

CALIFORNIA, U.S.A.

BGT Corporation Public Company Limited

BODY GLOVE

ANNUAL REGISTRATION/ ANNUAL REPORT 2022

(FORM 56-1 ONE REPORT)

**ALL
THINGS
WATER**



BODY GLOVE

Message from the Chairman of the Board of Directors

Dear Shareholders,

2022 was the year in which the global economy begins to recover from the COVID 19 pandemic, since the first outbreak of the disease in 2020. Thus, the global economy remained unstable, along with the war between Russia and Ukraine which affects the price of energy and natural gas, with Russia being one of the three largest producers in the world. Russia has suspended natural gas exports and this has affected oil prices in Thailand, caused the increase of energy prices, inflation was rising rapidly, hence increase of interest rates. The company itself has been affected as well in terms of the higher production costs. The company had put an effort to adjust our strategy by developing product designs to be beautiful, modern, responding to the needs of the customer group and in our management such as inventory management, establishment of promotions to sell products with less movement to generate income, reduce of storage load, management of production control and increase in efficiency of products orders.

After the Covid 19 crisis, the country re-opened, people returned to their normal lives, department stores were able to open for business, hence the increase of sales from offline stores. At the same time, sales from online purchases (E-Commerce) were affected by online sales decline, however, the company still held the best sales ranking in buying products through online shopping platforms such as Shopee, etc.

As of 2022, the company's total income increased by 25.97 percent due to increased sales revenue. Gross profit increased by 42.80 percent, however, the company was still affected by the COVID-19 situation. The management of the company had made great efforts to power through this crisis by implementing various online marketing strategies, increasing awareness of Body Glove products to generate income for the company.

The company truly expected to achieve better operating results in 2023. On behalf of the Board of Directors of BGT Corporation Public Company Limited, I and the management team would like to express gratitude to shareholders, partners, business partners, customers and all stakeholders for continuously supporting and trusting in the potential of our company. The company shall operate with dedication in accordance with the principles of good governance and good corporate governance to drive the company to profit and create maximum benefits for shareholders and stakeholders in a sustainable manner.



Prof. Dr. Nantarika Chansue,

Chairman of the Board of Directors

FINANCIAL HIGHLIGHTS



FINANCIAL STATEMENTS (Unit : Thousand Baht)

2022

2021

2020

Total Revenues	524,304	416,201	419,877
Profit (loss) before income tax expenses	(9,181)	(22,140)	(41,582)
Profit (loss) for the year	(11,573)	(17,368)	(35,805)
Earnings (loss) per share (Baht per share)	(0.03)	(0.05)	(0.10)
Total assets	825,342	1,013,030	1,081,612
Total liabilities	439,565	616,608	667,822
Total shareholders' equity	385,777	396,422	413,790
Book value per share (Baht per share)	1.06	1.09	1.14
Dividend per share (Baht per share)	-	-	-

Remark :

The Company has reclassified in the statement of financial portion as at December 31, 2021, to comply with the current classification which had no impact to the comprehensive income statement for the year and earnings per share.



CORPORATE MANAGEMENT

BOARD OF DIRECTORS

Prof. Dr.Nantarika Chansue

Chairman of the Board

Dr.Nopdol Tumwattana

Director

Mrs.Mullika Tumwattana

Director

Dr.Dolnapa Tumwattana

Director

Pol.Gen.Sereepisuth Temeeyaves

Director, Independent Director,
Chairman of Audit Committee

Prof.Emeritus Dr.Surapone Virulrak

Director, Independent Director,
Audit Committee Member

Mr.Panu Kongtan

Director, Independent Director,
Audit Committee Member

EXECUTIVE OFFICERS

Dr.Nopdol Tumwattana

Chief Executive Officer

Ms.Waristha Thapanasakunvong

Chief Financial Officer
Company Secretary

Mr.Julius Charoensook

Chief Operation Officer

Dr.Dolnapa Tumwattana

Chief Marketing Officer

Ms.Methira Thongsuwan

Accounting Manager

Mr.Chai Ratanamahawongse

Finance Manager

Mr.Songpon Kamsagun

Group Sales Manager

CORPORATE INFORMATION

Share Registrar

Thailand Securities Depository Co.,Ltd.
93 Ratchadaphisek Road, Dindaeng,
Bangkok 10400, Thailand.
Tel : 66 (0) 2009-9999
Fax : 66 (0) 2009-9991

Auditor

Dharmniti Auditing Co., Ltd.
178 Dharmniti Building , 6th-7th Floor,
Soi Permsap (Prachachuen 20)
Prachachuen Road, Bangsue,
Bangkok 10800, Thailand.
Tel : 66 (0) 2596-0500
Fax : 66 (0) 2596-0567

Registered Office

188 Suwinthawong Road
Minburi, Minburi,
Bangkok 10510 Thailand.
Tel : 66 (0) 2540-2888
Fax : 66 (0) 2540-1953

Corporate Website

www.bodyglove.co.th

Board of Directors



Prof. Dr. Nantarika Chansue
Chairman of the Board



Dr. Nopdol Tumwattana
Director and Chief Executive Officer

Board of Directors

Mrs. Mullika Tumwattana
Director



Dr. Dolnapa Tumwattana
Director and Chief Marketing Officer

Board of Directors

**Professor Emeritus
Dr. Surapone Virulrak**
Director, Independent Director
and Audit Committee

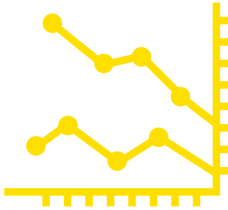


Pol.Gen. Sereepisuth Temeeyaves
Director, Independent Director
and Chairman of Audit Committee

Mr. Panu Kongtan
Director, Independent Director
and Audit Committee



Major Shareholders



Stockholder Name	No. of Shares
Dr. Dolnapa Tumwattana	89,876,750
Dr. Nopdol Tumwattana	47,889,300
Ms. Tiara Tumwattana	32,700,050
Prof.Dr.Nantarika Chansue	28,429,999
Ms. Thanaporn Sitthichaiviset	13,198,900
Mrs. Orapin Phruetthirattanakun	11,625,000
LGT BANK (SINGAPORE) LTD	10,156,500
Ms. Kanungnit Tumwattana	10,000,000
Mr. Sadawut Taechaubol	6,917,000
Mrs. Suwannee Sitthichaivishet	6,367,900
Mr. Somchai Vijitsangrat	6,050,000
Mr. Thanawin Sitthichaivishet	5,262,100
THAI NVDR	4,708,936
Mr. Thanachai Cheachan	3,111,500
Miss Sirincha Sitthichaivishet	3,058,800
Miss Hiroko Saijo	2,856,000
Mr. Liew Kian Huat	2,763,000
Mr. Matthew Drake Walden	2,700,000
Mr. Prasit Wetpunyawong	2,670,000
Mr. Watcharit Jiratianphruet	2,619,500

Milestones of Significant Changes and Development

1987-1988

Dr.Nopdol Tumwattana and Mr. Mark J. Walden, an American business entrepreneur were entering into a joint venture to form Thai Segway International Co., Ltd., which its main objective to distribute ready-to-wear apparels under the trademarks of Walt Disney and Body Glove to the U.S.A based companies. As a result, Dr.Nopdol Tumwattana has gained a closed reputable business relationship with the Body Glove's trademark owner and later found the Body Glove (Thailand) Limited on March 31st, 1988 with registered capital of Baht 10 million, its main objectives is to distribute ready-to-wear apparels and accessories under the Body Glove trademark.

1991, 1994 and 2000,

The Company's capital was increased to finance for the business expansion from Baht 10 million to Baht 20 million, from Baht 20 million to Baht 40 million and from Baht 40 million to Baht 60 million respectively.

2004

There was a change in the shareholding and management structure as follows; Mr. Goh Kok Cheng (Dickson) and Mr. Goh Kok Beng hold 49% of shares in the total equity of BGT. Both have experience in the management of Body Glove (M) Sdn. Bhd. which engages in distribution of apparels under Body Glove trademark in Malaysia. Mr.Goh Kok Cheng (Dickson) is no longer involved in Body Glove (M) Sdn. Bhd. but is actively involved in the Thailand operations which effectively had turned around the Company's operations and performance.



2007

- On May 3rd, 2007 the Company has entered into a 99-Year exclusive operating, License and Sub-License for 6 territories in Asia, with IP Global Investments America (IPG), the holder of the license for Asia Pacific.
- On June 29th, 2007 the Company has increased its share capital to support the Company's business expansion from Baht 60 million to Baht 80 million, and changed the name from "Body Glove (Thailand) Co., Ltd." to "Body Glove (Thailand) Public Company Limited".
- On December 11th, 2007 the Company has registered as a listed company in the Stock Exchange of Thailand/mai
- At the end of 2007, YoY Revenue Growth was 27.83%, Gross Profit Margin was 53.80% and Net Profit Growth was 53.87%

2008

On May 6th, 2008 the Company's name has been changed from "Body Glove (Thailand) Public Company Limited" to "BGT Corporation Public Company Limited"



2009

- Establishment of a new brand called "Peoples Market", the contract has been signed with London based company, Two Agent See International Limited (TAS), in order to implement London Fashion Culture in Thailand.
- At the end of 2009, YoY Revenue Growth was 11.01%, Gross Profit margin was 49.91% and Net Profit Growth was 11.90% which performed a consistent growth for five consecutive years.

2010

- On May 20th, 2010, the Company has registered an increasing of the authorized share capital from Baht 80 million to Baht 160 million.
- June 2010, there were 100 stores in all major shopping malls and department stores throughout Thailand.

2011

- On December 31st, 2011, total stores were 143 stores in all major shopping malls and department stores throughout Thailand.
- In Q4/2011, flood disaster in Thailand affected most of our stores and 13 stores had to close down but Total Revenue was still growth 1%.
- At the end of 2011, YoY Total Revenue Growth was 13% and Net Profit Growth was 14.49%.

2012

- On May 10th, 2012, the Company has reduced its registered share from Baht 160,000,000.00 to Baht 159,786,650.00 and the paid-up registered share capital was Baht 159,786,650.00, remaining from the appropriation to support stock dividend payment.
- On May 11th, 2012, the Company has increased its registered share to support stock dividend payment from Baht 159,786,650.00 to Baht 179,759,982.00 and the paid-up registered share capital was Baht 159,786,650.00.
- On May 15th, 2012, the Company has made an allotment of 39,946,664 new ordinary shares with the par value of Baht 0.50 per share divided into registered share Baht 179,759,982.00 and the paid-up registered share capital Baht 179,756,452.00.
- On October 1st, 2012, headquarters has moved to 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510.
- On December 31st, 2012, total stores were 149 stores in all major shopping malls and department stores throughout Thailand.

2013

On January 3rd, 2013 the company established the new subsidiary called BGT Technology. BGT Corporation Public Company Limited effectively own 59.60% of the equity in the BGT Technology Company Limited. The nature of business is to distribute electronic devices and other related accessories such as mobile case, ipad case and etc. to Hypermarket.

2014

In 2014, total stores were 151 stores in all major shopping malls and department stores throughout Thailand

2015

- On March 27th, 2015, the Company had sold part of its investment in BGT Technology Co., Ltd. Thus, the Company has held paid-up capital of BGT Technology Co., Ltd. at 24.60% and has changed the status from its subsidiary to its associate. In September 2015, BGT Technology Co., Ltd has increased its registered capital more Baht 10 million. Therefore, the Company has increased the investment in its associate at Baht 2.27 million, which resulted in total investment at Baht 4.73 million and total shareholding proportion at 23.65%.
- At the end of 2015, separate financial statements showed that the Company increased its total revenues by 6.38%, gross profit margin by 48.38% and net profit by 208.24%. As of December 31st, 2015, there were totally 148 stores throughout Thailand.

2016

As of December 31st, 2016, the Company's revenue increased by 11.79, gross profit rose at 49.42% and net profit was higher to 194.46%. There were 37 stores in Bangkok and 129 stores in upcountry, which were totally 166 stores throughout Thailand.

2017

On December 31st 2017, separate financial statements showed that the Company has total revenues at Baht 849 million, gross profit margin by 47.37% and net profit by 3.62%. There were totally 168 stores throughout Thailand.

2018

In addition to retail and online distribution channels through BGT4U.COM. The Company has also expanded distribution to e-commerce by joining online platform such as Lazada , Shopee and JD Central, so as to reach consumers and also to expand customer base. As of December 2018 the Company has 149 stores, total revenue of Baht 716 million.

2019

The company has opened up a new direction in order to internationalize products and become the top lifestyle brand. In addition, the company has also conducted many projects such as a website makeover, an online application to meet current customers' buying behavior and upgrading the POS system in every store as well as improving the operating system of the headquarters to be more efficient.

2020

Due to the situation of Coronavirus Disease (COVID-19) pandemic since the end of March 2020, the company has been directly affected. The government announced the closure of shopping centers; as a result, many kinds of stores have been temporarily closed to prevent the spread of the disease which the Body Glove stores also have been affected. The top management has changed the management approach by reducing Company's expenses such as rental and store service fees, etc. In December 2020, there were 131 stores in total which 30 stores were in Bangkok and 101 stores were in other provinces with a total income of 419.88 million baht.

2021

The company has changed the number of directors from 10 to 7, with the directors retiring according to the resolutions of the 2021 Annual General Meeting of Shareholders on 29 April 2021 as follows: 1. Mr. Goh Kok Cheng Director, Director who is due to retire by rotation and does not wish to return to the position; and 2. Mr. Goh Kok Beng, director, issued in accordance with the removal resolution of the Annual General Meeting of Shareholders as of December 2021 and on April 30, 2021, Mr. Ooi Jin Tan, resigned from the position of director, audit committee and independent director as of December 31, 2021, with a total of 131 stores, total revenue 352.75 million bath.

2022

In 2022, the company has grown in total revenue by 25.97%. Gross profit margin increased by 42.80%. As of December 31, 2022, the company has 135 stores nationwide. There are 32 stores in Bangkok and 103 stores in other provinces.



For years, the Company has constantly developed products align with customers' and consumers' needs and expanded its distribution channels in front-end stores and E-commerce such as Lazada, Shopee, JD Central etc. in order to access more consumers and enlarge its customer base via www.bodyglove.co.th

The Company has added the new category for customers' and consumers' direct access to sportswear. This includes fitness or workout wear for men and ladies and related accessories. By the rights of Body Glove trademark, the Company has been able to expand its retail operation in 6 Asian countries: Thailand, Vietnam, Myanmar, Laos, Cambodia and Philippines.

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Part 1

Business Operation and Performance

Policy and Business Overview



1.1 Overview of the Company's Business

By selling through their own stores and top department stores all over the nation, **BGT Corporation Public company Limited** runs a retail operation for the distribution of ready-made clothing products and related products under the trademark “**BODY GLOVE**” featuring images of artificial hands. The company’s goal in 2022 will remain on creating more varied products, expanding the category of new products, and consistently boosting sales through e-commerce and the marketplace. Also, the flagship prototype shop was converted into a new format in 2022, and many other stores were redesigned to update and accommodate today’s consumers’ lifestyles. The new store will be a memorable symbol of the brand and will also highlight the brand’s California lifestyle.

