



ANNUAL REGISTRATION STATEMENT
ANNUAL REPORT

2021

(Form 56-1 One Report)

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Part 1

Business Operation and Operating Results

1. Policy and business operating overview

1.1 General operating policy

Tycoons Worldwide Group (Thailand) Public Co., Ltd. (hereinafter called “TYCN”) was established on September 9, 1996. TYCN is 30.24% owned subsidiary of Tycoons Group International Co., Ltd. (hereinafter called “TGI”), which was incorporated in the Cayman Islands and 100% owned by Tycoons Group Enterprise Co., Ltd. (hereinafter called “TGE”). TYCN converted to a public company on July 9, 2003, and became a listed company on December 11, 2003. TYCN’s principal business is to produce and sell wire rod, reinforcing bars (including deformed bars and round bars), annealed wire, screws, bolts and thread rod internationally and in Thailand. TYCN is the only one producer in Thailand who has a world-class midstream to downstream vertically integrated plant. The capacity per year for wire rod, annealed wire, screws and bolts are 360,000 tons, 108,000 tons, 18,000 tons, and 60,000 tons respectively. All of TYCN’s productions are done by its plants in Rayong, Thailand.

Vertical integration, focus on cost down, catch customer requirements for products indeed, and constantly innovative ideas, raise the bar for ourselves.

1.1.1 Operational visions and Operational Missions

Operational visions

1. Follow vertical integration policy to expand into upstream industry be in control of the upstream material, billets.
2. Keep promoting TYCN’s reputation and maintain the leadership in production, sale, and service of wire rods and reinforcing bars in Thailand.
3. Be a sustainable enterprise which takes responsibility for local environment, community and society.

Operational Missions

1. Keep raising product quality, improving efficiency, and lowering production cost. Produce and sell price-competitive steel products which meets customers’ demand.
2. Obey environmental policy, well utilize resources, minimize pollutions, and properly dispose waste in accordance with environmental regulations.
3. Care for social responsibility and make both TYCN and the community everlasting.

1.1.2 Significant change and development

In September and December 2021, Tycoons Group International Co., Ltd. has sold out 143,219,736 and 65,642,379 ordinary shares of TYCN. Therefore, TGI still holds 30.24% of TYCN.

TY Steel Co., Ltd. (TY) in which the Company has invested has registered the capital reduction to compensate for losses on October 29, 2021.

The registered capital has decreased from 2.59 billion baht to 648 million baht, after the capital reduction. The Company's shareholding in (TY) will decrease from 30.84% to 28.20% and on November 24, 2021 in the same year (TY) has registered capital increase of 300 million baht, but the Company did not has subscribed for shares in this capital increase After (TY)'s capital increase, the Company's shareholding in (TY) will decrease from 28.20% to 19.27% since then the Company has lost significant influence on (TY) and the relationship between the (TY) and the Company was changed from "Subsidiary" to "Related Company".

On September 7, 2021, the Company has acquired 1,635 shares of KDB Co., Ltd. (KDB), a real estate investment company, worth 54 million baht. The Company's shareholding in (KDB) will be at 44.99 % . In October of the same year, (KDB) has also registered a capital increase of 156 million baht, after the capital increase the Company's shareholding ratio in KDB is 44.99 % .

1.1.3 Relationship with the business group of major shareholder

Currently, TYCN's largest customer for sales of merchandise, including wire rod and annealed wire, is Tycoons Group Enterprise (TGE), TYCN's indirect majority shareholder via Tycoons Group International Co., Ltd.(TGI), (TGE holds a stake of up to 100% in TGI and TYCN is a 30.24% owned subsidiary of TGI). TYCN's sales to TGE accounted for 13.09% of TYCN's total sales in 2021, mainly due to the fact that TGE is TYCN's agent who is in charge of business development and marketing in Taiwan, which allows TYCN to rapidly react to the demand and prices in Taiwan market. Therefore, the business relationship between TGE and TYCN will be able to stay mutually beneficial.

In accordance with company policy, management and operation of TGE and TYCN are clearly separated, and the two management teams are independent each other, in order that each company is acting in its own best interests.

1.1.4 Tycoons Worldwide Group (Thailand) Public Company

Name of the company: Tycoons Worldwide Group (Thailand) Public Company Limited (TYCN)

Type of business: To manufacture and distribute wire rod, reinforcing bars (including deformed bars and round bars), annealed wire, screw, bolt and thread rod.

Location: 99 Moo1, Tumbon Nikompattana Amphur Nikompattana, Rayong 21180 Thailand

Registered share capital: 596,748,900 common shares, 5,967,489,000 Baht.

Issued and paid-up share capital: 596,748,900 common shares, par value 10 Baht, paid-up Capital 5,967,489,000 Baht.

Company registration: 0107546000172

Telephone No. : (033)-658-558, (038)-636975

Facsimile No. : (038)-636-977

Home Page: <http://www.tycons.com>

1.2 Nature of the business

1.2.1 Revenue structure

Product	2021		2020		2019	
	MB	%	MB	%	MB	%
Domestic Sales						
1. Wire rod (including reinforcing bar)	4,826	53.27	3,804	63.54	4,244	44.38
2. Annealed wire	388	4.28	126	2.10	83	0.87
3. Fastener	85	0.94	18	0.30	22	0.23
4. Others	97	1.07	481	8.03	2,547	26.64
Total domestic Sales	5,396	59.56	4,429	73.98	6,896	72.12
International Sales						
1. Wire rod (including reinforcing bar)	247	2.73	11	0.18	99	1.04
2. Annealed wire	1,192	13.16	450	7.52	816	8.53
3. Fastener	1,440	15.89	986	16.47	1,589	16.62
4. Others	785	8.66	111	1.85	162	1.69
Total International Sales	3,664	40.44	1,558	26.02	2,666	27.88
Total Sale	9,060	100.00	5,987	100.00	9,562	100.00

Based on the figures above, domestic sales generally accounted for a greater proportion of TYCN's total sales than international sales over period from 2019 through 2021. Wire rod comprised the largest proportion of sales in 2021, accounting for about 56%.

The primary markets for screw in 2021 were the America, Poland and Korea. The primary market for annealing wire in 2021 was Taiwan. The primary markets for bolt were European countries market.

1.2.2 Products information

(1) Products

1. Wire Rods

1.1 Wire Rods in Coil:

Wire rods in coil, with outer diameter 1250mm and inner diameter 850mm, are made of billets through the process of hot rolling to bars (diameter from 5.5mm to 16mm), coiling and strapping.

1.2 Bars in Coil:

Bars in coil, also named as BIC, with outer diameter 1400mm and inner diameter 1100mm, are made of billets through the process of hot rolling to bars (diameter from 17mm to 42mm), coiling and strapping.

The company produces low-carbon wire rods in accordance with TISI no.348- 2540, while produces high-carbon wire rods in accordance with TISI no.349-2548.

2. Reinforcing bars

2.1 Deformed Bars

Deformed Bars are the product with transverse ribs, longitudinal ribs or gaps on its surfaces, which reinforce the pull strength between deformed bars and concrete. Specifications of Deformed bar product are DB10, DB12, DB16, DB20 and DB25 under Thai SD40 & SD50. Straight deformed bars, with diameter from 10mm to 12mm, are made of billets through hot rolling and flying shears.

2.2 Round Bars

Round bars are made of bars with smooth surface through coiling and strapping. (Specifications are RB6-RB25).

3. Annealed Wires

Annealed wires are either finished or semi-finished products which are made of wire rods through complete or partial processes of intermediate drawing, spheroidizing, pickling and coating, and skin-pass. Annealed wires are classified into:

- A. Small size annealed wires with diameter no more than 5.5mm.
- B. Big size annealed wires with diameter from 5.5mm. to 29mm.

4. Fasteners

A. Screws

Screws are made of small size annealed wires through head forming, thread rolling, heat treatment, and surface treatment. Screws can be used together with rivets to fasten multiple parts.

B. Bolts

Bolts are made of big size annealed wires through head forming, thread rolling, heat treatment, and surface treatment. Bolts can be used together with nuts and washers to fasten multiple parts.

C. Thread rods

Thread rods are made of wire rods through cutting, thread rolling, and surface treatment. Thread rods can be used together with nuts and washers to fasten multiple parts.

Product and standardization certification

License granted by TISI

The company produces low-carbon wire rods in accordance with TISI no.348-2540, while produces high-carbon wire rods in accordance with TISI no.349-2561.

The company produces reinforcing bars deformed bars in coil was granted a certification of new standards TIS 24-2559 by TISI. The granted certification of standards by TISI for its deformed bar product category of SD40 and SD50. Specifications of

Deformed bar product are DB10, DB12, DB16, DB20, and DB25, with diameter from 10mm to 25mm.

On January 10, 2018, TY was granted a certification of new standards TIS 24-2559 by TISI for its straight deformed bar product category of SD40 and SD50. Specifications of straight deformed bar product are DB10, DB12, DB16, DB20, DB22, DB25, DB28, DB32, DB36 and DB40, with diameter from 10mm To 40mm which will be sold by TYCN as an agent.

The company produces reinforcing bars round bars in coil was granted a certification of new standards TIS 20-2559 by TISI. The granted certification of standards by TISI for its round bar product category of SR24. Specifications of round bar product are RB6, RB8, RB9, RB12, and RB25, with diameter from 6mm to 25mm. The TY produces reinforcing bars straight round bars product category of SR24. Specifications is RB9, with diameter 9mm.

International Industrial standardization granted:

The company produces screws in accordance with EN 14566 standards, the products specifications are M2.9 - M6.3 granted certification of standards by European inspection and certification company S.A. and EN 14592 standards the products specifications with diameter from 3.0 mm. - 6.0 mm.

The company produces bolts in accordance with EN 15048 standards, the products specifications are M12 – M24 granted certification of standards by Engineering test institute, public enterprise.

International standardization granted:

On October 1, 2001, TYCN was approved with the two ISO: ISO 9001 and ISO 14001 for its excellence in manufacturing process and environmental protection, respectively. On July 13, 2009, TYCN was approved the certification of Laboratory Accreditation of ISO/IEC 17025.

Board of investment privilege:

TYCN was granted the promotional privileges from the Board of Investment (BOI) under a promotion certificate issued on October 11, 1996 to manufacture steel wire rod, annealed wire (<6mm) and screw under category 2.15 manufacture of steel wire, round bar or steel billet and category 4.7 manufacture of metal wire or wire products and a promotion certificate issued on April 9, 2003 to manufacture annealed wire (>6mm) and bolt under category 4.7 manufacture of metal wire or wire products.

(2) Marketing and competitive environment

2.1 Marketing strategies, target clients, distribution channels

1. Domestic market

1. Marketing strategies

A. Wire rod and annealed wire:

TYCN is the only one steel manufacturer with “billet surface grinding” procedure which is able to remove flaws on billets so that the flawless billets can be used for producing CHQ (Cold Heading Quality) wire rods and annealed wires. These products get TYCN into the high-end segment in which there are no domestic competitors. In the segment of ordinary products, TYCN is also the leading manufacturer who produces a variety of high-quality products and makes on-time delivery.

B. Round bar:

TYCN produces compact rebar in coil, which allows customers to flexibly determine cutting length and minimize production loss.

C. Technical service:

TYCN provides knowledgeable technical team to support technical work such as utilization of TYCN’s product with highest efficiency. TYCN is also able to adjust chemical composition according to customers’ requirement.

2. Target customers

Wire rod:

TYCN’s wire rod is targeted at customers who produce PC (high tensile) wire and steel strand, Motor shaft, Bead wire (tire), wire mesh, fasteners, steel nails, automotive parts and etc. downstream related products of manufacturer.

Annealed wire:

TYCN’s annealed wire is targeted at customers who produce screws, bolts, nuts, nails, rivets, auto parts, mechanical parts, and appliance parts.

Reinforcing bar:

TYCN’s reinforcing bar is targeted at construction companies and steel wholesalers.

2. Overseas market

1. Marketing strategies

Wire rod and annealed wire:

TYCN’s major target market is Taiwan. TGE is not only our major customer, but it is also TYCN’s distributor in Taiwan who sells TYCN’s wire rod and annealed wire throughout Taiwan.

Reinforcing bar:

TYCN will expand into ASEAN countries such as Myanmar, Laos, and Cambodia through traders and wholesalers.

Fastener:

Fastener products are targeted at European and American market. Fasteners are specifically focused on the regular-specification segment, which allows TYCN to quickly resell them in case of order cancellation. On the other hand, TGE would produce fasteners with special specification for TYCN and then either directly deliver to customers or sell back to TYCN in case TYCN could not produce the products with special specification. TYCN's products have trademarks in so many different countries that the brand "TY" has been highly recognized.

2. Target customers**A. Wire rod and annealed wire:**

TGE is the biggest customer by exported wire rod and annealed wire. In other countries, the product is sold to steel manufacturers.

B. Fastener:

Major customers are overseas distributors, trading companies, and supermarkets.

3. Distributor

TGE is the distributor in charge of Taiwan market, while TYCN is in charge of other overseas market. TYCN promotes its products by advertising on magazines and journals, and participating in international exhibitions.

4. Market positioning**A. Wire rod and annealed wire:**

The exported wire rods and annealed wires are classified as high-quality and high-value products such as CHQ and low alloy products which are major materials used for fasteners and auto parts.

B. Fastener:

TYCN is a professional fastener manufacturer providing a variety of fasteners and satisfying customers' need of one-stop purchase.

Customer satisfaction

The company evaluates customer satisfaction on each product in the beginning of each year. In terms of the valuation of customer satisfaction in 2021, the company set the score of no less than 80 for service quality, product quality, and delivery process. Overall, every product passed the evaluation.

2.2 Market and competition

Dumping and Capacity cut of China

As China's economic growth slowed down. In recent years, steel production capacity has been expanded too much, coupled with the China's government's policy to incentive exports, causing dumping of steel products from China to the world. Fortunately, China canceled its export tax rebate program for steel products in May 2021, greatly reducing the competitiveness of Chinese steel prices.

In the future, under China's "Carbon Double" emission control target policy, China aims to peak emissions by 2030 and achieve carbon neutrality by 2060. It will continue to increase pressure on steel mills to reduce production and emissions. This will help stabilize supply and prices of the steel market in Asia in the future.

Upgrades in infrastructures and industries

In mid-2016, Thai government announced "Thailand 4.0", an economic development plan, which is the blueprint of industry upgrades across 20 years from 2017 to 2036. The plan includes the development of six key area and ten popular industries, and at least 3,000 billion baht in rail way and high way system. The goal of this plan is to make Thailand more attractive to investors, to develop Eastern Economic Corridor(EEC), and to strengthen the country's competitiveness by reducing the transport cost. In order to speed up EEC, the flagship project, Thai government has invoked the powerful Section 44 to enable authorities to bypass some laws and regulations that may put the project on hold. EEC Projects that has been launched in 2018 include high speed rails linking 3 international airports, Laem Chabang port phase 3, U-tapao airport, Map Ta Phut's port expansion and development of highways and double-track rails in the three EEC provinces. Other projects are eastern airport city, aircraft repair and maintenance hub at U-tapao and the Bangkok-Rayong high-speed rail network. Domestic steel demand will benefit from the launch of those infrastructures in 2021. Therefore, the outlook of Thailand's steel market is expected to bloom in the future.

Bans on Thai steel plant expansion

Steel plant expansion and construction of steel bar plants will be banned for the next five years in Thailand to reduce the domestic surplus, according to an industry Ministry draft regulation the cabinet approved on Jan 29, 2019. The government calls on steelmakers to improve their technology, upgrade steel quality to meet high standards and solve SOx and NOx emission levels to prevent outdated technology from polluting surrounding communities. The new regulation has entered into force on January 11, 2020.

"Made in Thailand" policy

Domestic steel demand will grow under the "Made in Thailand" policy announced recently in January 2021 by the Comptroller-General. Under the policy, government agencies have to procure not less than 60 per cent from domestic produce and the FTI has included steel in the list. The policy is expected to be effective in February and will give an impetus to use of local steel in construction work.

New capacity in neighboring countries

Vietnam has complete new steel plant with annual capacity of 7.1 million tons in early 2018, Malaysia Alliance Steel also completed a steel plant with an annual capacity of 5 million tons in the first quarter of 2019, The excess capacity from these two countries was dumped to Thailand in 2019, causing Thai steel prices to fall. The company has join with others steel making factory and submitted anti-dumping investigations in these two countries to the Thai government in order to curb improper low-price dumping.

(3) Procurement of production/purchase

1. Production capacity

At present, the Company has 17 factories. Located at 99 Moo 1, Nikhom Phatthana, Nikhom Phatthana District, Rayong Province, the Company has been operating machinery for production since 2000. The company could achieve maximum production capacity of 500,000 tons/year if it were to produce only a single type of wire rod (that used for bar in coils), since it is less time consuming to make than other types of wire rods. Actual capacity will be lower, at approximately 360,000 tons/year, if the company produces a combination of mixed product range with different grades. And the company also could achieve maximum production capacity of 144,000 tons/year if it were to produce only a single process of annealed wire. Actual capacity will be lower, at approximately 108,000 tons/years, if it were produce over a single process of annealed wire. The production is carried out according to Thai standards, international standards and according to the needs of customers.

Production capacity, quantity and utilization rate in the year 2019- 2021

	2021	2020	2019
Full production capacity (Unit: Ton/year)			
- Wire rod	360,000	360,000	360,000
- Annealed wire	108,000	108,000	108,000
- Screw	18,000	18,000	18,000
- Bolt	60,000	36,000	36,000
Real Production (Unit: Ton/year)			
- Wire rod	320,675.38	253,800.69	283,051.37
- Annealed wire	105,334.34	68,256.64	88,174.33
- Screw	6,612.71	5,654.37	6,412.52
- Bolt	32,312.05	26,848.85	35,079.68
% Utilization rate			
- Wire rod	89.08	70.50	78.63
- Annealed wire	97.53	63.20	81.64
- Screw	36.74	31.41	35.62
- Bolt	53.85	74.58	97.44

2. Production process

Wire rods

- 1) Billet inspection & conditioning line:
Billets, after being straightened, are loaded to be desalted by a shot blast, and transferred towards a fluorescent magnetic powder flow detector to be inspected and marked for defective parts on all four surfaces.
- 2) Billet grinding:
Defects on surface of billets are removed by wheel grinding. Complete grinding produces a high-quality surface suitable for cold heading, cold forging, cold drawing, cold stranding, and other intensive processing works using billets as raw material.
- 3) Reheating furnace:
Billets are charged into a reheating furnace to heat to the temperature required for rolling.
- 4) Rolling line:
Billet is discharged to the mill stand; the mill stand includes roughing mills, intermediate mills, and finishing mill totaling 18 rolling stands. After being rolled, the product is passed through bar reel in order to reel the product bar into coils. With the ventilation system, bar coils are force draft cooled to produce a finished product called “bar in coil”
- 5) Convolution conveyor:
After finishing, the product is continuously rolled by 10 rolling stands of finishing block, a “loop layer” shapes the straight line product into circular convolutions, after which it is moved to a convolution conveyor, producing “wire rod coil”.

Annealed wire

- 1) Intermediate drawing: Wire rod is transformed into smaller wire. TYCN has 13 drawing machines for small size and 10 drawing machines for big size.
- 2) Spheroidized annealed: Wire from step 1 will be annealed through the spheroidized annealed machines. Currently, TYCN has 11 bases machines.
- 3) Pickling & coating: Wire will be surface cleaned using one operating line and coated with the rust proof solution as well as lubricants using one of 2 operating lines.
- 4) Skin pass: In the final stage, wires will pass through the skin pass drawing process. TYCN currently has 24 skin pass machines.

Screws & Bolt

- 1) Heading and threading: Wire will be delivered to the forming plant, passing through the heading and threading machines.
- 2) Case hardens: After the forming process, screws are treated by carburization to improve their mechanical strength.
- 3) Plating: Surface finishing and coating is necessary for screws and bolt to for rust-proofing and improve their appearance. The surface treatment processes vary depending on customer demand and include black phosphate, zinc electroplating (zinc blue, zinc yellow), dactrotized and Rusper coating for screws, zinc electroplating for bolt.

3. Raw material

Billet and wire rod

TYCN's raw materials sources are diversified by countries such as China, Vietnam, Russia, Oman, India and Thailand. The proportion of purchasing raw materials domestically at 26.67 percent and abroad at 74.33 percent. There is no raw material supplier to the company that exceeds 30% of the total purchase amount.

4. Property used in business activities

4.1 The Company's assets are land, buildings, factories, machines, tools and equipment, Office equipment and vehicles. Core assets of TYCN as at December 31, 2020 – 2021.

Asset	Proprietary right/ Ownership	2021 Total Value (MB)	2020 Total Value (MB)
1. Land and land improvement	Ownership	514.53	499.36
2. Buildings and attached facilities	Ownership	500.00	544.98
3. Machinery and equipment	Ownership	1,626.13	1,843.53
4. Transportation & Vehicle	Ownership	17.56	10.60
5. Furniture and fittings	Ownership	3.82	4.61

4.2 Investment Policy in Subsidiaries and Related Companies

The Company has formulated an external investment policy in accordance with the group's vision and growth plan, which will enable the group's Company to have higher operating efficiency or profit, or invest in businesses that creates benefits (Synergy) to increase the Company's competitiveness and lead to the success of the goal to be a leader in the Company's core business industry.

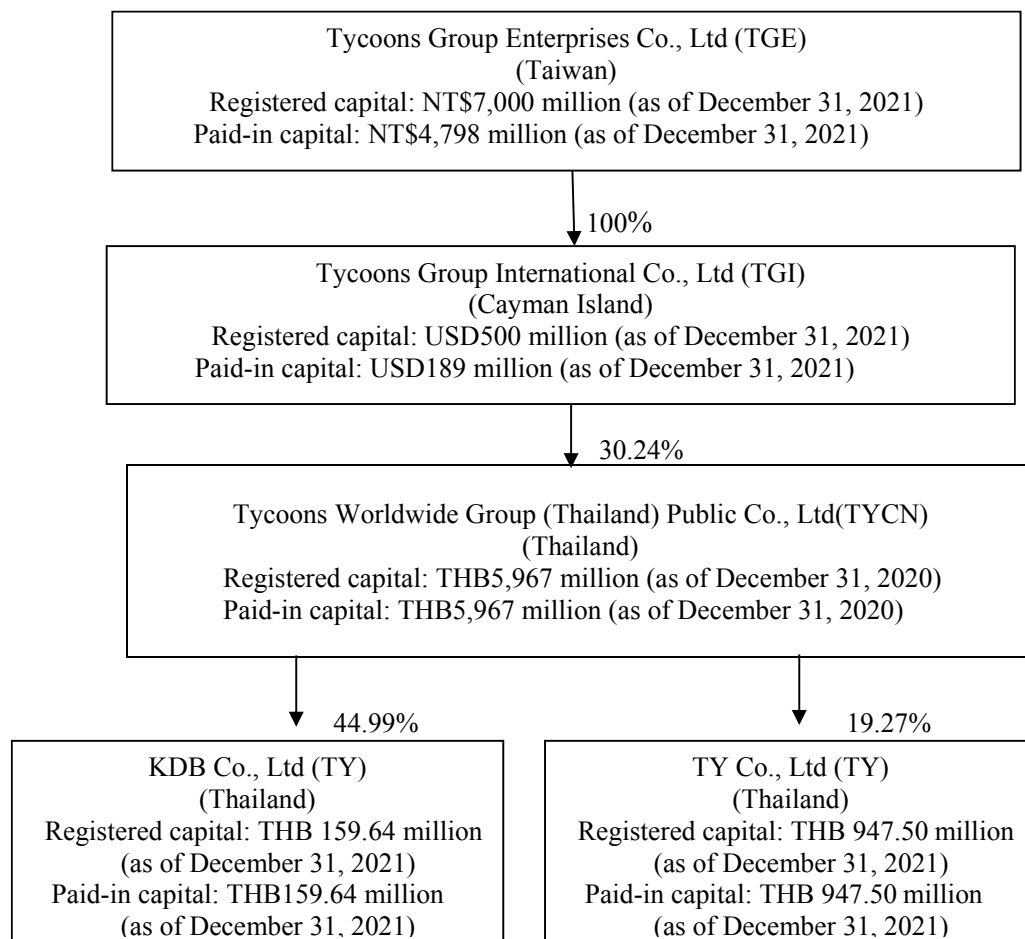
Therefore, the Company may consider investing in other sectors. If the business has potential for business growth or it is beneficial to the business of the Company in the group's Company and can generate a good return on investment. The Company will consider the expected risks and returns and the Company's financial position before making an investment

decision. The investment must be approved by the Board of Directors' resolution. Board of Directors or the general meeting of shareholders (If it meets the requirements).

In 2021, the Company has invested a total of 124.15 million baht in KDB Co., Ltd, by holding 44.99% of the issued and paid-up shares capital of KDB Co., Ltd, a company specializing in real estate investments and making profits in the long term. Such investments will give the company the opportunity to take a step towards investing in the real estate sector. The main investment plan after the acquisition of KDB is to acquire land with potential to add further value in the future when KDB has purchased sufficient land. The company can consider building real estate for sale and rent to get continuous returns benefits and to prevent impairment loss of the reappraised investment price and receive a consistent return on investment.

1.3 Shareholding Structure

1.3.1 Shareholding structure of the group of companies



TGE was approved to be incorporated by the Ministry of Economic Affairs under the company law of the Republic of China on November 20, 1980. Its total registered capital as of December 31, 2020 was NT\$ 7,000 million, paid-in capital was about NT\$ 4,798 million. Currently, TGE's main business is to produce annealed wire using wire rod, raw material imported from TYCN. TGE also directly sells wire rods and annealed wire to customers in the Taiwan market. TGE currently has the production facility in Taiwan for production of annealed wire, bolt and the only heat treatment facility in Taiwan for the screws. TGE also took the view that there was further potential for upward integration in its industry. Thus, after consideration,

TGE established TYCN in Thailand as its production base for upward integrated products (wire rods as well as annealed wires and screw). TGE chose Thailand as a production base because Thailand is extremely competitive in terms of logistics and manufacturing cost. TGE's investment in TYCN is done through the TGI to take advantage of advantageous tax treatment. TGE's primary market is limited to Taiwan to avoid so-called cannibalization within its group of companies. In accordance with company policy, management and operation of TGE and TYCN are clearly separated, and the two management teams are independent each other, in order that each company is acting in its own best interests.

