



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

FOOD AND DRINKS PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : FOOD AND DRINKS PUBLIC COMPANY LIMITED

Symbol : F&D

Address : 15th Floor, Regent House Bldg., 183 Rajdamri Rd., Lumpini,
Patumwan

Province : Bangkok

Postcode : 10330

Business : The company is in the main business of manufacture and sales of food products both for export and local markets. The food products include processed fruits, vegetables, and meat products . The type of products depends on customers' requirement. The products of the company include: fruits, vegetables, spices and food in sealed containers, meat products include beef sauce, ready-to-eat, frozen fruits and vegetables, juices and drinks.

Registration Number : 0107536001192

Telephone : 0-2253-5232-33

Fax (if applicable) : 02-0700733

Website : www.foodanddrinks.co.th

Email : info@foodanddrinks.co.th

Total Shares Sold (shares)

Common Stock : 17,624,308

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	694,623.15	622,077.81	734,783.64
Food and Drink (Thousand baht)	694,623.15	622,077.81	734,783.64

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Food and Drink (%)	100.00	100.00	100.00

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	694,623.15	622,077.81	734,783.64
Domestic (Thousand baht)	237,050.75	237,006.07	295,887.24
International (Thousand baht)	457,572.40	385,071.74	438,896.40

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	34.13	38.10	40.27
International (%)	65.87	61.90	59.73

*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	N/A	N/A	N/A

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

Strategy Risks

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or reliance on skilled workers
- Shortage or fluctuation in pricing of raw materials or productive resources
- Systems or internal control system
- Information security and cyber-attack
- Other

Compliance Risk

- Change in laws and regulations

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate
- Other

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

Company environmental guideline : Electricity Management, Renewable/Clean Energy
Management, Water Management, Waste Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2020	2021	2022
Jet fuel (Litre)	0.00	0.00	0.00
Diesel (Litre)	N/A	16,223.00	16,128.00
Gasoline (Litre)	N/A	450.00	495.00
Natural gas (Standard cubic feet)	N/A	60,901.00	58,140.00

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	8,084,010.00	8,175,380.00

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	421,206.91	508,391.60	545,623.89

Waste management

• Waste from operations

	2020	2021	2022
Non-hazardous waste (kg)	111,230.00	80,660.00	112,721.40
Hazardous waste (kg)	1,470.00	1,146.00	2,403.90
Total (kg)	112,700.00	81,806.00	115,125.30

Greenhouse gas management

• Greenhouse gas emissions

	2020	2021	2022
GHG emission target	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	N/A
Total (Tons of carbon dioxide equivalents)	N/A	N/A	N/A

• Verification of greenhouse gas emissions over the past year

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : Yes

Company human right guideline : Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2020	2021	2022
Number of male employees (persons)	257	252	233
Number of female employees (persons)	398	415	409
Total (persons)	655	667	642

• Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	117,760,217.00	109,389,205.00	109,024,564.00

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	44	30	45
Employee development and training expenses (baht)	150,500.00	115,000.00	150,000.00

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	4	2	4

• **Employee retention**

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	22.75	28.04	33.18

• **Significant labor dispute**

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Compensation, Board Performance Evaluation

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	11	100.00
Number of male directors	8	72.73
Number of female directors	3	27.27
Number of executive directors	4	36.36
Number of non-executive directors	7	63.64
Number of independent directors	4	36.36

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mr. PHIRASILP SUBHAPHOLSIRI Gender: Male Age: 69 years old Highest level of education: Bachelor's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Original director	15 May 2009	Economics, Banking, Internal Control, Strategic Management, Risk Management, Governance/ Compliance

2.	Ms. HUAI HUI LEE Gender: Female Age: 59 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	7 Jun 1994	Food & Beverage
3.	Mr. CHUN-NAM WONG Gender: Male Age: 74 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: No Residing in Thailand: No	Director (Non-executive) Director type: Original director	7 Jun 1994	
4.	Mr. KASEM DEEMAITREE Gender: Male Age: 87 years old Highest level of education: Bachelor's degree Major: Food Science Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	7 Jun 1994	Food & Beverage
5.	Mrs. CHINTANA ASDORNNITHEE Gender: Female Age: 83 years old Highest level of education: Below a bachelor's degree Major: - Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Original director	7 Jun 1994	