By December 31, 2022, the company will have distributed its goods through all 70 of its flagship BODY GLOVE locations, which are situated in important business districts. All 65 department shops have distribution through counters. The company also concentrated on growing sales through Market Place channels including Lazada, Shopee, JD Central, This Shop, and the brand’s own Facebook, Instagram, and Line Social channels, with live broadcasts to drive sales and encourage online purchases, during the course of the previous year. Also, each store has its own Line OA channel, which makes it easier to serve consumers, keep them informed, and boost sales amid the Covid-19 crisis. Over the past year, there are more channels to promote through the Tik Tok channel and create a Tik Tok Shop as another online sales channel. The location of the head office remains



at 188 Suwinthawong Road, Minburi Subdistrict, Minburi District, Bangkok. This is a strategic area for distributing products to various stores throughout Thailand.

Vision, Mission, Goal, and Strategy

In order to set a unified direction and goals, the company has built business goals in line with the vision and mission as follows:

Vision :

To be retail leader and a trendsetter in unique products in the form of Original California Lifestyle under the BODY GLOVE brand from the United States. To continue and develop the aspirations of founders Bob and Bill Meistrell, legendary figures in the world's water sports industry. To make BODY GLOVE becomes widely known and ready to expand to other countries in the ASEAN region both offline and online.

Mission :

1. Operate a retail business both offline and online, as well as produce and distribute BODY GLOVE products, in order to develop a brand identity that is distinctive and in line with the requirements of the target market under the concept of products in the Original California Lifestyle style, thereby catering to the lifestyles of all different types of customers. Students, professionals, families, fans of water sports or outdoor activities, and collectors of street fashion are all included in this.

2. Create high-quality products to enhance the brand's perception, and decide on product prices that are appropriate for the target customer.

3. Create satisfaction for customers by delivering and meeting the needs of customers and build sustainable relationships with customers.

4. Focus on adding value to provide Omni-Channel creation service or multi-channel communication service for customer's convenience through both offline and online channels and to create delivery service available upon request for desired product which cannot be found from the store that the customer went to with delivery service to customers via postal service. Besides, it is important to train service personnel to appreciate product and service information. In addition, the development of the system which brings convenience to merchants such as payment via QR code system, e-wallet systems such as True Money Wallet and Line Pay to create convenience



in using the service throughout all channels is highly necessary. Customers can contact via online channels to inquire or place an order as well.

5. To consider the contribution to society and the environment, such as eliminating the use of plastic bags or switching to paper bags that can be reused.

6. Determine to control the management in the organization by creating a new corporate culture, creating a strong working relationship among employees to have the determination to develop the organization from the inside out and in order to obtain the maximum benefit to the shareholders.

Business goals :

The company focuses on development and adjustment of clothing and related products under the BODY GLOVE trademark to be modern and various, such as sports clothing or street surf style which can be worn in daily life or worn when playing, or a basic clothing which can be worn every day, both on vacation and to work. The design has evolved to keep up with trends and times. There is also the use of colors to match new tastes and meet the needs of customers under the design concept of Original California Lifestyle by applying the lifestyle trends of consumers in California to adapt to consumers in Asia. There are distribution channels through shops and distribution channels on the website. www.bodyglove.co.th. Body Glove Thailand Facebook Fan Page, [Instagram@bodygloveth](https://www.instagram.com/bodygloveth) and Line OA of each branch, which can answer questions and help customers with the order 24 hours a day. It is also distributed through other Market Places such as Lazada, Shopee and JD Central, etc.

Business Strategy

1. Product Strategy

The company focuses on creating and developing new products that are modern including tight clothes products, colors that meet trends, a clear plan of action steps and strategies to improve the brand image. The brand also develops product quality and properties of fabrics and materials used in various productions including sewing control, as well as product quality inspection that needs to meet standards.





2. Marketing and Public Relations Strategies

It emphasizes on creating brand awareness especially to reinforce the brand with the existing customer base by having a membership system, giving special privileges to member customers so that they are willing come back to use the service continuously, providing Gift Vouchers Special privileges for the month of birth and public relations on promotions through various media, building relationships with the company's partners together with department stores in renting out spaces to sell products and participating in promotions with the government and private sectors, as well as other social activities, etc.

At present, online society is becoming an important factor in the lifestyle of the new generation so it would be undeniable that online media has become very influential in every moment. Online media is a medium that is easily accessible to consumers, which can effectively make products stand out in the online world, including building a new customer base. During the past year, the company's marketing focuses mainly on advertising through online ads channels such as Google Ads, CPAS, Facebook Ads, Instagram Ads, and Tik Tok, as well as other social media and influencers. There has also been a modification of strategy through media to keep up to date with events and trends in society and also have blogs to inform various promotions through the website www.bodyglove.co.th. All this online marketing is done to make customers keep updated on news, promotions, product launches of the season, most of which focusing on promotions that can attract the attention and needs of customers.

Online Marketing on Social Media Platforms

 **Facebook** In order to start making content on Facebook, we studied or understood the Company's target audience regarding their interests in order to know what we are going to write and create content that will benefit the reader or what kind of content can attract our customers so that we focus on informing new product and various promotions. Once we've got the answers, we'll be able to write content that's relevant and valuable to interested parties. In addition to creating content, the company has used Facebook Ads to accelerate performance by promoting the post to increase the engagement posted on the company's fan page.

 **Facebook Ad** is an important tool to shoot ads since Facebook Ads will help customers see more content. The company has used Facebook Ads to accelerate performance by promoting the post to increase engagement with the post. This tool allows us to create, customize, manage and analyze the results of Facebook Ads shooting.



Instagram will focus on the content of the picture and at the same time pays attention to the captions under the pictures by writing a description with a few words which is the highlight of Instagram. It can reach people who have a passion for photography as well. In addition to creating content with images, the company has also started making reels, which are short entertaining videos on Instagram that can showcase their creativity and make brands become more interesting.



TikTok is a social media site where users can make and share entertaining short films using a variety of features. TikTok can be seen as the origin of trends that spread and eventually become established. The organization has taken the initiative to find ways to engage this target demographic by developing campaigns, inspiring challenges, or Challenge Campaigns that cater to user needs. Once the majority of users are engaged with the video challenge, it will soon go viral and gain a lot more people, creating a mass. These factors are expanding brand awareness and opening up involvement. Also, a Tik Tok Store was launched to expand sales channels.



Twitter is considered the most popular platform as there is a growing number of users. It will help to reach the target customers quickly while allowing more people know the product which is a good thing to market through.

Tweet messages or hashtags by setting the words to meet the customer's mind. This is one of the key components of Twitter marketing. It will help to attract target customers through search, words, or phrases and meet the needs of users by making tweets appear more relevant to the target audience.



Line OA is a Line account for businesses. You can send messages, chats, photos, videos, and talk to followers like a normal Line account. The company has created Line OA for each branch so that customers can choose to buy products and services from the shop by sending a message and asking for the desired product or asking for various promotions at that time. There are also special features such as forums, news, services, products or promotions to all followers at once. This allows customers to follow and add friends with the company's Line to be informed of new product launches and various promotions. Thus, it is another channel that can easily close the sale.



Google Ads is an online advertising solution that the company uses to create promotions. Google Ads can also help advertisers choose specific targets for their ads, such as driving more calls or website traffic. Google Ads account will set budgets and targeting, thus transforming Google into a large online marketplace. There is also an opportunity for business owners to sell more products or services through Google Ads.



CPAS which stands for Collaborative Performance Advertising Solution, is another form of advertising through social media platforms. It can be set to focus on target audiences with product interest or those who are more likely to buy the product to help target audiences see our brand and generate more sales opportunities. Another advantage is that when the customer clicks to view the product on the advertisement that the company promoted via CPAS, the system will instantly link customers to shop pages on Shopee or Lazada, which will help close sales more quickly.

Third party platforms include promotion via social media of the page such as Sale Here, Punpro, Shop shop, and others to help spread news about new products and various promotions to reach as many customer groups as possible to increase sales.

Customer access with the BODY GLOVE content creation strategy

Content creation is at the heart of the company since it can communicate to the target groups. Content creation can be done in many forms and types, but no matter which formats they are, they have the same objective, which is to communicate to the target audience so that they understand the essence or the key message of the company. Good content is not simply a matter of communication, but it should be able to draw attention from the target audience so that they feel interested or want to buy the product as well. There are 4 essences of content creations as follows.

- **Awareness**

Awareness is like the heart of the company's marketing which is used to build brand awareness through communication to the target group and through the process of creating a good image, as well as emphasizing the strengths of the brand credibility to be widely known.

- **Engagement**

Engagement is to create an experience for customers to engage with the company's page through various media content to let customers know. While the company is always ready to listen and modify the content to bring this information to optimize the work process all the time.





- **Educate**

Educate is content in the form that provides information or knowledge to the company's customers by emphasizing on providing information that allows customers to understand how our products can meet their needs. This will also allow customers to know how our products are different from past collections and how old things have changed, while creating value for the product and the brand at the same time.

- **Entertainment**

Entertainment is that entertaining content can create more engagement on the page because the company participated in the current trend that occurred at that time in order to make it fun and up to date, such as the couple in a red car trend that has received overwhelming engagement from customers. Thus is the way of disseminating the content to become wider and more well-known.

3. Distribution Channel Strategy

The company has distribution channels in shopping centers, department stores and modern trade all over the country to support the needs of customers while also modernizing the store format. At the end of 2022, the Company had 32 stores in Bangkok and vicinity and 103 stores in other provinces. The company also built an Omni-Channel and expanded its customer base by reaching customers online in which customers can now order products at www.bodyglove.co.th and follow various promotions via Facebook, Instagram, Twitter and Tik Tok, etc., which have been well received by customers. There are also temporary booths in the promotion area of various department stores at least 2-4 sales points per month to organize promotional items for sale.

4. Strategies for Creating Effective Management

The company's management focuses on systematic and efficient management in all parties. We also focus on selecting and controlling quality of the products, operating at every step, having a marketing plan and sales by doing promotions to attract customers. We also have performance checking known as monitoring through information and also make sure that performance is effective by training sales staff and doing workshops to improve their working potential as well.



Significant changes and developments in the past 3 years

2020



Due to the situation of the coronavirus (Covid-19) epidemic since the end of March 2020, the company has been directly affected. The government announced the closure of shopping centers, causing shops to temporarily close to prevent the spread of the epidemic thus the BODY GLOVE shop was heavily affected. However, the management has given priority to change the product strategy as a top priority by adding modern products that meet the trends and needs of customers with reasonable prices, creating a good and modern image and renovating the store. Also, we updated various entertainment media to become more up to date, added a variety of promotions which differ in each sales channel and developed management methods by reducing expenses such as negotiating for assistance to reduce rent and store fees. Besides, we also reduced excess costs, managed expenses more concisely, increased sales channels primarily through online channels, created an Omni-Channel in line with changing consumer behavior and starting to use online services more during the Covid-19 situation, etc. As of December 2020, there were a total of 131 stores. Branches are divided into 30 stores in Bangkok and vicinity and 101 shops in other provinces, with total revenue of 419.88 million baht.



2021



Throughout the period during the Covid-19 crisis, the company has accelerated the development of new products in accordance with the needs of customers by making products modern, easy to mix & match, easy to reach many customer groups. Product development is to expand and to adjust the appearance and size to better fit the shape of the consumer. It also focuses on increasing sales through various distribution channels both in the storefront and various E-Commerce Marketplace channels, such as Lazada, Shopee, JD Central, also continuing to sell through the branch's Line OA channel to provide services that can reach customers during the period, to reach consumers and to expand customer groups through sales channels on the website.





2022



The company places a strong emphasis on ongoing product development by introducing fresh items that meet consumers' expectations, whether it be by introducing new product lines like pocket t-shirts, t-shirts with breast pockets, striped t-shirts, graphic t-shirts, new joggers, or more textiles. For instance, include twill pants and a product design that adheres to current fashion trends. The company also has a philosophy of closely collaborating with partners in business, analyzing various data with department stores utilizing data, including in-depth sales analysis, and developing unique promotions for particular branches. This makes it possible to set guidelines for developing work with partners such as leading department stores. Therefore the company is able to increase sales in a leap year in the past year. The business focuses on developing material for the online component to enhance the brand's appeal. It serves as a platform for spreading news and advertisements. Throughout the year, the company focuses on steadily growing internet sales. BODY GLOVE has consistently been among the top 5 fashion companies in terms of campaign day sales on marketplace channels like Shopee throughout the previous year. The expansion of offline sales is not ignored by the corporation. The organization has established defined objectives for employees to achieve in order to improve incentives for producing sales and places priority on employee product knowledge growth as well as people development for providing excellent customer service.



Use the revenue from funding is in accordance with purposes or not.

No

The obligation that the company commit in list of securities offering and/or conditions for permission of the office (if any) and conditions for securities receiving of Securities Exchange (if any)

No

Company Profile and Other Key Information

Company Profile

Name : BGT Corporation Public Company Limited

Type of Business : The main business lines in readymade clothing and accessories for retail industry, i.e., backpacks, shoulder bag, traveling bag, wallet, pencil case, cap, socks, etc., under the trademark of “BODY GLOVE” and distinctively recognized “Hand Device” black on yellow background.

Head Office Address : No. 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510.

Registration No. : 0107550000106

Homepage : www.bodyglove.co.th

Telephone : 66 (0) 2540-2888

Fax : 66 (0) 2540-1953

Capital as of December 31st, 2022

Authorized Capital : Baht 256,659,032.00
(Share Capital 513,318,064 shares, par value Baht 0.50)

Paid up Capital : Baht 181,759,952.00
(Share Capital 363,519,904 shares, par value Baht 0.50)



References

(a) Registrar

Thailand Securities Depository Company Limited
93 Ratchadapisek Road, Dindaeng, Bangkok 10400
Telephone: 66(0) 2009-9999 Fax: 662 (0) 2009-9991

(b) Auditors

- | | | | | |
|-------------------|------------------|-----------------------------|-------|----|
| 1. Ms.Chutinant | Koprasertthaworn | Certified Public Accountant | 9201 | or |
| 2. Ms.Chotima | Kitsirakorn | Certified Public Accountant | 7318 | or |
| 3. Ms.Nitinee | Kittikunapong | Certified Public Accountant | 8843 | or |
| 4. Ms.Roongnapha | Saengchan | Certified Public Accountant | 10142 | or |
| 5. Ms.Thanyaphorn | Tangthanopajai | Certified Public Accountant | 9169 | or |

Another auditor who is approved by the Securities and Exchange Commission who would be assigned by Dharmniti Auditing Co., Ltd.

Dharmniti Auditing Co., Ltd.