1.3.2 Shareholders

Names of the ten largest shareholders of the company on March 16, 2021

Name	Number of shares (shares)	Percentage (%)
TYCOONS GROUP INTERNATIONAL CO., LTD.	389,332,592.00	65.24
CITI (NOMINEES) LIMITED-FIRST COMMERCIAL BANK-TDR	60,000,000.00	10.05
บริษัท ไทยเอ็นวีดีอาร์ จำกัด	40,388,680.00	6.77
EUROCLEAR NOMINEES LIMITED	22,888,200.00	3.84
นายจำเริญ รุ่งวัฒนาเศษฐ์	10,250,000.00	1.72
MISS YAO, CHIN-HSIANG	3,431,387.00	0.58
นายวัชร ปัญจวัฒนา	2,725,500.00	0.46
MISS SHU-YING TAI	2,427,600.00	0.41
นายสม ปริชวัด	2,200,000.00	0.37
MR. CHIA-TIEN LEE	2,032,000.00	0.34
Other	61,072,941.00	10.23
รวม	596,748,900.00	100

1.4 Amounts of registered capital and paid-up capital

1.4.1 On December 31, 2021 the company had a registered capital of Baht 5,967,489,000 divided into 596,748,900 shares with a par value of Baht 10 and a paid-up capital of Baht 5,961,489,000 divided into 596,748,900 shares with a par value of Baht 10.

1.4.2 In year 2011, major shareholder Tycoons Group International Co., Ltd has set aside 60,000,000 shares of Tycoons Worldwide Group (Thailand) Public Co., Ltd (about 9.94% of total outstanding common shares of Tycoons Worldwide Group (Thailand) Public Co., Ltd) to issue 30,000,000 units of Taiwan Depository Receipt (TDR) in Taiwan Stock Exchange and has been listed on Sep. 29, 2011.

1.5 Dividend payment policy

The dividend payment policy of the company is that dividends will be paid at a rate of no less than 40 percent of the Company's net profit after corporate income tax each year. However, many factors must be taken into consideration before deciding to pay a dividend, including operation results and financial status, the company's liquidity, business expansion and other factors related to management of the company. In order to pay a dividend, such payment must be agreed upon at a shareholders meeting with consent of the company's board of directors.

If there is any profit after the final accounts of such financial year, the company may allocate the profits in the following orders, provided that the company shall first apply such profits to pay off its tax payment then compensate for its accumulated losses:

- (1) Set five percent of the remaining profits as reserve fund.
- (2) Upon properly reserving the fund for reserve fund, set one percent of the remainder of the profits as directors' bonus.
- (3) Upon properly reserving the fund for reserve fund, the employees' bonus shall be set in the range between two to five percent of the remainder of the profits.
- (4) After the funds for items 1 to 3 are properly reserved, at least forty percent of the remainder of the profits plus the accumulated and undivided profits of previous year shall be set as dividends (deducting the distributed interim dividends). The dividends to be distributed in the form of cash shall not be less than fifty percent of the distributable dividends. No distribution shall be allowed if dividend per share is less than THB 0.2.

1. The dividend was paid: the company omitted annual dividend for 2017, 2018 and 2019.
2. The payment rate compared to the net profit: the company omitted annual dividend for 2017, 2018 and 2019.

2. Risk Management

2.1 Risk Management

The Board of Directors has adopted a risk management system for all material and controllable risk and included the reporting and evaluating system in response the current situation. In 2021, the Board of Directors has considered political risk, which now does not affect the company directly. As for economic risk in exchange rate, the company has employed forward contract to minimize the risk. All managements are responsible for risk management. In assessing the risk, the chance of occurring and the impact it might create was examined, then prevention measures were proposed. The Company's internal audit has been performed audit in relation to risk and then reported to the committee, so that the committee could report to the Board of Directors in time.

2.2 Risk factors

2.1 Sales risks

1. Global economic situation

Steel consumption is closely related to economic growth because economic growth influences industries that consume steel such as construction, automobile, and durable goods. In the early stage of the outbreak of the new coronavirus (COVID-19) disease in 2020, the global economic recession and weak steel demand, and then in the post-epidemic era of 2021, as European countries and United States launched infrastructure plans to revitalize the economy, steel demand began to rise sharply. According to IMF estimates, the global economic growth rate in 2022 is 4.4%, slightly lower than that in 2021. There are lots of uncertainties around the world such as mutation of the new coronavirus (COVID-19), geopolitical conflicts (Ukraine-Russia, Taiwan Strait, Korean Peninsula, etc.), Brexit, Biden's new policies, protectionism, U.S. and European monetary policy .. etc..

On March 8, 2018, Trump signed steel and aluminum tariffs that imposes 25% duty on steel and 10% charge on aluminum, which took effect on Mar 23, 2018. TYCN's export to U.S. is less than 5% of its sales, therefore the tariff does not bother TYCN's export. However, the long term influence of US-China trade war can not be ignored.

2. Product and raw material price

TYCN's major raw materials for downstream products are billets and wire rods. Therefore, billet and wire rod prices play an important role when it comes to sales, cost, and profit. TYCN's raw materials sources are diversified by countries such as China, Russia, Oman, and Thailand. As the largest steel producing country, China's policy on producing and selling steel will directly affect global steel prices. TYCN's raw material and product prices fluctuate with global prices, further influencing the company's revenue and profit.

The steel industry still has to be closely monitored vis-a-vis global steel price, which has been steadily rising since the end of 2020. Due to the Ukraine-Russia war in February 2022 which affected the export of steel products between the two countries, resulting in a further increase in short-term steel prices. However, in the long term, how the war develops and how the outcome of the war will affect steel prices, which is a variable to be aware of.

3. Potential competitors

As the AEC, ASEAN Economic Community, has been setup by ASEAN on January 1st, 2016, China, the U.S., Japan and other countries has launched new ASEAN strategies, pledging that they will strengthen business relationship with the AEC, and the investments in ASEAN has attracted more global attentions. Therefore, the impact of China's capacity-offshoring policy on Thailand and ASEAN's steel industry deserves watching.

2.2 Financial risks

1. Exchange rate and interest rate

TYCN's raw materials are billet and wire rod. In 2019, 65% of them were from TY in THB, while 35% were imported in USD. However, 28% of products were exported mostly in USD and minorly in EUR. Therefore, the imports and exports in USD can balance each other, resulting in a natural hedge. TYCN can also avoid the foreign exchange risk by signing forward contracts to offset the net foreign exchange position. TYCN group uses USD loans for working capital and long term investment. Therefore, the interest rate should be carefully watched. TYCN can choose interest rate exchange or repay USD loans by using THB loans to avoid risks of foreign exchange rate and interest rate.

TYCN engages in derivatives trading based on actual need and according to TYCN's 「Procedures of engagement in derivatives trading」. In addition to hedge tools for foreign exchange rate and interest rate, TYCN also take actions such as:

- (1) Set up foreign exchange rate monitor system to get real time information on exchange rate.
- (2) Get reports and hedge strategies about foreign exchange market from banks on a daily basis.
- (3) Check the net foreign exchange position on a daily basis and adjust it according to the updated information.

2. Credit policy

There is no significant credit risk between TYCN and its customers. TYCN set credit lines for its customers by market, products and payment terms. TYCN controls shipment and collection by using ERP, which allows TYCN to instantly monitor the status of customers' credit lines. An approval is necessary for any shipment which is over credit line. A guarantee deposit, advance payment, or AR insurance is required when a shipment is made with long payment term or to a high-risk market.

3. Software and Web technology

The whole production and management of TYCN's operation are controlled by ERP and internet system. TYCN has protective measures and backup plan to prevent the company from suffering from unexpected power failure, hardware damages and hacker attacks.

Environmental Impact Risks

Due to the Company's production process may cause pollution to communities near the factory. The Company has prevented problems that arise. Therefore, a working group has been set up to manage energy and environment. To set guidelines for implementation and follow up on management in matters related to the environment both within and outside the factory with the concept of 3R which is Reuse, Reduce, and Recycle, thus reducing the amount of waste in the production process. Minimizes dumping of waste materials and reduces waste disposal costs. Production processes have been improved to reduce water and energy use, especially the use of electricity. The Company has begun to replace more efficient equipment in the production process and install solar cell lamps beside factory buildings and roads to reduce electricity consumption and improve the production process to reduce dust and odor, as well as require measurements continuous impact by the results of the audit in the past year, the Company has passed all the items of industry standards. Does not affect or destroy the environment and resources of the community.

Corporate Governance Risk

Person in the position of Chairman and the person in the position of the President of the Company belong to the same family which may make it seem the Company has no balance of power between the Board of Directors and Management. However, the Company realizes the importance of good corporate governance. Therefore, a charter has been prepared which specifies the duties of the Chairman of the Board, the Board of Directors and the President of the Company. Which makes the division of roles between the Board of Directors and the management, there is a clear and proper balance which is in line with the good practice guidelines of the Good Corporate Governance Principles of Listed Companies 2017.

Cyber Threat Risk

The risk of cyber threats is an important matter and affect the operations of the Company, especially important systems such as network systems, financial and accounting systems, internal management system of human resources which such work system contains personal information that the Company possesses as well. If there is a problem with the Company's information technology system, access to personal data held by the Company. It will affect the operation and reputation of the Company. The Company has planned and invested to develop work systems to support new technologies and protection against cyber threats, including improving computer networking to be available to avoid the failure of the network and the server, so that the system can work continuously. Prevent intrusion (Network) and set strict security control measures, such as computer security (Firewall), assigning rights to access information. Setting up a network to set up a backup center to support emergencies in order to keep the business running.

Epidemic risk

Due to the epidemic situation of COVID-19 which has spread widely and affects both at domestic and international. As a result, Thailand has a direct impact on the economy and society. Which in many areas within Thailand, there has been a heavy outbreak and in some areas have been designated as the highest control area according to the announcement of the Center for Disease Control of the Coronavirus Disease 2019 (CCDC) where the Company is aware of the safety of its employees. The Company has issued epidemic prevention measures to suppress such risks and take such measures to control risks immediately by defining measures to prevent the spread of COVID-19 (Work from home) which aims to protect employees in the organization from the epidemic and spread of COVID-19 that has spread severely and in a circle wide at that time as a result of the control measures of the Company, resulting in employees healthy and the Company's business can continue as usual.

3. Business Sustainability Development

3.1.1 Policy and objectives of sustainable management

Sustainability management policy

TYCN's commitment to business operations based on sustainable development to create value with all stakeholders with policies and compliance with four key principles:

Good corporate governance issues

Realize the importance of good corporate governance by adhering to the principles of morality and ethics as a guideline for doing business and laying out various policies so that the performance of duties is possible with responsibility, caution and honesty which will result in the business being able to progress efficiently.

Economic issues

Commitment to business operations under good corporate governance, transparency, accountability, and responsibility for business operations. Manage risks at an appropriate level to create a balance of returns or profits and take into account the sharing of returns to all groups of stakeholders as well as instilling awareness of all employees to participate in anti-corruption and corruption, which is the key foundation for sustainable business growth.

Social issues

Give importance to personnel development within the Company including external personnel, communities and society as part of creating a good society. Learn to develop and coexist with communities and society through the activities of various working groups. To create a better understanding of each other and ensures that the Company's business operations will not affect or cause trouble damage to the normal way of life of the people, the community and the surrounding society.

Environmental issues

Emphasis is placed on doing business under the requirements of laws or regulations on the environment of the relevant agencies, including customer environmental requirements. Use resources wisely to achieve maximum value. Reduce the amount of pollution that will happen to the environment and cooperate with the government in various actions strictly and returning back to the community and society through various projects of the Company continuously.

Sustainability operating results

1. Good corporate governance issues

- Score CGR = 72%
- 2021 AGM Quality Assessment Score = 95%

2. Economic issues

- Income from the sale of products 9,060,385.41 MB.
- Sales volume 379,711.11 Tons

3. Social issues

Employees

- Employees training per person average of 3.90 hours
- (Total hours 3006 / 770 persons = 3.90 hours / person)
- Employee resign rate 20%
- (Total employees 761 resigned 152 = $152 \times 100 / 761 = 20\%$)

Society and Community

- Customer satisfaction 91.09% (MRW Marketing)
- Complaints from outside equal to 0 (MRW)

4. Environmental issues

- The amount of energy consumption per unit of the Company's production 2.02 MJ/KG
- Green area 53 Rai, accounted for 18.5% of the total area.

3.2 Management of impacts on stakeholders in the business value chain

3.2.1 Business value chain

Tycoons Worldwide Group (Thailand) Public Co., Ltd. principal business is to produce and sell wire rod, reinforcing bars (including deformed bars and round bars), annealed wire, screws, bolts and thread rod internationally and in Thailand. TYCN is the only one producer in Thailand who has a world-class midstream to downstream vertically integrated plant. Started from the production of wire rod products, annealed steel wire, as well as fastener products (screws, bolts and threaded rods), which can be produced in a wide range of products fully meet the needs of customers. In the situations where the steel market downturn, the adjusted proportion of production and sales of products can be to increase benefits or reduce damage to the Company and its shareholders. From business

operations through cooperation with Tycoons Group to be the distributor of wire rod and annealed products of the Company in all Taiwan market. This is to increase the marketing channel in Taiwan. That will makes wire rod and annealed wire products easily enter the Taiwan market and can quickly reflect the changes in selling prices and the

demands of the Taiwanese market. The Company's business chain consists of two types of activities, which are Primary activities and Support activities, in which the roles of the operating departments in each activity contribute to the organization to create value for customers through continuous linkages from the beginning to the end of the business chain as shown in this table.

Primary activities	
Procurement of production factors	1. Procurement of raw materials and services to support the production process 2. Storage of raw materials 3. Raw material inventory management
Production	1. Efficient production and reduced environmental impact 2. Using technology to develop to increase production efficiency
Sales	1. Set reasonable and fair prices. 2. Communicate and provide accurate and complete information about the use of the product
Transportation/Delivery	1. Inventory management 2. Delivery of goods on time
After sales activities	1. Continuously track the transportation status 2. Customer Satisfaction Assessment
Support activities	
Business basic structure	1. General administration 2. Accounting and Finance 3. Business Strategic Planning
Human resource management	1. Recruitment, hiring and human resource development
Technology development	1. Improvement of technology in production and communication
Sourcing of resources	1. Purchasing, procurement of raw materials, materials, equipment and machine

3.2.2 Analysis of stakeholders in the business value chain

Business value chain	Stakeholder	Participation	Needs/Expectations	Response
Procurement of factors production	Delivery person and outside service (partner)	- Information communication in procurement be accurate and clear - Assessment for selection and evaluation - Assessment for selection and evaluation efficiency in purchasing goods or services - Participating in various activities that the company has organized	- Get employment or make purchases as sustainable business partner - A valid purchase order or correct service, to make it clear and complete - Fair and transparent competition and Verifiable - Have a good relationship between the buyer and seller	- Set criteria for selection and re-evaluation clearly the supplier from outside. Fairness in evaluating external suppliers. If it can be done accordingly company standard or responsible for goods or services, then can be a partner of company in the long term. - Determine procedures and work manuals. Communication, identification and approval of information. Accurate and clear ordering. - There is an anti-corruption policy and provide fair competition with partners to create.
Production	Employees	- Annual Performance Assessment. - Listen to opinions Complaints of employees through various	- Reasonable remuneration. - Good motivation and welfare. - Progress and stability of occupation.	- Developing employees to be competent through the training system. - Provide appropriate welfare through the

Business value chain	Stakeholder	Participation	Needs/Expectations	Response
		communication channels. - Training to develop employees' abilities. - Organize a meeting of the welfare committee in the workplace and the Safety committee.	- Good working environment and Safety.	Board of Directors meeting welfare benefit. - Focus on using appropriate technology in various pollution management to reduce the effect impacts that will occur to employees, including providing good environment, safe for working and arrange protective equipment that suitable for employees through and Safety Committee.
	Community and Society	- Listen to opinions complaints of community through various communication channels. - Meeting of the Tri-Parties Committee. - Participate in public benefit activities with community and society. - Visit the local community to explore	- Employment - Support and help the community and society. - No environmental impact on Community.	- Have a policy to implemented employ in the area around the factory as an employee of the Company according to the knowledge and ability that appropriate. - Contribute to society through meetings Tri-parties Committee and according to various projects that have been requested by the government agency service.

Business value chain	Stakeholder	Participation	Needs/Expectations	Response
		needs, expectations, requests study and build a good relationship with Community and Society through CSR Activities.		- Focus on using appropriate technology in various pollution management to reduce the effect impacts that will occur to employees, including providing good environment, safe for working and arrange protective equipment that suitable for employees through and Safety Committee.
	Government agencies	- Monitoring the results of making products accordingly the frequency set by the in charged department. - Report the monitoring result on the environment for regulatory agencies relevant care according to the statutory frequencies.	- The quality of products are comply with the prescribed standards. - Responsible to consumers. - Comply with the legal requirements that involved in a transparent and cooperate with government. - Provide support and assistance to society	- Produce products that meet the standards Product legislative requirements set by government agencies and provide Cooperate in product inspection Strictly. - Comply with legal requirements; or related regulations and provide cooperate with the government to operate strictly. - Return back to communities and society through projects of the Company continuously through CSR activities

Business value chain	Stakeholder	Participation	Needs/Expectations	Response
- Sales - Delivery - After activities sell	Customer	- Customer satisfaction survey. - Meet with customers to know their needs or provide information on how to use the product regularly. - Open-house for customers to visit the company and production process. - Open for the complaints through various communication channels.	- Quality products, cheap prices and delivery on time. - Products that are safe to use not toxic to the environment. - It has environmental protection and using resources effectively.	- Keeping promises or agreements made with customers. - Control the product quality to meet the standards and meet the requirements of customers at reasonable prices according to market mechanisms and deliver products according to agreements - When there are complaints, take immediate action to deal with it and don't do a competition that doesn't fair. - Consider environmental requirements in procurement of raw materials and materials used in production process to meet the needs of customers to protect environment and to create customers satisfaction.
	Shareholder	- Organize an annual shareholders meeting. - Prepare annual report. - Quarterly performance report.	- Good performance, continuous keep growing and stable. - Transparency in business operations - Audit and good corporate governance.	- Implementation as the investment plan. - Governance with transparency and fairness and can be verifiable

Business value chain	Stakeholder	Participation	Needs/Expectations	Response
		- Disclosure various information through official channels Company communication. - Disclosure through the stock exchange.	- Have goals and directions for business expansion clearly in the future and business investment that provides a reasonable level of return. - Have risk management system in running a business.	- Manage the Company's operating results under proper risk management. - Establish investor relations in order to give accurate information and build relationships with shareholder. - Communicate opinions and questions received from the shareholders to be informed to the executives management.

3.3 Management of environmental sustainability

3.3.1 Environmental Policy and guidelines

Tycoons Worldwide Group (Thailand) Public Co., Ltd. is a Company that specializes in manufacturing wire rod, reinforcing bars (including deformed bars and round bars), annealed wire, screws, bolts and thread rod.

In addition to focusing on producing quality products to meet the needs of customers in every aspect and implemented in accordance with the quality management system. The Company also attaches great importance to environmental protection. Prevent and reduce pollution caused by the production process. Use resources wisely to achieve maximum value. Pay attention to the safety and hygiene of employees and realize the responsibility towards society, community and stakeholders in order to be able to run the business sustainably. The following is our policy.

1. Establish, implement and continually improve an environmental management system.
2. To the protection of the environment, save energy and valuable resources.
3. Prevent and reduce of environmental pollution.
4. Compliance with law and environmental requirement, include interested parties requirement and the other compliance obligations relevant.
5. Social responsibility, communities and interested parties.

We are implementing the items above. This environmental protection policy is announced to our employees and the public.

Environmental management goals

Environmental goals	Method of operation
Reduce electricity consumption	Implement the Company's energy conservation management plan, by focusing on mainly reduce the amount of electricity consumption in the production process, such as the use of electricity for steel rolling, product forming, product heat treatment, product surface treatment, product annealing. Which will be assessed annually to present to government agencies in accordance with the requirements of the law.
Reduce fuel consumption in the production process	Implement the Company's energy conservation management plan, by focusing on mainly reduce the amount of fuel consumption in the production process, such as reducing the use of natural gas, the use of heat treatment oil, the use of oil in product forming. Which will be assessed annually to present to government agencies in accordance with the requirements of the law.
Reduce the use of chemicals in the production process	Set up operational KPIs for each unit that uses chemicals as raw materials in the production process, for example reducing the use of lubricants in the rough rolling process. The use of hydrochloric acid in wire and fastener surface plating processes The use of zinc in the electroplating process of fasteners and reduce the amount of chemicals used in wastewater treatment as well as implement the corrective and preventive action system for continuous improvement.
Reduce waste from the production process	Set up operational KPIs for each unit's to reduce waste caused by every production process of the Company as well as implement the corrective and preventive action system for continuous improvement.

3.3.2 Environmental operating results

The Company is aware of environmental management. and the implementation of environmental management systems to reduce significant environmental impacts that may arise from business activities by focusing on reducing environmental impacts, both direct and indirect impacts both in terms of energy management, fuel, electricity, water, waste and pollution with environmental management operations. It is committed to instilling awareness among employees in using resources for maximum efficiency.

1. Energy management

1.1 Fuel consumption

Fuel consumption comparison table

	2019	2020	2021
Gasoline Fuel (liters)	217,215	267,334.50	323,111
Natural gas (kg)	10,714,470.37	10,274,623.37	11,470,130.17

Summary of operating result

In 2021, the Company's has a total fuel consumption of 323,111 liters and a total amount of natural gas. 11,470,130.17 kg, which increased from the previous year by 20.86% and 11.64 percent. From the increasing use of the Company's fuel consumption due to higher sales thus increasing the use of fuel as well because of increased or reduced fuel consumption. It will depend on the amount of production as well.

1.2 Electricity consumption

Electricity consumption comparison table

	2019	2020	2021
Electricity purchased (KWH.)	75,334,040	69,919,594	82,449,620

Summary of operating result

In 2021, the Company's has a total electricity consumption 82,449,620 (KWH), kg, which increased from the previous year by 17.92%. From the increasing use of the Company's electricity consumption. The Company's therefore has set up a plan to reduce the use of electricity in business operations by planning the installation and modify more high efficiency equipment in order to save energy, use electricity in production and not pollute the environment. It also helps to enable new technologies and sustainable use of clean energy.

2. Water management

2.1 Water consumption

Water usage comparison table

	2019	2020	2021
Water consumption (cm ³)	516,174	402,092.52	486,994

Summary of operating result

In 2021, the Company's has a total water consumption in the production process total amount 486,994 cubic meters, which increased from the previous year by 21.86%. The wastewater that occurs will be treated with a wastewater treatment system before draining into the water quality inspection pond and used to water the trees in the green area

of the Company. In order to comply with the Company's policy that supports energy conservation and to achieve the most efficient use of water resources.

3. Garbage and Waste Management

3.1 The amount of garbage and waste from business processes

Garbage and waste Comparison Table

	2019	2020	2021
Amount of waste and non-hazardous waste (kg)	13,191,790	9,810,865	10,006,280
Amount of waste and hazardous waste (kg)	6,041,757	6,164,114	12,523,560

Summary of operating result

In 2021, the Company's has a volume of garbage and non-hazardous waste about 10,000 tons / year, which the Company has prepared bins to accommodate 3 types of waste, namely general waste, recyclable waste and hazardous waste. The storage bins are placed at various points, sufficient to meet the amount of waste that is expected to occur in the Company's operations.

In 2021, the Company's has a volume of hazardous waste from the production process about 12,523 tons / year, which has divided the waste from the production process into 6 categories, with each type of waste sorted before contacting the agency, that has been authorized by the Department of Industrial Works to be disposed of with appropriate methods.

4. Green House gas management

The Company is in the process of studying to implement plan of policy to reduce greenhouse gas emissions and has recognized the importance of working to reduce global warming and climate change. The company has established a policy to support environmental pollution and has continuously complied with the environmental policy to encourage the reduction Pollution and reducing the burden of society in accordance with environmental governance. Also encourages directors, executives, and all employees to use the Company's resources for maximum benefit.

In 2021, the Company is in the process of studying the carbon footprint of the product to assess the amount of greenhouse gas emissions of the product in accordance with the principles of international standards for entrepreneurs to use as a planning tool. Reduce greenhouse gas emissions throughout the life cycle and increase the potential of Thai industry internationally.

3.4 Social sustainability management

3.4.1 Social policy and guidelines

The Company has been formulated the policy of corporate social responsibility and approved by board of directors on November 13, 2014, we comprehend the importance of helping and supporting society, community, and maintaining environment continuously; Tycoons also takes consideration of likely influence to stakeholders, such as stockholders 、 employees, the community where we belongs, customers, suppliers, government, societies and nations; we formulate the direction that allowed employees can participate our corporate social responsibility policy together, which can be viewed on the Company's website. (www.tycons.coms) Investor Relations Page.

1. Employees and Labor

The Company adheres to the principles of human rights from employment to the care of employees and personnel in order for all employees and personnel to feel a sense of family bonding with the organization. In 2021, the Company has the following key employee operations as follow:

Employment

Details	Number of male employees (persons)	Number of female employees (persons)
Full-time employees	498	247
Handicapped employees	8	1
Total	506	248

Employees Training

In 2021 the Company plan to organize 18 training courses for employees to increase their skills and potential to work for all employees. As a result of epidemic COVID-19 situation in 2021 the training had to be postponed As a result, the average number of hours of training or knowledge development activities for employees is only 3.90% per person per year, which does not meet the target.

Safety, Occupational Health and Work Environment

In 2021, the Company continually to improves and optimizes safety operations, reducing the risk of illness, injury or death and appropriately take care the quality of life of employees or workers. In 2021, there were 8 injuries case from work to the point of absence from work. The Company has set up guidelines and measures to prevent such accidents as follows.

1. Provide opportunities for employees to participate in accident surveillance and inspection of accident prevention systems in factories.
2. Setting up standards rules and principles of safety at work by providing knowledge through training new employees.
3. Campaign for employers and employees in the workplace to realizing the importance of preventing accidents to have knowledge and skills in preventing accidents and occupational diseases caused by work.
4. Safety officer has duty to take care of safety and consulting with employers to monitor work situations risks and giving advice to the employees and guiding employees to take care of themselves while working to avoid accidents or prevent occupational diseases.
5. Organize award-winning activities among the organization. For example activities like Outstanding security, “Zero” accident in the past year 2020 the department L000 for the amount of 10,000 baht.



2. Customer

The Company has continuously develops products and services to meet the satisfaction of customers with responsibility, honesty and ethics. In 2021, the Company's has received satisfaction from customers at the level of 91.09%.

3. Community and society

Participation and development of society/community

The Company realizes the coexistence with the community and society by giving importance to all stakeholders. Learn to develop and live in harmony with the community through activities that build relationships to build understanding and promote participation with communities and society. To ensure that the Company's business activities will not affect or cause trouble to the normal way of life of individuals, communities and surrounding society. So that the Company can respond effectively to the needs and expectations and create values and rewards that will be sustainable together.

Target

- 1) External complaints equal 0
- 2) Implement a project to create cooperation between the company, community and society continuously every year.

Strategy/Operation Plan

- 1) Build engagement with all stakeholders, through the utilization of Company resources, potential and expertise to achieve maximum value.
- 2) Create a good experience for all stakeholders through activities or projects that are mutually beneficial.

