million liters per year.

3. A manufacturing plant in Vietnam is located at the address: Lot C21/I, Street 2F, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh District, Ho Chi Minh City, Viet Nam which fruit juice and green tea in PET bottles, carbonated beverages in plastic bottles, etc. The production capacity of approximately 300 million liters per year.



Paper Carton

125 ml (with straw)
200 ml (with straw)
250 ml (with cap)
330 ml (with cap)
1000 ml (with cap)

Pouch

100–500 ml (with spout)

Pouch

100–500 ml (with spout)

PET

Aseptic Cold-Fill
Neck 28 mm
350 ml
500 ml

Can

Tin & Aluminum
180 ml
250 ml (stubby & slim)
325 ml



QUALITY ASSURANCE AND AWARDS



QUALITY ASSURANCE AND AWARDS

All the standard and awards we have received are our driving force that encourages our employees to maintain high quality standards and be committed to improving their performance to achieve higher success in the future.

Food Industry Standards



**FSSC
22000**

Certified by Tuv Nord, Thailand
and DAkkS, Germany



**ISO
22000:2018**

Certified by Tuv Nord, Thailand
and DAkkS, Germany



GMP Codex

Certified by Tuv Nord, Thailand
and ACFS, Thailand



**HACCP
Codex**

Certified by Tuv Nord, Thailand
and ACFS, Thailand



**ISO
9001:2015**

Certified by Tuv Nord, Thailand
and DAkkS, Germany



**Halal CICOT
Certificate**

Certified by The Central Islamic Committee of Thailand



HALAL MUI

Certified by MUI, Indonesia



Kosher

Certified by Thai Kashrut Services, Thailand



**Orthodox
Union**

Certified by Union of Orthodox Jewish
Congregations of America, United States of America



**USDA National
Organic Program**

Certified by Bio Agri Cert (BAC), Thailand



**ISO/IEC
17025:2017**

Certified by Department of Science Service, Thailand



SMETA

Certified by SGS, Thailand
and SEDEX, United Kingdom



AEO

Certified by Thai Customs, Thailand



**TLS
8001:2020**

Certified by SGS, Thailand
and NAC, Thailand



**Costco
Wholesale
(Food Safety and
Code of Conducts)**

Certified by Tuv Nord, Thailand
And Costco Wholesale



**Green
Industry**

Certified by Ministry of Industry, Thailand



**Star-K Kosher
Certificate**

Certified by Thai Kashrut Services, Thailand
And Star-K, USA



**Thailand Trust
Mark; T-Mark**

Certified by Department of International Trade Promotion,
Ministry of Commerce, Thailand

ISO9001 V2015	Certified by SGS United Kingdom Ltd. For the first time on February 23, 2017 and renewed on February 23, 2020
GMP FDA No.420	Certified by SGS Certified from June 21, 2018 until June 21, 2024
GHPs V5.0	Certified by SGS Certified from December 18, 2018 until December 18, 2024
HACCP V5.0	Certified by SGS Certified from December 18, 2018 until December 18, 2024
FSSC22000 5.1	Certified by SGS Certified from December 18, 2018 until December 18, 2024
GHPs-DLD	Certified by DLD Certified from September 16, 2014 until September 15, 2023
HACCP-DLD	Certified by DLD Certified from October 11, 2014 until October 10, 2023
Green Industry Level 3	Certified by MIND Systematic Environmental Management Certified from February 1, 2021 until January 31, 2024
GACC,China list	Certified by China Certified from August 25, 2016 until August 31, 2023
HALAL	Certified by CICOT On Manufacturing Process of UHT and Pasteurize Certified from March 11, 2016 until March 10, 2023

Research and Development Business of Innovations for Adding Value to Products and Services

Malee Applied Science Company Limited, a subsidiary of which the Company holds 99.99% of share, is a business for research and development of innovations to add value to products and services. This includes health and beauty products and services by developing innovations in biotechnology and medical nanotechnology to meet the needs of both manufacturers and consumers. A new alternative to raw materials (ingredient) in dietary supplements and pharmaceutical raw materials and pharmaceutical chemicals were also developed for use in cosmetic products, relying on the design of the drug encapsulation to increase the ability to penetrate the skin and to act directly on the target cells which, in turn, bears its effects quickly. This business also provides a service to produce innovative soil materials that use a transportation system to deliver important substances through the target cells with four different technology platforms in accordance with their functions. As a result, the Company can create new innovative distinctions for clients' products, both in cosmetics and food supplements industries.

Dairy Farm Business

PPO Farm Company Limited, a subsidiary of the Company, operates a farm raising dairy cows for the manufacturing and distribution of unprocessed milk (raw milk) for the Cooperative.

Real Estate Development Business

Abico Land Company Limited, a subsidiary of the Company, operates office buildings for rent, consisting of a 5-story building and a multipurpose building, with a total of 88 parking spaces and a rental area of 5,110 square meters. is 90.61 percent of the leasable area The benefits received are in the form of rental and service income. The area has already been rented according to the contract by 4,630.32 square meters, representing 90.61% of the leased area. The benefits received are in the forms of rental and service fee by charging on a monthly basis.





SHAREHOLDING STRUCTURE



SHAREHOLDING STRUCTURE

Abico Holdings Public Company Limited (ABICO) was a major shareholder of Malee Group Public Company Limited, holding 27.21% of the shares, while the Boonyarat family held a total 21.50% of shares. Later, after the shareholding and management restructuring, the Company's shares were exchanged with ABICO's shares in which ABICO shareholders expressed their intention to swap shares. The restructuring was completed in December 2022, causing major shareholder changes. The Boonrat family now holds 47.51% of the Company's shares and ABICO holds 13.76% of the Company's shares.

As of December 31, 2022, the affiliated companies of Malee Group Public Company Limited are as follows:

1. **Malee Enterprise Company Limited**, a subsidiary that oversees all of the marketing and domestic distribution. The products are distributed through the Company's sales staff and distributors nationwide.
2. **Malee Capital Company Limited**, a subsidiary that operates business in investments and provides services to affiliated companies.
3. **Malee International Company Limited**, a subsidiary that operates an international trading business.
4. **Monde Malee Beverage Corporation**, a joint venture that operates an import and distribution business for Malee's products and new products in the Philippines in which the Company holds 49% of the shares. Monde Malee Company Limited is a joint venture partner with Monde Nissin Corporation, Philippines.
5. **Malee Applied Sciences Company Limited**, a subsidiary that provides research services and develops innovation to add value to products and services.
6. **Abico Holdings Public Company Limited**, a subsidiary that invests in other businesses such as manufacturing of beverages and dairy products, dairy farm business, and real estate business.
7. **Abico Dairy Farm Company Limited**, a subsidiary that operates a contract manufacturing business of UHT milk, pasteurized milk and pasteurized fruit juices.
8. **PPO Farm Company Limited**, a subsidiary that operates a dairy farm business of manufacturing and distribution.
9. **Abico Land Company Limited**, a subsidiary that operates a real estate development business by providing building rental and services.
10. **PT Kino Malee Trading Company Limited** operates an import and distribution business for Malee's products and new products in Indonesia.
11. **Long Quan Safe Food Company Limited**, a joint venture that operates a distribution business in Vietnam and exports beverages, in which the Company holds 65% of the shares.
12. **Tan Quang Minh Manufacture and Trading ("TQM")** (a subsidiary of the joint venture Long Quan Safe Food Company Limited) operates a beverage production and export business in Vietnam.

Relationships with the Business Group of Major Shareholders

The Company has relationships with the following companies that are major shareholders:

Abico Holdings Public Company Limited, holding 13.76% of the Company's shares.

Businesses: Invests in other businesses such as agricultural businesses, an OEM of beverage and dairy products.

Relationships: The Company carries out trades with the subsidiaries of Abico Holdings Public Company Limited for dairy products and pasteurized fruit juices.

Top 10 Major Shareholders as of March 14, 2023

Rank	Name of Shareholder	Number of Shares	Percent
1.	Mrs. Kamolchat Juangroongruangkit	107,411,638	19.68
2.	Abico Holdings Public Company Limited	75,100,000	13.76
3.	Ms. Roongchat Boonyarat	70,035,199	12.83
4.	Mr. Chaichat Boonyarat	69,467,450	12.73
5.	Mr. Songphol Techakarin	20,811,115	3.81
6.	Mrs. Chintana Boonyarat	12,128,566	2.22
7.	Mr. Thaveechat Churangkul	9,305,500	1.71
8.	Mr. Wat Chirathivat	7,408,566	1.36
9.	Mr. Kobchai Chirathivat	6,772,262	1.24
10.	Mr. Pichai Chirathivat	6,608,567	1.21

Board of Director Shareholding during March 14, 2022 to March 14, 2023

Name	Mar 14, 2022	Increase (Decrease) Year by Year	Mar 14, 2023
1. Mrs. Chintana Boonyarat	4.39%	(2.17%)	2.22%
2. Mr. Pichai Chirathivat	2.39%	(1.18%)	1.21%
3. Ms. Roongchat Boonyarat	0.41%	12.42%	12.83%
4. Mr. Kitti Vilaivarangkul	–	–	–
5. Ms. Nart Fongsmut	0.05%	(0.02%)	0.03%
6. Mr. Arin Jira	–	–	–
7. Mr. Arnunt Maiphum	–	–	–
8. Ms. Nattharin Talthong	–	–	–
9. Ms. Supavadee Tantiyanont	–	–	–

Note: No. 8–9 End of term on 27 April 2022

DIVIDEND POLICY

"The Company has the policy to pay dividend at the rate of no less than 30% of the net profit after tax and any reserve as specified by law and the Company from normal operations according to the consolidated financial statement. However, the actual dividend payment will depend on cash flows and investment plans of the Company and its Affiliates, as well as other necessities and appropriateness in the future."

Dividend Payout during the Past Three Years

Year	Earnings Per Share (Baht/Share)	Dividend Payout Per Share (Baht/Share)	Dividend Payout Per Net Profit (Percent)
2020	(0.73)	–	0%
2021	(0.41)	–	0%
2022	(0.73)	–	0%



RISK MANAGEMENT



2. RISK MANAGEMENT



2.1 Risk Management Policy

In accordance with the principle of Good Corporate Governance, the Company has an efficient risk management policy that enables the Company to operate its business with stability and continuity. There is an acceptable level of risk. It is used as a management tool that increases the chances of success for the Company as much as possible, and minimizes the chances of failure and loss leading to the achievement of the Company's objectives. The Board of Directors has assigned the Audit Committee, which consists of independent directors, to appoint the Risk Management Committee with an internal audit department. The Risk Management Committee directly reports to the Audit Committee and reviews the performance of various departments of the Company and its subsidiaries.

2.2 Risk Factors

2.2.1 Emerging Risk

The Company pays attention and regularly monitors potential emerging risks by considering risk factors that may affect or become an opportunity for business operations. Those risks include changes in the social structure that began to enter the aging society, consumer behavior that is more health-conscious, disaster risk from sudden weather changes, international trade war, and the ongoing situation of the COVID-19 outbreak. The aim is to assess the situation and review the strategies and guidelines on preventing and correcting the impact of emerging risk factors in advance, promptly and systematically. As in the past year when there was an epidemic situation of COVID 19, there were some workforce arrangements for effective control and prevention. There were some arrangements for production planning, receipt of raw materials and packaging materials, delivery and receipt of products with accuracy and safety by proceeding background checks, temperature measurement, etc., to ensure that the Company continue to operate and manufacture to meet the needs of its clients.

2.2.2 Risk from fluctuation in volume and price of raw materials

Global climate change has mostly negative impacts on agricultural products. Farmers and manufacturers of raw materials have been affected and needed to adapt to the changing situation. Some faced yield fluctuations during normal seasons. Some had low agricultural productivity and the quality of agricultural products may change. Some faced a shortage of harvesting workers. This definitely had a direct impact on the overall price of raw materials. Advance planning on orders has also been a key procurement strategy to ensure that the best raw materials are still available for the production process. The Company has worked closely with farmers and producers, enabling the Company to have information to help decide on ordering in advance, adapt to the problems, and develop raw material reserves. This will help in better risk management and ensure that the business can smoothly operate despite the fluctuation in raw material supply.

2.2.3 Risk from competition of new manufacturers

Currently, beverage industry draws many manufacturers, both domestic and international, into competing under the framework of the ASEAN Economic Community (AEC). This intensifies the competitive challenges, especially new manufacturers that are able to support smaller volume of productions, since the market nowadays is changing rapidly. As a result, new products being sold in the market have shorter life cycles and are constantly launched to create excitement for the market and meet the sales goal.

2.2.4 Risk from reliance on Contract Manufacturing Business (CMG)

The Company has operated the CMG Business as one of our main businesses. Therefore, we have to develop plans for operations and manage risks by diversifying both clients and products to balance revenues and stability. The Company has a variety of products including tea, coffee, juices, several types of beverages, and canned fruits. In accordance with customers' demands, the Company offers a wide range of services including the development of recipes, production process until the products are ready for sales. The Company regularly discusses with business partners about operation plans to share the same goals and benefits in the long term, so that customers have confidence and trust in the quality of products. The Company always collaborates closely with business partners for new product development. By doing so, the Company is lessening the possibility of contract termination or renewal rejection, whereas it is able to negotiate for suitable returns.



2.2.5 Risk from environmental impacts

The Company puts a great value on the environmental aspect. Therefore, there has been a working process to manage energy and environment, and issue the guidelines for implementation and follow-up on management in matters related to the environment both inside and outside the factory. This allows the Company to reduce the amount of waste in the production process, reduce material waste to the outside of the facilities, and reduce waste disposal costs. The manufacturing process has been improved to reduce energy consumption and reduce an emission of greenhouse gas, which are the important plans for the Company.

2.2.6 Risk from Foreign Exchange Rates

The Company has been exposed to risks from its export business due to the fluctuations in exchange rates that resulted in higher product prices. To hedge the foreign exchange risk, the Company has sold most of its exported products in Thai baht. The rest has been done by maintaining the balance on income and expenditure in foreign currency (Natural Hedge). Therefore, the Company has exchange rate risk at a manageable level.



Malee

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ธรรมชาติ
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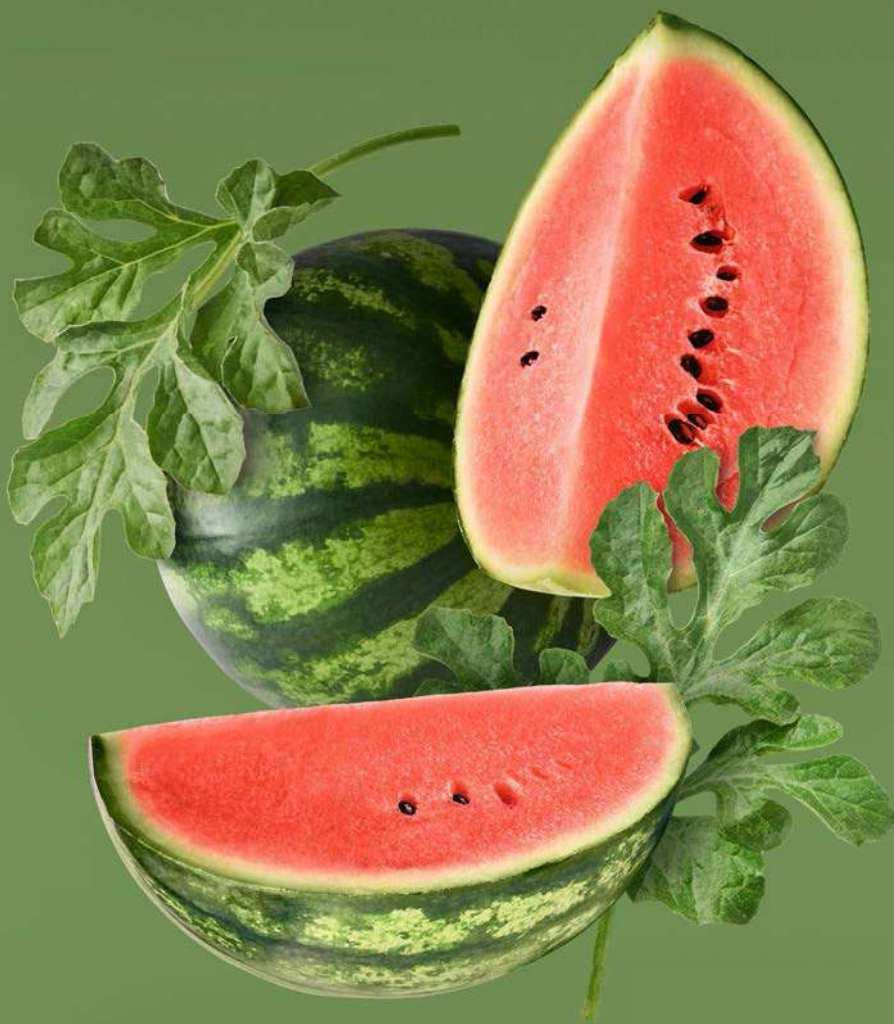


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*มีวิตามิน C 100% พองปริมาณที่แนะนำให้บริโภคต่อวัน (Thai RDI)



DRIVING BUSINESS FOR SUSTAINABILITY



DRIVING BUSINESS FOR SUSTAINABILITY



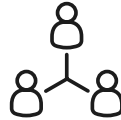
3.1 Sustainability Management Policy and Goals

Malee Group is determined to become the "Top Beverage Brand of Choice" by taking into account the production standards, quality, safety, and hygiene. This includes operating a business with responsibility by concerning all groups of stakeholders such as clients, employees, partners, society, and communities to drive our business towards sustainability. The Company has an integrated and sustainable development structure under the management of the Board of Directors. As a result, the Executive Committee has been assigned to oversee sustainable development and the formation of policy, criteria, and guidelines in various aspects of the Company under the principles of good corporate governance and social responsibility. The aim is to lead the organization to sustainable success.

3.2 Managing the Impact on Stakeholders in the Business Value Chain

The Company produces and distributes canned fruit products, UHT fruit juices, and pasteurized products under the "Malee" brand, distributes and markets UHT and pasteurized milk under the "Farm Chokchai" brand, and produces other beverage products. Moreover, the Company conducts the contract manufacturing business in cooperation with both domestic and international clients, as well as other businesses in Malee Group.

The business value chain begins when raw materials were delivered from sources to the Company's factories and then processed into canned fruit, UHT juice, pasteurized, and other beverage products. The Company's products are then sent to warehouses for distribution to many forms of distributors, before reaching consumers. The rest of the products are awaiting delivery of the contract manufacturing to the clients. As for the processes and guidelines on managing sustainability to stakeholders in the business value chain, the Company has operated as follows:



Raw Materials Select

- Selection of main raw materials, fruits, and other raw materials
- Selection of packaging and ingredients in the production of high-quality products

Production Process

- Production with modern machines with high technology and internationally certified standards
- An efficient management system for production cost
- A quality inspection system before reaching clients and consumers, certified by international standards such as FSSC 22000, etc.

Storage and Distribution System

- An efficient warehouse management system with modern technology as a control tool
- Distribution of products through major business partners both domestically and internationally
- A distribution system covering all channels, from Modern Trade to Traditional Trade, as well as online channels (E-Commerce)

Sustainable Business Partners

- Provision of advice and joint development of clients' products to meet their needs and meet quality standards
- Joint development of strategies and innovations, regularly in cooperation with joint ventures and partners

Consumers, Society and Shareholders

- Aim of being a brand of beverage products with good quality for consumers' health
- Creating good performance and sustainable growth in cooperation with the community which offers a good quality of life

Stakeholders

- Raw material and packaging partners
- Farmers
- Raw material producers

- Communities surrounding the factories
- Business partners
- Government agencies

- Employees
- Labors
- Distribution agents
- Business partners

- Business partners
- Joint ventures
- Dealers
- Shareholders

- Employees
- Labors
- Consumers
- Shareholders

The Company's Practice Guidelines towards Shareholders

- Business partners are selected fairly
- There is support for mutual growth between business partners and the Company
- There is support and development for mutual growth with farmers to make them proud of their careers and have a better quality of life

- Compliance with environmental control laws
- Waste emissions from production processes are always controlled and monitored, and modern technology in production is used to reduce resource usage
- New and relevant legislation is being followed to ensure make sure that it properly complies with the law

- Business partners are selected fairly
- There is support for mutual growth between business partners and the Company
- The Company takes into account the delivery of valuable products that are in demand among consumers. There are trade agreements and appropriate conditions with the distribution agents

- Treat business partners with fairness. Support and develop mutual growth in business operations
- Jointly formulate effective management strategies with joint ventures companies to create stability and sustainability in long-term operations

- Support gender equality and human dignity. Wage payment and performance assessment are done with fairness. Appropriate welfare is provided in accordance with labor law
- The Company values the health of consumers, thus delivering valuable and healthy food and beverage products
- The Company is committed to the continual and sustainable growth for business in all situations, as well as the equitable disclosure of information to shareholders

3.3 Sustainability Management in Environmental Dimensions

3.3.1 Environmental Policies and practice Guidelines

Malee Group Public Company Limited has an internal environmental management system that allows the Company to plan its operations and store environmental data in an orderly fashion. The Company has an environmental management system with a tendency to continuously improve environmental performance, reduce costs, reduce the potential financial risks of violating environmental regulations, as well as formulate environmental management and stewardship policies that cover key operational issues following environmental requirements and environmental issues that are relevant to the business. The Company controls potential environmental impacts from business activities such as pollution, waste, levels of resource usage, etc., and assigns Mr. Manit Jumnongwat to the position of Environmental Manager. The position has been appointed and notified to the Department of Industrial Works which is responsible for overseeing environmental operations and processes used in environmental management within the organization. The Company also defines environmental performance as its goal or one of the Company's metrics, and encourages employees to participate in environmental management within the organization with guidelines for environmental operations as follows:

1. Effective Usage of Resources

The Company emphasizes the use of resources in business processes, including the use of electricity and energy, water consumption, waste reduction caused by business processes, as well as other related pollutions.

- The production processes and the production lines are designed and then inspected by a team of experts and consultants before being presented and approved for operations. A report on the efficiency of the production lines is done with a requirement for improvement.
- A system for regular maintenance of machinery (Preventive maintenance) is provided for high efficiency to efficiently use resources and energy.
- Waste management from the production processes is strictly carried out under environmental laws, regulations, and other requirements to properly control the impact on the environment. This enables the stakeholders to be assured that the Company's operations are not contrary to legal requirements.
- The Company operates under the laws, regulations, and international quality standards systems such as FSSC 22000, IFS: International Food Standard, HACCP Codex Alimentarius Commission, Halal Certificate, Kosher Certificate, GMP Codex Alimentarius Commission Recommended International Code of Practice General Principles of Food Hygiene, ISO22000 and Food Safety System Certification 22000. The Company also operates upon customer requirements.

2. Climate Management

The Company emphasizes on the preparedness of coping with potential impacts, and contributing to reducing greenhouse gas emissions which is the cause of global warming. At present, the Company focuses on the prevention and solution of pollution arising from the activities that directly and indirectly affect the use of natural resources. The aims are to support knowledge in the development of

mechanisms that reduce greenhouse gas emissions into the atmosphere, leading to a revolution in the reduction of greenhouse gas emissions in the industrial sector.

3. Energy Management

The Company is aware of and is committed to controlling energy usage to maximum efficiency. The aim is to use natural resources cost-effectively to reduce the impact on the environment as much as possible, and in turn, reduce the Company's energy costs. Alternative energy resources such as LPG gas and clean energy are one of the main goals of building environmental-friendly factories. The Company has set up a team to study the feasibility of using alternative clean energy such as solar energy.

4. Procurement of raw materials with responsibility

The Company is aware of the continuous acquisition of quality raw materials while not affecting the environment and society. Therefore, guidelines are formulated to help reduce risks and reflect the responsible sourcing of raw materials of the organization. The Company sets good policy, practices, and frameworks for responsible sourcing of raw materials. These include details such as reducing the use of chemicals, pesticides and insecticides. Actions are done to improve sustainable cultivation, protect biodiversity, properly use water resources, procure raw materials produced by law-abiding manufacturers, and operate with respect to human rights including the use of non-child labors, non-forced labors, and legal foreign workers, etc.

5. Efficiency of Water Usage

The Company has systematic water management throughout the organization. There is a campaign to raise awareness among employees about using water for the most value and benefit.

3.3.2 Environmental Performance in 2022

- Management and plans to reduce greenhouse gas emissions.

In 2022, the Company has effectively implemented the plan to reduce the greenhouse gas emissions caused by direct and indirect business operations. Data collections and calculations are based on reference standards from reliable third-party agencies, with retrospective comparison to show the success of the plan in reducing the amount of carbon footprint per ton from manufacturing as detailed in the following table:



Category	2020	2021	2022
	The Amount of Carbon Footprint (ton CO2eq)	The Amount of Carbon Footprint (ton CO2eq)	The Amount of Carbon Footprint (ton CO2eq)
***Category 1	8,408	8,188	7,011
***Category 2	6,651	6,339	6,616
***Category 3	6,642	5,213	3,820
Total	21,701	19,740	17,448
ton CO2eq / Tpd	0.30	0.28	0.24

***** Note:**

Category 1: Fuel, fuel oil, and LPG

Category 2: Electricity from the Electricity Authority

Category 3: Waste taken out for disposal and tap water

In 2022, the amount of carbon footprint has continuously decreased due to the plan to reduce greenhouse gas emissions through these main methods:

- Operating with high-efficiency machinery and electrical equipment to replace the original set that has deteriorated.
- Switching to alternative fuels instead of fuel oil.
- Getting rid of sewage sludge in the area and donating it to other factories to use as a start-up system instead of transporting it for external disposal.

• Transition to Sustainability Project

The Company has established an environmental sustainability plan and incorporated sustainability into one of the organization's strategies.

3.4 Sustainability Management in Social Dimensions

3.4.1 Social Policies and Practices

The Company has a business policy on Corporate Social Responsibility (CSR) under basic ethical principles to ensure fairness to all stakeholders involved, as well as to apply the good corporate governance principle as a guideline to maintain a balance of operations in terms of economy, community, society, and environment, leading to the development of the business that sustainably succeeds. The guidelines are as follows.



1. Conducting business with fairness

Conducting business with fairness is one of the topics in the Malee Group Code of Conduct. The Company emphasizes doing business with fairness. We understand the nature of business and the situation of clients, partners, suppliers, farmers, and the surrounding communities so that they keep in mind that they have to depend on each other. This results in creating confidence that will benefit both the business and related parties in the long run.

2. Respect for Human Rights

Respecting the human rights of employees as well as employees of partners without discrimination, while creating corporate values and promoting learning opportunities for employees. This leads to the development of full potential according to roles and duties of each person. The Company has a commitment to develop employees, enabling them to have confidence in the value of human beings. The Company emphasizes on taking care of employees and human resource development so that they are more than our employees. Importantly, the Company focuses on developing employees to have Knowledge Competency, Skill Competency, and Attributes Competency. The Company is committed to making all employees aware of sustainable success and development. We support the expansion of the Company's business to be international and world-class standards.

3. Fair Treatment of Labor

The Company is committed to the development of the organization's personnel so that they have knowledge and competence as their competitive advantage. We build

pride in Malee's family by supporting career advancement with an international standard compensation and welfare structure. There is a fair performance appraisal (KPI) that focuses on brainstorming to create creativity in work as well as being sincere and honest with everyone. The Company is responsible to employees and society in terms of product quality, rewarding the quality of life and well-being of employees. We build acceptance, appreciate their works, respect their ideas, and take human rights into account to open an opportunity to a new perspective of learning as well as being able to develop skills, ideas, and behavior change. The Company opens up a new world of experiences that will bring about professional career development and happy coexistence as a Malee family.

Since 2022, the Company has added welfare benefits to employees by providing equality between males and females in their increasing rights to leave for male employees to take care of their wives after giving birth for 15 days per pregnancy. In addition, the Company has supported religious equality by granting the rights to leave for religious ceremonies up to 30 days. Previously, only Buddhist males have the rights to leave for their ordination.

4. Consumer Responsibility

The Company is a manufacturer and distributor of consumer products. We have the policy to conduct business with cleanliness and safety standards until it is accepted both within the country and in terms of testimonials and certificates for various quality standards such as a Certificate in the Program of Industrial Production Process Improvement with Cleaner Technology from Mahidol University in

collaboration with NSTDA (NSTDA), many international organizations such as HACCP, GMP, KOSHER, Q Mark, IFS, BRC., Halal Certificate, etc. The Company also has a consumer protection hotline at 02-532-3572 to show responsibility for the Company's products to consumers.

5. Community Contribution and Development

The Company will use the potential and knowledge of the organization to create engagement with the community and promote personnel by providing guidelines for managing and solving problems so that the community can be self-reliant. We contribute to improving the quality of life in the community, improving the quality of life, and developing the community and society.

6. Contribution of Stakeholders

The Company has a process to create engagement with stakeholders so that we know the expectations of the relevant stakeholders and meet the expectations of society. This includes creating long-term values for all groups of stakeholders. Throughout the recent past, the Company focuses on creating engagement with important stakeholders towards cooperation that will overcome obstacles together in times of crisis and maintain good relations between the Company and stakeholders.

3.4.2 Social Performance

The Company provides employees with suitable working environment so that they can work safely with dignity and due regard for the environment. Relaxation will be good for the health and safety of employees and allow them to adjust the balance between life and work, and then end up able to be self-sustaining. We support money saving and sharing time between working and living with family creatively.

In 2022, the Company has had some activities related to welfare to promote and develop employees' potential as follows:

- Annual health check-ups for employees with a program in accordance with the employee's work characteristics. The Company has coordinated with the hospital to allow employees to add health check-up items at a special rate, as well as facilitate by allowing the hospital to provide health check-up services at the Company's office. They can see the doctor in the occupational medicine to discuss health problems.
- Election of the Safety and Welfare Committee.
- Employee benefits such as medical expenses/life and accident insurances/welfare benefits/ provident funds, etc.
- The Company has taken care of the safety of employees in their workplaces. The statistics of accidents in 2022 were as follows:

No.	Details	No.of times
1	Accidents with damaged property (DAMAGE PROPERTY)	14
2	Accidents with injured employees who took no time-off from work (RECORD INJURIES)	11
3	Accidents with injured employees who took time-off from work (LOSS TIME ACCIDENT)	3

Injury Frequency Rate: IFR as of December 31, 2022 were 1.69.

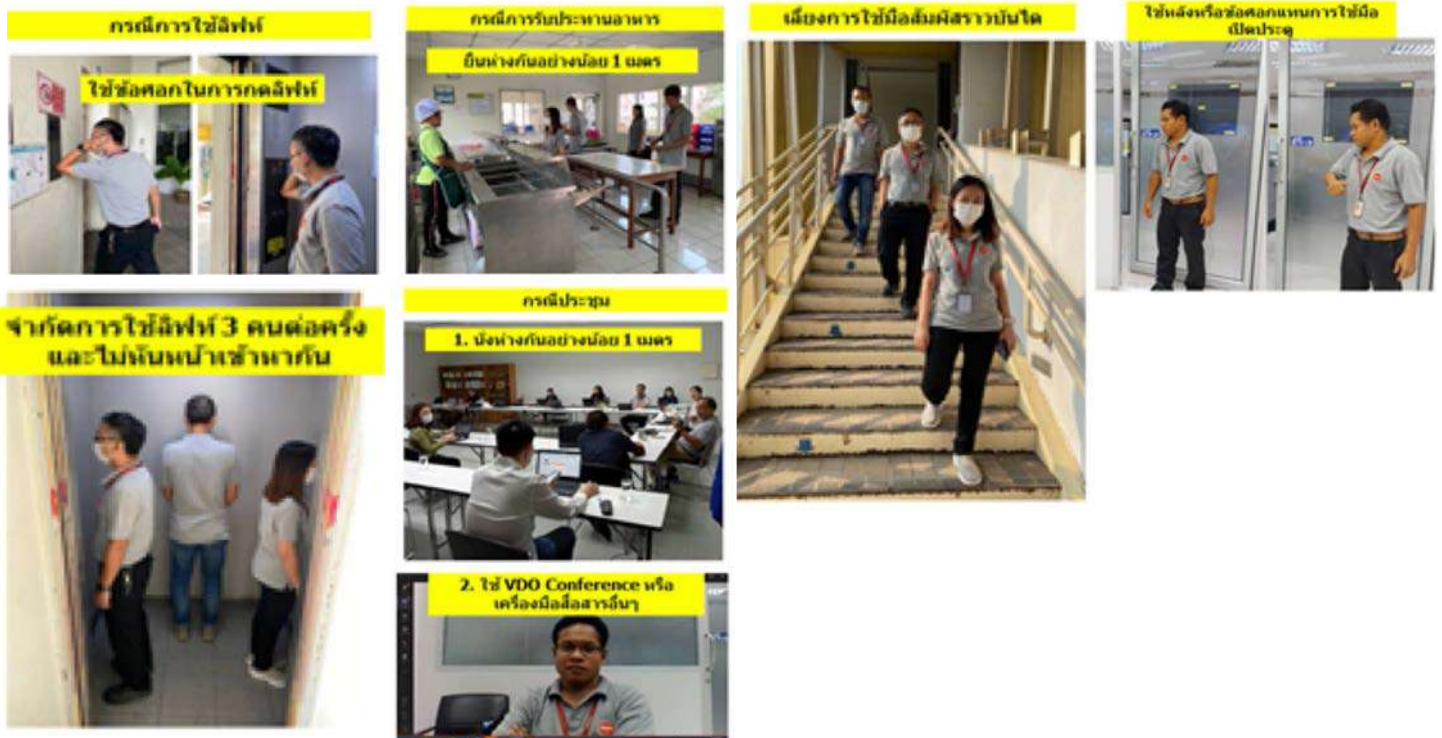
IFR is the Injury Frequency Rate = (total number of injuries requiring time-off x 1,000,000).

As for the COVID-19 situation in 2022, the prevention of the epidemic caused society to adopt a new way of life (New Normal), affecting both lifestyle and concept changes including the forms of operation such as forms of work among the staff and physical distancing.



COVID-19 Control within Malee Group Public Company Limited
by the COVID-19 Management Working Group

วิธีป้องกันตัวเองจาก COVID-19





Health Screening :

- Screening About Digital Infrared Thermoscan, the device is equipped with an infrared sensor that can quickly measure surface temperature without making any contact with a person's skin.

In 2022, the Company continued to proceed in community relations including the provision of the Company's products to communities and affiliated agencies for organizing public events. The Company also donated its products to the Zendai Foundation, Nakhon Pathom Provincial Industry Office, Nakhon Pathom Area Excise Office 2, Department of Industrial Works, Department of Groundwater Resources, and Sampran District. The Company participated in environmental conservation events by donating product packages for recycling and contributed to various activities of the communities surrounding the factory.

The Company has contributed to various activities of communities surrounding and some other activities involving the elderly.

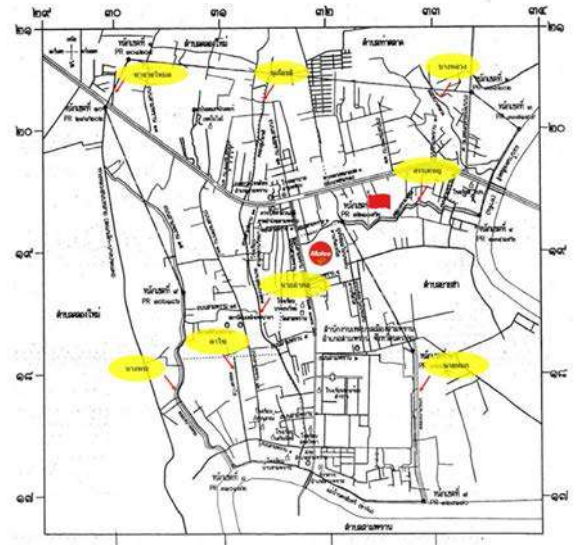


Supporting public activities

Mobile provincial activities involved the dispatch of surveillance units to reduce accidents and the public checkpoint service during the holiday seasons.



SUSTAINABLE DEVELOPMENT GOALS



8 ลำคลองธรรมชาติ เทศบาลเมืองสามพราน

Conservation of Natural Resources

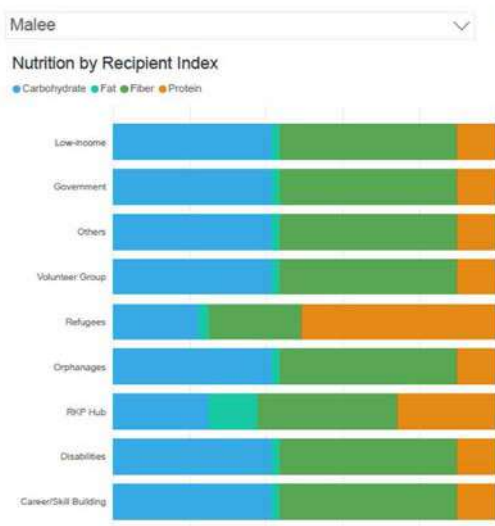
- Provide data on Tha Chin River Basin and Nakhonchaisri River that run through Sampran District.
- Provide data on the natural canals in Sam Phan Municipality which has a total of 8 canals
- Provide data on Sanphet Canal and explore the area of Sanphet Canal area which runs through Moo 1, Tha Talat Subdistrict, Moo 5, Yai Cha Subdistrict, in a distance of 2,500 meters. the length of the Sanphet Canal adjacent to the factory fence is about 100 meters.
- Listen to the guidelines on the conservation and restoration of the Sanphet Canal from stakeholders (communities and the municipality).
- Listen to guidelines on how to manage the environment in the communities to make them livable and attractive such as waste management and landscaping.



คลองสรพญ ความยาว 2,500 เมตร



คลองสรพญ (ความยาวติดรั้วโรงงาน ประมาณ 100 เมตร)



IMPACT SHOWCASE



Co2e or Co2 Equivalence (kg.), is the amount of carbon emissions that the amount of surplus food can create if it goes to landfill. This is the amount of CO2e that you prevent by donating food to SOS

YTD CO2e (Kg.)

207,727

Monthly CO2e (Kg.)

2,007

Days of Electric consumption is showing the days equivalence of average electricity in which Co2 production have

YTD Electric consumption (Days)

16,816

Monthly Electric consumption (Days)

162



In 2022, the Company has provided consumer products for a charity called the Scholars of Sustenance (SOS), a non-profitable organization that provides food for consumption (A Food Rescue Foundation) by requesting cooperation from leading companies in Thailand. Hunger and food waste are two major crises around the world. SOS's mission is to make a difference by providing soon-to-be disposed but good quality food and transforming it into nutritious food for those who need it most.

In 2022, The Company has donated 179,499 kilograms of good quality products that cannot be sold under commercial terms, equivalent to 753,897 meals. The Company has also donated 35,868 kilograms of Sleeve packaging for recycling. Overall, this measure helps reducing the number of carbon emissions (Co2e or Co2 Equivalence) from 559,225 kilograms of food that otherwise goes to landfills and packaging disposal.

Malee Group Public Company Limited has been invited by the Thai Chamber of Commerce to join the Big Brother project for the sixth consecutive year. It is a project to jointly develop SME entrepreneurs and suggest solutions to problems for business growth. The Company is the main mentor to help give advice and guidelines for SMEs to grow strongly and sustainably by transferring knowledge and experience in various fields such as production, sales marketing, accounting and finance, purchasing and management as well as helping SMEs to create their own sustainable business plans. This is considered another way to generate gross income for the country. In 2022, the project has done its sixth generation, where the Company has mentored a total of 25 SMEs in its six years of its participation.

BIG BROTHER #6

Expand the possibilities

มาร่วมหาโอกาสใหม่ บนความเป็นไปได้ของธุรกิจคุณ
โดยหอการค้าไทยและพี่เลี้ยงจากบริษัทชั้นนำของประเทศ

Resilience Success
Opportunities Sustainable
Growth Collaboration
Crisis Innovation Development
Cost management Networking
Financial Strategy Challenge

สอบถามรายละเอียดเพิ่มเติมได้ที่
ฝ่ายเสริมสร้างความเข้มแข็งสมาชิก โทรศัพท์: 02-018-6888 ต่อ 3630, 6090, 3920
E-Mail: puchara@thaichamber.org



MANAGEMENT DISCUSSION AND ANALYSIS: MD&A



MANAGEMENT DISCUSSION AND ANALYSIS: MD&A

Malee Group Public Company Limited and Its Subsidiaries

Management Discussion and Analysis
For the year ended 31 December 2022

1. Year 2022 Highlights

In Q4/2022, the Company completed its shareholding and organization restructuring by purchasing 97.73% of Abico Holdings Public Company Limited (ABICO) securities, resulting in a financial statement consolidation from the end of 2022 onwards. The pro forma financial statements for the year 2021 are provided for comparison.

Figure 1 Performance results for 2022 compared to the year 2021 (Restated)

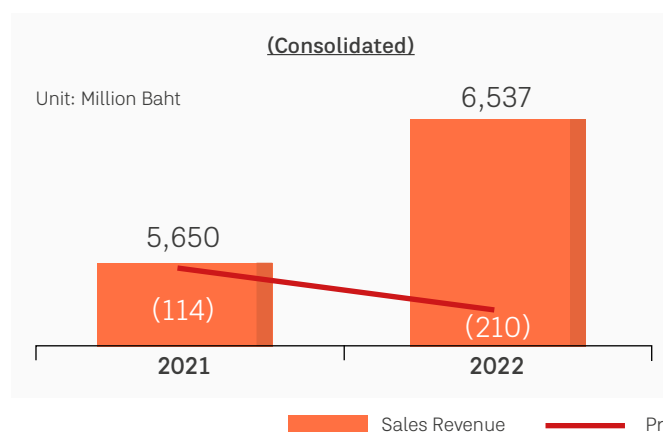
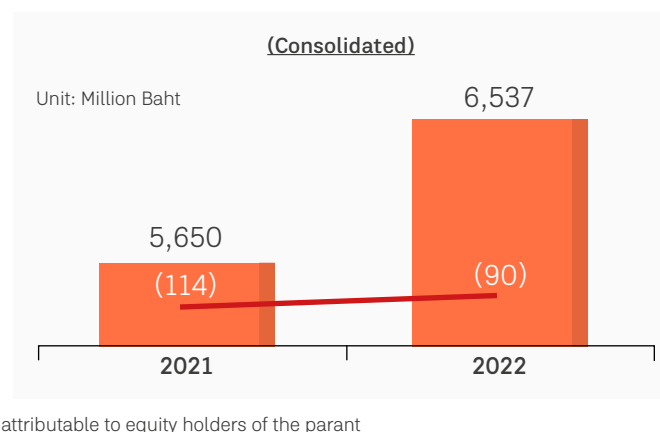


Figure 2 Performance results for 2022 compared to the year 2021 (Restated) after deducting one-time expenses



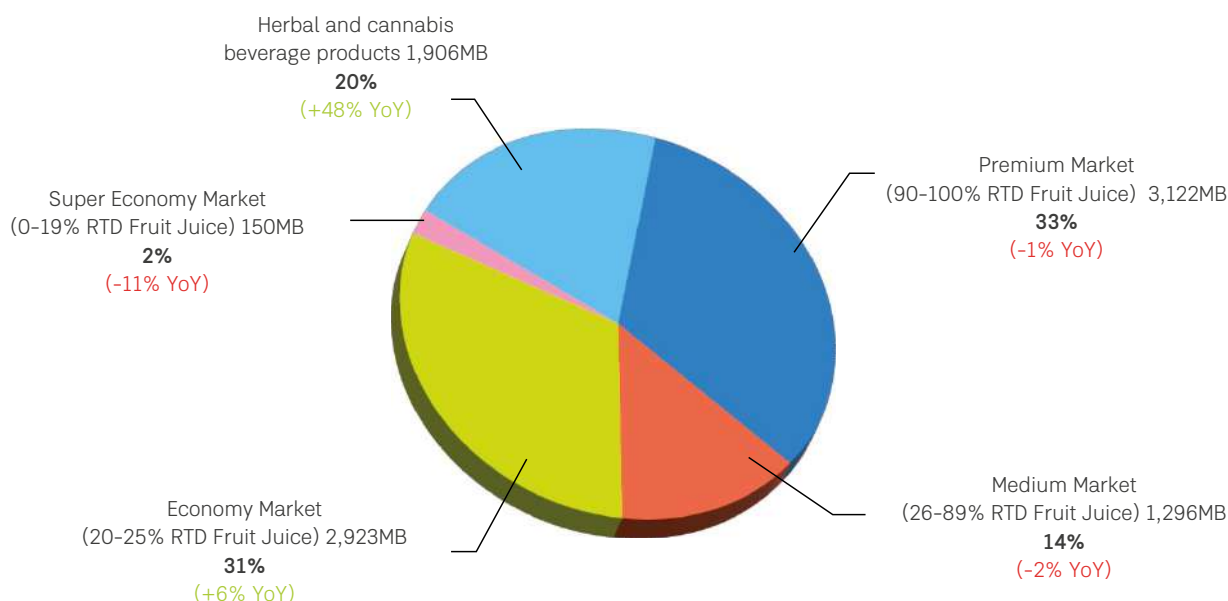
In 2022, the Company and its subsidiaries recorded total sales of Baht 6,537 million, an increase of 16% YoY from both Domestic and Export Business sales incremental by 12% YoY and 26% YoY, respectively.

- In 2022, the Company and its subsidiaries recorded a net loss of Baht 210 million, an increase from the same period of 2021 that recognized a net loss of Baht 114 million, due to one-time expenses; e.g., the administrative expenses for restructuring to merge Abico Holdings Public Company Limited, administrative expenses relating to personnel restructuring, the loss on impairment of trademarks of subsidiaries in Vietnam (non-cash item), and deferred corporate income tax reversal (non-cash item) totaling an increment of Baht 120 million.

- In 2022 the Company and its subsidiaries recognized a net loss of Baht 90 million, excluding the four one-time expenses, meaning a decrease in net loss and 21% improved performance compared to the Year 2021.

2. Overview of Domestic Ready-to-Drink Fruit Juice Market

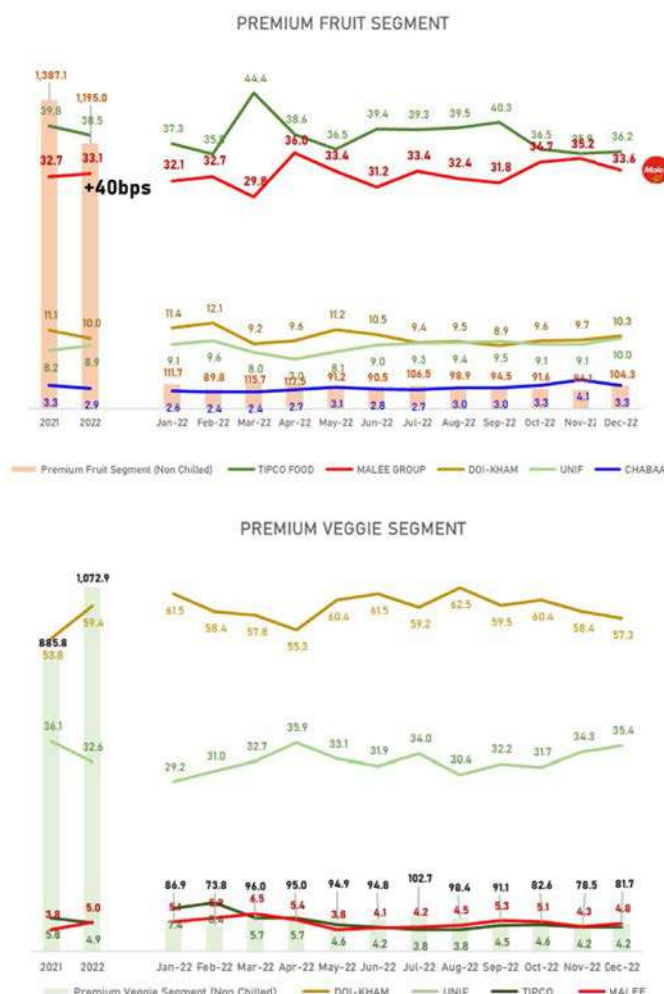
In 2022, Total of domestic RTD fruit juice market was Baht 9,398 million, an increase of 8% YoY. RTD fruit juice market value and growth is as shown as below.



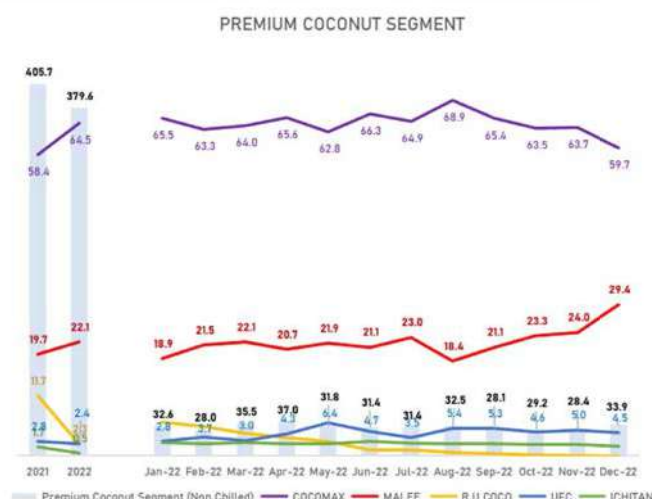
(Source: Nielsen)

Nevertheless, in 2022, Branded business recognized a positive outcome from product improvement and marketing campaign as shown in market share grew in every product category as illustrated:

- Premium fruit juice recorded Year 2022 market share increase to 33.1% compared to 32.7% in Year 2021.
- Vegetable juice gained Year 2022 market share increase to 5.0% compared to 3.8% in Year 2021.