178 Dharmniti Building, 6th - 7th Floor, Soi Permsap (Prachachuen 20)
Prachachuen Road, Bangsue, Bangkok 10800
Telephone: 02-596-0500 Fax: 02-596-2567
Email : center@daa.co.th <http://www.daa.co.th>

Remark :

Investors are able to learn more information from the Company's annual registration statement (Form 56-1 One Report) at www.sec.or.th or the Company's website: www.bodyglove.co.th





1.2 Overview of Nature of the Business

1.2.1 Revenue Structure

Revenue structure of the Company is classified by product lines during 2020 - 2022 :

Items	Financial Statements					
	2020		2021		2022	
	MB	%	MB	%	MB	%
1. Sales revenue						
1.1 Apparel sales	399.68	95.19	369.67	88.82	497.56	94.90
1.2 Related products sales	16.78	4.00	11.80	2.84	17.22	3.28
Total sales revenue	416.46	99.19	381.47	91.66	514.78	98.18
2. Gain on exchange rate	0.00	0.00	0.45	0.11	0.00	0.00
3. Gain from change of Lease agreement	1.79	0.42	2.98	0.71	6.22	1.19
4. Other incomes	1.63	0.39	31.30	7.52	3.30	0.63
Total revenues	419.88	100.00	416.20	100.00	524.30	100.00

Additional Explanation :

- All sales revenue from the Company is from domestic sales.
- Related products included backpacks, shoulder bags, traveling bags, wallets, pencil case, caps, socks, men's underwear, sandals and mask.





Revenue structure of the Company is classified by regions during 2020 - 2022 :

Items	Operated by	Financial Statements					
		2020		2021		2022	
		MB	%	MB	%	MB	%
1. Sales revenue							
1.1 Sales revenue from Bangkok and vicinity areas	Company	103.61	24.88	92.54	24.26	171.09	33.24
1.2 Sales revenue from provincial areas	Company	312.85	75.12	288.93	75.74	343.69	66.76
Total sales revenue		416.46	100.00	381.47	100.00	514.78	100.00

Additional Explanation :

- Sales revenue from Bangkok and vicinity areas during 2022 is earned from 20 shops and 12 department store counters.
- Sales revenue from provincial areas during 2022 is earned from 50 shops and 53 department store counters.

1.2.2 Product Information

(1) Product Characteristics of BODY GLOVE

The Company's products are divided into 3 categories as follows :

1. Ready-to-wear Apparels under BODY GLOVE Trademark

The Company is a distributor of ready-to-wear apparels designed for men and women aged 15 years and over. The product varieties are in the wide range of choices, sizes, captivating designs and colors. The products are featured with high absorbent, soft and durable fabric to make it comfortable to wear and easy to maintain. The long lasting product colors are beautiful and not easy to fade.



The ready-to-wear apparels are classified into 6 types as follows :

- Seasonal Collection

The two main seasons in the fashion industry are Spring/Summer and Fall/Winter, and each collection will be focused on designing to be distinctive in each season and following the global fashion trend to look modern all the time, whether choosing a color, variety of product shapes, and meeting the needs of customers who like lifestyle fashion, with clothing trends varying seasonally. BODY GLOVE clothing is suited for people of all genders and ages and may be worn every day like T-shirts, hoodies, tracksuits, or shorts that are created to fulfill the needs of consumers who prefer fashion trends, despite having a variety of fabric options.



- Basic Tees

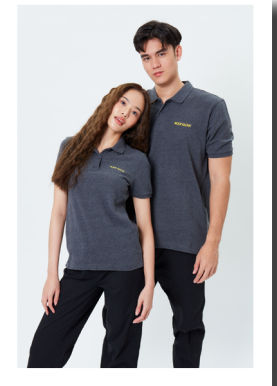
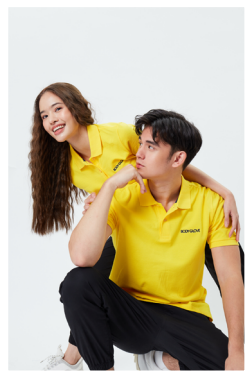
Every period regards a plain-colored t-shirt as the most basic kind of clothing. It can be mixed and matched to simply dress for any occasion and can be dressed out in many different looks, whether it is a casual look, a formal look, or a minimal appearance. As a result, it will not go out of style no matter how you wear it. It may be chosen and put on for a casual day. You are free to stay in. You can get a t-shirt and pair it with nearly any type of slacks or skirt if you have to go out. It is a product that can be worn by both men and women and appeals to all intended audiences. There are numerous colors and an accessible pricing to choose from.





- Classic Polo

A classic polo shirt can be applied to a variety of looks including casual, street, work or sports. A single sport polo shirt that can go with every look is another item that is not difficult to create in modern fashion. The polo shirt of BODY GLOVE is also unique, especially in terms of polo colors that are available in a variety of colors. Classic Polo now comes with a new improvement in size fitting and a new design that will change the polo shirt experience since the size is now adjusted to suit the shape of Thai people to make them look better when wearing it.



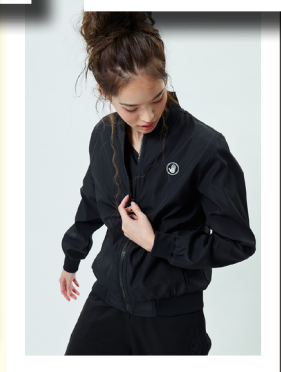
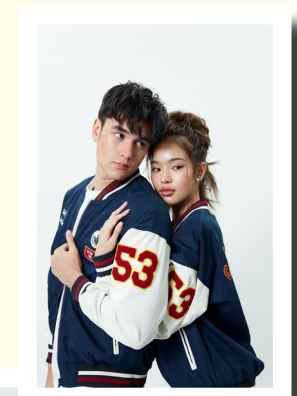
- Sport Casual Collection

It is a sports clothing that can be worn casually while it is also comfortable to wear, emphasizing on simplicity and high mobility. BODY GLOVE has developed new shirt designs all the time and has modified in various forms to be more modern because clothing trends can change all the time whether it's a woman or a man. The clothes are fashionable, cool and allow easy movement. It can be worn in every situation and occasion, or can be worn when playing sports, going to the gym, working, or going out on weekends.



- Basic Collection

The fundamental set of clothing includes items that can be worn on several occasions. The idea of wearing comfortable clothing for every activity fosters confidence and enhances individuality. With a design that combines simplicity with style while maintaining a comfortable feel, it can be worn by people of all genders and is perfect for wearing while working at home, relaxing or exercising, sleeping, playing, watching movies, or listening to music. Wearing it outside or at home will make you appear attractive. There are many different goods available, including jogger pants, hoodies, and t-shirts. A large variety of fabrics are also available to satisfy the needs of a wider range of customers.



- Graphic Tees

Today's fashion is more flexible and ever-changing. It has been updated to reflect the times. Graphic t-shirts, a hot product that is too flamboyant, are another thing that is always in demand. The BODY GLOVE logo, which is already recognizable, is used by The Graphic Tees to create patterns that are unique while evoking the spirit of the brand. Shirts add to the fun of dressing up by allowing for a variety of looks, including casual, street style, and formal ones. Outstanding features make this one of the product categories with the highest sales.

Emphasizes on comfortable wear and has a beautiful design, consisting of men's sandals, women's sandals, air energy with flexible technology, spring support, lightweight cushioning, which is ready to support every step. It also stands out in terms of design and a variety of colors. Besides, it can be matched with every outfit, every lifestyle, every activity, whether heavy or light which meet the new generation's lifestyle.



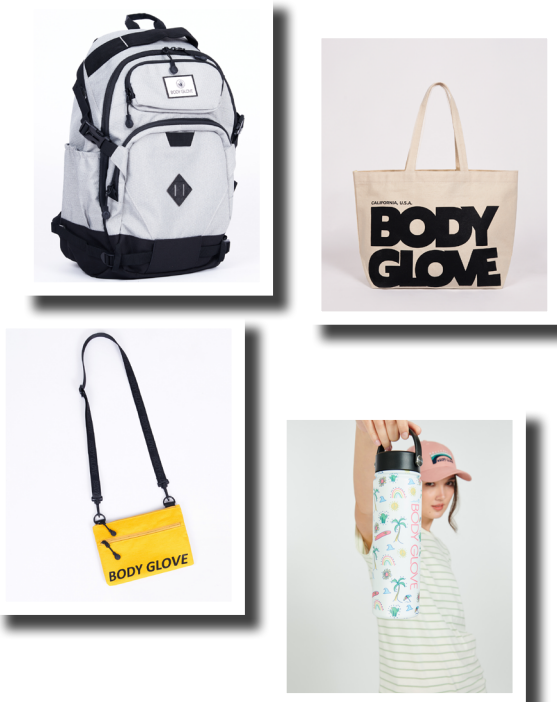


2. Accessories under BODY GLOVE Trademark

The products in this category have become a valuable component in the product mix. They are offered in wide ranges of selection with different types and designs, The target customers are teenagers and working people. Accessories under BODY GLOVE Trademark are classified into 2 types as follows:

- **Accessories**

It enhances your look with a variety of apparel items from BODY GLOVE, including hats and bags which come in simple designs and classic colors that can be worn every day no matter what look you want. It can be combined with clothing and is also no less important than clothing. It includes a wallet, cross body, backpack, hip pack, tote bag, cap, and bucket hat. These are considered one of the most important accessories because very few people in their daily lives travel without carrying something with them as here must be at least some necessary items that are usually carried in everyday life. So this will help highlight your style of dressing for a sharper look and a more complete look.



- **BODY GLOVE Footwear**

Sandals from BODY GLOVE consist of a sole that is attached to the wearer's feet with straps or bands on the instep or ankle, or by clamping the toe. It is used for casual wear and is produced under the concept that



3. BG PRO (Professional Water Sport Gears)

The products in this category is another component of the product mix in which it can help create a committed brand image for BODY GLOVE as a professional water sport brand of the California lifestyle. The product consists of wetsuits, rash guards, snorkeling gears, PFD's (vest and life jackets), body boards, and soft surfboards. This product category has focused on group of customers who like water sports, such as divers, surfers, recreational sport lovers, and kids.



(2) Market Conditions and Competitiveness

Industry Outlook

Thai Garment Industry Association had experienced a rapid growth rate that spread over the ready-to-wear apparel industry for men, women and children. There is high competition in Thai domestic market of ready-to-wear apparels especially among local ready-to-wear entrepreneurs under license trademarks and the importers of ready-to-wear apparels under international license trademark and the importers of low-cost ready-to-wear from China, where the cost is cheaper than domestic. However, there is no collective data from any trustworthy source that verify the total market value of ready-to-wear apparels in the country.

Over the past several years, the market sector of ready-to-wear apparels in the country was steadily growing. This is because those brands have implemented a full marketing strategy to create brand awareness and value together with increasing number of distribution channels, flagship stores and counters in the department stores. Besides, the apparel industry is likely to expand at close proximity as to the rate of economic growth expansion.

However, the industry will highly remain at a competitive level for local entrepreneurs and ready-to-wear importers. Therefore, entrepreneurs shall place a strong emphasis on developing quality and up-to-date designs to match customer's preferences, as well as building brand awareness. The implementation of these strategies will create attractiveness and confidence in brand product among consumers as well.





Market Conditions and Competition Policy

1) Competitive Strategy

- **Product Quality**

The Company's products have unique California lifestyle identity, thus the Company places a high emphasis on product design to match customer's everyday lifestyle and requirement. The Company values in the importance of product quality and uses only the high quality fabrics to ensure high absorbency rate, softness, durability, comfortableness to wear, ease in cleaning.

- **Flagship Stores Environments**

The importance of Flagship Store environments was given to the Visual Merchandise Display ("VM Display"), which is consisted of products displays according to the theme in each season, POP signage displays, the installation of unique furniture piece in each of the flagship stores. Flagship stores are regularly decorated to enhance brand recognition among target customers, be giving the emphasis on modernity and unique identity of BODY GLOVE.

Store types can be divided by size ranging from small, medium and big stores representing by different color tones.

VM Display is considered an effective way of product presentation due to

- (1) The format is clean, simple and clear that is easy to remember and select the merchandise;
- (2) The display of merchandise has clear dimension and easy to highlight the prominent product by using the light and color coordination;
- (3) Able to present new collections continuously and
- (4) Able to display the product by Product Theme or Store Theme to emphasize the sales volume and brand image.

- **Service Area**

The Company emphasizes on the value added service by serving the customers with highly trained staff to assure the customer excellent service. The staff will be able to respond to the requirement of the customer's preference and can give useful advice about the products. The staff will be trained to invite the customers to try on the clothing and take care of the customers as deem appropriate in order to increase the customer satisfaction.



Moreover, the Company installed IP web camera at our stores and connected to the head office as to control and monitor service quality provided by our staff at stores on a real-time basis.

- **Pricing Policy**

The pricing policy for the Company's products is based on cost, type of products, model and gross profit margin as preliminary set wherein each store. The Company applied One Price Policy to every stores, however, store promotion can be varied at each period of time to achieve the requirement of each target group of customers at each location. With this, the Company had launched a super value program by offering a "Combo" set or selling in pairs that customers themselves can choose to match the products easy to mix and match with other products. The program is a super value as the products are sold in pairs but can be sold separately as well, for example, Polo shirt, T-shirt, Mini Polo shirt, etc. The price range for this product category is from Baht 590 - 890, and the target customers are school and college students and young working professionals.

When compared the selling price of the Company to local brand distributors, it can be concluded that our company status is at the competitive edge. Especially the price of "Combo" set products is closed to that of none brand, while the BODY GLOVE trademark is more universally accepted.

- **Market Support and Public Relations**

The Company has continued its market support through various advertising campaigns via mass media such as radio, on-line magazines, various media, through event marketing and social network as Facebook, Instagram, LINE@ in order to build brand awareness under BODY GLOVE Trademark. Additionally, the Company had introduced its product through the company's website www.bodyglove.co.th and various sources of marketing platforms to promote new products and news update to the customers. The Company also organized special activities, such as, launching seasonal products and special holiday promotion, specific location promotion to attract the customer's interest and granting privilege for customers to redeem products as specified.

Offering Gift Voucher during holiday season, publicizing various promotions via different media, building strong relationship with our business alliances, i.e., joining with department stores in renting the area for product distribution and joined with the government and private entrepreneur for promotion and social contribution activities, etc.



2) Nature of Customers and Target Groups of Customer

The Company separates its target customers into 2 major groups as follows:

- (1) School and college students, men and women, ages 15-25 years
- (2) Young working professionals and adults, men and women, ages 25 years and over.

The Company placed high emphasis on the continuity of product development to be in line with the requirement of these two groups of target customers.

During the previous 3 years, the Company had not sold to any one particular customer in excess of 30% of total sales revenues due to the nature of retails business operated by the Company.

3) Sales and Distribution Channels

The Company has distributed proportion through channel by flagship stores and counters in department stores.

(3.1) Distributes channel through flagship stores, counters and online channel in department store

Distribution channel	2020	2021	2022
Through Flagship Stores	65%	53%	50%
Through Counters in Department Stores	27%	31%	36%
Through online channel	8%	16%	14%
Total	100%	100%	100%

(3.2) Distributes to local of service area

Service Area	2020	2021	2022
Bangkok and vicinity areas	25%	24%	33%
Rural province	75%	76%	67%
Total	100%	100%	100%



4) The assets that use for the business

The main quality of the main fixed assets that use for the business.