Operation

Follow the Code of Business Conduct and create engagement with stakeholders under socially responsible business practices and give importance to participation and community development. Focus on the development of the community to have a good quality of life both economically, socially and environmentally by considering the needs and necessities of the community as a priority. Promote and create awareness of personnel throughout the organization, to create good relationships that show friendship between the

organization and the community. Ready to carry out various projects to promote good quality of life, create knowledge, and develop potential as much as the organization can by doing the following operation:

Encouraging Community Engagement

Emphasis is placed on working with the community and carrying out activities with the community.

Program/Project Support

Company's has considers nearby communities that are likely to be directly affected by Company first. Taking into account compliance with the nature of the business or the capabilities of the Company's organization, which arising mainly from the participation of employees in the organization and the community with the implementation guidelines by working that focuses on the development of the community to have a good quality of life and provide support according to the strength that the Company can help to be part of the development to create opportunities, create a career and stable income. In the past year, various projects were undertaken as follows:

3.4.2 Social operating results

1.Equitable Business:

Our products quality are followed international standard to manufacture, and we acquired certification of ISO9001 quality management systems in 2001 in order to provide safe, effective and applicable products. In year 2021, while our Company agree to and sign various kinds of contracts with external parties, we all followed the principle of integrity and mutual benefit, negotiated reasonable contents of contracts, fulfilled commitments of contracts positive. We establish evaluation system for customers and firms for outsourcing, when we signed contracts with others, the rights and obligations for both sides will write down exhaustive. We disclose financial information, business situations and organization structure according to corporate governance.

2.Principles for countering bribery and against corruption:

Our policy for countering bribery and against corruption has been stipulated and approved by board of directors on November 13, 2014. Please refer to our web site (www.tycons.com) corporate governance of investor relations page. In 2020, the company's internal audit unit did not receive any complaints about violations of this policy.

The company's internal audit department had no received any complaints about breach of this policy in year 2021.

3.Respecting human rights:

We respect the rights of employees and other stakeholders, we have no discrimination with races, colors, religions, genders, nationalities, ages, disability or other situations that been considered as human rights. Our company will esteem human rights appropriately and spread around the corporate operation, to eliminate unfair, discrimination, harass and infringe on various rights. In year 2021, the company executed in accordance with the stated as above.

4.Do justice to employees:

We signed official contract of employment with all employees, accordance with employment laws, we gave appropriate remuneration and welfare to employees, we prepared education and training awareness budget every year, and we dedicated to cultivate staff's abilities and upgrade their value. We also set up infirmary and nurses and host physical examination every year to look after employees' safety and health. We do not force labor to violate labor laws, we do not hire child labor, provide equal opportunities of employment, we have no discrimination of genders and races, we treat employees in fair. In year 2021, the company executed in accordance with the stated as above.

5.Take responsible to consumers:

In year 2021, our products quality are followed international standard to manufacture. We acquired certification of ISO-9001 quality management systems in 2001, and we provide products with safe, effective and applicable. We adopt oracle ERP system and supervise the information of process of production. We can check and trace the efficient of product's quality

6.Environmental protection:

In year 2021, the company's environmental management is followed in accordance with international standard. The Company acquired the ISO - 14001 certification (Environmental Management System) in year 2001, The Company take care of the environment and properly treat the wastewater and sewage of manufacturing process by waste water treatment plant, through the treatment system and effluent the water will be tested to ascertain that it meets with the official standards. The waste gas is exhausted after the wet scrubber treatment. Industrial waste is entrusted qualified waste transporter and disposer to disposal. Our job is to reduce the energy use, the generation of waste and pollution during the process of manufacturing.

7.Implement innovation about responsibilities for social environmental and stakeholders and disseminate innovation:

Each year, the company will report to board of director to review our well corporate governance policy and implementation status, we keep communicate with stakeholders and respect the rights they owned, improve the safety of employees hearing protection, dissemination of community public service activities and encourage employees to

participate, improve the blow and draw system of pool deck of pickling, sustainable development to protect the environment. In year 2021, the Company executed in accordance with the stated as above.

Beneficial activities to the community

The Company realize level of education, culture, quality of life, safe and sanitation of community, and considering enterprise's operation will influence environment, we will actively participate government and community's activities, contributing to economic welfare of community and social development, encouraging our employees join community's public service activities.

The Company participated community public service activities in year 2021, such as:



On January 29, 2021 donated thermometers for screening participants in various activities in the situation of the epidemic of COVID-19, to the villagers of Nikompattana sub-district Nikompattana District, Rayong Province.



On April 8, 2021, June 8, 2021, August 16, 2021 and September 29, 2021 donated survival bags to distribute people's livelihood relief supplies to help and support the disabled residents and the elderly in Nikompattana Sub-district Nikompattana District Rayong Province, total amount of 600 bags.



On April 9, 2021 and December 29, donated drinking water and energy drinks, Milo coffee to build morale and morale for officers in Nikompattana sub-district. Nikompattana District, Rayong Province, where the checkpoint is located public service during festivals.



On August 5, 2021 donated 20,000 masks to the Federation of Thai Industries Rayong Province for carrying out various activities during the COVID-19 situation.



On August 17, 2021 donated one unit of “UV Care” air sterilizer for Nikhom Phatthana District, Rayong Province, one unit for Nikhom Phatthana Subdistrict Administrative Organization, and one unit to the Industrial Council of Rayong Province. In order to provide services and carry out various activities in the epidemic COVID-19 situation.



On October 18, 2021 join to make merit to support the Royal Tuition Scholarship Project for Thai monks at the Rayong Province area with Nikompattana District in Rayong Province.



On January-December 2021 Providing fruits to the villagers who have suffered and lack of income to be a concern and encouragement during the COVID-19 situation.

4. Management discussion and analysis (MD&A)

4.1 Overall past performance

In 2021, sales revenue was 9,060MB increased by 51.32% compared to 5,987MB in 2020. This in total sales is attributable as to 59.56% to domestic and as to 40.44% in international sales. The sales increase mainly due to the recovery of industrial demand increased. As a result, the sales volume of steel products has increased. However, due to the control measure of carbon emissions in mainland China, it is mandatory to reduce the production volume of steel products, resulting in an imbalance of market supply and demand, which makes the price of steel highly increased. Other income 33 MB decreased 14 MB or 30.39% comparing with 2020 mainly due to the exchange rate decreased.

The net profit of 2021 was 377MB increased by 217.37% compared to net loss (321) MB of 2020. That is because mainly due to the operating income gain were 478MB, none-operating gain were 33MB, Share of loss from investment in associate of 88M. Income tax expense 8MB, Finance cost of 38MB.

In 2020, sales revenue was 5,987MB decreased by 37.39% compared to 9,562MB in 2019. This in total sales is attributable as to 73.98% to domestic and as to 26.02% in international sales. Mainly due to the decrease in sales of steel products, and the severe economic recession due to the global epidemics of COVID-19. Other income was 47 MB, decreased 16 MB or 25.35% compared to the year 2019, mainly due to gains on disposal of land, building and equipment decrease, coupled with the decrease in foreign exchange gains and other income increased in 2020. The net loss of 2020 was (321) MB decreased by 677 MB

or 67.82% compared to (998) MB of 2019. The main reason was due to increasing of gross profit in the year 2020, and disposal of assets which cannot be used and impairment loss of assets amounting to Baht 535 million in 2019.

4.2 Performance by product group

(1) Revenue from sales

Sales revenue of 2021 was 9,060MB increased by 51.32% compared to 5,987MB of 2020. That was because mainly due to the recovery of industrial demand increased. As a result, the sales volume of steel products has increased. However, due to the control measure of carbon emissions in mainland China, it is mandatory to reduce the production volume of steel products, resulting in an imbalance of market supply and demand, which makes the price of steel highly increased.

Further details of sales revenue structure can be summarized as follows:

Sales from wire rods in 2021 was 5,073MB, increased by 32.98% compared to 2020, and in 2020 was 3,815MB, decreased by 12.16% compared to 2019.

Sales from annealed wire in 2021 was 1,580MB, increased by 174.31% compared to 2020, and in 2020 was 576MB, decreased by 35.93% compared to 2019.

Sales from fasteners in 2021 was 1,525 MB, decreased by 51.89% compared to 2020, and in 2020 was 1,004 MB, decreased by 37.68% compared to 2019.

(2) Expenses

Cost of sales

Cost of sales is primarily composed of conversion cost and raw materials, of which billet is the main component. In year 2021, costs of sales were 7,961MB, increased by 38.22% compared to year 2020. This was mainly due to the raw material price increased.

Selling and administrative expenses (SG&A)

In year 2021, selling and administrative expenses were 380MB, an 47.85% increase from year 2020, The ratio of SG&A/Sales was 4.19% in 2021 and 4.29% in 2020. The major components of SG&A are depreciation, salary and wages as well as transportation costs, which vary directly with sales volume. The increase in SG&A in 2021 is mainly caused by the sales volume increased which causes transportation and related export expenses increased.

(3) Profit

Gross profit

In 2021, gross margin was 1,099MB. The rate increased from 3.80% of 2020 to 12.13% of 2021, mainly due to the year 2021, mainly due to the increase was the unit price of sales increased in 2021.

Operating profit

Operating profit in 2021 was 719MB, the rate increased from (0.46)% of 2019 to 7.94% of 2021, resulted from the increase in gross profit rate.

Net income

Net profit in 2021 was 377MB, net income rate increased from (5.36)% of 2020 to 4.16% of 2021. The net profit 377MB of 2021 mainly due to operating income gain were 478MB, none-operating gain were 33MB, Share of loss from investment in associate of 88M. Income tax expense 8MB, Finance cost of 38MB.

4.3 Financial status**(1) Assets****Composition**

As of December 31 2021, TYCN's had total assets 7,102MB, increased by 12.20% with amount 772MB compared to 2020. The increase in total assets was mainly due to the increase in cash and inventories.

Current assets of 2021 were 3,707MB increased by 27.86% with amount 808MB compared to 2020 mainly increase due to increase of inventory.

Non-current assets of 2021 was 3,395MB, decrease by 1.02% with amount 35MB compared to 2020, the reason was the provision of depreciation and the recognition of losses from investment-related companies

Quality of assets**Assets**

At each reporting date, the Company performs impairment reviews in respect of the long-term investment, property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized 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.

Accounts receivable

As of December 31, 2021 accounts receivable amounted to 444MB, which could be broken down into A/R of unrelated parties 342MB and A/R of related party 102MB. A/R amounted to 458MB in 2020 which could be broken down into A/R of unrelated parties 351MB and A/R from related party 107MB. The normal credit term granted by the

Company for related parties is 30-180 days while credit term for other parties varies from 10 - 105 days. New clients as well as customers whose payments are overdue will be subject to make a payment equal to a certain percentage of the purchase amount before shipment.

Further details regarding the aging of accounts receivable are as set out below:

	Unit: MB	
	Dec 31, 2021	Dec 31, 2020
Inter- company A/R	102	107
A/R –unrelated parties	342	351
Total A/R	444	458
Aging of A/R-unrelated parties		
Past due	143	126
Up to 3 months	174	170
3 months up to 6 months	0	0
6 months up to 12 months	0	4
Over 12 months	26	51
Sub-total	342	351
Less Allowance for doubtful A/C	(31)	(49)
Total A/R - net	413	409

Accounts Receivable turnover has been increased from 11.19 times of year 2020 to 21.70 times of year 2021. The main reason is that the increase in sales revenue in 2021 is greater than the increase in average accounts receivable, resulted in A/R collection period decreasing 15.59 days from 32.18 days of year 2020 to 16.59 days of year 2021.

(2) Liquidity

Cash flow

TYCN had a net increase in cash and cash equivalents at year-end 2021 of 304MB. Cash and cash equivalents at the end of 2021 amounted 465MB the change in cash flow amount was due to:

Net cash flow from operating	(87) MB
Net cash flow from investing	(444) MB
Net cash flow from financing	835 MB
Net increase in cash	304 MB

Net cash flow from operating activities was (87)MB, mostly due to the decrease in prepayments from customers and the increase in inventories.

Net cash flow from investing was 444MB mainly because of the increase in acquisition of lands and related associates company investment.

Net cash flow from financing was 835MB mainly because of increase in short-term loans.

Liquidity ratios

The Company's current ratio has been increasing standing at 1.43 and 1.25 in the years 2021 and 2020 respectively, because of the increase in revenue in 2021 resulted no significant difference..

Effects from the maturity of current liabilities on the liquidity

In 2021, short-term loans from financial institutions and trade and other payables as well as current portion of long-term loans have accounted for a large proportion of current liabilities. These first two items are payable within one year. As mentioned before, however, these loans were used to purchase raw materials for normal business operations. As a result, the company believes that the short-term maturity of such current liabilities should not adversely affect the company's liquidity.

Accounts payable turnover has been increased from 13.76 times of year 2020 to 23.49 times of year 2021. It's because accounts payable period of purchase of raw materials got shorten therefore, the payment period decrease 10.84 days from 26.16 days of year 2020 to 15.12 days of year 2021.

(3) Capital expenditure

Capital expenditures amounted to 75MB and 138MB for the year 2021 and 2020 respectively.

(4) Sources of funds**Funds structure**

The debt to equity ratio was 0.59 and 0.59 between the years 2021 and 2020. The debt to assets ratio was 0.34 and 0.37 between 2021 and 2020. This indicated that TYCN had only a small amount of risk and a healthy financial structure.

Shareholders' equity

As of December 31, 2021, shareholders' equity was 4,468MB, a increase of 12.34% or 491MB from year 2020. This was due to net profit in 2021.

Liabilities

At the end of 2021, TYCN's liabilities amounted to 2,633MB, which is equivalent to 37.08% of liabilities and shareholder's equity, and Company's long-term Liabilities and equity was 4,468MB, or 153% of net fixed assets. This indicates that TYCN had a healthy financial structure.

Financial Report

('million THB)

Balance Sheet	Consolidated			Separate		
Transactions	2021	2020	2019	2021	2020	2019
<u>CURRENT ASSETS</u>						
Cash and cash equivalents	464.53	160.95	424.29	453.98	160.95	424.29
Trade and other receivables, net	420.54	414.68	572.92	420.54	414.68	572.92
Inventories - net	2,688.40	2,161.35	1,706.37	2,688.40	2,161.35	1,706.37
Other current assets	133.90	162.56	45.63	133.90	162.56	45.63
Total Current Assets	3,707.37	2,899.54	2,749.21	3,696.82	2,899.54	2,749.21
<u>NON CURRENT ASSETS</u>						
Restricted bank deposit	60.00	60.00	60.00	60.00	60.00	60.00
Investment in a subsidiary	-	-	-	124.14	-	-
Investment in an associated	-	188.94	378.46	-	503.47	730.66
Other long-term investment	-	-	60.00	-	-	60.00
Property for investment	227.94	-	-	-	-	-
Property, plant and equipment-net	2,922.02	3,088.48	3,230.05	2,664.08	3,088.48	3,230.05
Deferred tax assets	10.16	18.29	25.60	10.16	18.29	25.60
Other non-current assets	402.40	74.33	11.16	432.40	74.33	11.16
Total Non-current Assets	3,394.58	3,430.04	3,765.27	3,290.78	3,744.57	4,117.47
Total assets	7,101.94	6,329.59	6,514.48	6,987.60	6,644.17	6,866.68
<u>CURRENT LIABILITIES</u>						
Short-term loan from financial institutions	1,833.09	965.90	1,501.83	1,833.09	965.90	1,501.83
Trade payable	351.17	326.58	510.52	351.17	326.58	510.52
Current portion of long-term loans	-	41.77	56.31	-	41.77	56.31
Current portion of hire purchase creditors	-	-	-	-	-	-
Other current liabilities	405.37	978.16	75.07	405.37	978.16	75.07
Total current liabilities	2,589.63	2,312.41	2,143.73	2,589.63	2,312.41	2,143.73
<u>NON-CURRENT LIABILITIES</u>						
Hire purchase creditors	-	-	-	-	-	-
Long-term loan	-	-	-	-	-	-
Provision of long-term employee benefits	43.83	40.42	41.77	43.83	40.42	41.77
Total Non-current liabilities	43.83	40.42	78.82	43.83	40.42	78.82
Total liabilities	2,633.46	2,352.83	2,222.55	2,633.46	2,352.83	2,222.55
<u>SHAREHOLDERS' EQUITY</u>						
Authorized 596,748,900 common shares, Bath 10 par value	5,967.49	5,967.49	5,967.49	5,967.49	5,967.49	5,967.49
Issued 596,748,900 common shares, fully paid	5,967.49	5,967.49	5,967.49	5,967.49	5,967.49	5,967.49
Premium common shares	-	-	-	-	-	-
Premium on treasury stock	20.02	20.02	20.02	20.02	20.02	20.02
Translation adjustment	-	-	-	-	-	-
Retained Earnings	-1,639.67	-2,016.63	-1,695.58	-1,639.56	-1,695.58	-1,343.37
Treasury ordinary shares	6.22	5.88	-	6.22	5.88	-
Total shareholders' equity	4,468.48	3,976.76	4,291.93	4,354.17	4,291.29	4,644.14
Total liabilities and shareholders' equity	7,101.94	6,329.59	6,514.48	6,987.60	6,644.12	6,866.69

Income statement and Cash flow

('million THB)

Income statement and Cash flow	Consolidated			Separate		
Transaction	2021	2020	2019	2021	2020	2019
Revenue from sales-net	9,060.39	5,987.44	9,562.39	9,060.39	5,987.44	9,562.39
Other income	32.72	47.01	64.50	32.24	47.74	64.50
Total revenues	9,093.64	6,034.45	9,626.89	9,093.10	6,035.18	9,626.89
Cost of sales	7,961.33	5,760.09	9,642.31	7,961.33	5,760.09	9,642.31
Selling and administrative expenses	379.72	256.99	337.92	379.72	254.72	337.92
Other expense	241.87	22.83	521.01	644.27	320.44	521.01
Total expenses	8,583.17	6,039.91	10,501.24	8,985.32	6,335.25	10,501.24
Profit before share of loss & finance cost	510.48	-4.74	-874.35	108.31	-300.07	-874.34
Share of loss from investment in an associated	87.87	-257.66	32.05	-	-	-
Finance Cost	37.73	-52.81	60.46	37.73	-52.81	60.46
Profit (loss) before income tax expenses	384.87	-315.20	-966.86	70.58	-352.88	-934.81
Income tax income (expenses)	-8.04	-5.85	-30.82	8.04	-5.85	-30.82
Profit (Loss) for the period	376.83	-321.05	-997.68	62.54	-358.73	-965.63
Basic earning (loss) per share	0.63	-0.54	-1.67	0.10	-0.60	-1.62
The weighted average number of common shares	596.75	596.75	596.75	596.75	596.75	596.75
Net cash flow from operating	-87.07	568.84	218.68	-86.78	568.84	218.68
Net cash flow from investing	-444.34	-205.06	-156.59	-398.59	-205.06	-156.59
Net cash flow (used in) from financing	834.99	-627.12	-222.53	778.40	-627.12	-222.53
Increase in translation adjustment	-	-	-	-	-	-
Net increase (decrease) in cash and cash equivalents	303.58	-263.33	-160.44	293.03	-263.33	-160.44

Financial ratios

Ratios	Consolidated			Separate		
	2021	2020	2019	2021	2020	2019
<u>Liquidity</u>						
Current ratio (times)	1.43	1.25	1.28	1.43	1.25	1.28
Quick ratio (times)	0.34	0.25	0.47	0.34	0.25	0.47
Accounts receivable turnover (times)	21.70	11.19	13.66	21.70	11.19	12.91
A/R collection period (days)	16.59	32.18	26.35	16.59	32.18	26.35
Inventory turnover (times)	3.28	2.98	5.12	3.28	2.98	5.12
Days sales outstanding (days)	109.65	120.86	70.28	109.65	120.86	70.28
Accounts payable turnover (times)	23.49	13.76	14.37	23.49	13.76	14.37
Payment period (days)	15.32	26.16	25.06	15.32	26.16	25.06
Cash Cycle (days)	110.92	124.40	71.57	110.92	124.40	71.57
<u>Profitability</u>						
Gross profit margin (%)	12.13	3.80	-0.84	12.13	3.80	-0.84
Cost of goods sold to sales (%)	87.87	96.20	100.84	87.87	96.20	100.84
Operating profit (Loss) margin (%)	7.94	-0.46	-4.37	7.94	-0.46	-4.37
Net income margin (%)	4.16	-5.36	-10.43	0.69	-5.99	-10.10
Return on equity (%)	8.92	-7.77	-20.82	1.45	-8.03	-18.83
Earning Per Share (Weighted Average)	0.63	-0.54	-1.67	0.10	-0.60	-1.62
Book Value Per Share (BVPS)	7.49	6.66	7.19	7.30	7.19	7.78
<u>Efficiency</u>						
Return on total assets (%)	5.61	-5.00	-13.73	0.92	-5.31	-12.70
Return on fixed assets (%)	12.54	-10.16	-27.75	2.18	-11.35	-26.85
Total asset turnover (times)	1.35	0.93	1.32	1.33	0.89	1.26
<u>Financial policy</u>						
Debt to equity ratio (times)	0.59	0.59	0.52	0.60	0.55	0.48
Dividend payout ratio (%)	-	-	-	-	-	-
<u>Growth rate (%)</u>						
Assets	12.20	-2.84	-18.78	5.17	-3.24	-17.67
Liabilities	11.93	5.86	-18.55	11.93	5.86	-18.55
Net Sale	51.32	-37.39	-7.66	51.32	-37.39	-7.66
Cost of goods sold	38.22	-40.26	-3.38	38.22	-40.26	-3.38
Selling and general administrative expenses	49.17	-24.62	-6.30	49.07	-24.62	-6.28
Net income	-	-67.82	-2,712.74	-	-62.85	-14,842.44
Gross profit	383.42	-384.47	-121.25	383.42	-384.47	-121.25

5. General information and other significant information

5.1 General information

Name of the company: Tycoons Worldwide Group (Thailand) Public Company Limited (TYCN)

Location : 99 Moo1, Tumbon Nikompattana Amphur Nikompattana, Rayong 21180 Thailand

Telephone No. : (033)-658-558, (038)-636975

Facsimile No. : (038)-636-977

Home Page : <http://www.tycons.com>

Reference

Auditor : EY Office Limited
33rd Floor, Lake Rajada Office Complex
193/136-137 Rajadapisek Road
Klongtoey, Bangkok 10110, Thailand.
Tel:66(2)2640777 Fax:66(2)2640789-90

Register : Thailand Securities Depository Co., Ltd.
62 The Stock Exchange of Thailand Building ,7th
Floor, Ratchadapisek Road, Klongtoey,
Bangkok 10110, Thailand.
Tel:66(2)2292800 Fax:66(2)3591262

5.2 Name of subsidiary and associated company :

Subsidiary company : KDB Co., Ltd 44.99% shares holds by TYCN

Registered address : 98/245 Moo. 9, Tumbon Bang Kaew,
Amphur Bang Phli, Samutprakan Province.

Registered share and capital : 159,636 common shares, par value 1,000 baht,
159,636,000 baht,

Issued share and paid-up capital : 159,636 common shares, par value 1,000 baht,
159,636,000 baht,

Type of business : Real estate business

Company registration : 0105548011544

Taiwan Depository Receipt (TDR)

Tycoons Group International Co., Ltd, a main shareholder of Tycoons Worldwide Group (Thailand) Public Co., Ltd., has set aside 60,000,000 common shares of Tycoons Worldwide Group (Thailand) Public Co., Ltd to issue 30,000,000 units of Taiwan Depository Receipt (TDR) in Taiwan Stock Exchange. Each TDR unit represents two common shares of Tycoons Worldwide Group (Thailand) Public Co., Ltd. and has been listed in Taiwan Stock Exchange on 29 Sep. 2011. The depository bank is First Commercial Bank, as Citibank is custodian.

Part 2

Management and Corporate Governance.

6. Policy of corporate social responsibilities

Policy of corporate governance of the Company please refer to our website (www.tycons.com) corporate governance of Investor Relations page.

6.1 Overview of the Policy and Corporate Governance Practice Guidelines

6.1.1 Policy Responsibilities of the Board

1. Leadership and vision

The Board of Directors plays a role in setting the company's goal, mission of the company, and budget, and moreover oversees the company operation in response to its goal. The Board of Directors also makes comments on the internal control and audit system along with manage the risk to maximize the company's profitability.

2. Risk Management

The Board of Directors adopted a risk management system for all material and controllable risk which is related to the company's business objective, business strategy, finance, production and operation. Risk management is carried out on the basis of probability that an identified risk may materialize and the likely impact of it on the business may be presented. In response to that, clear preventive and mitigation measures must be established and the systems to assess monitor and report on risks shall be set up. Management of the company is responsible for regularly reporting to the Audit Committee and the Board on its operation plans and performance.

3. Independence and Impartiality of Directors

The Board of Directors shall perform its duty and exercise its discretion independently from the Management and major shareholders. Each director has the duty and independence to ask questions, express opinions or make objection and vote as he or she sees fit in relation to all matters affecting the interests of the Company, shareholders or stakeholders.

4. Qualifications of Directors

The Board of Directors shall consist of various qualities including age, profession, and knowledge which are beneficial for the company operation and can bring about fresh perspective. Directors must be prepared to give adequate time and effort to perform their duties to the fullest extent with high ethical standard.

5. Qualifications of Audit Committee / Independent Directors

The Board of Directors shall ensure that the qualifications of independent directors are in line with the Stock Exchange of Thailand's requirements as follows:

1. Holding shares of no more than five percent of the paid-up registered capital of the Company, spaffiliated companies, associated companies or other related companies. This shall include shares held by related persons.

2. Being a non-executive director of the Company, affiliated companies, associated companies and related companies or its major shareholders including not being an employee, staff or consultant salary on the payroll of the Company, affiliated companies, associated companies, sprelated companies or the Company's major shareholders.

3. Being a director without direct or indirect financial and managerial interests or stake in the Company, affiliated companies, associated companies or its major shareholders;

4. Being a director who is not related to or not being a closed relative with the Company's executives or major shareholders.

5. Being a director not appointed as an agent to protect the interests of the Company's directors, major shareholders or shareholders relating to the Company's major shareholders.

6. Being able to act and express his opinions independently

6. Composition of the Board of Directors

The Board of Directors is responsible for determining the business direction and policy. The Board of Directors shall consist of a chairman, a vice chairman and directors who can act independently to counterbalance the management. In that the board may consist of executive directors in response to the size of the organization and give an effective performance. There shall not be less than five directors in the Board.

7. The Chairman of the Board and the Managing Director

The Board of Directors shall designate a director as the Managing Director other than Chairman of the Board so that their roles, authorities and duties are clearly separated to ensure balance between management and corporate governance.

8. Terms of Directorship

The Directors shall serve a term of office of three years. Each year, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple three parts, the number of directors nearest to one-third (1/3) shall retire. The directors retiring from their office in the first and second year after the registration shall be made by drawing lots. For subsequent years, the directors who have held office longest shall retire. The directors who vacate office is eligible for re-election by shareholders.