- Premium coconut water gained Year 2022 market share increase to 22.1% compared to 19.7% in Year 2021.



3. Results of Operations and Profitability

Consolidated financial statements

(Unit : Baht Million)

	2022	2021 (Restated)	%YoY
Revenues from sales and services	6,537	5,650	+16%
Cost of goods sold and services	5,456	4,643	+18%
Gross profit	1,081	1,007	+7%
% gross profit	16.5%	17.8%	
Selling expenses	474	435	+9%
% selling expenses to sales	7.2%	7.7%	
Administrative expenses	576	565	+2%
% Administrative expenses to sales	8.8%	10.0%	
Finance costs	85	82	+4%
Share of profit (loss) from investment in subsidiaries and JV	(0)	(6)	+93%
Corporate income tax (reversal)	(113)	7	-1,733%
Net profit (loss) attributable to the Company's shareholders	(210)	(114)	-84%
% net profit (loss)	(3.2%)	(2.0%)	

Year 2022 Sales Revenue

The Company and its subsidiaries recorded sales revenue of Baht 6,537 million, an increase of 16% YoY. Details are as follows:

	Year End 31 December		Change Change	
	2022	2021 (Restated)	Increase (decrease)	%
Agricultural products	6,474	5,590	884	15.8
Agriculture and Dairy Farm	63	60	3	5.0
Total	6,537	5,650	887	15.7

Remarks:

- Agricultural products include fruit juice beverage, canned fruit, tea, coffee and dairy products.
- Agriculture and dairy farm include raw milk and dairy cow.



Agricultural products

- Domestic Branded Business sales increased 16% YoY.
- Export Branded Business sales increased 29% YoY.
- Total Contract Manufacturing Business (CMG) total sales increased 13% YoY.

Agriculture and dairy farm

- Revenue from dairy farm increased 5% YoY.

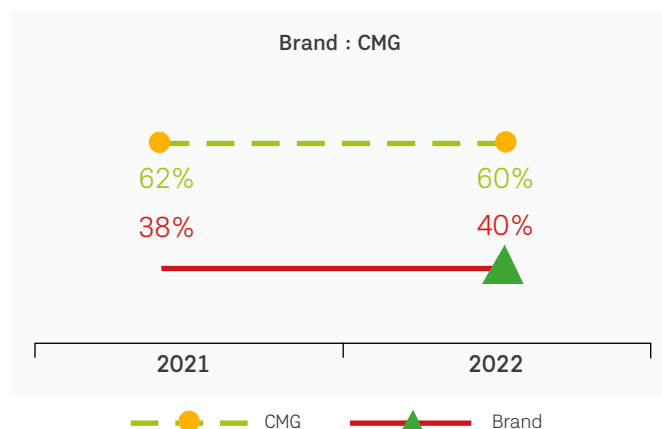
Sales breakdown by business and geography are as follows:

Sales Breakdown by Business:

- Brand: Baht 2,596 million, increased 21% YoY.
- CMG: Baht 3,877 million, increased 13% YoY.
- Sales ratio of Brand:CMG was 40:60 compared with 38:62 in the same period of the previous year.

Sales Breakdown by Geography:

- Domestic: Baht 4,619 million, grew 12% YoY.
- Export: Baht 1,918 million, grew 26% YoY.
- Sales ratio of Domestic:Export was 71:29, compared with 73:27 in the same period of the previous year.



Year 2022 Cost of Goods Sold

The Company and its subsidiaries recorded cost of goods sold of Baht 5,456 million, an increase of 18% YoY. Cost of goods sold to sales increased to 83.5% from 82.2%, mainly due to a significant increase of almost raw materials.

Year 2022 Gross Profit

The Company and its subsidiaries recorded gross profit of Baht 1,081 million, an increase of 7% YoY, which represented a gross profit margin of 16.5%, a reduction from 17.8% in 2021. This was mainly due to a significant increase of almost raw materials. However, the Company increased product price in August 2022. Thus, the gross profit increase result will yield in 2023.

Year 2022 Selling Expenses

The Company and its subsidiaries recorded selling expenses of Baht 474 million, an increase of 9% YoY, mainly due to an increase in sales volume. The selling expense to sales ratio decreased 7.2% versus 7.7% in 2021. This mainly resulted from an efficient selling expense control and increased sales.

Year 2022 Administrative Expenses

The Company and its subsidiaries recorded administrative expenses of Baht 576 million, an increase 2% YoY. Administrative expense to sales ratio decreased from 10.0% in the same period of the previous year to 8.8%. This was mainly due to efficient administrative expense control and increased sales, although there was an increase in the one-time professional fee for the shareholding restructuring.

Year 2022 Finance Costs

The Company and its subsidiaries recorded finance costs of Baht 85 million in 2022 compared to Baht 82 million in 2021, an increase of 4% YoY. This resulted from the rising interest rates of loans from financial institutions.

Year 2022 Net Profit (Loss) Attributable to Equity

Holders of the Company

The Company and its subsidiaries recorded a net loss of Baht 210 million in 2022 versus Baht 114 million net loss in 2021. This was an impact from an upsurge of cost of goods, raw materials, packaging, utilities, and transportation as a consequence of rising oil prices. However, this increment of loss has resulted from the one-time expenses e.g., the administrative expenses for restructuring to merge Abico Holdings Public Company Limited, administrative expenses relating to personnel restructuring, the loss on impairment of trademarks of subsidiaries in Vietnam (non-cash item), and deferred corporate income tax reversal (non-cash item) totaling an increment of Baht 120 million.

In 2022 the Company and its subsidiaries recognized a net loss of Baht 90 million, excluding the four one-time expenses, meaning a decrease in net loss and 21% improved performance compared to the Year 2021.



1. Financial Position of the Company and its Subsidiaries

(Unit: Baht Million)	31 December 2022	31 December 2021 (Restate)	% Change
Cash and cash equivalents	98	126	(21.9%)
Account receivables	1,172	1,086	8.0%
Inventories	835	706	18.3%
Other current assets	97	85	14.1%
Total current assets	2,203	2,002	10.0%
Property, plant and equipment	2,368	2,339	1.2%
Goodwill	56	55	2.9%
Investments in joint venture	14	14	2.2%
Biological assets – dairy cow	50	50	1.0%
Right to claim from the former shareholder	35	35	(0.1%)
Other non-current assets	892	1,011	(11.8%)
Total non-current assets	3,416	3,504	(2.5%)
Total Assets	5,619	5,506	2.0%
Bank overdrafts and short-term loans from financial institutions	1,400	1,348	3.8%
Account payables	878	638	37.7%
Advances received from customers	52	83	(37.1%)
Current portion of long-term loans from financial institutions	46	88	(47.9%)
Current portion of liabilities under financial lease agreements	69	72	(4.8%)
Other non-current liabilities	398	395	0.7%
Total Current Liabilities	2,843	2,624	8.3%
Long-term loans, net of current portion from financial institutions	774	833	(7.0%)
Liabilities under financial lease agreements, net of current portion	182	204	(10.7%)
Other non-current liabilities	323	302	6.8%
Total Non-current Liabilities	1,279	1,338	(4.5%)
Total Liabilities	4,122	3,963	4.0%
Authorized share capital	276	138	97.7%
Issued and fully paid-up share capital	273	138	97.7%
Share premium	1,362	0	–
Deficit from business combination under common control	(355)	0	–
Treasury stock	(452)	(452)	0.0%
Retained earnings	51	252	(79.6%)
Other components of equity	533	254	109.8%
Equity of Parent Company's S/H	1,412	192	635.7%
Equity attributable to shareholders of the subsidiaries before business combination under common control	–	1,240	(100.0%)
Non-controlling interests of the subsidiaries	85	112	(24.4%)
Total Shareholders' Equity	1,497	1,544	(3.0%)
Total Liabilities and S/Hs' Equity	5,619	5,506	2.0%

Assets

As at 31 December 2022, the Company and its subsidiaries had total assets of Baht 5,619 million, an increase of 2.04% from Baht 5,506 million as of 31 December 2021. The main factors were the increase in account receivables, inventories, and other current assets including a decrease cash and cash equivalents.

Liabilities

As at 31 December 2022, the Company and its subsidiaries had total Liabilities of Baht 4,122 million, an increase of 4.0% from Baht 3,963 million as of 31 December 2021, mainly due to an increase in account payables, other non-current liabilities, the decrease of advances from customers and current portion of liabilities under financial lease agreements.

Shareholders' Equity

As at 31 December 2022, the Company and its subsidiaries had total equity of the parent company's shareholders of Baht 1,497 million, a decrease of 3.0% from Baht 1,544 million as of 31 December 2021, mainly due to Year 2022 net loss.



5. Liquidity and Capital Resources

Current Ratio

As at 31 December 2022, the Company and its subsidiaries recorded current ratio of 0.77x, increased to an approximate 0.76x of 31 December 2021 (Restated) but increased to 0.09x compared to 0.68x at the end of 2021 (before the restructuring).

Debt to Equity Ratio

As at 31 December 2022, the Company and Its subsidiaries recorded Interest-bearing debt to equity ratio of 1.59x, decreasing from 1.61x as of 31 December 2021 (Restated) but decreased to 1.50x compared to 3.09x as of 31 December 2021 (before the restructuring).

Consolidated	2022	2021 (Restated)	2021 (Pre Restated)
Current Ratio (Times)	0.77	0.76	0.68
Interest-bearing Debt to Equity (Times)	1.59	1.61	3.09

Cash Flow

(Unit: Baht Million)

	2022	2021 (Restated)	% Change	2021 (Prestated)	% Change
Profit (loss) from operating activities before changes in operating assets and liabilities	319	275	16.0%	95	235.8%
Profit (loss) from changes in operating assets and liabilities	(139)	(73)	(89.9%)	(21)	(563.0%)
Net Cash flows from (used in) operating activities	180	202	(10.9%)	74	143.0%
Cash received from Sale of biological assets – dairy cow	6	7	(9.1%)	–	–
Acquisition of equipment	5	3	94.5%	2	146.6%
Cash paid for equipment	(75)	(54)	(39.7%)	(34)	(121.7%)
Cash paid for intangible assets	(3)	(3)	(3.9%)	(3)	(11.4%)
Net Cash flows from (used in) investing activities	(68)	(48)	(41.7%)	(34)	(98.7%)
Increase (decrease) in bank overdraft and short – term loans from financial institutions	21	46	(54.3%)	46	(54.3%)
Cash received from short-term loans from financial institutions	3,304	3,176	4.0%	2,811	17.5%
Cash paid for short-term loans from financial institutions	(3,274)	(3,121)	(4.9%)	(2,833)	(15.6%)
Cash received from long-term loans from financial institutions	20	11	84.0%	–	–
Cash paid for long-term loans from financial institutions	(121)	(161)	24.9%	(16)	(653.8%)
Cash paid for principal of the lease liabilities	(81)	(65)	(25.6%)	(39)	(108.3%)
Cash paid for dividend (before restructuring)	(11)	(1)	(957.4%)	–	–
Net Cash flows from (used in) financing activities	(141)	(114)	(23.6%)	(31)	(356.3%)
Exchange differences on translating financial statements	2	(12)	114.7%	(12)	114.7%
Net increase (decrease) in cash and cash equivalents	(27)	28	(198.3%)	(3)	(815.6%)
Cash and cash equivalents at beginning of periods	126	98	28.6%	84	49.5%
Cash and cash equivalents at end of periods	98	126	(21.9%)	80	22.6%

In 2022, the Company and its subsidiaries recorded ending cash of Baht 98 million, a decline of Baht 126 million in 2021 (Restated) but increased of Baht 18 million in 2021 (before the restructuring), with details as follows:

- Net cash received from operating activities of Baht 180 million, consisting of (1) cash inflows from operating activities before changes in operating assets and liabilities of Baht 319 million; and (2) cash inflows from changes in operating assets and liability (used in) of Baht 139 million.
- Net cash in investing activities of Baht 68 million, consisting of (1) Cash received from Sale of biological assets – dairy cow of Baht 6 million; (2) Cash paid for equipment of Baht 70 million and (3) Cash paid for intangible assets of Baht 3 million.
- Net cash flows (used in) in financing activities of Baht 141 million, comprising of (1) Net Cash flows from (used in) investing activities of Baht 21 million; (2) Cash received from short-term loans from financial institutions of Baht 3,304 million; (3) Cash paid for short-term loans from financial institutions of Baht

3,274 million; (4) Cash paid for long-term loans from financial institutions of Baht 101 million; (5) Cash paid for principal of the lease liabilities of Baht 81 million; and Cash paid for dividend before restructuring of Baht 11 million.

6. Forward Looking

In Q4/2022, the Company encompassed 2 important developments:

1. The board of directors approved the appointment of a new Chief Executive Officer (CEO), Mr. Rajdev Narula who has extended experiences within the FMCG industry both in Thailand and on a regional level as well as in beverage business.
2. The Company has completed the shareholding and organization restructuring by acquiring 97.73% securities of Abico Holdings Public Company Limited (ABICO), a company comprised of various businesses with its core focus and extensive experiences with high quality standard in a dairy product contract manufacturing services to serve many leading global customers.

In Q4/2022, living condition returned to normal as before the Covid-19 pandemic. However, the more intense and ongoing Russia-Ukraine war together with a hike in energy prices and inflation across the globe since early 2022 forced many countries to raise interest rates. These factors have led to extremely high cost of raw materials, every product, and transportation. However, the Company increased product price in August 2022. Thus, the gross sales increase result will yield in 2023.

It is expected to see a potential favorable trend in 2023 as indicated by a positive sign of steady and some lower prices of commodity goods, energy, and some raw materials. Domestic and international travel stimulating domestic economy and consumer spending in lodging, restaurants,

and other sectors has returned to normal quicker and greater than expected as evidenced by a major growth in food service sector compared to its performance in the past two years.

The Company's direction to achieve its goals in 2023:

1. The Company focuses on gaining benefits from consolidating Abico as a subsidiary as the merger will lead to synergy and unified operation, revenue increase, expense and cost reduction, greater one-stop contract manufacturing beverage services (excluding carbonated beverage and alcoholic beverage).
2. The Company targets to expand both brand and contract manufacturing business which currently illustrates 40:60 ratio. The Company will accelerate branded business expansion enabling rapid profit growth and will balance the business type ratio to 50:50 in the future.
3. The Company aims to accelerate domestic and export branded business growth by focusing on hero products; e.g, high sales volume and margin, and strengthening marketing and sales channel together with team development.
4. The Company determines to explore new product and service offering that meets the needs of new target customer groups covering a larger market size.
5. The Company emphasizes scaling up gross profit margin through continual cost reduction to grow profitability and strengthen brand surplus.



GENERAL INFORMATION AND IMPORTANT INFORMATION

AS OF DECEMBER 31, 2022



THE STRUCTURE OF MALEE GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES



**Malee Group
Public Company Limited**

a manufacturer and distributor
of food and beverage products



AS OF DECEMBER 31, 2022

GENERAL INFORMATION AND IMPORTANT INFORMATION

AS OF DECEMBER 31, 2022

Malee Group Public Company Limited

Registration Number	0107535000079
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7800
Website	http://www.malee.co.th
Factory Location	26/1 Moo 5, Sampran Road, Yaicha, Sampran, Nakhon Pathom, 73110
Business	A manufacturer and distributor of food and beverage products
Number and Type of Shares Issued	552,000,000 ordinary shares with a par value of 0.50 Baht per share
Coordinator	Naharuthai Chuachalad – Telephone: 66(2) 080 7899 ext. 1136 E-mail: naharuthai_chu@malee.co.th

Subsidiaries

1. Malee Enterprise Company Limited

Registration Number	0105535109621
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7800
Website	http://www.malee.co.th
Business	A distributor of food and beverage products in Thailand
Number and Type of Shares Issued	10,000,000 ordinary shares with a par value of 10 Baht per share
Number of Shares Held by the Company	The number of shares held by the Company is 9,998,800 (99.99%)

2. Malee Capital Company Limited

Registration Number	0135551007374
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7800
Website	http://www.malee.co.th
Business	An investment business and provider of support services for affiliated companies
Number and Type of Shares Issued	46,000,000 ordinary shares divided into: • 4,000,000 ordinary shares with a par value of 10 Baht per share • 42,000,000 ordinary shares with a par value of 7.50 Baht per share
Number of Shares Held by the Company	45,999,994 shares (99.99%)

3. Malee International Company Limited

Registration Number	0135556014948
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone/Fax	+662 080 7899
Fax	+662 080 7800
Business	An international trading business
Number and Type of Shares Issued	400,000 ordinary shares with a par value of 100 Baht per share
Number of Shares Held by the Company	399,998 shares (99.99%)

4. MONDE MALEE BEVERAGE CORPORATION

Registration Number	0520960154
Address	No.9 Sheriden St., Mandaluyong City 550, Metro, Manila, Philippines
Telephone	+663 754 2100, +663 810 9207
Business	An importer and distributor of Malee products and new products in the Philippines
Number and Type of Shares Issued	1,500,000 ordinary shares with a par value of 200 Pesos per share
Number of Shares Held by the Company	734,998 shares (49%)

5. Malee Applied Science Company Limited

Registration Number	0135560000948
Address	INC 2 No. 142 Thailand Science Park, 8th Floor, No. INC2C 801-807 Moo 9 Phaholyothin Road, Subdistrict Klong 1, District Klong Luang, Pathum Thani, 12120
Telephone	+662 117 8381-4
Business	A research and development services for innovations to add value to products and services
Number and Type of Shares Issued	500,000 ordinary shares with a par value of 100 Baht per share
Number of Shares Held by the Company	499,997 shares (99.99%)

6. Abico Holdings Public Company Limited

Registration Number	0107535000214
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7805
Business	In investment business in contract manufacturing, dairy farm, food, and real estate businesses
Number and Type of Shares Issued	244,397,239 ordinary shares with a par value of 1 Baht per share
Number of Shares Held by the Company	238,846,657 shares (97.73%)

7. Abico Dairy Farm Company Limited

Registration Number	0135540004263
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7805
Business	A contract manufacturing business that produces UHT milk, pasteurized milk, and pasteurized fruit juice
Number and Type of Shares Issued	24,000,000 ordinary shares with a par value of 10 Baht
Number of Shares Held by the Company	A subsidiary of Abico Holdings Public Company Limited (99.99%)

8. PPO Farm Company Limited

Registration Number	0105528026309
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7805
Business	A dairy farm business for manufacturing and distribution
Number and Type of Shares Issued	700,000 ordinary shares with a par value of 25 Baht
Number of Shares Held by the Company	A subsidiary of Abico Holdings Public Company Limited (99.99%)

9. Abico Land Company Limited

Registration Number	0105537090103
Address	No. 401/1 Moo 8, Phaholyothin Road, Lam Luk Ka, Pathum Thani, 12130
Telephone	+662 080 7899
Fax	+662 080 7805
Business	An importer and distributor of Malee products and new products in Indonesia
Number and Type of Shares Issued	1,500 ordinary shares with a par value of 10,000,000 IDR per share
Number of Shares Held by the Company	735 shares (49%)

10. PT Kino Malee Trading Company Limited

Registration Number	812009742565
Address	Kino Office Tower 22nd Floor Jalan Sutera Boulevard No.1, Alam Sutera, Panunggangan Timur, Pinang, Kota Tangerang, Banten
Telephone	+621 8082 1100
Fax	+621 8082 1123
Business	A real Estate Development business that rents and provides services of office buildings
Number and Type of Shares Issued	5,000,000 ordinary shares with a par value of 10 Baht
Number of Shares Held by the Company	A subsidiary of Abico Holdings Public Company Limited (99.99%)

11. Long Quan Safe Food JSC

Registration Number	0314776308
Address	A100 Le Thi Rieng, Thoi An Ward, Distric 12, Ho Chi Minh City, Viet Nam
Telephone	(083) 765 2979
Website	–
Business	A distributor in Vietnam
Number and Type of Shares Issued	2,818,000 ordinary shares with a par value of 10,000 VND per share
Number of Shares Held by the Company	1,831,700 shares (65%)

12. Tan Quang Minh Manufacture and Trading Company Limited

Registration Number	0302395763
Address	Lot C21/I, Street 2F, Vinh Loc Industrial Park, Vinh Loc A Commune, Binh Chanh Dist., Ho Chi Minh City, Viet Nam
Telephone	(848) 765 2567
Fax	(848) 765 2979
Website	www.bidrico.com.vn
Business	A manufacturer of beverage products in Vietnam and exporter of beverage products in emerging markets
Number and Type of Shares Issued	2,818,000 ordinary shares with a par value of 10,000 VND per share
Number of Shares Held by the Company	A subsidiary of Long Quan Safe Food JSC

References

Registrar of Securities

Thailand Securities Depository Company Limited
The Stock Exchange of Thailand Building
93 Ratchadaphisek Road, Din Daeng, Bangkok, 10400
Telephone: +662 009 9000
Fax: +662 009 9991

Auditor

Mr. Supachai Phanyawattano	Certified Public Accountant Registration No. 3930
Mr. Preecha Arunnara	Certified Public Accountant Registration No. 5800
Mr. Chatchai Kasemsrithanawat	Certified Public Accountant Registration No. 5813
Ms. Sutthirak Fakon	Certified Public Accountant Registration No. 7712

EY Company Limited

(Inspected in 2022 for two consecutive years)
33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok, 10110
PO Box 1047, Bangkok, 10501
Telephone: +66 2264 9090
Fax: +66 2264 0789-90

Legal Counsel

Bunchong and Vidhya Law Office Company Limited
No. 33/35, 33/39-40 Wall Street Tower, 9th Floor
Surawong Road, Suriyawong Subdistrict, Bang Rak, Bangkok 10500
Telephone: +66(2)-236-2334 or +66(2)-233-1666 extension 3910-1
Fax: +66(2)-236-3916
Email: bcvidhya@bcvidhya.com

Investor Relations Department

Telephone: +66(2)-080-7899 ext. 1131
Email: ir@malee.co.th

Legal Dispute

-None-





CORPORATE GOVERNANCE



CORPORATE GOVERNANCE



6. Corporate Governance Policy

The Company established good corporate governance policies for the directors, executives and employees to adhere to as an operational guideline. The Company disseminated the corporate governance on the Malee Intranet network and on the Company's website, www.malee.co.th, so that directors, executives, employees, as well as third parties who visit the website know, understand and adapt the governance policy for the perceivable operation.

6.1 Policy Overview and Corporate Governance Practices

The Company is well aware of operating business with responsibility and fairness. Therefore, the Company realizes the importance of good corporate governance and management which increases competitiveness and efficiency of management by focusing on creating value and promoting sustainable business growth, and on creating investor confidence which leads to long-term value creation for the Company, shareholders and all stakeholders, corporate governance. This enables the Company's operations to be transparent and verifiable.

Over the past years, the Board of Directors has approved the corporate governance policy under the Good Corporate Governance Principles for Listed Companies 2012 by the Office of the Securities and Exchange Commission. There are five primary principles (CG Principles). Up until 2017, the Office of the Securities and Exchange Commission issued the "Principles of Good Corporate Governance for Registered Companies in 2017" (CG Code 2017) as a replacement for "Good Corporate Governance Principles for Listed Companies in 2012" (CG Principles 2012). The Board of Directors resolved to adjust the corporate governance principles of the Company to be in the same direction as this new CG Code by continuing to focus on five principles as practical guidelines and adding the principles of the Board of Directors of the Company as the leaders or the highest responsible person in the organization to create sustainable value for the business to meet the expectations of the business sector, the shareholders and stakeholders, as well as the capital market and society as a whole. The Management Team gradually adjusted the details of the corporate governance of the Company.

According to the Meeting of the Board of Directors which was held on November 14, 2022, the Meeting reviewed the implementation of CG Code 2017 which includes eight guidelines as follows:

1. Recognize the roles and responsibilities of the Board of Directors as the organization leaders who create sustainable value for the business.
2. Determine the objectives and main goals of the business for sustainability
3. Strengthen the effective Board of Directors
4. Recruit and develop high-level executives and personnel management
5. Promote innovation and conduct business with responsibility
6. Ensure an appropriate risk management and internal control system.
7. Maintain financial credibility and disclosure.
8. Support participation and communication with shareholders

In 2022, Malee has been evaluated in the Corporate Governance Report of Thai Listed Companies and received a "5-Star CG Scoring (Excellent)" among the Top Quartile Ranking from the National Corporate Governance Committee and the Thai Institute of Directors Association (IOD) for the fourth consecutive year.

In regards to the anti-corruption operations, the Company declared its intention to be a Private Sector Collective Action Coalition Against Corruption (CAC), organized by the Thai Institute of Directors Association, in cooperation with the Thai Chamber of Commerce, the International Chamber of Commerce, the Thai Listed Companies Association, the Thai Bankers Association, the Federation of Thai Capital Market Organizations, the Federation of Thai Industries, the Federation of Tourism Industries. The Company has been certified by the board of the CAC for its anti-corruption standards, and become a member of the Private Sector Collective Action Coalition

Against Corruption on May 17, 2018. The validity of the certification is three years. Over the three years of certification, the Company has established a plan to maintain this certified qualification through, for example, training and communicating with the workforce to sustain their awareness of the Company's policies, organizing ongoing promotional activities to shape employee behaviors and create awareness among the personnel within the organization, and promoting whistleblowing when encountering corruption within the organization. The Company has planned to extend the CAC coalition with its business partners by organizing training programs to educate them about the purposes and goals of this declaration of intentions, to create good and sustainable success together with partners, and invite them to jointly declare the intention of anti-corruption with the Company.

Malee Group Public Company Limited has been certified for the Anti-Corruption Standard first renewal for a period of 3 years ending March 2024.

8 Corporate Governance Guidelines are as follows:

1. Recognize the roles and responsibilities of the Board of Directors as the organization leaders who create sustainable value for the business.

- 1.1 The Board of Directors understands and realizes their leadership role and responsibilities in overseeing the Company, and strengthening good governance, including:
 - (1) defining objectives and targets.
 - (2) defining strategies, and operating policy, as well as allocating significant resources to achieve the objectives and targets.
 - (3) monitoring, evaluating, and supervising the reporting on the Company's performance.

- 1.2 The Board of Directors has the following corporate governance policy to create sustainable value creation of business, ethically with respect and responsibilities towards shareholder's rights and stakeholders in all sectors, taking into consideration the social interest and developing or reducing the negative impact on the environment. This includes written policies for directors, executives, and employees, such as business ethics, etc.
- 1.3 The Board of Directors has an obligation to supervise all directors and executives to perform their obligations with Accountability and Responsibility, Duty of Care, and Duty of Loyalty for the best interest of the Company. The Board of Directors performs its responsibilities in compliance with applicable laws, objectives, articles of association, Board of Directors resolutions, Shareholders' Meeting resolutions, and the Company's Policies. There must be sufficient mechanisms to ensure that the Company's operations comply with relevant laws such as the interconnected transaction policy, anti-corruption policy, and regulatory authority, such as investments, and transactions that have a significant impact on the Company. Making transactions with connected persons and acquisition or disposition of property, the payment of dividends, etc., shall be under the conditions prescribed by law.
- 1.4 The Board of Directors will try to understand the scope of duties and responsibilities of the Board of Directors, and then clearly determine the scope of assignment of duties and responsibilities to the Chief

Executive Officer, President, and management. There will be further monitoring and supervising of the Chief Executive Officer, President, and management to ensure that they perform their duties as assigned.

The Clear Separation of Duties between the Board of Directors and the Management Team

The Chairman of the Board of Directors is a non-executive director and is not the same person as the Chief Executive Officer. The Chairman of the Board is a leader that plays an important role in making decisions about policies and providing support and advice regarding the business operations to the Management Team without interfering with the work routines which are the responsibility of the Management Team. The duties and responsibilities are clearly determined as follows:

Matters that the Board of Directors shall supervise the implementation

- (1) Determination of the objectives and main goals of doing business
- (2) Creating an organizational culture that adheres to ethics as well as behaves as a role model
- (3) Overseeing the structure and the conduct of the Board of Directors as appropriate to achieve the objectives and the main goal of doing business with efficiency
- (4) Nomination, development, compensation, and evaluation of the performances of the Chief Executive Officer and the President.
- (5) Determination of the remuneration structure that motivates personnel to perform their duties under the objectives and main goals of the organization.

Matters that the Board of Directors shall work with the Management

- (1) Determination and review of the strategies, goals, and annual work plans
- (2) Overseeing the suitability and adequacy of the risk management system and internal control
- (3) Determination of the operation powers that are appropriate to the responsibilities of the management
- (4) Determination of the resource allocation framework, development, and budgets, such as personnel policies and management plans, and information technology policy
- (5) Monitoring and evaluation of the performances
- (6) Ensuring that the disclosure of financial and non-financial information is reliable

Matters that the Board of Directors shall assign other persons to act on their behalf

- (1) Execution under strategies, policies, and work plans that have been approved by the Board of Directors. The Board of Directors shall leave the Management accountable for the decision to operate procurement recruiting personnel to work, etc., according to the established policy framework and monitoring results without interfering with decision-making unless there is a necessity
- (2) Matters prohibited by regulations, such as approval of transactions in which directors have interests, etc.

The Board of Directors authorized the Management Team to operate the assigned business under the Delegation of Authority Manual. For Example:

- Approve investments in new businesses, joint ventures or any other projects that have the purpose of profit and loss sharing or investing in other businesses, except in the case that the required investment exceeds the credit limit of Baht 10 million, this must be approved by the Board of Directors.

- Disposal of assets that is not normal business trading to third parties (according to the market price) such as land and/or buildings or other assets, except in the case that it requires more than the credit limit of Baht 10 million, this must be approved by the Board of Directors.
- Procure/purchase capital expenditures under the budget.

Succession Plan

The Company foresees the necessity and importance of having a succession plan. The Company, therefore, has a succession plan that covers important executive positions by selecting persons who will perform duties of the said executive position, and provide training to prepare the successor to be able to perform duties in the position in the future. This also ensures that the Company will have executives who are knowledgeable and able to inherit important positions in the future.

Orientation for New Directors

In regards to the duty performance of the Board of Directors, directors should be aware of the nature of the Company's business. Therefore, if there are changes or there are new directors, the Company will organize an orientation for new directors to advise the new directors regarding the nature of business and operational guidelines of the Company as a whole. This includes providing important and necessary information for the performance of the duties of directors and good corporate governance guidelines. The Company Secretary is the orientation arrangement coordinator.

Supervision of Operations for Subsidiaries and Joint Venture Companies

The Company has a policy to invest in subsidiaries or associate companies that support the business operations or have synergy with the Company, as well as companies that have goals, a vision, and

strategic plans that are aligned with the Company's growth. This will enable the Company to increase operating results and profits, and increase competitiveness so that the Company achieves its target of being a leading operator in the main business of the Company.

The Company adheres to the principles of good corporate governance for listed companies. In managing and making decisions to invest in various businesses, the Company not only considers investing with prudence and takes into account the benefits of all stakeholders to gain profit from such business, but we also focus on conducting business under good corporate governance. The Company established a supervision policy for subsidiaries and associate companies (collectively called, "joint ventures") to closely monitor the benefits of the Company's investments so that they are sustainable and create added value and confidence for the Company's stakeholders. The details are as follows:

1. The Company appointed representatives to be directors in joint ventures according to the shareholding proportion in each company ("Representative Directors of the Company") or under the joint venture agreement to supervise the joint ventured companies to operate the business under the Company's plans, laws, and the good corporate governance policy, supervised operating policies for joint ventured companies as well as other policies of the Company.
2. In the Meeting of the Board of Directors of the joint venture, the Company's representative of each company can vote as deemed appropriate regarding matters related to the general business operations of the joint venture for the maximum benefit of the joint venture and the Company. However, there are some exceptions in the following matters, of which the Board of Directors and/or the Shareholders' Meeting of the Company shall approve before the Company's representative make a consideration and casts a vote, as the case may be:

- Related transactions
 - Acquisitions and disposition
 - Amendments to the Memorandum of Association of the joint venture.
 - Transaction engagements that may have a significant impact on the financial position and operational performance of the joint venture
3. The joint venture must have an internal control system, risk management system, and fraud prevention system. This includes establishing the appropriate monitoring measures for joint ventures.
 4. The representative director is responsible for overseeing joint ventures and must prepare an operating performance report of the joint venture to the Meeting of the Board of Directors for acknowledgment on a regular basis.
 5. The Company has a policy to monitor the management of subsidiaries and associated companies to protect the benefit of Company investments. The subsidiaries and associated companies shall have the duty to submit quarterly operating performances and financial statements that have been reviewed by a certified auditor, as well as the information for the preparation of the joint venture's financial statements to the Company; to give consents to allow the Company to use such information in preparing the consolidated financial statements or operating performance report for the quarter of the year, as the case may be. The joint venture is also responsible for reporting any significant issues or financial problems to the Company when they are detected or requested by the Company to conduct an inspection and report. This includes transactions between the said joint venture and any connected persons, the acquisition and disposition of assets, or any other item of the said joint venture. This must be done completely and accurately.

2. Determination of the Objectives and Main Goals of the Business for Sustainability

- 2.1 The Board of Directors emphasizes the determination of objectives and main goals of the organization's business to sustainably grow with the society; creating values and benefits for the organization, clients, partners, employees, shareholders, stakeholders, and society as a whole; and creating an organizational culture that is under the principles of good corporate governance.
- 2.2 The Company's both annual and medium-term (3-5 years) and/or annual business strategies, goals and strategies shall be consistent with the achievement of the main objectives and goals of the organization, with the appropriate and safe use of innovation and technology.

Vision

Malee is ready and determined to perform its duty in taking care of the health and well-being of our consumers because we believe that being healthy is a foundation for living the best and happiest lives.

Malee grows along with our consumers so that they stay healthy and happy. We grow along with our employees so that we can succeed both in our careers and our lives. We grow along with farmers who produce our food so that they are proud of their work and maintain a great quality of life. And we grow along with the environment so that it can endlessly flourish and nourish us for generations to come..

As an organization, "Malee Group" will be moving forward so that we can be better at performing our duty in taking care of these people. Because the more we are growing each day, the more we will all prosper together.

The Company's Business Objectives

The Company has set common long-term goals within the organization to be the "Top Beverage Brand of Choice" in Thailand, including aiming to become a "World-Class Health Food and Beverage Manufacturer" by setting business goals as follows:

1. To increase net profits and sales

The Company has reviewed plans and placed more emphasis on net profit rather than increasing sales. The Company has a better understanding of each distribution channel and offers products that meet the needs of customers in each channel. The Company does not only focus on short-term sales but also offers products that meet customer needs that generate short-term and long-term net profits to build sustainable business growth in the future.

2. Goals in Production, Research and Development, and Production Process

The Company realizes that its products are for direct consumption. Therefore, the Company greatly values the quality of the products that go through the Company's production process so that every product meets food safety standards. The Company aims to develop existing food safety standards and develop a production process that is in line with international food standards that are subjected to changes both now and in the future. In addition, the Company has set the goal to continuously research and develop products to create new innovative products that meet the needs of consumers in new markets with larger sizes.

3. To efficiency and operating performance within the organization

The company aims to improve the work process to be more standard. There is a concise financial plan to meet the company's

business plan., the Company has also focused on developing the capability of employees, as well as on building corporate culture, to bring in sustainable happiness and success at work, since employees are considered crucial resources for the Company's operations.

4. Corporate Sustainability Goals

The Company is committed to developing products that meet the needs of the economy, society, and environment which includes stakeholders. The Company is responsible for products and the process, which is not only limited to regulatory compliance but also focuses on reducing the impact that may occur in communities, society, and the environment, creating coexistence between the Company and the community. This includes respecting the rights of stakeholders and a commitment to the sustainable development of surrounding communities as well as providing continuous training for employees regarding the environment.

คำนิยาม Our 4 Core Values



We live healthy

สุขภาพ :

เราเชื่อว่าสุขภาพที่ดีเป็นจุดเริ่มต้นของความสำเร็จและความสุขในการทำงาน

We live healthy. Good health is the foundation to do great work



We collaborate and trust

สามัคคี :

เมื่อทุกคนร่วมมือและเชื่อมั่น สิ่งมหัศจรรย์จะเกิดขึ้น

We collaborate and trust. Amazing things happen when we work together as one.



We put customers first

ใส่ใจ :

เพราะลูกค้าคือหัวใจของการทำงาน ความพึงพอใจของลูกค้าจึงเป็นสิ่งที่เราใส่ใจที่สุด

We put customers first. Our customers are why we're in business.



We celebrate often

สำเร็จ :

เรามุ่งสู่ความสำเร็จ ด้วยการเฉลิมฉลองกับทุกก้าวระหว่างทาง

We celebrate often. We push to achieve goals and celebrate our successes along the way



The Company's Operating Strategy

The Company has a long-term goal to become a "Top Beverage Brand of Choice" in Thailand and also aims to be a "World-Class Health Food and Beverage Manufacturer". Therefore, the Company has set the operating strategies as follows.

- The Company focuses on increasing capacity by presenting the ability, suitable offer, and adjustment of the business model to always be consistent and flexible while also improving its strength in increasing the revenue of the Contract Manufacturing Business.
- The Company focuses on growth in both the Company's Branded Business and Contract Manufacturing Business. Currently, the ratio of the two businesses is 40:60, and the Company will rapidly accelerate the growth of its higher-margin Branded Business and aims to adjust the ratio of these two businesses to 50:50 in the future
- The Company aims to drive sales of its Branded Business to grow faster both domestically and internationally by strengthening the product and marketing channels as follows:
 - * In terms of products, the Company focuses on hero products (high sales and margins) and focuses on diversifying products beyond 100% fruit juices and traditional dairy products of the Company. The focus has expanded to cover more premium and more mass products, as well as innovative products so that the Company can expand its customer base and capture new groups of customers while also creating a profitable brand at the same time.
 - * In terms of marketing channels, the Company does not want to depend on specific distribution channels from Modern Trade but rather wants to expand more products for the mass market or traditional trade channels.

In addition, the Company also creates satisfaction for partners in terms of products, prices, marketing activities, services, and cooperation in business operations. As for the international market, the Company has built a foundation for a regional network of the Company. This will help strengthen competitiveness to create sustainable growth for the region in the future.

- * In terms of marketing, the Company will create awareness and recognition of the Company's products and brands among consumers. The Company also has the distribution of its products to cover all distribution channels to which consumers can easily access.
- The Company supports continuous development and innovation to develop existing products to better meet the needs of customers and create new innovative products that meet the needs of consumers in new market segments with larger sizes.
- The Company focuses on continuously reducing costs and expenses by managing the organization with more efficiency to create stability and sustainability in long-term operations



Major Developments in 2022

Month	Event
April	The 2022 Annual General Meeting of Shareholders of the Company resolved to approve: 1. The Company's shareholding and management restructuring plan 2. The increase of registered capital from Baht 138 million to Baht 276 million by issuing 276,000,000 new ordinary shares at a par value of 0.50 Baht per share. 3. The allocation of newly issued ordinary shares of the Company to the shareholders of Abico Holdings Public Company Limited (ABICO) who accept the tender offer at the ratio of 1.12930899 : 1 ABICO share (par value of 1.00 baht per share).
May	The Company has registered an increase of registered capital from Baht 138 million to Baht 276 million with the Department of Business Development, Ministry of Commerce, to offer to shareholders of Abico Holdings Public Company Limited (ABICO) in making a tender offer for ABICO securities to delist ABICO's shares from being listed on the MAI market.
October	 The Company achieved the CG top score of "5 stars" (Excellent CG Scoring), certified by the Thai Institute of Directors Association (IOD) for the fourth consecutive year in 2022.
November	The Company has appointed Mr. Rajdev Narula as the new Chief Executive Officer (CEO).
December	• The Company purchased 238,846,657 shares (97.73%) of Abico Holdings Public Company Limited (ABICO). • The Company has allocated 269,731,275 newly issued ordinary shares of the Company with a par value of Baht 0.50 per share to ABICO shareholders who accept the tender offer. and registered the change of paid-up capital (capital increase) of the Company with the Department of Business Development, Ministry of Commerce.

3. Strengthen the Board of Directors with effectiveness

The Board of Directors has duties and responsibilities in determining and reviewing the Board of Directors structure in terms of composition, qualifications, expertise, experience, number of directors suitable for the business, and Independent Director Ratio, to ensure the appropriateness and necessity to achieve the specified objectives and main goals. The relevant details are set out in the Board of Directors charter.

3.1 Directors

The Board of Directors is comprised of executive directors and non-executive directors who have duties and responsibilities to carry out the business of the Company so that it complies with the laws, objectives, regulations, and resolutions of the Shareholders' Meeting. In regards to performing the duties, the Board of

Directors may assign one or more directors or another person to perform any action on behalf of the Board. The Board of Directors must hold a Board Meeting every three (3) months. The directors who have signatory authority, according to the Company certificate, have the authority to affix their signatures with the Company seal on any documents, instruments, or other important documents that bind the Company. The Meeting of the Shareholders or the Board of Directors can make an amendment to change the names of the director who has signatory authority to bind the Company with the Company's seal. The Company prohibits directors from operating businesses of the same nature and competing with the business of the Company or being a partner in an ordinary partnership or a partner with no limited liability in a limited partnership, or being a

director of a private company that operates a business of the same nature and is in competition with the business of the Company unless the Shareholders' Meeting was notified before there was a resolution to appoint a director. The director shall inform the Company without delay when the director is a stakeholder in any contract that the Company has made or holds shares or debentures in the Company and affiliated companies when the number of holding shares increased or decreased as well as the specific management responsibilities. The Article of Association of the Company determined that at every Annual General Meeting, at least one-third of the directors must vacate the position, or if the number of directors cannot be divided equally into three parts, the number closest to one-third of the directors will retire in the first year and the second year after the Company was registered. Lots must be drawn to choose directors to vacate the position. In subsequent years, the directors who have held the positions the longest shall retire. However, retiring directors may be re-elected to the position.

3.2 Independent Directors

Definition of Independent Directors: The definition of the Company's independent directors is under the regulations of the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

- 1) Hold no more than one percent of the total voting shares of the Company, the parent company, subsidiary, associated company, major shareholder, or be a controlling person of the Company. This includes the shareholding of related persons of the independent director.
- 2) Not being nor used to be a director who is involved in management, staff, employees, or advisors who receive a regular salary or

a controlling person of the Company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder, or a controlling person of the Company unless the above characteristics have passed for more than 2 years.

- 3) Not being a person related by blood or by legal registration in the form of father, mother, spouse, sibling, or child including the spouse of the children, executive, major shareholder, controlling person, and the candidate to be an executive or the controlling person of the Company and subsidiaries.

- 4) Not having nor having had a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company in a manner that may obstruct the independent discretion of the independent directors. This includes neither being nor having been a major shareholder or controlling person of a person who has a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company unless the above characteristics have passed for more than 2 years.

- 5) Not being nor has been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company. Not being a major shareholder, controlling person, or partner of the audit firm which audits the Company, subsidiaries, associated companies, major shareholder, or controlling person of the Company unless the above characteristics have passed for more than 2 years.

- 6) Not being nor used to be a professional service provider which includes legal advisors or financial advisors that receive

service fees of more than Baht 2 million per year from the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and is not a major shareholder, controlling person, or partner of that professional service provider unless the above characteristics have passed for more than 2 years.

7) Not being a director appointed to be a representative of the Company, major shareholder, or shareholder who is related to a major shareholder.

8) Not operating a business of the same nature nor competing with the business of the Company or subsidiary. Not being a partner in a partnership or being a director that participates in management, employees, staff, or consultants who receive a regular salary or hold more than one percent of the total voting shares of other companies that operate a business of the same nature and not competing with the business of the Company or subsidiary. Not having any characteristics that make them incapable of expressing independent opinions regarding the Company's business affairs.

3.3 An executive director

Refers to a director who participates in the management of the Company full-time and receives monthly remuneration in the form of salaries and other remuneration equivalent to salary.

3.4 A non-executive director

Refers to a director who does not hold a management position and is not involved in the day-to-day management of the Company. They may or may not be independent directors.

The Board of Directors Meeting

The Board of Directors' Meeting is an important duty of the Board of Directors. The Board of Directors must regularly attend the Board Meetings to be informed and jointly make decisions on the Company's business operations. There will be at least 4 meetings each year. Each meeting will have clearly defined meeting agenda items. Special meetings may be held to consider matters of urgent importance.

The Company has a policy regarding the minimum quorum. When the Board of Directors resolves a resolution at the meeting, there must be no less than two-thirds of the directors in the Board Meeting, senior executives of the Company may also attend the meeting to provide useful information and acknowledge policies directly.

In determining the agenda for the Meeting of the Board, the Executive Committee will consider the issues to be put into the agenda for the Board of Directors' Meeting. Every executive director is allowed to propose issues to be considered as agenda items. They are also able to express opinions freely. The Company Secretary will compile the above matters into the agenda items for the Board of Directors Meeting by proposing the agenda items to the Chairman of the Board of Directors to consider the approval and prepare the meeting invitation letter to call for the Board Meeting.

In the resolution of the Meeting of the Board of Directors, a majority vote in the minimum quorum at the time that the Board of Directors resolves a resolution in the meeting must be no less than two-thirds of the directors. Each director has one vote. Directors with vested interests will not attend the Meeting or they shall waive their voting rights on the matter at the end of the Meeting. The Company Secretary has the responsibility to prepare the meeting minutes and submit them to the Chairman of the Board to consider and affix with a signature to be proposed to the Meeting for approval in the first agenda

item of the next meeting. In this regard, the directors can express their opinions and request amendments to the meeting minutes so that they are as accurate as possible. The meeting minutes approved by the Meeting will be stored systematically as confidential documents and stored as electronic documents to conveniently search for references.

Meetings of the Non-Executive Directors

In addition, the Company has a policy for non-executive directors and non-executive committees to have a joint meeting at least once a year for the purpose of providing non-executive directors and non-executive committees the opportunity to hold meetings among themselves in order to discuss various issues of interest to the Company's business without executive management or the Management team joining. For example, management strategy, sustainable growth guidelines as well as risk management regarding disruptive business trends. In 2022, non-executive directors held 1 meeting. The meeting was held on May 13, 2022.

Policy on Limiting the Number of Companies and Terms of Director

The Company has a policy that directors of the Company cannot hold positions in more than 5 listed companies without any exception. Currently, all of the Company's directors hold positions in no more than 5 listed companies. In addition, the Company has a policy that prohibits the Chief Executive Officer from being a director in other companies that operate a business of the same or similar nature, except for associated companies and/or subsidiaries and/or affiliated companies to ensure that no conflicts of interest will occur. Independent directors can hold a position consecutively for no more than 9 years without exception. The Board of Directors considers that the policy regarding the term of independent directors is appropriate regarding the continuous

performance duties of directors because recruiting suitable persons takes time.

Terms of Office of Directors

At each annual ordinary meeting of the Company, one-third of the directors shall leave their positions. If their number is not a multiple of three, the number nearest to one-third must retire from office. The retired directors may be re-elected.

A vacancy in the Board of Directors by reasons other than term completion will be filled at the next Board meeting by a qualified person selected by the Board who must not also be subjected to any restriction by Public Company law unless the remaining term of that director is less than two (2) months. The replacing director will remain in his/her post only for the remaining term of the director/he replaces. The resolution of the designation shall receive votes of not less than three-fourths (3/4) of the remaining directors.

Non-Executive Directors that Hold Positions in More than 5 Other Listed Companies

None of the directors holds a position in more than 5 other listed companies.

Policy to Determine Remuneration of the Company

1. Compare references from other businesses the same industry.
2. Consider business expansion and the operating performance of the Company and its subsidiaries.
3. Consider the duties and responsibilities of each committee

Assessment of Directors' Performance in 2022

The Company conducted a self-assessment of the Board of Directors. The assessment form is taken from the sample of the Board's self-assessment form prepared in February 2015 under the good corporate governance principles. The focus is on using the evaluation results to improve the performance of the committee. There are 4 types of assessment forms which consist of:

- Self-assessment form for the entire Board of Directors
- Self-assessment form for the entire Board of Sub-Committee
- Self-assessment form for individual director
- Performance evaluation form of the Chief Executive Officer (CEO)

The evaluation criteria will be calculated as a percentage of the full scores in each item as follows:

- More than 90% = excellent
- More than 80% = very good
- More than 70% = good
- More than 60% = Fair
- Less than 60% = should be improved

The Company Secretary delivered and coordinated the self-assessments of the Boards based on the evaluation form. This included collecting evaluation data. The operating period is January of each year.

In summary, the evaluation results are as follows:

1. The Board of Directors' performance evaluation form consists of 4 topics which are the structure and qualifications of the board, Board meetings, roles and responsibilities of the Board, and other matters such as relations with the Management Team and self-development of the directors.

The summary of the evaluation of the entire Board of Directors in the 4 topics as a whole indicates that most of the operations were excellent, with an average score of 98.3%.

2. The performance evaluation form of each sub-committee consists of 3 topics, namely the structure and qualifications of the committee, the Board Meeting, and the roles and responsibilities of the committee.