On 31 December 2022 the main fixed assets of the company that use for the business. (Presented as financial statements) including

(A) Property, Plant and Equipment

Type of asset(s)	Ownership	NAV (Baht : Million)	Obligation
1. Land	The Company	46.87	Mortgaged to secure credit facilities
2. Building and building improvement	The Company	53.67	Mortgaged to secure credit facilities
3. Furniture, fixture and Office equipment	The Company	19.27	-
4. Vehicles	Financial lease	6.64	Finance lease agreement
Total		126.45	

(B) Right of Use Assets

Type of asset(s)	Ownership	NAV (Baht : Million)	Obligation
1. Building and building improvements (affected on January 1, 2020)	Rent and service agreement	337.71	-
2. Leasehold rights (1 shop)	Leasehold	2.55	-
3. Vehicles	Financial lease	2.69	-
Total		342.95	-



(C) Intangible Assets

Type of asset(s)	Ownership	NAV (Baht : Million)	Obligation
1. Trademark	Permission of the license and sub-license in using the trademark "BODY GLOVE"	2.80	See contract details page 44 - 45
2. Computer software	The Company	3.18	-
Total		5.98	-

The company gets the right to use trademark from IP Global Investments America, INC. ("IPG") for 99 years, the first trademark amount 17,363,700.00 Baht.

On February 2019 putted guarantee deposit to the same party here above to provide additional agreement of expanse the business to new market amount 500,000 USD (15.70 million Baht) that recorded in trademark account under intangible asset.

On February 2020, the company cancelled agreement of expanse the business to new market and received guarantee deposit amount 500,000 USD (15.70 million Baht).

On 31 December 2022 trademark - net amount 2,805,322.41 Baht.

(Consider the detail of agreement page 44 - 45 summary the main point of Operating, License and Sub-License Rights Agreement for Body Glove)

(D) Non-Current Assets

Category / Quality of securities	Category proprietary right	Book Value-Net (Million Baht)	Obligation
1. Rental deposits	Owner	6.26	-
2. Deferred tax assets	-	26.26	-
Total		32.52	-



Investment policy in subsidiary and associate

No

The summary for main point of lease agreement

The lease agreement of shop area

On 31 December 2022, The company has the lease agreement of shop area amount 69 places (Do not include BODY GLOVE Factory Outlet that is the company's area and counter in department store 65 places with do not limit lease agreement providing) as follows:

(A) Short term shop lease agreement (not more than 5 years) Total 68 places

Place	Lessor / Service provider
	Store lease agreement (Short term)
1. CENTRAL PLAZA CHIANGMAI AIRPORT (76 sqm.)	CPN Retail Growth Leasehold REIT
2. CENTRAL PLAZA RATTANATHIBETH (118.13 sqm.)	CENTRAL PATTANA RATANATHIBETH CO., LTD.
3. CENTRAL PLAZA RAMA 2 (189.66 sqm.)	CPN Retail Growth Leasehold REIT
4. CENTRAL MARINA (90.47 sqm.)	CPN Retail Growth Leasehold REIT
5. CENTRAL PLAZA UDONTHANI (75.53 sqm.)	CENTRAL WORLD CO., LTD.
6. TESCO LOTUS PHUKET (60.22 sqm.)	Tesco Lotus Retail Growth Freehold and Leasehold Property Fund
7. TESCO LOTUS RAMA4 (70 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
8. TESCO LOTUS SRINAKARIN (77 sqm.)	LOTUS'S RETAIL GROWTH FREEHOLD AND LEASEHOLD PROPERTY FUND



Place	Lessor / Service provider
	Store lease agreement (Short term)
9. TESCO LOTUS PHETCHABOON (60 sqm.)	LOTUS'S RETAIL GROWTH FREEHOLD AND LEASEHOLD PROPERTY FUND
10. AYUTTHAYA CITY PARK (88 sqm.)	KLONG SUAN PLU CO., LTD.
11. HUAHIN MARKET VILLAGE (146 sqm.)	HOME PRODUCT CENTER PUBLIC CO., LTD.
12. BIG C UBONRATCHATHANI (65.94 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
13. BIG C LOPBURI (131 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
14. TESCO LOTUS BUANGKARN (57.67 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
15. BIG JIANG NONGKHAY (88.84 sqm.)	JIANG-FUTURE PLAZA DEPARTMENT STORE CO.,LTD.
16. FARRY PLAZA KHONKAEN (75 sqm.)	FAIRY PLAZA CO.,LTD.
17. TESCO LOTUS SALAYA (60 sqm.)	Tesco Lotus Retail Growth Freehold and Leasehold Property Fund
18. TESCO LOTUS NADEE UDONTHANI (146 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
19. TESCO LOTUS AMMATANAKORN CHONBURI (65 sqm.)	LOTUS'S RETAIL GROWTH FREEHOLD AND LEASEHOLD PROPERTY FUND
20. SURIN PLAZA (50 sqm.)	SURIN PLAZA CO., LTD.
21. BIG C SRISAKET (50.12 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.



Place	Lessor / Service provider
	Store lease agreement (Short term)
22. CENTRAL CHONBURI (91.85 sqm.)	CENTRAL PATTANA REALTY CO.,LTD.
23. 23. BIG C LAOI (41.85 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
24. CENTRAL PATTAYA (108.40 sqm.)	CPN Retail Growth Leasehold REIT
25. BIG C KAMPHENPHET (51 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
26. CITYMALL UBONRATCHATHANI (74 sqm.)	KAONA TREASURE CORPORATION CO., LTD.
27. BIG C MAHACHAI (93 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
28. CENTRAL PLAZA KHONKAEN (84.40 sqm.)	CENTRAL PATTANA KHONKAEN CO., LTD.
29. PACIFIC PARK SRIRACHA (95 sqm.)	PACIFIC PARK SRIRACHA CO., LTD.
30. BIG C MOOKDAHARN (70 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
31. TESCO LOTUS KARASIN (52 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
32. TESCO LOTUS KHONKAEN (47.63 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
33. CENTRAL PLAZA SURATTHANI (104.76 sqm.)	CENTRAL PATTANA DEVELOPMENT CO., LTD.
34. CENTRAL PLAZA LAMPANG (92.12 sqm.)	CPN Retail Growth Leasehold REIT
35. SERMTHAI MAHASARAKHAM (98 sqm.)	SERMTHAI COMPLEX CO.,LTD.



Place	Lessor / Service provider
	Store lease agreement (Short term)
36. BIG C RANONG (64 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
37. CENTRAL PLAZA UBONRATCHATHANI (96.54 sqm.)	CENTRAL WORLD CO., LTD.
38. BIG C ROIED (68.69 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
39. TAWEEKIT PLAZA (22 sqm.)	TAWEEKIT SUPERCENTER CO.,LTD
40. CENTRAL HADYAI (66.33 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
41. Passione Shopping Destination (52.20 sqm.)	MY PASSION & INSPIRATION CO.,LTD
42. BIG C SRIMAHAPHOT (61.62 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
43. TESCO LOTUS NAKORNNAYOK (51 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
44. TESCO LOTUS MAHACHAI 2 (68.82 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
45. TESCO LOTUS KLONGLUANG (34.59 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
46. MARKET VILLAGE SUWANNAPHUMI (63 sqm.)	HOME PRODUCT CENTER PUBLIC CO.,LTD.
47. TESCO LOTUS BANGKAPI (49.93 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
48. TESCO LOTUS SARABURI (48.90 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
49. CENTRAL PLAZA RAYONG (93.28 sqm.)	CPN RAYONG CO., LTD.



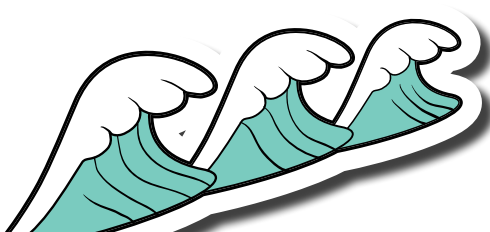
Place	Lessor / Service provider
	Store lease agreement (Short term)
50. BIG C BANGPLI (76 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
51. CENTRAL PINKLAO (92.29 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
52. TESCO LOTUS SUKHUMVIT 50 (44 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
53. OUTLET MALL SOUTH PATTAYA (83.84 sqm.)	OUTLET MALL CO.,LTD
54. BIG C BANPAI (92 sqm.)	BIG C SUPERCENTER PUBLIC CO., LTD.
55. TESCO LOTUS KATOOMBAN (44 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
56. TESCO LOTUS YASOTHON (44.77 sqm.)	EK-CHAI DISTRIBUTION SYSTEM CO., LTD.
57. CENTRAL PLAZA NAKORN RATCHASIMA (89.86 sqm.)	CPN KORAT CO.,LTD
58. CENTRAL PLAZA MAHACHAI (76.87 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
59. MAUNGTHONG THANI (152.00 sqm.)	BANGKOK LAND AGENCY CO.,LTD
60. SIAMPREMIUM OUTLET (86.00 sqm.)	SIAM PIWAT SIMON CO., LTD.
61. CENTRAL SRIRACHA (49.90 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
62. CENTRAL AYUTTAYA (91.05 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
63. MBK CENTER (50 sqm.)	MBK PUBLIC CO., LTD.



Place	Lessor / Service provider
	Store lease agreement (Short term)
64. CENTRAL CHANTHABURI (35.84 sqm.)	CENTRAL PATTANA PUBLIC CO., LTD.
65. THE MALL BANGKHAE (59 sqm.)	THONBURI REALESTATE CO.,LTD.
66. THE MALL BANGKAPI (140 sqm.)	THE MALL BANGKAPI COMPLEX CO.,LTD.
67. FUTURE PARK RANGSIT (191.20 sqm.)	RANGSIT PLAZA CO., LTD.
68. FASHION ISLAND (140 sqm.)	SIAM RETAIL DEVELOPMENT CO., LTD.

(B) Long term shop lease agreement amount 1 places

Place	Lessor / Service provider
	Store lease agreement (Long term)
1. SEACON SQUARE (119.71 sqm.)	SEACON DEVELOPMENT PUBLIC CO.,LTD.





Summary the main point of Operating, License and Sub-License Rights Agreement for BODY GLOVE

Summary the main point of Operating, License and Sub-License Rights Agreement for BODY GLOVE (Operating, License and Sub-License Rights Agreement). The company has signed in Operating, License and Sub-License Rights Agreement for BODY GLOVE with IP Global Investment Americas, INC. ("IPG") on 3 May 2007 and summary the main point of addendum of Operating, License and Sub-License Rights Agreement for BODY GLOVE, whereas the company signed on 1 June 2007

Name of agreement :	Operating, License and Sub-License Rights Agreement (Operating, License and Sub-License Rights Agreement) and Addendum to Operating, License and Sub-License Rights Agreement (Addendum to Operating, License and Sub-License Rights Agreement)
Parties :	Between IP Global Investment Americas, INC. ("IPG") with Body Glove (Thailand) Public Co., Ltd. ("Company")
Agreement Period :	The first period of agreement is 10 years, from 1 July 2007 until due agreement period 10 years, overall 8 times and the last time for renew is able to extend 9 years, the total period of the agreement is 99 years
License Right :	The company is solely licensed rights in long term for business of distribution and sell by retail the products under trademark of BODY GLOVE in 6 countries such as Thailand, Vietnam, Myanmar, Laos, Cambodia and the Philippines, whereas solely licensed rights as above shall include sub-license, license for distribution, promotion and/ or related license according to trademark and assign agents, whereas the licensed rights shall be under all rights reserved and control of IPG.



The main conditions:

The expansion of business to licensed countries totals 6 countries such as Thailand, Vietnam, Myanmar, Laos, Cambodia and the Philippines. That is within 3 years from begin date of the agreement (from 1 July 2007). The company shall run a business for sale BODY GLOVE products within new countries that is licensed besides Thailand such as Vietnam, Myanmar, Laos, Cambodia and the Philippines one or the other and after the first 3 years, company shall run a business for sale BODY GLOVE products within new countries that is licensed every 2 years after that. In the case that the company is unable to run a business for sale BODY GLOVE products within new countries that is licensed after the first 3 years or every 2 years after that, IPG may provide notice to terminate some country from licensed country. However in the case that the business start to run a business for sake products in the countries within 6 months after received notice from IPG shall deem that the notice is ineffective and terminate. Besides if the company terminates sale or business or did not provide sale report for 6 months continually. In new countries that start the business in licensed country, when IPG provided notice, the company shall sale in that country continually in 6 months. In the case that the companies default, that country shall be terminated from licensed. In this case IPG shall provide notice to the company that requires terminating that country from licensed country.

The company shall not use BODY GLOVE trademark to sale any products without licensed products and shall not use BODY GLOVE trademark with other trademark without approved by IPG and Body Glove International LLC.





The shareholding structure of the company

No

Shareholder

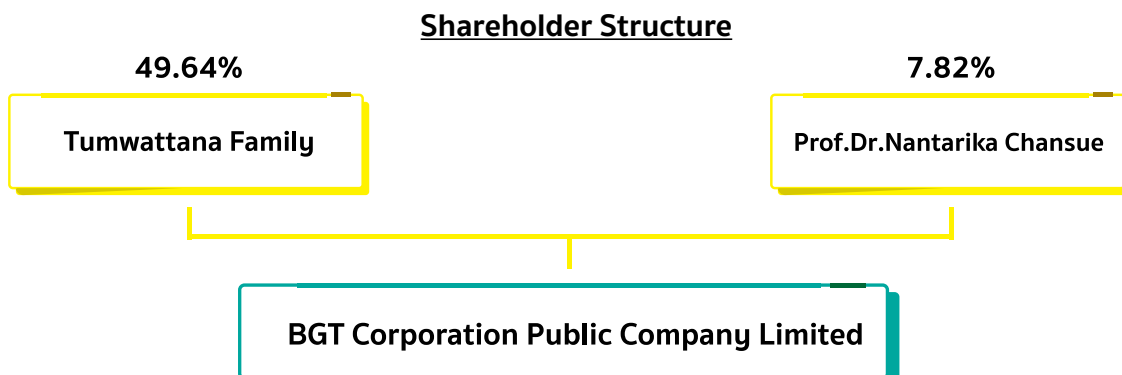
(1) Major Shareholders

(a) List of the top 10 shareholders as shown in the Share Registration Book as of March 18th, 2022

<u>No.</u>	<u>Name of Shareholders</u>	<u>No. of Share</u>	<u>Ratio (%)</u>
1.	Dr.Dolnapa Tumwattana	89,876,750	24.72
2.	Dr.Nopdol Tumwattana	47,889,300	13.17
3.	Ms.Tiara Tumwattana	32,700,050	9.00
4.	Prof.Dr.Nantarika Chansue	28,429,999	7.82
5.	Ms.Thanaporn Sitthichaiviset	13,198,900	3.63
6.	Mrs.Orapin Phruetthirattanakun	11,625,000	3.20
7.	LGT BANK (SINGAPORE) LTD	10,156,500	2.80
8.	Ms.Kanungnit Tumwattana	10,000,000	2.75
9.	Mr.Sadawut Taechaubol	6,917,000	1.90
10.	Mrs.Suwannee Sitthichaivishet	6,367,900	1.75
Total All		257,161,399	70.74

(b) The groups major of shareholders.