9. Board of Directors' Meeting

The Board of Director shall set the meeting schedule of entire year in advance. The meeting is usually convened quarterly unless irregular meeting is needed. The chairman or designated director ensures that all directors receive all relevant documents prior to the meeting so that they have sufficient time to study all the issues before attending the meeting or casting their votes. The given documents must be clear, analytical and sufficient of recommendation.

10. The duties of the Board of Directors

1. To perform its duty in the most professional manner to comply with all laws, the company's objectives, articles of association and shareholder's resolutions as well as to preserve the Company's benefit and interests

2. To determine the company's direction and control all business operations in accordance with the related government entities' rules and regulations. To assure the disclosure of information to shareholders and related entities as well as perform transparency management to achieve spoptimal benefits to the company.

3. To ensure that business is operated efficiently and in compliance with all regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

4. To ensure that the company has effective internal control systems and an internal audit unit that works closely with the audit committee.

5. The Board of Directors may establish an executive board and a management team or delegate control to other persons to manage the company under the Board of Directors' supervision. The delegation must be accompanied by responsibilities and limitation of the control and must not be delegated to persons in circumstances that would lead to conflicts of interest with the company and its subsidiaries.

6. To have the intention to run the business continuously and conduct themselves with honesty, and integrity and to be interested in the business in which they hold the directorship.

7. To be consistently responsive to the shareholders and protect their interests as well as providing to them fair, complete and transparent disclosure.

8. Consider the approval of business plans, annual budgets and sales/acquisitions of the asset exceeding 50 MB, joint ventures in expanding its business and approval of any other loans besides the working capital loans, which are solely authorized by the Executive Board

Effective date: February 19, 2008.

6.1.2 Policy Rights of Shareholders and Stakeholders

Shareholders are the owners of the company. They control the company by appointing the Board of Directors to act as their representatives. Shareholders are eligible to make decisions on any of significant corporate changes. Therefore, the company encourages shareholders to exercise their rights.

Basic shareholder rights are rights to buy, sell, or transfer shares, share in the profit of the company, obtain relevant and adequate information on the company in a timely manner and on a regular basis, participate and vote in the shareholder meetings to elect or remove members of the board, appoint the external auditor, and make decisions on any transactions that affect the company such as dividends payment, amendments to the company's articles of association or the company's bylaws, capital increases or decreases, and the approval of extraordinary transactions, etc.

The Board of Directors realizes the importance of shareholders' meeting as revealed in the policies to facilitate all shareholders equally in attending the meeting, provide sufficient information timely in advance of the meeting so that the shareholders have enough time to decide whether to attend or to designate representatives to attend the meeting on their behalves. Shareholders are encouraged to query directors and allowed to propose an agenda item, the directors on the other hand are obliged to attend the meeting and answer the enquiries.

The Board of Directors must complete the minutes of the meeting and present to the shareholders through the website as soon as possible within 14 days after the meeting.

1. Rights of Shareholders

The Company values the right of shareholders by convening the shareholders meeting annually as requested by the law. For year 2021, The Company has held the meeting on April 21, 2021 and 5 directors attended the meeting.

The Company has assigned Thailand Securities Depository Company Limited (TSD), the registrar of The Company security, to distribute all the meeting notice to all shareholders 14 days prior to the meeting (5 April, 2021).

The Company has allowed the shareholders to authorize representatives to attend the shareholders' meeting on their behalf, and if the shareholders cannot find one, The Company also proposes an independent director to take the task. In 2021, Independent director was Mr. Surabhon Kwunchaithunya.

The Company encouraged the shareholders to express their opinions and ask questions during the 2021 annual shareholders' meeting, in which the directors are responsible for answering the questions. For this particular meeting The Company allow the shareholders to propose the agenda of the meeting on December 21, 2020 to January 21, 2021.

The Company has posted the meeting invitation on the website, www.tycons.com, 30 days prior to 2021 annual shareholders' meeting and posted the minutes of meeting 3 days after the meeting.

2. Equitable Treatment of Shareholders

The Company keeps updating its status quarterly through SET website in time as requested.

The policy to allow the shareholders to propose the director candidate prior to the meeting on December 21, 2020 to January 21, 2021.

The Board of Directors does not allow directors, managements and related parties of employees to trade The Company's securities one month prior to the announcement of the company financial statement. In 2021, the given parties have strictly complied with the policy.

The Board of Directors has required its members to disclose any of their information related to the related parties and conflict of interest to the board, so that, for the best of the company's benefit, the board can consider company business activity and take a prompt action that might be affected by that information. In 2021, there was no any of information related to the related parties and conflict of interest to the board.

3. Treatment of stakeholders

The Company has been formulated the policy of corporate social responsibility(refer to item 10 corporate social responsibility), we comprehend the importance of helping and supporting society, community, and maintaining environment continuously; Tycoons also takes consideration of likely influence to stakeholders, such as creditor、stockholders、employees. The community where we belongs, customers, suppliers, government, societies and nations; we formulate the direction that allowed employees can participate our corporate social responsibility policy together.

Besides, the company also provides stakeholders with channels for contact, notice, suggestion, report and complaint. If there are any possible whistle-blowing concerns, stakeholders can contact the company secretary Mr. Wen, Chun-Feng through below channels in order for him to report to the Board of Directors. The contact information is as follows: Tycoons Worldwide Group (Thailand) Public Company Limited (TYCN) Address: 99 Moo1, Tumbon Nikompattana Amphur Nikompattana, Rayong 21180 Thailand Tel:(033)-658-558 Ext.1301 Fax:(038)- 636-822 E-mail: wen@tycons.com

Guidelines and responsibility to each group of stakeholders are:

SHAREHOLDERS

The Company is committed to create value for all shareholders with fairness by operating business in compliance with good governance and the Company's vision efficiently and treat shareholders with respect and as per the applicable laws and regulations to maximize benefits and values to shareholders continuously. The Company shall inform shareholders of correct and complete information, including disclosing such information in accordance with relevant rules and agreement.

CUSTOMERS

The Company devotes extensive efforts to satisfy our customers in every aspect. It strives to provide products and services to meet the needs of our customers as well as the development of quality products and services with warranty and service for the benefit and satisfaction in terms of quality standards and fair prices. Development of products and services to meet the diverse needs and quality control, complaints about products and services, maintain client confidentiality includes not put customer data to generate benefits are also a return policy if it finds that the product is not quality or inferior.

CREDITORS

The Company strictly complies with the conditions and requirement strictly of both trade creditors and lender and make timely payment, as well as following the affirmatives give to the creditors throughout the liable periods and provide information with accuracy, transparency, equity and fairness.

4. Disclosure and Transparency

The Board of Directors discloses the financial information, business activities, and other business performance accurately, completely, efficiently, and timely that reflects the actual financial status, complies with the Generally Accepted Accounting Principles (GAAP), and is audited by independent auditor. In addition, the audit committee which is composed of independent directors with no involvement with the company management will also help review the give information.

The Company places the timely and accurately disclosure of financial and other information that may affect the share price at priority through SET website. Moreover, the company has also established Investor Relations Office. For investors and those who are interested in obtaining the company's information, they may contact Investor Relation Officer at Tel:033-658-558or fax: 038-636-822 or E-mail Address: iro@tycons.com.

In 2021, IR officer has provided information to parities such as shareholders and analysts in many occasions such as quarterly performance and invest projects.

Director's remuneration; The Board of Directors has disclosed clearly the directors' remuneration policies which is in response to the contributions and responsibilities of each directors and the remuneration is approved by shareholders through shareholders' meeting.

Managements' remuneration: The Board of Directors has developed the management remuneration policy that is fair and attractive enough for qualified people to take the position and perform at high standard.

5. Responsibilities of the Board

Leadership and vision

The Board of Directors has played a role in setting the company's goal, task, and budget, and moreover oversaw the company operation according to its goal. The Board of Directors has also made comments on the internal control/audit system to manage the risk and maximize the company's profitability.

Risk Management

The Board of Directors has adopted a risk management system for all material and controllable risk and included the reporting and evaluating system in response the current situation. In 2021, the Board of Directors has considered political risk, which now does not affect the company directly. As for economic risk in exchange rate, the company has employed forward contract to minimize the risk. All managements are responsible for risk management. In assessing the risk, the chance of occurring and the impact it might create was examined, then prevention measures were proposed. The Company's internal audit has been performed audit in relation to risk and then reported to the committee, so that the committee could report to the Board of Directors in time.

6.2 Code of Ethics

Ethics is an integral part of corporate governance. The Board of Directors established the code of ethics for management and staff which is considered to be their tasks. This covers penalty of punishment of those who fail to comply, therefore all the staff must follow strictly. The implication and supervision of the code of ethics is applied through the existing management system.

6.3 Corporate Governance Policy Compliance Report

The Board of Directors established the policy that encourage all employees to behave honesty and properly and accountable to stakeholders, and shareholders at all time. This will, in turn, become the organization culture that values social responsible.

Independence and Impartiality of Directors

The Board of Directors has performed its duty and exercised its discretion independently from the managements and major shareholders. Each director has the duty and is independence to ask questions, express opinions, make objection or vote as he/she sees fit in relation to all matters affecting the interests of the company, shareholders or stakeholders.

Qualifications of Directors

The Board of Directors consisted of various qualities including age, profession, and knowledge which are beneficial for the company operation and can bring about fresh perspective. Directors had adequate time to perform their duties to the fullest extent with high ethical standard. In 2021, none of the directors of the Company served as director of other listed company more than 5 companies.

Duties of Chairman of the Board of Directors

Key duties of the Chairman as leader are to ensure effective functioning of the Board. The Chairman is accountable to the board and function as a coordinator between the Board and the management through the President. The Chairman also has duty to further communicate the Board's resolutions as appropriate.

There is distinction of duty between the Chairman as policy leader and the President as leader for day-to-day management of the Company. The Company has a policy to separate the positions of Chairman of the Board and President. This ensures that there is no abuse of the authority and decision making is fair and independent for long term interest of the company.

The Chairman's duties include the following:

Guiding the Board to ensure its effective functioning. Providing independent advice and counsel to the President. Consulting with the President and Company Secretary to draw up meeting agendas. Encouraging all board members to debate issues freely during meetings, ask questions and express opinions. Ensuring effective communication with the shareholders.

Qualifications of Independent Directors

The Board of Directors has set the qualifications of independent directors according to the Stock Exchange of Thailand's requirements. In 2021, Mr. Surabhon Kwunchaithunya, a highly experience person in accounting and financial field, was elected as independent director whose qualification is in line with the requirement.

Composition of the Board of Directors

The Board of Directors has determined the number of the directors in the board according to the size of the company. The board now consists of four executive directors and three independent directors totaled up seven directors. In that, independent directors account for one third of the members.

The Chairman of the Board / the Managing Director

The Board of Directors determined that the MD and the Chairman of the Board are different individuals, and their authorities and duties are clearly separated to ensure balance between management and corporate governance. In 2021, the Company's Chairman of the Board is Mr. Huang, Wen-Sung and the MD is Mr. Natthawat Thanapinyanun.

Terms of Directorship

The term of directorship is three years. Each year, one third of the directors will complete their terms. In 2021, the followings directors retire by rotation and re-elect to return to the office.

The Annual General Shareholders' Meeting 2021, the number of directors who will retire by rotation in year 2021 is 3 persons consisting of Director Mr Huang, Wen-Sung, Director Mr. Natthawat Thanapinyanun, Independent Director Mr. Surabhon Kwanchaithunya. Chairman of the Board propose the re-election of the retiring directors, to serve the position of director for another term.

Board of Directors' Meeting

The Board of Directors sets the meeting schedule of entire year in advance. The meeting is usually convened quarterly unless irregular meeting is needed. The chairman or designated director ensures that all directors receive all relevant documents prior to the meeting so that they have sufficient time to study all the issues before attending the meeting or casting their votes. The given documents must be clear, analytical and sufficient of recommendation.

There were 10 times meetings held in 2021. Please see the attendance record of directors.

Name	Position	Time of Attendance
1. Ms. Lu, Yen-Chuan	Chairman of Board	0/10
2. Mr. Huang, Wen-Sung	Director	7/10
3. Mr. Natthawat Thanapinyanun	Director	10/10
4. Ms. Hwang, Feng-Mei	Director	10/10
* Mr. Surabhon Kwanchaithunya	Independent Director/ Chairman of the Audit Committee	5/10
5. Mr. Navin Vongchankit**	Independent Director/ Chairman of the Audit Committee	2/10
6. Mr. Jirawat Huang	Independent Director	10/10
7. Mr. Phiphat Wangphichit	Independent Director	10/10

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

Scope and Responsibility of the Board

The Board of Directors has set a clear scope of responsibility of the board of directors (refer to page 35-39), which is followed strictly by the board in 2021.

Internal Control/Audit System

The company has developed the internal control system to monitor and audit the area including finance and operation to ensure that they comply with the law and regulations. It would provide the balancing mechanism for the company to protect the shareholders' investment and the company asset. The company established internal auditing unit to audit and ensure that all departments are operated in accordance with the regulations, and moreover to assess the efficiency of the auditing work. The board of directors ensured that the internal auditing unit is independent and can serve as balancing mechanism. In 2021, the internal auditor has presented the report on the efficiency of the control system to the board of audit committee and board of directors for review.

7. Corporate governance structure and significant information related to the Board of Directors, subcommittees, executives, employees and others

7.1 Management structure

The management structure of the company is composed of the Board of Directors, the audit committee and the management team, details of which are as follows:

7.2 Information on the Board of Directors

The Board of Directors as at Dec 31, 2021

No.	Name-Last Name	Position
1	Ms. Lu, Yen-Chuan	Chairman of Board
2	Mr. Huang, Wen-Sung	Director
3	Mr. Natthawat Thanapinyanun	Director
4	Ms. Hwang, Feng-Mei	Director
*	Mr. Surabhon Kwunchaithunya	Independent director and Chairman of the Audit Committee
5	Mr. Navin Vongchankit**	Independent director and Chairman of the Audit Committee
6	Mr. Jirawat Huang	Independent director and Audit Committee
7	Mr. Phiphat Wangphichit	Independent director and Audit Committee

* Mr. Surabhon Kwunchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

Directors authorized to sign on behalf of the company

The authorized directors who may sign to bind the company are two of the following Mr. Huang, Wen-Sung; Ms. Lu, Yen-Chuan; Mr. Natthawat Thanapinyanun and Miss Hwang, Feng-Mei who must jointly sign, together with the affixation of the official company stamp.

The Executive Board as at Dec 31, 2021

No.	Name-Last Name	Position
1	Ms. Lu, Yen-Chuan	Chairman of Board
2	Mr. Huang, Wen-Sung	Director
3	Mr. Natthawat Thanapinyanun	Director
4	Ms. Hwang, Feng-Mei	Director

The Audit Committee as at Dec 31, 2021

No.	Name-Last Name	Position
*	Mr. Surabhon Kwunchaithunya	Chairman of the Audit Committee
1	Mr. Navin Vongchankit**	Chairman of the Audit Committee
2	Mr. Jirawat Huang	Audit Committee
3	Mr. Phiphat Wangphichit	Audit Committee

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

Name of chief of internal auditor: Miss Huang Tsai - Ting

One audit committee member has basic knowledge in accounting and finance, namely: Mr. Navin Vongchankit graduated from Seattle University, Washington USA, Master of Business Administration.

7.3 Information on subcommittees

Sub-Committee of Board of Directors

The scope of work and responsibilities of the Board of Directors, Audit Committee Executive Board, Managing Director in accordance with Public Limited Company Act and related Acts are as follows:

The Board of Directors

1. To perform its duty in the most professional manner to comply with all laws, the company's objectives, articles of association and shareholder's resolutions as well as to preserve the company's benefit and interests.
2. To determine the company's direction and control all business operations in accordance with the related government entities' rules and regulations. To assure the disclosure of information to shareholders and related entities as well as perform transparency management to achieve optimal benefits to the company.
3. To ensure that business is operated efficiently and in compliance with all regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

4. To ensure that the company has effective internal control systems and an internal audit unit that works closely with the audit committee.
5. The Board of Directors may establish an executive board and a management team or delegate control to other persons to manage the company under the Board of Directors' supervision. The delegation must be accompanied by responsibilities and limitation of the control and must not be delegated to persons in circumstances that would lead to conflicts of interest with the company and its subsidiaries.
6. To have the intention to run the business continuously and conduct themselves with honesty and integrity and to be interested in the business in which they hold the directorship.
7. To be consistently responsive to the shareholders and protect their interests as well as providing to them fair, complete and transparent disclosure.
8. Consider the approval of business plans, annual budgets and sales/acquisitions of the asset exceeding 50 MB, joint ventures in expanding its business and approval of any other loans besides the working capital loans, which are solely authorized by the Executive Board.

All aforementioned responsibilities can be enforced and approved by the Board of Director except for the following items, which require shareholders' approval.

- a. In compliance with the law, requiring a shareholders' resolution in regard to transfers or disposals of an entity, increases in paid-up capital, merger etc;
- b. Connected transactions as set out in SET regulations;

Apart from the resolution of a shareholder meeting, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote is required to approve the following events:

- c. The sale or transfer of the whole or important parts of the business of the company to other persons;
- d. The purchase or acceptance of transfer of the business of other companies or private companies by the company;
- e. The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- f. The amending of the articles of association and memorandum of association;
- g. The increase and reduction in company capital;
- h. The merger or termination of the company; and
- i. Any other relevant issue stipulated by law.

The Audit Committee

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To review the Company's financial process to ensure that it is accurate and adequate
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business

4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information
 - a. an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - b. an opinion on the adequacy of the Company's internal control system,
 - c. an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - d. an opinion on the suitability of an auditor,
 - e. an opinion on the transactions that may lead to conflicts of interests,
 - f. the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - g. an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - h. other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
7. Appoint, revoke, transfer or terminate the Director of the Internal Audit Office (if any) or employ or change the employment of other Internal Audit Offices.
8. To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Executive Board

1. Prescribe the policy, direction, strategy and structure of major management work for the business operation of the company to respond to and support the economic and competitive situation as prescribed and declared to the shareholders and to propose the same for approval of the Board of Directors.
2. Prescribe business plan, budget and management power of the company and propose the same for approval of the Board of Directors.
3. Inspect, follow up the policy and management guidelines in various aspects to determine whether it is properly implemented to benefit the business operation of the company.
4. Inspect and follow up the results of business operations to determine whether it is in accordance with the approved business plan.
5. Consider, as a preliminary matter, large investment projects of the company below 50 MB (if greater than 50 MB, it will be forwarded to the Board of Directors).
6. Perform other duties as being assigned by the Board of Directors from time to time.
7. In case of such matter is already prescribed in the business plan or budget duly approved by the Board of Directors, the Executive Board shall be entitled to take any action regardless of the amount of money involved.

8. In any matters other than those specified in clause 7, the Executive Board is empowered to approve items concerning working capital loans (any other loan will be forwarded to Board of Directors for consideration).
9. Approval on opening an account with any financial institution.

The Managing Director

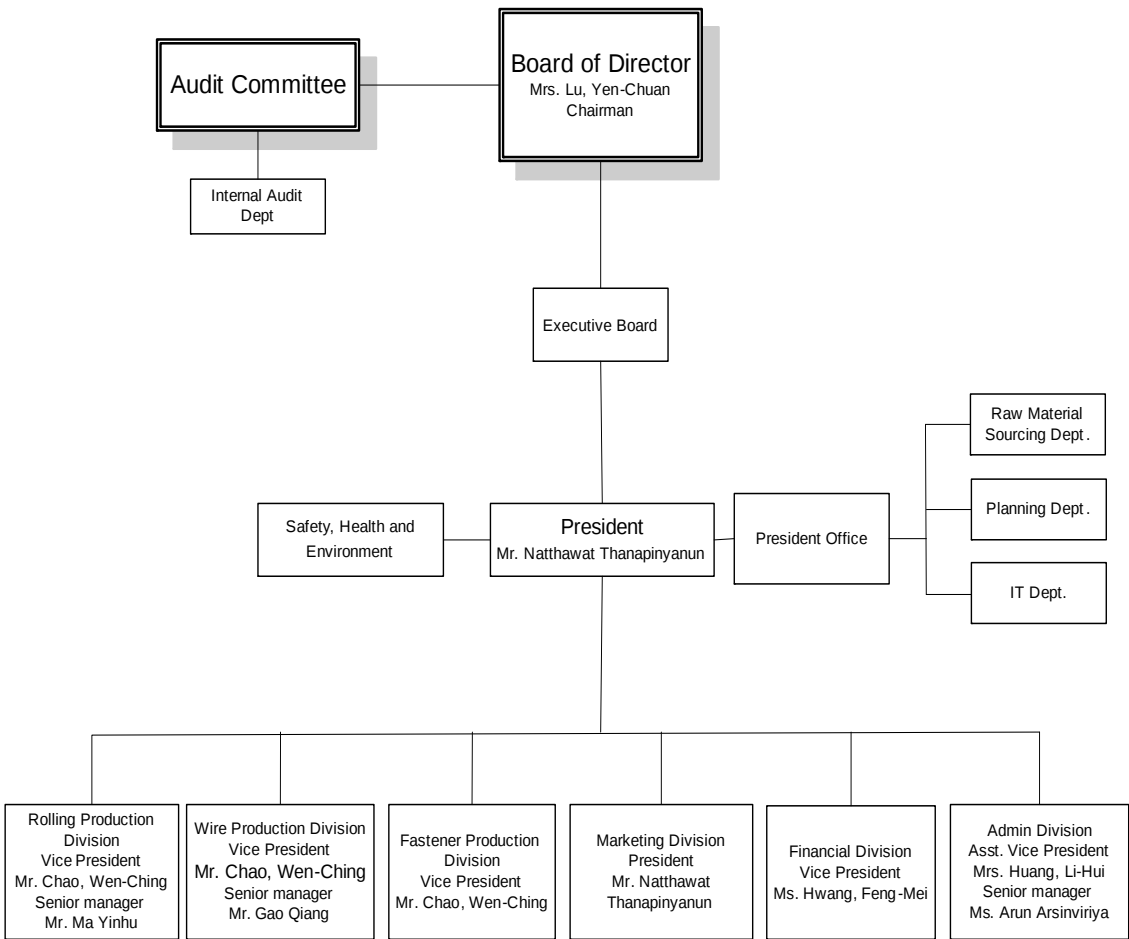
1. To be a chairman of all management.
2. To approve all operational plans of every department.
3. To manage and run the business according to the normal practices of the company. With respect to any significant matters, adversely affecting the company's reputation and financial status regarding the company's business, the managing director will consult the Board of Directors for their consideration.
4. Follow up the company's business operations to conform them to the company plan and assigned policy.
5. To approve requests from any department over which he has authority.
6. To preliminarily consider and propose investment plans or new businesses together with sales/acquisitions of asset in an amount exceeding 50 million baht before submitting such matters to the Board for approval through Executive Board
7. To propose the annual expense budget to be forwarded to the Board of Directors.
8. To consider merit of, appoint, transfer, punishing, discharging and recruiting managers.
9. To run the business following the policies set out by the Board of Directors.
10. To carry out such duties in good faith and with care to preserve the interests of the company.
11. To authorize the foregoing except the approval of connected transaction as per definition of the office of the Securities and Exchange Commission (SEC).
12. The managing director shall propose any borrowing or lending transactions, solicitation of facilities from financial institutions and granting of guarantees on behalf of any parties, to the Executive Board and/or Board of Directors to obtain approval. Working capital loans will be approved solely by the Executive Committee.

7.4 Information on executives management

Names of the management team as at Dec 31, 2021

No.	Name-Last Name	Position
1	Ms. Lu, Yen-Chuan	Chairman
2	Mr. Huang, Wen-Sung	Director
3	Mr. Natthawat Thanapinyanun	President
4	Ms. Hwang, Feng-Mei	Vice President
5	Mr. Chao, Wen-Ching	Vice President
6	Mr. Huang, Li-Hui	Asst. Vice President
7	Ms. Arun Arsinviriya	Senior Manager
8	Mr. Ma Yinhu	Senior Manager
9	Mr. Gao Qiang	Senior Manager

Organization Chart .



7.5 Information about employees

Employee's Remuneration and Number of employees

The total number of employees of the company as at Dec 31 2021 and 2020 comprises 754 and 767 persons respectively, the company has paid remuneration to its employees as at Dec 31 2021 and 2020 was 305 and 276 MB. The remuneration included salary, overtime, variable bonus, allowance, social security and provident fund.

	2021	2020	2019
Management Employee (person)	33	33	35
Supervisory Employee (person)	128	135	135
Operational Employee (person)	444	449	399
Employee Headquarter (person)	149	150	151
Total (person)	754	767	720
Employee's Remuneration (MB)	305	276	282

During the past 3 years, the Company has no significant increase or decrease in employee's number and has not received any significant labor disputes.

The provident fund of the company has been in effect since August 1, 2003. Pursuant to the provident fund arrangements, the employees contribute 3% of their monthly compensation to the fund while the company makes a corresponding contribution of 5% of such employee's total monthly compensation.

Employee Development Policy

The company realizes the importance of its staff as they are considered valuable assets which play a major role in the success and growth of the company. Therefore, the company has a policy to develop the efficiency, knowledge and skill of its staff at all levels by having well-organized annual programs both at in and out of office. Training programs are designed to enrich staff knowledge, skills and develop good work attitude, to promote the development of staff functions, reserve management and professional personnel at all levels. But also encourage colleagues to learn, to enhance the quality of human resources, development of competition Force of human resources.

Due to the prolonged impact of the Corona virus (COVID-19) infections, causes the main education and training 2021 are as follows:

On October 29, 2021, provide training on caution in preparing financial statements, Closing of accounts and presentation of financial statements in accordance with financial reporting standards before submitting the financial statements. Training institutions: Dharmniti Training and Seminar Co., Ltd. Lecturer by Kecha Somchaipeng.

On November 26, 2021, provide training on the use of tax privileges of BOI-promoted businesses with filling out the Por Ngor Dor 50 form. Training institutions: Dharmniti Training and Seminar Co., Ltd. Lecturer by Rangsan Luangmuang.

7.6 Other significant information

7.6.1 Company Secretary

The Board of Directors has resolved to appoint Mr. Wen, Chun-Feng served position as Company Secretary since 9 November 2016 Age 55 years Nationality : Taiwan

Education : Veterinary Medicine Dept./National Pingtung Technological College

Company's Position : Manager / President Office

Working Experience :

1999 – 2014	Section Manager/ Purchase Dept. / Tycoons Worldwide Group (Thailand) Plc.
2014 – 2016	Dept. Manager / Safety Health and Environment Dept. / Tycoons Worldwide Group (Thailand) Plc.
2016 – Current	Manager / President Office / Tycoons Worldwide Group (Thailand) Plc.