The summary of the evaluation results of the sub-committees in each group is as follows:

2.1 The Executive Committee was of the opinion that most of the operations were excellent with an average score of 100%.

2.2 The Audit Committee was of the opinion that most of the operations were excellent with an average score of 100.00%.

2.3 The Risk Management Committee was of the opinion that most of the operations were excellent with an average score of 100.00%.

2.4 The Nomination and Remuneration Committee was of the opinion that most of the operations were excellent with an average score of 100%.

3. Performance Evaluation form for individual director consist of 3 topics which are the structure and qualifications of the Board, the Board Meeting, and the roles and responsibilities of the Board.

The summary of the result of individual director assessment in these 3 topics indicates that most directors regularly practice them with an average score of 99.3%, which was an excellent level.

4. The performance evaluation form of the Chief Executive Officer (CEO) consists of 10 topics which include leadership, strategic formulation, strategic implementation, financial planning and performance, board relations, external relationships, management and relationship with personnel, succession, product and service knowledge, and personal characteristics.

The summary of the performance evaluation of the Chief Executive Officer (CEO) for the 10 topics overall indicated an average score of 90.9%, which was an excellent level.

The Board of Directors will supervise each director to ensure that they have knowledge and understanding of their roles and responsibilities, the nature of business, and laws related to business operations as well as support all directors in strengthening their skills and knowledge for performing the duties of the Board of Directors regularly.

Information regarding the Attendance of the Board's Development and Training in the Past Year

The Board of Directors was well aware of the importance of developing the Company's human resources. The Board of Directors must establish the Company's policies, vision, and business direction, therefore, it is important for company directors to continually develop their knowledge in terms of knowledge for being a Company director and knowledge related to the operations of the Company. In 2022, the Board of Directors attended the following training:



Director	Course	Training Institute
Mr. Arnant Maiphum	Director Accreditation Program (DAP) Class 197/2022 (IOD)	Thai Institute of Directors Association (IOD)
Mr. Kittti Vilaivarangkul	- The Essential Subsidiary Governance Training for the board (GSP) 2022 - The Board's Role in Mergers and Acquisitions (BMA) 2022 (IOD)	Thai Institute of Directors Association (IOD)
Ms. Roongchat Boonyarat	Board Nomination and Compensation Program Class 14/2022 (IOD)	Thai Institute of Directors Association (IOD)

4. Recruitment and Development of Senior Executives and Personnel Management

4.1 The Board of Directors will ensure that there is a selection and development of the Chief Executive Officer or the President for them to have the knowledge, skills, experience, and attributes necessary for driving the organization toward its goals.

4.2 The Board of Directors, with the recommendation of the Nomination and Remuneration Committee, will supervise the establishment of an appropriate remuneration and evaluation structure.

Policy to Determine Remuneration of the Company

1. Compare references from other businesses in the same industry.

2. Consider business expansion and the operating performance of the Company and its subsidiaries.

3. Consider the duties and responsibilities of each committee

4.3 The Board of Directors has the policy to understand the structure and relationship of shareholders that may affect the management of the business and the power to control the management of the business so that there is no obstacle to the performance of duties of the Board of Directors and will ensure that information that may affect the Company's control is properly disclosed.

4.4 The Board of Directors will monitor the management and development of personnel for them to have the appropriate amount of knowledge, skills, experience, and motivation.

Number of Training Hours for Executives and Employees

The Board of Directors and executives of the Company recognize the importance of human resource development. In 2022, the Company provided the following training hours for executives and employees:

	Average Number of Training Hours/ Person/Year
Training Hours for Executives	30 hours
Training Hours for Employees	7 hours

Training Programs in 2022

No.	Course	Objective
1	7QC Tools	To have an understanding of quality tools (QC 7 Tools) and can apply them correctly
2	7 Wastes	To gain knowledge, understanding, and awareness of work efficiency enhancement, reducing costs, and reducing wastage
3	Basic Excel : Pivot Table	Learners can use Pivot Tables to summarize large amounts of data in the form of a report
4	C-TPAT ; Custom – Trade Partnership Against Terrorism	To gain knowledge and understanding of the C-TPAT standard and be able to apply it to create a system that prevents risks in the production process, transport process, and other related issues effectively
5	English for Business Negotiation	1. Improve your English language skills for greater success in negotiations 2. Increase confidence when using English with clients and colleagues 3. Gain individual feedback on your language skills
6	How to Lean Six Sigma Helps Transform Your Business	To gain an understanding and learn the benefits of LEAN Six Sigma
7	IT and Cloud – Information Security Management System	To gain a basic understanding of Information Security
8	Lean Six Sigma Training for Process Improvement Projects	To learn how to apply Lean Six Sigma to solve problems or improve work systems
9	Line Piping CIP & Production Line PET	To gain an understanding of safety from the use of chemicals, OPC cleaning and disinfection, and CIP cleaning and disinfection
10	Sap Module : MM (Inventory)	To understand the inventory system in organizations and acquire techniques for verifying data in the inventory system
11	Insights into setting up a management system under the Personal Data Protection Act B.E. 2562	To understand the necessary measures to establish a system under the PDPA law
12	People Development for Leader	To be more capable of managing teams with appropriate means and understand the important role of human resource
13	Strategic People & Advanced Coaching	1. To build leadership to help drive the organization to achieve its goals 2. To learn about tools for coaching and feedback
14	Professional Communication & Collaboration	To pass on techniques and communication tools for collaboration and aim for the same goal
15	Quality System Refresh Training 2022	1. Increase Knowledge of Quality System 2. It is compliant with GHP Version 5 requirements
16	Train the Professional Trainer	To develop skills and confidence in being one's own academics
17	UDFM Machine Training	To gain an understanding of the usage of the UDFM machine
18	Forklift Driving	To allow employees to gain knowledge and understanding about how to correctly drive a forklift
19	Chemical Spill response	To be able to practice chemicals with correctness and safety, and be able to quickly respond in case of an emergency chemical spill
20	Basic Firefighting	To allow employees to gain knowledge and understanding about the proper use of basic firefighting equipment
21	Basic First Aids	To allow employees to gain knowledge on how to prevent and help colleagues in the event of an injury or disease due to work
22	Principles of Kosher Compliance	To develop an understanding of the principles of Kosher compliance, to be able to apply it to practice under Judaic principles, and to build trust among customers

5. Promotion of Innovation and Conducting business with responsibility

- 5.1 The Board of Directors values and supports the device of innovations that create value for the business while promoting benefits for all stakeholders involved. The Board of Directors is also responsible for society and the environment.
- 5.2 The Board of Directors will monitor and ensure that the Management operates the business in a socially and environmentally responsible manner, as well as reflect in the operation plan to ensure that all departments of the organization comply with the Company's objectives, main goals, and strategic plans while taking into account the roles of stakeholders. The Board of Directors provides a mechanism to ensure that the business conduct is done with ethics, social and environmental responsibility, and does not violate the rights of stakeholders. These are the guideline for every part of the organization to achieve the objectives and main goals with sustainability. The Board of Directors has established guidelines for treating stakeholders as part of the Code of Conduct and will disclose important relevant and necessary information to those stakeholders in an adequate, reliable, and timely manner.

5.2.1 The Role of the Stakeholder

The Company realizes and recognizes the rights of all stakeholders, whether they are internal stakeholders, such as shareholder and employees, or external stakeholders such as customers, trade partners, creditors, competitors and other agencies as well as the relevant nearby communities. Since the Company receives support from all stakeholders which creates competitiveness, generates profit and creates long-term value for the Company, the Company established policy as follows:

A) Responsibility to Shareholders

- 1) The Company always recognizes that shareholders are the business owners and the Company has the duty to create long-term added value for the shareholders.
- 2) The Company performs its duties with honesty, makes any decision to take action in accordance with the principles of the profession with caution, prudence, and fairness for both major and minor shareholders, for the greatest benefit of the shareholders as a whole.
- 3) The Company prepares a report of the operating performance, the financial position of the Company, accounting, and any current information that has a significant impact so that they are easy to understand, consistent, complete, and according to the truth.
- 4) The Company has effective internal control, internal audit system, risk management system and treats shareholders equitably.

B) Responsibility to Employees

- 1) The Company treats employees politely and respects individuality.
- 2) The Company treats employees fairly in terms of opportunities, remuneration, appointment, and relocation as well as capacity development. This engages reward and punishment system with sincerity and fairness based on employee's knowledge, ability and suitability.
- 3) The Company has a policy to pay a fair and appropriate amount of remuneration to employees based on their knowledge, ability and operational performance in order to ensure that the remuneration that the Company remuneration is consistent with the average level of the same industry. The policy has to be in accordance with the expansion of businesses and the growth of the Company as well.

- 4) The Company has a policy that pays attention to employees' work environment so that it is safe for employees' lives and property. This is done by strictly complying with the labor laws which include managing the premises and equipment so that it works properly, requiring all employees to wear safety equipment at all time when they work in the production department or any department that uses machines. The Company also provides safety training on a regular basis and encourages employees to pay attention to their health and hygiene as part of the organization's core values which is "Live Healthy" and providing appropriate health care for employees. This includes annual health checks, medical expenses, and life insurance for employees.

C) Responsibility to Customers

- 1) Provide service politely and enthusiastically, be ready to serve, welcome with sincerity, and care for customers as if they are close relatives. Serve quickly, accurately, and reliably.
- 2) Maintain customer confidentiality, not using this information to benefit one's self or related parties wrongfully.
- 3) Provide accurate, sufficient, and up to date news to customers to be aware of the services of the Company without overstatement which leads customers to have misunderstandings about the quality or any terms and conditions.
- 4) Give advice on the service method of the Company efficiently, in a way that creates the maximum benefit to customers.

D) Responsibility to Trade Partners and Creditors

- 1) The Company treats trade partners and creditors fairly, honestly and without taking advantage of them. The Company takes into account the good relations and cooperation on the basis of fair remuneration for both parties and avoids situations that cause conflicts of interest.
- 2) The Company establishes a clear and concrete policy for the selection of trade partners. The practice guidelines are specified in the work instruction manual of the Company as standardized guidelines for transparent and fair selection.
- 3) The Company does not demand or receive or pay any benefits dishonestly when conducting business with trade partners and creditors.
- 4) In the event that there is information in regards to demanding, receiving or paying any benefit dishonestly, details must be disclosed to trade partners and creditors in order to jointly resolve the problem fairly and quickly.
- 5) The Company strictly complies with various terms and conditions that have been agreed upon. In the event that the Company is unable to comply with any terms and conditions, the Company must inform in advance in order to jointly find solutions to the problems.

E) Responsibility to Competitors

- 1) Do not violate any proprietary and confidential information of competitors by fraudulent methods.
- 2) Conduct business within the framework of good competition.
- 3) Do not seek competitors' confidential information in a dishonest or inappropriate way.
- 4) Do not destroy the reputation of any competitors through malicious accusations.

F) Responsibility to Society and Communities

The Company has a policy to conduct business that is beneficial to the economy and society and adhere to good citizenship practices and fully comply with any relevant laws and regulations. The Company also participates in promoting and improving the quality of life for the society and community. In addition, the Company sets a policy on giving back to society by allocating a budget to support activities that benefit society, the community and the environment when appropriate.

G) Responsibility to the Environment

The Company has a policy to support various activities which enhances the quality of occupational health and the environment as well as maintain a safe working environment for the lives and property of employees. In addition, the Company also gives importance to educating and training employees in regards to the environment and the efficient use of resources. These covers reducing the amount of waste by using used paper and reusing used files, having a campaign to turn electricity off during lunch breaks and when it is no longer needed during the day, using stairs instead of elevators as well as maintaining equipment so that it is ready to be used. The Company creates a safe and good working environment to improve employees' work efficiency throughout the organization.

The Company provided training on the following courses for employees:

- 1) Safety offers at the supervisory level
- 2) Safety offers at the management level
- 3) Maintaining and driving a forklift correctly and safely
- 4) Occupational Safety Committee and the working environment

- 5) Basic firefighting
- 6) Chemical spill response
- 7) Safety in working with radiation
- 8) Workers who use liquefied petroleum gas
- 9) Safety instructor for general employees and new employees according to the Safety Act
- 10) Environmental Manager
- 11) ISO 14001 system

H) Responsibility for Intellectual Property

The Company has a clear policy not to infringe any intellectual property, whether it is a copyright, patent, trademark, trade secret or other intellectual property as required by law. This includes using the right licensing for computer programs. All computer programs must only be examined and installed by the Information Technology Department to prevent the use of pirated software, etc.

I) Respecting the Rule of Law and Human Rights Principles

- 1) Fight against all human rights violations
- 2) Respect and treat all stakeholders with fairness based on human dignity. Do not show favoritism or discrimination on origin, race, gender, age, skin color, religion, physical condition, and family status. Monitor the human rights compliance within the Company.
- 3) Fight against any action that pursues benefits from human trafficking, the violation of child labor who are under the age specified in the labor law.
- 4) Support, respect, and protect human rights by inspecting and controlling the business operation of the Company with third parties by not promoting or supporting any violation of human rights, nor acting in violation of the employee rights which are protected by law.

J) Fighting Against Corruption

The Company places importance on conducting business with integrity by adhering to management principles with honesty, transparency, verifiability, responsibility and prudence to all stakeholders, society and the environment under good corporate governance and the Code of Business Conduct of the Company. The Company established an Anti-Corruption Policy to be a clear guideline for the business operations and the development of a sustainable organization. The Company has a policy to fight against all forms of corruption and requires everyone in the organization and related parties to understand, prevent and fight against corruption when carrying out the Company's business activities.

- 5.3 The Board of Directors shall monitor and ensure that the Management allocate and manage resources with effectiveness and efficiency by taking into account the impact and development of resources along the line (Value Chain) in order to sustainably achieve the objectives and main goals of the Company.
- 5.4 The Board of Directors shall establish a framework for governance and management of information technology at the organizational level in accordance with the needs of the Company. The includes ensuring that information technology is used to increase business opportunities and operational development risk management, so that the business can achieve the objectives and main goals of the Company.

Code of Conduct of Malee Group

Malee Group conducts its business of manufacturing high-quality products at reasonable prices with integrity and fairness, as well as aims to build good relations with all stakeholders and take responsibility for the environment and communities.

To ensure that our operations are under good corporate governance, and to have clear practice guidelines for the management and employees to comply with, MALEE Group has formulated the Code of Conduct as follows:

1. To customers

- 1.1 Meet customers' satisfaction by providing standardized and qualified goods and services
- 1.2 Disclose information about goods and services in full detail and provide fair treatment to customers.
- 1.3 Provide warranty for products and services under the appropriate requirements and maintain reliability and trust among customers.
- 1.4 Arrange procedures and a system of contact channels so that customers to communicate with the Company conveniently, and without delay.

2. To trading partners and creditors

- 2.1 Conduct business with fairness, and refrain from taking advantage. Pay respect and comply with the contractual requirements set forth.
- 2.2 Shall not demand, accept or give any dishonest business gain with trading partners or creditors. Should there be any information of any dishonest benefit gain, the Company, without delay, shall discuss with a trading partner or creditor for a fair resolution.

3. To competitors

- 3.1 Follow the rules of good competition
- 3.2 Shall not seek confidential information of competitors by using an illegal approach.
- 3.3 Shall not discredit competitors by defaming or undertaking any action without fact and fairness

4. To shareholders

- 4.1 Perform duties with honesty and integrity. Make any decision based on good faith, transparency and being beneficial to the Company and shareholders.
- 4.2 Perform duties using knowledge and skills of management at fullest effort for the benefit of the Company and shareholders.
- 4.3 Safeguard to ensure that none of the Company's assets will be unreasonably depreciated or lost.
- 4.4 Report accurate status and operating results of the Company in full details.
- 4.5 Shall not seek advantages for oneself or relating person by using any Company's information which has not been disclosed to the public.
- 4.6 Shall not disclose confidential information of the Company to an external party, especially competitors.
- 4.7 Shall not undertake any actions in an aspect that may cause conflict of interest with the Company.

5. To society

- 5.1 Shall not undertake any action that will causes damages to community, natural resources and environment.
- 5.2 Support an activity that brings about benefits to societies and communities.
- 5.3 Practice or control to ensure the compliance with law and regulations as stipulated by the regulatory agencies.
- 5.4 Focus and place an importance on environmental care, taking into account the safety for the communities that located adjunct to the Company.

6. To employees

- 6.1 Perform duties with responsibility, honesty, devotion and patience for the advancement and stability of the Company and ourselves. Shall not neglect or ignore when seeing an action that is considered to be a fraud or corruption related to the Company, and inform the supervisor or the person in charge. Cooperate in investigating various aspects of facts. In case of having doubt and inquiry, consult the supervisor or the designated person responsible for the follow-up of the Company's Code of Conduct through various channels.
- 6.2 Perform duties with diligence, seek approach to develop and improve work to remain at qualified efficiency always.
- 6.3 Follow policies and articles of association strictly.
- 6.4 Conserve and create to bring about the unity and harmony among employees, as to work and seek for the best way together as a team of robust efficiency.
- 6.5 Use assets of the Company in a manner that will generate maximum benefits to the Company. Maintain assets from depreciation or loss. Not using assets of the Company for one's personal or others' benefit.
- 6.6 Refrain from any action that is in violation of an intellectual property either of the Company or other person. Not using software piracy within the Company system.
- 6.7 Keep trading partners' confidential information, safeguard to ensure that such confidential information will not be leaked or disclosed to an unrelated person which may cause damages to the Company.
- 6.8 Pay attention to and undertake any action to safeguard the safety and good working condition.

6.9 Report to a relevant authority and the Management of any wrongful or illegal actions occurred, including the possession or use of drugs within the Company.

6.10 Shall not use one's duty or allow other persons to use one's duty to seek benefit for oneself or other persons in a wrongful way.

6.11 Refrain from any actions that may cause damages to the image and reputation of the Company.

7. Between employees (supervisors, subordinates, and colleagues)

7.1 Help each other taking into consideration the benefit to work and the working environment as a whole, and pay respect to the right of others.

7.2 Supervisors shall conduct themselves as respectful person among subordinates, comply with the policies and regulations strictly, be a good model for subordinates, and supervise subordinates adhering to principles and logic of integrity and morality.

7.3 Subordinates shall treat one's supervisors with respect, and treat one's colleagues in a helpful and friendly manner, refraining from discrediting one's supervisor and colleagues without fact.

7.4 Shall not take the work of the other as one's own.

The Company emphasizes conducting business with integrity as well as management with honesty, transparency, accountability, and social and environmental responsibility under good corporate governance and the Company's code of conduct. The Company has set the criteria for measuring knowledge and understanding, analysis, and implementation of good corporate governance principles by setting the following objectives:

- To assess the knowledge and understanding of corporate governance principles of executives and employees at all levels
- To continuously develop and upgrade knowledge of corporate governance principles
- To aim for executives and employees at all levels to have access to accurate information and lead to real action
- To aim for creating an organizational culture of honesty, integrity, discipline, and participation in management to create a stable and sustainable organization

6. Ensuring the Appropriate Risk Management and Internal Control System

6.1 The Board of Directors has established a Risk Management Committee to supervise and ensure that the Company has a risk management and internal control system to effectively achieve the objectives of the Company, comply with relevant laws and standards, and establish clear corrective measures and accountable persons with report and follow-up assessment. The Risk Management Committee plays an important role as assigned by the Audit Committee and the Board of Directors in considering various risk factors that may occur so that they can be corrected in a timely manner to prevent potential damages.

Disclosure of Information and Transparency

The Company places importance on the disclosure of accurate, complete, and transparent information, both financial and general information, under the rules of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as well as significant information that affects the share prices of the Company and the decision-making process of investors and stakeholders.

The Company also places importance on financial reports to identify the explicit financial and operating performances of the Company which is based on accounting information that is accurate, complete, consistent, timely, and sufficient under the generally accepted accounting principles. The Company will disclose information about individual directors as well as the roles and duties of the Board of Directors and committees in the Company's annual report (Form 56-2) and the annual registration statement (Form 56-1). The remuneration of directors and senior executives will be disclosed in the annual report of the Company (Form 56-2) and the annual registration statement (Form 56-1).

6.2 The Board of Directors has established a conflict-of-interest policy based on the principle that any decision of personnel at any level must be made for the maximum benefit of the Company. It is also the duty of all personnel to avoid having any financial involvement and/or relationship with third parties which affects the Company to lose benefits, causes conflicts of interest, or hinders efficient operations. The related parties or related parties transactions must be informed so that the Company is aware of the relationship or connection in such transactions and such persons must not consider the approval, have no authority to approve the transaction nor any kind of approval for such transactions. For such cases, the principle must be adhered to and must not allow any special terms or specific requirements other than normal.

6.3 The Board of Directors places importance on conducting business with integrity by adhering to management principles with honesty, transparency, verifiability, responsibility and prudence to all stakeholders, society and the environment under good corporate governance

and the Code of Business Conduct of the Company. The Company established an Anti-Corruption Policy to be a clear guideline for the business operations and the development of a sustainable organization. The Company has a policy to fight against all forms of corruption and requires everyone in the organization and related parties to understand, prevent and fight against corruption when carrying out the Company's business activities. The practice guidelines are as follows:

1) **Anti-Corruption Policy**

The directors, executives, and employees are prohibited from committing all forms of corruption, whether directly or indirectly. This comprises of accepting items, gifts, hospitalities, solicitation of funds, donations, and other benefits from individuals conducting business with the Company. This covers employees, trade partners, customers, and stakeholders whether domestically or internationally. The Company regularly conducts a review of operations in accordance with the anti-corruption policy at least once a year.

- The definition of "corruption" refers to bribery in any form such as offering, giving promises, demanding or accepting (in monetary form/ property) or giving other benefits in dishonest behavior to government employees, government agencies, private agencies, trade partners, customers and stakeholders, whether directly or indirectly in order to persuade such persons to perform or refrain from the duty in order to obtain business or recommend a specific business for the Company in order to obtain or maintain any other benefits that are not suitable for the business, except in the case of laws, regulations, notifications, regulations, local customs and traditions, or commercial tradition.

- The definition of "giving of things or other benefits" means to grant special privileges in the form of money, property, objects, or any other benefit as a remuneration or reward for building a good relationship.
- The definition of "bribery" means to offer or give items, gifts, prizes or other benefits to one's self or someone else in order to persuade them to behave dishonestly, illegally or against the Code of Conduct of the Company.

2) Guidelines for the Anti-Corruption Policy

Directors, executives, and employees at all levels of the Company and subsidiaries must strictly comply with the anti-corruption policy and the Code of Business Conduct of the Company. This is done by not accepting bribes or giving bribes to any stakeholder in the matter in which they are directly or indirectly responsible to gain a personal benefit for themselves, friends, or other related parties. Matters that have a high risk of corruption must be treated with caution. These are as follows:

- Directors, executives and employees of the Company must comply with the anti-corruption policy and the code of conduct. They must not be involved in corruption, whether directly or indirectly.
- The Company's employees and executives must not neglect or ignore fraudulent actions related to the Company. They must notify the supervisor or the appointed person and cooperate in the investigation of fact finding. If there are any queries or questions, they must consult a supervisor or the appointed person that monitors the Company's Code of Conduct compliance through the various specified channels.
- They must not have direct or hidden benefits for themselves, their family, or those within the Company. For example, taking any action to sell products and services to the Company or compete with the Company.
- Avoid accepting provisions from people who are involved in business with the Company or from any others who may benefit from the performance of their employees.
- Do not demand or receive unjustified benefits, whether directly or indirectly, or any other benefits in order to obtain benefits from such business. This includes not using bribes or benefits from corruption to conduct business.
- When encountered with an event that stakeholders intend to call or accept assets, offers or benefits, whether directly or indirectly, one must reject the proposal immediately, record the events accurately and immediately then report them to the supervisor in order to treat the said event appropriately and fairly.
- Determine clear conditions for transaction and legal engagement with stakeholders to prevent any possible corruption in operations. Inform the stakeholders that "Malee Group" has a policy not to accept any remuneration in order to prevent potential conflicts of interest and request cooperation from stakeholders to strictly comply with the said policy.
- Cooperate with the department responsible for internal control and the internal audit to provide information, follow up and solve corruption within the organization
- Provide reliable financial reporting that has an efficient and transparent operating system. Corruption risk must be considered in the operations by following up, supervising and monitoring regularly.
- The Company established whistleblowing channel to report any leads of corruption

and being fair and protecting employees who refuse or report corruption related to the Company by undertaking protective measures to protect a whistleblower or those who cooperate in reporting corruption as specified in the Company policy regarding the filing of complaints and giving suggestions.

- Fraudulent actions violate the Company's Code of Conduct. Disciplinary punishment must be applied in accordance with the regulations set forth by the Company. One will be punished by the law if the act committed is illegal.
- The Company places importance on publicizing, promoting knowledge and understanding anti-corruption with the related parties who are involved with the Company and its stakeholders in order to create awareness regarding corruption risk. Directors, executives and employees of all levels must perform their duties with caution in the following areas:

2.1 Giving or Receiving Gifts and Hospitalities

The Company has no policy to give or receive any form of gift with anyone who conducts business with the Company and its subsidiaries unless the giving or receiving of gifts and hospitalities is in accordance with traditionalism in order to maintain good relationships with a business operator without expecting to receive specific services or remuneration that violate the Code of Business Conduct by practicing the following:

2.1.1) Not requesting anything or any other benefit from anyone who has duties or business related to the Company, whether it benefits oneself or others.

2.1.2) Not receiving or giving any items or any other benefits from other persons who have duties or have a business related to the Company unless it is for traditional occasions or festivals that people normally treat each other. These items or other benefits must not exceed 3,000 Baht per person, per occasion, except for souvenirs or fresh food that cannot be stored for a long time. During traditional festivals, the Company allows employees to receive items such as calendars, key chains, notebooks, etc. that have the organization's logo on it and the value of the item must not exceed 500 Baht. Executives are authorized persons to receive gifts and have the authority to consider the distribution of gifts to employees. In the event that the value of any item or benefit exceeds 3,000 Baht, it can only be accepted in the case that it is absolutely necessary to maintain good relations between people. The receiver must report it to their supervisor and deliver the item to the relevant department to be used in the Company's business within 7 business days. However, receiving the said item must not influence one's decision, whether it is performing a duty or making decisions that are unfair to the business operations.

2.1.3) Expenses for hospitalities are acceptable but must be spent reasonably.

2.2 Sponsorships

Sponsorships refer to a reasonable amount of money paid or received from customers, trade partners, and business partners for the business purpose to strengthen the business relationship at an appropriate opportunity. The amount of money must be accurate, transparent, and have evidence for accounting records, and be paid or received on behalf of the Company. Disbursement must clearly specify the objectives and proceed through the procedures under the Company's regulations.

2.3 Charitable Contributions

Charitable donations refer to giving or receiving donations that must be transparent and legal. The Company must ensure that the donations or grants are not used as an excuse for bribery and must be done on behalf of the Company, be verifiable and proceed under the regulations of the Company. Charitable donations under a person's name may be done but must not involve or raise any suspicion of fraud for any benefit.

2.4 Political Contributions

Political assistance refers to money, property, other benefits, or places that are given to facilitate political parties, politicians, or people involved in politics. The Company is an organization that adheres to political neutrality and supports regulatory compliance, and democracy. The Company does not have the policy to provide political assistance to any political party whether directly or indirectly through the following practices:

- Exercise the rights of a good citizen under the constitution and other relevant laws.

- Does not participate in any activities that may cause a misunderstanding that the Company is involved.
- Does not use the Company's assets to support political parties.

2.5 Business Relations and Procurement

Does not give or accept bribes, whether directly and/or indirectly. The business must be carried out under the procedure regulations of the Company transparently and verifiably. The selection of trade partners is based on the value, and fair comparison of quality, price, and qualifications of trade partners.

2.6 Personnel Management Process

The Company established a human resource process to fight against corruption beginning with the recruitment or selection of personnel, performance appraisal, training, promotion, and remuneration. Supervisors at all levels are required to communicate and help employees to understand.

2.7 Training, Commination, and Follow-up

- 1) Directors, executives, and employees
 - 1.1 Directors, executives, and all employees will receive training or acknowledge about anti-corruption on an ongoing basis in order for them to be aware of this policy, especially various forms of corruption, the risk of participating in corruption, as well as reporting method in case of seeing or suspecting corruption.
 - 1.2 Directors, management, and all employees will receive a copy of this policy or can obtain it in the Company's announcement. This is to ensure that everyone is aware of and understands the Company's policy against corruption. Also, the updated policies and information can be found in the Company's website.

1.3 Training to educate about this policy will be part of the orientation or before the inauguration of all new directors, executives, and employees of the Company.

1.4 The Company will disseminate various anti-bribery measures and policies to personnel within the organization for acknowledgment and easy access to information about anti-bribery measures.

1.5 The Company will organize a test for knowledge and understanding about the organization's anti-bribery measures to assess the effectiveness of training and ensure that employees at all levels can implement them correctly.

2) Agent, business intermediaries, distributors of products/services, and contractors

The Company will communicate its anti-corruption policy to agents, business intermediaries, distributors of products/services, and contractors from the beginning of the business relationship and later as appropriate.

The Company encourages agents, business intermediaries, distributors of products/services, and contractors to adhere to the same social responsibility standards as the Company.

2.8 Facilitation Fee

The Company has no policy to pay any facilitation fees to government employees to press for more rapid action.

2.9 Employment of Government Employees

The Company has the policy to employ government employees to hold positions as directors, executives, employees, workers, or consultants of the Company by having to go through the processes of

selection, hiring approval, determination of remuneration, and control to ensure that the employment of government employees does not reciprocate any benefit which is beneficial to the Company, and affect the accuracy of the performance of duties with risks of fraud and corruption.

Execution Requirements

- The employment of government employees must go through a background-checking process for persons whom the Company will recruit to appoint as directors, consultants, executives, or employees of the Company to investigate potential conflicts of interest before the appointment.
- Reasons for the necessity of the employment of government employees and the determination of remuneration for hiring government employees must be carefully considered. The consideration must proceed as follows:
- Selection, hiring approval, and determination of remuneration processes in hiring a government employee to take the position of employees at the division manager level or lower must be considered for necessity by the Chief Executive Officer before hiring the government employee.
- Selection, hiring approval, and determination of remuneration processes in hiring a government employee to take the position of a director and department manager level or higher must be carefully considered for necessity by the Nomination and Remuneration Committee and proposed to the Board of Directors for approval.
- The Company shall disclose an information on the employment of government employees in the Annual Report.

2.10 Conflicts of Interest

The Company requires directors, executives, and employees to avoid any acts that may cause conflicts of interest. The main principles are as follows:

- Refrain from operating a business that competes with the Company's business or its subsidiaries, whether for personal or others' benefit, which may cause damage to the Company either directly or indirectly. Refrain from becoming a partner or shareholders with decision-making power, directors, or executives in competing entities or entities with the same characteristics as the Company or its subsidiaries.
- Shall report a stake that may cause a conflict of business interests with the Company or its subsidiaries such as holding any positions the work for business partners of the Company or clients of the Company, etc., and shall report to the Company immediately.
- Do not seek benefits for yourself or others by relying on confidential information of the Company or its subsidiaries

3) Dissemination of the Anti-Corruption Policy

Anti-corruption is an integral part of the business operations and it is the responsibility of the Board of Directors, executives, and employees at all levels and related parties to comply with this anti-corruption policy. The Company provided knowledge, advice and understanding to the directors, executives, and employees in the organization and related parties regarding anti-corruption so that personnel and related parties comply with this anti-corruption policy. The Company will proceed as follows:

- 3.1 Place an announcement in a prominent place so that the organization acknowledges the anti-corruption policies.

- 3.2 Disseminate the anti-corruption policy through the Company's communication channels. This includes the annual reports, the Company website, email and the annual disclosure report (Form 56-1).
- 3.3 Organize training on anti-corruption policies for new directors and new employees.

4) Procedures to Comply with the Anti-Corruption Policy

The Company regularly reviews the compliance with the anti-corruption policy and reviews the practice guidelines to be aligned with the anti-corruption policy, regulations, and related laws.

5) Risk Assessment and Internal Control

The Company arranged risk assessments on activities that were vulnerable to corruption and regularly reviews internal control at least once a year.

6) Accounting Audit and Data Storage

- The Company has a process for auditing accounting transactions and grants proper approval before recording the transaction into the accounting system. The examination is under the Company's policies, official regulations, relevant laws, contracts or agreements, and accounting standards and policies.
- Operating expenses and investment costs shall be recorded with evidence to support them properly and completely, and must be approved according to the amount of money by the authorized person as specified in the operating expenses policy.
- Financial reports must be accurate, truthful, and reliable, and material information must be disclosed accurately and completely as well, including information on related transactions and contingent liabilities.

- The Company has control over the storage of accounting documents that are adequate and safe for immediate examination. There is control over access to accounting information while backup files are stored securely.

7) Whistle Blowing Center

The Company encouraged employees and those involved to report clues of suspicious corruption to the "Chairman of the Audit Committee" for consideration through the following whistle blowing channels

Whistle Blowing Center:

Chairman of the Audit Committee:

Malee Group Public Company Limited

No. 401/1 Village No. 8, Phahonyothin Road
Khu Khot Subdistrict, Lam Luk Ka District, Pathum
Thani Province 12130

 auditcommittee@malee.co.th

 02 080 7899 extension 1422

Click "Report Clues of Corruption"
in SmartMalee

Complaint Box for fraudulent behavior
Near the Rangsit Office and Sampran Factory

The Company has internal processes to scrutinize and consider the matters for further submission to the Audit Committee of the Company.

The Company has internal processes to scrutinize and consider the matters for further submission to the Audit Committee of the Company.

Process after Receiving Complaints

1. Gather facts that are received via the complaint box or e-mail: auditcommittee@malee.co.th or to the "Chairman of the Audit Committee". The recipient of the complaint (Company Secretary)

will compile the facts regarding the complaint and propose them to the Chairman of the Audit Committee

2. Process and scrutinize data: The Chairman of the Audit Committee will process and scrutinize data to consider the appropriate procedure and methods for each subject. The Chairman of the Audit Committee can process the data by himself or assign the appointed agency, or the investigation committee to process and scrutinize the data. The investigation committee will be appointed by the Chief Executive Officer from time to time.
3. Report the results: In the case of important matters, the results will be reported to the highest-ranking executive of the Company, subsidiary, or department, as the case may be, and/or the Audit Sub-Committee and/or the Board of Directors. This includes reporting the results to the complainant if they reveal their identity.

8) Protection and Confidentiality Measures

The Company treats and protects the complainants and informants fairly and in good faith. The Company will appoint an executive to inspect and follow all the clues that have been reported. The information, complaints and the evidence of the complainant and the informant will be kept confidential.

9) Non-Compliance with Anti-Corruption Policy

If the directors, executives, or employees do not comply with the anti-corruption policy of the Company, they will be subject to the disciplinary punishment according to the regulations set by the Company. This depends on the facts and circumstances. If the fraudulent action is illegal, the offender may be subject to legal penalties. The Company does not have a policy to demote, punish or treat employees negatively if they reject corruption.

10) Review, Examination, and Improvement

The Company requires that the Anti-Corruption Policy and other relevant policies be reviewed and updated every 2 years. In case there is a significant change, they can be amended immediately.

In 2022, there was a plan to continuously develop an anti-corruption system in the organization for sustainability as follows:

1. To continuously create corporate ethics by providing understanding and implementation. An annual plan was formulated to develop and upgrade knowledge on corporate governance so that employees and executives have access to information, leading to effective communication.
2. To plan a partnership development to expand the coalition to become a sustainable trade alliance and strengthen business operations under the management with transparency and honesty under the principles of good corporate governance. The "partners" of Malee Group Public Company Limited are required to join the Anti-Corruption Coalition.

In 2022, the Company has brought one of its subsidiaries to join in declaring its intention and applying for a membership in the Thai Private Sector Collective Action Coalition Against Corruption (CAC).

3. To review the risks under the measures and audit systems that have been yearly established as a work plan.
4. In 2022, upon the monitoring and investigation of complaints by the Working Group, it was found that there were no complaints and no whistleblowing in case of corruption in all channels.



Malee Group Public Company Limited has been certified for the renewal of its membership in the Private Sector Collective Action Coalition against Corruption, certified on March 31, 2021, for a period of 3 years ending on March 30, 2024.

6.5 Internal Control and Risk Management

Internal Control System

In accordance with the principles of Good Corporate Governance, the Board of Directors consistently attached importance to internal control. This was done by assigning the Audit Committee, which was comprised of independent directors, to be reviewers of the internal control system assessment. The internal audit department, is independent from the Management team and reports directly to the Audit Committee and reviews the operations of each department of the

Company and subsidiaries in accordance with the annual audit plan which was approved by the Audit Committee in order to ensure that management achieves the Company's objectives.

The Board of Directors and the management have determined that the Company's internal control system is appropriate enough and effective in the following areas:

1. Achieved the objectives with efficiency and effectiveness.
2. Had comprehensive and effective risk management.
3. Had information systems, important financial information, management and operations that were reliable, complete, accurate and timely.
4. Had a protection system to control, maintained and utilized Company assets in a beneficial way. Had a separation of duties for operators, supervisors and appraisers to ensure a suitable check and balance system. This included safe and appropriate information in the information system.
5. Had appropriate anti-corruption measures and a risk prevention system for activities that were vulnerable to corruption.
6. The operations and duty performance were in accordance with the policies, rules and regulations that were consistent with the laws or other regulations related to the business operations of the Company
7. The Board of Directors is responsible for ensuring that the system of financial reporting and disclosure of important information is accurate, adequate, timely and in accordance with relevant rules, standards and guidelines.
8. The Board of Directors has established a position of the Company Secretary by appointing Mr. Paitoon Eiamsirikulmit as the Company Secretary with duties and responsibilities as required by law.

The Board of Directors shall supervise the management to set up an investor relations unit with Mr. Paitoon Eiamsirikulmit, Deputy Managing Director of Central Administration Division, to communicate and publicize information that is beneficial to shareholders, investors, analysts and related parties appropriately, equally and in a timely manner. There is also a communication channel with investors by contacting 02-080-7899 ext. 1131; Company investor relations website ir@malee.co.th.

Code of Conduct for Investor Relations

This Code of Conduct is established in case there is a problem or issue that is difficult for judgment. This guideline is consistent to the Code of Conduct for Investor Relations 2014 and the good corporate governance, as formulated by the Securities and Exchange Commission and the Stock Exchange of Thailand. There are four Basic principles of the Code of conduct for Investor Relations as follows:

1. Disclose any material information which will be necessary to make an adequate and accurate decision in timely manner by complying with the requirements and regulations of the SEC and the Stock Exchange of Thailand.
2. Shall not use internal information for one's own and others' benefit. Set a quiet period for analysts and investors about future performance that is appropriate and close to the time when the numbers are first received, at least 2 weeks (14 days) before disclosing the financial statements, etc.
3. Disclose information equally and fairly and provide opportunities for stakeholders to have equal access to information. Perform duties with honestly and integrity based on equality concept, no discrimination.
4. Shall perform duties with professional integrity based on the principle of equality without discrimination.

Details of Investor Relations in 2022

Due to the pandemic of the Coronavirus (COVID-19), the Company refrains from accepting Company Visits from both institutional and retail investors, as well as institutional analysts, except from communicating via Conference Call or via various online channels. The Company also refrains from organizing the Opportunity Day event of the Stock Exchange of Thailand

The Board of Directors encourages the use of information technology in disseminating information. In addition to disseminating information in accordance with the established rules and through the channels of the Stock Exchange of Thailand, the Board of Directors will arrange for information disclosure in both Thai and English through other channels, such as the Company's website, as well as presenting the information that is true and current.

Preventive Insider Trading Measures

The Company has a policy of establishing preventive insider trading measures for related persons. This includes the Board of Directors, senior executives, and employees in the departments involved with the Company's information (which includes spouses and children that are not of legal age of the said person). Prohibited individuals who are involved in trading Company securities for one month prior to the disclosure of the quarterly and annual financial statements.

Supervision the Use of Insider Information

The Board of Directors recognizes the importance of good corporate governance. In order to be transparent and prevent the pursuit of personal benefits from the use of the Company's insider information that has not been disclosed to the public, the Company set the policy for using the Company's insider information as follows:

1. Provide knowledge to directors and executives which include executives in accounting or finance at the level of a department manager or equivalent or higher in regards to the duty to prepare and submit a report on the securities holding of one's own, spouse and children are not yet of legal age to the Office of the Securities and Exchange Commission under Section 59 and Penalty Section 275 of the Securities and Exchange Act B.E. 2535.
2. Require that directors and executives, including management positions in accounting or finance that are department managers or equivalent or higher, prepare and submit a report on the securities holdings of one's own, spouse and children who are not yet of legal age and pass it on to the Company Secretary before submitting it to the Office of the Securities and Exchange Commission every time. This must be prepared and delivered within 30 days from the date that one was appointed as director or executive, report the change of securities holding (if any), and prepare the report of securities holding if there are any changes to securities holding within 3 business days.
3. Establish disciplinary penalties for violating the use of insider information for personal gain. Penalties may be a warning in written form, a wage cut, a temporary suspension without wages, discharge, or to the extent permitted by law. The punishment is based on the intent of the action and the seriousness of the offense. In regards to the securities holdings report, the Company Secretary compiles the securities holdings information of the directors and executives including spouses and children who have not yet become sui juris and informs the Board of Directors for acknowledgment every quarter.

Personal Data Protection Act (PDPA)

Under the Personal Data Protection Act B.E. 2562, Malee Group Public Company Limited and/or its group companies ("the Company") have issued a personal information protection policy and notified employees within the organization to comply with the regulations, rules, and/or policies of the Company. The details are as follows:

To ensure that the personal information of our customers, partners, employees, and business associates is kept confidential and used with the consent of its owner under the Personal Data Protection Act B.E. 2562, the Company has set up the personal information protection policy as follows:

1. General Provisions

For the purpose of complying with the Personal Data Protection Act B.E. 2562 (2019) and subordinate laws issued thereunder, including any amendments which may be made thereto, ("Laws on Personal Data Protection"), Malee Group Public Company Limited ("Company") and its affiliates acknowledge the importance of protecting personal data and operating in accordance with the Laws on Personal Data Protection. Therefore, the Company has prepared this personal data privacy policy ("Privacy Policy") of Malee Group Public Company Limited and its affiliates to inform you regarding how the Company handles data that can or may identify you, whether directly or indirectly, according to the Laws on Personal Data Protection ("Personal Data"), for instance, the methods by which Personal Data is collected, used, disclosed or dealt with, as well as to notify you of the purposes for data processing, the retention period of Personal Data, and your rights as the data subject.

2. The categories of persons from whom the Company collects Personal Data and the sources of Personal Data

3. Your Personal Data that is collected and processed under this Privacy Policy, regardless of whether such Personal Data was directly provided by you to the Company or automatically collected from you by the Company, or was provided to the Company by third parties.

4. Purposes for the collection, use, or disclosure of Personal Data

The Company collects, uses, or discloses your Personal Data for a number of purposes depending on the nature of your relationship with the Company.

5. Disclosure of Personal Data

To carry out the purposes stated in this Privacy Policy, the Company may disclose customer information to third parties.

6. Retention Period

The Company will retain your Personal Data for the period necessary to fulfill the purposes for which the Personal Data was processed. The retention period will vary depending on the purposes for which such Personal Data was collected and processed. Moreover, the Company will retain Personal Data for the period prescribed under the applicable laws (if any) by considering the statute of limitations under the laws for any legal proceedings that may occur from or in relation to the documents or Personal Data collected by the Company and having regard to the Company's business practices and relevant business sector in relation to each category of Personal Data.

The Company will retain your Personal Data for a period not exceeding 5 years, starting from the date your legal relations/transactions with the Company come to an end. However, the Company may retain your Personal Data for a longer period of such time prescribed if the laws permit or such retention of Personal Data is necessary for the establishment of the right of claim of the Company

After the period of time set forth above has expired, the Company will delete or destroy such Personal Data from the storage or system of the Company and of other persons providing services to the Company (if any), or anonymize your Personal Data unless in the event that the Company can continue to retain such Personal Data as prescribed by the Laws on Personal Data Protection or other applicable laws. For additional details regarding the retention period of your Personal Data, you can contact the Company by using the contact details set out in Clause 12 of this Privacy Policy.

7. **Transfer of Personal Data abroad**

In some cases, the Company may transmit or transfer Personal Data to the Company's database which is operated and managed on Cloud Servers in foreign countries. In transmitting or transferring such data, the Company will provide appropriate protection and security measures, and will comply with the Personal Data Protection Act B.E. 2562 (2019).

8. **Legal Basis for Processing Personal Data**

The Company will process Personal Data as necessary within the scope of this Privacy Policy in the following cases:

- 8.1 When the Company has been granted your consent in cases where consent is required by law
- 8.2 To proceed with your request before entering into a contract or for the performance of a contract between you and the Company
- 8.3 When it is necessary for the legitimate interests of the Company or of other persons or juristic persons unless such benefits are less important than your fundamental rights to your Personal Data.
- 8.4 When it is a compliance with law by the Company

- 8.5 To prevent or suppress a danger to life, body or health of a person

- 8.6 For the performance of duties of the Company in carrying out the mission for the public benefit or performing duties in exercising state powers given to the Company (if any)

In the event that your sensitive Personal Data is processed, the Company will always ask for your explicit consent unless it is the case where consent is not required by law. In the event that the above-mentioned Personal Data collected by the Company is necessary for the Company, in compliance with laws applicable or the performance of the contract, if you do not provide such necessary Personal Data, the Company may not be able to provide you with products and services, and may not be able to administer or manage the contract or facilitate you in some cases.

9. **Your Rights as the Data Subject**

As the data subject, you have the following rights in relation to your Personal Data, subject to the rules, methods and conditions under the Laws on Personal Data Protection. If you wish to make a request to exercise your rights, you can contact the Company by using the contact details set out in Clause 12 of this Privacy Policy.

10. **Measures to Maintain the Security of personal Data**

The Company has established appropriate and strict security measures in maintaining the security of Personal Data to prevent the loss, access, use, change, alteration or disclosure of Personal Data without authorization or with abuse. In the event that the Company assigns other parties to process Personal Data on the order or on behalf of the Company, the Company will properly supervise such persons to ensure that such persons will maintain the security of your Personal Data in accordance with the law.

11. Supervision and Protection of Personal Data

- 11.1 Establish an appropriate supervision system
- 11.2 Prepare policies, procedures, and operational measures relating to the protection of Personal Data
- 11.3 Monitor, control, and closely follow the operations under related policies and laws
- 11.4 Provide training for executives and employees of the Company to instill knowledge and understanding of the Privacy Policy, the Personal Data Protection Act, and other relevant laws

12. How to Contact the Company

Malee Group Public Company Limited is the coordinator for matters relating to the Company's Personal Data protection. If you have any questions or would like to exercise your rights as set out in this Privacy Policy, you may contact the Company using the contact information provided below:

Data Protection Officer

E-mail: MaleeDPO@malee.co.th

Address: Malee Group Public Company Limited
401/1 Moo 8, Phaholyothin Road,
Khukhot Sub-district, Lam Luk Ka
District, Pathum Thani 12130

Telephone: 02-080-7899

13. Changes to This Privacy Policy

The Company may make changes to this Privacy Policy from time to time to reflect any changes to the processing of your Personal Data and to comply with any changes to the Laws on Personal Data Protection or any applicable laws. The Company will notify you of any significant changes to the Privacy Policy and the amended Privacy Policy through appropriate means. The Company encourages you to review such communication in order to be aware of any changes made to this Privacy Policy from time to time.

8. Support Participation and Communication with Shareholders

The Company recognizes and attaches importance to the rights of shareholders such as the right to sell or transfer shares, share in the profits of the business, receive the Company's news and information sufficiently and completely. This includes the attendance of the meeting to exercise the right to vote at the shareholders' meeting independently and equally, participation in decision-making on important matters that affect the Company, such as the appointment or removal of directors, Determination of remuneration of directors, appointment or removal of auditors, and auditor's remuneration dividend allocation Determination or amendment of the Articles of Association and the Memorandum of Association Capital reduction or capital increase and approval of special items as required by law, etc. The shareholders' meeting is an important channel that the Company's shareholders able to exercise their rights as shareholders.

8.1 Rights of Shareholders

The Company places the importance in the care and protection of the shareholders' rights. This includes protecting and promoting all shareholders so they receive accurate, complete, sufficient, timely, equal and fair information in order to make decisions in all matters. The basic shareholders' rights include trading and transferring shares, earning profit share from the business in accordance with the laws and regulations of the Company appropriately.

In regards to the Shareholders' Meeting, the Company has a clear policy and intention to support and encourage all shareholders and institutional investors to exercise their rights in meeting attendance and casting votes at the Shareholders' Meeting. The Company facilitates all shareholders to attend the Meeting equally, whether it is a convenient meeting venue or an appropriate time. The Meeting is organized transparently and verifiably, not committing

any actions that deprive shareholders' rights, while allowing shareholders to make inquiries and express their opinions appropriately.