The groups major of shareholders responsible for setting company policies are from directors being Dr.Nopdol Tumwattana and Dr.Dolnapa Tumwattana, and Prof.Dr.Nantarika Chansue.





1.4 The number of registered capital and paid-up capital

On 31 December 2022

- (1) The company has registered capital amount 256.66 million baht (Total ordinary share 513,318,064 shares, value per share 0.50 baht) And paid-up capital 181.76 million baht (Total ordinary share 363,519,904 shares, value per share 0.50 baht)
- (2) The company does not have other share that has different rights or conditions from

1.5 Other securities issuance

No

1.6 Dividend Policy

Company Policy

The Company has a policy of making annual dividend payment to its shareholders at a rate of no less than 40% of the Company's net profit after deduction of income tax; however, are subject to change to a lower rate than aforementioned depending on the Company's investment plan on business operation.





Risk Management



2.1 Policies and Plans

The Company prioritizes the importance of risk management by defining the organization-wide risk management policy as well as establishing policies, laying out systems, assessing various risks arising from management at all levels, internal operations and external factors. The Company realizes the importance of risk management and involves all employees in the risk management process as well as being a medium for personnel at all levels of the Company to understand the importance of risk management processes and be able to implement them into an organizational culture. In order to serve as a risk management guideline for executives and employees at all levels to assess risks and formulate a risk management plan in the operational process. to an acceptable level, therefore, the Company has established guidelines for risk management to be at an acceptable level to prevent and reduce the impact of risks that may arise and build confidence to stakeholders that the Company will be able to operate under the changing environment effectively and suitable for the purpose of the company which will lead to the stability and strength of the organization.

Risk Management Plan

1. Determine policies and criteria for risk management such as policy formulation, objectives, scope, responsibilities, criteria and guidelines for risk management in accordance with the strategy and objectives of business operations.
2. For the internal control analysis and assessment to determine the level of risk remaining after the assessment, a risk management action plan for the work system must be prepared.



3. Determining how to prepare an action plan as it is organized in the risk analysis phase, acceptable risks should be taken into account. The risk response may be chosen with one or a combination of methods to reduce the likelihood of an incident and the severity of the impact of the incident.
4. Risk control by the responsible person including operators should consider risk management and implement policies and operating procedures to ensure that the company has managed the risks according to the internal environment of the Company and the nature of the business.
5. Follow-up and review of the risk management results according to the plan including assessing risk management results to report to senior management, Board of Directors and the Audit Committee.

2.2 Risk Factors

The Company's risk factors are classified as follows:

1. Risk from Business Operations

1.1 Risk from breach of contract on significant terms

The Master Licensing Agreement for the exclusive right in BODY GLOVE Trademark entered by and between the Company and IP Global Investments America, Inc, ("IPG"), the contract party, have set forth the significant terms as follows:

- (1) The Company must pay a royalty fee which consisted of the initial fee and quarterly royalty fee based on the confirmed sales. The Company has paid an initial upfront fee as specified in the agreement and paid completely at the end of the first quarter of 2012. The Company is confident it has the sufficient cash flow to pay since the Company's sale revenues grow continuously.
- (2) Responsible for Brand Regional Marketing Contribution at the rate as agreed upon mutual determination between the Company and IPG as stated in the Agreement. Presently, such contribution for the said Brand Regional Marketing had been waived for the Company.
- (3) The expansion into authorized territories: Vietnam, Burma, Laos, Cambodia and the Philippines, or any other country, within the first 3 years starting from



July 1st, 2007, should the Company fail to enter such country to sell BODY GLOVE products within the terms and conditions as set forth in the Agreement., The Company may receive a written notice to remove a particular country from the authorized list.

However, should the Company expand the business into the authorized territory within 6 months after received the written notice from IPG, it deems as the Company could fulfil its task according to the condition as set forth in the Agreement.

Moreover, in the event of the Company has ceased sales or operations or failed to submit the sales reports for 6 months consecutively to the newly expanded country in the authorized territory; then, IPG has written notice, the Company must resume to operate the business in such country within 6 months. If the Company fails to do so, the said country will be terminated from the authorized list.

Presently, the abovementioned period condition for expansion into authorized territories has been thoroughly acknowledged and agreed by IPG and the Company has never received a written notice in the past years.

Incidentally the present, The Master Licensing Agreement for the exclusive right in BODY GLOVE Trademark has changed the new parties to between the Company and Body Glove IP Holdings LP, the contract party.

1.2 Risks from Change of Target Customers and their Preference on Ready-to-wear Apparel

The Company operates a retail business of ready-to-wear apparel and accessories under the BODY GLOVE trademark where these ready-to-wear apparel and accessories are considered as fashionable items that tend to change with popularity and demand subject to personal preference and individual lifestyle of the target customers. If the Company cannot promptly provide the products to match the target customer's preference, this may cause an effect on the BODY GLOVE trademark: to be unapproved by consumers and out of their consideration set, resulting in negative impact on sales revenue, operating results, as well as financial status of the Company.

Nevertheless, the Company has been operating its business under the concept of Surf Fashion and Easy Lifestyle, while also continuously researching and studying on



lifestyle and patterns of the target customers and changes of ready to wear trends and consumer popularity towards related products. The findings from such researches and studies have played a major role in product design and development, that is; correspondent to trends and requirements of the target customers at different period of time. The target groups of customers are divided into 2 major groups, for example: school and college students, both men and women, age 15 - 25 years; and young working professionals to adults, both men and women, age 25 years old and over. With this, the Company continues to alter its products in every 4 - 6 months period, in terms of patterns, colors, designs to be in line with the changes of consumer's preference. Additionally, the Company always ensures its products to be made of high quality fabrics and materials that provide comfort and ease in caring; it is the Company's policy to deliver only the finest quality goods with the best service to the customers. As a result, the Company has earned its reputation and continuous support from our target customer up to now.

1.3 Risk from Renewal Contract of Flagship Store

The major income proportion from the Company's sales mostly 50% derived from the sales through Flagship Stores. As these aforementioned stores are under lease agreement of 1 - 28 years term with contract ending date from year 2022 - 2025 onward, the Company may risk a chance of non-renewal lease agreement or risk from rental rate and service fee increase in proportion

However, all lease agreements authorized the Company the full right option to extend the term of the lease at the expiration period of the agreement where such clause relating to the rental adjustment are clearly stated. Throughout the past years, the Company had strictly followed the terms and conditions as set in the said agreements and never once an agreement were terminated by the lessor. In addition, the Flagship Stores located in the department stores help drawing the consumer's attention to use the service from the department stores are offering which in turn benefiting both the department store business and the Company. Therefore, we believe that we will receive a continued support in extending the lease agreement from the lessor in the future.



2. Risk from Procurement and Product Accessibility

Risk from Dependency on Suppliers

The Company's main operation is retail business of ready-to-wear apparel and accessories under the BODY GLOVE trademark where the Company has no policy to manufacture its own clothing or accessories by oneself. However, it is the Company's policy that all the clothings and accessories are purchased through the reputable suppliers under the Company's direction on product design pattern. Additionally, each supplier must get an approval from the exclusive master licensee prior to the said arrangement. In the event of the Company is unable to place product orders through quality suppliers, this may result in the shortage of different products and may have an effect on the quality of the Company's products as a whole. If this happens, it will have negative impact on the Company's reputation and BODY GLOVE trademark as well as the sales volume.

However, the Company has a policy to order products from various reputable and worthy suppliers, both domestic and oversea. Furthermore, the Company has a policy to build up strong relationship and commitment with each supplier on a continual basis and has never faced any problem about the suppliers in the past years.

3. Risk from Management Administration

Risk in Control by Two Major Shareholder Groups with Total Shares Held Over 50%

The Company has the major shareholders who have established management policies. By sending representatives to be directors which consisted of Dr. Nopdol Tumwattana Dr. Dolnapa Tumwattana and Prof. Dr.Nantarika Chansue. If such shareholders added up the vote at the Meeting, they can take control over the resolution of the Shareholder's Meeting in almost all area including the appointment of directors or other decisions which require majority vote by shareholders with exception on the law or Company's regulations that require 3 out of 4 votes from the Shareholder's Meeting. Hence, other shareholders may not be able to control the collective voting rights for inspection and control power balance with a majority shareholder.

Nevertheless, In consideration of the Company's operation structure which consisted of Board of Directors and Audit Committee, it clearly specifies the structure of management administration providing qualified individuals with scope of responsibilities and authorization levels of the Board of Directors and Audit Committee that clearly identified and transparent.



As for the procedure on any connected transactions with the Board of Directors, major shareholders, the control power authority or any party which may be potentially causing the conflicts of interest, such individual will not be allow to authorize the respective transactions. It will be reported to the Audit Committee for control power balance to ensure transparency and confident of the shareholders whilst controlling power balance of the Company's management administration

4. Risks of investors in the Company's Securities

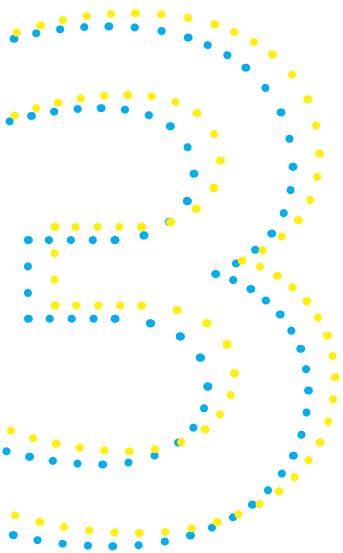
The Company has the major shareholders who have established management policies. If such shareholders added up the vote at the Meeting, they can take control over the resolution of the Shareholder's Meeting in almost all area including the appointment of directors or other decisions which require majority vote by shareholders with exception on the law or Company's regulations that require 3 out of 4 votes from the Shareholder's Meeting. Hence, other shareholders may not be able to control the collective voting rights for inspection and control power balance with a majority shareholder.

However, in order to achieve business transparency and good corporate governance, the Company has set an organizational structure consisting of potential and knowledgeable employees and provided them with clear roles and responsibilities. The Company has also appointed the Audit Committees consisting of 3 independent directors, which have no interests in the Company in order to monitor and review the Company' operations and protect the interests of minority shareholders resulting in appropriate check and balance and verifiable system.

2.3 The risk for investment in foreign securities

No





Sustainability Business Drive

SUMMER

3.1 Sustainability Management Policy and Goals

Policy for Sustainable Development of the Company was established based on the vision, mission and comprehensive business strategy in the economic, social and environmental fields to develop sustainable business operations for efficiency and more effectiveness by applying the concept of sustainable development as the core of every step of the operation process, transferring to the various operational levels of the organization and integrating the action plan to be connected to create balance in various dimensions. In order to maximize benefits for all groups of stakeholders, the Company has established policies and guidelines on sustainability. The important things are as follows:

1. Commit to being a company that distributes clothing products that grow sustainably under good corporate governance and conducting business in accordance with the principles as well as good corporate governance.
2. Aim to develop with social responsibility and environment by managing resources in a cost-effective manner, taking into account social and environmental impacts.
3. Aims to develop engagement with stakeholders in all sectors, taking into account the principles of human rights according to sustainable development guidelines.



3.2 Managing the impact on stakeholders in the business value chain

3.2.1 Business value chain

Stakeholders	Channels	Expectations	Practices
Customers	<ul style="list-style-type: none"> Stores • Shop • Counter • Outlet • Online Shopping 	<ul style="list-style-type: none"> • Get quality products at reasonable prices • Get advice, help and good service • Get treated with equality • Confidentiality • After-sales service 	The company takes care and is responsible to customers as well as listens to suggestions and opinions from customers.
Employees	<ul style="list-style-type: none"> • boss • manager • executives 	<ul style="list-style-type: none"> • Develop potential for advancement and stability in work • Get appropriate compensation working environment • Comply with labor laws 	The Company treats all employees equally and fairly and provides appropriate compensation including providing training and development of specialized knowledge and language knowledge, etc.
Shareholder	<ul style="list-style-type: none"> • Annual Shareholders' Meeting • Company's website • Annual report 	<ul style="list-style-type: none"> • Generate good returns • Operate with responsibility to society and environment and complying with the principles of proper business management 	<p>The company focuses on developing the organization for continuous growth, resulting in increased revenues and profits.</p> <p>As a result, the Company's shareholders receive returns that are suitable for their business conditions.</p>



Stakeholders	Channels	Expectations	Practices
Partners and Creditors	<ul style="list-style-type: none">• Meeting and consulting to make an agreement• Listen to opinions and suggestions	<ul style="list-style-type: none">• Comply with conditions, agreements and trade contracts• Treat trade partners and creditors fairly• Operate the business according to the law• Anti-corruption	The company treats business partners and creditors fairly in accordance with the trade terms and/or agreements in joint contracts to create a good business relationship that will benefit all parties.
Competitors	<ul style="list-style-type: none">• Participate in activities organized by the Stock Exchange of Thailand.	<ul style="list-style-type: none">• Comply with the rules of competition according to the rules and regulations	The company adheres to the rules of good competition and avoids dishonest methods to destroy competitors.
Community and Society	<ul style="list-style-type: none">• Participate in various activities with the community and society• Listen to suggestions and complaints including reporting corruption or illegal acts.	<ul style="list-style-type: none">• Promote activities that are beneficial to communities and society	The Company is responsible for the environment of the community and society, including participating in activities for the benefit of society.





3.2.2 Stakeholder analysis in the business value chain

The Company places importance on the rights of all stakeholders in 6 groups as follows:

1. Employees
2. Business Partners and Creditors
3. Customers
4. Competitors
5. Shareholders
6. Community and Society

The company has classified the stakeholders and analyzed the stakeholders based on the Company's business relevance as well as the needs and expectations of the stakeholders towards the business to formulate a management plan to meet those needs and expectations to reduce risks and create value for the business. The company has set up a channel for hearing opinions and getting feedback from stakeholders in order to further improve the guidelines.

3.3 Sustainability management in environmental dimensions

3.3.1 Environmental policies and practices

Although the nature of the company's business does not have a direct impact on the environment or cause obvious pollution outcomes like industrial plants or some types of businesses, the nature of the business is the distribution of clothing and apparel, which the production process may have some effects on the environment. Even though the company does not have a manufacturing plant, there are orders from factories both outside and within the country and abroad that may indirectly affect the environment. The company is not silent and has followed up and inquired about the operations of the company or partner factories whether the production process has an impact on the environment or not annually. The company has given importance to and always cares about the environment and has set a policy and environmental guidelines for environmental management as follows:

1. Strictly comply with the rules, laws, regulations and environmental standards;
2. Create activities that support the policy to reduce environmental impacts.
3. Take environmental issues as a factor in risk assessment in management, operation and business decision-making processes.
4. Support economical and efficient use of resources. Develop and improve various operational processes in order to have the least impact on the environment.
5. Create a campaign and raise awareness among employees about the environment and actions that affect the environment.