The scope of work and responsibilities of the Company secretary as follows:

1. preparing and keeping the following documents:
2. a register of directors;
3. a notice calling director meeting, a minutes of meeting of the board of directors and an annual report of the company;
4. a notice calling shareholder meeting and a minutes of shareholders' meeting;
5. keeping a report on interest filed by a director or an executive;
6. performing any other acts as specified in the notification of the Capital Market Supervisory Board.

Chief of internal auditor: Miss Huang Tsai - Ting

The Company has assigned Miss Huang Tsai – Ting served position as Company Chief of internal auditor, Age 38 years Nationality : Taiwan

Education : Master's degree 2009 – 2011, Accounting /Providence University, Taiwan

Director Training Program : -

Company's Position : Chief of internal auditor

Working Experience :

2016 – Current	Chief of internal auditor, Acting for the head of the department / Tycoons Worldwide Group (Thailand) Plc.
2016 – 2014	Senior officer Internal Audit Department / TY Steel Co/. Ltd.
2014 – 2011	Senior officer : Deloitte / Taiwan
2008 – 2005	Auditor : Jiang Sheng & Co., DPAs. / Taiwan

7.6.2 Head of investor relations and contact information

The Company has assigned Ms. Patcharee Klumboonsawat served position as Head of investor relations. Contacted at the address : Tycoons Worldwide Group (Thailand) Plc. 99 Moo1, Tumbon Nikompattana Amphur Nikompattana, Rayong 21180 Thailand [Tel:\(033\)-658-558](tel:033-658-558) Ext.1309 Fax:(038)-636-822 E-mail: patcharee@tycons.com

7.6.3 Auditor remunerations

1). Audit Fee

The Company and its subsidiary financial Statement 2021 annual audited fee and quarterly reviewed fee amount 2,250,000 Baht and the financial Statement 2020 annual audited fee and quarterly reviewed fee amount 2,250,000 Baht.

2). Non-Audit Fee

The Company pays compensation for other audit services which are Review the differences in the use of Thai and international financial reporting standards amount 160,000 Baht.

8. Report on key operating results on corporate governance

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

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

(1) Independent director

1. All Independent Director Members has requisite qualification in accordance with relevant SEC and SET rules and guidelines, (specifically, that such members has one accounting or finance backgrounds is Mr. Surabhon Kwunchaithunya).

2. All Independent Director Members have no relationships (e.g., parents, spouses, children, uncles and aunts) between the candidates and the management or majority shareholders of company or its affiliates.

3. All Independent Director members have no relationships with Company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows:

- Executive directors, staff, employees or advisers who earn salaries from Company.
- Professional service provider.
- Material business relationships with Company that may affect their independence.

(2) Election of the directors and the management

Selection of persons to be appointed as directors of the company does not involve the process of nominating committee whatsoever. Nevertheless, the company has laid down guidelines on the appointment of board of directors as follows:

1. Board of directors shall carry out its duties according to the laws, the objectives and the Articles of Association of the company, including the resolutions of the meetings of shareholders.
2. At every general shareholder's meeting, one-third of the directors shall vacate their office. In case the number of outgoing directors cannot be divisible by three, the number closet to one-third shall be applied.
3. The directors who resign at the first and second year, respectively, will be decided by draw. Thereafter, the directors required to resign will be those that have served the longest, but after resignation will be able to be re-appointed the following year.
4. The general shareholder's meeting may pass a resolution that any director be vacated from office before completing his term, which resolution must be passed by votes of not less than three-fourths of the number of shareholders with the right to vote and attending the meeting and whose shares altogether constitute not less than one-half of the number of shares held by shareholders attending the meeting and have the right to vote.
5. One shareholder is entitled to one vote per share.
6. Each shareholder must use all of his votes under (5) to vote for the election of one to be directors. Shareholders must cast all of their votes for one nominee, and may not divide their votes.
7. The candidates obtaining the highest numbers of votes shall be appointed directors, until all vacancies are filled. Should be a tie vote, the chairman of the Board of Directors will make the determination. The appointment of president of the Company must be approved the Board of directors, and management of the Company directly appointed by the president.

8.1.2 Meeting attendance and remuneration payment to each Board member

Details of Attendance and service of the Board of Directors

Name	Number of attendances / Total of meeting		Number of years the directors have served
	2021	2020	
1. Ms. Lu, Yen-Chuan	0/10	0/8	18.5
2. Mr. Huang, Wen-Sung	7/10	0/8	18.5
3. Mr. Natthawat Thanapinyanun	10/10	8/8	15.5
4. Ms. Hwang, Feng-Mei	10/10	7/8	5.8
* Mr. Surabhon Kwunchaithunya	5/10	8/8	18.5
5. Mr. Navin Vongchankit**	2/10	-	0.2
6. Mr. Jirawat Huang	10/10	8/8	18.5
7. Mr. Phiphat Wangphichit	10/10	8/8	18.5

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

Remuneration for director and management

Director's and Management remuneration

Type of remuneration	Director's remuneration persons (Baht)		Executives' remuneration persons (Baht)	
	2021	2020	2021	2020
Salary	1,080,000	1,080,000	14,056,250	13,150,651
Bonus	-	-	2,635,235	727,588
Premium	-	-	-	-
Profit-sharing	-	-	-	-
Other welfare	-	-	-	-
Total	1,080,000	1,080,000	16,691,485	13,878,239

Director's and Management remuneration (Salary & Bonus) in year 2021 and 2020 as above:

The directors' remuneration of the Company has not been approved by Remuneration Committee due to the Company didn't set the Committee up. However, the directors' remuneration has already been compared to other similar industries and taken account of other issues such as business expansion and growing up of profit. Eventually, it is approved by Board of directors with careful consideration and approved by shareholders through shareholders' meeting.

Name	Position	Salary & Bonus	
		2021	2020
1. Ms. Lu, Yen-Chuan	Chairman of Board	240,000	160,000
2. Mr. Huang, Wen-Sung	Director	120,000	200,000
3. Mr. Natthawat Thanapinyanun	Director	120,000	120,000
4. Ms. Hwang, Feng-Mei	Director	120,000	120,000
* Mr. Surabhon Kwanchaithunya	Independent director and Chairman of the Audit Committee	200,000	240,000
5. Mr. Navin Vongchankit**	Independent director and Chairman of the Audit Committee	40,000	-
6. Mr. Jirawat Huang	Independent director and Audit Committee	120,000	120,000
7. Mr. Phiphat Wangphichit	Independent director and Audit Committee	120,000	120,000
Total		1,080,000	1,080,000

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

8.1.3 Supervision operations of its subsidiaries and associates

The Company investment in subsidiaries or associated company must be approved by the Board of directors and authorized the Chairman/directors on behalf of the Company as the Chairman/directors of the subsidiaries and associated company by the proportion of shareholding.

8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

(1) Supervision of internal information

1. The company has a policy on supervision of usage of internal company information by its executives and staff for their own benefit. The executives and staff who come to possess internal company information are not permitted to buy or sell the securities of the company 1 month prior to the company announcing its results of operations (financial statements).

2. Significant information that may affect the price of securities. The company announces its results of operations within 45 days from the end of a financial quarter and 60 days after the end of the accounting year.

3. The company also requires that its executives prepare and submit to the Office of Securities and Exchange Commission reports on holdings of shares by them, their spouses and underage children, in listed companies in respect of which they are executives (according to the Securities and Exchange Act B.E. 2535 Section 59 and pursuant to Section 275 which stipulates that any director, manager, person who holds a management position or auditor who contravenes or fails to comply with Section 59 shall be liable to a fine not exceeding five hundred thousand Baht and a further fine not exceeding ten thousand Baht for every day during which non-compliance continues).

(2) Principles for countering bribery and against corruption

Our policy for countering bribery and against corruption has been stipulated and approved by board of directors on November 13, 2014. Please refer to our web site (www.tycons.com) corporate governance of investor relations page. In 2020, the company's internal audit unit did not receive any complaints about violations of this policy.

8.2 Report on the results of duty performance of the Audit Committee in the past year

The report of the audit committee of year 2021 as follows:

The audit committee jointly reviewed the 2021 annual consolidated financial statements with the certified public accountant for presentation to the board of directors for acknowledgement; discussed with relevant parties at meetings; reviewed

compliance to the provisions and laws; and deliberated on information disclosure of related items in conformity with provisions of the Securities Exchange of Thailand.

The audit committee reviewed the consolidated financial statements and has an opinion that the company prepared financial statements in accordance with generally accepted accounting standards; adequately disclosed information; maintained regulating and supervisory system; internal audit and risk management system is satisfactory with no significant discrepancies are observed.

8.2.1 Specify the total number of the Audit Committee's meetings and the attendance of each member;

Details of Attendance and service of the Board of Audit Committee

No.	Name-Last Name	Number of attendances / Total of meeting	
		2021	2020
1	Mr. Surabhon Kwunchaithunya	3/4	4/4
2	Mr. Navin Vongchankit**	1/4	-
3	Mr. Jirawat Huang	4/4	4/4
4	Mr. Phiphat Wangphichit	4/4	4/4

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

8.2.2 Describe the results of duty performance of the Audit Committee.

The audit committee jointly reviewed the 2021 annual consolidated financial statements with the certified public accountant for presentation to the board of directors for acknowledgement; discussed with relevant parties at meetings; reviewed compliance to the provisions and laws; and deliberated on information disclosure of related items in conformity with provisions of the Securities Exchange of Thailand.

The audit committee reviewed the consolidated financial statements and has an opinion that the company prepared financial statements in accordance with generally accepted accounting standards; adequately disclosed information; maintained regulating and supervisory system; internal audit and risk management system is satisfactory with no significant discrepancies are observed.

9. Internal control and Connected transactions

9.1 Internal control

At the company's Board of Director meeting No.1/2021 on February 24, 2021 which was attended by the three independent directors and the audit committee members, the board review the opinion of board of the audit committee and evaluated the internal controls of the company by asking certain information of management. The board reviewed the company's internal controls in five key areas:

- (1) Organization and environment;
- (2) Risk management;
- (3) Management control;
- (4) Information technology and communication measures;
- (5) Follow-up systems.

After such review, the board members were of the opinion that the company had adequate controls in place. The company has policies in place to regulate business transactions with major shareholders, directors and executive management so as to avoid conflicts of interest and to preserve its best interests. Further, the audit committee was of the opinion that the internal control system regarding connected transactions with interested parties (i.e. majority shareholders, directors, management and related persons aforementioned) is sufficient, which opinion was approved by the Board of Directors

Chief of internal auditor of the Company

- (1) Name of chief of internal auditor: Miss Huang Tsai - Ting

(2) Opinion of Board of audit committee to the qualifications of chief of internal auditor

Board of audit committee considered the qualifications of education 、experience of the chief of internal auditor who can perform internal audit positions effectively.

(3) Appointment, transfer and dismissal of the chief of internal auditor must be approved by the Board of audit committee.

Internal Control/Audit System

The company has developed the internal control system to monitor and audit the area including finance and operation to ensure that they comply with the law and regulations. It would provide the balancing mechanism for the company to protect the shareholders' investment and the company asset. The company established internal auditing unit to audit and ensure that all departments are operated in accordance with the regulations, and moreover to assess the efficiency of the auditing work. The board of directors ensured that the internal auditing unit is independent and can serve as balancing mechanism. In 2020, the internal auditor has presented the report on the efficiency of the control system to the board of audit committee and board of directors for review.

9.2 Related party transactions

9.2.1 During the year 2021 and 2020, the company has entered into connected transaction with persons/parties, which may create conflict of interest as follows:

Person who may have conflict of interest Relationship Transaction			Amount of connected transaction (MB)		Pricing policy / Necessity and Appropriateness / Remarks
			2021	2020	
1.Tycoons Group Enterprise (TGE)	Holding 100% Shares of Parent company	Revenue from sale	1,186	282	The audit committee reviewed and commented as follows: (1) Sales for wire rod and annealed wire : The market in Taiwan is substantially large relative to Thai market, thus motivating TYCN selling to TGE in Taiwan. Some of wire rod and annealed wire sold to TGE will be used internally whilst most of it will be on sold to Taiwanese customers. The logic behind selling through TGE is due to TGE's long-term relationships and profile with Taiwanese customers. It can directly grasp the market information through it, and can avoid the sales expenses of the company to establish the marketing channel again or need to invest in marketing in Taiwan market. (2) Materials, supplies and fixed assets. : The transactions between the Company and the parent company TGI and the associated company TY STEEL's for raw materials and fixed assets are based on the operation requirements and the transaction price is based on the market price. The raw materials purchased from TGE are mainly used to produce fasteners specifically, the annealed wire chemical component, die and machinery parts cannot be acquired locally, therefore will be sourced in Taiwan via TGE. The main consideration is still based on TGE understanding of the market and bargaining power in purchasing, which can reduce the waste of the company's manpower and time. The audit committee reviewed and commented that purchase item from the parent company is considered to be normal trading. (3) Credit terms for the related party was set to be 30 - 60 days, because of the transportation, inventory and re-sale period of TGE to end-customers. (4) The pricing policy for intercompany purchase and sale transactions with its related parties normal are at market price.
		Total Purchase of raw material and supplies	953	113	
		Purchase of fixed assets	3	2	
2.Tycoons Group International (TGI)	Parent company	Total Purchase of raw material and supplies	-	-	
3.TY Steel Company Limited	19.27% owned of TYCN	Total Purchase of raw material	1,790	1,844	
		Sales	231	950	
		Other income	13	9	
		Purchase of goods	15	456	
4.Jing Hai Hardware Co., Ltd.	18.19% owned of parent company	Sales	339	124	
		Total Purchase of raw material	1	1	
5. HuangHua Jujin Hardware Products Co., Ltd.	60% owned of parent company	Sales of equipments	-	-	
6. Tycoons Vietnam Co., Ltd.	100% owned of parent company	Total Purchase of raw material	-	-	

9.2.2 Measures/Procedures of approving connected transactions

The Board of Directors had approved the principle of related party transactions in accordance with the laws and regulations. For normal trading transaction such as inter-company sales and purchases, the Board of Directors will review the general company policies and the specific agreement to determine whether the transaction is proposed to be conducted on a fair basis. If approved, the transaction is permitted to proceed on such terms. The audit committee must attend the Board of Directors meeting and approve the proposed arrangement in order to protect the best interest of the company. For such other significant transactions such as the sales/acquisitions of assets and loans between related companies, details of such transaction must be forwarded to the meeting of board of directors of the company for approval, which meeting must also be attended by the audit committee. Such transactions must also be in compliance with laws on securities and the regulations, announcements, orders and notifications of the SET and SEC.

9.2.3 Policy or trend of related party transactions

Should there be future related party transaction between the Company and its parent company or subsidiaries apart from those normal trades that might involve parties with conflicts of interest, the company will seek the opinion of the audit committee regarding the necessity of and accountability for such proposed transaction. In the event that the audit committee does not have the requisite expertise to evaluate the transaction, the company will seek the opinions of independent experts or its auditors. The board of directors will take into consideration such opinions. The company will also include any such transactions in the notes to its financial statements, which are audited by the Company's auditors.

In making future connected transactions, the company's directors will also comply with the laws on securities and the regulations, announcements, orders and notifications of the SET and SEC, as well as the regulations regarding disclosure of connected transactions and acquisitions and dispositions of significant assets of a listed company.

9.2.4 Reasons that persons who may have conflicts of interest hold shares in subsidiaries, associated company exceeds 10% instead of directly holding the Company's shares.

The purchasing of beyond proportion shares from increasing of registered capital, has resulted KDB Co., Ltd., as the joint company. Moreover, the shareholding structure of KDB Co., Ltd., has fallen for a conflict-of-interest characteristic because the Directors of the company holds more than 10 percent of shares. In addition, the company has preventive measurement from the conflict of interest, in order to protect the best interest of the company and investor as well as to prevent the transferring of assets and profit between both companies, as follows,

Executive Directors and employees of the company have to comply with the following rules and considerations.

1. Immediately disclose and submit interest information of their own and interested person to the Board of Director of the company in order to present relationship and transaction with the company and KDB Co., Ltd., which may create conflict of interest, before the transaction has taken place. Secretary of the company has an obligation to inspect interested transaction regularly at the end of each year. The inspection will be run by the Executive Directors, employees and interested person and further presents inspected information to the Board of Director for review. Likewise, the company shall arrange the Inspection Board of Directors or Auditor or independent Expertise; when appropriate to inspect and give an opinion of the appropriateness of price and reasonability of transaction. The transaction between them will be mentioned in the comment attached to Balance Sheet, that reviewed or audited by the auditor of the company, Annual Report Form (Form 56-1 One Report).

2. Avoid any conflict of related party transaction between the company and KDB Co., Ltd., that may create conflict to the interest of the company or falls for a personal profit acquiring transaction. The necessary related party transaction shall be done by strictly complying with the regulations for related party transaction, according to the Securities and Exchange Commission Thailand.

3. Directors of the Company must not join any opinion hearing, meeting, voting, or approving in any matter; which that Director is an interested person or has direct or indirect conflict of interest.

When the result of voting regarding conflict of interest is equal, the company shall arrange decision making measurement. The decision shall be made through voting by the uninterested Directors.

4. The company issues corporate governance policy of the company, in order to comply with regulations of the organization, the Executive Directors and employees, as well as related party, shall not use internal information of the company or KDB Co., Ltd., for financial profit; except only the normal profit with the exception, that the information has already become publicly known. Moreover, the Executive Directors and employees, as well as related party shall not use assets or business opportunity of the company or KDB Co., Ltd., in the way; that violates regulations of the Securities and Exchange Commission Thailand and the Stock Exchange of Thailand.

5. Any other related party transaction; which is not a normal transaction shall be done in accordance to regulations of related party transaction under the Laws of Securities.

6. For normal transaction, under the trade agreement with general trade condition, in the way; that ordinary person may have concluded with their contractual party in the similar situation and trade bargaining power without influence as the Executive Director of the company or related party as principally approved by the Board of Directors. There should be a report regarding the mentioned transaction; when the transaction has been

taken place, for notification and inspection as well as opinion of the Board of Directors of the Company every quarter.

7. Corporate governance and responsibility, the company and KDB Co., Ltd., shall arrange appropriate and effective as well as compact internal control system, risk management system, anti-corruption and dishonest system to ensure; that the company and KDB Co., Ltd., have operated business in compliance with policies, rule of the company, laws, and good corporate governance guideline of the listed company as well as relating regulations issued by

Thai Capital Market Supervisory Board, the Securities and Exchange Commission Thailand and the Stock Exchange of Thailand.

8. The Board of Directors of the company shall supervise the related party transaction between the company and KDB Co., Ltd., in accordance to Laws of Securities and other laws. The Board of Directors shall disclose information in accordance to regulations of the Stock Exchange of Thailand and also regulations of other relating sectors. The Company will place measurement for strictly compliance by KDB Co., Ltd.

9. The clear working system shall be completely arranged by December 2021, to show the constant, and trustworthy adequate system of KDB Co., Ltd., in disclosure of substantial transaction information in accordance with the regulations as well as having a channel for Directors of the Company and executive officer of the company to retrieve information of KDB Co., Ltd. Therefore, they are able to efficiently follow up and monitor the operation and financial status of related party transaction between KDB Co., Ltd., and Directors of the company, and executive officer, as well as substantial transaction of KDB Co., Ltd. Furthermore, there should be an inspection mechanism of the mentioned system in KDB Co., Ltd., independent Directors, Inspection Directors, and internal Auditor of the company are able to access into the information directly. There should also be an inspection report of the mentioned mechanism to Directors of the company, Inspection Directors, and executive officers of the company to ensure; that KDB Co., has constantly complied with arranged working system.

10. There should be a representative Director of the company and expert Directors in real estate field, to work in KDB Co., Ltd., for decision making process on business of the company. The expert Directors in real estate business has a sole discretion, when there is a conflict of opinion among Directors.

Part 3

**Financial statement and company
performance Financial statement**

Tycoons Worldwide Group (Thailand) Public
Company Limited and its subsidiary
Report and consolidated financial statements
31 December 2021



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Independent Auditor's Report

To the Shareholders of Tycoons Worldwide Group (Thailand) Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, 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 Tycoons Worldwide Group (Thailand) Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary and of Tycoons Worldwide Group (Thailand) Public Company Limited as at 31 December 2021, 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 as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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



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

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

Revenue from sales is the most significant amount in the statement of comprehensive income and it is a key performance indicator which the financial statements' users focus. The recorded amount directly affects the annual profit and loss of the Group. Moreover, the Group has many customers across a number of product groups and both local and overseas sales. There is therefore a risk of revenue being recognised at an inappropriate amount or earlier recognised revenue.

I have examined to ensure that the amount and timing of revenue recognition is appropriate when the significant risks and rewards of ownership of the goods have passed to the buyer. The procedures that I performed included:

- Assessing the appropriateness and testing the effectiveness of the Company's IT system and its internal controls with respect to the revenue cycle.
- On a sampling basis, examining supporting documents for actual sales transactions occurring during the year and near the end of the accounting period, with special consideration given to expanding the scope of the examination of supporting documentation for transactions occurring near the end of the accounting period.
- Reviewing credit notes that the Company issued to its customers after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions.

**Net realisable value of inventories**

The Company had significant outstanding balance of inventories as at 31 December 2021 amounting to Baht 2,688 million. Since the main component of the Company's product is steel, purchase price of raw material and selling price of Company's finished goods fluctuate in accordance with the world market, and are affected by market competitive environment, economic circumstances and the situation within the industry. As a result, estimating the net realisable value of inventories, as disclosed in Note 9 to the financial statement, is an area of significant management judgement, and there is a risk that the provision set aside for diminution in the value of inventories will be inadequate, causing the Company to overstate the value of inventories.

I have assessed the appropriateness and tested the effectiveness of the internal controls of the Company relevant to the determination of provision for diminution in the value of inventories. I also evaluated the method and the assumptions applied by management in determining such provision. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the provision for diminution in value of inventory and reviewing the consistency of the application of that basis.
- Comparing the inventory holding periods and inventory movements to identify product lines with indicators of lower than normal inventory turnover.
- Comparing the gross profit from sales transactions to identify product lines with indicators of the risk with respect to amount of provision set aside for diminution in the value of in inventory.
- Comparing details of sales transactions occurring after the date of the financial statements with the cost of inventory for each product line and expanding the scope of random examination of supporting documentation for these sale transactions.

Other Information

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

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



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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

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



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

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

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

A handwritten signature in black ink, appearing to read 'Khitsada Lerdwana', followed by a period.

Khitsada Lerdwana

Certified Public Accountant (Thailand) No. 4958

EY Office Limited

Bangkok: 28 February 2022

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary**Statement of financial position****As at 31 December 2021**

(Unit: Baht)

	Note	Financial statements			
		Consolidated	in which equity	Separate financial statements	
		financial statement	method is applied	2021	2020
		2021	2020		
Assets					
Current assets					
Cash and cash equivalents	7	464,530,764	160,951,927	453,981,329	160,951,927
Trade and other receivables	8	420,536,697	414,676,128	420,536,697	414,676,128
Inventories	9	2,688,399,821	2,161,347,363	2,688,399,821	2,161,347,363
Advance payments for goods and services		37,560,951	114,017,067	37,560,951	114,017,067
Valued added tax refundable		78,109,076	43,864,737	78,109,076	43,864,737
Other current financial assets	28.1	12,052,641	-	12,052,641	-
Other current assets		6,175,111	4,686,431	6,174,989	4,686,431
Total current assets		3,707,365,061	2,899,543,653	3,696,815,504	2,899,543,653
Non-current assets					
Restricted bank deposits	10	60,000,000	60,000,000	60,000,000	60,000,000
Investment in subsidiary	11	-	-	124,146,000	-
Investment in associate	12	-	188,942,279	-	503,470,410
Investment property	13	227,941,843	-	-	-
Property, plant and equipment	14	2,664,077,278	3,088,476,416	2,664,077,278	3,088,476,416
Deferred tax assets	22	10,157,106	18,286,138	10,157,106	18,286,138
Advance payment for share subscription	30	192,700,000	-	192,700,000	-
Other non-current financial assets	15	221,638,409	67,349,506	221,638,409	67,349,506
Other non-current assets		18,060,694	6,989,219	18,060,694	6,989,219
Total non-current assets		3,394,575,330	3,430,043,558	3,290,779,487	3,744,571,689
Total assets		7,101,940,391	6,329,587,211	6,987,594,991	6,644,115,342

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

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	Note	Financial statements			
		Consolidated	in which equity	Separate financial statements	
		financial statement	method is applied	2021	2020
		2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	16	1,833,088,100	965,902,551	1,833,088,100	965,902,551
Trade and other payables	17	351,174,870	326,580,346	351,146,870	326,580,346
Current portion of long-term loans from financial institutions	18	-	41,767,606	-	41,767,606
Advance received from customers		398,562,661	942,386,114	398,562,661	942,386,114
Other current financial liabilities	28.1	1,695,759	10,611,174	1,695,759	10,611,174
Other current liabilities		5,109,503	25,166,657	5,109,503	25,166,657
Total current liabilities		2,589,630,893	2,312,414,448	2,589,602,893	2,312,414,448
Non-current liabilities					
Provision for long-term employee benefits	19	43,825,857	40,415,123	43,825,857	40,415,123
Total non-current liabilities		43,825,857	40,415,123	43,825,857	40,415,123
Total liabilities		2,633,456,750	2,352,829,571	2,633,428,750	2,352,829,571
Shareholders' equity					
Share capital					
Registered					
596,748,900 ordinary shares of Baht 10 each		5,967,489,000	5,967,489,000	5,967,489,000	5,967,489,000
Issued and fully paid					
596,748,900 ordinary shares of Baht 10 each		5,967,489,000	5,967,489,000	5,967,489,000	5,967,489,000
Premium on treasury shares		20,018,190	20,018,190	20,018,190	20,018,190
Retained earnings					
Appropriated - statutory reserve	20	16,832,439	16,832,439	16,832,439	16,832,439
Deficits		(1,656,501,160)	(2,033,461,594)	(1,656,395,242)	(1,718,933,463)
Other components of shareholders' equity		6,221,854	5,879,605	6,221,854	5,879,605
Equity attributable to owners of the Company		4,354,060,323	3,976,757,640	4,354,166,241	4,291,285,771
Non-controlling interests of the subsidiary		114,423,318	-	-	-
Total shareholders' equity		4,468,483,641	3,976,757,640	4,354,166,241	4,291,285,771
Total liabilities and shareholders' equity		7,101,940,391	6,329,587,211	6,987,594,991	6,644,115,342
		-	-	-	-