8.2 Shareholders' Meeting

8.2.1) Before the Date of the Shareholders' Meeting

- A) The Company has a policy to give shareholders the opportunity to propose agenda items and nominate candidates to be appointed as directors of the Company and/or submit inquiries that need clarification from the proposed agenda item in advance. This is in accordance with the Company's rules that are disseminated on the Company's website so that shareholders are able to get the maximum benefit from the Meeting and the rights and benefits of the shareholders are fully protected. The inquiries can be delivered via electronic mail or fax to the Company Secretary.
- B) The Company increased its channels for shareholders to receive news so they could receive news through the channels of the Stock Exchange of Thailand and the Company's website by posting various information and details on the Company's website. Specifically, in the event that the invitation letter to the Shareholders' Meeting is disseminated prior to the Meeting, no less than 30 days in advance. This enables shareholders to study the information and download the information and meeting agenda quickly and completely.
- C) The Company delivered a meeting invitation letter which included the Meeting information and proxies in the form of a QR Code. This latest technology is implemented in compliance with the policy of the Stock Exchange of Thailand

regarding the increased efficiency and facilitating quick and easy access to information of listed companies for investors, reducing the costs of listed companies and reducing the use of resources for long-term sustainability.

- D) The Company delivered a meeting invitation letter together with any supporting documents for meeting agenda as well as specifying the objectives, reasons and opinions of the Board of Directors for every agenda item in order to give shareholders the opportunity to study the information completely prior to the Meeting of Shareholders for no less than 14 days in advance.
- E) In the event that the shareholders are unable to attend the meeting by themselves, the Company allows shareholders to appoint an independent director of the Company or any person to attend the Meeting on their behalf by using the Proxy Form that the Company delivered together with the meeting invitation letter. In addition, shareholders can also download the Proxy Form via the company's website, <https://investor.maleegroup.com/en/downloads/shareholders-meeting>.

In 2022, since there was the spread of coronavirus (Covid-19) during the time of the shareholders' meeting, the Company took into account the hygiene, safety, and well-being of those who attended the meeting. Therefore, some measures were implemented to prevent the spread of Covid-19 under the guidelines of the Ministry of Health. The Company also disseminated the guidelines for the attendees along with the invitation letter for the 2022 Annual General Meeting of Shareholders.

8.2.2) Date of the Shareholders' Meeting

- 1) The Company selected a suitable meeting venue and time to hold the Shareholders' Meeting that was convenient so that all shareholders could attend the meeting. In 2022, The Annual General Meeting of Shareholders was held on Wednesday, April 27, 2022 at 10:00 am in the Cafeteria Room, 1st Floor, Rangsit Ofce Building, 401/1 Moo 8, Phahonyothin Road, Khu Khot Subdistrict, Lam Luk Ka District, Pathum Thani 12130.
- 2) Due to the spread of Covid-19, the Company has organized the venue and conducted the meeting with strictness according to the measures and guidelines of the Ministry of Public Health, to ensure the safety of attendees and the compliance with law in organizing the shareholders' meeting. The Company facilitated shareholders during the meeting and organized quick registration procedures. The barcode system was used for registration to identify the registration number of each shareholder that was printed on the registration form and proxy.
- 3) The Company encouraged independent individuals to be vote counters and inspectors of the vote counting in the Meeting, disclose it to the Meeting for acknowledgment and write the meeting minutes in the report.
- 4) The Company has a policy that directors, senior executives, legal counsel, and the auditor attend the Meeting in order to answer any inquiries and acknowledge the opinions of the shareholders in unison.
- 5) The Company explained the voting procedure and the method to show the voting results before the Meeting was conducted.

- 6) In regards to vote counting method, the Company distributed ballots with a barcode to all shareholders who attended the Meeting. The barcode system was used to make vote counting quick so that the voting results could be announced immediately after considering each agenda item. When the meeting was over, shareholders would be able to verify the details.
- 7) The Meeting considered and casted vote in accordance with the agenda items without changing any important information and providing shareholders with the equal right to inspect the Company's operations, make inquiries, give opinions and make recommendations. The relevant committees and executives were in the Meeting to answer any inquiries at the Meeting.
- 8) In the event that many items needed to be approved in the same agenda item, each item would be considered separately so that shareholders could fully exercise their rights with prudence. For example, the agenda item to appoint directors.
- 9) In every agenda of the Meeting, the Company has a policy to present information to shareholders that is accurate, complete, sufficient, timely, equal and fair. This is done in order to support decision making in all matters as well as allow shareholders to fully express their opinions or make inquiries within the appropriate time frame.
- 10) The Company prepared the minutes of the Meeting completely, accurately, and transparently, and also recorded any important questions or comments in the minutes of the Meeting for the shareholders to verify. Due to the spread of Covid-19, apart from the

Social Distancing measure by arranging seats away from each other according to the guidelines of the Department of Disease Control, Ministry of Health, the Company also asked the attendees for their cooperation by refraining from asking live questions in the meeting and submitting questions instead to prevent the spread of the virus. Shareholders were informed to read the answers at the Company's website or in the Minutes of the 2022 Annual General Meeting of Shareholders, which will be published via the official communication channel of the SET.

8.2.3) The Day After the Shareholders' Meeting

- 1) The Company summarized the resolution of the Shareholders' Meeting and disseminated the information via the Stock Exchange of Thailand and the Company's website on the next business day after the Shareholders' Meeting was complete.
- 2) The Company prepared the minutes of the Shareholders' Meeting within 14 days in accordance with the law and submitted them to the Department of Business Development, the Ministry of Commerce, and the Stock Exchange of Thailand. This included the dissemination of the minutes of the Shareholders' Meeting through the communication channels of the Stock Exchange of Thailand and the Company's website, <https://investor.maleegroup.com/en/downloads/shareholders-meeting>, for the shareholders to consider and verify.
- 3) The Company facilitated the shareholders to receive dividends by transferring the money into bank accounts (in the case that a dividend was paid) in order for shareholders to receive their dividends quickly and on time, and to prevent any

problems from sending checks to shareholders, whether checks were late, damaged, lost, or shareholders changed addresses.

8.3) Responsibility to Shareholders

As for the equitable treatment of shareholders, the Company gives importance to treating every shareholder equally, both in terms of supporting the exercise of rights in various matters, receiving information that is complete, accurate, sufficient, timely, equal and fair in order to make decisions on appropriate profit share from the business according to the laws and regulations of the Company.

As for the information for the Shareholders' Meeting, the Company has a clear policy and intention to support and provide information for every shareholder. This includes institutional investors being able to exercise their rights in the Meeting and cast vote as needed.

- A) The Company announced the meeting invitation, meeting agenda, with supporting information and the directors' opinions on each agenda item to the Stock Exchange of Thailand and disseminated it through the Company's website for no less than 30 days prior to the date of the Meeting so that shareholders were able to fully study the information prior to the Meeting.
- B) The Company provided the rules and regulations for the Meeting, the voting procedures and shareholders' right in vote casting for the acknowledgement of shareholders prior to the Meeting.
- C) The Company prepared an invitation letter for the Shareholders' Meeting in both Thai and English and disseminated the information through the channels of the Stock Exchange of Thailand and the Company's website.

- D) The Company announced the results immediately after each agenda item was considered at the Shareholders' Meeting by using a barcode system which was quick and modern.
- E) The Company summarized the resolution of the Shareholders' Meeting and disseminated the resolution via the Stock Exchange of Thailand and the Company's website on the next business day after the Shareholders' Meeting was held.
- F) The Company completed the minutes of the Shareholders' Meeting within 14 days in accordance with the law and disseminated the minutes of the meeting through the communication channels of the Stock Exchange of Thailand and the Company's website, <https://investor.maleegroup.com/en/downloads/shareholders-meeting>, for shareholders to consider and verify.

8.4 The Protection of Minority Shareholders' Rights

- A) To ensure equal fairness to all shareholders, The Company has a policy to give shareholders the opportunity to propose agenda items and nominate candidates to be appointed as directors of the Company and/or submit inquiries that need clarifying for the proposed agenda item in advance in accordance with the Company's rules that are disseminated on the Company's website. Inquiries can be delivered via electronic mail or fax to the Company Secretary.
- B) The Company gave shareholders the opportunity to exercise the right to elect individual directors with prudence in order to give shareholders the opportunity to select the desired director.

- C) The Company facilitates all shareholders to attend the Meeting equally, whether it is a convenient meeting venue and an appropriate time. The Meeting is organized transparently and verifiably, not committing any actions that deprive shareholder rights and allows shareholders to make inquiries and express their opinions appropriately.
- D) The Company facilitated shareholders who were unable to attend the Meeting by themselves by allowing shareholders to authorize any person or have at least one independent director attend the Meeting and vote on their behalf and notify the names of the said independent director in the meeting invitation letters.
- E) The Company encouraged independent individuals to be vote counters and inspectors of vote counting in the Meeting, disclosed it to the Meeting for acknowledgment and wrote meeting minutes in the report.
- F) Considered and cast vote in accordance with the agenda item without changing any important information and providing shareholders with equal rights to inspect the Company's operations, make inquiries, give opinions and make recommendations. The relevant committees and executives were in the meeting to answer any inquiries at the Meeting.



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Malee





ORGANIZATION CHART, THE BOARD OF DIRECTORS PROFILES, SUB-COMMITTEE, EXECUTIVES AND EMPLOYEES, ETC.



ORGANIZATION CHART MALEE GROUP PUBLIC COMPANY LIMITED



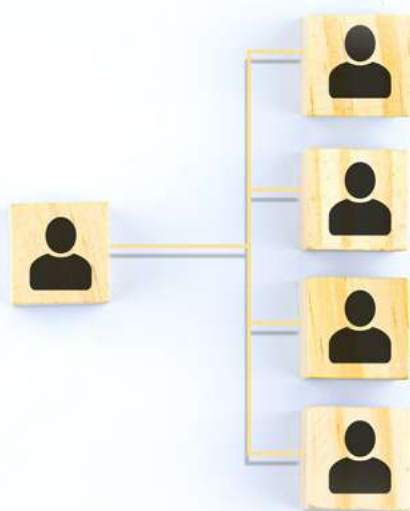
ORGANIZATION CHART, THE BOARD OF DIRECTORS PROFILES, SUB-COMMITTEE, EXECUTIVES AND EMPLOYEES, ETC.

7.2 The Board of Directors Profiles

Structure of the Board of Directors

The Board of Directors is responsible to shareholders in regards to carrying out the business operations of the Company so that they are following the goals and guidelines which will generate the maximum benefit for shareholders by taking into account the benefits of all stakeholders. As of December 31, 2022, the Board of Directors consisted of 7 members which were comprised of:

- A. Non executive directors
- B. 7 non-executive directors, in which 3 of the non-executive directors were independent directors



The Board of Directors

Currently, the Board of Directors consists of 7 members as follows:

1. Mrs. Chintana Boonyarat	Director/Chairman
2. Ms. Roongchat Boonyarat	Director/Chairman of the Executive Committee
3. Mr. Pichai Chirathivat	Director/Member of the Executive Committee
4. Mr. Kittti Vilaivarangkul	Director/Member of the Executive Committee/Member of the Risk Management Committee
5. Mr. Arin Jira	Director/Independent Director/Chairman of the Audit Committee/Member of the Risk Management Committee/Member of the Nomination and Remuneration Committee
6. Ms. Nart Fongsmut	Director/Independent Director/Chairman of the Nomination and Remuneration Committee/Chairman of the Risk Management Committee/Member of the Audit Committee
7. Mr. Arnunt Maiphum	Director/Independent Director/Member of the Risk Management Committee/Member of the Nomination and Remuneration Committee/ Member of the Audit Committee

Director Who Has Signatory Authority to Bind the Company

Directors who have signatory authority to sign on behalf of the Company:

- 1. Mrs. Chintana Boonyarat
- 2. Mr. Kittti Vilaivarangkul
- 3. Ms. Roongchat Boonyarat

2 of these 3 directors must jointly affix their signature with the Company's seal.



THE BOARD OF DIRECTORS PROFILES

MALEE GROUP PCL.

1. MRS. CHINTANA BOONYARAT

Position

Chairman of the Board of Directors

Age 71 Years Old

Date of First Director's Appointment August 17, 1999



No. of Rotation (Term of office)	Director: 7 Terms or 23 Years Chairman: 1 Term or 4 Years	
Education	Bachelor's Degree in Business Administration, Menlo College, USA	
Director Accreditation Program	- Director Certification Program (DCP 5/2000), Thai Institute of Directors Association (IOD) - Role of Chairman Program (RCP 15/2011), Thai Institute of Directors Association (IOD) - Top Executive Program in Commerce and Trade (TEPCot3), The University of the Thai Chamber of Commerce	
Training in the Past Year	None	
Work Experience	2018–Present	Chairman of the Board of Directors – Malee Group Public Company Limited
	1999–2018	Director – Malee Group Public Company Limited
	2008–2018	Member of the Executive Committee – Malee Group Public Company Limited
	2020–Present	Director – Central Plaza Hotel Public Company Limited
	2013–Present	Director – Central Marketing Group Co., Ltd
	2018–Present	Chairman of the Board of Directors – Abico Holdings Public Company Limited
Director/Executive Director in Other Listed Companies	Director – Central Plaza Hotel Public Company Limited	
Director/Executive Director in Other Non-Listed Companies	- Chairman of the Board of Directors – Abico Holdings Public Company Limited - Director – Central Group Company Limited	

Family Relationship between Director and Executive Management	- Parent of Ms. Roongchat Boonyarat – Director / Chairman of the Executive Committee - Sister of Mr. Pichai Chirativat – Director / Member of the Executive Committee	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	12,128,566 shares or 4.39%
	(as of Mar 14, 2023)	12,128,566 shares or 2.22%
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	5/5 Board of Directors Meetings	

2. MR. PICHAIR CHIRATHIVAT

Position

Director / Member of the Executive Committee

Age 62 Years Old

Date of First Director's Appointment April 5, 2012



No. of Rotation (Term of office)	4 Terms or 10 Years		Director/Executive Director in Other Listed Companies	Director – Central Retail Corporation Public Company Limited		
Education	• Master’s Degree in Business Administration, Azusa Pacific University, USA • Bachelor’s Degree in Business Administration, Claremont College, USA		Director/Executive Director in Other Non-Listed Companies	20 Companies		
Director Accreditation Program	• Directors Accreditation Program DAP 169/2020, Thai Institute of Directors Association (IOD) • Strategic Planning & Management in Retailing Program, IGDS • PSA Program (Class 98), The Psychological Security Association of Thailand • NCD Program (Class 53), National Defense College of Thailand • Advanced Security Management Program, The National Defense College Association of Thailand (NDCAT) • Capital Market Academy Leader Program, Class 22, Capital Market Academy • Executive Management with Business Development and Investment, Class 5, Institute of Business and Industrial Development (IBID) • Training Program for Senior Executive Development, Royal Thai Police		Family Relationship between Director and Executive Management	• Brother of Mrs. Chintana Boonyarat – Chairman of the Board of Directors • Uncle of Parent of Ms. Ms. Roongchat Boonyarat – Director / Chairman of the Executive Committee		
			Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	6,608,567 shares or 2.39%	
				(as of Mar 14, 2023)	6,608,567 shares or 1.21%	
			Stock Trading During the Year 2022	None		
Number of Meeting Attendance	5/5 Board of Directors Meetings 12/12 Executive Committee Meetings					
Training in the Past Year	None					
Work Experience	2012– Present	Director / Member of the Executive Committee – Malee Group Public Company Limited				
	2018– Present	Vice Chairman, Climate Change, Renewable Energy Industry Club – The Federation of Thai Industries (FTI)				
	2018– Present	Co-chairman of the Strategic Plan Committee, Digital Economy and E-Commerce – Board of Trade of Thailand				
	2018– Present	Vice Chairman – Driven Committee of TCC Digital Platform Project				
	1999– Present	Member of the Executive Committee – Central Group Co., Ltd				

3. MR. KITTI VILAIVARANGKUL

Position

Director / Member of the Executive Committee /
Member of the Risk Management Committee

Age 66 Years Old

Date of First Director's Appointment May 6, 2003



No. of Rotation (Term of office)	6 Terms or 19 Years	
Education	- Master's Degree in Business Administration, Thammasat University - Bachelor's Degree in Accounting (2nd Class Honors), Ramkhamhaeng University	
Director Accreditation Program	- Directors Accreditation Program (DAP 2005), Thai Institute of Directors Association (IOD) - Directors Certification Program (DCP 2010), Thai Institute of Directors Association (IOD) - Board Nomination and Compensation Program BNCP 2019, Thai Institute of Directors Association (IOD) - The Essential Subsidiary Governance Training for the board (GSP 2022), Thai Institute of Directors Association (IOD) - The Board's Role in Mergers and Acquisitions (BMA 2022), Thai Institute of Directors Association (IOD)	
Training in the Past Year	- The Essential Subsidiary Governance Training for the board (GSP 2022), Thai Institute of Directors Association (IOD) - The Board's Role in Mergers and Acquisitions (BMA 2022), Thai Institute of Directors Association (IOD)	
Work Experience	2003–Present	Director – Malee Group Public Company Limited
	2003–Present	Director – Malee Enterprise Co., Ltd.
	1999–Present	Director – Abico Holdings Public Company Limited
	1999–Present	Director – Abico Land Co., Ltd.
	1997–Present	Director – Abico Dairy Farm Co., Ltd.
	1997–Present	Director – PPO Farm Co., Ltd.

Director/Executive Director in Other Listed Companies	None	
Director/Executive Director in Other Non-Listed Companies	4 Companies: 1. Director – Abico Holdings Public Company Limited 2. Director – Abico Dairy Farm Co., Ltd. 3. Director – Abico Land Co., Ltd. 4. Director – PPO Farm Co., Ltd.	
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	5/5 12/12 4/4	Board of Directors Meetings Executive Committee Meetings Risk Management Committee Meetings

4. MS. ROONGCHAT BOONYARAT

Position

Director / Chairman of the Executive Committee

Age 38 Years Old

Date of First Director's Appointment March 29, 2013



No. of Rotation (Term of office)	4 Terms or 10 Years	
Education	- Master's Degree in Business Administration, Business Strategy and Marketing From Sasin Graduate Institute, Chulalongkorn University - Bachelor's Degree in Art in Economics, Bowdoin College, USA	
Director Accreditation Program	- Directors Certification Program DCP (195/2014), Thai Institute of Directors Association (IOD) - Director Briefing 4/2017 "The Sleeping Giants of Succession: 3 Forces You can Awaken to Accelerate Leadership Growth", Thai Institute of Directors Association (IOD) - Board Nomination and Compensation Program Class 14/2022 (IOD)	
Training in the Past Year	Board Nomination and Compensation Program Class 14/2022 (IOD)	
Work Experience	2018–Present	Director / Chairman of the Executive Committee – Malee Group Public Company Limited
	2018–Present	Director – Malee Enterprise Company Limited
	2018–2022	Director / Chairman of the Executive Committee / Chief Executive Officer – Malee Group Public Company Limited
	2013–2018	Director / Chief Operating Officer – Malee Enterprise Company Limited
	2013–2018	Vice Managing Director, Domestic Business – Malee Enterprise Company Limited
Director/Executive Director in Other Listed Companies	None	

Director/Executive Director in Other Non-Listed Companies	4 Companies: 1. Director / Chairman of the Executive Committee / Chief Executive Officer – Malee Enterprise Company Limited 2. Chairman of Board of Director – Malee Capital Co., Ltd. 3. Chairman of Board of Director – Malee International Co., Ltd. 4. Chairman of Board of Director – Malee Applied Science Co., Ltd.	
Family Relationship between Director and Executive Management	Daughter of Mrs. Chintana Boonyarat – Chairman of the Board of Directors	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	1,130,000 shares or 0.41%
	(as of Mar 14, 2023)	70,035,199 shares or 12.83%
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	5/5	Board of Directors Meetings
	12/12	Executive Committee Meetings

5. MS. NART FONGSMUT

Position

Independent Director / Member of the Audit Committee /
Chairman of the Nominating and Remuneration Committee /
Chairman of the Risk Management Committee

Age 60 Years Old

Date of First Director's Appointment May 9, 2014



No. of Rotation (Term of office)	4 Terms or 9 Years
Education	- Master's Degree in Business Administration, School of Management, Boston University, USA. - Bachelor's Degree in Doctor of Medicine (M.D.), Chulalongkorn University
Director Accreditation Program	- Director Accreditation Program (DAP), Class122/2015, Thai Institute of Directors Association (IOD) - Top Executive Program in Commerce and Trade (TEPCoT9), The University of Thai Chamber of Commerce
Training in the Past Year	None
Work Experience	2014–Present Independent Director / Member of the Audit Committee / Chairman of the Nominating and Remuneration Committee / Chairman of the Risk Management Committee – Malee Group Public Company Limited
	2017–Present Member of the Executive Committee Otium Living Pte., Ltd.
	2012–Present Director, Mater Dei Alumnae Association
	2001–Present Managing Director – Nap Nutriscience Co., Ltd.
Director/Executive Director in Other Listed Companies	None
Director/Executive Director in Other Non-Listed Companies	2 Company: 1. Member of the Executive Committee Otium Living Pte., Ltd. 2. Managing Director – Nap Nutriscience Co., Ltd.

Family Relationship between Director and Executive Management	None
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022) 148,200 shares or 0.05% (as of Mar 14, 2023) 148,200 shares or 0.03%
Stock Trading During the Year 2022	None
Number of Meeting Attendance	5/5 Board of Directors Meetings 4/4 Audit Committee Meetings 4/4 Risk Management Committee Meetings 2/2 Nominating and Remuneration Committee Meeting

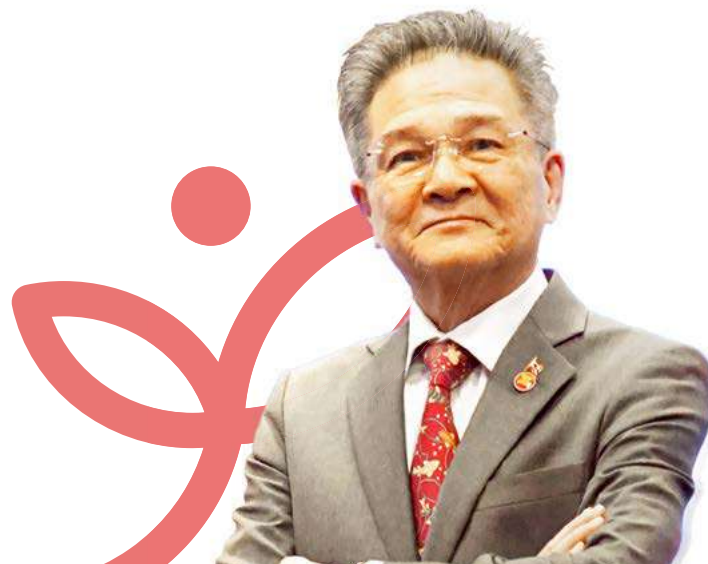
6. MR. ARIN JIRA

Position

Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nominating and Remuneration Committee

Age 73 Years Old

Date of First Director's Appointment May 10, 2018



No. of Rotation (Term of office)	2 Terms or 4 Years	
Education	- MBA, University of California, Berkeley, USA - Bachelor's Degree in Chemical Engineering, University of California, Berkeley, USA	
Director Accreditation Program	Director Accreditation Program (DCP) Class 155/2018, Thai Institute of Directors Association (IOD)	
Training in the Past Year	None	
Work Experience	2018–Present	Independent Director / Member of the Audit Committee / Chairman of the Nominating and Remuneration Committee – Malee Group Public Company Limited
	2019–Present	Chairman of the Board of Directors / Chairman of the Independent Committee – Thai O.P.P. Public Company Limited
	2008, 2009, 2019	Chairman – ASEAN Business Advisory Council
	2017–Present	Chairman – Amata Industrial Gas Co., Ltd.
	2009–Present	Vice Chairman – The Federation of Thai Industries
	2008–2021	Chairman – ASEAN Business Advisory Council, Thailand
	2006–Present	Senior Executive Advisor – Bangkok Industrial Gas Co., Ltd.
	2017–Present	Chairman – Yangon Industrial Gas Co., Ltd.
	2010–Present	Chairman – Map Ta Phut Industrial Gas Co., Ltd.

Director/Executive Director in Other Listed Companies	Chairman of Board of Director / Chairman of Independent Committee, Thai O.P.P. Public Company Limited	
Director/Executive Director in Other Non-Listed Companies	1 Company: 1. Chairman – Amata BIG Industrial Gas Co., Ltd.	
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	5/5 Board of Directors Meetings 4/4 Audit Committee Meetings 4/4 Risk Management Committee Meetings 2/2 Nominating and Remuneration Committee Meeting	

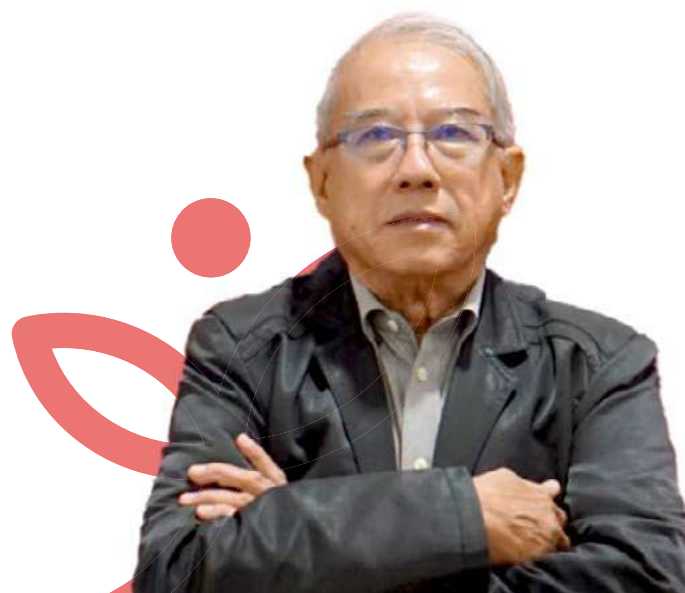
7. MR. ARNANT MAIPHUM

Position

Independent Director / Member of the Audit Committee / Member of the Risk Management Committee / Member of the Nominating and Remuneration Committee

Age 75 Years Old

Date of First Director's Appointment April 27, 2022



No. of Rotation (Term of office)	1 Term or 8 Month
Education	- Master Degree in Housing Development, Chulalongkorn University - Master Degree in Business Administration (MBA), Kasetsart University - Bachelor Degree in Financial Economic, University of the Thai Chamber of Commerce
Director Accreditation Program	Director Accreditation Program (DAP) Class 197/2022
Training in the Past Year	Director Accreditation Program (DAP) Class 197/2022
Work Experience	2022–Present Independent Director / Member of the Audit Committee / Member of the Nominating and Remuneration Committee / Member of the Risk Management Committee – Malee Group Public Company Limited
	2018–2022 Independent Director / Member of the Audit Committee / Chairman of the Nominating and Remuneration Committee / Member of the Risk Management Committee – Abico Holdings Public Co. Ltd.
	2011–2012 Lecturer of Executive MBA.– Khon Kaen University and Ramkhamhaeng University
	2003–2008 President, Financial Advisory for SMEs and Public, Fund Manager, Student loan Fund – Ministry of Finance.
	1999–2000 Director of the Center for Financial Advisory for Small and Medium Enterprises and the Public, Ministry of Finance
	1998–1999 Education Loan Fund Manager , Ministry of Finance
	1995–1998 Managing Director, Credit Fancier LPN Co., Ltd.

Director/Executive Director in Other Listed Companies	None
Director/Executive Director in Other Non-Listed Companies	None
Family Relationship between Director and Executive Management	None
Shareholding included spouse and minor child (%)	(as of Mar 14, 2022) None (as of Mar 14, 2023) None
Stock Trading During the Year 2022	None
Number of Meeting Attendance	3/3 Board of Directors Meetings 2/2 Audit Committee Meetings 3/3 Risk Management Committee Meetings 1/1 Nominating and Remuneration Committee Meeting

8. MS. NATTHARIN TALTHONG

Position

Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nominating and Remuneration Committee

Age 54 Years Old

Date of First Director's Appointment March 29, 2013

Expiration Date April 27, 2022



No. of Rotation (Term of office)	3 Terms or 9 Years
Education	- Master's Degree of Science in France, University of Colorado, Denver, USA - Bachelor's Degree in Economics and Business Administration, Kasetsart University
Director Accreditation Program	- Directors Accreditation Program (DAP), Class 69, Thai Institute of Directors Association (IOD) - Advanced Audit Committee Program (AACP), Class18/2015, Thai Institute of Directors Association (IOD) - The Executive Program in Energy Literacy for a Sustainable Future (TEA15), Thailand - Tourism Management program for Executives 2018, Tourism Authority of Thailand - Ultra Wealth-Invest Like A Master (2016), Thailand - The Capital Market Academy Leader program (CMA) Class 11 - Top Executive Program in Commerce and Trade (TEPCoT) - Private Banking Strategies & Techniques for Growth by Euromoney Training, London, United Kingdom - Private Bank – Rebuilding Private Banking after the Crisis, VRL Institute, Singapore - Leadership Greatness – Great Leader, Great Team, Great Results
Training in the Past Year	None
Work Experience	2013–Present Director / Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nominating and Remuneration Committee – Malee Group Public Company Limited
	2017–Present Director – Dusit Thani Properties Reit Company Limited

Work Experience	2014–Present	The Panel of Expert Market for Alternative Investment (MAI)
	2010–2013	Chairman of the Executive Committee – Kasikorn Securities Public Company Limited
	2010–2013	Head of K Group Private Banking Business, Kasikornbank Public Company Limited,
	2005–2009	Managing Director – Kasikorn Securities Public Company Limited
Director/Executive Director in Other Listed Companies	None	
Director/Executive Director in Other Non-Listed Companies	1 Company: Director – Dusit Thani Properties Reit Company Limited	
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	2/2 Board of Directors Meetings 1/1 Audit Committee Meetings 1/1 Risk Management Committee Meetings 1/1 Nominating and Remuneration Committee Meeting	

9. SUPAVADEE TANTIYANON

Position

Director / Independent Director

Age 57 Years Old

Date of First Director's Appointment April 11, 2019

Expiration Date April 27, 2022



No. of Rotation (Term of office)	1 Term or 3 Year
Education	- Bachelor Business Administration, Eastern Michigan University, USA - PG Certificate, MIT: Digital Transformation, 2561 - PG Diploma: Institute of Direct Marketing, UK - Direct Marketing 2003 - Digital Marketing 2013
Director Accreditation Program	Directors Certification Program DCP Class 282/2019, Thai Institute of Directors Association (IOD) Foundation in Design Thinking by IDEO
Training in the Past Year	- Ogilvy Consulting: Certificate on Behavioral Economics - Ogilvy Consulting: Certificate on Applied Behavioral Science - Cannes Lion-The School: Certificate on Goodvertising - Cannes Lion-WARC: Marketing Strategy
Work Experience	2019–Present Director / Independent Director – Malee Group Public Company Limited
	2019–Present Vice President – Marketing Association of Thailand
	2018–Present Managing Director – Creative Spice Co., Ltd. Associated Agency of Tribal Worldwide Managing Director / Founder – Experience Matters Co., Ltd.
	2016–2018 Chief Executive Officer, MullenLowe Group Thailand
	2012–2016 Digital Service Director, Minor International Group General Manager, Mysale Thailand (JV subsidiary of Minor Group)
	2010–2012 Regional Consultant, APAC, Ogilvy Asia
	2006–2010 Managing Director, OgilvyOne Thailand

Work Experience	2002–2006	Business Director (CRM & Digital), Leo Burnett Thailand
	1995–2002	Client Service Director, OgilvyOne Thailand
	1989–1995	Brand Manager (Pond's), Unilever Thailand
Director/Executive Director in Other Listed Companies	None	
Director/Executive Director in Other Non-Listed Companies	2 Companies: 1. Managing Director Business Development – Creative Spice Co., Ltd. 2. Managing Director / Founder – Experience Matters Co., Ltd.	
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	
Number of Meeting Attendance	2/2 Board of Directors Meetings	

MR. RAJDEV NARULA

Position

Chief Executive Officer

Age

52 Years Old

Date of Appointment as Chief Executive Officer

November 26, 2022



Education	• Lead to Win at London Business School, UK • Master of Business Administration in Marketing and Finance From SASIN of Chulalongkorn University • Bachelor of Art in Travel Industry and Hotel Management from Mahidol University International Program	
Director Accreditation Program	• Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)	
Training in the Past Year	• Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)	
Work Experience	2022–Present	Chief Executive Officer at Malee Group Public Company Limited
	2018–2022	Director, Head of Marketing Thailand & Indochina at Friesland Campina Thailand
	2017–2018	Senior Director, Head of Marketing ASEAN & Pacific at Philips Lighting Singapore.
	2014–2016	Director, Head of Consumer Marketing Asia Pacific at HP Inc Singapore.
Director/Executive Director in Other Listed Companies	None	

Director/Executive Director in Other Non-Listed Companies	None	
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	

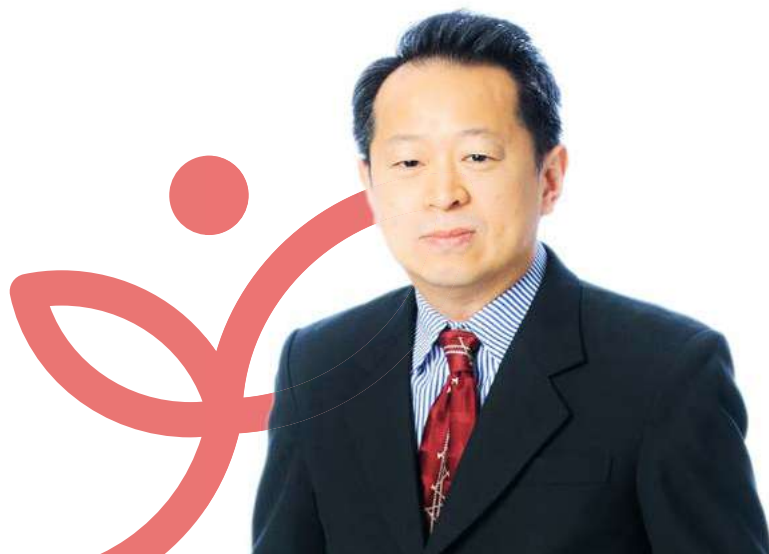
MR. PAITON EIAMSIRIKULMIT

Position

Company Secretary / Vice President of Corporate Affairs

Age 58 Years Old

Date of Appointment as Secretary May 13, 2013



Education	• Master of Science (Agricultural Economics) (Agricultural), Kasetsart University • Bachelor of Science (Agricultural Economics) (Agricultural), Kasetsart University
Director Accreditation Program	• Company Secretary Program (Class 57/2014), Thai Institute of Directors Association (IOD) • Board Report Program (Class 13/2014), Thai Institute of Directors Association (IOD) • Company Reporting Program (CRP 9/2014), Thai Institute of Directors Association (IOD) • Strategic CFO in Capital Market Program, course 7/20 Stock Exchange of Thailand • Outbound Investment: Legal & Tax Strategies, OMEGA WORLD CLASS Research Institute • Preliminary to Corporate Sustainability – Stock Exchange of Thailand
Training in the Past Year	• How Lean Six Sigma helps transform your business (In-house Training) • Preparedness to support the enforcement of PDPA for company secretaries, The Thai Listed Companies Association • SET Sustainability Reporting Guide ESG Metrics, The Stock Exchange of Thailand • Insights into setting up a management system in accordance with the PDPA Law B.E. 2562 (In-house Training) • PDPA enforce...what needs to be ready, The Thai Chamber of Commerce • Roles of executives and employees in anti-corruption (In-house Training) • Guidelines for ESG Integration in Equity Analysis and Presentation in Analyst Research Reports, The Securities and Exchange Commission

Work Experience	2011–Present	Vice President of Corporate Affairs – Malee Group Public Company Limited
	2013–Present	Company Secretary – Malee Group Public Company Limited
	2010–2011	Vice President of Supply Chain Management – Malee Group Public Company Limited
	2009–2010	Vice President of Financial Management – Malee Group Public Company Limited
Family Relationship between Director and Executive Management	None	
Shareholding included shareholding by spouse and minor child (%)	(as of Mar 14, 2022)	None
	(as of Mar 14, 2023)	None
Stock Trading During the Year 2022	None	

THE SCOPE OF DUTIES OF THE BOARD OF DIRECTORS

1) The Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors has a duty to comply with the law, objectives, the Articles of Association of the Company, and the resolutions of the Shareholders' Meeting by performing their duties with honesty and cautiously protecting the benefits of shareholders and stakeholders whether in the short-term or long-term and ensuring that the operations of the Company are in the direction that will bring maximum benefit to shareholders and stakeholders. The Board of Directors has a duty to appoint the Audit Committee and every sub-committee. The Board of Directors will oversee the establishment of the Company's vision, mission, strategy, goals, policies, and annual budget. The Board of Directors will jointly review and give comments annually in order to understand the overall picture of the business together before considering approval and following up with management so that it is following the set goals in order to adhere to the guidelines of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

- 1.1 Review and provide guidelines for the Company's strategy, important operating plans, risk policy, annual budget, and business plan. Set performance goals, observe the implementation, and supervise any important investment expenditures which include joint ventures and business sales.
- 1.2 Select, determine remuneration, assess the performance of executives on a regular basis (or remove them if necessary) and review the succession plan to ensure continuity.

- 1.3 Review the remuneration of directors and executives. Ensure that the Board of Directors has a formal and transparent process for nominating directors.
- 1.4 Ensure that the accounting system, financial reporting, and auditing are reliable. This includes supervising the process to have a sufficient internal control assessment, risk management, financial control, and legal compliance.
- 1.5 Monitor and manage conflicts of interest of the Management Team, the Board of Directors, and shareholders. This includes misusing Company assets and inappropriate actions with connected transactions.
- 1.6 Propose the appointment of suitable persons to be directors. Ensure that the structure and practices of the existing Board of Directors paved the way for appropriate corporate governance and ethical practices.
- 1.7 Directors are able to exercise discretion directly in the Company's business independently from the Management team and any other benefit groups. The directors must devote sufficient time and pay attention to the performance of duties according to their responsibilities.
- 1.8 Monitor and ensure that the Company's strategy is implemented in order to achieve performance according to plan well.

Roles and Responsibilities of the Chairman of the Board of Directors

1. Responsible as the leader of the Board of Directors to supervise, monitor and oversee business management of the Executive Committee and other sub-committees in order to achieve the objectives as planned.
2. Call for Board meetings and the Meeting of the Shareholders, take part in establishing regulations and the Meeting agenda with the president of the Company.

In case the person holding the position of Chairman of the Board of Directors is not an independent director, or the Chairman of the Board of Directors and the President are members of the same family, or the Chairman of the Board of Directors is a member of the executive committee or a working group, or is assigned to have administrative responsibilities, the Board of Directors will appoint one independent director to participate in determining the agenda of the Board of Directors meeting to comply with the good corporate governance principle.

3. Be the Chairman of the Meeting of the Board and in the case of an equal number of votes, the Chairman of the Board of Directors will

have an additional vote to be the deciding vote.

4. Be the Chairman of the Shareholders' Meeting who has a role in controlling the Meeting so that it is effective and in compliance with the Company's Articles of Association and also supports and allows shareholders to freely express opinions.
5. Not being the Chairman or member of the sub-committee, so that the performance of the sub-committee is truly independent.
6. Has a duty to supervise the use of policies and strategic operating guidelines for the Management Team. This includes giving advice and supporting business operations of the Management Team but does not participate in the Company's routine management.

The Board of Directors Meeting

The Management team will schedule meeting appointments for the Board of Directors and sub-committees a year in advance. The meeting agenda will be sent to the Board of Directors at least 7 days in advance so there is time to study the agenda information.

Schedule Meeting 2022 @ Malee Group Public Company Limited

MEETING MONTH MEETING TIME	AUDIT COMMITTEE MEETING (ACM) (09:00-12:00)	BOARD OF DIRECTORS (BOD) (10:00-12:00)	RISK MANAGEMENT (RISK) (14:00-17:00)	EXECUTIVE COMMITTEE (EX. COM) (10:00-12:00)	ANNUAL GENERAL MEETING (AGM) (10:00-12:00)
January				Friday 14	
February	Friday 25 (08.30-10.00)	Friday 25		Thursday 17	
March		Monday 14	Friday 18	Friday 18	
April				Thursday 21	Wednesday 27
May	Wednesday 11	Friday 13		Thursday 14	
June			Friday 17	Friday 17	
July				Friday 15	
August	Wednesday 10 (09.00-11.00)	Wednesday 10 (11.00-12.00)		Friday 19	
September			Friday 16	Friday 16	
October				Friday 14	
November	Thursday 10	Monday 14		Wednesday 16 (14.30-16.30)	
December			Friday 16	Friday 16 (09.30-12.00)	

The Board of Directors shall appoint an appropriate person as the Chairman of the Board of Directors and ensure that the composition and operations of the Board of Directors facilitate independent decision-making. Since the Chairman of the Board of Directors is not an Independent Director, the Board of Directors, therefore, considered appointing an Independent Director to jointly consider the agenda of the Board of Directors' meeting with the Chairman of the Board to encourage that there was a balance of power between the Board of Directors and the management.

Criteria for Consideration and Selection of Director Qualifications

Persons appointed to be on the Board of Directors must have the following qualifications:

1. There are no restrictions based on gender.
2. A person who does not have a tainted history and does not have any prohibited characteristics under the law and good corporate governance principles.
3. A person with vision and is able to look at the overall picture that is aligned with the Company's business strategy.
4. A person who relates well to others, is moral, and has a suitable personality.
5. A person who is skilled in communicating effectively.
6. A person who has business ideas and systematic decisions.
7. A person who has knowledge and understanding of finance, commerce, or industry and has experience in business administration.

Criteria for the Selection of Directors

1. A person who meets the qualifications of a director.
2. The entire Board should have various expertise that is beneficial to the Company's direction and controls the Company's operations.

Criteria for the Selection of Independent Directors

- 1) A person who meets the qualifications of the committee.
- 2) A director who can perform the duties and express independent opinions, using their own discretion, and be ethical by adhering to the benefits of the organization and not only taking into account the benefits of the major shareholders, minor shareholders, or oneself.
- 3) Has all the complete qualifications as specified by the Stock Exchange of Thailand and adheres to the following practice guidelines:
 - Holds no more than 1% of the total voting shares of the Company, affiliated companies, and associated companies, and is not a person with potential conflicts of interest (which includes related parties – under Section 258 of the securities law).
 - Does not participate in the management and is not an employee, staff member, or consultant who receives a regular salary or a controlling person the Company, affiliated companies, associated companies, or a person with possible conflicts of interest unless the person no longer receives any benefits in the aforementioned position for more than 2 years.
 - Does not have a business relationship, benefits nor vested interests, whether directly or indirectly, both financially and in the management of the Company, affiliated companies, associated companies, or a person that may have characteristics that cause a lack of independence.
 - Is not a close relative to any executives, major shareholders of the Company, affiliated company, associated company, or a person who may have a conflict and is not appointed as a representative to protect the benefits of the directors or major shareholders.
 - Discloses any relationships that may cause a lack of independence to the Board of Directors.

Diversity Policy in the Structure of the Board

The Board of Directors has a policy regarding the diversity of the structure of the Board of Directors. There are no restrictions related to education, gender, or specialization. Currently, the Board of Directors is comprised of 7 directors, 3 of which are female. The Board of Directors has expertise in operations related to the Company's business, whether finance, accounting, industry, engineering, sales and marketing, medicine, and agribusiness.

The Process for Selecting New Directors

The Board of Directors appointed the Nomination and Remuneration Committee to consider the selection of new directors. The Nomination and Remuneration Committee must consider the qualifications, experience, suitability, and ability to perform the work consistent with the Company's business strategy as a Company director. This includes considering the diversity in the structure of the Board when proposing new directors and complying with the Public Limited Act.

Recruitment of Directors and Executives

The appointment of the Company's directors shall be made in the Shareholders' Meeting in which a person that holds the position of director of the Company must be qualified and must not have any prohibited characteristics that are specified by law. The Board of Directors must have at least five (5) elected directors at the Shareholders' Meeting in accordance with the following criteria and methods:

- 1) Each shareholder has a vote, one vote per share. ski
- 2) For the selection of directors, a voting method may be used to select directors individually, one person at a time, or many directors at one time as the Shareholder Meeting deems appropriate. For each resolution, the shareholders must cast all the votes in accordance with clause 1, the votes cannot be divided to any other person.

- 3) The persons that receive the most votes in descending order will be selected as directors equal to the required number of directors that should be elected at that time. In the event that the next elected person has an equal number of votes and is more than the number of directors that should be elected at that time, the Chairman of the Meeting shall cast the deciding vote

In every Annual General Meeting of the Shareholders, if the number of directors cannot be divided into three parts, then the number of directors close to one-third shall retire. The committee members who vacate office according to this article may be re-elected.

In the event that the position of the director becomes vacant for other reasons, aside from the expiration of the term, the Board of Directors shall select any person who has the qualifications and does not have any prohibited characteristics prescribed by the law regarding public limited companies in the next meeting of the Board unless the director's remaining term is less than two (2) months. The person who is appointed as a replacement for the director will only serve for the remainder of the term of the director they replaced. The resolution of the Board of Directors must consist of votes of no less than three-quarters (3 in 4) of the remaining number of directors.

7.3 The Subcommittee

In addition, the Board of Directors appointed subcommittees that consist of the Executive Committee, the Audit Committee, the Risk Management Committee, and the Nomination and Remuneration Committee to perform specific duties and propose matters to the Board of Directors to consider or acknowledge. The said subcommittees have the rights and duties that are specified in the authority of each subcommittee. In addition, the Company set the scope of duties and authority for the Board of Directors, subcommittees, the Chairman of the Board, and the

Chief Executive Officer in writing in order to clearly define the scope of operations and responsibilities of each representative. This demonstrated that the Company is transparent, assigned duties and responsibilities clearly and systematically.

7.3.1 Audit Committee

Mr. Arin Jira	Chairman of the Audit Committee
Ms. Nart Fongsmust	Member of the Audit Committee
Mr. Arnunt Maiphum	Member of the Audit Committee

The Audit Committee consists of 3 independent directors, all of whom have knowledge, understanding and work experience. Ms. Arnunt Maiphum, Member of the Audit Committee, is knowledgeable, has expertise and experience in business administration, as well as expertise in accounting and finance. The Audit Committee is responsible for reviewing the Company so that it has accurate and sufficient financial reports, internal control systems, and an internal audit system that is suitable and effective.

In 2022, the Audit Committee held 4 meetings.

The Scope of Duties and Responsibilities of the Audit Committee

- 1) Review the quarterly financial statements and the annual financial statements. Collaborate with the auditors and relevant executives to propose them to the Board of Directors. Oversee the Company's financial reports so that they are accurate, complete, sufficient, and reliable.
- 2) Review to ensure that the Company complies with the requirements and the laws on securities and the Stock Exchange of Thailand.
- 3) Consider the disclosure of information which includes connected transactions or transactions that may have a conflict of interest.
- 4) Ensure that the Company has an appropriate and effective internal control system.

- 5) Consider selection/appointment/removal and propose the auditor's remuneration.
- 6) Review the adequacy of the internal control system and continually monitor significant risk management
- 7) Consider the independence of the internal audit department, to approve the appointment/ transfer/dismissal of the Head of the Internal Audit Department
- 8) Review the process to prevent the occurrence of corruption by having strict internal control measures that are suitable. The Company is a part of the Thai Private Sector Collective Action Coalition Against Corruption (CAC).

7.3.2 Nomination and Remuneration Committee

Ms. Nart Fongsmust	Chairman of the Nomination and Remuneration Committee
Mr. Arnunt Maiphum	Member of the Nomination and Remuneration Committee
Mr. Arin Jira	Member of the Nomination and Remuneration Committee

The Chairman and members of the Nomination and Remuneration Committee are independent directors of the Company. The entire committee or 100% of the Audit Committee Board are independent directors which are in accordance with the good corporate governance principles and ASEAN CG.

The Scope of Duties of the Nomination and Remuneration Committee

- 1) Consider the selection and screen suitable persons to be directors and propose them to the Board of Directors in order to nominate them to the Shareholders' Meeting for an appointment to the position.
- 2) Consider the selection and screen suitable persons to be the managing director and propose them to the Board of Directors for approval.
- 3) Propose guidelines for determining the remuneration criteria for the Company's executives at the management level.

- 4) Consider and screen the directors' remuneration rate to be proposed to the Board of Directors for approval at the Shareholders' Meeting.
- 5) Propose guidelines for issuing warrants to purchase shares of directors and employees. Propose them to the Company's Board of Directors, shareholders, and the SEC for approval.
- 6) Consider the allocation of warrants for directors and employees that have been approved to be directors and employees to be in accordance with the objectives of the project.

In 2022, the Nomination and Remuneration Committee held 2 meetings.

7.3.3 The Executive Committee

Miss Roongchat Boonyarat	Chairman of the Executive Committee
Mr. Pichai Chirathivat	Member of the Executive Committee
Mr. Kittti Vilaivarangkul	Member of the Executive Committee

The Scope of Duties and Responsibilities of the Executive Committee

- 1) Assist the Board of Directors in management by having strategies and policies to achieve the goals as approved by the Board of Directors.
- 2) Consider the Company's annual budget before proposing it to the Meeting of the Board of Directors for approval.
- 3) Prepare and propose strategies, business plans, and operations to the Board of Directors for approval.
- 4) Consider starting new business operations of the Company to be in compliance with the Company's policies before proposing them to the Meeting of the Board of Directors for approval.
- 5) Periodically review the business operations, both normal and non-normal transactions of each business line.