6. Prevent pollution or destroy the environment from the operating procedures in the company.
7. Study the various action guidelines to help reduce the environmental impact of the Company's operations.

3.3.2 Environmental performance

Environmental Preservation

The Company recognizes the importance of environmental resources; thus, encouraging the organization and its employees to worthily use the resources such as electricity and water by creating and instilling awareness on an energy conservation campaign and encouraging all employees to set air conditioning temperatures at 25 degrees Celsius and 27 - 28 degrees Celsius during lunch break; turn-off air conditioning 15 - 20 minutes before getting off work; turn off air conditioning and lights in the office and restrooms during lunch hour from 12:00 to 13:00 hours; turn off lights when not in use including setting computer sleep mode to save energy and reducing the organization cost in addition to save paper campaign by encouraging the use of both sides of paper and recycled paper to maximize the benefits and to achieve its objectives efficiently and effectively.

Electricity consumption data (Headquarters)

In 2022, electricity consumption was 337,000 units

Water usage data (Headquarters)

In 2022, water consumption was 4,841 units

Management to reduce greenhouse gas problems

The Company puts great importance to management to reduce greenhouse gas problems including the Company's operations and activities that may affect the amount of greenhouse gas emissions related to energy use such as the use of electricity from air conditioners. The company is in the process of considering studying data and collecting data in order to set goals, guidelines and strategies to reduce greenhouse gas problems in the future in which the period of time will be informed for further information.

We will continue our commitment to improve the core business whilst innovate new business processes and models to foster continuous improvement in environmental preservation and improvement of the community. Simultaneously, we will continue our initiatives and partnerships to the social and environmental benefits to the public coupled with the aims to achieve the higher quality and sustainable growth.



3.4 Sustainability management in social dimensions

3.4.1 Social policies and practices

The company has policies and guidelines on social issues by taking into account human rights while emphasis is placed on labor practices and respect for human rights with fairness, equality and non-discrimination both in terms of employment compensation, promotion, employee training and development without discrimination of gender, age, educational institution, race and religion. The company also supports the employment of disadvantaged groups, such as the disabled, the elderly, and those who are out of prison, in order to create opportunities, a career and a stable income and become a part of achieving the sustainable development goals. In this regard, the company has ethical conduct of the company's executives and employees as well as an anti-corruption policy.

Corporate Social Responsibility

BGT Corporation Public Company Limited conducts its business based on the corporate culture which focuses on **"Business Development Along With Social Development and Environmental Preservation"**. We encourage our employees to be diligent, honest, patient and good people for the benefits of themselves and others. Our employees have received adequate training regularly to ensure that our customers receive the best service possible providing fairness and equity. As part of our business operations, we employ Corporate Social Responsibility on organizational commitment when doing our business to lead a successful and sustainable business practices by adopted the CSR-in-Process policies as follows:

- **Good Corporate Governance**

The Company recognizes the importance of good corporate governance in practice. The Board of Directors is committed to do business in compliance with the Code of Best Practice for Directors of Listed Companies and the Principles of Good Corporate Governance of the Stock Exchange of Thailand whilst operated in accordance to the law and related regulations. The Board realizes the importance of equal and fair treatment to all shareholders; thus, announces its shareholders rights to propose the agenda and to nominate persons to be considered as the Directors for the Annual General Meeting. At the Shareholders Meeting, all shareholders are given a chance to equally exercise their rights to examine the company's business operations as well as to raise any questions, express their opinions or suggestions to the Board of Directors. In addition, the Company has placed the announcement in the newspaper for information of the shareholders on





the agenda, date, time and venue for the Annual General Meeting as well as providing an Annual Report by sending to all shareholders prior to the Annual General Meeting every year in which all shareholders can examine the validity of the Company's administration and management accordingly.

- **Fairness in Business Management**

To achieve fairness in business management, the company has established guidelines to care for all stakeholders in the **“Code of Conduct and Business Ethics for Management and Employee Handbook”**, which was approved by the Board of Directors. Our company is committed to operating the business based on corporate social responsibility for all stakeholders including shareholders, employees, customers, suppliers, business partners, other communities and the environment and will not be in favor of other benefits that may be derived from the incorrect sanctioned as we place great importance in complying with measures to prevent corruption and bribery in accordance with applicable laws. Moreover, we also recognize the stakeholders' rights and possess no action that may violate those rights including any action that can be considered in violation of the stakeholders' rights should be prohibited. The Board of Directors has prepared Code of Conduct and Business Ethics as the Board recognizes the substantial benefits in compliance with the Principles of Corporate Governance and believed that the business is responsible for adhering to fairness and sustainable benefits of all stakeholders, including the society and the nation in the long run.

- **Human Rights and Treatment of Employees**

The Company has a corporate culture that supports and respects all employees and their inherently entitled human rights. We provide fair and equal treatment to all employees as we consider human resources as the key element of the business in creating value and increase productivity. It is our commitment to provide safe, healthy, and comfortable workplace environments to suit all employees as we recognize the importance of the staff's health; thus, we have provided the exercise room and allocate time for exercise for the benefits of all employee's health. In addition, we also provide annual leave, appropriate over-time and provident fund for employees. The Company also provides personnel training and development to all employees in order to increase



professional work quality. We continuously look to improve and facilitate workplace change and innovation by encouraging employees to proactively provide solutions and ideas. Moreover, the Company has focused on training our employees to enhance our services to satisfy the needs and expectations of all our customers. Our employees are highly trained to deliver quality products and offer the opportunity for customers to try more products with proper service to win the customer's satisfaction toward the decision-making process.

- **Responsibility to Customers**

The Company aims to develop products and services that are environmentally and people-friendly product. Our company recognizes the importance of the responsibility to customers, especially in terms of “**ready-to-wear**” clothing providing the diversity of product designs, sizes, models, colors, quality fabrics that are highly absorbent, soft, durable, comfortable, easy care and resistant to fading. We seeks to launch a new trendy product that promote and support a better quality of life for the consumers with our new exercise outfits to encourage the consumers to exercise for good health. Moreover, we strive to improve the quality of service by providing training to our employees on necessary product knowledge and quality service. We also emphasize to our employees the importance of giving the correct and adequate product information to the consumers by taking into account the satisfaction and interests of the consumers including the honesty and integrity in the workplace; being honest with the customers, the company and oneself is valued in every communication and transaction. We are also committed to protecting the privacy and confidentiality of all sensitive information about our customers whereas customer information is not disseminated in any way to outside parties for the benefit of the Company.

- **Participation in Social and Community Development**

The Company holds our principles of integrity in social and community development in order to develop and promote a strong economic, social and cultural promotion. We encourage the utilization of business processes to improve the quality of life under our willingness and available resources to lead to self-sufficiency and improving social quality; as a result to increase and strengthen the economy and society as a whole.



3.4.2 Social Performance

In 2022, the company participated in social and environmental development activities by carrying out corporate social responsibility activities with other communities. There are many activities together, such as

1. Supporting the Association of Business and Professional Women of Thailand - Bangkok's Infectious Waste Management Cooperation Project, **“Disposable, Retired, and Covid Does not Distribute,”** which aims to raise awareness of the dangers and effects of infectious waste and promote its appropriate disposal.

The project's operating plan calls for it to launch a prototype project with 100 communities in 50 Bangkok districts before expanding to the metro area and other Thai provinces. From September 1, 2021, through September 30, 2022, the project will run for a full calendar year. The initiative has completed dispersing waste among the 100 towns.

2. To provide scholarships for the Children's Day organized by Bang Khen Metropolitan Police Station.

3. Supporting factors for sharing robes in unity to build a Buddha image hall to enshrine the Buddha image at Wat Woranat Banphot, Royal Aram, Pak Nam Pho Sub-district, Mueang Nakhon Sawan District Nakhon Sawan Province.



Management Discussion and Analysis : MD&A

After the years of the corona virus epidemic situation, the Company's operation results for the past three years(Y2020-2022) as presented in the financial statements began to increase due to the increasing of sales revenue. The Company's gross profit and profit from operations for the fiscal year ending December 31 st ,2022 was Baht 295.31 million and Baht 10.98 million respectively. The finance cost was Baht 20.16 million and income tax (revenue) expenses was Baht 2.39 million; thus profit (loss) for the year was Baht (11.57) million, loss decreased Baht 5.79 million or decreased (33.36 %) when compared to the previous year.

Revenue

In Y2022, the sales revenues was Baht 514.78 million, increasing 34.94% when compared to Y2021 sales revenues of Baht 381.48 million due to the Company open as usual in year 2022. After the 2-year impacts of the Corona virus epidemic situation, society's reopening and return to normal. Basically, the total sales were generated from 70 flagship stores and 61 counters in department stores in Y2021 to 70 flagship stores and 65 counters in department stores were accounted at the end of Y2022.

In Y2022 the Company's revenues from flagship stores were accounted for 50.17% revenues from counters in the department stores were accounted for 35.95% and revenues from the platform through E-Commerce channels were accounted for 13.88% of total sales revenues.



The Company believes that continuity of marketing activities and well-selection of products as to be correspondent to the demand of the target customers contribute to our success. Therefore, the Company has consistently developed and introduced newly designed ready-to-wear apparels to match the customers' needs while following the trend of unique California Lifestyle to cultivated the customers' admiration of "BODY GLOVE" brand.

Cost of Goods Sold

In Y2022, the cost of goods sold was Baht 219.46 million, increasing 25.64 % when compared to Y2021 of Baht 174.68 million. The gross profit margins for Y2021 and Y2022 was equivalent to 54.21% and 57.37% respectively, due to the Company's primacy on the cost of goods sold control policy as well as the efficiency of procurement plan management for retail products.

Selling & Administrative Expenses

In Y2022, the selling and administrative expenses was Baht 293.86 million, when compared to Y2021 of Baht 244.51 million, increased from the previous year 20.18% as a result of the increase changes in rental and service, staff expenses, the allowance for expected credit losses, advertising fees, depreciation of Right-of-use aseets and interest on lease liabilities whereas a result of the decrease changes in depreciation and interest expense.

Finance cost

In Y2022, the finance cost was Baht 20.16 million (included interest on Right-of-use worth Baht 19.27 million), or 3.84 % of total revenues when compared to Y2021of Baht 19.15 million, or 4.60 % of total revenues.

Net profit margin for Y2021 and Y2022 was equivalent to (4.17%) and (2.21%) respectively.

In addition, the adoption of financial report standards about the Leases (TFRS16). As result, the changes in depreciation of Right-of-use assets and interest on lease liabilities increased by Baht 5.24 million. Therefore, net profit excluding the changes in TFRS16 Baht (6.33) million.



4.1 Analysis on Financial Status

Assets

As the end of 2021 and 2022, the Company has total assets of Baht 1,013.03 million and Baht 825.34 million, respectively. The Company business nature is to operate a retailing business to distribute ready-to-wear clothing and related products through various shops in Bangkok and major provinces in all regions of the country. Thus, the assets are mainly comprised of;

- (1) Right-of-use assets as of the end of 2021 and 2022 was total of Baht 513.94 million and Baht 342.95 million, respectively.
- (2) Inventories are such as finished goods and raw material. As of the end of 2021 and 2022 net inventories were total of Baht 186.24 million and Baht 182.35 million, respectively.
- (3) Property, plant and equipment such as land, building and building improvement, decorative, office supplies and vehicles. As of the end of 2021 and 2022 net property, plant and equipment were total of Baht 127.55 million and Baht 126.45 million, respectively.

The current assets as of the end of 2021 and 2022 were Baht 331.46 million and Baht 317.44 million, respectively. The current assets mainly composed of inventories, cash and cash equivalents and trade receivable- other parties.

Asset quality

The Company has trade receivables-other parties were Baht 26.00 million and Baht 25.43 million as of the end of 2021 and 2022, respectively.





Details of receivable-other parties as of the end of 2020, 2021 and 2022.

(Unit : Baht)

Trade receivables	Financial Statements		
	As at Dec.31 st 2020	As at Dec.31 st 2021	As at Dec.31 st 2022
Not overdue	21,696,103.53	22,890,509.85	24,320,196.47
Overdue			
Less than 3 months	202,164.61	760,727.14	138,333.00
3 months to 6 months	-	-	
6 months to 12 months	-	-	
Over 12 months	-	-	
Receivable for loss of goods		2,352,813.22	2,471,394.21
<u>Less</u> Allowance for expected credit losses			(1,503,149.47)
Total Trade Receivables	21,898,268.14	26,004,050.21	25,426,774.21

On the average the Company provides credit terms for customers approximately 30 - 60 days. During 2021 and 2022, the Company has average collection period of 78 days and 49 days, respectively, due to open as usual. The Company has its own policy to collect debt according to the given credit term. The Company has receivable were Baht 26.00 Million and Baht 25.43 million, respectively. During 2022, the company had the movements was allowance for expected credit losses Baht 1.50 million.

The Company has net inventories as at the end of 2021 and 2022 of Baht 186.24 million and Baht 182.35 million, respectively.



Details of Inventories as at the end of 2020, 2021 and 2022 were as follow:

(Unit : Baht)

Inventories - Net	Financial Statements		
	As at Dec.31 st 2020	As at Dec.31 st 2021	As at Dec.31 st 2022
Finished goods	178,386,515.44	197,828,338.33	195,343,958.90
Goods in transit	2,127,459.49	-	392,651.20
<u>Less</u> Allowance for the decline in value of inventories	(14,805,644.38)	(11,627,580.59)	(13,426,339.39)
Net	165,708,330.55	186,200,757.74	182,310,270.71
Raw materials and supplies	188,279.98	39,346.46	39,346.46
Total	165,896,610.53	186,240,104.20	182,349,617.17

During 2021 and 2022, the Company has average inventory turnover period of 369 days and 307 days, respectively. The Company implements various marketing plans to match specific product lines or designs such as sales promotion campaign or special prices in special time period, etc. Presently inventories decrease due to more campaign while the Company opens as usual.

Trademark

The Company records Baht 17.36 million for trademark, and the accounting policy for trademark by stating at at cost net of accumulated amortization, with amortization period over 10 years in straight - line method, starting from July 2007. As at December 31st, 2022 net trademark was Baht 2.81 million which decreased of Baht 14.55 million from accumulated amortization.