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

Directors

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Note	Financial statements			
		Consolidated	in which equity	Separate financial statements	
		financial statement	method is applied	2021	2020
		2021	2020	2021	2020
Revenues					
Sales		9,060,385,413	5,987,439,162	9,060,385,413	5,987,439,162
Gains on exchange		-	24,934,847	-	24,934,847
Other income		32,722,839	22,073,121	32,710,629	22,073,121
Total revenues		9,093,108,252	6,034,447,130	9,093,096,042	6,034,447,130
Expenses					
Cost of sales		7,997,471,896	5,800,203,915	7,997,471,896	5,800,203,915
Reversal of inventory to net realisable value	9	(36,144,900)	(40,116,014)	(36,144,900)	(40,116,014)
		7,961,326,996	5,760,087,901	7,961,326,996	5,760,087,901
Selling and distribution expenses		210,615,808	111,201,961	210,615,808	111,201,961
Administrative expenses		169,354,106	145,788,751	169,106,493	145,788,751
Allowance for expected credit losses (reversal)		(18,018,541)	15,319,823	(18,018,541)	15,319,823
Losses from raw material purchase contracts (reversal)		(7,483,181)	7,514,706	(7,483,181)	7,514,706
Impairment loss on equipment		227,636,626	-	227,636,626	-
Impairment loss on investment in associate	12	-	-	-	295,335,910
Losses on exchange		92,526,111	-	92,526,111	-
Loss (gain) on reclassification on investment		(52,792,222)	-	349,609,319	-
Total expenses		8,583,165,703	6,039,913,142	8,985,319,631	6,335,249,052
Operating profit (loss)		509,942,549	(5,466,012)	107,776,411	(300,801,922)
Share of loss from investment in associate	12	(87,873,410)	(257,656,435)	-	-
Finance income		536,926	730,854	536,926	730,854
Finance cost		(37,731,647)	(52,808,777)	(37,731,647)	(52,808,777)
Profit (loss) before income tax expenses		384,874,418	(315,200,370)	70,581,690	(352,879,845)
Income tax expenses	22	(8,043,469)	(5,848,511)	(8,043,469)	(5,848,511)
Profit (loss) for the year		376,830,949	(321,048,881)	62,538,221	(358,728,356)

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary

Statement of comprehensive income (Continued)

For the year ended 31 December 2021

(Unit: Baht)

	Financial statements			
	Consolidated financial statement	in which equity method is applied	Separate financial statements	
Note	2021	2020	2021	2020
Other comprehensive income:				
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>				
Gain on changes in value of equity investment designated at fair value through other comprehensive income, net of income tax	342,249	691,186	342,249	691,186
Other comprehensive income for the year	342,249	691,186	342,249	691,186
Total comprehensive income for the year	377,173,198	(320,357,695)	62,880,470	(358,037,170)
Profit (loss) attributable to:				
Equity holders of the Company	376,960,434	(321,048,881)	62,538,221	(358,728,356)
Non-controlling interests of the subsidiary	(129,485)			
	376,830,949			
Total comprehensive income attributable to:				
Equity holders of the Company	377,302,683	(320,357,695)	62,880,470	(358,037,170)
Non-controlling interests of the subsidiary	(129,485)			
	377,173,198			
Basic earnings (loss) per share				
Profit (loss) attributable to equity holders of the Company	0.63	(0.54)	0.10	(0.60)

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary

Statement of changes in shareholders' equity

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements/Financial statements in which equity method is applied							
	Issued and paid-up share capital	Premium on treasury shares	Retained earnings		Other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiary	Total shareholders' equity
			Appropriated statutory reserve	Unappropriated (deficits)	Other comprehensive income			
					Gains on investment in equity designated at fair value			
Balance as at 1 January 2020	5,967,489,000	20,018,190	16,832,439	(1,712,412,713)	5,188,419	4,297,115,335	-	4,297,115,335
Loss for the year	-	-	-	(321,048,881)	-	(321,048,881)	-	(321,048,881)
Other comprehensive income for the year	-	-	-	-	691,186	691,186	-	691,186
Total comprehensive income for the year	-	-	-	(321,048,881)	691,186	(320,357,695)	-	(320,357,695)
Balance as at 31 December 2020	<u>5,967,489,000</u>	<u>20,018,190</u>	<u>16,832,439</u>	<u>(2,033,461,594)</u>	<u>5,879,605</u>	<u>3,976,757,640</u>	<u>-</u>	<u>3,976,757,640</u>
Balance as at 1 January 2021	5,967,489,000	20,018,190	16,832,439	(2,033,461,594)	5,879,605	3,976,757,640	-	3,976,757,640
Profit (loss) for the year	-	-	-	376,960,434	-	376,960,434	(129,485)	376,830,949
Other comprehensive income for the year	-	-	-	-	342,249	342,249	-	342,249
Total comprehensive income for the year	-	-	-	376,960,434	342,249	377,302,683	(129,485)	377,173,198
Non-controlling interests of the subsidiary	-	-	-	-	-	-	114,552,803	114,552,803
Balance as at 31 December 2021	<u>5,967,489,000</u>	<u>20,018,190</u>	<u>16,832,439</u>	<u>(1,656,501,160)</u>	<u>6,221,854</u>	<u>4,354,060,323</u>	<u>114,423,318</u>	<u>4,468,483,641</u>

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary**Statement of changes in shareholders' equity (continued)****For the year ended 31 December 2021**

(Unit: Baht)

	Separate financial statements					Total shareholders' equity
	Issued and paid-up share capital	Premium on treasury shares	Retained earnings		Other components of shareholders' equity	
			Appropriated statutory reserve	Unappropriated (deficits)	Other comprehensive income	
					Gains on investment in equity designated at fair value	
Balance as at 1 January 2020	5,967,489,000	20,018,190	16,832,439	(1,360,205,107)	5,188,419	4,649,322,941
Loss for the year	-	-	-	(358,728,356)	-	(358,728,356)
Other comprehensive income for the year	-	-	-	-	691,186	691,186
Total comprehensive income for the year	-	-	-	(358,728,356)	691,186	(358,037,170)
Balance as at 31 December 2020	<u>5,967,489,000</u>	<u>20,018,190</u>	<u>16,832,439</u>	<u>(1,718,933,463)</u>	<u>5,879,605</u>	<u>4,291,285,771</u>
						-
Balance as at 1 January 2021	5,967,489,000	20,018,190	16,832,439	(1,718,933,463)	5,879,605	4,291,285,771
Profit for the year	-	-	-	62,538,221	-	62,538,221
Other comprehensive income for the year	-	-	-	-	342,249	342,249
Total comprehensive income for the year	-	-	-	62,538,221	342,249	62,880,470
Balance as at 31 December 2021	<u>5,967,489,000</u>	<u>20,018,190</u>	<u>16,832,439</u>	<u>(1,656,395,242)</u>	<u>6,221,854</u>	<u>4,354,166,241</u>
						-

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary**Cash flow statement****For the year ended 31 December 2021**

(Unit: Baht)

	Financial statements		Separate financial statements	
	Consolidated	in which equity		
	financial statement	method is applied		
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from operating activities				
Profit (Loss) before tax	384,874,418	(315,200,370)	70,581,690	(352,879,845)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation	262,410,217	277,682,565	262,345,039	277,682,565
Amortisation	12,869,551	16,663,562	12,869,551	16,663,562
Bad debt	2,601,654	-	2,601,654	-
Allowance for expected credit losses (reversal)	(18,018,541)	15,319,823	(18,018,541)	15,319,823
Reversal of inventory to net realisable value	(36,144,900)	(40,116,014)	(36,144,900)	(40,116,014)
Losses from raw material purchase contracts (reversal)	(7,483,181)	7,514,706	(7,483,181)	7,514,706
Gains on disposal of equipment	(919,620)	-	(919,620)	-
Losses on write-off of building and equipment	9,099,707	2,268,686	9,099,707	2,268,686
Impairment loss on equipment	227,636,626	-	227,636,626	-
Impairment loss on investment in associate	-	-	-	295,335,910
Share of losses from investment in associate	87,873,410	257,656,435	-	-
Provision for long-term employee benefits	3,410,734	3,358,752	3,410,734	3,358,752
Unrealised losses (gains) on fair value of derivatives	(10,356,882)	10,611,174	(10,356,882)	10,611,174
Unrealised losses (gains) on exchange	12,237,549	(19,802,198)	12,237,549	(19,802,198)
Loss (gain) on reclassification of investment	(52,792,222)	-	349,609,319	-
Finance income	(536,926)	(730,854)	(536,926)	(730,854)
Finance cost	37,731,647	52,808,777	37,731,647	52,808,777
Profit from operating activities before changes in operating assets and liabilities	914,493,241	268,035,044	914,663,466	268,035,044
Operating assets (increase) decrease				
Trade and other receivables	9,319,660	142,709,559	9,319,660	142,709,559
Inventories	(490,907,558)	(414,861,649)	(490,907,558)	(414,861,649)
Other current assets	40,727,857	(116,902,594)	40,727,979	(116,902,594)
Other non-current assets	(15,304,034)	(12,495,548)	(15,304,034)	(12,495,548)
Operating liabilities increase (decrease)				
Trade and other payables	21,606,670	(182,610,349)	21,728,670	(182,610,349)
Other current liabilities	(567,008,600)	884,968,922	(567,008,600)	884,968,922
Net cash flows from (used in) operating activities	(87,072,764)	568,843,385	(86,780,417)	568,843,385

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary**Cash flow statement (continued)****For the year ended 31 December 2021**

(Unit: Baht)

	Financial statements			
	Consolidated	in which equity		
	financial statement	method is applied	Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from investing activities				
Acquisition of land, building and equipment	(74,614,240)	(137,814,282)	(74,614,240)	(137,814,282)
Acquisition of investment properties	(170,000,000)	-	-	-
Cash received from sales of equipment	919,626	-	919,626	-
Cash received from business acquisition	106,782	-	-	-
Cash paid for investment in subsidiary company	-	-	(124,146,000)	-
Cash paid for investment in associated company	-	(68,143,350)	-	(68,143,350)
Cash paid for share subscription	(192,700,000)	-	(192,700,000)	-
Cash paid for deposits for equipment	(8,636,992)	-	(8,636,992)	-
Cash receipt from Interest income	583,899	899,797	583,899	899,797
Net cash flows used in investing activities	(444,340,925)	(205,057,835)	(398,593,707)	(205,057,835)
Cash flows from financing activities				
Payment of interest expenses	(34,834,039)	(54,033,369)	(34,834,039)	(54,033,369)
Increase (Decrease) of short-term loans from financial institution	855,005,171	(516,776,275)	855,005,171	(516,776,275)
Repayment of short-term loan from related person	(29,220,000)	-	-	-
Repayment of long-term loans	(41,767,606)	(56,310,399)	(41,767,606)	(56,310,399)
Cash receipt from share capital increased from non-controlling interests of the subsidiary	85,809,000	-	-	-
Net cash flows from (used in) financing activities	834,992,526	(627,120,043)	778,403,526	(627,120,043)
Net increase (decrease) in cash and cash equivalents	303,578,837	(263,334,493)	293,029,402	(263,334,493)
Cash and cash equivalents at beginning of year	160,951,927	424,286,420	160,951,927	424,286,420
Cash and cash equivalents at end of year	464,530,764	160,951,927	453,981,329	160,951,927
	-	-	-	-
Supplementary cash flow information				
Non-cash transaction				
Purchase equipment but has not yet paid	68,000	560,000	68,000	560,000

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

Tycoons Worldwide Group (Thailand) Public Company Limited and its subsidiary
Notes to consolidated financial statements
For the year ended 31 December 2021

1. General information

1.1 General information of the Company

Tycoons Worldwide Group (Thailand) Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is Tycoons Group International Co., Ltd. which was incorporated in Cayman. The parent company of the group is Tycoons Group Enterprise Co., Ltd which was incorporated in Taiwan. The Company is principally engaged in the manufacture and distribution of steel wire rods, steel annealing wire, reinforced concrete bar, steel screw and wire products. The registered address is at 99 Moo 1, Tambol Nikompattana, Amphur Nikompattana, Rayong.

1.2 Coronavirus disease 2019 Pandemic

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

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession 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 Tycoons Worldwide Group (Thailand) Public Company Limited (“the Company”) and the following subsidiary company (“the subsidiary”) (collectively as “the Group”):

Company’s name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)
	Invest in real estate			
K D B Company limited	projects	Thailand	44.99	-

During the current period, the Company acquired new ordinary shares of K D B Company Limited and had control over this company as described in Note 11 to the financial statements. Therefore, the Company included the financial statements of this company in the consolidated financial statements in the current period.

- b) The Company is deemed to have control over an investee or subsidiary 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) Subsidiary is 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 subsidiary are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Company and its subsidiary have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiary that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

- 2.3 The separate financial statements present investments in subsidiary and associate under the cost method

3 New financial reporting standards

3.1 Financial reporting standards that became effective in the current period

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

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

3.2 Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2022

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 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

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

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally 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 and discounts.

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.

4.2 Cash and cash equivalents

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

4.3 Inventories

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

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

4.4 Investments in subsidiary and associate

Investment in associate is accounted for in the statement in which equity method is applied using the equity method.

Investments in subsidiary and associate are accounted for in the separate financial statements using the cost method less accumulated impairment (if any).

4.5 Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties - buildings is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years. Depreciation of the investment properties is included in determining income.

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

4.6 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets.

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives, except for machinery and equipment for main production, which are depreciated based on estimated units of production:

Land improvement	-	30 years	straight-line
Building and attached facilities	-	5 - 30 years	straight-line
Motor vehicles	-	5 - 10 years	straight-line
Furniture and office equipment	-	3 - 10 years	straight-line
Minor machinery and equipment for production	-	5 - 20 years	straight-line
Main machinery and equipment for production	-	Estimated units of production at a total of 0.02 - 7.02 million tons	

Depreciation is included in determining income.

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

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

4.7 Related party transactions

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

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

4.8 Foreign currencies

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

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

Gains and losses on exchange are included in determining income.

4.9 Impairment of non-financial assets

At the end of reporting period, the Group performs impairment reviews in respect of the property, plant and equipment and investment property whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

4.10 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Group has obligations in respect of the severance payments 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 post-employment benefits are recognised immediately in other comprehensive income.

4.11 Provisions

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

4.12 Income tax

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

Current tax

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

Deferred tax

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

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

At each reporting date, the Group review and reduce 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 record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.13 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 designated at FVOCI (equity instruments)

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

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

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

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

Financial assets at FVTPL

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

These financial assets include derivatives.

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

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

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

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

4.14 Derivatives

The Group uses forward currency contracts to hedge its foreign currency risks.

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

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

4.15 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 apply 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 measure 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 observable 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 determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

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

Decrease of inventories to net realisable value

In determining an decrease of inventories to net realisable value, the management makes judgement and estimates net realisable value of inventory based on the amount the inventories are expected to realise. These estimates take into consideration fluctuations of their selling price, cost and expenses directly relating to events occurring after the end of the period. Also, the management makes judgement and estimates expected loss from stock obsolescence based upon aging profile of inventories and their current condition.

6. Related party transactions

The followings are relationships with related parties.

Name of entities	Country of incorporation	Nature of relationships
TY Steel Co., Ltd.	Thailand	5.89% holding by parent company 19.27% holding by the Company
Tycoons Group Enterprise Co., Ltd.	Taiwan	Ultimate parent company
Tycoons Group International Co., Ltd.	Cayman	Parent company
Tycoons Vietnam Co., Ltd.	Vietnam	Subsidiary of parent company
Huanghua Jujin Hardware Products Co., Ltd.	China	Subsidiary of parent company
Huanghua Jujin Import & Export Trading Co., Ltd.	China	Subsidiary of parent company
Jin Hai Hardware Co., Ltd.	Thailand	18.19% holding by parent company

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

(Unit: Million Baht)

	Consolidated/Financial statements in which equity method is applied/ Separate financial statements		Pricing policy
	<u>2021</u>	<u>2020</u>	
Transactions with ultimate parent company			
Sales	1,186	282	With reference to market price
Purchases of raw materials	953	113	With reference to market price
Purchases of fixed assets	3	2	Contract price
Transactions with associated company			
Sales	231	950	With reference to market price
Other income	13	9	With reference to market price
Purchases of raw materials	1,790	1,844	With reference to market price
Purchases of goods	15	456	With reference to market price
Transactions with related companies			
Sales	339	124	With reference to market price
Purchases of raw materials	-	1	With reference to market price

As at 31 December 2021 and 2020, the balances of the accounts between the Company and those related parties are as follows:

	(Unit: Thousand Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
<u>Trade receivables - related parties</u> (Note 8)		
Ultimate parent company	21,970	5,812
Associated company	-	69,499
Related company (related by common shareholder)	79,983	31,548
Total trade receivables - related parties	<u>101,953</u>	<u>106,859</u>
<u>Other receivables - related parties</u> (Note 8)		
Associated company	-	4,975
Related company (related by common shareholder)	2,244	-
Total other receivable - related parties	<u>2,244</u>	<u>4,975</u>

	(Unit: Thousand Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
<u>Trade payables - related parties</u> (Note 17)		
Ultimate parent company	17,998	49,061
Associated company	-	6,146
Total trade payables - related parties	<u>17,998</u>	<u>55,207</u>
<u>Other payable - related party</u> (Note 17)		
Ultimate parent company	<u>310</u>	<u>274</u>
Total other payable - related party	<u>310</u>	<u>274</u>

Loan from related person

As at 31 December 2021, the balance of loan between the Group and related person and the movement are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statement			
	During the period			
	Balance as at 1 January 2021	Increase from the acquisition of the subsidiary (Note 11)	Decrease	Balance as at 31 December 2021
<u>Short-term loan from related person</u>				
Related person (The Company's director)	-	29,220	(29,220)	-
Total short-term loan from related person	<u>-</u>	<u>29,220</u>	<u>(29,220)</u>	<u>-</u>

The above-mentioned loan was unsecured loan from the Company's director, due at call and on an interest-free basis.

Directors and management's benefits

During the years ended 31 December 2021 and 2020, the Group had employee benefit expenses of their directors and management as below.

	(Unit: Million Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Short-term employee benefits	17.8	15.0
Post-employment benefits	<u>1.4</u>	<u>1.3</u>
Total	<u>19.2</u>	<u>16.3</u>

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated	Statements in which equity method is applied	Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash	367	289	303	289
Bank deposits	464,164	160,663	453,678	160,663
Total cash and cash equivalents	464,531	160,952	453,981	160,952

As at 31 December 2021, bank deposits in saving accounts and fixed deposits carried interests between 0.0 and 0.2 percent per annum (2020: between 0.0 and 0.2 percent per annum).

8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
<u>Trade receivables - related parties</u>		
Aged on the basis of due dates		
Not yet due	75,399	15,999
Past due		
Up to 3 months	26,554	90,565
3 - 6 months	-	295
Total trade receivables - related parties	101,953	106,859
<u>Trade receivables - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	142,766	126,020
Past due		
Up to 3 months	173,550	170,462
3 - 6 months	-	-
6 - 12 months	-	3,597
Over 12 months	25,895	50,904
Total	342,211	350,983
Less: Allowance for expected credit losses	(31,118)	(49,137)
Total trade receivables - unrelated parties, net	311,093	301,846
Total trade receivables - net	413,046	408,705

	(Unit: Thousand Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
<u>Other receivables</u>		
Other receivables - related parties	2,244	4,975
Other receivables - unrelated parties	5,208	910
Interest receivables	39	86
Total other receivables	<u>7,491</u>	<u>5,971</u>
Total trade and other receivables - net	<u>420,537</u>	<u>414,676</u>

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

	(Unit: Thousand Baht)	
	Consolidated/ Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Beginning balance	49,137	33,817
Provision for expected credit losses (reversal)	(10,017)	21,365
Bad debt	(2,602)	-
Amount recovered	<u>(5,400)</u>	<u>(6,045)</u>
Ending balance	<u>31,118</u>	<u>49,137</u>

9. Inventories

(Unit: Thousand Baht)

	Consolidated/ Financial statement in which equity method is applied/Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Raw materials	1,098,325	986,541	(2,702)	(17)	1,095,623	986,524
Work in process	312,478	172,555	(4,147)	(22,657)	308,331	149,898
Finished goods	743,522	538,264	(7,662)	(26,650)	735,860	511,614
Spare parts, factory supplies and scrap	349,003	329,084	(40)	(1,526)	348,963	327,558
Goods in transit	199,777	185,753	(154)	-	199,623	185,753
Total	<u>2,703,105</u>	<u>2,212,197</u>	<u>(14,705)</u>	<u>(50,850)</u>	<u>2,688,400</u>	<u>2,161,347</u>

During the current year, the Company reduced cost of inventories by Baht 14 million (2020: Baht 38 million), to reflect the net realisable value. This was included in cost of sales. In addition, the Company reversed the write-down of cost of inventories by Baht 50 million (2020: Baht 78 million), and reduced the amount of inventories recognised as expenses during the year because the Company sold high-cost products, and there was a tendency for steel prices to increase.

10. Restricted bank deposits

These represent fixed deposits pledged with the banks to secure credit facilities that carried interests between 0.15 and 0.50 percent per annum (2020: between 0.15 and 0.70 percent per annum).

11. Investment in subsidiary

Details of investment in subsidiary as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Carrying amount based on cost method	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)		
K D B Company Limited	159,636	-	44.99	-	124,146	-

11.1 On 2 September 2021, the Board of Directors' meeting of the Company passed a resolution approving the acquisition of shares in K D B Company Limited ("K D B"), which is engaged in investments in real estate projects. The Company purchased 1,635 ordinary shares of K D B (representing 44.97 percent of its issued and paid-up share capital of that company). The Company made a payment of Baht 54 million on 7 September 2021 (the acquisition date) and already received the shares transferred.

In addition, the Company received 1 share transferred from a director of K D B to attend the Extraordinary General Meeting of Shareholders on an agenda of the capital increase of K D B. As a result, the Company had 1,636 ordinary shares in K D B (representing 44.99 percent of its issued and paid-up share capital of that company).

The book values of assets acquired and liabilities of K D B as at the acquisition date are summarised below:

	(Unit: Thousand Baht)
Cash and cash equivalents	54,062
Investment properties	27,560
Other payable	(150)
Short-term loan from related person	(29,220)
Net assets of the subsidiary	52,252
Non-controlling interests of the subsidiary (55.01 percent)	(28,744)
Net assets of the subsidiary attributable to the Company's interest (44.99 percent)	23,508
Cash paid for purchase of the subsidiary	(53,955)
Additional payments to acquire assets	(30,447)
Cash paid for purchase of the subsidiary	53,955
Less: Cash and cash equivalents of the subsidiary	(54,062)
Net cash received from purchase of the subsidiary	(107)

The Company had determined whether the acquisition of K D B was in accordance with the requirements of Thai Financial Reporting Standard No.3 Business Combinations and concluded that this acquisition should be accounted for as an asset acquisition.

Since the Company and the Company's directors are major shareholders and have the ability to direct significant activities, such company is deemed to be a subsidiary of the Company and has to be included in the consolidated financial statements from the date on which the Company assumed control.

11.2 Share capital increase of subsidiary

On 20 October 2021, the Company's Board of Directors Meeting passed a resolution approving the acquisition of shares for capital increase in K D B Company Limited, whereby the subsidiary increased its share capital from Baht 3,636,000 (3,636 ordinary shares with a par value of Baht 1,000 per share) to Baht 159,636,000 (159,636 ordinary shares with a par value of Baht 1,000 per share) through issuance of new ordinary shares of Baht 156,000,000 (156,000 ordinary shares with a par value of Baht 1,000 per share). The Company purchased 70,191 ordinary shares of the additionally issued ordinary shares and made full payment amounting to Baht 70 million. As a result, the share capital increase had no effect to the Company's existing shareholding.

The subsidiary registered the share capital increase with the Ministry of Commerce on 27 October 2021

12. Investment in associate

12.1 Details of an associate:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated/Financial statements in which equity method is applied						Carrying amounts based on equity method	
			Shareholding percentage		Cost					
			2021 (%)	2020 (%)	2021	2020	2021	2020	2021	2020
TY Steel Company Limited	Manufacture and distribution of steel billet and deformed bar	Thailand	-	30.84	-	798,806	-	798,806	-	188,942
Total					-	798,806	-	798,806	-	188,942

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements								Carrying amounts based on cost method - net	
			Shareholding percentage		Cost		Allowance for impairment of investments					
			2021 (%)	2020 (%)	2021	2020	2021	2020	2021	2020	2021	2020
TY Steel Company Limited	Manufacture and distribution of steel billet and deformed bar	Thailand	-	30.84	-	798,806	-	295,336	-	295,336	-	503,470
Total					-	798,806	-	295,336	-	295,336	-	503,470

12.2 Share of loss

During the years, the Company has recognised its share of loss from investment in associate in the consolidated and financial statement in which equity method is applied as follows:

(Unit: Thousand Baht)		
Consolidated/Financial statement in which equity method is applied		
Company's name	Share of loss from investment in associate during the year	
	2021	2020
TY Steel Company Limited	(87,873)	(257,656)
Total	(87,873)	(257,656)

12.3 Details of changes in investments in associates

On 16 June 2021, the Extraordinary General Meeting of Shareholders of TY Steel Co., Ltd. (associated company) passed a resolution approving the following matters:

- A decrease in share capital from Baht 2,590,000,000 (259,000,000 ordinary shares with a par value of Baht 10 per share) to Baht 647,500,000 (64,750,000 ordinary shares with a par value of Baht 10 per share). The Company reduced its capital in a greater ratio than that of Ton Shun Industry Co., Ltd. (The parent company of the associated company). As a result, the Company's shareholding percentage in this associate decreased from 30.84 percent to 28.20 percent.
- An increase in share capital from Baht 647,500,000 (64,750,000 ordinary shares with a par value of Baht 10 per share) to Baht 947,500,000 (94,750,000 ordinary shares with a par value of Baht 10 per share) by issuing capital increase in ordinary shares Baht 300,000,000 (30,000,000 new ordinary shares with a par value of Baht 10 per share). The parent company of the associated company shall subscribe all the newly issued shares only. The capital increase resulted in the Company's shareholding percentage in this associate decreasing from 28.20 percent to 19.27 percent. As a result, the Company lost significant influence on associated company, a status was changed from "associated company" to "related company", and the classification of investment in TY Steel Co., Ltd. was changed from "Investment in associate" to "Equity investments designated at fair value through other comprehensive income"

The associate registered the capital decrease and increase, as mentioned above, with the Ministry of Commerce on 29 October 2021 and 24 November 2021, respectively.

13. Investment property

The net book value of investment properties as at 31 December 2021 is presented below.

(Unit: Thousand Baht)

	<u>Land and buildings</u>
31 December 2021	
Cost	231,062
<u>Less: Accumulated depreciation</u>	<u>(3,120)</u>
Net book value	<u><u>227,942</u></u>

A reconciliation of the net book value of investment properties for the years 2021 is presented below.

(Unit: Thousand Baht)

Net book value at beginning of year	-
Increased from the acquisition of the subsidiary	
- net book value (Note 11)	58,007
Acquisition of asset during the period - at cost	170,000
Depreciation charged for the period	<u>(65)</u>
Net book value at end of year	<u><u>227,942</u></u>

The fair value of the investment property in the consolidated financial statement as at 31 December 2021 stated below:

(Unit: Thousand Baht)

Land and buildings	285,962
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The fair value has been determined based on valuation performed by an independent valuer, using market approach.

14. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated/Financial statement in which equity method is applied/Separate financial statements							
	Land and land improvement	Building and attached facilities	Machinery and equipment	Motor vehicles	Furniture and office equipment	Assets under installation and construction	Total
Cost							
1 January 2020	548,659	1,799,604	5,341,162	294,945	68,641	215,547	8,268,558
Additions	41,955	4,495	7,647	2,081	629	81,568	138,375
Disposals/write-off	-	(2,465)	(33,673)	(2,974)	(4,565)	-	(43,677)
Transfers in (out)	-	15,647	94,264	1,802	-	(111,713)	-
31 December 2020	590,614	1,817,281	5,409,400	295,854	64,705	185,402	8,363,256
Additions	20,645	5,781	36,233	10,233	1,434	356	74,682
Disposals/write-off	-	(1,856)	(48,386)	(19,780)	(788)	-	(70,810)
Transfers in (out)	-	13,849	9,634	1,684	-	(25,167)	-
31 December 2021	611,259	1,835,055	5,406,881	287,991	63,351	160,591	8,367,128
Accumulated depreciation							
1 January 2020	85,766	1,157,175	3,033,836	282,597	61,579	-	4,620,953
Depreciation for the year	5,488	61,265	202,220	5,631	3,079	-	277,683
Depreciation on disposals/write-off	-	(1,827)	(32,043)	(2,974)	(4,564)	-	(41,408)
31 December 2020	91,254	1,216,613	3,204,013	285,254	60,094	-	4,857,228
Depreciation for the year	5,473	63,978	185,707	4,958	2,229	-	262,345
Depreciation on disposals/write-off	-	(1,230)	(39,913)	(19,780)	(788)	-	(61,711)
31 December 2021	96,727	1,279,361	3,349,807	270,432	61,535	-	5,057,862
Allowance for impairment loss							
31 December 2020	-	55,690	361,862	-	-	-	417,552
Increase during the year	-	-	69,082	-	-	158,555	227,637
31 December 2021	-	55,690	430,944	-	-	158,555	645,189
Net book value							
31 December 2020	499,360	544,978	1,843,525	10,600	4,611	185,402	3,088,476
31 December 2021	514,532	500,004	1,626,130	17,559	3,816	2,036	2,664,077
Depreciation for the year							
2020 (Baht 260 million included in manufacturing cost, and the balance in selling and administrative expenses)							277,683
2021 (Baht 245 million included in manufacturing cost, and the balance in selling and administrative expenses)							262,345

As at 31 December 2021, 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 1,797 million (2020: Baht 1,600 million).

The Company has mortgaged most of its property, plant and machinery with banks as collateral against credit facilities granted by commercial banks.

15. Other non-current financial assets

	(Unit: Thousand Baht)	
	Consolidated/Financial statement in which equity method is applied/ Separated financial statements	
	2021	2020
<u>Equity instruments designated at FVOCI</u>		
Non-listed equity instruments		
Thai Union Fasteners Company Limited	67,777	67,350
TY Steel Company Limited	153,861	-
Total other non-current financial assets	221,638	67,350

Equity instruments designated at FVOCI include non-listed equity investments which the Group considers these investments to be strategic in nature.

The Company changed the classification of investment in TY Steel Co., Ltd. from “Investment in associate” to “Equity investments designated at fair value through other comprehensive income” as described in Note 12 to the financial statements.

The Company has placed the shares of TY Steel Company Limited with banks as security for a syndicated loan granted to this company by overseas banks.

16. Short-term loans from financial institutions

	(Unit: Thousand Baht)			
	Interest rate		Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	2021	2020	2021	2020
Trust receipts	1.73 - 3.20	1.74 - 3.30	1,483,320	775,903
Promissory notes	1.73 - 2.75	1.74 - 2.85	349,768	190,000
Total short-term loans from financial institutions			1,833,088	965,903

Short-term loans from financial institutions are guaranteed by the Company’s director, the ultimate parent company, pledged of fixed deposits as described in Note 10 to the financial statements and mortgaged of most of its property, plant and machinery as described in Note 14 to the financial statements.

17. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statement	Financial statement in which equity method is applied	Separate financial statement	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Trade payables - related parties	17,998	55,207	17,998	55,207
Trade payables - unrelated parties	237,476	186,160	237,476	186,160
Other payable - related party	310	274	310	274
Other payable - unrelated parties	100	599	72	599
Interest payable	3,182	284	3,182	284
Accrued expenses	92,109	84,056	92,109	84,056
Total trade and other payables	<u>351,175</u>	<u>326,580</u>	<u>351,147</u>	<u>326,580</u>

18. Long-term loans from financial institutions

(Unit: Thousand Baht)

Loan	Interest rate (%)	Repayment schedule	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
			<u>2021</u>	<u>2020</u>
1	MLR - 0.75	Monthly installments as from October 2016 totaling 60 installments	-	22,000
2	6.50	Monthly installments as from February 2019 totaling 30 installments	-	19,768
Total			-	41,768
Less: Portion due within one year			-	(41,768)
Long-term loans, net of current portion			-	-

19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the Company, was as follows:

	(Unit: Thousand Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Provision for long-term employee benefits at beginning of year	40,415	37,056
Included in profit or loss:		
Current service cost	2,723	2,710
Interest cost	688	649
Provision for long-term employee benefits at end of year	<u>43,826</u>	<u>40,415</u>

The Company expect to pay Baht 2.2 million of long-term employee benefits during the next year (2020: Baht 0.4 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 16 years (2020: 16 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Discount rate	1.8	1.8
Future salary increase rate	3.0 - 4.5	3.0 - 4.5
Staff turnover rate	0.0 - 50.0	0.0 - 50.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

	(Unit: Million Baht)			
	Consolidated/Financial statements in which equity method is applied/Separate financial statements			
	As at 31 December 2021		As at 31 December 2020	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(3)	3	(3)	3
Salary increase rate	4	(3)	3	(3)

20. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income 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.

21. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated/Financial		Separate financial	
	statements in which equity method is applied		statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Salaries and wages and other employee benefits	304,605	276,476	304,605	276,476
Depreciation and amortization	275,280	294,346	275,215	294,346
Transportation expenses	178,196	82,693	178,196	82,693
Raw materials and consumables used	6,813,760	4,486,305	6,813,760	4,486,305
Changes in inventories of finished goods and work in progress	(345,181)	26,555	(345,181)	26,555

22. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are made up as follows:

	(Unit: Thousand Baht)	
	Consolidated/Financial	
	statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	8,043	5,849
Income tax expenses reported in the statements of comprehensive income	<u>8,043</u>	<u>5,849</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

	(Unit: Thousand Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Deferred tax relating to		
Gains on investment in equity designated at fair value	85	173

The reconciliation between accounting profit (loss) and income tax expenses is shown below.

(Unit: Thousand Baht)

	Consolidated/Financial statements in which equity method is applied		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Accounting profit (loss) before tax	384,874	(315,200)	70,582	(352,880)
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	76,975	(63,040)	14,116	(70,576)
Temporary differences of unrecognised tax losses that is used to reduce current tax expense	(115,829)	(13,790)	(115,829)	(13,790)
Effects of:				
Non-deductible expenses	29,392	7,675	109,873	66,742
Additional expense deductions allowed	(117)	(14)	(117)	(14)
Unused tax loss	-	23,487	-	23,487
Effect of consolidated financial statements	17,575	51,531	-	-
Others	47	-	-	-
Total	46,897	82,679	109,756	90,215
Income tax expenses reported in the statement of comprehensive income	8,043	5,849	8,043	5,849

The components of deferred tax assets are as follows:

	(Unit: Thousand Baht)	
	Statements of financial position	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Deferred tax assets		
Allowance for diminution in value of inventories	2,941	10,170
Provision for losses from raw material purchase contracts	6	1,503
Provision for long-term employee benefits	8,765	8,083
Deferred tax liability		
Gains on investment in equity designated at fair value	(1,555)	(1,470)
Total	<u>10,157</u>	<u>18,286</u>

As at 31 December 2021, the Company has unused tax losses totaling Baht 40 million (2020: Baht 619 million), on which deferred tax assets have not been recognised as the Company believes future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

Details of expiry date of unused tax losses are summarised as below:

	(Unit: Million Baht)	
	Consolidated/Financial statements in which equity method is applied/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
31 December 2021	-	17
31 December 2023	-	118
31 December 2024	-	367
31 December 2025	40	117
	<u>40</u>	<u>619</u>

23. Basic earnings per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares held by outsiders in issue during the year.

	Consolidated/Financial statements in which equity method is applied		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Profit (loss) for the year (Thousand Baht)	376,960	(321,049)	62,538	(358,728)
Weighted average number of ordinary shares (Thousand shares)	596,749	596,749	596,749	596,749
Basic earnings (loss) per share (Baht/share)	0.63	(0.54)	0.10	(0.60)

24. 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 Company is organised into business units based on its products and services.

The Company business operations involve four principal segments: (1) manufacture steel wire rods and reinforce concrete bar (2) manufacture steel annealing wire (3) manufacture screw and bolt and (4) trading. These operations are mainly carried on in Thailand.

Below is the financial information for the years ended 2021 and 2020 by segment.

(Unit: Million Baht)

	Manufacture steel wire rods		Manufacture and reinforced concrete bar		Manufacture steel annealing wire		Manufacture screw and bolt		Trading		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenues												
Domestic sales	4,826	3,804	388	126	85	18	97	481	5,369	4,429		
Export sales	247	11	1,192	450	1,440	986	785	111	3,664	1,558		
Total revenues	5,073	3,815	1,580	576	1,525	1,004	882	592	9,060	5,987		
Results												
Segment profit (loss)	510	134	153	16	90	(173)	(6)	(19)	747	(42)		
Unallocated profit and expenses:												
Gains (losses) on exchange									(93)	25		
Finance income									1	1		
Other income									33	22		
Losses on write-off of building and equipment									(9)	(2)		
Losses from impairment of equipment									(228)	-		
Reversal (Losses) from raw material purchase contracts									7	(8)		
Share of loss from investment in associate									(88)	(258)		
Gain on reclassification on investment									53	-		
Finance cost									(38)	(53)		
Profit (loss) before income tax expenses									385	(315)		
Income tax expenses									(8)	(6)		
Profit (loss) for the year									377	(321)		

Major customers

For the year 2021, the Company has revenue from one major customers in amount of Baht 1,186 million, arising from sales by the manufacture steel wire rods and reinforced concrete bar, manufacture steel annealing wire and trading segment (2020: the Company has revenue from one major customers in amount of Baht 626 million, arising from sales by the manufacture steel wire rods and reinforced concrete bar and trading segment).

25. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the Company and employees contributed to the fund monthly at the rate of 5 and 3 percent of basic salary respectively. The fund, which is managed by Kasikorn Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2021 amounting to approximately Baht 4 million (2020: Baht 4 million) were recognised as expenses.

26. Commitments and contingent liabilities

As at 31 December 2021, the Company had the following outstanding commitments and contingent liabilities.

26.1 Raw material purchase commitments

The Company entered into raw material purchase agreements amounting of USD 8 million (2020: USD 38 million). The materials will be shipped to the Company within 97 - 107 days from the contract dates.

26.2 Guarantees

There were outstanding bank guarantees of approximately Baht 57 million (2020: Baht 57 million) issued by banks on behalf of the Company in respect of certain performance bonds to guarantee electricity use among others.

26.3 Capital commitments

The Company had capital commitments relating to the acquisition of building and attached facilities and machinery and equipment (2020: machinery and equipment) were as follows.

	(Unit: Million)	
	<u>2021</u>	<u>2020</u>
Currency:		
Baht	8.0	1.5
US dollar	0.8	0.4
Taiwan dollar	-	4.8

27. Fair value hierarchy

As at 31 December 2021 and 2020, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

	(Unit: Million Baht)			
	Consolidated/Financial statements in which equity method is applied/Separate financial statements			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Financial assets measured at FVOCI				
Equity investments	-	-	221.6	221.6
Derivatives				
Foreign currency forward contracts	-	12.1	-	12.1

(Unit: Million Baht)				
Consolidated/Financial statements in which equity method is applied/Separate financial statements				
As at 31 December 2021				
	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	1.7	-	1.7
Assets for which fair value are disclosed				
Investment properties	-	-	286.0	286.0

(Unit: Million Baht)				
Financial statements in which equity method is applied/ Separate financial statements				
As at 31 December 2020				
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Financial assets measured at FVOCI				
Equity investments	-	-	67.3	67.3
Financial liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	10.6	-	10.6

28. Financial instruments

28.1 Derivatives

(Unit: Thousand Baht)		
Consolidated/Financial statements in which equity method is applied/Separate financial statements		
	<u>2021</u>	<u>2020</u>
Derivative assets		
Derivative assets not designated as hedging instruments		
Foreign exchange forward contracts	12,053	-
Total derivative assets	12,053	-
Derivative liabilities		
Derivative assets not designated as hedging instruments		
Foreign exchange forward contracts	1,696	10,611
Total derivative liabilities	1,696	10,611

Derivatives not designated as hedging instruments

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally 6 months.

28.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, investments, short-term 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 loan, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Company's maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade receivables

The Company 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 and any shipments to major customers are generally covered by letters of guarantee or other forms of credit insurance obtained from reputable banks and other financial institutions. In addition, the Company does not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Company classifies customer segments by customer type and coverage by letters of guarantee and other forms of credit insurance are considered an integral part of trade receivables and taken into account in the calculation of impairment. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, short-term and long-term borrowings. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidate financial statement					
	As at 31 December 2021					
	Fixed interest rates		Floating	Non-		
	Within			interest		
	1 year	1 - 5 years	interest rate	bearing	Total	Effective interest rate
						(%)
Financial assets						
Cash and cash equivalent	-	-	364	101	465	Refer to Note 7
Trade and other receivables	-	-	-	421	421	-
Restricted bank deposits	60	-	-	-	60	Refer to Note 10
	60	-	364	522	946	
Financial liabilities						
Trade and other payables	-	-	-	351	351	-
Short-term loans	1,833	-	-	-	1,833	Refer to Note 16
	1,833	-	-	351	2,184	

(Unit: Million Baht)

Separate financial statement						
As at 31 December 2021						
Fixed interest rates		Floating	Non-			
Within			interest			
1 year	1 - 5 years	interest rate	bearing	Total		Effective interest rate
						(%)
Financial assets						
Cash and cash equivalent	-	-	353	101	454	Refer to Note 7
Trade and other receivables	-	-	-	421	421	-
Restricted bank deposits	60	-	-	-	60	Refer to Note 10
	60	-	353	522	935	
Financial liabilities						
Trade and other payables	-	-	-	351	351	-
Short-term loans	1,833	-	-	-	1,833	Refer to Note 16
	1,833	-	-	351	2,184	

(Unit: Million Baht)

Financial statements in which equity method is applied/Separate financial statements						
As at 31 December 2020						
	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Effective interest rate (%)
	Within 1 year	1 - 5 years				
Financial assets						
Cash and cash equivalent	-	-	121	40	161	Refer to Note 7
Trade and other receivables	-	-	-	415	415	-
Restricted bank deposits	60	-	-	-	60	Refer to Note 10
	60	-	121	455	636	
Financial liabilities						
Trade and other payables	-	-	-	327	327	-
Short-term loans	966	-	-	-	966	Refer to Note 16
Long-term loans	20	-	22	-	42	Refer to Note 18
	986	-	22	327	1,335	

Foreign currency risk

The Company's exposure to the foreign currency risk relates primarily to its trading transactions and borrowings that are denominated in foreign currencies. The Company seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within six month.

As at 31 December 2021 and 2020, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	2021	2020	2021	2020	2021	2020
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	4.62	1.90	47.00	24.23	33.4199	30.0371
Euro	3.01	0.82	0.25	0.10	37.8948	36.8764
New Taiwan dollar	0.01	0.01	0.26	0.26	1.2087	1.0690

Liquidity risk

The Company monitors the risk of a shortage of liquidity through the use of bank loans. Approximately 100% of the Company's debt will mature in less than one year at 31 December 2021 (2020: 100%) based on the carrying value of borrowings reflected in the financial statements. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities and derivative financial instruments as at 31 December 2021 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated/Separate financial statement				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
short-term loans from financial institutions	-	1,846,352	-	-	1,846,352
Trade and other payables	-	351,175	-	-	351,175
Total non-derivatives	-	2,197,527	-	-	2,197,527
Derivatives					
Derivative liabilities: net settled	-	1,696	-	-	1,696
Total	-	1,696	-	-	1,696

(Unit: Thousand Baht)

	Financial statements in which equity method is applied/ financial statement				Separate
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
short-term loans from financial institutions	-	972,931	-	-	972,931
Trade and other payables	-	326,580	-	-	326,580
Long-term loans	-	42,680	-	-	42,680
Total non-derivatives	-	1,342,191	-	-	1,342,191
Derivatives					
Derivative liabilities: net settled	-	10,611	-	-	10,611
Total	-	10,611	-	-	10,611

28.3 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

29. 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 2021, the Group's debt-to-equity ratio for the consolidated financial statement was 0.60:1 (2020: financial statement in which equity method is applied was 0.59:1) and the Company's debt-to-equity ratio for the separate financial statement was 0.60:1 (2020: 0.55:1).

30. Events after the reporting period

On 14 December 2021, the Company's Board of Directors Meeting passed a resolution approving the acquisition of shares for capital increase in TY Steel Company Limited, whereby TY Steel Co., Ltd. increased its share capital from Baht 947,500,000 (94,750,000 ordinary shares with a par value of Baht 10 per share) to be Baht 1,947,500,000 (194,750,000 ordinary shares with a par value of Baht 10 per share) through issuance of new ordinary shares of Baht 1,000,000,000 (100,000,000 ordinary shares with a par value of Baht 10 per share). The Company purchased 19,270,000 ordinary shares of the additionally issued ordinary shares and made full payment amounting to Baht 193 million. As a result, the share capital increase had no effect to the Company's existing shareholding.

TY Steel Co., Ltd. registered the share capital increase with the Ministry of Commerce on 5 January 2022

31. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on 28 February 2022.

Part 4

Certification of Information for Submission of 56-1 One Report of Non-listed Company

The annual registration statement / annual report shall be certified by the director(s) with binding authority* by affixing signature and the Company's seal (if any) wherein, and authorizing a person to sign on the documents of the annual registration statement on his/her/their behalf. The certification shall contain the following statements in the following format:

"The Company has reviewed the information on this annual registration statement /annual report with care and hereby certifies that the information is accurate, complete, not false or misleading, and does not lack material information that should be notified. In addition, the Company certifies that:

(1) The financial statements and financial information summarized in this annual registration statement /annual report show material information accurately and completely regarding the financial condition, the operating results and the cash flows of the Company and the subsidiaries;

(2) The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely, and has supervised compliance with such disclosure system;

(3) The Company has provided an efficient internal control system, supervised compliance with the system, and submitted the information on the internal control assessment on the latest date available to the auditor and the Audit Committee, which covers deficiencies, significant changes to the internal control system, and wrongful acts that may affect the preparation of financial report of the Company and the subsidiaries.

In this regard, as proof that all the documents are identical to those certified by the Company, the Company has authorized Mr. Natthawat Thanapinyanun to sign on every page of the documents, and the absence of the authorized signature of Mr. Natthawat Thanapinyanun on any document shall be deemed that such unsigned document has not been certified by the Company.

Name	Position	Signature
1. <u>Mr. Natthawat Thanapinyanun</u>	<u>Director</u>	
2. <u>Ms. Hwang, Feng-Mei</u>	<u>Director</u>	

Name	Position	Signature
Authorized person: <u>Mr. Natthawat Thanapinyanun</u>	<u>Director</u>	



Report of the Board of Directors' Responsibilities for the Financial Statements

The main priority of the Board of Directors is to supervise the Company's operations, making sure they are in line with good corporate governance policy and that the financial statements and financial information appearing in the Company's annual report are accurate, complete and adequate. Its duty is also to make sure that the financial statements are in line with Thai Financial Reporting Standards and that an appropriate accounting policy has been chosen and is being carefully pursued on a regular basis. In addition, the Board of Directors must also ensure that the Company has an effective internal control system to assure the credibility of its financial statements. The Board also ensures protection over potential conflicts of interest through systems which are place to prevent unusual transactions. Connected transactions which might lead to possible conflicts of interest are closely monitored to ensure they are genuine transactions and are reasonably carried out, based on the normal course of business and for the Company's maximum benefits, and that the Company is in compliance with relevant laws and regulations. The Audit Committee has already reported the result of its action to the Board of Directors and has also reported its opinions in the Audit Committee's Report as seen in the annual report.

The Board of Directors is of the opinion that the Company's internal control system has been proven to be satisfactory. The Board was able to obtain reasonable assurance on the credibility of the Company's financial statements as at 31 December 2021 which the Company's auditor has audited based on the generally-accepted accounting standards. The auditor is of the opinion that the financial statements present fairly the Company's financial position and the results of its operations in accordance with generally accepted accounting principles.

Tycoons Worldwide Group (Thailand) Public CO., Ltd.

Ms. Lu, Yen - Chuan
(Chairman of the Board)

Attachment 1

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary, and the representative for contact and coordination in case of a foreign company

1. CV of Executive and Management team 2021

1.1 Director and Management team

Name – Surname Position (Appointing date)	Age (Year)	Educational Background/ Training Background	Shareholding structure (%)	Relation among family within the Company	Working Experience	
					Period	Position & Working office
1. Ms. Lu, Yen-Chuan Chairman /Director (21/08/2019)/(12/08/2003)	67	Ming-Juan Commercial Junior College Electrical Calculation Dept. Director's Accreditation Program (DAP) Class 57/2006 Thai Institute Of Directors (IOD)	-	-	2003 – 2019 2019 – Current 2019 – Current 2009 – 2019 2003 – 2006 2006 – 2009 2005 – 2018 2019 – Current	Director / Tycoons Group Enterprise Co., Ltd. Chairman / Tycoons Group Enterprise Co., Ltd. Chairman / Tycoons Group International Co., Ltd. Director, Vice Chairman / Director, Executive Vice President / Director, President /Tycoons Worldwide Group (Thailand) Plc. Director / Baw Heng Steel (Vietnam) Co., Ltd Chairman / Tycoons Worldwide Group (Thailand) Plc.
2. Mr. Huang, Wen-Sung Director (12/08/2003)	66	Business Professional High School	-	-	2003 – 2019 2019 – Current 2003 – 2019 2009 – 2019 2005 - 2018 2008 – 2018 2011 – 2021 2018 – Current 2019 – Current	Chairman / Tycoons Group Enterprise Co., Ltd. Director / Tycoons Group Enterprise Co., Ltd. Director / Tycoons Group International Co., Ltd. Director / Chairman Tycoons Worldwide Group (Thailand) Plc Director, Vice Chairman / Baw Heng Steel (Vietnam) Co., Ltd. Director / ALL Manage International Limited Director / TY Steel Co., Ltd. Viettycoons Steel Co., Ltd. Director / Tycoons Worldwide Group (Thailand) Plc.
3.Mr. Natthawat Thanapinyanun Director/ President (27/03/2006)/(11/05/2012)	41	Seattle University Business Management Director's Accreditation Program (DAP) Class 57/2006 Thai Institute Of Directors (IOD)	0.02	Son of Mr.Huang Wen-Sung & Ms. Lu, Yen-Chuan	2006 – 2010 2010 – 2012 2012 – Current 2011 – 2021 2018 – 2019	Director, Senior Sale Manager / Director, Assistant Vice President / Director, President /Tycoons Worldwide Group (Thailand) Plc. Director / TY Steel Co., Ltd. President / TY Steel Co., Ltd.
4. Miss Hwang, Feng- Mei Director / Vice President (01/12/2015)	56	National Central University(Taiwan) Business Administration Dept.	-	-	2000 - 2010 2011 - 2015 2015 - 2016 2016 - Current	Senior manager of Financial Division / Asst. Vice President of Financial Division / Vice President of Financial Division/ Director / Vice President of Financial Division / Tycoons Worldwide Group (Thailand) Plc.

Name – Surname Position (Appointing date)	Age (Year)	Educational Background/ Training Background	Shareholding structure (%)	Relation among family within the Company	Working Experience	
					Period	Position & Working office
5.Mr. Surabhon Kwunchaithunya * Independent Director / Chairman of Audit Committee (12/08/2003)	70	- Master of Business Administration MBA, (sponsored by the University's scholarship), University of Washington, USA - Bachelor of Engineering in Industrial Engineering (sponsored by the University's scholarship), University of Washington, USA - Bachelor of Engineering in Electrical Engineering, University of Washington, USA - Securitization, Fannie Mae of USA - Capital Market Academy 11 (CMA11), Class 11/2010 - Finance and Banking by HSBC (Hong Kong) - Director Accreditation Program (DAP), Class 14/2004 Director Certification Program (DCP), Class 44/2004 Role of the Chairman Program (RCP), Class 32/2013 Corporate Governance for Capital Market Program (CGI), Class 8/2015	-	-	2003 – 2021 2006 – 2015 2010 – 2012 2010 – 2012 2011 – Current 2012 – Current 2014 – Current 2016 – 2018 2016 – Current 2019 – Current	Independent Director, Chairman of Audit Committee / Tycoons Worldwide Group (Thailand) Plc. Director and Vice Executive Chairman Country Group Securities Plc. Director, Thailand Futures Exchange Plc. Director /Chairman of Risk Management committee/ Member of the Discipline committee of The Stock Exchange of Thailand Director, Management Director, Chairman of the Nomination and Remuneration / Member of the Good Corporate Governance Committee MFC Asset Management Plc. Director / Thai Chamber of Commerce & Industry Vice Chairman /Chairman of Risk Management and Investment Committee of Country Group Holdings Plc. Director /Triton Holdings Plc. Chairman / Country Group Securities Plc. Independent Director, Audit Committee, Nomination and Remuneration Committee of Thai Rubber Latex Group Plc.
6.Mr. Navin Vongchankit** Independent Director/ Chairman of Audit Committee (20/10/2021)	46	A Bachelor of Engineering at King Mongkut University of Technology Master of Business Administration at Seattle University, Washington USA	-	-	2016 - Current 2021 - Current	Acting President/ Thai Alloy and Associates Co., Ltd Independent Director / Chairman of Audit Committee / Tycoons Worldwide Group (Thailand) Plc.
7.Mr. Jirawat Huang Independent Director / Audit Committee (12/08/2003)	66	Chin Yun Industry College (Taiwan) Director's Accreditation Program (DAP) Class 29/2004 Thai Institute Of Directors (IOD)	-	-	2003 – Current 2003 – Current	Manager Director / Lee Chemical Products Co., Ltd. Independent Director , Audit Committee / Tycoons Worldwide Group (Thailand) Plc.