- 6) Hold a meeting every month to review and comment on the monthly profit and loss report that was prepared by executive management.

Perform any other duties assigned by the Board of Directors and the Executive Committee deems appropriate.

In 2022, The Executive Committee held 12 meetings.

7.3.4 Risk Management Committee

Ms. Nart Fongsmut	Chairman of the Risk Management Committee
Mr. Kittti Vilaivarangkul	Member of the Risk Management Committee
Mr. Arin Jira	Member of the Risk Management Committee
Mr. Arnunt Maiphum	Member of the Risk Management Committee

The Scope of Duties and Responsibilities of the Risk Management Committee

- 1) Assist the Board of Directors in risk management by having strategies and measures to control risk.
- 2) Review various risk that is related to the Company's business. Set acceptable risk limits and control the risk effectively.
- 3) Collaborate with the Management Team to review strategies, patterns, and procedures in the operations that reduce the major risk of the Company.
- 4) Review the Management Team's report on implemented procedures in order to supervise and control various risks of the Company.
- 5) Perform other duties as assigned by the Board of Directors and the Risk Management Committee deems appropriate.

In 2022, the Risk Management Committee held 4 meetings.

7.4 Executives Profiles

In 2022, the Company's Executive Team consists of 15 persons. The List of 15 senior executives are as follows:

1.	Mr. Rajdev Narula	Chief Executive Officer
2.	Mrs. Patnaree Sirilerdworakarn	Chief Financial and Accounting Officer
3.	Mr. Sorayot Ariyasa	Chief Operating Office
4.	Mr. Pattarar Tanangsungnoen	Advisor to CEO
5.	Mr. Suradach Srisuwan	Senior Vice President, Technology Strategy and Transformation
6.	Mr. Ekarin Pinij	Senior Vice President, Sales and Marketing
7.	Ms. Siriwan Finet	Senior Vice President, Human Resources
8.	Mr. Sura Siwilai	Senior Vice President, Supply Chain
9.	Mr. Prasith Surachetphanich	Senior Vice President , Quality Management
10.	Mr. Rung Sornin	Senior Vice President, Engineering
11.	Mr. Preecha Homchan	Senior Vice President, Production
12.	Mr. Paitoon Eiamsirikulmit	Vice President, Corporate Affairs
13.	Ms. Sumana Koedkanmag	Vice President, CEO Office
14.	Ms. Nidaporn Peerapornwiput	Vice President, Contract Manufacturing
15.	Ms. Ploynapas Puttisongkran	Assistant to Vice President of Accounting

Note: Number 1–11 and 15 on the list are executives according to the definition of the SEC.

Chief Executive Officer (CEO)

The Company has appointed Mr. Rajdev as the new Chief Executive Officer (CEO), effective from November 26, 2022.

The Scope of Duties and Responsibilities of the Chief Executive Officer (CEO)

1. Be responsible for determining the Company's business strategy, supervising the business operations and routine management in accordance with the Company policy to achieve the target efficiently, and to be in accordance with the guidelines that the Board of Directors and/or the Executive Committee specified
2. Coordinate with the head of the internal audit department and the Risk Management Committee to conduct business and manage risks of the Company to be in accordance with the objectives and the Article of Association of the Company as well as the resolutions of the Shareholders' Meeting and the Board of Directors. This includes the Company policies and good governance principles.
3. Supervise, oversee and support human resource management to be efficient and in line with the Company's business direction which includes the authority and responsibility.
4. Consider and approve payment for business transactions of the Company within the credit limit specified by the Board of Directors.

5. Assign a person or multiple persons to perform any act deemed appropriate on his/her behalf within the scope of authority granted. The said assignment must not contradict or conflict with the orders stipulated by the Board of Directors and/or the Executive Committee.
6. Have other authorities as specified by the performance rules. This includes the operational authority of the Company as assigned by the Meeting of the Board of Directors and/or the Executive Committee.

In this regard, the approval of the above transactions must not have the characteristic of transaction engagement that the Chief Executive Officer or the authorized person appointed by the Chief Executive Officer able to approve the transaction they may have a conflict of interest, or vested interests, or a conflict of interest with the Company or subsidiary. The approval of such transactions must be proposed to the Audit Committee Meeting and/or the Executive Board Meeting and/or the Meeting of the Board of Directors and/or the Meeting of the Shareholders (as the case may be) in order to consider and approve such transaction in accordance with the Article of Association of the Company, subsidiary or related laws.

The Remuneration Structure for Non-Executive Directors

The Company takes into account the roles and responsibilities of non-executive directors and arranges their compensations as follows:

1. Meeting allowance per meeting
2. Quarterly meeting allowance

Note: In addition to the directors' remuneration mentioned above, non-executive directors also received other benefits which included expenses from attending IOD training courses and other institutions related to the duties of directors, but no other compensation such as bonuses and pensions except for the Chairman who is provided with a Company car.

The Remuneration of Directors and Executives

- 1) The total remuneration of a total of 9 directors for the year 2022 was 3,499,06 Baht. (Please see the details in the attached document: The Meeting Allowance Table for Directors for the year 2022)
- 2) The total remuneration of 16 executive committee and executives in 2022 was 58,648,423 Baht.
- 3) Other Remuneration: The provident fund for 16 executives in 2022 totaled 841,023 Baht.

Comparison of Remuneration of Directors and Executives between 2021 and 2022

Remuneration	2021 (Baht)	2022 (Baht)
Directors' meeting allowance and yearly allowance	3,780,000	3,499,066
Total remuneration of Directors and Executives	51,964,836	58,648,423
Executives' provident funds	950,721	841,023

Directors' Meeting Attendance and Meeting Allowances in 2022

	Name / Position	Year of Tenure	Number of Meeting Attendance					Allowance				Total Remuneration
			Director	Member of the Audit Committee	Member of the Executive Committee	Director	Member of the Nomination and Remuneration Committee	Member of the Audit Committee	Member of the Executive Committee	Member of the Risk Management Committee	Member of the Nomination and Remuneration Committee	
1	Mrs. Chintana Boonyarat	2020	5/5	-	-	-	-	-	-	-	-	340,000
2	Mr. Kitti Vilaivarangkul	2020	5/5	-	12/12	4/4	-	-	240,000	40,000	-	490,000
3	Mr. Pichai Chirathivat	2021	5/5	-	12/12	-	-	-	240,000	-	-	450,000
4	Ms. Roongchat Boonyarat	2019	5/5	-	12/12	-	-	-	480,000	-	-	690,000
5	Mr. Nattharin Talthong	2019	2/2	1/1	-	1/1	1/1	78,351	-	10,000	10,000	170,219
6	Ms. Nart Fongsmut	2019	5/5	4/4	-	4/4	2/2	210,000	180,000	70,000	40,000	500,000
7	Mr. Arin Jira	2021	5/5	4/4	-	4/4	2/2	210,000	220,000	-	20,000	500,000
8	Ms. Supavadee Tantiyanon	2019	2/2	-	-	-	-	71,868	-	-	-	71,868
9	Mr. Arnunt Maiphum	2022	3/3	2/2	-	3/3	1/1	138,131	108,846	-	10,000	286,978
Total Remuneration								1,671,868	587,197	960,000	80,000	3,499,065

Note: Ms. Nattharin Talthong, Independent Director, completed her term on April 27, 2022 and ended her position.

• Ms. Supavadee Tantiyanon, Independent Director, completed her term on April 27, 2022 and ended her position.

• Mr. Arin Jira was appointed as Chairman of the Audit Committee, Member of the Risk Management Committee, and Member of the Nomination and Remuneration Committee since May 13, 2022

• Ms. Nat Fongsmut was appointed to the position of Chairman of the Risk Management Committee and Chairman of the Nomination and Remuneration Committee since May 13, 2022

• Mr. Arnunt Maiphum was appointed as an independent director since April 27, 2022, and to the position of Member of the Audit Committee, Member of the Risk Management Committee, and Member of the Nomination and Remuneration Committee since May 13, 2022

The Remuneration Structure for Non-Executive Directors

Name / Position			Allowance					Total Remuneration
			Director	Member of the Audit Committee	Member of the Executive Committee	Member of the Risk Management Committee	Member of the Nomination and Remuneration Committee	
1	Mrs. Chintana Boonyarat	- Chairman of the Board of Directors	340,000	-	-	-	-	340,000
2	Mr. Kitti Vilaivarangkul	- Director - Member of the Executive Committee - Member of the Risk Management Committee	210,000	-	240,000	40,000	-	490,000
3	Mr. Pichai Chirathivat	- Director - Member of the Executive Committee	210,000	-	240,000	-	-	450,000
4	Ms. Roongchat Boonyarat	- Director - Chairman of the Executive Committee	210,000	-	480,000	-	-	690,000
5	Ms. Nart Fongsmut	- Independent Director - Chairman of the Nomination and Remuneration Committee - Member of the Audit Committee - Chairman of the Risk Management Committee	210,000	180,000	-	70,000	40,000	500,000
6	Mr. Arin Jira	- Chairman of the Audit Committee - Independent Director - Member of the Risk Management Committee - Member of the Nomination and Remuneration Committee	210,000	220,000	-	50,000	20,000	500,000
7	Mr. Arnunt Maiphum	- Independent Director - Member of the Audit Committee - Member of the Risk Management Committee - Member of the Nomination and Remuneration Committee	138,131	108,846	-	30,000	10,000	286,978
8	Ms. Supavadee Tantiyanon	- Independent Director	71,868	-	-	-	-	71,868
9	Ms. Nattharin Talthong	- Independent Director - Chairman of the Audit Committee - Member of the Risk Management Committee - Member of the Nomination and Remuneration Committee	71,868	78,351	-	10,000	10,000	170,219
Total Remuneration			1,671,867	587,197	960,000	200,000	80,000	3,499,065

Note: No. 8-9 expire 27 Apr 22

Remuneration Structure of Non-Executive Directors

The Company promotes equality for both executive and non-executive directors by establishing the remuneration structure for all directors as follows:

Remuneration Details	2022	
	Remuneration (Baht per time)	Meeting Allowance (Baht per quarter)
The Board of Directors - Chairman of the Board of Directors - Director	20,000 10,000	60,000 40,000
The Executive Committee - Chairman of the Executive Committee - Member of the Executive Committee	20,000 10,000	60,000 30,000
The Audit Committee - Chairman of the Audit Committee - Member of the Audit Committee	20,000 10,000	45,000 35,000
The Risk Management Committee - Chairman of the Risk Management Committee - Member of the Risk Management Committee	20,000 10,000	– –
The Nomination and Remuneration Committee - Chairman of the Nomination and Remuneration Committee - Member of Nomination and Remuneration Committee	20,000 10,000	– –
Remuneration and Benefits Other than Meeting Allowance and Quarterly Allowance	Only the Chairman of the Board of Directors of the Company who was provided with the Company car	



Remuneration of the Chief Executive Officer (CEO)

The Nomination and Remuneration Committee considered the remuneration rate and other benefits with senior executives to request approval from the Meeting of the Board of Directors. The Company's remuneration of the Chief Executive Officer (CEO) consists of salary, a Company vehicle along with a driver, Company welfare, a provident fund, and bonuses which depended on the Company's operating performance.

Remuneration of Executives

1. Monetary Remuneration

The Company paid remuneration to Directors and Executives as follows:

	2022	
	Person	Amount (Baht)
Salary and bonus	18	66,166,951
Provident fund contributions	18	999,975

2. Other Remuneration

The Company has provided senior executives with the Company cars. The Company does not provide remuneration to Directors or employees in the form of shares, debentures, or any other securities.

7.5 Employees Profiles

The change in the total number of employees of the Company during the past three years are as follows:

- As of December 31, 2020, there are a total of 1,193 employees.
- As of December 31, 2021, there are a total of 1,004 employees.
- As of December 31, 2022, there are a total of 1,337 employees.

Due to the impact of the COVID-19 situation together with the continuous improvement of the Company's operational efficiency, the number of employees decreased each year in accordance with the suitability of the business. The Company has not had a significant change in the number of employees during the past three years.

Remuneration of Employees

The Company has a policy to pay remuneration to employees by considering appropriate and fair amount in accordance with the knowledge, capability, and performance of each employee and in accordance with the remuneration average rate of other business in the same industry. This must be suitable for business expansion and the growth of the Company as well.

In regards to the short-term remuneration, the Company pays remuneration to employees in various ways such as salaries, bonuses, overtime pay and other remuneration which includes transportation costs and telephone costs to perform duties, etc. In this regard, the remuneration of the employees will depend on the performance measurement of the employees at all levels in the form of the Performance Index or Key Performance Indicator (KPI) and other measuring tools in which the supervisor must evaluate each employee. The increase of salary and annual bonus payments are based on the performance result of the assessment or KPI and other measuring tools each year.

In regards to long-term remuneration, the Company established a provident fund for everyone in the organization. The Malee Sampran Savings Cooperative Limited was also established to save money and alleviate the suffering of employees who are members of the cooperative in the case where it is necessary to use money for personal reasons.

This also includes the policy to increase the competitiveness of the Company Group to retain and motivate talented employees by offering benefits in the form of rewards. This includes promotions for the work accomplished in the past year in order to motivate and create incentives for future work at the organizational and employee levels.

Details of remuneration for employees (excluding executives) in monetary form for the year 2022 can be summarized as follows:

Type of Remuneration	Remuneration (Baht million)
Total Salary	423.46
Bonus	21.01
Provident Fund Contribution	7.63
Social Security Contribution	7.19
Workmen's Compensation Fund Contribution	0.45
Overtime Pay	39.14
Total	498.88

7.6 Other Significant Profiles

Company Secretary

According to the Securities and Exchange Act, No.4, B.E. 2551, Section 89/15, the Board of Directors must have a Company Secretary who is responsible for the operations of the Company on behalf of the Company or the Board of Directors. The Company appointed a person who has appropriate qualifications and experience to be the Company Secretary. The Board of Directors appointed Mr. Paitoon Iamsirikulmit to be the Company Secretary on May 13, 2013. The Company Secretary has the following qualifications, attributes, duties and responsibilities as follows:

Qualifications and Attributes

- Bachelor's degree
- Knowledge of various legal principles related to the Company and the SEC
- Good human relations and ability to communicate well
- Knowledge of corporate governance

The Scope of Duties and Responsibilities for the Company Secretary

- 1) Be a consultant and secretary of the Board of Directors and subcommittees.
- 2) Be the center of communication between the Board of Directors, executives, shareholders, and supervisory agencies.

- 3) Prepare and maintain the following documents:
 - Director Registration
 - Meeting invitation letter to the Board of Directors' Meeting, minutes of the Board of Directors' Meeting, and the Company's annual report
 - Meeting invitation letter to the Shareholders' Meeting and minutes of the Shareholders' Meeting
- 4) Keep vested interests report which was reported by the directors or executives.
- 5) Carry out other tasks as specified by the Capital Market Supervisory Board.
- 6) Oversee the disclosure of information and report to be in accordance with relevant laws and regulations and good corporate governance.

The Company also set up an investor relations unit with Mr. Paitoon Eiamsirikulmit, Deputy Managing Director of Corporate Affairs, to communicate with shareholders both institutional and retail investors as well as institutional analysts, make an appointment to visit the Company, meet and talk with the company's top executives, and will publish the Company information both financial and general information

to shareholders, securities analysts, and investors. This unit serves as a channel to communicate with investors by contacting 02-080-7899 ext. 1131; Company investor relations website ir@malee.co.th.

Internal Audit Department

The Company has its own internal audit department in which Ms. Pornmanee Kaewjairak is the Assistant Managing Director of the Internal Audit Department in 2022 who report to the Audit Committee directly.

Accounting Supervisor

The Company has appointed Ms. Nataya Lohasarn, Accounting Manager (Consolidation), to be the supervisor of the Company's accounting.



Remuneration of the Auditor

EY Company Limited is the new auditor of the Company and its subsidiaries in the fiscal year of 2022, which are affiliated with the same audit firm. The list of certified auditors are as follows:

1. Mr. Supachai Phanyawattan	Certified Public Accountant Registration No. 3930, and/or
2. Mr. Chatchai Kasemsrithanawat	Certified Public Accountant Registration No. 5813, and/or
3. Mr. Preecha Arunnaral	Certified Public Accountant Registration No. 5800, and/or
4. Ms. Sutthirak Fakon	Certified Public Accountant Registration No. 7712

The auditor's remuneration for the year 2021 compared to the year 2022 is as follows:

Remuneration	2021	2022
1. Audit Fee for the Company	2,450,000 Baht	2,450,000 Baht
2. Other Fees	-	-
Total	2,450,000 Baht	2,450,000 Baht

Note:

* This does not include other remuneration such as transportation costs for business operation in other provinces or accommodation costs in other provinces.

** Annual Audit Fee, Non-Audit Fee – None –

The Company has set the rate of remuneration for the audit of the Company's financial statements not exceeding 2,450,000 baht per year, and not exceeding 1,300,000 baht per year for its subsidiaries. The total is not more than 3,750,000 baht, excluding other expenses such as transportation expenses for working in other provinces, etc., as presented by the Audit Committee.

Overseas company supervisor

The Company has assigned Mr. Pattarar Tanangsunnoen, Advisor to CEO, to be the supervisor of overseas companies and contact information in Thailand.

ประโยชน์ทุกหยด เข้มข้นทุกสัมผัส

จากนมโคแท้ 100%

#รสชาติที่แท้จริงของนมวัว



ตรา

ฟาร์มโชคชัย

โอมใหม่!



ควรทานอาหารหลากหลายครบ 5 หมู่ ในสัดส่วนที่เหมาะสมเป็นประจำ



REPORT ON KEY PERFORMANCE IN CORPORATE GOVERNANCE



REPORT ON KEY PERFORMANCE IN CORPORATE GOVERNANCE

The Board of Directors adheres to the principles of good corporate governance with ethical standards, a Code of Conduct, and a sustainability management framework to develop and enhance the Company's good corporate governance. This will create fairness and confidence for all groups of stakeholders, and develop sustainable growth and a transparent and ethical organization based on honesty, accountability, and anti-corruption in all forms. Therefore, the Board of Directors has acted as the self-regulated supervisor of the Company operations. In summary, the key points in 2022 are as follows:

- Review the corporate governance policy, business ethics, and the charter of the Board of Directors and sub-committees, in accordance with the principles of good corporate governance for listed companies in 2017 (CG Code). The Board of Directors considered and saw that the Company has applied all 8 CG Code practices as appropriate. However, as for any guideline in the CG Code that is not suitable for the Company's business operations, the Board of Directors has assigned the Executive Committee together with the Management to review the matter annually and propose appropriate replacement measures
- Supervise the operations of the Board of Directors and sub-committees in accordance with the good corporate governance policy.

- Provide an evaluation of the Board of Directors' performance, sub-committees, and Chief Executive Officer, both collectively and individually, in accordance with the principles of corporate governance. This includes using the aforementioned evaluation results to develop and improve for better efficiency including a summary of the Board's assessment results, sub-committees, and Chief Executive Officer presented to shareholders in the annual report for acknowledgment

As for the self-assessment of the Board of Directors, sub-committees, and Chief Executive Officer, the evaluation form was used according to the example of the Stock Exchange of Thailand which covers important matters as follows:

- As for the Board of Directors and sub-committees, these matters consist of 4 topics: structure and qualifications of the board of directors, meeting of the Board of Directors, roles, duties, and responsibilities of the Board of Directors, and, lastly, relationships with the management and Director's self-development. The overall assessment results in 2022 are at the level of "excellent".
- As for the Chief Executive Officer, these matters consist of 10 topics: Leadership, Strategy Formulation, Strategic Implementation, Financial Planning and Performance, Board

Relationships, External Relations, Management and Corporate Governance, People Relationships, Succession, Product and Service Knowledge, and personal features. The assessment results of the year 2022 overall are at the level of "excellent".

- Arrange meetings among non-executive directors without the involvement of the management, in accordance with the principles of corporate governance to provide opportunities for independent directors to freely discuss various issues about the management of the Company.
- Provide a summary report on the performance of all committees and present it to shareholders in the annual report for acknowledgment.
- As for information disclosure and transparency, the Board of Directors has provided annual data transactions (Form 56-1), annual report (Form 56-2), as well as disclosure of the Company's operating results quarterly as well as other important information continuously to shareholders, investors and the general public. The disclosure is completely important, sufficient, reliable and timely through various channels both the website of the SET and the website of the Company. The Company secretary and investor relations department is the main departments for disseminating information.
- As for the rights of shareholders, the Board of Directors gives the opportunity to shareholders each year to propose meeting agendas and to nominate persons to be considered for election as directors. This is done in advance for a period of 2 months before the agenda of the shareholders' meeting is set according to the rules in accordance with the Good Corporate Governance Principles for Listed Companies 2017 (CG Code).
- As for the equitable treatment of shareholders, the Board of Directors held an annual general meeting of shareholders every year. All important information has been provided to

shareholders in advance of the meeting for a long time, such as the date, time, place, and agenda of the meeting, as well as all information related to matters to be decided at the meeting and rules of the meeting. The information has been disclosed both on the website and the documents have been delivered to all shareholders for a long enough time to provide an opportunity for shareholders to study the information on the meeting in advance as well as facilitating the shareholders to exercise their rights to attend. The meeting and vote are fully done in parallel with the provision of safety measures in meeting attendance under the spread of COVID-19.

- To supervise the use of inside information (Insider Trading) to seek benefits, the Board of Directors has issued regulations and guidelines on the use of inside information by requiring directors, top executives, and information-related persons to refrain from trading in the Company's securities 30 days in advance of the announcement of the results of operations. The aim is to create transparency.
- As for the conflict of interest, the Board of Directors has set a policy on the principle that any decision of personnel at all levels in carrying out business activities must be done in the best interest of the Company. All personnel must avoid any financial involvement and/or relationships with other third parties that will result in the Company losing benefits, causing conflicts of interest, or hindering the operation. Those who are involved or connected with the considered items must notify the Company of their relationship or connection with the said transaction, and must not participate in the adjudication including no approval authority in that transaction.
- As for anti-corruption, the Board of Directors has approved the Company to announce its intention to become the Private Sector Collective Action Coalition Against Corruption (CAC) by being certified as a member of the

CAC Coalition since May 17, 2018, for 3 years. In 2021, the Company has been certified to extend the membership for another 3 years until 2024. Throughout the past, the Company had planned to maintain this membership qualification, such as training and communicating the policy to keep people in the organization always aware, continuously organizing promotional activities to change the behavior of employees, and creating awareness of personnel within the organization including whistleblowing in the event of corruption within the organization. This includes having measures to expand the CAC Code of Conduct with the Company's business partners. In 2022, the Company has continued to organize training for its partners, providing knowledge, objectives, and goals of declaring intentions and inviting partners to join together, announcing the intention to fight against corruption with the Company. This leads to good and sustainable success with partners.

- As for Whistle Blowing Center, the Company encourages employees and related persons to take part in reporting clues about actions that may cause suspicion of corruption to the Company to the "Chairman of the Audit Committee" who will consider the audit. This is done through several convenient channels for receiving complaints in screening and considering the matter for further submission to the Audit Committee and the Board of Directors. In addition, the Company has measures to protect and maintain company confidentiality, fairness, and protection of complainants and informants. The information, complaints, and documentary evidence of the complainant and the information provider will be kept confidential. In 2022, there is no complaint about corruption and ethics both inside and outside the organization.
- To ensure that there is an appropriate risk management and internal control system, the Board of Directors has set up a Risk Management

Committee to supervise and ensure that the Company There is a risk management and internal control system to effectively achieve the objectives, and complies with relevant laws and standards. Clear measures and responsible persons are set to consider various risk factors that might happen. Report and follow-up assessment and correction are done in a timely manner to prevent any damage to occur.

- To promote innovation and responsible business operations, the Board of Directors emphasizes and supports the creation of innovations that bring value to the business while creating benefits for all stakeholders involved and being responsible for society and the environment. The Board of Directors will monitor and ensure that the management operates business in a socially and environmentally responsible manner, while also reflected in the Operational Plan to ensure that all departments of the organization operate in compliance with the objectives, the Company's main goals, and strategic plans, and taking into account the roles of stakeholders. The Board of Directors provides a mechanism to ensure that the business Conduct is done ethically with social and environmental responsibility. Not a violation of the rights of stakeholders. This will be a guideline for every part of the organization to achieve the main objectives and goals that are sustainable.
- To supervise the operations of subsidiaries and joint ventures, the Board of Directors has the policy to monitor the management of subsidiaries and affiliated companies in order to maintain the benefits of the Company's investments. The Company has sent representatives to serve as directors. ("Representative Directors of the Company") in joint ventures in proportion to their shareholding in each company according to the joint venture contract. The aim is to act as a supervisor for the joint ventures so that they can operate in accordance with the Company's plans and

comply with the law, the Good Corporate Governance Policy, and the policy to supervise the operation of joint ventures, as well as other policies of the Company. Representative directors are responsible for supervising joint ventures. They are responsible for summarizing the report on the performance of joint venture companies in which they station for the Board of Directors' meeting. The aim is to inform periodically continuously and submit the quarterly operating results and financial statements which have been reviewed by a certified public accountant as well as information supporting the preparation of the said financial statements of joint ventures for the Company.

- As for Corporate sustainability, the Board of Directors is committed to the Company products that are developed to meet the needs of the economy, society, the environment, and stakeholders. The Company is responsible for products and processes without only limited to compliance with regulations and laws, but also to focus on minimizing the potential impact on the community, society, and environment, and creating coexistence of the Company and the community as well as respect the rights of stakeholders.

Due to the fact that the Company pays attention and has a strong determination to always drive the operations under the principles of good corporate governance, the Company received the results of the corporate governance assessment as follows:

- As for the assessment of the quality of the Annual General Meeting of Shareholders for the year 2022, the Company received the highest rating of 100 full points for the 3rd consecutive year from the Thai Investors Association.
- As for the governance assessment of listed companies for the year 2022, the Company received the highest evaluation score (Excellent – Excellent CG Scoring) at the level of 5 symbols for the 4th year in a row from the National Corporate Governance Committee and the Thai Institute of Directors Association (IOD)

Such success reflects our commitment to conducting business under the principles of good corporate governance. There is a management system that is efficient, transparent, and auditable. The Company continues to strive to continuously raise the standards of good corporate governance, strengthen and grow business for the Company in the long and sustainable term



As for the issues that have not been observed, the Board of Directors has considered and formulated an appropriate, adequate, and consistent approach to business operations and corporate culture. There are important cases as follows:

Issue that was not observed	Reason/Guideline
1. The Meetings of the Board of Directors should be held no less than 6 times per year	The Board of Directors appointed the Executive Committee to closely supervise and be a consultant to the Management Team regarding the business operations of the Company and to approve matters in accordance with the delegation of authority manual. The Executive Committee holds meetings on a monthly basis in accordance with the meeting schedule that was set in advance throughout the year and at least 10 meetings per year as stated in the Company Articles of Association.
2. The Chairman of the Board of Directors is not an independent director	-
3. The Board of Directors should use a Professional Search Firm or Director Pool for the recruitment of new directors	The Board of Directors assigned the Nomination Committee, which consists of experts from various professions, to consider and screen in accordance with the process and criteria for the selection of directors of the Company, to nominate persons with qualifications, attributes, and experience suitable for the position of the Company's director. Therefore, it can be considered that the Company has appropriate and effective procedures to recruit new directors.
4. The Board of Directors should consist of more than 50% Independent Directors	The Board of Directors consists of well-qualified members who have qualifications, various abilities, and experience. The Board of Directors consists of 3 Independent Directors of a total of 7 Directors. This is considered to be an appropriate proportion for the duties and responsibilities of the Board of Directors.
5. Set policies for the Board of Directors to notify buying/selling shares 1 day in advance prior to the date of buying/selling share.	The Company announced a "Blackout Period" to the Board of Directors, executives, and employees of the Company involved in the Company's operating performance to prohibit buying/selling shares 30 days in advance prior to the date of the announcement of the operating performance in each quarter.



INTERNAL CONTROL AND CONNECTED TRANSACTIONS



INTERNAL CONTROL AND CONNECTED TRANSACTIONS

9. Internal Control and Connected Transactions

9.1 Internal control

In accordance with the principles of good corporate governance, the Board of Directors has continually emphasized internal control by assigning the Audit Committee which consists of independent directors to review the internal control system assessment. There is an internal audit department that is independent of the management and reports directly to the Audit Committee to review the operations of the Company and its subsidiaries according to the annual audit plan approved by the Audit Committee. The aim is to ensure that the management will achieve the objectives of the Company.

The Board of Directors and executives are of the opinion that The Company's internal control system is appropriate, sufficient, and effective as follows:

1. The operations are done based on the objectives with efficiency and effectiveness
2. There is a thorough and efficient risk management of the organization.
3. Information systems, financially important information, and management and operations are reliable, complete, accurate, and timely.
4. There is a protection system to control, maintain and use the Company's assets for the benefit and division of worker duties. Operators and assessors are separated to ensure proper balance and check between each other, including information in the information system, safely and appropriately.
5. There are anti-corruption measures and appropriate hedging systems for activities that are prone to corruption.
6. Operations and Exertions are in accordance with the policies, rules, regulations, and requirements with consistency to other laws and regulations related to the Company's business operations.

9.2 Connected transactions with related parties

Related party transactions

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

(Unit: Million Baht)					
	Consolidated		Separate		Transfer Pricing Policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
	(Restated)				
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Sales of goods	-	-	1,521	1,385	As agreed
Management fee income	-	-	102	100	Contract price
Dividend income	-	-	80	-	As announcement
Others income	-	-	7	-	As agreed
Rental income	-	-	5	5	Contract price
Guarantee fee income	-	-	4	4	2.50 percent of the guarantee amount
Contract manufacturing service fee	-	-	8	-	As agreed
Purchases of raw materials and others	-	-	1	1	As agreed
Rental and service expenses	-	-	16	18	Contract price
Guarantee fee expenses	-	-	8	9	2.50 percent of the guarantee amount
Interest expenses	-	-	1	2	3.25 and 3.30 percent per annum
<u>Transactions with joint ventures</u>					
Sales of goods	11	31	-	-	As agreed
Marketing support income	-	2	-	-	Contract price
<u>Transactions with related companies</u>					
Management fee income	-	-	3	3	Contract price
Purchases of raw materials and others	-	-	13	13	As agreed
Contract manufacturing service fee	-	-	96	81	As agreed
Rental and service expenses	-	-	21	15	Contract price
Other service expenses	-	-	2	2	Contract price

As at 31 December 2022 and 2021, the balances of the accounts between the Group and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
<u>Trade and other receivables - related parties</u>				
<u>Trade receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	239,747	193,362
Joint ventures	4,192	11,126	-	1,980
Total trade receivables - related parties	4,192	11,126	239,747	195,342
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	17,994	27,563
Joint ventures	6,393	2,050	6,393	2,050
Related companies (Common shareholders/directors)	-	-	-	125
Total other receivables - related parties	6,393	2,050	24,387	29,738
Total trade and other receivables - related parties	10,585	13,176	264,134	225,080
<u>Deposit - related party</u>				
Subsidiary	-	-	8,125	-
Related company (Common shareholders/directors)	-	-	-	8,125
Total deposit - related party	-	-	8,125	8,125
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 19)</u>				
Subsidiaries	-	-	69,563	6
Related companies (Common shareholders/directors)	-	-	-	14,324
Total trade payables - related parties	-	-	69,563	14,330
<u>Other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	61,528	56,416
Related companies (Common shareholders/directors)	-	-	-	124
Director	205	-	205	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
Total other payables - related parties	205	-	61,733	56,540
Total trade and other payables - related parties	205	-	131,296	70,870

Advance received from related party

Subsidiary	-	-	7,429	30,000
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Short-term loans from related party

Subsidiary	-	-	-	40,000
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The above loans and interest are repayable within January 2023, unsecured, and carry interest at the rate 3.3 percent per annum. During the current year, the Company has already paid the principal repayment

ตัวเลือกที่ใช้
สำหรับคนใส่ใจตัวเอง

มาลีโคโค

น้ำมะพร้าว 100%
จากธรรมชาติ

แบรนด์ไทยที่ขายดีในเกาหลี*

Coconut
Water
100%

Refreshed

Potassium
Magnesium



Malee
COCO

100%
COCONUT WATER

น้ำมะพร้าว

ไม่เติมวัตถุให้ความหวาน

คุณค่าทางโภชนาการต่อ 1 แก้ว

พลังงาน	น้ำตาล	ไขมัน	โซเดียม
70 กิโลจูล	15 กรัม	0 กรัม	70 มิลลิกรัม
*4%	*25%	*0%	*4%

*คิดเป็นร้อยละของปริมาณสูงสุดที่บริโภคได้ต่อวัน



Malee



MALEE GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2022



REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To the Shareholders of Malee Group Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Malee Group 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 Malee Group 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 Malee Group Public Company Limited and its subsidiaries and of Malee Group 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 of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Emphasis of Matter

I draw attention to Note 1.2 to the consolidated financial statements regarding the acquisition of a subsidiary which was considered as business combination under common control. The Company has restated the comparative consolidated financial statements. My opinion is not modified in respect of this matter.

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.

Group restructuring and business combination under common control

In December 2022, the Company completed the acquisition of ordinary shares of Abico Holdings Public Company Limited with acquisition cost of Baht 1,497 million, which was paid through issuance of new shares of the Company to shareholders of Abico Holdings Public Company Limited. The management considered this transaction as business combination under common control. Due to the materiality of the transaction and the restatement of the comparative consolidated financial statements in accordance with Thai Financial Reporting Standards, I considered this as a key audit matter and examined this matter by:

- Reading related minutes of the Board of Directors and shareholders' meetings, as well as published information, to understand key terms and conditions
- Assessing the transaction under the condition of business combination under common control and the appropriateness of the identification of net assets acquired and net asset valuation procedures prepared by the management
- Testing the accuracy of the retrospective adjustments and evaluating the adequacy of the disclosures in accordance with the relevant Thai Financial Reporting Standards

Impairment of goodwill

As described in Note 17 to the consolidated financial statements, the impairment assessment on goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identified cash generating units by gaining an understanding of and testing the key assumptions applied by the management in preparing estimates of the cash flows expected to be realised from the group of assets and the discount rate and long-term growth rate applied. This involved making enquiry of responsible executives and comparing details with sources of information about the Group and the industry. I also compared past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. In addition, I reviewed the disclosure made with respect to the impairment assessment on goodwill in the notes to the consolidated financial statements.

Other Matter

The consolidated statement of financial position of Malee Group Public Company Limited and its subsidiaries as at 31 December 2020 (which has been adjusted for preparing the consolidated statement of financial position as at 1 January 2021 as described in Note 1.2 to the consolidated financial statements) was audited by another auditor, who expressed an unmodified opinion on that statement, under his report dated 22 February 2021.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

Sutthirak Fakon

Certified Public Accountant (Thailand) No. 7712

EY Office Limited

Bangkok: 27 February 2023

Malee Group Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		31 December 2022	31 December 2021	1 January 2021	31 December 2022	31 December 2021
		(Restated)				
Assets						
Current assets						
Cash and cash equivalents	8	98,097,076	125,564,860	97,623,633	26,293,526	39,657,026
Trade and other receivables	9	1,204,238,616	1,114,281,090	936,191,324	460,906,486	491,330,484
Current portion of lease receivables	22	-	-	-	2,506,998	2,431,065
Inventories	10	835,282,643	705,967,398	669,620,946	433,774,846	350,502,431
Other current assets		65,233,265	56,512,579	115,140,912	24,962,715	21,108,660
Total current assets		2,202,851,600	2,002,325,927	1,818,576,815	948,444,571	904,929,666
Non-current assets						
Lease receivables, net of current portion	22	-	-	-	41,684,117	44,191,115
Investments in subsidiaries	11	-	-	-	2,039,134,111	542,125,535
Investments in joint ventures	12	14,428,853	14,120,951	21,117,979	-	-
Other long-term loans	13	31,656,758	31,656,758	31,656,758	-	-
Property, plant and equipment	14	2,368,157,394	2,339,310,371	2,473,350,457	1,397,859,741	1,415,746,860
Right-of-use assets	22	503,462,104	509,535,864	537,963,362	299,688,494	286,309,244
Biological assets - dairy cow	15	50,451,500	49,938,300	46,249,500	-	-
Intangible assets	16	187,502,875	200,782,445	183,471,495	10,248,968	12,784,052
Goodwill	17	56,174,971	54,605,667	48,332,779	-	-
Deferred tax assets	28	140,962,856	238,580,586	215,708,145	111,933,545	190,428,236
Right to claim from the former shareholder		34,968,072	34,991,957	31,026,999	-	-
Other non-current assets		28,347,673	30,553,273	33,386,874	31,396,261	25,158,527
Total non-current assets		3,416,113,056	3,504,076,172	3,622,264,348	3,931,945,237	2,516,743,569
Total assets		5,618,964,656	5,506,402,099	5,440,841,163	4,880,389,808	3,421,673,235

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

Malee Group Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements			Separate financial statements	
	Note	31 December 2022	31 December 2021	1 January 2021	31 December 2022	31 December 2021
		(Restated)				
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts and short-term loans from						
financial institutions	18	1,399,643,748	1,348,196,731	1,247,177,884	911,043,312	951,281,841
Trade and other payables	19	1,216,116,404	977,773,978	883,034,029	588,153,251	439,389,430
Advances received from customers		51,995,732	82,702,340	25,896,538	14,366,111	75,436,688
Advance received from related party	7	-	-	-	7,429,027	30,000,000
Short-term loans from related party	7	-	-	-	-	40,000,000
Current portion of						
- Long-term loans from financial institutions	20	45,663,765	87,582,877	339,228,316	30,537,535	16,796,400
- Lease liabilities	22	68,822,023	72,258,986	91,775,164	40,098,926	37,452,516
Income tax payable		14,666,914	8,043,091	10,147,802	-	-
Other current liabilities		45,800,877	47,569,717	35,133,766	22,862,042	10,910,303
Total current liabilities		2,842,709,463	2,624,127,720	2,632,393,499	1,614,490,204	1,601,267,178
Non-current liabilities						
Net current portion of						
- Long-term loans from financial institutions	20	774,451,972	832,979,356	730,392,567	765,613,807	795,487,142
- Lease liabilities	22	181,792,937	203,500,849	244,932,518	217,772,897	224,125,104
Provision for long-term employee benefits	23	142,638,272	147,975,827	134,898,150	89,336,189	85,780,742
Deferred tax liabilities	28	134,356,399	118,951,208	115,771,819	-	-
Provision for taxation liabilities		34,968,072	34,991,958	31,026,999	-	-
Other non-current liabilities		10,623,814	-	-	12,126,275	1,502,450
Total non-current liabilities		1,278,831,466	1,338,399,198	1,257,022,053	1,084,849,168	1,106,895,438
Total liabilities		4,121,540,929	3,962,526,918	3,889,415,552	2,699,339,372	2,708,162,616

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

Malee Group Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		31 December 2022	31 December 2021	1 January 2021	31 December 2022	31 December 2021
		(Restated)				
Shareholders' equity						
Share capital						
Registered	24					
552,000,000 ordinary shares of Baht 0.5 each						
(31 December 2021: 276,000,000 ordinary shares of Baht 0.5 each)		276,000,000	138,000,000	138,000,000	276,000,000	138,000,000
Issued and fully paid up						
545,731,275 ordinary shares of Baht 0.5 each						
(31 December 2021: 276,000,000 ordinary shares of Baht 0.5 each)		272,865,638	138,000,000	138,000,000	272,865,638	138,000,000
Share premium	24	1,362,142,939	-	-	1,362,142,939	-
Deficit from business combination under common control	1.2	(355,182,536)	-	-	-	-
Retained earnings						
Appropriated - statutory reserve	26	14,000,000	14,000,000	14,000,000	14,000,000	14,000,000
Unappropriated		37,208,296	237,514,672	351,531,413	268,032,608	314,061,368
Treasury shares	1.2	(451,650,915)	(451,650,915)	(451,650,915)	-	-
Other components of shareholders' equity		533,048,853	254,123,285	230,587,746	264,009,251	247,449,251
Equity attributable to owners of the Company		1,412,432,275	191,987,042	282,468,244	2,181,050,436	713,510,619
Equity attributable to shareholders of subsidiaries before business combination under common control		-	1,239,538,957	1,163,446,399	-	-
Non-controlling interests of the subsidiaries		84,991,452	112,349,182	105,510,968	-	-
Total shareholders' equity		1,497,423,727	1,543,875,181	1,551,425,611	2,181,050,436	713,510,619
Total liabilities and shareholders' equity		5,618,964,656	5,506,402,099	5,440,841,163	4,880,389,808	3,421,673,235
		-	-	-	-	-

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

Directors

Malee Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021 (Restated)	2022	2021
Revenues					
Sales		6,536,673,668	5,649,674,729	2,754,928,832	2,538,049,844
Other income					
Gain from changes in fair value of biological assets - dairy cow		10,114,600	13,887,800	-	-
Management fee income		-	-	99,840,000	100,000,000
Dividend income		-	-	79,999,600	-
Exchange gains		-	-	1,864,538	-
Others		22,866,939	17,286,338	43,263,640	31,571,666
Total revenues		6,569,655,207	5,680,848,867	2,979,896,610	2,669,621,510
Expenses					
Cost of sales		5,455,651,146	4,642,645,386	2,479,310,470	2,246,844,777
Selling and distribution expenses		473,895,226	434,714,314	36,960,870	29,119,539
Administrative expenses		576,061,465	564,568,005	373,913,496	372,071,951
Impairment loss on investment in joint venture		-	-	-	99,372,066
Exchange losses		4,505,960	3,001,248	-	1,744,035
Total expenses		6,510,113,797	5,644,928,953	2,890,184,836	2,749,152,368
Operating profit (loss)		59,541,410	35,919,914	89,711,774	(79,530,858)
Share of loss from investments in joint ventures	12	(393,752)	(5,527,517)	-	-
Finance income		208,815	237,045	103,125	570,801
Finance cost		(85,468,156)	(82,001,468)	(64,003,263)	(69,065,039)
Profit (loss) before income tax		(26,111,683)	(51,372,026)	25,811,636	(148,025,096)
Income tax	28	(113,073,653)	6,924,185	(73,851,832)	8,605,404
Loss for the year		(139,185,336)	(44,447,841)	(48,040,196)	(139,419,692)
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency		5,078,825	37,941,891	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods		5,078,825	37,941,891	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial gain - net of income tax	28	9,647,523	-	2,011,436	-
Changes in revaluation of land - net of income tax	28	89,051,515	-	16,560,000	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		98,699,038	-	18,571,436	-
Other comprehensive income for the year		103,777,863	37,941,891	18,571,436	-
Total comprehensive income for the year		(35,407,473)	(6,505,950)	(29,468,760)	(139,419,692)

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

Malee Group Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2022

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
Note		2022	2021	2022	2021
			(Restated)		
Profit (loss) attributable to:					
Equity holders of the Company		(209,953,899)	(114,016,741)	(48,040,196)	(139,419,692)
Equity attributable to shareholders of subsidiaries before					
business combination under common control		98,213,078	77,137,038		
Non-controlling interests of the subsidiaries		(27,444,515)	(7,568,138)		
		<u>(139,185,336)</u>	<u>(44,447,841)</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		(106,262,821)	(90,481,202)	(29,468,760)	(139,419,692)
Equity attributable to shareholders of subsidiaries before					
business combination under common control		98,213,078	77,137,038		
Non-controlling interests of the subsidiaries		(27,357,730)	6,838,214		
		<u>(35,407,473)</u>	<u>(6,505,950)</u>		
Earnings per share					
	30				
Basic earnings per share					
Loss attributable to equity holders of the Company		<u>(0.73)</u>	<u>(0.41)</u>	<u>(0.17)</u>	<u>(0.51)</u>

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

Maalee Group Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2022

(Unit: Baht)

Consolidated financial statements													
Notes	Issued and fully paid-up share capital	Share premium	Deficit from business combination under common control	Retained earnings				Equity attributable to owners of the company				Other components of equity	
				Approved- statutory reserve	Unappropriated	Treasury shares	Foreign currency translation of financial statements in	Revaluation surplus on assets	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to shareholders of the subsidiaries before business combination under common control	Non-controlling interests of the subsidiaries	Total shareholders' equity
1, 2	139,000,000	-	-	14,000,000	351,331,413	-	(22,607,034)	253,194,780	230,367,746	734,119,159	-	105,510,968	839,630,127
	139,000,000	-	-	14,000,000	351,331,413	(451,630,915)	(22,607,034)	253,194,780	230,367,746	282,482,244	1,163,406,338	-	711,135,434
	-	-	-	-	(114,016,741)	-	23,535,539	-	23,535,539	(114,016,741)	77,137,038	(7,588,138)	(44,447,841)
	-	-	-	-	-	-	23,535,539	-	23,535,539	23,535,539	77,137,038	14,406,362	37,941,891
	-	-	-	-	(114,016,741)	-	23,535,539	-	23,535,539	(90,481,202)	77,137,038	6,808,214	(8,509,950)
	-	-	-	-	-	-	-	-	-	-	5,357,235	-	5,357,235
	-	-	-	-	-	-	-	-	-	-	(10,441,719)	-	(10,441,719)
	139,000,000	-	-	14,000,000	237,314,672	(451,630,915)	938,605	253,194,780	254,123,265	131,337,042	1,289,538,967	112,349,162	1,543,876,181
1, 2	139,000,000	-	-	14,000,000	237,314,672	(451,630,915)	938,605	253,194,780	254,123,265	131,337,042	1,289,538,967	112,349,162	1,543,876,181
	-	-	-	-	(209,953,899)	-	-	-	-	(209,953,899)	98,213,078	(27,444,515)	(136,185,336)
	-	-	-	-	9,647,523	-	4,932,040	69,061,516	54,045,565	103,691,079	-	86,785	103,777,863
24	134,965,930	1,352,142,938	-	-	(200,306,376)	-	4,932,040	69,061,516	54,045,565	(105,363,821)	98,213,078	(27,367,730)	(36,407,473)
	-	-	-	-	-	-	-	-	-	1,497,000,577	-	-	1,497,000,577
1, 2	-	-	(1,497,000,577)	-	-	-	-	-	-	(1,497,000,577)	-	-	(1,497,000,577)
1, 2	-	-	1,326,708,064	-	-	-	-	-	-	1,326,708,064	(1,326,708,064)	-	-
1, 2, 25	-	-	(164,962,013)	-	-	-	-	164,962,013	164,962,013	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	(11,045,381)	-	(11,045,381)
	272,965,539	1,352,142,938	(355,162,536)	14,000,000	37,335,236	(451,630,915)	5,920,505	537,138,308	533,046,863	1,412,432,275	-	61,951,452	1,437,423,727

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

Malee Group Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2022

	Note	Separate financial statements						(Unit Baht)
		Issued and fully paid-up share capital	Share premium	Retained earnings		Other components of equity		
				Appropriated - statutory reserve	Unappropriated	Other comprehensive income		
						Revaluation surplus on revaluation of assets	shareholders' equity	
Balance as at 1 January 2021		138,000,000	-	14,000,000	453,481,060	247,449,251	852,930,311	
Total comprehensive income for the year		-	-	-	(139,419,692)	-	(139,419,692)	
Balance as at 31 December 2021		138,000,000	-	14,000,000	314,061,368	247,449,251	713,510,619	
Balance as at 1 January 2022		138,000,000	-	14,000,000	314,061,368	247,449,251	713,510,619	
Loss for the year		-	-	-	(48,040,196)	-	(48,040,196)	
Other comprehensive income for the year		-	-	-	2,011,436	16,560,000	18,571,436	
Total comprehensive income for the year		-	-	-	(46,028,760)	16,560,000	(29,468,760)	
Issuance of additional ordinary shares	24	134,865,638	1,362,142,939	-	-	-	1,497,008,577	
Balance as at 31 December 2022		272,865,638	1,362,142,939	14,000,000	268,032,608	264,009,251	2,181,050,436	

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

Malee Group Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
		(Restated)		
Cash flows from operating activities				
Profit (loss) before tax	(26,111,683)	(51,372,026)	25,811,636	(148,025,096)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	262,927,672	271,076,817	122,007,874	129,435,644
Allowance for expected credit losses (reversal)	5,283,892	(3,124,106)	3,579,677	(1,729,580)
Reversal of reduce cost to net realisable value of inventories	(12,722,971)	(36,060,369)	(9,490,426)	(48,530,470)
Gain from changes in fair value				
of biological assets - dairy cow	(10,114,600)	(13,887,800)	-	-
Write-off of withholding tax	104,663	273,564	-	-
Impairment loss on investment in joint venture	-	-	-	99,372,066
Reversal of impairment loss of fixed assets	(246,513)	(1,972,585)	(246,513)	(1,972,585)
(Gains) losses on disposals/write-off of equipment	(1,061,818)	5,619,531	(876,164)	5,630,215
Loss from sales of biological assets - dairy cow	3,352,515	3,325,970	-	-
Unrealised gains on exchange	(4,209,092)	(1,326,914)	(3,705,130)	(1,368,417)
Share of loss from investments in joint ventures	393,752	5,527,517	-	-
Provision for long-term employee benefits	16,180,507	15,301,970	7,499,435	7,336,273
Dividend income	-	-	(79,999,600)	-
Finance income	(208,815)	(237,045)	(103,125)	(570,801)
Finance cost	85,468,156	82,001,468	64,003,263	69,065,039
Profit from operating activities before changes in operating assets and liabilities	319,035,665	275,145,992	128,480,927	108,642,288
Operating assets (increase) decrease				
Trade and other receivables	(95,566,545)	(178,196,660)	26,844,320	(185,450,425)
Inventories	(116,592,277)	(286,082)	(73,781,989)	59,283,338
Other current assets	(7,656,516)	66,168,865	(3,006,572)	15,666,021
Other non-current assets	(4,579,149)	2,341,408	(6,237,734)	1,548,213
Operating liabilities increase (decrease)				
Trade and other payables	208,063,195	85,547,523	90,516,867	27,507,763
Advances from customers	(30,708,608)	56,805,802	(31,070,577)	52,700,518
Advance received from related party	-	-	(22,570,973)	30,000,000
Other current liabilities	8,854,816	16,405,384	11,951,738	3,795,373
Other non-current liabilities	-	-	10,623,826	-
Provision for long-term employee benefits	(9,458,658)	(2,224,293)	(1,429,693)	(1,150,400)
Cash flows from operating activities	271,393,923	321,707,939	130,320,140	112,542,689
Cash received from interest income	208,815	237,045	103,125	570,801
Cash paid for interest expenses	(79,019,791)	(89,834,902)	(57,571,966)	(63,599,570)
Cash received from corporate income tax	6,759,309	492,193	-	-
Cash paid for income tax	(19,530,272)	(30,765,943)	(847,483)	(6,164,159)
Net cash flows from operating activities	179,811,984	201,836,332	72,003,816	43,349,761

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

Malee Group Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2022

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
		(Restated)		
Cash flows from investing activities				
Cash received from long-term loans to related party	-	-	-	31,500,000
Cash received from lease receivables	-	-	2,431,065	3,673,029
Cash received from capital decrease in subsidiary	-	-	-	30,000,000
Cash paid for investment in subsidiary	-	-	-	(40,000,000)
Cash received from dividend income from subsidiary	-	-	79,999,600	-
Cash received from sales of biological assets - dairy cow	6,248,885	6,873,030	-	-
Cash received from disposals of equipment	4,932,179	2,535,579	4,381,835	2,355,579
Cash paid for acquisitions of buildings and equipment	(75,379,390)	(53,954,895)	(23,782,563)	(33,492,802)
Cash paid for acquisitions of intangible assets	(3,343,179)	(3,216,339)	(3,343,179)	(2,605,683)
Net cash flows from (used in) investing activities	(67,541,505)	(47,762,625)	59,686,758	(8,569,877)
Cash flows from financing activities				
Increase in bank overdrafts	21,011,296	46,019,845	16,508,598	10,713,714
Cash received from short-term loans from financial institutions	3,304,078,234	3,175,641,784	2,711,030,625	2,552,066,584
Repayment of short-term loans from financial institutions	(3,273,642,782)	(3,120,642,782)	(2,767,777,752)	(2,566,030,082)
Cash received from repayment of short-term loans				
from related parties	-	-	-	40,000,000
Repayment of short-term loans from related parties	-	-	(40,000,000)	(29,000,000)
Cash received from long-term loans from financial institutions	20,000,000	10,871,200	-	-
Repayment of long-term loans from financial institutions	(120,609,621)	(160,586,850)	(16,132,200)	(14,540,660)
Repayment principal of lease liabilities	(81,251,291)	(64,678,276)	(48,583,345)	(34,726,637)
Dividend payment before business combination				
under common control	(11,043,981)	(1,044,480)	-	-
Net cash flows used in financing activities	(141,458,145)	(114,419,559)	(144,954,074)	(41,517,081)
Increase (decrease) in translation adjustments	1,719,882	(11,712,921)	-	-
Net increase (decrease) in cash and cash equivalents	(27,467,784)	27,941,227	(13,263,500)	(6,737,197)
Cash and cash equivalents at beginning of year	125,564,860	97,623,633	39,557,026	46,294,223
Cash and cash equivalents at end of year	98,097,076	125,564,860	26,293,526	39,557,026
	-	-	-	-
Supplemental cash flow information:				
Non-cash transactions				
Acquisitions of equipment for which cash has not been paid	29,545,036	1,119,509	26,640,296	1,119,509
Increase in right-of-use assets from lease liabilities	56,106,401	28,734,282	44,877,548	36,830,722
Decrease in right-of-use assets due to lease modification	-	(25,004,691)	-	(52,382,063)
Issuance of stock dividend before business combination				
under common control	-	9,397,239	-	-

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

Malee Group Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2022

1. General information

1.1 General information of the Company

Malee Group Public Company Limited (“The Company”) is a public company incorporated and domiciled in Thailand. The Group is principally engaged in the manufacture and distribution of agriculture products such as fruit juices, canned fruit, milk and cereal drink and non-alcohol beverage for local and export including, including agriculture and dairy farm. The registered office of the Company is at 401/1, Moo 8, Phaholyothin Road, Kookod, Lumlookka, Pathumthani.