6.	Mr. UDOM KAROONKORNSAKUL Gender: Male Age: 87 years old Highest level of education: Below a bachelor's degree Major: – Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	7 Jun 1994	
7.	Mr. HUAI HSIN LEE Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	28 Apr 1995	
8.	Mr. SUMET CHEY-ONANUND Gender: Male Age: 79 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	29 Apr 2008	Accounting, Finance, Data Analysis, Audit
9.	Ms. CHAOVANA VIWATPANACHATI Gender: Female Age: 61 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	29 Apr 2009	

10.	Mr. ADITEP NONTRATIP	Director	15 May 2009	Food & Beverage
	Gender: Male	(Non-executive)		
	Age: 57 years old			
	Highest level of education:	Director type: Original		
	Doctoral degree	director		
	Major: Food Science			
	Thai nationality: Yes			
	Residing in Thailand: Yes			
11.	Mr. SANSEER NILRAT	Director	13 May 2016	
	Gender: Male	(Non-executive,		
	Age: 68 years old	Independent director)		
	Highest level of education:			
	Master's degree	Director type: Re-elected		
	Major: Business Administration	as director		
	Thai nationality: Yes			
	Residing in Thailand: Yes			

Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: Yes

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Ms. CHAOVANA VIWATPANACHATI [1] Gender: Female Age: 61 years old Highest level of education: Master's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	13 May 2011	
2. Mr. SUMET CHEY-ONANUND [1] Gender: Male Age: 79 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	7 Sep 2001	Accounting, Finance, Data Analysis, Audit
3. Mr. SANSEARN NILRAT [1] Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	15 Aug 2017	

[1] A director with the accounting expertise needed to review financial statements

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
Risk Management Committee	Mr. KASEM DEEMAITREE	Chairman
	Ms. HUAI HUI LEE	Vice chairman
	Mrs. CHINTANA ASDORNNITHEE	Member
	Mr. HUAI HSIN LEE	Member
	Mr. Nakhon Mahakhun	Member
	Mr. Prasit Jaturatpunsang	Member
	Mr. Suchat Thipmontien	Member
Nomination and Remuneration Committee	Mr. SANSERN NILRAT	Chairman
	Mr. SUMET CHEY-ONANUND	Member
	Mr. HUAI HSIN LEE	Member

Roles of Sub-committees

Sub-committees responsible for risk management : Risk Management Committee

Sub-committees responsible for nomination : Nomination and Remuneration Committee

Sub-committees responsible for remuneration : Nomination and Remuneration Committee

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. KASEM DEEMAITREE Gender: Male Age: 87 years old Highest level of education: Bachelor's degree Major: Food Science	CHIEF EXECUTIVE OFFICER	7 Jun 1994	Food & Beverage
2. Mrs. CHINTANA ASDORNNITHEE Gender: Female Age: 83 years old Highest level of education: Below a bachelor's degree Major: -	Executive Director	7 Jun 1994	
3. Ms. HUAI HUI LEE Gender: Female Age: 59 years old Highest level of education: Master's degree Major: Business Administration	Chief Operating Officer	7 Jun 1994	Food & Beverage
4. Mr. HUAI HSIN LEE Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering	Executive Director	28 Apr 1995	

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	1,160,000.00	1,487,000.00	1,340,000.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 233

Number of female employees (persons) : 409

Total (persons) : 642

Employee Remuneration

Total employee remuneration : 109,024,564.00

Provident fund

Total number of employees (persons) : 642

Number of employees contributing to the PVD (persons) : 91

Percentage of employees who are members (%) : 14.17

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Ms. HUAI HUI LEE Gender: Female Age: 59 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 7 Jun 1994	Food & Beverage
2. Mr. HUAI HSIN LEE Gender: Male Age: 55 years old Highest level of education: Bachelor's degree Major: Engineering Thai nationality: No Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 28 Apr 1995	
3. Mr. SANSERN NILRAT Gender: Male Age: 68 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 13 May 2016	