Name – Surname Position (Appointing date)	Age (Year)	Educational Background/ Training Background	Shareholding structure (%)	Relation among family within the Company	Working Experience	
					Period	Position & Working office
8. Mr. Phiphat Wangphichit Independent Director / Audit Committee (12/08/2003)	84	Pingtung Agriculture Collage (Taiwan) Agriculture Dept. Director's Accreditation Program (DAP) Class29/2004, which was organized by Thai Institute Of Directors (IOD)	-	-	2003 – Current 2003 – Current 2003 – Current 2003 – Current	Managing Director / United Industrial Gas Co., Ltd Managing Director / Canking Engineering (Thailand)Co., Ltd Managing Director / Chachoengsao Oxygen Co., Ltd. Independent Director , Audit Committee / Tycoons Worldwide Group (Thailand) Plc.
9. Ms. Huang, Li- Hui Asst. Vice President (01/12/2011)	62	Tamkang University Statistics Dept.	0.1	-	2001 – 2010 2011- Current	Senior manager of IT Dept. Tycoons Worldwide Group (Thailand) Plc Assistant Vice President of Admin Division in Tycoons Worldwide Group (Thailand) Plc
10. Mr. Chao, Wen-Ching Vice President (01/11/2013)	46	Kao Yuan University Department of Mechanical and Automation Engineering	-	-	2011 – 2013 2013 – 2016 2016 – Current	Manager Fastener Division / Tycoons Worldwide Group (Thailand) Plc Assistant Vice President of Fastener and Annealing Wire Division / Tycoons Worldwide Group (Thailand) Plc. Vice President of Fastener and Annealing Wire and Rolling Mill Division /Tycoons Worldwide Group (Thailand) Plc.
11. Miss. Arun Arsinviya Senior Manager (13/03/2560)	54	Rajabhat University Management Dept.	-	-	2013 – 2015 2015 – Current	Department Manager Admin Division / Senior Manager / Tycoons Worldwide Group (Thailand) Plc.
12. Mr. Wen, Chun – Feng Company Secretary (09/11/2016)	56	National Pingtung Technological College Veterinary Medicine Dept.	-	-	2014 – 2016 2016 – Current	Department Manager of Safety, Health and Environment Dept. / Manager of President Officer / Tycoons Worldwide Group (Thailand) Plc.
13.Mr. Ma, Yin hu Senior Manager (20/10/2021)	52	Lower than Bachelor Degree / Wei School	-	-	2016 – 2019 2019 – Current	Rolling Production Division Manager Senior Manager / Tycoons Worldwide Group (Thailand) Plc.
14.Mr. Gao, Qiang Senior Manager (20/10/2021)	43	Lower than Bachelor Degree / Wei School	-	-	2016 – 2019 2019 – Current	Annealing Wire Division Manager Senior Manager / Tycoons Worldwide Group (Thailand) Plc.

* Mr. Surabhon Kwanchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

1.2 The scope of work and responsibilities of the Company secretary as follows:

1. preparing and keeping the following documents:
 - A. a register of directors;
 - B. a notice calling director meeting, a minutes of meeting of the board of directors and an annual report of the company;
 - C. a notice calling shareholder meeting and a minutes of shareholders' meeting;
2. keeping a report on interest filed by a director or an executive;
3. performing any other acts as specified in the notification of the Capital Market Supervisory Board.

Attachment 2

Details of the directors of subsidiaries

Fill in the names of the directors of the subsidiaries in the table below:

Names of Subsidiaries and Names of directors	Tycoons Worldwide Group (Thailand) Plc.)	Tycoons Group Enterprise Co., Ltd.	Tycoons Group International Co., Ltd.	Baw Heng Steel (Vietnam) Co., Ltd	TY Steel Co., Ltd.	KDB Co., Ltd.
1. Ms. Lu, Yen-Chuan	X,///	X,///	X,/	/		
2. Mr. Huang, Wen-Sung	/,///	/		/	/	
3. Mr. Natthawat Thanapinyanun	/,///				/	/
4. Mr. Surabhon Kwunchaithunya *	/,xx,///					
5. Mr. Navin Vongchankit**	/,xx,///					
6. Mr. Jirawat Huang	/,///					
7. Mr. Phiphat Wangphichit	/,///					
8. Ms. Hwang, Feng-Mei	/,///					/
9. Ms. Huang, Li- Hui	///					
10. Mr. Chao, Wen-Ching	///					
11. Miss. Arun Arsinviriya	///					

* Mr. Surabhon Kwunchaithunya resigned from the position of independent director and Chairman of the Audit Committee effective from September 30, 2021 onwards.

**Appoint Mr. Navin Vongchankit as Independent Director and Chairman of the Audit Committee effective from October 20, 2021 onwards.

Remarks:

1. / = Director X = Chairman // = Executive director
2. Subsidiary means any significant subsidiary with characteristics such as earnings more than 10 percent of the total income in the consolidated profit and loss statement of the most recent financial year.

Attachment 3
Details of the Heads of the Internal Audit
and Compliance Units

Details of the Heads of the Internal Audit

Chief of internal auditor: Miss Huang Tsai – Ting served position as Company Chief of internal auditor, Age 39 years Nationality : Taiwan

Education : Master's degree 2009 – 2011, Accounting /Providence University, Taiwan

Director Training Program : -

Company's Position : Chief of internal auditor

Working Experience :

2016 – Current	Chief of internal auditor, Acting for the head of the department / Tycoons Worldwide Group (Thailand) Plc.
2016 – 2014	Senior officer Internal Audit Department / TY Steel Co/. Ltd.
2014 – 2011	Senior officer : Deloitte / Taiwan
2008 – 2005	Auditor : Jiang Sheng & Co., DPAs. / Taiwan

Attachment 4
Details of asset appraisal

Details of asset appraisal

- No -

Attachment 5

Unabridged policy and guidelines on corporate
governance and unabridged code of business
conduct prepared by the Company in the
following matters:

Unabridged policy and guidelines on corporate governance and unabridged code of business conduct prepared by the Company in the following matters:

1. The Principles of Good Corporate Governance Policy for the Company

Tycoons Worldwide Group (Thailand) Public Co., Ltd. is operated under the supervision of its Board of Directors. Being a responsible organization, the company is determined to comply with the principles of corporate governance for all companies listed in Thailand, which is stipulated in the Securities and Exchange Act B.E. 2535 for the best benefit of shareholders, stakeholders and the company's sustainability. The principles are as follows.

1 Rights of Shareholders

Shareholders are the owners of the company. They control the company by appointing the Board of Directors to act as their representatives. Shareholders are eligible to make decisions on any of significant corporate changes. Therefore, the company encourages shareholders to exercise their rights.

Basic shareholder rights are rights to buy, sell, or transfer shares, share in the profit of the company, obtain relevant and adequate information on the company in a timely manner and on a regular basis, participate and vote in the shareholder meetings to elect or remove members of the board, appoint the external auditor, and make decisions on any transactions that affect the company such as dividends payment, amendments to the company's articles of association or the company's bylaws, capital increases or decreases, and the approval of extraordinary transactions, etc.

The Board of Directors realizes the importance of shareholders' meeting as revealed in the policies to facilitate all shareholders equally in attending the meeting, provide sufficient information timely in advance of the meeting so that the shareholders have enough time to decide whether to attend or to designate representatives to attend the meeting on their behalves. Shareholders are encouraged to query directors and allowed to propose an agenda item, the directors on the other hand are obliged to attend the meeting and answer the enquiries.

The Board of Directors must complete the minutes of the meeting and present to the shareholders through the website as soon as possible within 14 days after the meeting.

2 Equitable Treatment of Shareholders

The Board of Directors values the right of every shareholder equally as reflected in the company's policy of disclosure of information that the company constantly informs shareholders the status of the company through the website of SET. Moreover, the company allows the minority shareholder to nominate director positions in advance and vote by proxy.

The company also has the policy to prevent the use of inside information for abusive self dealing such as insider trading or related party transactions. Particularly, they are not allowed to trade their shares of the company one month prior to the announcement of the company's financial report.

All directors and executives are obliged to disclose to the board whether they and their related parties have any interest in any transaction or matter directly affecting the company. Directors

and executives who have such interests should not participate in the decision making process on such issues.

3 Role of Stakeholders

The Board of Directors values the right of stakeholders that they provide a mechanism to promote cooperation between the company and its stakeholders along with customers, employees, suppliers, shareholders, investors, creditors, the community the company operates in, society, the government, competitors, external auditors, etc. based on business ethic and fair treatment policy for each and every stakeholder that all information relevant stakeholders are disclosed in equality manner.

The company has a policy that through independent directors or audit committee, stakeholders can communicate with the board any concerns about illegal or unethical practices, incorrect financial reporting, insufficient internal control, etc. So that the investigation can carried out and reported to the Board of Directors.

4 Disclosure and Transparency

The Board of Directors ensures that financial information that all information presented in the financial reports is correct, in accordance with generally accepted accounting principles and standards, and has been audited by an independent external auditor. The given information and other important information relevant to the company operation in accurately, sufficiently and timely manner that reflects the actual status and financial performance of the company that is audited and complies with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Board of Directors endeavors to comply strictly with the laws and regulations concerning the disclosure of information. Nonetheless, the Board of Directors shall appoint investor relation officer to communicate with shareholders and facilitate shareholders and analysts equally and disclose information on website in both English and Thai.

The Board of Directors must disclose clearly the directors' remuneration policies that correspond to the contributions and responsibilities of each person and other companies of similar size in the same industry. The directors' remuneration must be approved by shareholders through shareholders' meeting.

The Board of Directors contended that the executives' remuneration policy must be fair and attractive enough for qualified people to take the position and perform at high standard

5 Responsibilities of the Board

5.1 Leadership and vision

The Board of Directors plays a role in setting the company's goal, mission of the company , and budget, and moreover oversees the company operation in response to its goal. The Board of Directors also makes comments on the internal control and audit system along with manage the risk to maximize the company's profitability.

5.2 Risk management

The Board of Directors adopted a risk management system for all material and controllable risk which is related to the company's business objective, business strategy, finance, production and operation. Risk management is carried out on the basis of probability that an identified risk may materialize and the likely impact of it on the business may be presented. In response to that, clear preventive and mitigation measures must be established and the systems to assess monitor and

report on risks shall be set up. Management of the company is responsible for regularly reporting to the Audit Committee and the Board on its operation plans and performance.

5.3 Code of Ethics

Ethics is an integral part of corporate governance. The Board of Directors established the code of ethics for management and staff which is considered to be their tasks. This covers penalty of punishment of those who fail to comply, therefore all the staff must follow strictly. The implication and supervision of the code of ethics is applied through the existing management system.

5.4 Independence and Impartiality of Directors

The Board of Directors shall perform its duty and exercise its discretion independently from the Management and major shareholders. Each director has the duty and independence to ask questions, express opinions or make objection and vote as he or she sees fit in relation to all matters affecting the interests of the company, shareholders or stakeholders.

5.5 Qualifications of Directors

The Board of Directors shall consist of various qualities including age, profession, and knowledge which are beneficial for the company operation and can bring about fresh perspective. Directors must be prepared to give adequate time and effort to perform their duties to the fullest extent with high ethical standard.

5.6 Qualifications of Audit Committee / Independent Directors

The Board of Directors shall ensure that the qualifications of independent directors are in line with the Stock Exchange of Thailand's requirements as follows:

1. Holding shares of no more than five percent of the paid-up registered capital of the Company, affiliated companies, associated companies or other related companies. This shall include shares held by related persons.
2. Being a non-executive director of the Company, affiliated companies, associated companies and related companies or its major shareholders including not being an employee, staff or consultant receiving salary on the payroll of the Company, affiliated companies, associated companies, related companies or the Company's major shareholders.
3. Being a director without direct or indirect financial and managerial interests or stake in the Company, affiliated companies, associated companies or its major shareholders;
4. Being a director who is not related to or not being a closed relative with the Company's executives or major shareholders.
5. Being a director not appointed as an agent to protect the interests of the Company's directors, major shareholders or shareholders relating to the Company's major shareholders.
6. Being able to act and express his opinions independently

5.7 Composition of the Board of Directors

The Board of Directors is responsible for determining the business direction and policy. The Board of Directors shall consist of a chairman, **a vice chairman** and directors who can act independently to counterbalance the management. In that the board may consist of executive directors in response to the size of the organization and give an effective performance. There shall not be less than five directors in the Board.

5.8 The Chairman of the Board and the Managing Director

The Board of Directors shall designate a director as the Managing Director other than Chairman of the Board so that their roles, authorities and duties are clearly separated to ensure balance between management and corporate governance.

5.9 Terms of Directorship

The Directors shall serve a term of office of three years. Each year, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple three parts, the number of directors nearest to one-third (1/3) shall retire. The directors retiring from their office in the first and second year after the registration shall be made by drawing lots. For subsequent years, the directors who have held office longest shall retire. The directors who vacate office is eligible for re-election by shareholders.

5.10 Board of Directors' Meeting

The Board of Director shall set the meeting schedule of entire year in advance. The meeting is usually convened quarterly unless irregular meeting is needed. The chairman or designated director ensures that all directors receive all relevant documents prior to the meeting so that they have sufficient time to study all the issues before attending the meeting or casting their votes. The given documents must be clear, analytical and sufficient of recommendation.

5.11 The duties of the Board of Directors

1. To perform its duty in the most professional manner to comply with all laws, the company's objectives, articles of association and shareholder's resolutions as well as to preserve the company's benefit and interests.
2. To determine the company's direction and control all business operations in accordance with the related government entities' rules and regulations. To assure the disclosure of information to shareholders and related entities as well as perform transparency management to achieve optimal benefits to the company.
3. To ensure that business is operated efficiently and in compliance with all regulatory bodies such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).
4. To ensure that the company has effective internal control systems and an internal audit unit that works closely with the audit committee.
5. The Board of Directors may establish an executive board and a management team or delegate control to other persons to manage the company under the Board of Directors' supervision. The delegation must be accompanied by responsibilities and limitation of the control and must not be delegated to persons in circumstances that would lead to conflicts of interest with the company and its subsidiaries.
6. To have the intention to run the business continuously and conduct themselves with honesty and integrity and to be interested in the business in which they hold the directorship.
7. To be consistently responsive to the shareholders and protect their interests as well as providing to them fair, complete and transparent disclosure.
8. Consider the approval of business plans, annual budgets and sales/acquisitions of the asset exceeding 50 MB, joint ventures in expanding its business and approval of any other loans besides the working capital loans, which are solely authorized by the Executive Board.

Effective date: February 19, 2008.

2. Policy of Anti-bribery and corruption

Tycoons Worldwide Group (Thailand) Public Co., Ltd. (hereinafter referred to as the Company) and its subsidiaries operate the business in compliance with all legal and regulatory requirements to ensure that legitimate business and importance to anti-bribery and corruption. In addition the policy's goal is to operate the company based on the principle of honest, fairness, and transparent management, it's responsible for all interested parties. The behavior of directors, management, and employees are abiding by Business Ethics, Code of Conduct. It's a part of the "Corporate Governance". The Company also stipulates anti-bribery and corruption policy as guidelines of business operating and therefore directors, management and all employees have to follow the implementation. The main contents are as follows:

Definition of bribery and corruption

Bribery & Corruption means one gives or receives gifts, fees, rewards or any other favors to influence governmental officers or any other personnel in the business circle. This behavior triggers dishonest, illegality, and fraud violating principle to gain commercial or financial advantage.

Policy of anti-bribery and corruption

Directors, management, and employees of the Company and its subsidiaries are prohibited to give or receive directly or indirectly bribery and corruption in any manner whether it is accepted, giving or offering the monetary or non-monetary bribe with the relevant government agencies or private entities of the company's business operations or contact. The Company will execute the policy of anti-bribery and corruption strictly.

Responsibilities

1 The board of directors is responsible for setting policy and to support and establish the effective anti-bribery and corruption systems for the management to understand the importance of anti-bribery and corruption, and instilled into the culture of the Company.

2 The board of audit committee is responsible for reviewing the financial and accounting report, internal control systems, internal audit system and risk management system to ensure that is suitable, effective and in accordance with the provisions of the standard.

3 President and management are responsible for setting systems, supporting and promoting the anti-bribery and corruption policy for all the employees and related personnel know. Its responsibilities also include review of the system to meet the change of the business regulations and laws.

4 Chief of internal audit is responsible for execution, examining and reviewing the correction of the job compliance with the anti-bribery and corruption policy. Reporting to the board of audit committee.

Guidelines of practice

1 Directors, management, and employees of the Company and its subsidiaries must strictly comply with the policy of anti-bribery and corruption and code of conduct, as follows;

1.1 No receive and give or offer bribes to any other person to obtain improper benefits with government agencies and private units at work contact.

1.2 No accept gifts, entertainment, funding or other favors from client or vendor which worth more than the standard prescribed. Employees must report to the company when they accept the worth of gifts or entertainment is more than the company stipulation (provisions of the Code of conduct) for customs and rituals necessary.

1.3 The Company has established internal control systems, stipulate the procedures of job execution in order to prevent bribery and corruption, people who has responsibility for approving payment must have clear evidence and be in accordance with company policy.

1.4 Employees should not neglect or ignore the bribery and corruption or the behavior may occur bribery and corruption, must report to the management or report by the trail route of anti-bribery and corruption policy immediately. Employees and the informers who report the bribery and corruption will be protected by the Company.

2 The Company will provide related training courses in anti-bribery and corruption policies to employees, and encourage employees to perform their duties in an honest and responsible behavior.

3 Employees who breach or non-compliance with anti-bribery and corruption policy will be punished by regulations of the company and related laws.

Complaint notification of bribery and corruption

The Board of directors has a clear path of notification bribery and corruption clues or reporting bribery and corruption directly to the company. If the bribery and corruption report are related with management, it will be submitted to the Board of audit committee to review and make the determination.

Clues notice or complaint items

1 Find the bribery and corruption is related with the Company, either directly or indirectly. For example: discovery company personnel giving / accepting bribes to/from governmental officers or private entities personnel.

2 Find a job procedure is not executed in accordance with the company regulations or affect the internal control system of the Company.

3 Find the behavior cause the loss of profits or reputation of the Company.

4 Find illegal, unethical conduct or breach of the code of conduct.

Complaint window of the bribery and corruption, channel of clues notice

Employees or complainant must specify the details of clues or complaint of bribery and corruption, and provide contact names, address and telephone number to internal audit department.

Protection and confidentiality

The Company will protect the rights of the complainant. Person who receives the personal information of complainant, the evidence, and the information provided by the complainant has the custody to keep its confidential. The information are prohibited to reveal unless the disclosure in accordance with the law.

Investigation and punishment procedures

1 After received clues, management and the Board of audit committee take the responsibility to investigate the truth.

2 During the investigation, management and the Board of audit committee may appoint any representatives (internal auditors) to report the progress of investigation results to complaints regularly.

3 After completed the truth of the investigation, the company will inform the complainees if the information or evidence are reasonable and credible. The complainees has the rights to prove its innocence by providing some more evidences and information.

4 If the complainees violates the anti-bribery corruption policy and conduct code of the company, it will be punished in accordance with the policy and regulation of the Company. If the bribery and corruption behavior violate the law at the same time, it may be subject to punishment of laws regulations. The punishment of company discipline will be judged by the Board of audit committee as an end.

When the event of complaints occur, management and the Board of audit committee are responsible for receiving complaints, surveying the information, investigating the truth, joining the examination, making an appropriate punishment, and reporting to the Board of directors.

Dissemination of anti-bribery and corruption policy

In order to all employees of the Company understand the policy of anti-bribery and corruption, the Company will perform the following items:

1 The Company will disclose the anti-bribery and corruption policy through the company website, Annual Registration Statement (56-1), etc.

2 The Company will have the training courses of the anti-bribery and corruption policy for all new employees.

3 The company will review the implementation of anti-bribery and corruption policy every year.

Effective date: November 13, 2014.

3. Policy of corporate social responsibilities (CSR)

Tycoons Worldwide Group (Thailand) Public Co., Ltd. (hereinafter referred to as Tycoons) has been formulated the policy of corporate social responsibility), we comprehend the importance of helping and supporting society, community, and maintaining environment continuously; Tycoons also takes consideration of likely influence to stakeholders, such as stockholders 、 employees, the community where we belongs, customers, suppliers, government, societies and nations; we formulate the direction that allowed employees can participate our corporate social responsibility policy together, there are the following eight points:

1. Equitable Business

Tycoons complies with laws and regulations, and when we are in the process of manufacturing, we producing the products with safe, reliable, well packaged, good performance and in accordance with standards. To our customers, we abides by the contracts, competes fairly, do product advertising honestly and sincerely, takes response action immediately while clients complains happened, and provides products information completely and correctly. To our suppliers, we select suppliers fairly. We must follow contracts' arrangements which already committed trading conditions and fulfilled the contracts to complete the transactions. Moreover, we treat suppliers in an impartial manner and create a mutual beneficial situation aggressively. According to corporate governance, we disclose financial information, business situations and organization structure, and respect for intellectual property rights.

2. Anti-bribery and corruption

We formulate the policy that prohibit company's directors, management levels and staffs conducted or accepted various forms of bribe and corruption, either directly or indirectly, and make sure in accordance with policy to execute and review.

3. Respecting human rights

We respect the rights of employees and other stakeholders, we have no discrimination with races, colors, religions, genders, nationalities, ages, disability or other situations that been considered as human rights. Our company will esteem human rights appropriately and spread around the corporate operation, to eliminate unfair, discrimination, harass and infringe on various rights.

4. Do justice to employees

The most important thing in corporate operation is employees, therefore, we should improving employees' job satisfaction and treat every employees in fair, helping their development and obtaining remuneration and appropriate welfare, providing safe and healthy work environment to our employee. The caring responsibilities should include offer necessary facilities of health and emergency first aid, eliminate enforced labor in any forms, repeal child labor, eliminate the discrimination of hired and profession, provide equal opportunities of employment is the company's main responsibilities and regard as the social responsibilities.

5. Take responsible to consumers

Provide service with high quality, offer safe, useful and applicable products, provide information in correct, on time, and the system of supervision with intact and well-structured, which have characteristics with check and track, it can disclose sufficient information about important issue of company.

6. Environmental protection

For the sustainable development of the company and the survival of mankind, we fulfill our environmental responsibilities in pollution prevention and environment protection, the Company set up the environmental management system with effective implementation, obey environmental law and enforce to practice, reduce pollution for continuative improvement and pollution prevention of environmental by concerning technique, save resources and valuable resources, enforce prevention of all possible accidents and stop the expanding of accident.

7. Participate community or society developing

The Company realize level of education, culture, quality of life, safe and sanitation of community, and considering enterprise's operation will influence environment, we will actively participate government and community's activities, contributing to economic welfare of community and social development, encouraging our employees join community's public service activities.

8. Implement innovation about responsibilities for social 、 environmental and stakeholders, and disseminate innovation

Tycoons will seeking newer, better and timely management and production mode constantly in our operation, improve and implement well corporate governance, create profit to stockholders as feedback, respect the rights of other stakeholders, maintain and improve safety and health of employees, cultivate mutual trust between enterprise and society where we operated in, participation in social care, maintain and improve facilities to saving energy 、 reduce wastewater 、 litter 、 exhaust emissions, reduce pollution, protection of environmental sustainability.

Effective date: November 13, 2014.

4. Dividend Policy

The dividend payment policy of the Company must be taken into consideration first before deciding to pay a dividend, including operation results and financial status, the company's liquidity, business expansion and other factors related to management of the Company, and prepared the profits distribution list by the board of directors in the following order, and only for dividend payment must be agreed upon at shareholders meeting.

If there is any profit after the final accounts of such fiscal year, the company may allocate the profits in the following order, provided that the company shall first apply such profits to pay off its tax payment then compensate for its accumulated losses:

1. Set five percent of the remaining profits as reserve fund.
2. Upon properly reserving reserve fund, set one percent of the remainder of the profits as directors' bonus.
3. Upon properly reserving reserve fund, the employees' bonus shall be set in the range between two to five percent of the remainder of the profits.
4. After items 1 to 3 are properly reserved, at least forty percent of the remainder of the profits plus retained earnings-unappropriated of previous year shall be set as dividends (deducting the distributed interim dividends). The dividends to be distributed in the form of cash shall not be less than fifty percent of the distributable dividends. No distribution shall be allowed if divided per share is less than THB 0.2.

Attachment 6

Report of the Audit Committee



聚亨企業集團(泰國)大眾有限公司



TYCOONS WORLDWIDE GROUP (THAILAND) PUBLIC CO.,LTD.

บริษัท ไทยคูน เวิลด์ไวด์ กรุ๊ป (ประเทศไทย) จำกัด (มหาชน)

รายงานคณะกรรมการตรวจสอบ

คณะกรรมการตรวจสอบได้สอบทานงบการเงินรวมของบริษัทและบริษัทย่อยประจำปี 2564 ร่วมกับผู้สอบบัญชี เพื่อนำเสนอต่อคณะกรรมการบริษัทรับทราบรายงานการตรวจสอบ ประชุมหารือร่วมกับฝ่ายที่เกี่ยวข้องสอบทานการปฏิบัติตามข้อกำหนด และกฎหมายรวมทั้งพิจารณาการเปิดเผยข้อมูลรายการที่เกี่ยวข้องกันให้เป็นไปตามเกณฑ์ตลาดหลักทรัพย์แห่งประเทศไทย

คณะกรรมการตรวจสอบได้พิจารณางบการเงินดังกล่าวมีความเห็นว่า บริษัทมีการจัดทำรายงานทางการเงินเป็นไปตามมาตรฐานบัญชีที่รับรองทั่วไป มีการเปิดเผยข้อมูลเพียงพอ มีระบบการควบคุมภายใน ระบบตรวจสอบภายใน และระบบบริหารความเสี่ยงที่น่าพอใจ ไม่มีข้อที่ต้องปรับปรุงอย่างเป็นสาระสำคัญ

(นายพิพัฒน์ หวังพิชิต)

กรรมการตรวจสอบ

(นายนาวัน ว่องชาญกิจ)

ประธานคณะกรรมการตรวจสอบ

(นายจิรวัดน์ หวาง)

กรรมการตรวจสอบ

REPORT OF THE AUDIT COMMITTEE

The audit committee jointly reviewed the 2021 annual consolidated financial statements with the certified public accountant for presentation to the board of directors for acknowledgement; discussed with relevant parties at meetings; reviewed compliance to the provisions and laws; and deliberated on information disclosure of related items in conformity with provisions of the Securities Exchange of Thailand.

The audit committee reviewed the consolidated financial statements and has an opinion that the company prepared financial statements in accordance with generally accepted accounting standards; adequately disclosed information; maintained regulating and supervisory system; internal audit and risk management system is satisfactory with no significant discrepancies are observed.

(Mr.Phiphat Wangphichit)
Audit Committee

(Mr. Navin Vongchankit)
Audit Committee Chairman

(Mr.Jirawat Huang)
Audit Committee