1.2 Group restructuring and business combination under common control

On 27 April 2022, the Annual General Meeting of the Company’s shareholders passed a resolution approving a shareholding and management restructuring plan of the Company through the acquisition of ordinary shares of Abico Holdings Public Company Limited (“ABICO”). The Company paid for the new shares, at the swap ratio of one ordinary share of ABICO per 1.12930899 newly issued ordinary shares of the Company for the purpose of allocating them to ABICO’s shareholders who accept the offer. Subsequently, in May 2022, the Company increased the registered share capital from Baht 138 million to Baht 276 million by issuing 276 million new ordinary shares with a par value of Baht 0.50 each, a total of 138 million, in order to support the acquisition of shares of ABICO.

In October 2022, the Securities and Exchange Commission, Thailand approved the Company’s acquisition of ABICO’s ordinary shares, and the Company make offers for all 244 million issued ordinary shares of ABICO, representing 100 percent of shares in issue, between 28 October 2022 and 9 December 2022. Subsequently, on 15 December 2022, the Company allocated 270 million newly issued ordinary shares to shareholders of ABICO who accepted the offer and received the transfer of 239 million ordinary shares of ABICO, representing a 97.73% interest in such company. The newly issued ordinary shares of the Company of 270 million shares, par value of Baht 135 million, a par value of Baht 0.5 each as allocated for the interest in ABICO had the fair value of 5.55 Baht per share calculated with reference to the quoted price of the Company’s shares on the Stock Exchange of Thailand at the acquisition date. The fair value of the consideration transferred given was therefore Baht 1,497 million. The difference amounting to Baht 1,362 million was recorded as “Share premium” and presented as a separate item under shareholders’ equity in the statement of financial position.

As at 15 December 2022 (acquisition date), the value of the acquired assets and liabilities in the financial statements of Abico Holdings Public Company Limited and the impact on the consolidated financial statements were as follows:

	(Unit: Thousand Baht) Consolidated financial statements
Cash and cash equivalents	78,099
Trade and other receivables	498,766
Lease receivables	76,482
Inventories	249,964
Other current assets	11,391
Asset held for sale	197,660
Property, plant and equipment	731,044
Right-of-use assets	190,023
Biological assets - dairy cow	49,938
Intangible assets	2,373
Deferred tax assets	2,553
Other non-current assets	2,625
Short-term loans from financial institutions	(282,000)
Trade and other payables	(407,159)
Long-term loans from financial institutions	(10,861)
Lease liabilities	(202,733)
Other current liabilities	(7,587)
Provision for long-term employee benefits	(44,261)
Deferred tax liabilities	(55,489)
Other non-current liabilities	(8,111)
Net assets	1,072,717
Add: Cumulative losses and other comprehensive income from investment in associated company	253,991
Total net assets	1,326,708
Fair value of ordinary shares at the acquisition date	(1,497,009)
Deficit from business combination under common control	(170,301)

The Group recorded difference between the cost of the business combination under common control and the attributable net book value amounting to Baht 170 million and transfer of revaluation of land amounting to Baht 185 million as "Deficit from business combination under common control" and presented as a separate item under shareholders' equity in the consolidated statement of financial position.

Since the subsidiary remains under the common control of the ultimate shareholder, who is the same person before and after the restructuring. The Company's management considered this investment structure to be a business combination under common control. The Group treats the company acquired during the year as if it had always been a subsidiary of the Group. As a result, the statement of comprehensive income for the year ended 31 December 2022 includes the operating results of the subsidiary from 1 January 2022, regardless of the date on which the business combination under common control (the date of acquisition of the subsidiary's shares). In addition, for comparison purposes, the Company has restated the consolidated statement of financial position as at 31 December 2021, the consolidated statements of comprehensive income, changes in shareholders' equity and cash flow for the year then ended, presented here as comparative information, and presented the consolidated statement of financial position as at 1 January 2021 to reflect the effect of the business combination under common control.

Following the Company's acquisition of an investment in ABICO, there is a cross-shareholding between the Company and ABICO. ABICO previously held 27.21% of the total issued and paid-up shares, which the consolidated financial statements of ABICO presented as an investment in an associate using the equity method. After making the tender offer for all of ABICO's ordinary shares through issuance of new shares of the Company, the interest held by ABICO in the Company changes to 13.76 percent of the total issued and sold shares. In accordance with the guidance of business combination under common control, ABICO is treated as if it had always been a subsidiary of the Group. Therefore, the changes related to investment in associate have been reversed, which was recorded after the proceeds from the investment was received and treated as if the initial investment in the associate at cost was the Company's treasury shares in the amount of Baht 452 million, which was presented as "Treasury shares" in the shareholders' equity in the consolidated statement of financial position.

ABICO is required to divest its entire shares under the cross-shareholding in the amount of 75 million shares within 12 months from the date on which the Company holds shares in ABICO that represent more than 50% of the total voting rights. In this regard, ABICO considers two options for divesting shares under the cross-shareholding which are 1) sales of shares to third parties or a group of major shareholders of the Company 2) a specific reduction of the Company's shares held by ABICO. The impact of the divestment will be reflected in the shareholders' equity in the statements of financial position.

The consolidated statement of financial position as at 31 December 2021 and as at 1 January 2021, the related consolidated statements of comprehensive income and cash flow for the year then ended 31 December 2021 were adjusted to reflect the above transactions.

The amounts of the adjustments affecting the restated consolidated financial statements are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	As at 31 December 2021	As at 1 January 2021
Statement of financial position		
Assets:		
Increase in current assets	664,889	591,662
Increase in non-current assets	796,010	846,542
Liabilities:		
Increase in current liabilities	(650,269)	(597,824)
Increase in non-current liabilities	(22,742)	(128,585)
Shareholders' equity:		
Increase in treasury shares	451,651	451,651
Increase in shareholders' equity of subsidiaries before business combination under common control	(1,239,539)	(1,163,446)
Increase in shareholders' equity	(787,888)	(711,795)

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	For the year ended 31 December 2021	
Statement of comprehensive income		
Profit and loss:		
Increase in sales	2,192,395	
Increase in expenses	2,100,578	
Increase in profit for the year	77,137	
Earnings per shares (Baht):		
Increase in basic earnings per share	0.28	
Profit attributable to:		
Shareholders of subsidiaries before combination of business under common control	77,137	
Total comprehensive income attributable to:		
Shareholders of subsidiaries before combination of business under common control	77,137	

(Unit: Thousand Baht)

Consolidated financial statements

For the year ended 31 December 2021

Cash flow statement

Net cash flows from operating activities	127,945
Net cash flows used in investing activities	(13,508)
Net cash flows used in financing activities	(83,148)
Net increase in cash and cash equivalents	31,289

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 Malee Group Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2022</u>	<u>2021</u>
			Percent	Percent
<u>Subsidiaries directly owned by the Company</u>				
Malee Enterprise Company Limited	Distribution of canned food and beverage	Thailand	99.99	99.99
Malee International Company Limited	Importer, exporter, distribution of canned agriculture products, fruit juices and non-alcohol beverage	Thailand	99.99	99.99
Malee Capital Company Limited	Investment	Thailand	99.99	99.99
Malee Applied Sciences Company Limited	Research and development of scientifically, transformation, agriculture	Thailand	99.99	99.99

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2022 Percent	2021 Percent
Icon Foods LLC.	Distributor (not currently operate)	USA	99.00	99.00
Abico Holdings Public Company Limited	Investment	Thailand	97.73	-
<u>Subsidiaries held through Abico Holdings Public Company Limited</u>				
Abico Dairy Farm Company Limited	Manufacturing and contract manufacturing of ready to drink milk, drinks and fruit juice	Thailand	99.99	-
Abico Land Company Limited	Office buildings for rent	Thailand	99.99	-
PPO Farm Company Limited	Agriculture and dairy farm	Thailand	99.99	-
<u>Subsidiary held through Malee Capital Company Limited</u>				
Long Quan Safe Food Joint Stock Company	Distributor consumer products in Vietnam and neighboring countries	Vietnam	65.00	65.00
<u>Subsidiary held through Long Quan Safe Food Joint Stock Company</u>				
Tan Quang Minh Manufacture and Trading Company Limited	Manufacture and distributor consumer products in Vietnam and neighboring countries	Vietnam	100.00	100.00

- 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) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.

- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- g) 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.
- h) Equity of former shareholders before the restructuring represents the portion of profit or loss and net assets of the former shareholders before the restructuring under common control (Notes 1.2) and is presented separately in the consolidated profit or loss and under shareholders' equity in the consolidated statements of financial position in accordance with the accounting practice guidelines for business combinations under common control.

2.3 The separate financial statements present investments in subsidiaries and joint ventures under the cost method net of allowance for impairment loss (if any).

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current period

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 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. Cumulative effect of change in an accounting estimate related to useful life of trademark

During the current year, the Group has reviewed and changed the useful life of trademark to 15 years. The change became effective immediately from 1 January 2022 onwards. The change has the effect of increasing the loss of the Group for the year 2022 by Baht 8 million (net of income tax) (0.03 Baht per share).

5. Significant accounting policies

5.1 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 upon 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.

Revenue from sale related to contract manufacturing is recognised over time when services have been rendered taking into account the stage of completion.

Rendering of services

Service revenue is recognised over time when services have been rendered taking into account the stage of completion.

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.

5.2 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.

5.3 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 is measured using the standard cost method, which approximates actual cost and includes all production costs and attributable factory overheads.

Raw materials, packaging materials, spare parts and factory supplies, work in process, animal feeds, medicine, chemicals and medical supplies are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

5.4 Investments in subsidiaries and joint ventures

Investments in joint ventures are accounted for in the consolidated financial statements using the equity method.

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

5.5 Export incentive receivable

Export incentive, in the form of tax coupons, is recognised as revenue when the relevant export shipment is made. Export incentive is calculated by multiplying of the determined percentage and invoicing value based on F.O.B. basis.

5.6 Property, plant and equipment/Depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus on assets". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus on assets" in respect of the same asset.

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Land improvement	5 years
Buildings and buildings improvement	3 - 40 years
Machinery and equipment	4 - 20 years
Furniture and office equipment	5 years and 10 years
Motor vehicles	5 years

Depreciation of certain machinery is calculated by reference to their costs, on the units of production method.

Depreciation is included in determining income.

No depreciation is provided on land and assets under construction and 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.

5.7 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.

5.8 Biological assets - dairy cow

Biological assets - dairy cow of the Group are measured at fair value less costs to sell.

The fair value of dairy cow is determined on the market values of livestock of similar age, breed and genetic merit as appraised by an independent appraiser.

Agricultural produce is milk which are measured at their fair value less costs to sell at the point of harvest.

Any gains or losses arising from changes in the value of biological assets are recognised in profit or loss.

5.9 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible 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:

	<u>Useful lives</u>
Trademark	15 years
Customer relationship	7 years
Computer software	10 years

5.10 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of group of cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

Business combinations under common control

Business combinations under common control are accounted for using the pooling of interests method, with the cost of the business combinations under common control being the fair value, at the date of exchange, of the consideration transferred to obtain control. The assets and liabilities of the entities pooled are recognised based on their book values, in proportion to the interests previously under common control.

Differences between the cost of the business combination under common control and the acquirer's proportionate interests in the book value of the pooled entities is presented as "Surplus (deficit) on business combination under common control" in shareholders' equity.

Costs relating to business combinations under common control are accounted for as expenses in the period in which the business combination occurred.

5.11 Leases

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

The Group as a lessee

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

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses (if any), and adjusted for any remeasurement of lease liabilities (if any). 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 an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located 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.

Land	29 years
Buildings	3 - 20 years
Machinery and factory equipment	3 - 10 years
Office equipment	3 years
Motor vehicles	4 - 5 years
Tools	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.

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.

The Group as a lessor

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

5.12 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 joint ventures, 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.

5.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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.

5.14 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 and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss. However, in cases where property was previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

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

Defined benefit plans

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

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

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

5.16 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.

5.17 Income tax

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

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

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

5.18 Treasury shares

Treasury shares are stated at cost in the statements of financial position and presented as a deduction from shareholders' equity. If the selling price of treasury shares is greater than the purchase price of treasury shares, the Company recognises the difference under the caption of "Premium on treasury shares". If the selling price of treasury shares is less than the purchase price of treasury shares, the difference is initially deducted from premium on treasury shares, with the remainder deducted against retained earnings.

5.19 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 statements of financial position at fair value with net changes in fair value recognised in profit or loss.

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

Classification and measurement of financial liabilities

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 trade receivables, the Group applies a simplified approach in calculating ECLs. The Group recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

5.20 Fair value measurement

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

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

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

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

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

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

6. 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 for expected credit losses of trade receivables

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

Net realisable value of inventories

The management uses judgement to estimate the net realisable value of inventories based on the amount the inventories are expected to realise. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the end of reporting date. In addition, the management makes judgement and estimates expected loss from stock obsolescence based upon past sales history and the prevailing economic condition.

Property plant and equipment/Depreciation

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

The Group measures land at revalued amounts. Such amounts are determined by the independent valuer using the market approach. The valuation involves certain assumptions and estimates.

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.

Lease

Estimating the incremental borrowing rate - The Group as a lessee

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

Lease classification - The Group as lessor

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to exercise judgement as to whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

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.

7. Related party transactions

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

(Unit: Million Baht)

	Consolidated		Separate		Transfer Pricing Policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
	(Restated)				
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Sales of goods	-	-	1,521	1,385	As agreed
Management fee income	-	-	102	100	Contract price
Dividend income	-	-	80	-	As announcement
Others income	-	-	7	-	As agreed
Rental income	-	-	5	5	Contract price
Guarantee fee income	-	-	4	4	2.50 percent of the guarantee amount
Contract manufacturing service fee	-	-	8	-	As agreed
Purchases of raw materials and others	-	-	1	1	As agreed
Rental and service expenses	-	-	16	18	Contract price
Guarantee fee expenses	-	-	8	9	2.50 percent of the guarantee amount
Interest expenses	-	-	1	2	3.25 and 3.30 percent per annum
<u>Transactions with joint ventures</u>					
Sales of goods	11	31	-	-	As agreed
Marketing support income	-	2	-	-	Contract price
<u>Transactions with related companies</u>					
Management fee income	-	-	3	3	Contract price
Purchases of raw materials and others	-	-	13	13	As agreed
Contract manufacturing service fee	-	-	96	81	As agreed
Rental and service expenses	-	-	21	15	Contract price
Other service expenses	-	-	2	2	Contract price

As at 31 December 2022 and 2021, the balances of the accounts between the Group and those related companies are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
<u>Trade and other receivables - related parties</u>				
<u>Trade receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	239,747	193,362
Joint ventures	4,192	11,126	-	1,980
Total trade receivables - related parties	4,192	11,126	239,747	195,342
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	17,994	27,563
Joint ventures	6,393	2,050	6,393	2,050
Related companies (Common shareholders/directors)	-	-	-	125
Total other receivables - related parties	6,393	2,050	24,387	29,738
Total trade and other receivables - related parties	10,585	13,176	264,134	225,080
<u>Deposit - related party</u>				
Subsidiary	-	-	8,125	-
Related company (Common shareholders/directors)	-	-	-	8,125
Total deposit - related party	-	-	8,125	8,125
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 19)</u>				
Subsidiaries	-	-	69,563	6
Related companies (Common shareholders/directors)	-	-	-	14,324
Total trade payables - related parties	-	-	69,563	14,330
<u>Other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	61,528	56,416
Related companies (Common shareholders/directors)	-	-	-	124
Director	205	-	205	-
Total other payables - related parties	205	-	61,733	56,540
Total trade and other payables - related parties	205	-	131,296	70,870

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
<u>Advance received from related party</u>				
Subsidiary	-	-	7,429	30,000
<u>Short-term loans from related party</u>				
Subsidiary	-	-	-	40,000

The above loans and interest are repayable within January 2023, unsecured, and carry interest at the rate 3.3 percent per annum. During the current year, the Company has already paid the principal repayment

Directors and management's benefits

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Short-term employee benefits	88,516	79,770	57,149	53,807
Post-employment benefits	3,289	3,145	2,105	2,046
Total	91,805	82,915	59,254	55,853

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with a subsidiary and its subsidiary has outstanding guarantee obligations with the Company, as described in Note 21 to the consolidated financial statements.

8. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Cash	1,470	1,093	32	32
Bank deposits	96,627	123,630	26,262	38,683
Cheque in hand	-	842	-	842
Total	98,097	125,565	26,294	39,557

As at 31 December 2022, bank deposits in saving accounts and fixed deposits carried interests between 0.13 and 0.55 percent per annum (2021: between 0.13 and 0.40 percent per annum).

9. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	1,239	7,603	86,202	88,903
Past due				
up to 3 months	-	3,523	153,545	106,439
6 - 12 months	2,953	-	-	-
Total trade receivables - related parties	4,192	11,126	239,747	195,342
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	948,017	807,896	174,606	190,966
Past due				
Up to 3 months	225,244	267,876	16,717	65,772
3 - 6 months	251	262	-	-
6 - 12 months	-	120	-	-
Over 12 months	6,840	7,587	5,334	5,616
Total	1,180,352	1,083,741	196,657	262,354
Less: Allowance for expected credit losses	(12,266)	(9,223)	(7,053)	(5,454)
Total trade receivables - unrelated parties, net	1,168,086	1,074,518	189,604	256,900
Total trade receivables - net	1,172,278	1,085,644	429,351	452,242
<u>Other receivables</u>				
Other receivables - related parties	6,393	2,050	24,387	29,738
Other receivables - unrelated parties	2,626	1,571	-	-
Accrued income	25,998	25,831	9,148	9,350
Total	35,017	29,452	33,535	39,088
Less: Allowance for expected credit losses	(3,056)	(815)	(1,980)	-
Total other receivables - net	31,961	28,637	31,555	39,088
Total trade and other receivables - net	1,204,239	1,114,281	460,906	491,330

The normal credit term is 3 to 60 days.

Changes of allowance for expected credit losses of trade and other receivables are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Trade receivables		Other receivables		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Balance at the beginning of the year	9,223	12,193	815	969	10,038	13,162
Provision for expected credit losses (reversal)	3,043	(2,970)	2,241	(154)	5,284	(3,124)
Balance at the ending of the year	<u>12,266</u>	<u>9,223</u>	<u>3,056</u>	<u>815</u>	<u>15,322</u>	<u>10,038</u>

(Unit: Thousand Baht)

	Separate financial statements					
	Trade receivables		Other receivables		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Balance at the beginning of the year	5,454	7,184	-	-	5,454	7,184
Provision for expected credit losses (reversal)	1,599	(1,730)	1,980	-	3,579	(1,730)
Balance at the ending of the year	<u>7,053</u>	<u>5,454</u>	<u>1,980</u>	<u>-</u>	<u>9,033</u>	<u>5,454</u>

10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
		(Restated)		(Restated)		(Restated)
Finished goods	316,735	241,369	(4,441)	(11,031)	312,294	230,338
Raw materials	291,053	273,754	(13,920)	(14,004)	277,133	259,750
Packing materials	188,945	167,337	(14,914)	(20,270)	174,031	147,067
Spare parts and factory supplies	46,485	44,073	(465)	(1,158)	46,020	42,915
Work in process	8,513	2,691	-	-	8,513	2,691
Animal feeds, medicine, chemical and medical supplies	8,443	7,138	-	-	8,443	7,138
Raw materials in transit	8,849	16,068	-	-	8,849	16,068
Total	<u>869,023</u>	<u>752,430</u>	<u>(33,740)</u>	<u>(46,463)</u>	<u>835,283</u>	<u>705,967</u>

(Unit: Thousand Baht)

Separate financial statements

	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Finished goods	133,560	91,925	(423)	(3,500)	133,137	88,425
Raw materials	156,006	142,666	(7,054)	(7,165)	148,952	135,501
Packing materials	122,348	102,658	(3,890)	(9,500)	118,458	93,158
Spare parts and factory supplies	24,844	23,984	(465)	(1,158)	24,379	22,826
Goods in transit	8,849	10,592	-	-	8,849	10,592
Total	<u>445,607</u>	<u>371,825</u>	<u>(11,832)</u>	<u>(21,323)</u>	<u>433,775</u>	<u>350,502</u>

During the current year, the Group reversed the write-down of cost of inventories by Baht 13 million (2021: Baht 36 million) (the Company only: Baht 9 million 2564: Baht 49 million), and reduced the amount of inventories recognised as expenses during the year.

11. Investments in subsidiaries

11.1 Details of investments in subsidiaries as presented in separate financial statements

Company	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss on investments		Carrying amounts based on cost method - net	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
				(Percent)						
Malee Enterprise Company Limited	100,000	100,000	99.99	99.99	99,988	99,988	-	-	99,988	99,988
Malee International Company Limited	40,000	40,000	99.99	99.99	37,138	37,138	-	-	37,138	37,138
Malee Capital Company Limited	345,000	345,000	99.99	99.99	355,000	355,000	-	-	355,000	355,000
Malee Applied Sciences Company Limited	10,000	10,000	99.99	99.99	50,000	50,000	-	-	50,000	50,000
Icon Foods LLC.	USD 51 thousand	USD 51 thousand	99.00	99.00	1,291	1,291	(1,291)	(1,291)	-	-
Abico Holdings Public Company Limited	238,847	-	97.73	-	1,497,008	-	-	-	1,497,008	-
Total					2,040,425	543,417	(1,291)	(1,291)	2,039,134	542,126

During the year 2022, the Company had investments in Abico Holdings Public Company Limited, as described in Notes 1.2 to the consolidated financial statements.

11.2 Details of investment in subsidiary that has material non-controlling interests

Company	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Loss allocated to non-controlling interests during the year		Other comprehensive income allocated to non-controlling interests during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Percent)	(Percent)						
Long Quan Safe Food Joint Stock Company	35	35	84,991	112,349	(27,445)	(7,568)	87	14,406

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11.3 Summarised financial information that based on amounts before inter-company elimination about subsidiary that have material non-controlling interests

Summarised information about financial position

	(Unit: Thousand Baht)	
	Long Quan Safe Food Joint Stock Company	
	<u>2022</u>	<u>2021</u>
Current assets	87,752	84,458
Non-current assets	86,097	102,734
Current liabilities	(259,984)	(196,686)

Summarised information about comprehensive income

	(Unit: Thousand Baht)	
	For the year ended 31 December	
	Long Quan Safe Food Joint Stock Company	
	<u>2022</u>	<u>2021</u>
Revenue	588,737	393,317
Loss for the year	(78,413)	(21,623)
Other comprehensive income	1,771	424
Total comprehensive income	(76,642)	(21,199)

Summarised information about cash flow

	(Unit: Thousand Baht)	
	For the year ended 31 December	
	Long Quan Safe Food Joint Stock Company	
	<u>2022</u>	<u>2021</u>
Cash flow used in operating activities	(20,401)	(9,302)
Cash flow used in investing activities	(2,128)	(454)
Cash flow from financing activities	18,558	8,016
Increase in translation adjustment	8,996	2,061
Net increase in cash and cash equivalents	5,025	321

12. Investments in joint ventures

12.1 Details of investments in joint ventures

Investments in joint ventures represent investments in entities which are jointly controlled by the Company/subsidiaries and other companies. Details of these investments are as follows:

Joint ventures	Nature of business	Country of incorporation	Shareholding percentage		Consolidated financial statements				Separate financial statements			
					Carrying amounts based on equity method		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net	
			2022	2021								
			(Percent)	(Percent)	2022	2021	2022	2021	2022	2021	2022	2021
Monde Malee Beverage Corporation	Importer of food and beverage for sale in Philippine	Philippine	49.00	49.00	-	-	99,372	99,372	(99,372)	(99,372)	-	-
PT Kino Malee Trading	Importer of food and beverage for sale in Indonesia	Indonesia	49.00	49.00	14,429	14,121	-	-	-	-	-	-
Total					14,429	14,121	99,372	99,372	(99,372)	(99,372)	-	-

(Unit: Thousand Baht)

12.2 Share of comprehensive income

During the years, the Company recognised its share of comprehensive income from investments in the joint venture, in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint ventures	Consolidated financial statements			
	Share of loss from		Share of other	
	investments in joint ventures		comprehensive income from	
	during the years		investments in joint ventures	
	2022	2021	2022	2021
Monde Malee Beverage Corporation	-	(4,018)	-	(5,392)
PT Kino Malee Trading	(394)	(1,510)	702	28
Total	(394)	(5,528)	702	(5,364)

12.3 Summarised financial information about material joint ventures

Summarised information about financial position.

(Unit: Thousand Baht)

	Monde Malee Beverage		PT Kino Malee Trading	
	Corporation		PT Kino Malee Trading	
	2022	2021	2022	2021
Cash and cash equivalent	7,440	9,615	22,665	30,216
Other current assets	22,321	23,657	10,764	2,377
Non-current assets	-	2,452	2,344	2,555
Current liabilities	(31,902)	(34,202)	(3,742)	(1,847)
Non-current liabilities	-	-	(443)	(2,341)

Summarised information about comprehensive income

(Unit: Thousand Baht)

	Monde Malee Beverage		PT Kino Malee Trading	
	Corporation		PT Kino Malee Trading	
	2022	2021	2022	2021
Revenue	11,414	37,087	6,292	6,271
Loss for the year	(3,719)	(8,199)	(804)	(3,081)
Other comprehensive income	(10,949)	(11,004)	1,432	58
Total comprehensive income	(14,668)	(19,203)	628	(3,023)

12.4 Investment in joint ventures with capital deficit

The Company recognised share of losses from investment in Monde Malee Beverage Corporation, until the value of the investments approached zero. Subsequent losses incurred by those joint ventures have not been recognised in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of those joint ventures. The amount of such unrecognised share of losses is set out below.

(Unit: Thousand Baht)

Joint ventures	Unrecognised share of losses			
	Share of losses for the year		Cumulative share of losses up to	
			31 December	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Monde Malee Beverage Corporation	1,822	-	1,822	-

13. Other long-term loans

During the year 2014 - 2016, Malee International Company Limited had entered into various loan agreements with Lanchang Farm Company Limited (a former subsidiary of Malee International Company Limited). On 31 March 2017, Malee International Company Limited disposed of the investment in Lanchang Farm Company Limited. The loans carry interest at the rate of MLR per annum. The principal and interest are payable in conditions specified in each agreement.

On 1 December 2022, Lanchang Farm Company Limited issued letter requesting an extension of the repayment period to be within 2024. On 6 December 2022, the Board of Directors' meeting of Malee International Company Limited passed a resolution approving the extension of the repayment period for long-term loans.

Other long-term loans are secured by the mortgage of land and buildings thereon. The fair value are assessed by an independent appraiser, was higher than the outstanding balance of other long-term loans.

At present, Lanchang Farm Company Limited is currently carrying out proposal for asset sale.

14. Property, Plant and equipment

Movements of property, plant and equipment for the years ended 31 December 2022 and 2021 are summarised below.

	Consolidated financial statements							(Unit: Thousand Baht)
	Revaluation basis		Cost basis					
	Land	Land improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Assets in progress and under installation	
Cost/Revalued amount:								
As at 1 January 2021 (Restated)	704,919	28,200	948,129	2,981,370	165,986	74,520	51,654	4,954,778
Additions	-	12	2,204	30,752	4,957	109	15,958	53,992
Disposals/write-off	-	(130)	(955)	(112,659)	(1,517)	(2,590)	-	(117,851)
Transfer in (out)	-	-	1,515	42,046	1,590	-	(45,151)	-
Translation adjustment	-	-	6,967	34,378	564	6,446	-	48,355
As at 31 December 2021 (Restated)	704,919	28,082	957,860	2,975,887	171,580	78,485	22,461	4,939,274
Additions	-	-	7,846	40,427	11,910	-	43,622	103,805
Revaluations	112,851	-	-	-	-	-	-	112,851
Disposals/write-off	-	-	-	(35,173)	(726)	-	-	(35,899)
Transfer in (out)	-	-	21	1,833	1,236	-	(3,090)	-
Translation adjustment	-	-	(41)	(254)	(3)	(39)	(1)	(338)
As at 31 December 2022	817,770	28,082	965,686	2,982,720	183,997	78,446	62,992	5,119,693

(Unit: Thousand Baht)

Consolidated financial statements

	Cost basis						
	Revaluation basis						
	Land	Land improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Assets in progress and under installation
Total							
Accumulated depreciation:							
As at 1 January 2021 (Restated)	-	23,542	528,977	1,735,429	120,739	56,529	-
Depreciation for the year	-	2,444	36,264	141,628	15,412	5,196	-
Depreciation on disposals/write-off	-	(130)	(941)	(104,545)	(1,490)	(2,590)	-
Translation adjustment	-	-	2,659	21,068	527	5,006	-
As at 31 December 2021 (Restated)	-	25,856	566,959	1,793,580	135,188	64,141	-
Depreciation for the year	-	2,035	34,126	131,395	13,573	3,326	-
Depreciation on disposals/write-off	-	-	-	(31,308)	(721)	-	-
Translation adjustment	-	-	(37)	(493)	(5)	(72)	-
As at 31 December 2022	-	27,891	601,048	1,893,174	148,035	67,395	-
Allowance for impairment loss:							
As at 1 January 2021 (Restated)	-	-	13,317	2,895	-	-	-
Decrease during the year	-	-	-	(1,923)	-	-	-
As at 31 December 2021 (Restated)	-	-	13,317	922	-	-	-
Decrease during the year	-	-	-	(246)	-	-	-
As at 31 December 2022	-	-	13,317	676	-	-	-
Net book value:							
As at 1 January 2021 (Restated)	704,919	4,658	405,835	1,423,046	45,247	17,991	51,654
As at 31 December 2021 (Restated)	704,919	2,226	377,584	1,181,385	36,392	14,344	22,461
As at 31 December 2022	817,770	191	351,322	1,088,871	35,962	11,051	62,992
Depreciation for the year							
2021 (Baht 149 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses)							200,944
2022 (Baht 143 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses)							184,455

(Unit: Thousand Baht)

	Separate financial statements							
	Cost basis							
	Revaluation basis							
	Land	Land improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Assets in progress and under installation	Total
Cost/Revalued amount:								
As at 1 January 2021	408,600	25,100	503,026	2,008,943	86,062	14,293	50,695	3,096,719
Additions	-	12	544	26,562	197	-	5,300	32,615
Disposals/write-off	-	(130)	(955)	(112,479)	(1,034)	(179)	-	(114,777)
Transfer in (out)	-	-	-	34,166	1,208	-	(35,374)	-
As at 31 December 2021	408,600	24,982	502,615	1,957,192	86,433	14,114	20,621	3,014,557
Additions	-	-	2,214	11,442	3,450	-	32,197	49,303
Revaluations	20,700	-	-	-	-	-	-	20,700
Disposals/write-off	-	-	-	(18,906)	(440)	-	-	(19,346)
Transfer in (out)	-	-	21	1,833	1,236	-	(3,090)	-
As at 31 December 2022	429,300	24,982	504,851	1,951,561	90,678	14,114	49,728	3,065,214
Accumulated depreciation:								
As at 1 January 2021	-	20,442	280,626	1,228,048	61,353	11,342	-	1,501,811
Depreciation for the year	-	2,444	21,935	66,750	7,396	243	-	98,768
Depreciation on disposals/write-off	-	(130)	(941)	(104,509)	(1,033)	(179)	-	(106,792)
As at 31 December 2021	-	22,756	301,620	1,190,289	67,716	11,406	-	1,593,787
Depreciation for the year	-	2,035	19,444	57,384	5,769	-	-	84,630
Depreciation on disposals/write-off	-	-	-	(15,400)	(440)	-	-	(15,840)
As at 31 December 2022	-	24,791	321,064	1,232,272	73,044	11,406	-	1,662,577

(Unit: Thousand Baht)

	Separate financial statements						
	Cost basis						
	Revaluation basis	Buildings and			Assets in		
	Land	Land improvement	building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	progress and under installation
	Land						Total
Allowance for impairment loss:							
As at 1 January 2021	-	-	4,101	2,895	-	-	6,996
Increase during the year	-	-	-	(1,973)	-	-	(1,973)
As at 31 December 2021	-	-	4,101	922	-	-	5,023
Decrease during the year	-	-	-	(246)	-	-	(246)
As at 31 December 2022	-	-	4,101	676	-	-	4,777
Net book value:							
As at 31 December 2021	408,600	2,226	196,894	765,981	18,717	2,708	1,415,747
As at 31 December 2022	429,300	191	179,686	718,613	17,634	2,708	1,397,860
Depreciation for the year							
2021 (Baht 71 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses)							98,768
2022 (Baht 65 million included in manufacturing cost, and the balance in selling and distribution expenses and administrative expenses)							84,630

The Group has pledged their land together with buildings constructed and certain machinery as collateral, as described in Note 21 to the consolidated financial statements.

During the current year, the Group arranged for an independent professional valuer to appraise the value of land. The basis of the valuation was market approach. As the result of the appraisal, the Group recorded a revaluation increase (net of income tax) of Baht 90 million (the Company only: Baht 17 million) in the other comprehensive income and recognised the accumulated amount in the revaluation surplus on assets.

The fair value measurement for land has been categorised as a Level 3 fair value based on the input to the valuation technique used.

The following table shows the valuation technique used in measuring the fair value of land, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Market comparison technique	The quoted prices and actual trading price of a similar comparative land adjusted by other various factor.	The estimated fair value would increase (decrease) if the price per area were higher (lower).

Had the land been carried in the financial statements on a historical cost basis, its net book value as of 31 December 2022 would have been Baht 159 million (2021: Baht 112 million) (the Company only: Baht 99 million (2021: Baht 99 million)).

As at 31 December 2022, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,529 million (2021: Baht 1,478 million) (the Company only: Baht 1,001 million, 2021: Baht 1,001 million).

15. Biological assets - dairy cow

Movements in biological assets - dairy cow account for the year ended 31 December 2022 and 2021 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2022	2021
Balance as at 1 January	49,938	46,250
Gain from changes in fair value of biological assets - dairy cow	10,115	13,888
Decrease from disposals	(9,601)	(10,200)
Balance as at 31 December	50,452	49,938

As at 31 December 2022 and 2021, biological assets were revalued by an independent valuer.

Significant assumptions used for revaluation are summarised below:

The fair value measurement for land has been categorised as a Level 3 fair value based on the input to the valuation technique used.

The following table shows the valuation technique used in measuring the fair value of biological assets, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Market comparison technique	The actual trading price of a similar comparative biological assets adjusted by other various factor.	The estimated fair value would increase (decrease) if the price per a dairy cow were higher (lower).

16. Intangible asset

The net book value of intangible assets as at 31 December 2022 and 2021 is presented below.

	(Unit: Thousand Baht)				
	Consolidated				Separate
	financial statements				financial statements
	Trademark	Customer relationship	Computer software	Total	Computer software
Cost:					
As at 1 January 2021 (Restated)	163,194	698	82,263	246,155	71,209
Additions	-	-	3,217	3,217	2,605
Translation adjustment	20,855	89	-	20,944	-
As at 31 December 2021 (Restated)	184,049	787	85,480	270,316	73,814
Additions	-	-	3,343	3,343	3,343
Translation adjustment	(126)	-	-	(126)	-
As at 31 December 2022	183,923	787	88,823	273,533	77,157
Accumulated amortisation:					
As at 1 January 2021 (Restated)	-	-	62,684	62,684	55,228
Amortisation for the year	-	413	6,445	6,858	5,802
Translation adjustment	-	(9)	-	(9)	-
As at 31 December 2021 (Restated)	-	404	69,129	69,533	61,030
Amortisation for the year	9,408	24	6,968	16,401	5,878
Translation adjustment	68	28	-	96	-
As at 31 December 2022	9,476	456	76,097	86,030	66,908
Net book value:					
As at 1 January 2021 (Restated)	163,194	698	19,579	183,471	15,981
As at 31 December 2021 (Restated)	184,049	383	16,352	200,782	12,784
As at 31 December 2022	174,447	330	12,726	187,503	10,249

17. Goodwill

Movements of goodwill for the years ended 31 December 2022 and 2021 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2022</u>	<u>2021</u>
Net book value as of 1 January	54,606	48,333
Translation adjustment	1,569	6,273
Net book value as of 31 December	<u>56,175</u>	<u>54,606</u>

The Group has determined the recoverable amount of the cash generating unit (CGU) based on value in use, using cash flow projections from financial estimation approved by management covering a five-year period. The management has determined expected operations and future cash flow projections based on factors including historical operating results, expected market growth and economic growth. The discount rate is a pre-tax rate that reflects the risks specific to cash generating units.

Key assumptions used in the value in use calculation consist of a per-tax discount rate of 13.1 percent per annum (2021: 10.4 percent per annum) and a growth rate of 3 percent per annum (2021: 3 percent per annum).

The recoverable amount of CGU is estimated to exceed the carrying amount. The management has considered the above and believes that there is no occurrence of impairment of goodwill. In addition, the management believes that any reasonably possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amounts to exceed their recoverable amounts.

18. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Bank overdrafts	11,196	12,186	11,196	12,186
Promissory notes	1,190,923	1,125,462	856,673	874,171
Discounted promissory notes	111,664	136,620	30,416	40,632
Trust receipt	73,102	49,637	-	-
Packing credits	12,759	24,292	12,758	24,293
Total	<u>1,399,644</u>	<u>1,348,197</u>	<u>911,043</u>	<u>951,282</u>

Bank overdrafts and short-term loans from financial institutions are secured as described in Note 21 to the consolidated financial statements.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Trade payables - related parties	-	-	69,563	14,330
Trade payables - unrelated parties	878,483	638,115	356,667	248,428
Other payables - related parties	205	-	61,733	56,540
Other payables - unrelated parties	127,936	117,995	59,823	54,531
Accrued expenses	209,492	221,664	40,367	65,560
Total trade and other payables	<u>1,216,116</u>	<u>977,774</u>	<u>588,153</u>	<u>439,389</u>

20. Long-term loans from financial institutions

The balances of long-term loans from financial institutions as at 31 December 2022 and 2021 are as follows:

Loan	Credit facilities	Agreement date	Interest rate	Repayment schedule	(Unit: Thousand Baht)		
					Consolidated financial statements	Separate financial statements	2021
					2022	2021	2021
The Company							
1	Baht 656 million	8 May 2017	6M THBFIX plus fixed rate per annum	The principle and its interest are repayable in monthly installments, the final installments within March 2024	339,780	346,860	346,860
2	Baht 30 million	4 June 2018	Fixed rate per annum	The principle and its interest are repayable in monthly installments, the final installments within January 2024	5,138	5,246	5,246
3	Baht 300 million	1 August 2018	SPRL minus fixed rate per annum	The principle and its interest are repayable in monthly installments, the final installments within December 2023	191,668	194,989	194,989
4	Baht 303 million	26 June 2021	MLR minus fixed rate per annum	The principle and its interest are repayable in monthly installments, the final installments within June 2025	259,565	265,188	265,188
The subsidiary (Malee Enterprise Company Limited)							
1	Baht 20 million	24 March 2022	Fixed rate per annum	The principle and its interest are repayable in monthly installments, the final installments within March 2025	15,383	-	-

Loan	Credit facilities	Agreement date	Interest rate	Repayment schedule	(Unit: Thousand Baht)		
					Consolidated financial statements	Separate financial statements	
					2022	2021 (Restated)	2021
<u>The subsidiary (Abico Dairy Farm Company Limited)</u>							
1	Baht 25 million	6 November 2017	MLR minus fixed rate per annum	The principle and interest are repayable in monthly installments, the final installment within November 2022	-	24	-
2	Baht 80 million	24 April 2018	MLR minus fixed rate per annum	The principle and interest are repayable in monthly installments, the final installment within April 2023	-	20,446	-
3	Baht 116 million	21 December 2018	MLR minus fixed rate per annum	The principle and interest are repayable in monthly installments, the final installment within December 2023	-	42,786	-
4	Baht 50 million	27 February 2020	MLR minus fixed rate per annum	The principle and interest are repayable in monthly installments, the final installment within February 2026	8,582	35,398	-
5	Baht 50 million	21 January 2021	MLR minus fixed rate per annum	The principle and interest are repayable in monthly installments, the final installment within January 2026	-	4,680	-
<u>The subsidiary (Long Quan Safe Food Joint Stock Company)</u>							
1	VND 20,700 million	25 October 2017	Fixed rate per annum	The principle and its interest are repayable in quarterly installments, the final installments within September 2022	-	4,945	-
Total					820,116 (45,664)	920,562 (87,583)	812,283 (16,796)
Less: Current portion					774,452	832,979	795,487
Long-term loans - net from current portion							

Movements of the long-term loans account during the year ended 31 December 2022 and 2021 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Balance as at 1 January	920,562	1,069,621	812,283	826,824
Additions	20,000	10,871	-	-
Repayments of borrowing	(120,610)	(160,587)	(16,132)	(14,541)
Translation adjustment	164	657	-	-
Balance as at 31 December	<u>820,116</u>	<u>920,562</u>	<u>796,151</u>	<u>812,283</u>

Long-term loans of the Company

The Company participated in the project "DR BIZ" with four local financial institutions. On 18 November 2022, the Company received an approval for adjusting the conditions of installment payment for the principal and interest rate as follows:

The conditions of principal installment payment

- January to December 2022 - principal repayment in accordance with conditions agreed by each financial institution
- The difference between the installment rate under the contract and the principal withdrawn during 2021 to 2023 to be paid in the last installment. The original agreement is due before December 2023, the balance will be paid in January 2024.
- From January 2024 onwards, installment payment of the principal according to the original agreement of each financial institution.

The conditions of interest installment payment and interest rate

During the year 2022, the interests are payable in monthly installment at the same rate as agreed upon in the agreement with each financial institution. From January 2023 onwards, the interests are payable in monthly installment in accordance with the original conditions.

Long-term loans from financial institutions of the Group are secured by as described in Note 21 to the consolidated financial statements.

The loan agreements of Abico Dairy Farm Company Limited contain several covenants which, among other things, require the subsidiary to maintain debt-to-equity ratio and debt service coverage ratio at the rates prescribed in the agreements.

21. Credit facilities

Credit facilities granted by financial institutions of the Group are guaranteed by the following.

- a) The guarantee provided by the Company and its subsidiary. Guarantee fees have been charged at 2.50 percent per guarantee amount.
- b) The pledge/mortgage of by the assets of the Company and its subsidiary with the net book value as at 31 December 2022 and 2021 as summarised below:

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Land	558	558	327	327
Property - net	196	204	65	71
Machinery and equipment - net	387	405	341	350

- c) The Company and its subsidiary entered in to an agreement to transfer debt collection right to financial institutions amounting to approximately Baht 111 million (2021: Baht 137 million) (the Company only: Baht 30 million 2021: Baht 41 million) as collateral to secure discounted promissory notes.

22. Leases

22.1 The Group as a lessee

The Group entered into lease contracts for assets used in its operations. Leases generally have lease terms between 3 - 29 years.

a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land	Buildings	Tools	Machinery and equipment	Office equipment	Motor vehicles	Total
As at 1 January 2021							
(Restated)	93,588	129,972	942	305,535	696	7,230	537,963
Additions	-	10,473	4,160	8,536	3,412	1,584	28,734
Lease modification	-	(6,241)	-	53	-	-	(6,188)
Depreciation for the year	(4,108)	(18,214)	(1,603)	(36,031)	(827)	(3,548)	(64,384)
Translation adjustment	13,412	-	-	-	-	-	13,412
As at 31 December 2021							
(Restated)	102,892	115,990	3,499	278,093	3,281	5,266	509,537
Additions	-	5,881	4,280	40,299	3,275	2,371	56,106
Lease modification	-	(569)	-	-	-	-	(569)
Depreciation for the year	(4,089)	(14,287)	(1,811)	(37,585)	(1,371)	(2,397)	(61,540)
Translation adjustment	(72)	-	-	-	-	-	(72)
As at 31 December 2022	98,731	107,015	5,968	280,807	5,185	5,240	503,462

(Unit: Thousand Baht)

	Separate financial statements				
	Buildings	Machinery and equipment	Office equipment	Motor vehicles	Total
As at 1 January 2021	211,279	120,234	695	2,198	334,406
Additions	22,487	10,033	3,412	106	36,038
Lease modification	(59,323)	53	-	-	(59,270)
Depreciation for the year	(15,463)	(7,356)	(827)	(1,219)	(24,865)
As at 31 December 2021	158,980	122,964	3,280	1,085	286,309
Additions	-	40,299	3,275	1,304	44,878
Depreciation for the year	(17,438)	(12,021)	(1,371)	(669)	(31,499)
As at 31 December 2022	141,542	151,242	5,184	1,720	299,688

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Lease payments	286,303	317,061	302,901	311,159
Less: Deferred interest expenses	(35,688)	(41,301)	(45,029)	(49,581)
Total	250,615	275,760	257,872	261,578
Less: Portion due within one year	(68,822)	(72,259)	(40,099)	(37,453)
Lease liabilities - net of current portion	181,793	203,501	217,773	224,125

Changes in accounts of lease liabilities for the years ended 31 December 2022 and 2021 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Balance at beginning of year	275,760	336,708	261,578	311,856
Additions	56,106	28,734	44,878	36,831
Accretion of interest	10,724	17,157	8,329	13,810
Repayments	(91,975)	(81,835)	(56,913)	(48,537)
Lease modification	-	(25,004)	-	(52,382)
Balance at end of year	250,615	275,760	257,872	261,578

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Depreciation expenses of right-of-use assets	61,540	72,720	31,498	24,865
Interest expenses on lease liabilities	10,724	17,084	8,329	13,810
Expenses relating to short-term leases	216	701	-	-
Expenses relating to leases of low-value assets	3,134	2,609	994	767

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 95 million (2021: Baht 85 million) (the Company only: Baht 58 million, 2021: Baht 49 million), including the cash outflow related to short-term leases and leases of low-value assets.