Development of directors over the past year

List of directors	Position	Participated in director development program
Mr. PHIRASILP SUBHAPHOLSIRI	Chairman of the board	N/A
Ms. HUAI HUI LEE	Director	N/A
Mr. CHUN-NAM WONG	Director	N/A
Mr. KASEM DEEMAITREE	Director	N/A
Mrs. CHINTANA ASDORNNITHEE	Director	N/A
Mr. UDOM KAROONKORNSAKUL	Director	N/A
Mr. HUAI HSIN LEE	Director	N/A
Mr. SUMET CHEY-ONANUND	Director	N/A
Ms. CHAOVANA VIWATPANACHATI	Director	N/A
Mr. ADITEP NONTRATIP	Director	N/A
Mr. SANSEARN NILRAT	Director	N/A

Directors' performance assessment

Method used to evaluate directors' performance : Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 6

Date of AGM meeting : 28 Apr 2022

EGM meeting : No

	List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1.	Mr. PHIRASILP SUBHAPHOLSIRI (Chairman of the board)	-	5/6	Participating	Did not hold the meeting
2.	Ms. HUAI HUI LEE (Director)	-	6/6	Participating	Did not hold the meeting
3.	Mr. CHUN-NAM WONG (Director)	-	4/6	Participating	Did not hold the meeting
4.	Mr. KASEM DEEMAITREE (Director)	-	6/6	Participating	Did not hold the meeting
5.	Mrs. CHINTANA ASDORNNITHEE (Director)	-	4/6	Participating	Did not hold the meeting
6.	Mr. UDOM KAROONKORNSAKUL (Director)	-	5/6	Participating	Did not hold the meeting
7.	Mr. HUAI HSIN LEE (Director)	-	6/6	Participating	Did not hold the meeting
8.	Mr. SUMET CHEY-ONANUND (Director)	-	6/6	Participating	Did not hold the meeting
9.	Ms. CHAOVANA VIWATPANACHATI (Director)	-	6/6	Participating	Did not hold the meeting
10.	Mr. ADITEP NONTRATIP (Director)	-	6/6	Participating	Did not hold the meeting
11.	Mr. SANSERN NILRAT (Director)	-	6/6	Participating	Did not hold the meeting

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non-monetary
1.	Mr. PHIRASILP SUBHAPHOLSIRI (Chairman of the board)	-	99,000.00	40,000.00	No
2.	Ms. HUAI HUI LEE (Director)	-	99,000.00	40,000.00	No
3.	Mr. CHUN-NAM WONG (Director)	-	57,000.00	40,000.00	No

4.	Mr. KASEM DEEMAITREE (Director)	-	99,000.00	40,000.00	No
5.	Mrs. CHINTANA ASDORNNITHEE (Director)	-	99,000.00	40,000.00	No
6.	Mr. UDOM KAROONKORNSAKUL (Director)	-	99,000.00	40,000.00	No
7.	Mr. HUAI HSIN LEE (Director)	-	99,000.00	40,000.00	No
8.	Mr. SUMET CHEY-ONANUND (Director)	-	99,000.00	40,000.00	No
9.	Ms. CHAOVANA VIWATPANACHATI (Director)	-	99,000.00	40,000.00	No
10.	Mr. ADITEP NONTRATIP (Director)	-	99,000.00	40,000.00	No
11.	Mr. SANSERN NILRAT (Director)	-	99,000.00	40,000.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 5

	List of directors	Termination date	Number of the audit committee meeting
1.	Ms. CHAOVANA VIWATPANACHATI (Chairman of the audit committee)	-	5/5
2.	Mr. SUMET CHEY-ONANUND (Audit committee)	-	5/5
3.	Mr. SANSERN NILRAT (Audit committee)	-	5/5