Liquidity

Changes in cash flow during each accounting period are as follow;

In 2021, the Company profit (loss) for the year in an amount of Baht (17.37) million but net cash flows from operating activities of Baht 26.45 million of cash inflows, mainly due to

- Increasing on depreciation and amortization expenses of Baht 92.02 million,
- Decreasing on gain from rental reduction of Baht (25.44) million,
- Decreasing on gain on amortization rights-of-use-assets of Baht (2.98) million,
- Decreasing on allowance for the decline in value of inventories reversal of Baht (3.18) million,
- Increasing on interest expenses of Baht 19.15 million,
- Decreasing on increased in trade receivables-other parties of Baht (4.11) million,
- Decreasing on increased in inventories of Baht (17.17) million,
- Decreasing on increased in other current assets of Baht (8.62) million,
- Decreasing on decreased in trade payables-other parties of Baht (5.55) million and

For net cash flows from investing activities in 2021 were Baht (0.30) million of cash outflow, due to the Company has purchased property, plant, and equipment in amount of Baht (6.47) million, increasing on cash received from right-of-use assets of Baht 8.75 million, decreasing on cash paid for intangible assets of Baht (1.09) million, and decreasing on cash paid for purchase of right-of-use assets of Baht (2.25) million. The net cash flows were spent in financing activities during 2021 for Baht (38.23) million of cash outflow, the Company has paid interest of Baht (0.78) million, decreasing on cash paid for lease liabilities of Baht (51.59) million, decreasing on repayment from long-term borrowings from financial institutions in amount of Baht (15.86) million and increasing on cash receipts from long-term borrowings from financial institutions in amount of Baht 30.00 million.

In 2022, the Company profit (loss) for the year in an amount of Baht (11.57) million but net cash flows from operating activities of Baht 96.72 million of cash inflows, mainly due to

- Increasing on depreciation and amortization expenses of Baht 73.30 million,
- Increasing on loss from rental reduction of Baht 3.20 million,
- Decreasing on gain on amortization rights-of-use-assets of Baht (6.22) million,
- Increasing on allowance for the decline in value of inventories increase of Baht 1.80 million,
- Increasing on interest expenses of Baht 20.16 million,



- Increasing on expected credit losses of Baht 1.50 million,
- Decreasing on increased in trade receivables-other parties of Baht (0.93) million,
- Increasing on decreased in inventories of Baht 2.09 million,
- Increasing on decreased in other current assets Baht 6.72 million, and
- Increasing on increased in trade payables-other parties of Baht 5.29 million

For net cash flows from investing activities in 2022 were Baht (10.64) million of cash outflow, due to the Company has purchased property, plant, and equipment in amount of Baht (10.54) million, increasing on cash received from right- of- use assets of Baht 2.24 million, decreasing on cash paid for purchase of Right-of-use Assets of Baht (2.45) million. The net cash flows were spent in financing activities during 2022 for Baht (89.40) million of cash outflow, the Company has paid interest of Baht (0.69) million, decreasing on cash paid for lease liabilities of Baht (74.83) million, and decreasing on repayment from long-term borrowings from financial institutions in amount of Baht (13.89) million.

Liquidity ratio of 2021 and 2022 were 3.01 times and 3.37 times, respectively.

Quick ratio of 2021 and 2022 were 1.06 times and 1.20 times, respectively. The Company manager its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as the cash inflows from sale of goods as cash from the shops.

Cash cycles in 2021 and 2022 of the Company were 399 days and 318 days, respectively, are mainly due to ;

- (1) In 2021 and 2022, average collection periods were 78 days and 49 days due to its own policy to collect debt according to the given credit term (60 day).
- (2) In 2021 and 2022, average selling periods were 369 days and 307 days by the fluctuation increasing of finished goods.
- (3) In 2021 and 2022, average payments in equally period have shorten from 48 days to 38 days due to the oversea orders' proportion is continued to increase significantly.



Sources of fund

Shareholders' equity of the Company as the end of 2021 and 2022 were at Baht 396.42 million and Baht 385.78 million, respectively due to the Company's operation result in 2022 decreased. Moreover, the funds are partly from unprofitable operation from previous years, and financial institutions also from capital increase during late of 2021. For debt to shareholders' equity ratio as of the end of 2021 and 2022 were 1.56 times and 1.14 times, respectively.

The said sources of fund shall come from working capital and/or loan capital increased, depending on monetary and capital market conditions.

Liabilities

Total liabilities of the Company as at the end of 2021 and 2022 were Baht 616.61 million and Baht 439.57 million, respectively. Total liabilities were decreased by not using on short-term loan from financial institutions and some long-term borrowings have been fulfilled. Liabilities were mainly comprised of trade payable-other parties, other long-term borrowings and lease liabilities with following details:

- (1) Trade payables -other parties as of the end of 2021 and 2022 were Baht 20.21 million and Baht 25.53 million, respectively. And the average payment in equally period of 48 days and 38 days, respectively.
- (2) Other long-term borrowings (including current portion which payment due within one year) as of the end of 2021 and 2022 were Baht 40.00 million and Baht 26.11 million, respectively.
- (3) Lease liabilities (including current portion which payment due within one year) as of the end of 2021 and 2022 were Baht 513.40 million and Baht 348.36 million, respectively.

During the past, the Company has strictly complied with the loan conditions and pay principal and repayments according to the repayment schedule.

4.2 Factors that may affect business operation or future financial status.

The Company operates retailing business to distribute the ready-to-wear clothing and related products under trademark of "BODY GLOVE". The performance depends on clothing preference and lifestyle of the Company's target group of customers and their purchasing power.



Therefore, the Company must select the products to be consistent with the needs of prospective target group.

The Company must implement appropriate marketing strategies in term of products, pricing, distribution channels and promotion. Moreover, the Company must control cost of sales, selling- related expenses and utilize technology to ensure efficient inventories control and distribution process.

4.3 Important Financial Information.

Summary of Financial Statements. (compare 3 years)

Statements of Financial Position, Statements of Comprehensive Income and Statements of Cash Flows for the past three years for fiscal year ended December 31st, 2020, 2021 and 2022 are shown in the tables hereunder.

The Company has reclassified in the statement of financial portion as at December 31, 2021, to comply with the current classification which had no impact to the comprehensive income statement for the year and earnings per share.





BGT Corporation Public Company Limited
The Statements of Financial Position
As at December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

Financial Statements					
2020		2021		2022	
Amount	%	Amount	%	Amount	%

Current Assets

Cash and cash equivalents	103,492	9.56	91,415	9.02	88,099	10.67
Trade receivables - other parties	21,898	2.02	26,004	2.57	25,427	3.08
Other receivables - Prepaid expenses	969	0.09	886	0.09	1,295	0.16
Inventories	165,897	15.34	186,240	18.38	182,350	22.09
Other current financial assets	8	0.00	8	0.00	8	0.00
Other current assets						
Vat of consignment	3,744	0.35	7,270	0.72	5,440	0.66
Deposit of goods	11,347	1.05	18,928	1.87	14,283	1.73
Other	3,152	0.29	710	0.07	535	0.07

Total Current Assets	310,507	28.70	331,461	32.72	317,437	38.46
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Non-Current Assets

Investment in associate	0	0.00	0	0.00	0	0.00
Property, plant and equipment	138,408	12.80	127,552	12.59	126,448	15.32
Right-of-use assets	599,341	55.41	513,938	50.73	342,949	41.55
Intangible assets	7,320	0.68	7,283	0.72	5,983	0.73
Other non-current assets - rental deposits	1,921	0.18	3,909	0.39	6,262	0.76
Deferred tax assets	24,115	2.23	28,887	2.85	26,263	3.18

Total Non-Current Assets	771,105	71.30	681,569	67.28	507,905	61.54
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TOTAL ASSETS	1,081,612	100.00	1,013,030	100.00	825,342	100.00
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BGT Corporation Public Company Limited
The Statements of Financial Position (Cont.)
As at December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

		Financial Statements					
		2020		2021		2022	
		Amount	%	Amount	%	Amount	%
Current Liabilities							
Trade payables - other parties		25,736	2.38	20,210	2.00	25,530	3.09
Other payables	Accrued expenses	8,992	0.83	9,951	0.98	9,996	1.21
	Accrued payables-fixed assets	468	0.04	108	0.01	175	0.02
	Others	335	0.03	309	0.03	2,204	0.27
Current portion of long-term lease liabilities		61,469	5.68	61,506	6.07	49,262	5.97
Current portion of long-term borrowings		15,860	1.47	13,889	1.37	6,667	0.81
Other current liabilities		1,294	0.12	4,297	0.42	475	0.06
Total Current Liabilities		114,154	10.55	110,270	10.88	94,309	11.43
Non-Current Liabilities							
Long-term lease liabilities		515,977	47.71	451,897	44.61	299,097	36.24
Long-term borrowing		10,000	0.92	26,111	2.58	19,445	2.36
Non-current provisions for employee benefit		14,176	1.31	15,451	1.53	15,066	1.82
Provisions for demolition costs		6,528	0.60	6,527	0.64	6,441	0.78
Other non-current liabilities		6,987	0.65	6,352	0.63	5,207	0.63
Total Non-Current Liabilities		553,668	51.19	506,338	49.99	345,256	41.83
TOTAL LIABILITIES		667,822	61.74	616,608	60.87	439,565	53.26
Shareholders' Equity							
Share capital Issued and paid-up share capital		181,760	16.80	181,760	17.94	181,760	22.02
Premium on share capital		73,981	6.84	73,981	7.30	73,981	8.96
Retained earnings	Appropriated Legal reserve	20,620	1.91	20,620	2.04	20,620	2.50
	Unappropriated	137,429	12.71	120,061	11.85	109,416	13.26
Total shareholders' equity		413,790	38.26	396,422	39.13	385,777	46.74
Total liabilities and shareholders' equity		1,081,612	100.00	1,013,030	100.00	825,342	100.00



BGT Corporation Public Company Limited
The Statement of Comprehensive Income
For The Year Ended December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

Financial Statements					
2020		2021		2022	
Amount	%	Amount	%	Amount	%

Revenues

Revenues from sales	416,463	99.19	381,476	91.66	514,777	98.18
Other income	3,414	0.81	34,725	8.34	9,527	1.82
Total Revenues	419,877	100.00	416,201	100.00	524,304	100.00

Expenses

Cost of sales	209,117	49.81	174,678	41.97	219,463	41.86
Selling expenses	140,876	33.55	184,961	44.44	226,466	43.19
Administrative expenses	84,457	20.11	59,548	14.31	67,396	12.86
Total Expenses	434,450	103.47	419,187	100.72	513,325	97.91
Profit (loss) from operations	(14,573)	(3.47)	(2,987)	(0.72)	10,978	2.09
Finance costs	27,009	6.43	19,154	4.60	20,159	3.84
Profit (loss) before income tax expenses	(41,582)	(9.90)	(22,141)	(5.32)	(9,181)	(1.75)
Income tax (revenue) expenses	(5,777)	(1.37)	(4,773)	(1.15)	2,392	0.46
Profit (loss) for the year	(35,805)	(8.53)	(17,368)	(4.17)	(11,573)	(2.21)

Par Value (Baht)	0.50	0.50	0.50
Basic earnings (loss) per share (Baht per share)	(0.10)	(0.05)	(0.03)





BGT Corporation Public Company Limited
THE STATEMENT OF CASH FLOWS
For The Year Ended December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

Financial Statements			
	2020	2021	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit (loss) for the year	(35,805)	(17,368)	(11,573)
Adjustment to reconcile profit for the year to net cash provided by (used in) from operating activities			
Unrealized loss (gain) on change in value of the other current financial assets	112	0	0
Realized loss (gain) on change in value of the other current financial assets	(117)	0	0
Expected credit losses	0	0	1,503
Allowance for the decline in value of obsolete inventories increase (reversal)	(3,343)	(3,178)	1,799
Loss (gain) on sales of assets/loss from disposal	1,794	289	293
Loss (gain) on amortization rights-of-use-assets	(1,789)	(2,976)	(6,221)
Loss (gain) from rental reduction	7,572	(25,437)	3,201
Depreciation and amortization	82,959	92,023	73,300
Unrealized loss (gain) on exchange rate	(10)	19	30
Employee benefits expenses	2,030	1,275	1,350
Demolition costs	173	(11)	364
Loss from withholding tax write-off	12	1	0
Interest income	(30)	(62)	(89)
Interest expenses	27,010	19,154	20,159
Income tax (revenue) expenses	(5,777)	(4,773)	2,392
Profit from operating before changes in operating assets and liabilities	74,791	58,956	86,508
(Increase) decrease in operating assets			
Trade receivables - other parties	1,785	(4,106)	(926)
Other receivables - prepaid expenses	(73)	83	(409)
Inventories	60,919	(17,165)	2,092
Other current assets	8,533	(8,624)	6,715
Other non-current assets - rental deposits	2,631	(292)	1,770



BGT Corporation Public Company Limited

THE STATEMENT OF CASH FLOWS (Cont.)

For The Year Ended December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

	Financial Statements		
	2020	2021	2022
Increase (decrease) in operating liabilities			
Trade payables - other parties	(48,653)	(5,546)	5,290
Other payables - accrued expenses	(4,727)	967	15
Other payables - other	(107)	(26)	1,895
Other current liabilities	437	3,002	(3,822)
Cash paid for demolition costs	(799)	(126)	(622)
Other non-current liabilities -employee deposits	(1,253)	(634)	(1,146)
Refund of withholding tax	2,204	0	0
Cash paid for employee benefit	0	0	(575)
Cash paid for income tax	(1)	(41)	(66)
Net cash provided by (used in) operating activities	95,687	26,448	96,719
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received	30	62	89
Cash received from sales of other current financial assets	5,890	0	0
Cash paid for purchase of property, plant and equipment	(8,017)	(6,469)	(10,541)
Cash paid for purchase of Right-of-use Assets	(1,517)	(2,253)	(2,447)
Cash received from sales of property, plant and equipment	100	709	19
Cash received from Right-of-use Assets	302	8,749	2,245
Cash paid for intangible assets	(2,226)	(1,095)	0
Cash received from intangible assets	15,702	0	0
Net cash provided by (used in) investing activities	10,264	(297)	(10,635)



BGT Corporation Public Company Limited
THE STATEMENT OF CASH FLOWS (Cont.)
For The Year Ended December 31, 2020, 2021 and 2022

(Unit : Baht Thousand)

Financial Statements			
	2020	2021	2022
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash paid for interest expenses	(1,097)	(777)	(685)
Lease liabilities (decrease)	(54,251)	(51,591)	(74,826)
Cash receipts from long-term borrowings from financial institutions	20,000	30,000	0
Repayment for long-term borrowings from financial institutions	(8,400)	(15,860)	(13,889)
Net cash provided by (used in) financing activities	(43,748)	(38,228)	(89,400)
INCREASE (DECREASE) IN CASH AND EQUIVALENTS - NET	62,203	(12,077)	(3,316)
CASH AND CASH EQUIVALENTS, AT THE BEGINNING OF THE YEAR	41,289	103,492	91,415
CASH AND CASH EQUIVALENTS, AT THE END OF THE YEAR	103,492	91,415	88,099
SUPPLEMENT DISCLOSURES OF CASH FLOWS INFORMATION			
Increase (decrease) of property, plant and equipment from asset purchase accounts payable	(2,124)	(360)	67
Recognition of right-of-use assets	679,628	10,222	49,739
Demolition costs - Furniture: -	93	22	72
• Property, plant and equipment	(1,808)	178	90
• Right-of-use assets			



BGT CORPORATION PUBLIC COMPANY LIMITED

Ratio analysis

As at December 31st, 2020, 2021 and 2022

	Financial Statements		
	2020	2021	2022
<u>LIQUIDITY RATIOS</u>			
Liquidity ratio (times)	2.72	3.01	3.37
Quick ratio (times)	1.10	1.06	1.20
Trade receivables turnover ratio (times)	5.29	4.65	7.51
Average collection period (days)	69	78	49
Inventory turnover ratio (times)	1.08	0.99	1.19
Average selling period (days)	338	369	307
Trade payables turnover ratio (times)	4.18	7.60	9.60
Average payment period (days)	87	48	38
Cash Cycle (days)	320	399	318
<u>PROFITABILITY RATIOS</u>			
Gross profit margin (%)	49.79%	54.21%	57.37%
Operating profit margin (%)	(3.47%)	(0.72%)	2.09%
Net profit margin (%)	(8.53%)	(4.17%)	(2.21%)
ROE (%)	(8.33%)	(4.29%)	(2.96%)
<u>EFFICIENCY RATIOS</u>			
ROA (%)	(4.28%)	(1.66%)	(1.26%)
Total asset turnover ratio (times)	0.50	0.36	0.56
<u>FINANCIAL POLICY RATIOS</u>			
Debt to Equity ratio (times)	1.61	1.56	1.14
Time interest earned ratio (times)	(0.54)	(0.16)	0.54
<u>SHARE PROFILE</u>			
Par value (Baht)	0.50	0.50	0.50
Book value per share (Baht)	1.14	1.09	1.06
Basic earnings per share (Baht)	(0.10)	(0.05)	(0.03)



General Information and Important Information



5.1 General information*

Use the information in page 24

5.2 Other important information

5.2.1 Other information that might affect the decision of investor significantly.

No

5.2.2 The limit of foreign shareholders in that case that the company has policy to ask for resolution in shareholders' meeting in offering for increase capital share or issue transferable subscription right (Transferable Subscription Right or TSR) to shareholders according to holding proportion without issue and offer to shareholders who cause the company should owe according to foreign laws.