22.2 The Company as a lessor

The Company has entered into finance leases for its office buildings with the lease terms of 16 years.

	(Unit: Thousand Baht)	
	Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Undiscounted lease payments receivables under finance leases		
Within 1 year	3,833	3,833
Over 1 and up to 5 years	15,846	15,670
Over 5 years	34,275	38,284
Total	53,954	57,787
Less: Deferred interest income	(9,763)	(11,165)
Total	44,191	46,622
Less: Current portion	(2,507)	(2,431)
Lease receivables - net of current portion	41,684	44,191

23. 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		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Provision for long-term employee benefits at beginning of year	147,976	134,898	85,781	79,595
Included in profit or loss:				
Current service cost	14,114	13,458	6,356	6,298
Interest cost	2,067	1,844	1,144	1,038
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Financial assumptions changes	(24,736)	-	(21,515)	-
Experience adjustments	9,085	-	15,310	-
Demographic assumptions changes	3,591	-	3,690	-
Benefits paid during the year	(9,459)	(2,224)	(1,430)	(1,150)
Provision for long-term employee benefits at end of year	<u>142,638</u>	<u>147,976</u>	<u>89,336</u>	<u>85,781</u>

The Group expects to pay Baht 4 million of long-term employee benefits during the next year (2021: Baht 3 million) (the Company only: Baht 4 million) (2021: Baht 2 million).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 9 - 20 years (2021: 9 - 20 years) (the Company only: 11 years, 2021: 13 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
		(Restated)		
Discount rate	2.44 - 3.59	0.80 - 1.93	2.44	1.33
Salary increase rate	2.70 - 7.00	2.50 - 7.00	2.70 - 4.50	2.50 - 4.00
Turnover rate	0 - 41.00	0 - 70.00	0 - 41.00	0 - 70.00

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)

	2022			
	Consolidated financial statements		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(6)	6	(4)	4
Salary increase rate	7	(6)	4	(3)
	Change increase 10%	Change decrease 10%	Change increase 10%	Change decrease 10%
Turnover rate	(4)	5	(3)	3

(Unit: Million Baht)

	2021			
	Consolidated financial statements (Restated)		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(7)	7	(4)	4
Salary increase rate	7	(7)	4	(4)
	Change increase 10%	Change decrease 10%	Change increase 10%	Change decrease 10%
Turnover rate	(5)	6	(3)	3

24. Share capital and share premium

On 27 April 2022, the Annual General Meeting of the Company's shareholders for year 2022 passed a resolution approving an increase in the registered share capital from Baht 138 million (276 million ordinary shares with a par value of Baht 0.50 each) to Baht 276 million by issuing 276 million new ordinary shares with a par value of Baht 0.50 each, a total of 138 million in order to accommodate an investment in share capital of Abico Holdings Public Company Limited ("ABICO"). The Company registered the increase in share capital with the Ministry of Commerce on 18 May 2022.

On 15 December 2022, the Company allocated 270 million shares, par value of Baht 135 million, a par value of Baht 0.5 each as consideration for the interest in ABICO. The Company registered the increase in share capital with the Ministry of Commerce on 15 December 2022

In this regard, the Company recorded as share premium amounting of Baht 1,362 million, there is the difference between a par value and a fair value of the Company's ordinary shares at acquisition date. The fair value of the shares was calculated with reference to the quoted price of the Company's shares on the Stock Exchange of Thailand at the acquisition date.

25. Revaluation surplus

This represents surplus arising from revaluation of land.

Movements of revaluation surplus account during the years ended 31 December 2022 and 2021 are summarised below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Balance as at 1 January	253,195	253,195	247,449	247,449
Increase from revaluation	89,051	-	16,560	-
Increase from acquisition of investment in subsidiary (Note 1.2)	184,882	-	-	-
Balance as at 31 December	<u>527,128</u>	<u>253,195</u>	<u>264,009</u>	<u>247,449</u>

The revaluation surplus cannot be used for dividend payment.

26. 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.

27. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Changes in inventories of finished goods and work in process	(81,188)	54,148	(41,635)	66,226
Reversal of reduce cost to net realisable value of inventories	(12,723)	(36,060)	(9,490)	(48,531)
Raw materials and consumables used	4,056,204	3,807,916	2,107,591	1,837,954
Purchases of finished goods	179,117	56,880	718	1,951
Salaries, wages and other employee benefits	633,090	679,346	326,881	380,551
Depreciation and amortisation	262,927	271,077	122,008	129,436
Warehouse management fee	36,292	39,684	7,800	9,150
Utilities expenses	131,266	108,537	63,792	54,002
Repaired and maintenance expenses	157,633	141,640	77,066	66,343
Consultant and professional fees	56,090	26,565	34,035	14,788

28. Income tax

Income tax for the years ended 31 December 2022 and 2021 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Current income tax:				
Current income tax charge	(24,985)	(4,083)	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(88,089)	11,007	(73,852)	8,605
Income tax reported in profit or loss	<u>(113,074)</u>	<u>6,924</u>	<u>(73,852)</u>	<u>8,605</u>

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		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Deferred tax related to				
Revaluation surplus	22,570	-	4,140	-
Actuarial gains	2,412	-	503	-
	<u>24,982</u>	<u>-</u>	<u>4,643</u>	<u>-</u>

The reconciliation between accounting profit (loss) and income tax is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Restated)			
Accounting profit (loss) before tax	<u>(26,112)</u>	<u>(51,372)</u>	<u>25,812</u>	<u>(148,025)</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	5,222	10,274	(5,162)	29,605
Deductible temporary differences and unused tax loss in the current year which are not recognised as deferred tax assets during the current year	(39,908)	(29,539)	(23,693)	(29,465)
Effects of reversal of previously recognised tax loss	(76,338)	-	(61,955)	-
Previously tax loss that are recognised as deferred tax assets during the current year	-	1,570	-	-
Effects of:				
Non-deductible expenses	(5,092)	(2,277)	(1,419)	(6,535)
Additional expense deductions allowed	8,292	21,540	2,377	15,000
Income not subject to tax	6,541	7,464	16,000	-
Taxable income	(4,502)	(4,783)	-	-
Others	(7,289)	2,668	-	-
Total	<u>(2,050)</u>	<u>24,612</u>	<u>16,958</u>	<u>8,465</u>
Income tax reported in profit or loss	<u>(113,074)</u>	<u>6,924</u>	<u>(73,852)</u>	<u>8,605</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
		(Restated)		
Deferred tax assets				
Allowance for expected credit losses	2,965	1,869	1,846	1,091
Allowance for diminution in value of inventories	6,496	9,041	2,367	4,265
Allowance for impairment of investments	2,665	2,665	258	258
Allowance for assets impairment	2,799	2,848	955	1,005
Provision for long-term employee benefits	28,528	29,595	17,867	17,156
Unused tax loss	212,203	291,426	191,635	253,590
Others	424	1,221	163	788
Total	256,080	338,665	215,091	278,153
Deferred tax liabilities				
Revaluation surplus of land	131,782	109,212	66,002	61,862
Accumulated depreciation resulting from change in the estimated useful lives of assets	52,230	38,412	32,977	18,977
Effect of revenue recognised over the period	4,177	7,880	4,178	6,886
Effect from business combination adjustments	59,055	63,532	-	-
Leases	2,229	-	-	-
Total	249,473	219,036	103,157	87,725
Deferred tax assets (liabilities) presented in the statement of financial position:				
Deferred tax assets	140,963	238,580	111,934	190,428
Deferred tax liabilities	(134,356)	(118,951)	-	-
Total	6,607	119,629	111,934	190,428

As at 31 December 2022, the Group has deductible temporary differences and unused tax losses totaling Baht 658 million (2021: Baht 148 million) (the Company only: Baht 533 million 2021: Baht 148 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.

Details of expiry date of unused tax losses are summarised as below:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
31 December 2023	250	-	181	-
31 December 2024	92	-	92	-
31 December 2026	48	48	48	48
31 December 2027	168	-	122	-
	<u>558</u>	<u>48</u>	<u>433</u>	<u>48</u>

29. Promotional privileges

A subsidiary has received promotional privileges from the Board of Investment for the research and development of food industry and energy, pursuant to the investment promotion certificate No. 60-1384-1-00-2-0 issued on 16 November 2017. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations begin generating revenues and a 50 percent reduction of corporate income tax on income derived from the promoted operations for a period of 8 years after the tax-exemption period end.

30. Earnings per share

Basic earnings per share is calculated by dividing loss 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.

The following table sets forth the computation of basic and diluted earnings per share:

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Earnings per share				
Loss attributable to equity holders of the Company (Thousand Baht)	(209,954)	(114,017)	(48,040)	(139,420)
Weighted average number of ordinary shares (Thousand shares)	288,563	276,000	288,563	276,000
Loss per share (Baht)	(0.73)	(0.41)	(0.17)	(0.51)

31. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and have two reportable segments as follows:

- (1) Agriculture products: canned fruit, fruit juices, coffee, tea and dairy products
- (2) Other beverages
- (3) Agriculture and dairy farm segment
- (4) Office buildings for rent segment

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Geographic information

Revenue from external customers is based on locations of the customers.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2022</u>	<u>2021</u> (Restated)
Segment in Thailand	5,948,727	5,257,344
Segment in overseas	587,947	392,331
Total	<u>6,536,674</u>	<u>5,649,675</u>

Other non-current assets (other than deferred tax assets goodwill and trademark) as at 31 December 2022 and 2021 as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2022</u>	<u>2021</u> (Restated)
Non-current assets		
Thailand	2,808,644	2,943,197
Vietnam	235,554	263,645
Total	<u>3,044,198</u>	<u>3,206,842</u>

Major customers

For the year 2022, the Group has revenue from one major customer in amount of Baht 1,628 million, arising from sales agriculture products segments (2021: Baht 1,563 million derived from one major customer, arising from sales by agriculture products segments).

32. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the Group and employee contribute to the fund monthly at the rate of 3 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to approximately Baht 10 million (2021: Baht 8 million) (the Company only: Baht 5 million 2021: Baht 5 million) were recognised as expenses.

33. Commitments and contingent liabilities

As at 31 December 2022 and 2021, the Group had the commitments and contingent liabilities as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u> (Restated)	<u>2022</u>	<u>2021</u>
Capital commitments - purchases of				
fixed assets	31	41	3	33
Service commitments				
Payable within 1 year	13	13	-	-
Bank guarantees				
Guarantee on borrowings	320	323	150	150
Electricity usage and sales of goods	19	16	13	9
Total	<u>339</u>	<u>339</u>	<u>163</u>	<u>159</u>

34. Fair value hierarchy

As at 31 December 2022 and 2021, the Group had the assets that were measured at fair value using different levels of inputs as follows:

	(Unit: Million Baht)							
	Consolidated financial statements							
	As at 31 December							
	Level 1		Level 2		Level 3		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Assets measured at fair value								
Land	-	-	-	-	818	705	818	705
Biological assets - dairy cow	-	-	-	-	50	50	50	50
	Separate financial statements							
	As at 31 December							
	Level 1		Level 2		Level 3		Total	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Assets measured at fair value								
Land	-	-	-	-	429	409	429	409

35. Financial instruments

35.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans, bank overdrafts, short-term loans and long-term loans. 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 and other receivables and loans. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans as stated in the statements of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and customer rating.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risk comprising foreign currency risk and interest rate risk.

Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its trading transactions that are denominated in foreign currencies. At the present, the Group unused derivative contract to reduce the foreign currency risk.

As at 31 December 2022 and 2021, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Consolidate financial statement						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.1	1.0	2.3	1.5	34.5624	33.4199

Separate financial statement						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.2	-	1.2	1.4	34.5624	33.4199

In addition, the Group is exposed to a risk from investments in overseas subsidiaries that the Group's management intends to hold for the long term and there is no plan to sell the investment in the future. Therefore, there is no hedged contract.

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 cash at banks, bank overdrafts, short-term loans and long-term loans. However, most of the Group's financial assets and liabilities bear fixed interest rates which are close to the market rate and concluded to be low. At present, the Group does not use derivative to manage interest rate risk.

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: Thousand Baht)

Consolidated financial statements											
As at 31 December											
	Fixed interest rates						Non-interest bearing			Total	
	Within 1 year		1 - 5 years		More than 5 years		2022		2021		Effective interest rate
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	
Financial assets											
Cash and cash equivalents	-	-	-	-	-	-	98,097	125,565	-	98,097	125,565
Trade and other receivables	-	-	-	-	-	-	-	-	1,204,239	1,114,281	-
Other long-term loans	-	-	31,657	31,657	-	-	-	-	-	31,657	Note 13
	-	-	31,657	31,657	-	-	98,097	125,565	1,204,239	1,271,503	
Financial liabilities											
Bank overdrafts and short-term loans											
from financial institutions	1,399,644	1,348,197	-	-	-	-	-	-	-	1,399,644	1,348,197
Trade and other payables	-	-	-	-	-	-	-	-	1,216,116	977,774	-
Long-term loans from financial institutions	20,521	10,191	-	-	-	-	799,595	910,371	-	820,116	Note 20
Lease liabilities	68,822	72,259	127,264	144,807	54,509	58,694	-	-	-	250,615	275,760
	1,488,987	1,430,647	127,264	144,807	54,509	58,694	799,595	910,371	1,216,116	3,686,491	2,75 - 3,08
									977,774	3,522,293	3,08 - 4,75

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Liquidity risk

The Group monitors the risk of a shortage of liquidity and has access to a sufficient variety of sources of funding to ensure that the Group has sufficient cash for operation.

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: Thousand Baht)

		Consolidated financial statements					
		As at 31 December					
		Less than 1 year		1 to 5 years		More than 5 years	
		2022	2021	2022	2021	2022	2021
			(Restated)		(Restated)		(Restated)
Non-derivatives							
Bank overdraft and short-term loans from financial institutions		1,408,827	1,375,551	-	-	-	-
Trade and other payables		1,216,116	977,774	-	-	-	-
Long-term loans from financial institutions		47,425	117,982	800,849	867,503	-	-
Lease liabilities		78,339	55,911	144,897	96,183	63,067	164,967
Total non-derivatives		2,750,707	2,527,218	945,746	963,686	63,067	3,759,520
							3,655,871

(Unit: Thousand Baht)

Separate financial statements

		As at 31 December						Total	
		Less than 1 year		1 to 5 years		More than 5 years			
		2021	2022	2021	2022	2021	2022	2021	2022
On demand		2021	2022	2021	2022	2021	2022	2021	2022
		2022	2021	2022	2021	2022	2021	2022	2021
Non-derivatives									
Bank overdraft and short-term loans from financial institutions									
	-	-	917,196	976,836	-	-	-	917,196	976,836
Trade and other payables	-	-	588,153	439,389	-	-	-	588,153	439,389
Short-term loans from related parties	-	40,110	-	-	-	-	-	-	40,110
Long-term loans from financial institutions	-	-	31,377	44,038	791,606	829,503	-	822,983	873,541
Lease liabilities	-	-	48,103	52,465	114,228	93,659	140,570	302,901	311,159
Total non-derivatives	-	40,110	1,584,829	1,512,728	905,834	923,162	140,570	165,035	2,641,035

35.2 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 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, trade and other receivables, long-term loan to, bank overdrafts and short-term loans from financial institutions, trade and other payables and short-term loans from related parties, the carrying amounts in the statement of financial position approximate their fair value.
- b) The carrying amounts of long-term loans carrying interest at stable rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

36. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

As at 31 December 2022 and 2021, the Group's debt-to-equity ratio are summarised below:

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u> (Restated)	<u>2022</u>	<u>2021</u>
Debt-to-equity ratio	2.75	2.57	1.24	3.80

37. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 27 February 2023.



ENCLOSURE

Information of Directors, Management, Authorized Person and Secretary of the Company

The Board of Directors and Executives of the Company as of December 31, 2022 consist of 23 qualified persons, whose names are as follows:

Name	Malee Group PCL	Subsidiary								Related Company		
		Malee Enterprise Co., Ltd.	Malee Capital Co., Ltd.	Malee International Co., Ltd.	Malee Applied Science Co., Ltd.	Abico Holdings PLC	Abico Dairy Farm Co., Ltd.	Abico Land Co., Ltd.	PPO Farm Co., Ltd.	Monde Malee Beverage Co., Ltd.	PT Kino Malee Trading Co., Ltd.	Long Quan Safe Food JSC Co., Ltd.
1. Mrs. Chintana Boonyarat	X, /					X, /		/				
2. Mr. Pichai Chirathivat	/											
3. Mr. Kitti Vilaivarangkul	/	/				/, *	/, *	/, *	/, *			
4. Ms. Roongchat Boonyarat	/	/	/	/	/					/	/	/
5. Ms. Nattharin Taltong	+											
6. Ms. Nart Fongsmut	+											
7. Mr. Arin Jira	+											
8. Ms. Supavadee Tantiyanon	+											
9. Mr. Amunt Maiphum	+											
10. Mr. Paitoon Eiamsinkulmit	*	/	/	/		*	*	*	*	/		
11. Mr. Suradach Srisuwan	*	*		*		*	*	*	*			
12. Mrs. Patnaree Sirilerdworakarn	*	/, *	/, *	/, *	/, *	*	*	*	*			*
13. Mr. Pattara Tanangsunnoen	*											*
14. Ms. Siriwan Finet	*	*		*	*	*	*	*	*			
15. Mr. Sura Siwilai	*					*	*	*	*			
16. Mr. Rung Sornin	*											
17. Mr. Preecha Homchan	*											
18. Mr. Prasith Surachetphanich	*											
19. Ms. Ploynapas Puttisongkran	*	*	*	*	*							
20. Mr. Supakeat Kambutong	*				/, *							
21. Mr. Ekarin Pinij		/, *		/, *								
22. Mr. Rajdev Narula	*	*	*	*	*	*	*	*	*	*	*	*
23. Mr. Sorayot Ariyasap	*					*	*	*	*			

Note: X = Chairman of the Board of Directors / = Director + = Independent Director * = Executive

- No. 3 resigned from the position of Managing Director of Abico Holdings Public Company Limited, Abico Land Company Limited, and PPO Farm Company Limited on December 31, 2022. No.22 replaced the position of Chief Executive Officer of the Company on January 1, 2023. (ในตำแหน่งเมื่อวันที่ 23 ธันวาคม 2565)
- No. 5 and 8 completed their terms of the position of Independent Director on April 27, 2022, and ended their positions.
- The Board of Directors and Executives of the Company have full qualifications under Section 68 of the Public Company Limited Act, B.E. 2535
- No one in the Board of Directors and Executives of the Company has a history of being dismissed, laid off, asked to resign, or prosecuted for corruption; or has been filed for bankruptcy, or be subjected to criminal penalties, or have a dispute or litigation which has not been settled in the last 10 years

First Name - Last Name Position (1)	Age (Years Old)	Education Training on Directorship	Shareholding in the Company (%)	Family Relationship between Director and Executive Management	Work Experience in the Past 5 Years		
					Period	Position	Name and Type of Business
1. MR. CHINTANA BOONVAT Director / Chairman of the Board of Directors	71	- Bachelor's Degree in Business Administration, Metro College, USA - Director Certification Program (DGP 5/2000), The Institute of Directors Association (IOD) - Role of Chairman Program (RCP 15/2010), The Institute of Directors Association (IOD) - Top Executive Program in Commerce and Trade (TEP2003), The University of the Thai Chamber of Commerce	2.22	- Parent of Mr. Rongchai Boonvatt - Director / Member of the Executive Committee	2018-Present 1999-2018 2013-Present 2018-Present 1992-2018	Director / Chairman of the Board of Directors Director / Member of the Executive Committee Member of the Nomination and Remuneration Committee Director Chairman of the Board of Directors Director	Malee Group Public Company Limited Malee Group Public Company Limited Central Marketing Group Co., Ltd. Akon Holdings Public Company Limited Akon Holdings Public Company Limited
2. MR. PICHAI CHRAITHAVAT Director / Member of the Executive Director	62	- Bachelor's Degree in Business Administration, Gwynedd College, USA - Master's Degree in Business Administration, San Jose State University, USA - Directors Accreditation Program (DAP 10/2003), The Institute of Directors Association (IOD) - Strategic Planning and Management in Retailing Program, SCS - PSA Program (Class 96), The Psychological Security Association of Thailand - NCD Program (Class 53), National Defense College of Thailand - Advanced Security Management Program, The National Defense College Association of Thailand (NDCAT) - Capital Market Academy Program, Class 22, Capital Market Academy - Executive Management with Business Development and Investment, Class 5, Institute of Business and Industrial Development (IBID)	1.21	- Brother of Mr. Chintana Boonvatt - Chairman of the Board of Directors - Uncle of Mr. Rongchai Boonvatt - Director / Chairman of the Executive Committee	2012-Present 2018-Present 2013-Present 2014-Present 2015-Present 1998-Present	Director / Member of the Executive Committee Director Vice Chairman, Chula Group Co-Chairman Vice Chairman Member of the Executive Committee	Malee Group Public Company Limited Central Retail Corporation Public Company Limited Reewadee Energy Industry Club - The Reclamation of The Industries (RT) Strategic Plan Committee, Digital Economy and E-Commerce - Board of Trade of Thailand Down Committee of TOC Digital Platform Project Central Marketing Group Co., Ltd.
3. MR. KITTI VILANWANGKUL Director / Member of the Executive Committee / Member of the Risk Management Committee	65	- Bachelor's Degree in Accounting (2nd Class Honors), Ramkhamhaeng University - Master's Degree in Business Administration, Thammasat University - Director Certification Program (DGP 2017), The Institute of Directors Association (IOD) - Directors Accreditation Program (DAP 2016), The Institute of Directors Association (IOD) - Directors Certification Program (DGP 2019), The Institute of Directors Association (IOD) - The Essential Subsidiary Governance Training for the Board (SEP) 2022 (IOD) - The Board's Role in Mergers and Acquisitions (BWA) 2022 (IOD)	None	None	2003-Present 2003-Present 2003-Present 1994-Present 1994-Present 1997-Present 2007-Present	Director / Member of the Executive Committee Director Director Director Director Director Director Director	Malee Group Public Company Limited Malee Group Public Company Limited Malee Group Public Company Limited Akon Holdings Public Company Limited Akon Land Co., Ltd. Akon Dairy Farm Co., Ltd. PPO Farm Co., Ltd.
4. MR. RONGCHAI BOONVAT Director / Chairman of the Executive Committee (Chief Executive Officer)	39	- Bachelor's Degree in Accounting (2nd Class Honors), Ramkhamhaeng University - Master's Degree in Business Administration, Business Strategy and Marketing from Sam Graduate Studies, Ohio Northern University - Directors Certification Program (DGP 14/2014), The Institute of Directors Association (IOD) - Directors Briefing 4/2017 "The Sleeping Giants of Succession: 3 Faces You are Awakened to Accelerate Leadership Growth", The Institute of Directors Association (IOD) - Board Nomination and Compensation Program Class 14/2022 (IOD)	12.83	- Daughter of Mr. Chintana Boonvatt - Chairman of the Board of Directors	2018-Present 2018-2022	Director / Chairman of the Executive Committee Chief Executive Officer Chairman of the Executive Committee Chairman of the Executive Committee Chairman of the Executive Committee Chairman of the Executive Committee Director / Member of the Executive Committee Chief Operating Officer Director / Vice Managing Director, Domestic Business	Malee Group Public Company Limited Malee Group Public Company Limited Malee Capital Co., Ltd. Malee Ethanol Unit Co., Ltd. Malee Kins (Thailand) Co., Ltd. Malee Applied Science Co., Ltd. Malee Group Public Company Limited Malee Group Public Company Limited

First Name - Last Name Position (1)	Age (Years Old)	Education Training on Directorship	Shareholding in the Company (%)	Family Relationship between Director and Executive Management	Work Experience in the Past 5 Years		
					Period	Position	Name and Type of Business
MR. NATTHAM TALITHONG Independent Director / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee	54	- Bachelor's Degree in Economics and Business Administration, Kasart University - Master's Degree of Science in Finance, University of Colorado, Denver, USA - The Executive Program in Energy Strategy for a Sustainable Future (TEASF), Thailand - The Capital Market Academy Leader program (CMA) Class 11 - Top Executive Program in Commodities and Trade (TEPCOT) - Director Accreditation Program (DAP), Class 19, Thai Institute of Director Accreditation (TIDA) - Advanced Corporate Program (ACP), Class 19, Thai Institute of Director Accreditation (TIDA) - Tourism Management program for Executives 2018, Tourism Authority of Thailand - Ultra Wealth - Smart Life Master (2016), Thailand - Private Banking Strategies & Techniques for Growth, Export-Import Training, London, United Kingdom - Rebuilding Thrive Bank after the Crisis, WIL Institute, Singapore - Leadership Graduate - Great Leader, Great Team, Great Result, Thailand	None	None	2019-2022	Director/Independent Director Chairman of the Audit Committee	Indas Group Public Company Limited
					2018-Present Member of the Risk Management Committee 2018-Present Member of the Nomination and Remuneration Committee 2018-Present Director 2018-Present The Panel of Expert 2018-Present Chairman of the Executive Committee 2018-2019 Head of K-Group Private Banking Business 2008-2019 Managing Director	Quint Thani Properties PCL Company Limited Indas for Alternative Investment (PCL) Indas Securities Public Company Limited Indas Securities Public Company Limited Indas Securities Public Company Limited	
MR. NART FONGSOMIT Independent Director / Member of the Audit Committee Chairman of the Nomination and Remuneration Committee Chairman of the Risk Management Committee	60	- Bachelor's Degree in Doctor of Medicine (MD), Chulalongkorn University - Master's Degree in Business Administration, School of Management, Boston University, USA - Director Accreditation Program (DAP), Class 12 (2018), Thai Institute of Director Accreditation (TIDA) - Top Executive Program in Commodities and Trade (TEPCOT), The University of Thai Chamber of Commerce - Bachelor's Degree in Chemical Engineering, University of California, Berkeley, USA - MBA, University of California, Berkeley, USA - Director Accreditation Program (DAP) Class 15 (2018), Thai Institute of Director Accreditation (TIDA)	0.025	None	2014-Present	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee 2017-Present Member of the Executive Committee 2012-Present Director 2008-Present Managing Director	Indas Group Public Company Limited Quinn Living PCL, Ltd. Indas On Alumnus Association Indas Healthcare Co., Ltd.
					2018-Present Chairman of the Board of Directors / Chairman of Independent Committee 2018-Present Chairman 2017-Present Chairman 2017-Present Chairman 2018-Present Chairman of the Board of Directors 2008-Present Vice Chairman	Indas Group Public Company Limited Thai O.P.P. Public Company Limited Chairman of the Board of Directors Avasta Industrial Ltd Co., Ltd. Yongon Industrial Ltd Co., Ltd. Yongon Industrial Ltd Co., Ltd. Yongon Industrial Ltd Co., Ltd. The Indusation of Thai Industries	
MR. SUWADDEE LINTITANON Independent Director	57	- Bachelor Business Administration, Eastern Michigan University, USA - PG Certificate, NET Digital Transformation, 2018 - PG Diploma, Institute of Direct Marketing, United Kingdom - Direct Marketing, 2003 - Digital Marketing, 2013 - Foundation in Design Thinking by IDEO - Master Degree in Housing Development, Chulalongkorn University - Master Degree in Business Administration (MBA), Kasart University - Bachelor Degree in International Economics, University of the Thai Chamber of Commerce - Director Accreditation Program (DAP) Class 15 (2022)	None	None	2019-2022	Independent Director Vice President 2019-Present Managing Director 2016 - 2019 Chief Executive Officer 2012 - 2015 Digital Services Director	Indas Group Public Company Limited Marketing Association of Thailand Quinn Spina Co., Ltd. Associated Agency of T&A Worldwide Indas Group Public and Indas International Group
					2022 - Present Independent Director Audit Committee and Independent Director 2016 - 2022 Vice President 2011 - 2012 Vice President of Executive HRIS, Kasart University 2003 - 2008 President, Thai in the cooking program President, Thai Business Consultant System Development Program for SMEs, The Office of SME Promotion (OSMEP) 2006 - 2003 President, Financial Advisor for SMEs and Public, 1999 - 2009 Fund Manager, Indas Investment Fund 1996 - 1999 Managing Director	Indas Group Public Company Limited Aliso Holdings Public Co., Ltd. Ministry of Industry Ministry of Finance Ministry of Finance Quinn Spina Co., Ltd.	

First Name - Last Name Position (1)	Age (Years Old)	Education Training on Directorship	Shareholding in the Company (%)	Family Relationship between Director and Executive Management	Work Experience in the Past 5 Years		
					Period	Position	Name and Type of Business
16. MR. SUBA SWILAT Senior Vice President Supply Chain	54	- Bachelor of Business Administration (Marketing) University of the Thai Chamber of Commerce - Master of MBA (Industrial Administration) Sripitak University	None	None	2017-Present 2010 - 2017	Senior Vice President of Supply Chain Supply Chain Director	Malee Group Public Company Limited Jitkoon Group Public Company Limited
17. MR. PREETHA HONGCHAN Senior Vice President Production	57	- Bachelor of Engineering (Chemical Engineering) King Mongkut's University of Technology Thonburi	None	None	2010-Present 2017 - 2018 2014 - 2017	Senior Vice President of Production Vice President of Production Operating Manager of Beverage Products	Malee Group Public Company Limited Malee Group Public Company Limited Malee Group Public Company Limited
18. MR. PRASITH SURACHETPHANTHIN Senior Vice President Quality/Management & Regulatory Affairs	50	- Master of Business Administration, Thammasat University	None	None	2020-Present 2019-2020 2011-2018	Senior Vice President - Quality Management & Regulatory Affairs Quality Assurance Director Assistant General Manager - Regional Regulatory Affairs & Quality Assurance	Malee Group Public Company Limited Taduland Food & Packaging, LLC DISH (Thailand) Ltd
19. MS. PUJYAPAPAS PUTI BONGKERN Assistant to Vice President of Accounting	48	- Bachelor of Accounting, Thammasat University - Master of General Business Administration, University of Ballarat	None	None	2019-Present 2016 2017 2011-2017 2008-2011	Assistant to Vice President of Accounting Accounting Director Sr. Manager BOM Manager PMA Asst. Manager PMA	Malee Group Public Company Limited Taduland Food & Packaging Sony Technology Western Digital NXP
20. MR. SUPAKERT KAMLUONG Managing Director Malee Applied Science Co., Ltd.	40	- Doctorate of Engineering (Organic Chemistry), RWTH AACHEN UNIVERSITY, Germany - Master of Business Administration (Executive Program), Thammasat University - Master of Science (Organic Chemistry), Mahidol University - Bachelor of Science (Chemistry), Thammasat University	None	None	2018-Present 2017-2018 2014-2017 2013-2014	Vice President Innovation Center Director Researcher in Technology Platform Technical Researcher	Malee Applied Science Co., Ltd. Malee Group Public Company Limited SCS packaging Public Company Limited SPG Gamma V GmbH
21. MR. EKKARIN PINUJ Senior Vice President Sales and Marketing	56	- Bachelor of Business Administration, Rajabhat Mahasarakham University	None	None	2021-Present 2019-2020 2015-2020 2009-2015	Senior Vice President Sales and Marketing Chief Sales Officer - Thailand and International biz Commercial Director-Thailand Director Hospital channel (Thailand)	Malee Enterprise Co., Ltd. Star Health Group Diageo Vost Hennessy Thailand Johnson & Johnson
22. Ms. Jaijidee Narda Chief Executive Officer	53	- Master of MBA, Marketing and Finance, Sloan School of Management - Bachelor of Travel Industry and Hotel Management, Nihon University - Director Accredited Program (DAP), Thai Institute of Directors Association (TIDA) - Lead to Win at London Business School	None	None	2022 - Present 2018 - 2022 2017 - 2018 2017 - 2016	Chief Executive Officer Director, Head of Marketing Family Nutrition & Food Service Thailand & Indonesia Senior Director, Head of Marketing (B2B & B2C) AECAN & Pacific Director, Head of Consumer Marketing Printing & Supplies System, Asia Pacific &	Malee Group Public Company Limited Friedland Company Ltd Phillips Lighting Co. Ltd. HP Inc (Thailand) Ltd.
23. Sorakot Anusud Chief Operating Officer	49	- Master of Science (M.Sc) Engineering Management, Missouri University of Science and Technology - Bachelor of Industrial Management, Thammasat University	None	None	2022 - Present 2006 - 2021	Chief Operating Officer Plant Lead	Malee Group Public Company Limited Mondelē International Co., Ltd.

INFORMATION OF THE BOARD OF DIRECTORS OF SUBSIDIARIES

Malee Enterprise Company Limited

Name	Position
Ms. Roongchat Boonyarat	Director
Mr. Kitti Vilaivarangkul	Director
Mr. Paitoon Eiamsirikulmit	Director
Mrs. Patnaree Sirilerdworakarn	Director
Mr. Ekarin Pinij	Director

Malee Capital Company Limited

Name	Position
Ms. Roongchat Boonyarat	Director
Mr. Paitoon Eiamsirikulmit	Director
Mrs. Patnaree Sirilerdworakarn	Director

Malee International Company Limited

Name	Position
Ms. Roongchat Boonyarat	Director
Mr. Paitoon Eiamsirikulmit	Director
Mrs. Patnaree Sirilerdworakarn	Director
Mr. Ekarin Pinij	Director

Malee Applied Science Company Limited

Name	Position
Ms. Roongchat Boonyarat	Director
Mr. Supakeat Kambutong	Director
Mrs. Patnaree Sirilerdworakarn	Director

Abico Holdings Public Company Limited

Name	Position
Mrs. Chintana Boonyarat	Director
Mr. Kitti Vilaivarangkul	Director
Mr. Khemadhat Sukonhasingha	Director
Mr. Chaichat Boonyarat	Director
Mr. Karn Punyacharoensin	Director
Mr. Poonsak Ekpho	Director

Abico Dairy Farm Company Limited

<u>Name</u>	Position
Mr. Chaichat Boonyarat	Director
Mr. Kitti Vilaivarangkul	Director
Ms. Kanokporn Pomsathit	Director

Abico Land Company Limited

<u>Name</u>	Position
Mrs. Chintana Boonyarat	Director
Mr. Chaichat Boonyarat	Director
Mr. Kitti Vilaivarangkul	Director
Ms. Darunee Techapomrakul	Director

PPO Farm Company Limited

<u>Name</u>	Position
Mr. Kitti Vilaivarangkul	Director
Ms. Kanokporn Pomsathit	Director
Ms. Darunee Techapomrakul	Director

Monde Malee Beverage Company Limited

<u>Name</u>	Position
Ms. Roongchat Boonyarat	Director
Mr. Paitoon Eiamsirikulmit	Director

PT Kino Malee Trading Company Limited

<u>Name</u>	Position
Ms. Roongchat Boonyarat	Director

Long Quan Safe Food JSC Company Limited

<u>Name</u>	Position
Ms. Roongchat Boonyarat	Director

INFORMATION OF CHIEF INTERNAL AUDITOR AND CHIEF OF COMPLIANCE UNIT

The Company conducts internal audits in accordance with the Professional Practice of Internal Auditing Standards and the Guidelines Framework for Internal Control of the Committee of Sponsoring Organization of the Treadway Commission (COSO), which is acceptable in terms of the principles and essence for the assessment of the adequacy of an internal control system. The necessary principles consist of 5 areas as follows:

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring Activities

The Audit Committee has appointed the Manager of the Internal Audit Office to be an internal audit operator. The Profiles of the Manager of the Internal Audit Office are as follows:

First Name – Last Name	Ms. Pornmanee Kaewjairak
Position	Manager of the Internal Audit Office
Education	Master's Degree of Business Administration Program in Business Law, Ramkhamhaeng University Bachelor's Degree in of Business Administration (Managerial Accounting), Kasetsart University Sriracha Campus
Experience in Internal Audit	5 years
Training in Internal Audit	• Strategic People Management & Advanced Coaching • Insights into setting up a management system under the Personal Data Protection Act B.E. 2562

INFORMATION OF APPRAISED VALUE OF ASSETS

The land is stated at revalued amount. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any). The land is initially recorded at cost on the acquisition date and subsequently revalued by an independent professional appraiser to their fair values.

Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value at the end of the reporting period.

AUDIT COMMITTEE REPORT

The Audit Committee of Malee Group Public Company Limited was appointed in the Board of Directors' Meeting No. 3/2022 on May 13, 2022, consisting of 3 independent directors who are qualified and independent in accordance with the regulations of the Stock Exchange of Thailand. The members are as follows:

- | | |
|-----------------------|---------------------------------|
| 1) Mr. Arin Jira | Chairman of the Audit Committee |
| 2) Mr. Arnunt Maiphum | Member of the Audit Committee |
| 3) Ms. Nart Fongsmut | Member of the Audit Committee |

In 2022, the Audit Committee held 4 meetings with certified auditors, the Internal Audit Office, and Company executives. The Audit Committee performed its duties under the policies of the Board of Directors and the assigned responsibilities which were following the rules and regulations of the Stock Exchange of Thailand. The summary of the operating performance of the Audit Committee in 2022 is as follows:

1) Reviewed the Accuracy of the Financial Reports and Disclosed Sufficient Information

The Audit Committee reviewed the quarterly financial statements and the Company's financial statements for the year 2022 to ensure that the financial report and related parties' transactions between the Company and any related parties disclosed important information correctly and with credibility. The report was proposed to the Board of Directors for approval. The Audit Committee invited certified auditors and relevant executives to attend the meeting on the relevant agenda items to inquire about significant issues regarding the preparation of the financial reporting so that it was under the financial reporting standards. This included interpretations and accounting practice guidelines issued by the Federation of Accounting Professions. The Audit Committee found that the Company's financial statements were prepared under the generally accepted accounting principles and the information was disclosed sufficiently, completely, and reliably.

2) Reviewed the Adequacy and Appropriateness of the Internal Control System.

The Audit Committee considered the audit plan for 2022 and reviewed the adequacy and suitability of the internal control system based on the audit performance report and the improvement plan from the Management team. The Audit Committee promoted and pushed the operations of the internal auditing to be in accordance with the audit plan and in accordance with international standards. The Audit Committee found that the Company had an appropriate and effective internal control system and no significant defects that may cause any material effects were found.

3) Reviewed Compliance with Regulations and Related Laws

The Audit Committee strictly and consistently supervised the operations of the Company and found that the Company fully complied with securities and the stock exchange laws, the requirements of the Stock Exchange of Thailand, and any laws related to the Company's business.

4) Considered the Suitability of the Auditor

The Audit Committee considered, selected, and proposed the appointment of auditors and the remuneration of the Company's auditors for 2022 to the Board of Directors.

5) Considered Related Parties Transactions

The Audit Committee considered the disclosure of accurate and complete related parties' transactions or conflict of interest transactions in accordance with the laws and the requirements of the Stock Exchange of Thailand.

6) Reviewed the Risk Management Process

The Audit Committee reviewed the risk management process by appointing Mr. Arin Jira as Chairman of the Risk Management Committee. The Audit Committee found that the Company had a risk management system and gave helpful suggestions in order to reduce risk. In the overall evaluation, the Audit Committee sufficiently performed the duties and responsibilities as specified in the Audit Committee Charter by using sufficient knowledge and ability, prudence, and independence.

7) Reviewed the Good Corporate Governance

The Audit Committee monitored the progress of the processes and procedures to promote the implementation of all types of anti-corruption policies throughout the organization. This was done by considering the action plan to request certification after the Company announced its intention to be part of Thailand's Private Sector Collective Action against Corruption Collective Action. The Board of the Audit Committee was of the opinion that good corporate governance guidelines were appropriate.

Due to the above practices, the Audit Committee is of the opinion that for the year 2022, the Company prepared accurate financial reports in accordance with the generally accepted accounting standards and disclosed sufficient, complete, and reliable information. The Company had an internal control system and an internal audit and complied with relevant laws and regulations. The appointment of an auditor, the consideration of related parties' transactions, the review of risk management, and the operations were consistent with good and sustainable governance systems.

On behalf of the Audit Committee



(Mr. Arin Jira)
Chairman of the Audit Committee
February 23, 2023

NOMINATION AND REMUNERATION COMMITTEE REPORT

The Nomination and Remuneration Committee of Malee Group Public Company Limited was appointed in the Board of Directors Meeting No.3/2022 which was held on May 13, 2022. The Nomination and Remuneration Committee was comprised of 3 Independent Directors who are qualified and independent in accordance with the regulations of the Stock Exchange of Thailand. The Members are as follows:

- | | |
|-----------------------|---|
| 1) Ms. Nart Fongsmut | Chairman of the Nomination and Remuneration Committee |
| 2) Mr. Arin Jira | Member of the Nomination and Remuneration Committee |
| 3) Mr. Arnunt Maiphum | Member of the Nomination and Remuneration Committee |

In 2022, the Nomination and Remuneration Committee performed its duties in accordance with the policy of the Board of Directors and the duties and responsibilities of the Nomination and Remuneration Committee. This was in accordance with the rules and regulations of the Stock Exchange of Thailand. The Nomination and Remuneration Committee held one meeting in which every member of the Nomination and Remuneration Committee attended the meeting and reported the resolutions of the Meeting to the Board of Directors.

- Considered, selected, and screened qualified persons to be the Company's directors by nominating them to the Board of Directors to be proposed to the Annual General Meeting of Shareholders for 2022 for further consideration and appointment.
- Considered and selected qualified directors and executives to be members of various subcommittees by proposing them to the Board of Directors to approve the appointment.
- Considered and scrutinized the directors' remuneration by proposing it to the Board of Directors for their consideration and proposed to the Annual General Meeting of the Shareholders for 2022.
- Consider, selected, and screened qualified persons to be the Chief Executive Officer by nominating them to the Board of Directors for approval to hold the position.

As a result of the above operations, the Nomination and Remuneration Committee is confident that the duties were performed in accordance with the scope of duties and responsibilities of the Nomination and Remuneration Committee. The duties were performed with prudence and independently, by taking into account the maximum benefit of the Company and all stakeholders, in accordance with the principles and practice guidelines of Good Corporate Governance. The Nomination and Remuneration Committee complied with the law and regulations correctly and completely.

On Behalf of the Nomination and Remuneration Committee,



(Ms. Nart Fongsmut)

Chairman of the Nomination and Remuneration Committee
February 27, 2023

EXECUTIVE COMMITTEE REPORT

The Executive Committee of Malee Group Public Company Limited was appointed in the Board of Directors Meeting No.3/2022 which was held on May 13, 2022. The Executive Committee is comprised of 3 Directors who are fully qualified, knowledgeable, capable and well-experienced in business and the industry. The Executive Committee consists of:

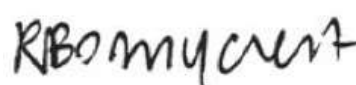
- 1) Ms. Roongchat Boonyarat **Chairman of the Executive Committee**
- 2) Mr. Pichai Chirathivat **Member of the Executive Committee**
- 3) Mr. Kittti Vilaivarangkul **Member of the Executive Committee**

In 2022, the Executive Committee performed its duties in accordance with the scope of responsibilities and the policy of the Board of Directors. This was in accordance with the rules and regulations of the Company. The Executive Committee held 12 meetings in which all the directors attended the meeting. The meeting resolutions were reported to the Board of Directors. A summary of the operating performance is as follows:

- Assisted the Board of Directors in management by formulating business strategies and operational policies to achieve the goals as assigned by the Board of Directors.
- Considered the Company's annual budget prior to proposing it to the Board of Directors' Meeting for approval.
- Prepared and proposed strategies, business plans and operations to the Board of Directors for approval.
- Considered the start of new business operations of the Company to be in accordance with the Company's policy prior to proposing it to the Board of Directors' Meeting for approval.
- Reviewed the business operations of the Company, both normal business operations and nonnormal business operations.
- Held a meeting to review and give opinions on the monthly profit and loss report which was reported by the Management team.

According to the above operations, the Executive Committee is confident that the duties were performed in accordance with the scope of duties and responsibilities, completely and with prudence. This was done by taking into account the maximum benefit of the Company and all stakeholders which was consistent with the principles and practice guidelines of Good Corporate Governance. The Executive Committee complied with the law and regulations correctly and completely.

On behalf of the Executive Committee



(Ms. Roongchat Boonyarat)
Chairman of the Executive Committee
February 27, 2023

RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors was aware of the importance of risk management, which enables the Company to operate business continually. Therefore, the Risk Management Committee was appointed by the Meeting of the Board of Directors No. 3/2022 which was held on May 13, 2022. The Risk Management Committee is comprised of 4 directors:

- | | |
|------------------------------|---|
| 1) Ms. Nart Fongsmut | Chairman of the Risk Management Committee |
| 2) Mr. Arin Jira | Member of the Risk Management Committee |
| 3) Mr. Arnunt Maiphum | Member of the Risk Management Committee |
| 4) Mr. Kittti Vilaivarangkul | Member of the Risk Management Committee |

The Risk Management Committee has the duties to consider and scrutinize major risk and the overall risk management of the Company to be efficient and effective. In 2022, the Risk Management Committee held 4 meetings to consider the following important matters:

- To consider reviewing formulated strategies, organizational risk management activities, and measures to control risk to be more appropriate with the situations, especially during the pandemic of Covid-19.
- Consider and approve the annual corporate risk management plan that was proposed by the risk management working group. This covered strategic risk, operational risk, financial risk, and regulatory compliance risk.
- Monitor and evaluate the implementation of the risk management plan. If any risk increases or changes from before, the problem could be resolved in a timely manner along with the guidelines to determine the control measures or alleviate the risk that may occur immediately.
- Support and create a risk management culture within the organization so that employees at all levels are involved in risk management for which they are responsible.
- Report the risk management results of the organization to the Audit Committee for acknowledgment.

According to the above operations, the Risk Management Committee is confident that the Company managed risks continually and effectively. This is consistent with the principles and practice guidelines of Good Corporate Governance. This was done by taking into account all of the stakeholders in the business operations in order to promote the stability of the Company. The Company had a sufficient internal control system that was suitable for the business and complied with the laws and regulations correctly and completely.

On behalf of the Risk Management Committee



(Ms. Nart Fongsmut)
Chairman of the Risk Management Committee
February 25, 2023



CHARTER

CHARTER

THE BOARD OF DIRECTORS

MALEE GROUP PUBLIC COMPANY LIMITED

1. Objectives

The Board of Directors is a representative of the shareholders. Therefore, it plays an important role in creating value for the business and generating a return on investment for shareholders. In general, the Board of Directors shall assign the management to act. Therefore, the main duties of the Board of Directors are divided into two areas.

1. To set the Company's directions, policies, and business strategies to ensure that the Company operates in a direction that is in the best interests of the shareholders
2. To Monitor the operations of the management in order to check, balance, and be responsible for the Company's performance to the shareholders. The Board of Directors also has powers and responsibilities as stipulated by law, the Company's Articles of Association, and resolutions of the shareholders' meeting

2. Composition and Appointment of the Board of Directors

The Board of Directors consists of not less than five (5) directors who are elected in the shareholders' meeting. Those directors are truly independent of the management and without any business relationship or any other relationship that may influence the independent judgment of not less than one-third of the total number of directors and must not be less than 3 directors. The directors may or may not be shareholders of the Company. However, the election of directors of the Company shall be made in accordance with the following rules and procedures:

1. A shareholder shall cast his/her votes equal to one share per one.
2. In selecting directors, voting methods can be done by selecting directors individually, one at a time, or several at a time as the shareholders' meeting deems appropriate. But in each resolution, shareholders must vote with all the votes they have, and cannot divide them to any person in any amount
3. Persons receiving the highest votes in descending order shall be elected as a director equal to the amount that should have or should be elected at that time. In the event that the persons elected in descending order get equal votes or exceed the number of directors to be positioned or to be elected at that time The chairman of the meeting shall have a deciding vote.

Appointment of the Company directors shall be in accordance with the Company's regulations and the requirements of relevant laws. This must be done with transparency and clarity. The Nomination Committee shall consider and screen qualified persons to be the Company's directors, then submit to the Board of Directors for approval and propose in the Annual General Meeting of shareholders. The meeting shall elect them as the Company's directors. There must be sufficient details offered in terms of the educational background and professional experience of the person for the benefit of the decision of the Board of Directors and shareholders.

The Board of Directors shall elect one director to be the chairman of the board. In the case where the Board of Directors deems appropriate, one or more directors may be elected as Vice Chairman. The Vice Chairman has duties in accordance with the regulations in the business assigned by the chairman.

3. Qualifications of Directors

1. There are no restrictions on gender.
2. A person who does not have a tainted history and does not have any prohibited characteristics under the law and good corporate governance principles.
3. A person with knowledge, abilities, honesty, business ethics, and sufficient time to devote his-her knowledge and skills and perform duties for the Company.
4. A person with vision and is able to look at the overall picture that is aligned with the Company's business strategy.
5. A person with knowledge, abilities, honesty, business ethics, and sufficient time to devote his-her knowledge and skills and perform duties for the Company.
6. A person who is skilled in communicating effectively.
7. A person who has business ideas and systematic decisions.
8. A person who has knowledge and understanding in finance, commerce, or industry and has experience in business administration.
9. Directors can hold directorships in other companies. However, being such a director must not be an obstacle to the performance of the Company's director and must be in accordance with the guidelines of the Board of Directors, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand
10. The Company prohibits directors from operating businesses of the same nature and competing with the business of the Company or being a partner in an ordinary partnership or a partner with no limited liability in a limited partnership, or being a director of a private company that operates a business of the same nature and is in competition with the business of the Company unless the Shareholders' Meeting is notified before there is a resolution to appoint a director.
11. Independent directors must have qualifications related to independence as specified by the Company and in accordance with the same guidelines as the qualifications of the Audit Committee. According to the announcement of the Stock Exchange of Thailand regarding the qualifications and scope of work of the Audit Committee. They must be able to take care of the interests of all shareholders equally and not cause conflicts of interest. In addition, they must be able to attend the Board of Directors meetings and give independent opinions.

The definition of an Independent Director is in accordance with the rules prescribed by The Securities and Exchange Commission and the Stock Exchange of Thailand. The details are as follows:

1. Hold no more than one percent of the total voting shares of the Company, the parent company, subsidiary, associated company, major shareholder, or be a controlling person of the Company. This includes the shareholding of related persons of the independent director.

2. Not being nor used to be a director who is involved in management, staff, employees, or advisors who receive a regular salary or a controlling person of the Company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder, or a controlling person of the Company unless the above characteristics have passed for more than 2 years.
3. Not being a person related by blood or by legal registration in the form of father, mother, spouse, sibling, or child including the spouse of the children, executive, major shareholder, controlling person, and the candidate to be an executive or the controlling person of the Company and subsidiaries.
4. Not having nor having had a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company in a manner that may obstruct the independent discretion of the independent directors. This includes neither being nor having been a major shareholder or controlling person of a person who has a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company unless the above characteristics have passed for more than 2 years.
5. Not being nor has been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or a controlling person of the Company. Not being a major shareholder, controlling person, or partner of the audit firm which audits the Company, subsidiaries, associated companies, major shareholder, or controlling person of the Company unless the above characteristics have passed for more than 2 years.
6. Not being nor used to be a professional service provider which includes legal advisors or financial advisors that receive service fees of more than Baht 2 million per year from the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company and is not a major shareholder, controlling person, or partner of that professional service provider unless the above characteristics have passed for more than 2 years.
7. Not being a director appointed to be a representative of the Company, major shareholder, or shareholder who is related to a major shareholder.
8. Not operating a business of the same nature nor being in competition with the business of the Company or subsidiary. Not being a partner in a partnership or being a director that participates in management, employees, staff, or consultants who receive a regular salary or hold more than one percent of the total voting shares of other companies that operate a business of the same nature and not being in competition with the business of the Company or subsidiary. Not having any characteristics that make them incapable of expressing independent opinions in regard to the Company's business affairs.
9. Not having any other characteristics that prevent an ability to express independent opinions on the Company's operations.

4. Term of Office

The Articles of Association of the Company determines that at every Annual General Meeting, at least one-third of the directors must vacate the position, or if the number of directors cannot be divided equally into three parts, the number closest to one-third of the directors will retire in the first year and the second year after the Company was registered. Lots must be drawn in order to choose directors to vacate the position. In subsequent years, the directors who have held the positions the longest shall retire. However, retiring directors may be re-elected to the position.

In addition to vacating positions by rotation, Directors will vacate positions upon:

- 1) die
- 2) resign
- 3) Lack of qualifications or having prohibited characteristics under the law governing public limited companies.
- 4) The shareholders' meeting passed a resolution to leave (with a vote of not less than three-fourths (3 in 4) of the number of shareholders who attended the meeting and had the right to vote and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote).
- 5) The court has issued an order.

Any director who intends to resign from the position shall submit a resignation letter to the Company. The resignation is effective as of the date the resignation letter reaches the Company. A director who resigned may also notify his resignation to the registrar.

In the event that the director's position becomes vacant due to other reasons in addition to the period of retirement, the committee shall select any person who has the qualifications and does not have any prohibited characteristics under the law on public limited companies in the next Board of Directors' meeting to replace the vacant position with a vote of not less than three-fourths (3-fourths) of the remaining directors. Unless the remaining term of that director is less than two months (2 months), the person who replaces him/her can hold office for only the remaining term of the director he replaces.

5. The Roles, Duties, and Responsibilities of the Board of Directors

5.1 The Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors has a duty to comply with the law, objectives, the Articles of Association of the Company, and the resolutions of the Shareholders' Meeting by performing their duties with honesty and cautiously protecting the benefits of shareholders and stakeholders whether in the short-term or long-term and ensuring that the operations of the Company are in the direction that will bring maximum benefit to shareholders and stakeholders. The Board of Directors has a duty to appoint the Audit Committee and every sub-committee. The Board of Directors will oversee the establishment of the Company's vision, mission, strategy, goals, policies, and annual budget. The Board of Directors will jointly review and give comments annually in order to understand the overall picture of the business together before considering approval and following up with management so that it is in accordance with the set goals in order to adhere to the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Commission.

1. Review and provide guidelines for the Company's strategy, important operating plans, risk policy, annual budget, and business plan. Set performance goals, observe the implementation, and supervise any important investment expenditures which include joint ventures and business sales.
2. Select, determine remuneration, assess the performance of executives on a regular basis (or remove them if necessary), and review the succession plan to ensure continuity.
3. Review the remuneration of directors and executives. Ensure that the Board of Directors has a formal and transparent process for nominating directors.
4. Ensure that the accounting system, financial reporting, and auditing are reliable. This includes supervising the process to have a sufficient internal control assessment, risk management, financial control, and legal compliance.

5. Monitor and manage conflicts of interest of the Management Team, the Board of Directors and shareholders. This includes misusing Company assets and inappropriate actions with related parties' transactions.
6. Propose the appointment of suitable persons to be directors. Ensure that the structure and practices of the existing Board of Directors pave the way for appropriate corporate governance and ethical practices.
7. Directors are able to exercise discretion directly in the Company's business independently from the Management team and any other benefit groups. The directors must devote sufficient time and pay attention to the performance of duties according to their responsibilities.
8. Monitor and ensure that the Company's strategy is implemented in order to achieve performance according to plan well.

5.2 The Roles, Duties, and Responsibilities of the Chairman of the Board of Directors

The Board of Directors has defined the roles and responsibilities of the Chairman of the Board of Directors as follows:

1. Take responsibility as the leader of the Board of Directors in supervising, monitoring, and supervising the management of the Executive Board and other subcommittees to achieve the objectives according to the plan set out.
2. Call a meeting of the Board of Directors and the shareholders' meeting as well as having a role in setting the agenda of the Board of Director meetings in conjunction with the President

In case the person holding the position of the Chairman is not an independent director, or the Chairman and the President are members of the same family, or the Chairman is a member of the Executive Committee or working group or is assigned to have administrative responsibilities, the Board of Directors will appoint one independent director to jointly determine the agenda of the Board of Directors meeting to comply with good corporate governance principles

3. Preside over the meeting of the Board of Directors and in case of equal votes, the Chairman of the Board of Directors shall cast an additional vote as a deciding vote unless a director who has an interest in any matter is not entitled to attend the meeting and has no right to vote on that matter.
4. Preside over the meeting of shareholders and have a role to ensure the effectiveness of the meeting under the Articles of Association. Encourage and allow shareholders to express their opinions independently.
5. Not being a chairman or member of a sub-committee so that the performance of the sub-committee is truly independent.
6. Have a duty to supervise the implementation of the policy and strategic operational guidelines of the management, as well as giving advice and support to the management's business operations but does not take part in the day-to-day management of the Company.

6. The Meeting

The Board of Directors' Meeting is an important duty of the Board of Directors. The Board of Directors must regularly attend the Board Meetings in order to be informed and jointly make decisions on the Company's business operations. At the meeting of the Board of Directors, there must be not less than

one-half of the total number of directors present in order to constitute a quorum. In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform his/her duties if the Vice Chairman of the Board of Directors is present, the Vice Chairman of the Board of Directors shall preside over the meeting. But if there is no Vice Chairman of the Company or he/she is not present at the meeting or unable to perform duties, the directors of the Company who attend the meeting shall elect one of the Company directors to preside over the meeting.

6.1 Agenda of the Meeting

In determining the agenda for the Meeting of the Board, the Executive Committee will consider the issues to be put into the agenda for the Board of Directors' Meeting. Every executive director is allowed to propose issues to be considered as agenda items. They are also able to express opinions freely. The Company Secretary will compile the above matters into the agenda items for the Board of Directors Meeting by proposing the agenda items to the Chairman of the Board of Directors to consider the approval and prepare the meeting invitation letter to call for the Board Meeting.

In case the person holding the position of Chairman is not an independent director, or the Chairman and the President are members of the same family, or the Chairman is a member of the executive committee or working group or is assigned to have administrative responsibilities, the Board of Directors will appoint one independent director to jointly determine the agenda of the Board of Directors meeting to comply with good corporate governance principles

The secretary of the Board of Directors shall prepare the invitation letter for each meeting of the Board of Directors. The date, time, venue, and agenda of the meeting are clearly set, and supporting documents for the meeting are delivered to the Board of Directors and attendees at least 7 days in advance of the meeting date so that they have time to consider various matters or request additional information for consideration in order to consider matters assigned.

The following transactions must receive a majority vote of the total number of directors who attend the meeting and cast their votes:

1. Accepting financial and business policies, long-term policies, and business plans of the Company
2. Increasing and reducing the registered capital of the Company including the issuance of capital securities
3. Approval of borrowings, incurring debts, guarantees, or contingent liabilities totaling more than four hundred million baht (400,000,000 baht) per accounting period
4. Dividend payment
5. Approval or amendment of annual financial statements, tax refunds, and important accounting policies of the Company
6. Change of the Company's auditor
7. Change of members of the Executive Committee or the assignment and including the amendment of the powers given to the Executive Committee
8. Capital Expenditure Approval (whether each transaction or project) in the total amount of more than four hundred million baht (400,000,000 baht) per accounting period or any expenses which are not included in the business plan which totals more than one hundred million baht (100,000,000 baht)

9. Approval of entering into any agreement with a value exceeding one million baht (1,000,000 baht) or zero point three (0.3) percent of the book value of the Company's net tangible assets. (As disclosed in the latest financial statements), which is a connected transaction under the Securities and Exchange Act
10. Approval of any operating contract which has a period of more than one year (1 year) or with a contract to renew the contract automatically which, together with the original period stated in the contract, exceeds one year (1 year) and has an annual value implied more than two hundred million baht (200,000,000 baht)
11. Approval of investment in new business, joint venture, partnership or any other project with the purpose of profit and loss sharing, or investments in other businesses with an amount exceeding two hundred million baht (200,000,000 baht)
12. Approval of the termination of important business lines of the Company
13. Selling, distributing, and transferring assets, whether one-time or aggregated to more than four hundred million baht (400,000,000 baht) in each accounting period, or not in the normal course of trade
14. Approval of the creation of collateral, mortgage, pledge, or any other encumbrance over any assets of the Company other than in relation to clause (3)
15. Approval of the merger or the acquisition of any business or businesses other than Clause (11)
16. Dissolution or liquidation of any company in the group
17. Delisting of shares from the Stock Exchange of Thailand or listing the Company's capital securities on other stock exchanges
18. Amendment or change of the Memorandum of Association or the Articles of Association of the Company

6.2 Number of Meetings

The Board of Directors shall hold meetings at least 4 times a year, depending on the situation. and the necessity for the operation of the Board of Directors to achieve the set objectives. Each meeting will have a clear set agenda in advance. And there may be special meetings to consider matters of urgency.

6.3 Attendees

The Board of Directors may invite auditors, internal auditors, and related executives to attend the meeting as necessary to provide them with useful information and to let them know the policy directly.

6.4 Voting

The Company has a policy on the minimum number of quorums at the moment the Board of Directors cast votes at the meeting. There must be no less than two-thirds of the total number of directors in the Board of Directors meeting. In passing a resolution at a meeting of the Board of Directors, the resolution of the Board of Directors shall be made by a majority of votes, in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the Company secretary is responsible for preparing the minutes of the meeting and proposing to the meeting to certify in the first agendas of the next meeting, then send the minutes to the Chairman of the Board of Directors for consideration and signature to certify the correctness.

The directors are able to express opinions and request to amend the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents. and stored in the form of electronic documents for the convenience of searching for references

7. Reporting

The Board of Directors has a duty and responsibility to report the activities and opinions of the Board of Directors to shareholders, general investors, and government agencies. This is to ensure that the Board of Directors has carefully managed and considered the interests of all shareholders equally.

8. Evaluation

To ensure the efficiency of the Board of Directors' work and achieve the assigned objectives, the Board of Directors shall provide an evaluation of the Board of Directors by conducting the Board of Directors' self-assessment or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives.

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on November 14, 2022 to be effective in place of the original one from January 1, 2023 onwards. This charter shall be reviewed every 2 years unless there is a requirement or new rules that have an impact will be taken into account from time to time.



Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited

CHARTER

THE AUDIT COMMITTEE

MALEE GROUP PUBLIC COMPANY LIMITED

1. Objectives

The Audit Committee is one of the sub-committees of the Board of Directors and an important tool or mechanism to ensure that the Company has a good corporate governance system. The Audit Committee comprises independent directors. It will help lighten the burden of the Board of Directors, increase flexibility in management, and is able to express an honest opinion on financial reports and internal control system as well as provide opportunities for the management and the auditors to have discussions to manage the potential risks and to ensure that the financial reports are disclosed in full, accurate, and in accordance with the standards and related requirements. This will result in reliable financial reports. The establishment of an Audit Committee aims to enhance operational efficiency. and add value to the company in various fields as follows:

- 1) Confidence, credibility, and transparency of published financial reports.
- 2) Increased care in the performance of duties of the Board of Directors, in which the Board of Directors will take into account their own responsibilities towards:
 - Financial Reporting
 - Selection of appropriate accounting policies
 - Financial Management
 - Internal control system and internal audit
 - Compliance with relevant regulations and laws
 - Management and control of business risks
 - Regular monitoring of compliance with the anti-corruption policy
 - Recommendations on the appointment and evaluation of the Certified Public Accountant.
- 3) Lighten the burden of the Board of Directors by delegating powers related to financial reports internal control and internal audits to the Audit Committee. This will provide an opportunity for the Board of Directors to consider various matters in depth, and increase efficiency in other aspects of management.
- 4) Improve the functions and processes of internal and external audits as well as communication between the Board of Directors, the Internal Audit Department, and the auditor.
- 5) Facilitate formal meetings between the Board of Directors and the Financial Management Department.
- 6) Strengthen the independence of internal auditors and the Internal Audit Department so that they are able to express opinions honestly. This results in higher operational efficiency.
- 7) Encourage the auditors to maintain their independence and set a framework for the auditors to express their opinions honestly in the event that there may be conflicts with the management.

- 8) Improve the quality of internal audit reports.
- 9) Strengthen the role and power of external Independent Directors.
- 10) Strengthen the directors' understanding of the scope of the audit that has been set.

2. Composition and Appointment of the Audit Committee

The Board of Directors appoints the Audit Committee by selecting at least 3 Independent Directors with appropriate qualifications. The Audit Committee who has been appointed shall elect one member to be the Chairman of the Audit Committee.

In the event that the Audit Committee completes the term of office or there is any reason that the Audit Committee cannot remain until the end of the term, and the number of members is less than the specified number of 3 people, the Board of Directors and/or the Shareholders' Meeting shall appoint a new audit committee member immediately or at the latest within 3 months from the date the number of members is incomplete to ensure continuity in the operation of the Audit Committee.

Head of the Internal Audit Department of the Company shall act as the secretary of the Audit Committee to assist the Audit Committee with regards to meeting appointments, preparing the agendas, delivering meeting documents, and recording meeting minutes

3. Qualifications

1. The Audit Committee must be appointed by the Board of Directors and/or shareholders.
2. All members of the Audit Committee must be independent directors with full qualifications as announced by the SEC as follows:
 - 2.1) Holding shares not more than 1% of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest, including the shares held by related persons of that independent director.
 - 2.2) Not being or used to be a director who participates in management, employee, staff, or advisor who receives a regular salary or controlling person of the Company, parent company, subsidiary company, associated company, subsidiary of the same level or juristic persons that may have conflicts unless the above characteristics have been terminated for at least 2 years before being appointed as a member of the Audit Committee.
 - 2.3) Not a person who has a blood relationship or by legal registration in the form of parents, spouses, siblings and children including the spouses of the children of the executives, major shareholders, controlling persons, or persons to be nominated as an executive or a controlling person in the Company, parent company, or subsidiary.
 - 2.4) Not having or used to have a business relationship with the Company, parent company, subsidiary company, associated company or juristic person that may have conflicts of interest, including the relationship in the nature of professional services and trade/business as required by the Securities and Exchange Commission (SEC) both at present and 2 years before being appointed except in the case of necessity and reasonable which does not occur regularly and continuously. Independent directors can have relationships that exceed the level of significance specified by the SEC during their tenure but must be approved by the Board of Directors with a unanimous resolution before entering into the transaction.

- 2.5) Not being a director who has been appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.
- 2.6) Not having any other characteristics that prevent the inability to express independent opinions on the Company's operations.
3. Not being a director who has been assigned by the Board of Directors to make decisions on business operations of the Company, parent company, subsidiary company, associated company, subsidiary of the same level, or juristic persons that may have conflicts
4. Not being a director of the parent company, subsidiary and subsidiary of the same level
5. There must be at least one member of the Audit Committee who has sufficient knowledge and experience to review the reliability of the financial statements. The Company must specify in the Form 56-1 and Form 56-2 reports that any of the Audit Committee members are qualified as such, and that audit committee member must specify such qualifications in the biographical certificate of the Audit Committee that must be submitted to the SET as well.

4. Term of office

The term of office of members of the Audit Committee is year-by-year. The Nomination and Remuneration Committee proposes the Board of Directors consider appointing a new member of the Audit Committee to replace the old member at the first meeting of the Board of Directors after the Annual General Meeting of shareholders.

The Audit Committee has a term of office not exceeding 9 years unless unanimously approved by the Nomination and Remuneration Committee that the office beyond the specified term does not impair the independence of such directors.

The meeting of the Board of Directors may pass a resolution to remove any member of the Audit Committee prior to the expiration of the term by a vote of not less than three-fourths of the number of committees present at the meeting and having the right to vote.

5. Duties and Responsibilities

5.1 Duties of the Audit Committee

1. To review and ensure that the Company has accurate financial reports and sufficient information disclosure.
2. To review and ensure that the Company has an appropriate and effective internal control system and internal audit, and consider the independence of the Internal Audit Department as well as to approve the appointment, transfer, and dismissal of the head of the Internal Audit Department or any other agency responsible for internal audits.
3. To review the Company's compliance with the Securities and Exchange Act, SET regulations, and laws related to the company's business.
4. To consider the selection and nominate an independent person to act as the Company's auditor, including considering the remuneration of such a person. to the Board of Directors for their opinions at the shareholders' meeting.
5. To arrange a meeting of the Audit Committee with the auditor without the management attending the meeting at least once a year.

6. Consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand and the SEC to ensure that such transactions are reasonable and for the best benefit of the Company.
7. Prepare the Audit Committee's report to be disclosed in the Company's annual report. The information must be at least according to the announcement of the Stock Exchange of Thailand.
8. Perform any other tasks as assigned by the Board of Directors.

5.2 Responsibilities of the Audit Committee

The Audit Committee is responsible to the Board of Directors for the duties assigned by the Board of Directors. While the responsibility for all activities of the Company to outsiders remains with the Board of Directors as a whole.

6. Meeting

6.1 Agenda

The Secretary of the Audit Committee prepares an invitation letter for each meeting of the Audit Committee. The date, time, venue, and agenda of the meeting are clearly set, and supporting documents for the meeting are sent to the Audit Committee and attendees in advance for a reasonable period of time in order for them to have time to consider various matters or request additional information for consideration about various matters assigned as follows:

1. Consideration of financial statements and related financial reports, accounting principles and practices, compliance with accounting standards, the existence of business, major accounting policy changes, and the management's reasons for determining the accounting policy, before presenting them to the Board of Directors for dissemination to shareholders and general investors.
2. Consideration of the sufficiency and appropriateness of the internal control system and the internal audit of the Company in order to make recommendations to the Internal Audit Department and the Board of Directors.
3. Review of the Company's annual internal audit plan and evaluation of the audit together with the internal auditors to ensure that the audit plan will increase the efficiency of the Company's business. This includes detecting corruption or deficiencies in the internal control system.
4. Consideration, together with the internal auditors, of any problems or limitations that arise during the audit and review of the internal auditors' performance.
5. Consideration, together with the internal auditors, of problems or limitations arising from the audit and review of the financial statements including suggestions from auditors
6. Consideration, together with the internal auditors and auditors, of planning a review of the methods and controls of electronic data processing, especially about security, to prevent fraud or misuse of electronic information systems by Company employees or third parties.
7. Consideration of the review of items that may cause conflicts of interest such as the connected transactions of the Company
8. Compliance with Securities and Exchange Laws, SET regulations, and laws related to the Company's business
9. Perform any other tasks assigned by the Board of Directors.
10. Consideration of self-assessment regarding the performance of duties and responsibilities as assigned

6.2 Number of meetings

The Audit Committee must hold a meeting at least 4 times a year, depending on the circumstances and the necessity for the operation of the Audit Committee to achieve the set objectives

6.3 Attendees

The Audit Committee should invite the Company's auditors and internal auditors to present the work and may invite relevant directors or executives to attend the meeting as necessary.

6.4 Voting

In voting at the Audit Committee meeting, the majority of votes shall be adopted in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

The secretary of the Audit Committee takes the minutes of the meeting. The minutes of the meeting must be submitted to the Audit Committee and the Board of Directors so that the Board of Directors will be informed of the activities of the Audit Committee in a timely manner, as well as forwarding to the internal auditors and the auditors to confirm the information and inform the Audit Committee of the matters that the Audit Committee cares or deserves special attention.

Members of the Executive committees are able to express opinions and request to amend the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Audit Committee is responsible for reporting the activities of the Audit Committee or any other duties assigned by the Board of Directors. The Audit Committee must report the performance of its duties to the Board of Directors, while the performance of duties in the past year is reported to shareholders in the annual report. The Audit Committee's report is important to the Board of Directors, shareholders and general investors because the report is an independent and honest opinion of the Audit Committee. It also ensures that the Board of Directors is confident that the management has done its work carefully and takes into account the interests of all shareholders equally.

7.1 Reporting to the Board of Directors

1. Report on regular activities so that the Board of Directors knows the activities of the Board of Directors.
 - Minutes of the Audit Committee meeting which clearly state the opinions of the Audit Committee on various matters.
 - Summary reports of activities performed during the year.
 - Reports on opinions on financial reports, internal audits, and internal audit processes.
 - Any other reports that the Board of Directors should be aware of.
2. Report the findings immediately so that the Board of Directors can find solutions in a timely manner to perform the duties of the Audit Committee. If found or suspected of any of the following items or actions, which may have a significant impact on the financial position and operating results of the Company, the Audit Committee shall report to the Company's Board of Directors for improvement within the time that the Audit Committee deems appropriate.

- Conflicts of Interest
- Suspicions or assumptions that there may be corruption or irregularities or major deficiencies in the internal control system
- A Suspicion that there may be a violation of the Securities and Exchange Act, SET regulations, or laws related to the Company's business
- Any other reports that the Board of Directors should be aware of

7.2 Reporting to the authorities

If the Company's auditor encounters any suspicious circumstances, or if the Managing Director or a person responsible for the Company's operations has committed an offense as prescribed in the Securities and Exchange Act Section 89/25 and has informed the facts about the circumstances to the Audit Committee, the Audit Committee shall examine and report the results of the initial audit to the Securities and Exchange Commission or the Stock Exchange of Thailand and the Company's auditor within 30 days from the date of being notified. The report shall be done after the Audit Committee has reported to the Board of Directors any material impacts on the financial position and operating results, and there have been discussions with the Board of Directors and executives that there must be improvements at the end of the specified time together. If the Audit Committee finds that there has been unreasonable neglect of such remedial action, any member of the Audit Committee or the Audit Committee must report the findings to the Securities and Exchange Commission or the Stock Exchange of Thailand.

7.3 Reporting to shareholders and general investors

The Audit Committee shall report activity during the year according to the duties and responsibilities assigned by the Board of Directors. The report is signed by the Chairman of the Audit Committee and disclosed in the Company's annual report. The report contains the following information:

1. Comments on completeness, correctness, and reliability of the preparation process and disclose information in the Company's financial reports
2. Opinions on the adequacy of the Company's internal control system
3. Opinion on the suitability of the auditor
4. Opinions on compliance with securities and stock exchange laws, SET regulations, or laws related to the Company's business.
5. Comments on transactions that may have conflicts of interest
6. Number of Audit Committee Meetings and attendance of each Audit Committee Member
7. Overall opinions or observations received by the Audit Committee in the performance of duties under the Charter
8. Any other reports that shareholders and general investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors

8. Evaluation

To ensure that the audit committee works effectively and achieves the assigned objectives, the Audit Committee shall provide the Audit Committee assessment by conducting the Audit Committee Self-Assessment or other suitable methods to bring the assessment results to improve the efficiency of the operation and achieve the stated objectives.

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on November 14, 2022, to be effective in place of the original one from January 1, 2023, onwards. This charter shall be reviewed every 2 years unless there is a requirement or new rules that have an impact will be taken into account from time to time.



Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited

CHARTER

NOMINATION AND REMUNERATION COMMITTEE

MALEE GROUP PUBLIC COMPANY LIMITED

1. Objectives

The Board of Directors considers and appoints some members of the Nomination and Remuneration Committees who are qualified to assist in the selection of persons who are suitable for performing duties in the position of Director, Ad-hoc Director, and Managing Director or equivalent position. The Committee also considers the determination of remuneration for the Director, Ad-hoc Director, and Managing Director or equivalent position to be transparent and consistent with the Company's performance, responsibility, and performance by the appropriate level comparable to the same market and industry of similar size as assigned by the Board of Directors to support the performance of the Nomination and Remuneration Committee which is one of the important mechanisms for supervising the management of the organization and the Group's business. This will be done in accordance with the policies, plans, and goals set by the Board of Directors for the sake of maximum efficiency to build confidence for all stakeholders as well as to create clarity on the scope of duties and responsibilities and other important things related to the Nomination and Remuneration Committee. The Board of Directors, therefore, approved the preparation of the Nomination and Remuneration Committee Charter. as a guideline for the performance of duties of the said committees in accordance with the law and in accordance with the principles of good corporate governance.

2. Composition and appointment of the Nomination and Remuneration Committee

The Board of Directors appoints the Nomination and Remuneration Committee by selecting from a number of directors of the Company and/or qualified persons. In this regard, independent directors are appointed as the chairman of the Nomination and Remuneration Committee.

3. Qualifications of Company Directors

1. No gender limit
2. A person with no history of blemish and characteristics prohibited by law and good corporate governance principles
3. A person with knowledge, abilities, and honesty who have business ethics and sufficient time to devote knowledge and skills and perform duties for the Company
4. A person with a vision and who can see the overall picture that is in line with the company's business strategy well
5. A person with good human relations, morality, and an appropriate personality
6. A Person with the skills to communicate effectively
7. A person with business ideas and systematic decision making
8. A person with knowledge and understanding of finance or commercial or the industry and experience in business administration

4. Term of office

The Nomination and Remuneration Committee has a term of office year-by-year. Members of the Nomination and Remuneration who has no conflict of interest propose the Board of Directors consider appointing a new member of the Nomination and Remuneration Committee to replace the old one at the first Board of Directors' meeting after the Annual General Meeting of Shareholders.

The meeting of the Board of Directors may pass a resolution to remove any member of the Nomination and Remuneration Committee before the expiration of their term with a vote of not less than three-fourths of the number of members present at the meeting and having the right to vote.

5. Duties and Responsibilities

The Nomination and Remuneration Committee has a duty to comply with the law, objectives, and regulations of the Company, as well as resolutions of the shareholders' meeting, by performing duties with honesty and carefully protecting the interests of shareholders and stakeholders, both short-term and long-term, to ensure that the operation of the Company is in the direction that creates the greatest benefit to shareholders and stakeholders.

1. To consider, nominate, select, and screen qualified persons to be the Company's directors and recommend to the Board of Directors to propose the names to the shareholders' meeting for the election
2. To consider, nominate, select, and screen qualified persons to be nominated for directorships in various sub-committees of the Company. This will be presented to the Board of Directors for further approval.
3. To consider, select and screen qualified persons to be the Managing Director or equivalent position and the Company Secretary to recommend to the Board of Directors for further approval as well as to help in laying out guidelines of Rules for Succession
4. To present policies and guidelines for determining the criteria for considering remuneration of the Managing Director or equivalent position of the Company.
5. To consider and screen the directors' remuneration and other benefits, and propose recommendations to the Board of Directors for approval at the shareholders' meeting, consistent with the duties and responsibilities in line with the Company's performance and market conditions
6. To propose guidelines for issuing warrants for directors and employees to present for approval of the Board of Directors, Shareholders, and the SEC
7. To consider the allocation of warrants to purchase shares of approved directors and employees. to directors and employees in accordance with the objectives of the project

6. Meeting

In setting the agenda for the Nomination and Remuneration Committee meeting, the Company provides an opportunity for all Nomination and Remuneration Committee members to propose matters to be considered as an agenda of the meeting as well as be able to express their opinions freely. The secretary of the Nomination and Remuneration Committee will collect such matters and present them to the Chairman of the Nomination and Remuneration Committee for consideration and approval to set an agenda for the meeting and prepare a notice calling for the next meeting of the Nomination and Remuneration Committee.

6.1 Agenda

In setting the agenda for the Nomination and Remuneration Committee meeting, the Company provides an opportunity for all Nomination and Remuneration Committee members to propose matters to be considered as an agenda of the meeting as well as being able to express their opinions freely. The secretary of the Nomination and Remuneration Committee will collect such matters and present them to the Chairman of the Nomination and Remuneration Committee for consideration and approval to set as an agenda for the meeting and prepare a notice calling for the next meeting of the Nomination and Remuneration Committee.

The secretary of the Nomination and Remuneration Committee prepare an invitation letter for a meeting of the Nomination and Remuneration Committee. In each meeting, the date, time, venue, and agenda of the meeting are clearly set, while supporting documents are sent to the Nomination and Remuneration Committee at least 7 days in advance of the meeting date in order for them to have time to consider various matters or requesting additional information for consideration on matters assigned.

6.2 Number of meetings

The Nomination and Remuneration Committee must hold a meeting at least once a year, depending on the situation and necessity in order for the operation of the Nomination and Remuneration Committee to achieve its objectives. Each meeting will have a clearly-set agenda in advance and there may be special meetings to consider matters of urgency.

6.3 Attendees

The Nomination and Remuneration Committee may invite knowledgeable individuals with expertise in related matters to attend the meeting as necessary to provide useful information.

6.4 Voting

In casting a resolution at the Nomination and Remuneration Committee meeting, it shall be passed by a majority of votes in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the secretary of the Nomination and Remuneration Committee is responsible for preparing the minutes of the meeting by proposing to the meeting to certify in the first agenda of the next meeting and then send it to the Chairman of the Nomination and Remuneration Committee for consideration and signature to certify the correctness.

In this regard, the Nomination and Remuneration Committee is able to express opinions and request amendments to the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Nomination and Remuneration Committee has the duty and responsibility to report the activities and opinions of the Nomination and Remuneration Committee to shareholders and general investors, as well as government agencies. This ensures that the Nomination and Remuneration Committee is carefully managed and takes into account the interests of all shareholders equally. The Nomination and Remuneration Committee must report the performance of its duties to the Board of Directors. And the performance of duties in the past year is reported to the shareholders in the annual report.

8. Evaluation

To ensure that the Nomination and Remuneration Committee works effectively and achieves the assigned objectives, the Nomination and Remuneration Committee shall provide a self-assessment assessment of the Nomination and Remuneration Committee or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives.

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on November 14, 2022, to be effective in place of the original one from January 1, 2023, onwards. This charter shall be reviewed every 2 years unless there is a requirement or new rules that have an impact will be taken into account from time to time.



Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited

CHARTER

EXECUTIVE COMMITTEE

MALEE GROUP PUBLIC COMPANY LIMITED

1. Objectives

The Board of Directors considers and appoints a number of Executive Committees who are qualified to help manage, supervise, and control the company's business as assigned by the Board of Directors as well as to support the performance of the Executive Committee. This is one of the important mechanisms for supervising the management, organization, and business of the Group in accordance with the policies, plans, and goals set by the Board of Directors with maximum efficiency to build confidence for all stakeholders as well as to create clarity on the scope of duties and responsibilities and other important things related to the Executive Committee. The Board of Directors, therefore, approved the preparation of the Executive Committee Charter as a guideline for the performance of duties of the said committees in accordance with the law and the principles of good corporate governance.

2. Composition and appointment of the Nomination and Remuneration Committee

คณะกรรมการอาจแต่งตั้งกรรมการจำนวนหนึ่ง รวมทั้งพนักงานของบริษัทตามที่เห็นสมควร ให้เป็นคณะกรรมการบริหาร (Executive Committee) โดยให้มีอำนาจหน้าที่ควบคุมดำเนินการดูแลกิจการรายวันของบริษัท (day to day operation) หรือกิจการอื่นใด ตามที่คณะกรรมการของบริษัทมอบหมายก็ได้

ทั้งนี้ให้ประธานกรรมการบริหารเป็นผู้ที่มาจากการแต่งตั้งโดยคณะกรรมการของบริษัท ในกรณีที่คณะกรรมการของบริษัทไม่มีการแต่งตั้งบุคคลใดให้เป็นประธานกรรมการบริหาร หรือตำแหน่งนี้ว่างลงด้วยเหตุผลใดๆก็ตาม ให้คณะกรรมการบริหารเลือกกรรมการบริหารคนหนึ่งขึ้นเป็นประธานกรรมการบริหารก็ได้

3. Qualifications of Company Directors

1. No gender limit
2. A person with no history of blemish and characteristics prohibited by law and good corporate governance principles
3. A person with knowledge, abilities, and honesty who have business ethics and sufficient time to devote knowledge and skills and perform duties for the Company
4. A person with a vision and who can see the overall picture that is in line with the company's business strategy well
5. A person with good human relations, morality, and an appropriate personality
6. A Person with the skills to communicate effectively
7. A person with business ideas and systematic decision making
8. A person with knowledge and understanding of finance or commercial or the industry and experience in business administration

4. Term of office

Members of the Executive Committee have a term of office year-by-year. The Nomination and Remuneration Committee shall propose to the Board of Directors to consider appointing a new Executive Director in place of the former Executive Director at the first meeting of the Board of Directors after the Annual General Meeting of Shareholders.

The meeting of the Board of Directors may pass a resolution to remove any executive director from office prior to the expiration of his/her term with a vote of not less than three-fourths of the number of committees present at the meeting and having the right to vote.

5. Duties and Responsibilities

The Executive Committee has a duty to comply with the law, objectives, and regulations of the Company as well as resolutions of the shareholders' meeting by performing duties with honesty and carefully protecting the interests of shareholders and stakeholders, both short-term and long-term, to ensure that the operation of the Company is in the direction that creates the greatest benefit to shareholders and stakeholders.

1. To consider formulating strategies and business plans including the management structure and various executive powers of the Company to propose to the Board of Directors for approval.
2. To consider setting the rate of compensation and employee salary structure to propose to the Nomination and Remuneration Committee for consideration before proposing to the Board of Directors for approval
3. To examine, follow up, review, and give opinions on the implementation of business policies and management guidelines in various aspects of the Company that have been set for efficiency as assigned by the Board of Directors.
4. To consider and approve the annual budget before presenting it to the Board of Directors for approval
5. To consider starting a new business of the Company in order to comply with the Company's policy before presenting to the Board of Directors' meeting for approval
6. To periodically review business operations, both normal and non-normal transactions of each business line.
7. Has the power to do legal acts binding the Company within the scope specified in the Company's policies and procedures regarding the authority to approve the operation
8. To perform any other tasks as assigned by the Board of Directors and agreed upon by the Executive Committee.

Persons who may have conflicts have a stake or may have conflicts of interest in any other manner with the Company or its subsidiaries except for approval of items that comply with the policy and criteria approved by the Board of Directors. The approval of the said transaction must be proposed to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval in accordance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission (SEC), or related laws.

6. Meeting

The Executive Committee meetings are considered to be an important duty. Members of the Executive Committee attend board meetings regularly to acknowledge and jointly decide on the Company's business operations. At the meeting of the Executive Committee, not less than one-half of the total number of Executive Directors must be present in order to constitute a quorum. In the event that the Executive Chairman is not present at the meeting or is unable to perform his duties, a Member of the Executive Committee present at the meeting shall elect one of the Executive Directors to preside over the meeting.

6.1 Agenda

In setting the agenda for the Executive Committee Meeting, the Company gives all Executive Directors an opportunity to propose matters to be considered as an agenda of the meeting as well as being able to express their opinions freely and the secretary of the Executive Committee will collect such matters to present to the chairman of the executive committee for consideration and approval to set as an agenda for the meeting and prepare a letter calling for the next executive committee meeting.

The secretary of the Executive Committee prepares the invitation letter for the Executive Committee meeting. In each meeting, the date, time, venue, and agenda of the meeting are clearly set, and supporting documents for the meeting are delivered to the Executive Committee and attendees at least 7 days in advance of the meeting date in order for them to have time to consider various matters or requesting additional information for consideration to consider various matters assigned.

6.2 Number of meetings

The Executive Committee must hold at least 10 meetings per year, depending on the circumstances and the necessity to review and comment on the monthly performance reports and income statements reported by management, and for the operation of the Executive Committee to achieve the set objectives. Each meeting will have a clearly-set agenda in advance and there may be special meetings to consider matters of urgency.

6.3 Attendees

The Board of Directors may invite the Company's internal auditors and related executives to attend the meeting as necessary to provide useful information and to know the policy directly

6.4 Voting

In voting at the Executive Committee meeting, the resolution of the majority of votes shall be adopted in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the secretary of the Executive Committee is responsible for preparing the minutes of the meeting by proposing to the meeting to certify in the first agenda of the next meeting and then sending it to the Executive Chairman for consideration and signature to certify the correctness.

The Executive Directors are able to express opinions and request to amend the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Executive Board has the duty and responsibility to report the Board's activities and opinions to shareholders and general investors, as well as government agencies. This ensures that the Board of Directors has been carefully managed and takes into account the interests of all shareholders equally. The Executive Committee must report the performance of its duties to the Board of Directors. And the performance of duties in the past year is reported to shareholders in the annual report.

8. Evaluation

To ensure that the Executive Committee works effectively and the objectives assigned to it are achieved, the Board of Directors shall provide a self-assessment by the Board of Directors or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives.

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Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited

CHARTER

RISK MANAGEMENT COMMITTEE

MALEE GROUP PUBLIC COMPANY LIMITED

1. Objectives

The Board of Directors has appointed the Risk Management Committee to formulate a risk management policy to cover the entire organization as well as supervise the establishment of a risk management system or process to appropriately reduce the impact on the Company's business, able to maintain the interests of the group of companies and shareholders as a whole by defining the elements, scope of power, duties, and responsibilities so that the Risk Management Committee can perform its duties effectively as assigned by the Board of Directors.

2. Composition and appointment of the Risk Management Committee

The Board of Directors appoints the Risk Management Committee by selecting from a number of directors and executives of the Company and/or qualified. In this regard, the Risk Management Committee has been appointed to elect one member to be the Chairman of the Risk Management Committee.

3. Qualifications of the Risk Management Committee

1. No gender limit
2. A person with no history of blemish and characteristics prohibited by law and good corporate governance principles
3. A person with knowledge, abilities, and honesty who have business ethics and sufficient time to devote knowledge and skills and perform duties for the Company
4. A person with a vision and who can see the overall picture that is in line with the company's business strategy well
5. A person with good human relations, morality, and appropriate an personality
6. A Person with the skills to communicate effectively
7. A person with business ideas and systematic decision making
8. A person with knowledge and understanding of finance or commercial or the industry and experience in business administration

4. Term of office

The term of the Risk Management Committee is year-by-year. The Nomination and Remuneration Committee shall propose to the Board of Directors to consider appointing a new risk management committee to replace the former risk management committee at the first meeting of the Board of Directors after the Annual General Meeting of shareholders.

The Board of Directors' meeting may pass a resolution to remove any member of the Risk Management Committee prior to the expiration of the term with a vote of not less than three-fourths of the number of committees present at the meeting and having the right to vote

5. Duties and Responsibilities

The Executive Committee has a duty to comply with the law, objectives, and regulations of the Company, as well as resolutions of the shareholders' meeting by performing duties with honesty and carefully protecting the interests of shareholders and stakeholders, both short-term and long-term, and to ensure that the operation of the Company is in the direction that creates the greatest benefit to shareholders and stakeholders.

1. To assist the Board of Directors in risk management by providing a strategy and measures to control risks.
2. To review the various risks related to the Company's business set the scope of acceptable risks and control risks effectively.
3. To arrange for a systematic and continuous assessment and analysis of the damage that may occur. This ensures that risk surveys cover all stages of business operations.
4. To collaborate with management in reviewing strategies, governance, operating patterns, and procedures. The communication across the organization and employees have followed those measures in accordance with international standards.
5. To review the management's report on the steps taken for supervision and control of risks of the Company.
6. To perform any other acts as the Board of Directors Assign and Risk Management Committee agree upon.

6. Meeting

The Risk Management Committee meeting is an important duty. Members of the Risk Management Committee must attend the meetings regularly to acknowledge and jointly decide on the Company's business operations. At a meeting of the Risk Management Committee, there must be at least one-half of the total number of Risk Management Committee members to constitute a quorum. In the event that the Risk Management Committee Chairman is not present at the meeting or is unable to perform his duties, the risk management committee present at the meeting shall elect one risk management committee to chair the meeting.

6.1 Agenda

In setting the agenda for the Risk Management Committee meeting, the Company provides opportunities for all Risk Management Committee members to propose matters to be considered as an agenda of the meeting as well as being able to express their opinions freely and the Secretary of the Risk Management Committee will collect such matters and present them to the Risk Management Committee Chairman for consideration and approval to set the meeting agenda and prepare a notice calling for the next meeting of the Risk Management Committee.

The secretary of the Risk Management Committee prepares an invitation letter for the Risk Management Committee meeting. In each meeting, the date, time, venue, and agenda of the meeting are clearly set, and supporting documents are sent to the Risk Management Committee and attendees at least 7 days in advance of the meeting date in order for them to have time to consider various matters or requesting additional information for consideration to consider various matters assigned

6.2 Number of meetings

The Risk Management Committee must hold meetings at least 4 times a year, depending on the situation and the necessity to review and comment on the risk reports reported by the management, and to enable the operation of the Risk Management Committee to achieve the set objectives. Each meeting will have a clearly-set agenda in advance and there may be special meetings to consider matters of urgency.

6.3 Attendees

The Risk Management Committee may invite auditors, internal auditors, and related executives to attend the meeting as necessary to provide useful information and to be directly aware of the policy

6.4 Voting

In casting a resolution at a meeting of the Risk Management Committee, the resolution of the Board of Directors must be made by a majority of votes in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the secretary of the Risk Management Committee is responsible for preparing the minutes of the meeting by proposing to the meeting to certify in the first agenda of the next meeting and then sending it to the Chairman of the Risk Management Committee for consideration and signature to certify the correctness.

In this regard, the Risk Management Committee is able to express opinions and request amendments to the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Risk Management Committee is responsible for reporting the activities and opinions of the Risk Management Committee to shareholders and general investors as well as government agencies. This ensures that the Risk Management Committee is carefully managed and takes into account the interests of all shareholders equally. The Risk Management Committee must report the results of its performance to the Board of Directors, while the performance of duties in the past year is reported to shareholders in the annual report.

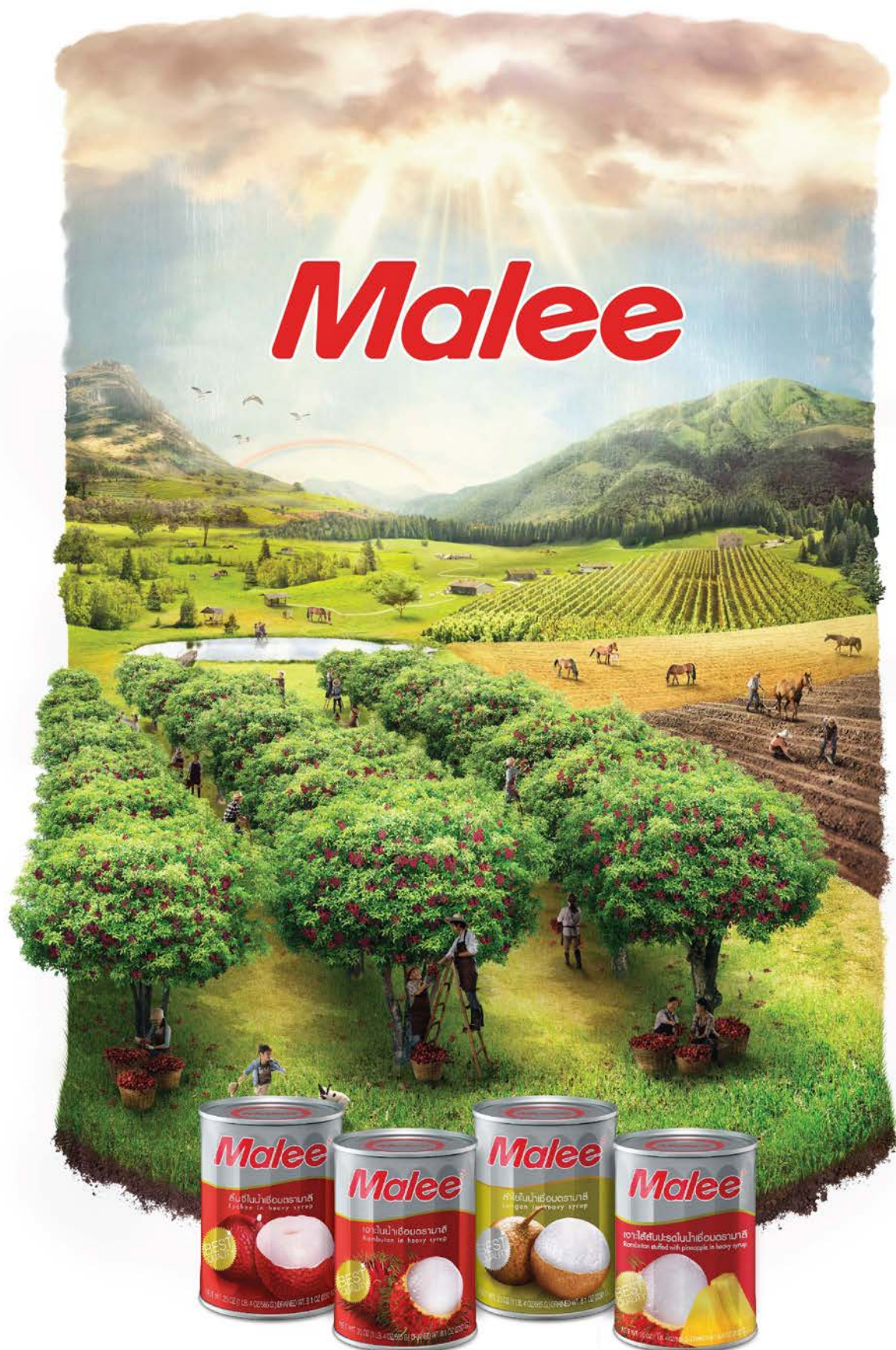
8. Evaluation

To ensure that the risk management committee works effectively and achieves the assigned objectives, The Risk Management Committee shall provide the Risk Management Committee Self-Assessment Assessment or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives.

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Mrs. Chintana Boonyarat
Chairman of the Board of Directors
Malee Group Public Company Limited



“ ผลไม้ที่คุณดูแลคุณได้ ”

ต้องถูกดูแลมาอย่างดี

ผลไม้กระป๋อง ตรา มาลี อร่อยทุกฤดูกาล



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