No

5.3 Justiciable and Nonjusticiable Disputes

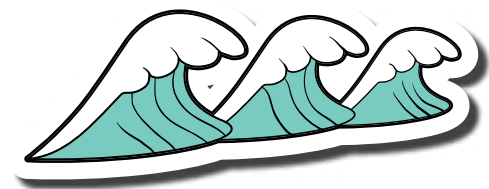
On 31 December 2022, the company does not have any justiciable and nonjusticiable disputes that the case shall affect in negative for the business of the company significantly and the company does not have any affect in negative for the securities of the company that higher than 5 percentage of shareholders part.



Part 2

Corporate Governance

Corporate Governance Policy



6.1 Overview of Corporate Governance Policy and Practices

The Company recognizes the importance of carry out the responsibilities of business operation, in nurturing a good corporate governance practice. Therefore, the Company strives to operate its business in compliance with the guidelines of the Stock Exchange of Thailand's (SET) Code of Best Practice for Directors of Listed Companies.

In addition, the Company resolved to adopt the Principle of Good Corporate Governance following the guidelines of the SET to ensure the highest benefits to the Company and to strengthen the transparency and efficiency of the management that could strengthen the confidence of the shareholders, investors and all related parties concerned as follows:

Section 1 Right of the Shareholder

(1) The Company shall place utmost importance on the rights of every shareholder. On each Shareholder's meeting, the Company shall send a written notice calling the meeting with relevant information to the shareholders not less than 7 days prior to the date of the meeting. Moreover, in the event the Securities & Exchange Commission or the Stock Exchange of Thailand requiring that the Company should send a written notice calling the meeting to the shareholders more than 7 days in advance, the Company shall promptly comply with such regulation, i.e., a written notice calling the meeting to consider connected transactions or acquisitions and dispositions of assets; or a written notice calling the meeting to consider Employee Stock Option Program, etc., the Company shall send such written notice calling the meeting of shareholders



not less than 14 days prior to the date of the meeting. On the day of shareholders' meeting, the Company shall provide equal opportunity for every shareholder to audit the Company's performance and express opinion and comment freely and the Company shall prepare minutes of all shareholders' meetings that are accurate and complete in order to be examined by the shareholders.

(2) Shareholders' Meeting

At the Shareholders' Meeting, the Chairman of the Meeting provides equal opportunity for every shareholder to examine the Company's operation, to ask questions or comment on any suggestions.

The Company recognizes the importance of the shareholders' meeting; thus, it is the Company's policy to prepare and provide sufficient and adequate information to the shareholders providing equitable treatment to express their opinions and raise any questions at the shareholders' meeting. The following procedures relating to preparation of the shareholders' meeting are adopted by the Company, namely:

- (a) Receive Notice of the Meeting: The Company shall prepare a written notice calling the meeting that indicate the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail to the shareholders not less than 14 days prior to the date of the meeting. The notice calling for the meeting shall also be posted in the Company's website.
- (b) Conduct the Meeting: At the Shareholders' Meeting, the Chairman of the Meeting shall explain the voting procedure and vote count prior to the commencement of the meeting, and provide opportunity for the shareholders to ask questions, express opinions and suggestions on various agendas in which significant topics in questions and suggestions will be recorded in the minutes of the meeting. In addition, the Company shall arrange to have representatives from the Board of Directors, the Management, the Audit Committee, the Auditor and Legal Advisor to attend the Shareholders' Meeting for questions clarification.
- (c) Minutes of the Shareholders' Meeting: The Company shall disclose the Minutes of the Shareholders' Meeting via the Company's website and shall propose to the shareholders to consider confirmation of the Minutes at the next meeting. The Company shall maintain the Minutes of Shareholders' Meeting and keep them at a safe place for related party to examine.





Section 2 Right and Equitable Treatment

(1) For shareholders who are unable to attend the meeting, the Company provides a proxy form to allow the shareholders to appoint an Independent Director or Audit Committee as a proxy to vote on behalf of the shareholders.

(2) Control and Usage of Insider's Information

The Company place importance on the effective controlling system and the Internal Audit for both the Executives and operation level staff. Therefore, clear job descriptions and lines of authority and reporting and responsibilities for each unit are defined in writing to support the control and monitoring the use of company's assets for the benefits of the Company. There are segregation of positions for operation staff, management staff and performance appraisal staff to balance off the power and cross-examination as appropriate. In addition, there is an internal control system for Sales in which the Company has set up reporting system for submission to respective Executive for approval. With this, the Company has hired the Company's Internal Audit to review the internal control system, with the scope of responsibilities consisted of 4 systems as follows:

- (2.1) Sales and Collection System
- (2.2) Procurement and Payment System
- (2.3) Inventory Control and Warehouse System
- (2.4) Human Resources Management System

The Company's Internal Audit officer shall submit the report of performance appraisal on Internal Audit activities to the Audit Committee. Additionally, the Company's Internal Audit officer shall review any significant connected transactions as assigned by the Audit Committee for submission to the Audit Committee. The Secretary of Audit Committee shall act as a coordinator between an Internal Auditor and the Company's Executive.

The Board of Directors highly recognizes the importance of Risk Management. Therefore, the Company has set up a risk assessment for the operation and has set a preventive measurement and mitigation, including the risk that will have an impact on the Company's business operation as specified in the risk factors.



Section 3 Role to Stakeholders

(1) Rights of Stakeholders

The Committee assigns the highest priority to the rights of all stakeholders as follows:

- (a) Employees: The Company treats all employees as equal, fair with reasonable compensation whilst continues to hold training and development on skilled knowledge and foreign language.
- (b) Business Partners and Creditors: The Company strictly observes and adheres to all its obligations to partners and creditors on a fair basis in compliance with the commercial conditions and/or joint agreement for mutual benefits of both parties.
- (c) Customers: The Company is honest and sincere to the customers and continues to provide quality products whilst gathering feedback and comments from the customer.
- (d) Competitors: The Company abides by rules and ethics of fair competition, and will not destroy its competitors through unethical strategies.
- (e) Shareholders: The Company continues to develop the organization toward continuous growth for higher sales revenues and increase of net profit which shall benefit the shareholders in terms of reasonable return on investment based on the present business situation.
- (f) Society and Community: The Company continues to play an active role in the community environment and society, including takes part in social activities for the benefit of the community.

(2) Anti-Corruption policy

The Company concerns the importance of conducting its business with moral and shows a keen of sense to social responsibility and every interested person in alignment with the good corporate governance. Therefore, The Company has strived to make organization's staff intensively understand and emphasize on Anti - corruption issue. The Company has set the Anti-corruption policy and the guidelines approved by the board on February 27, 2017. It has been effective on April 7, 2017. The policy has also published in company's website www.bodyglove.co.th.





In case of interested persons find corruption and performing against company's regulation and business ethics, which will be affect the company's reputation whether direct or indirect manner, you can notify such act to company or make requisitions. The company will inspect the facts until the conclusion comes to the end. The company will provide safeguard for Whistleblower as stated in the company policy.

Here are the channels to notify clues or make requisition.

- 1) Send mail to Chairman of Audit committee
BGT Corporation PLC.
188 Suwinthawong road, Minburi, Minburi Bangkok 10510
- 2) E-mail to Chairman of Audit committee
audit_committee@bodyglove.co.th

In year 2022, there were no any requisitions

Section 4 Disclosure of Information and Transparency

(1) Corporate Governance Policy

The Board of Directors adopted the principal good governance policy as it recognizes the significant roles in nurturing the practice which facilitating continuous growth and stability. The Board is determined and intended to follow the principal by setting policy and direction for the Company's operation to place importance on the internal control system and the internal audit; to monitor the administrative management in carry out the operation effectively for the long-term benefit of the shareholders under the governing laws and business ethics including the disclosure of information and transparency and appropriate risk management.

(2) Business Ethics

The Company has clear regulations on Code of Ethics or Statement concerning the duty of the Board of Directors, the Executives and all employees of the Company, as guidelines in performing one's duties with honesty, integrity and moral principles. The Company shall sincerely monitor and follow-up to encourage the best practice on Code of Ethics or Statement among the employees as well as the disciplinary action otherwise. **"Code of Conduct"** was publicly disclosed on the Company's website (www.bodyglove.co.th)



(3) Investor Relation

The Board of Directors understands the importance of disclosed the Company's information regarding finance and non-finance information in terms of transparency and accuracy. Thus, the Company has appointed Miss Waristha Thapanasakunvong to be responsible for the disclosure of the Company's important information, including creating a good relationship and communicate to investors, shareholders and other analysts. General investors can contact the Company for more information at Telephone: 02-540-2888 Ext. 818 or www.bodyglove.co.th

Section 5 Responsibilities of Board of Directors

(1) The Board of Directors specifies the policy and participate in the consideration and approve to determines the vision, missions, strategies, business plan and budget of the Company, as well as having good corporate governance so that the executives perform the work under the policy as specified effectively and efficiency whilst increase more valued added at the height of the economy for the business and the highest stability for the shareholders.

(2) Balance of Power for Non-Executive Directors

There are 7 persons on the Board of Directors, namely

- 2 Directors from the Executives
- 5 Directors not from the Executives
- 3 Directors as Independent Directors

Therefore, the Company has 3 Directors as Independent Directors who represent 42.85% of the whole Board of Directors.

Moreover, the numbers of Director from major shareholders are consisted of 3 Directors, or 42.85% of the whole Board of Directors, namely (1) Dr. Nopdol Tumwattana (2) Dr. Dolnapa Tumwattana and (3) Prof. Dr. Nantarika Chansue

(3) Aggregation or Segregation of Positions

The Chairman of the Board is not the same person as the President as to clearly define and separate role of duties in directing the Company's policies and management.





(4) Conflict of Interest

In order to prevent conflict of interest transaction, it is the Board of Director's authorization to specify that an authorized person shall not approve any transaction of his own or a person who may have conflict of interest or benefit unless such transaction is of ordinary business transaction of the Company under general commercial terms. In addition, the Company shall comply with the Security and Exchange of Thailand's notification governing the connected transaction of the registered company, or on the acquisition or disposition of assets of the registerecompany, whichever case may be. Furthermore, the Company shall set policy and procedure that no members of the Executives or related parties can use non-disclosure information of the Company for personal benefit.

- The Company has potential conflict of interest transactions : None
- The Company shall require that the Executives report changes of the securities hold to the Securities Exchange Commission, Section 59, of the Securities and Exchange Act, B.E. 2535 within three working days. In addition, the Directors, Executives or employees who receive the internal information are prohibited to disclose internal information to outside individual or non-related person, and the said Directors, Executives or employees must not buy or sell shares of the Company for a period of one month before the release of the Company's financial statements to the public.

The Company's policies on transactions that may have potential conflict of interest or connected transactions are as follows:

- to set a price and term following the same procedure as may entered with other individual.
- to strictly follow the procedures of the Stock Exchange of Thailand.
- to disclose information on connected transactions in the Company's Financial Statements, Annual Report and Information Disclosure Report (Form 56-1) for inspection by the shareholders.



(5) Remuneration for the Board of Directors and Executives.

Remuneration for the Board: The Company has defined a clear and transparent remuneration policy, which is determined to be an equitable manner with the industry standards as approximately as the size of the operation base and must be approved by the Shareholders' Meeting.

Remuneration for the Executives: Remuneration for the Executives is in compliance with the principle and policy as set by the Board of Directors which related to the Company's performance and individual performance of the Executives. The Company has no Remuneration Committee at present.

(6) The orientation for new board of director

There was an orientation for new board of director members whose positions were appointed as the first-time in the company. The company had them study Code of Conduct for Executive and Employees, important company's information, Securities and Exchange Act., Public Limited Company Act., and other regulations of The Stock Exchange of Thailand and the Securities and Exchange Commission. They also attended the Director Certification Program training curriculum.

(7) Board of Directors Meeting

The Board of Directors shall hold a meeting at least once every 3 months and hold additional meetings as deem necessary. The Company Secretary served a written notice, the agenda, and any documents to the Directors not less than 7 days prior to the date of meeting to ensure sufficient time for the Directors to study and review the agenda before attending the meeting. The Company shall maintain the minutes of meetings and keep the said documents receiving the confirmation from the Board of Directors for future examine by the Board or related party.

(8) The Minimum Quorum Policy of The Board of Director

To pass a resolution of board of director, there must be at least two thirds of all the directors' members in the meeting.

(9) Sub-Committee

The Company appointed the Audit Committee to monitor and review the Company's operation with clear scope of duties and responsibilities of Audit Committee (details as shown in Item 1 (c)).

The Company has no Remuneration Sub-Committee. However, the Company has taken appropriate procedure in consideration for the remuneration, and determined in a manner equitable with industry standards of approximately the size operation, and is performance-based.



(10) Board of Directors's Report

The Board of Directors is responsible for the financial statements of the Company and the financial information as shown in the Annual Report. The financial statements shall comply with the generally accepted accounting standards in Thailand, which considered appropriate for the Company. In addition, the Board of Directors is accountable for reviewing the accuracy of the Company's financial statements and ensures there is adequate disclosure in notes to financial statements.

Moreover, the Company has stipulated the Audit Committee to scrutinize and review the financial statements as well as to disclose the financial statements of the Company.

6.2 Code of Conducts (If any)

For more detail "Code of Conducts" in Section 4 Disclosure of Information and Transparency

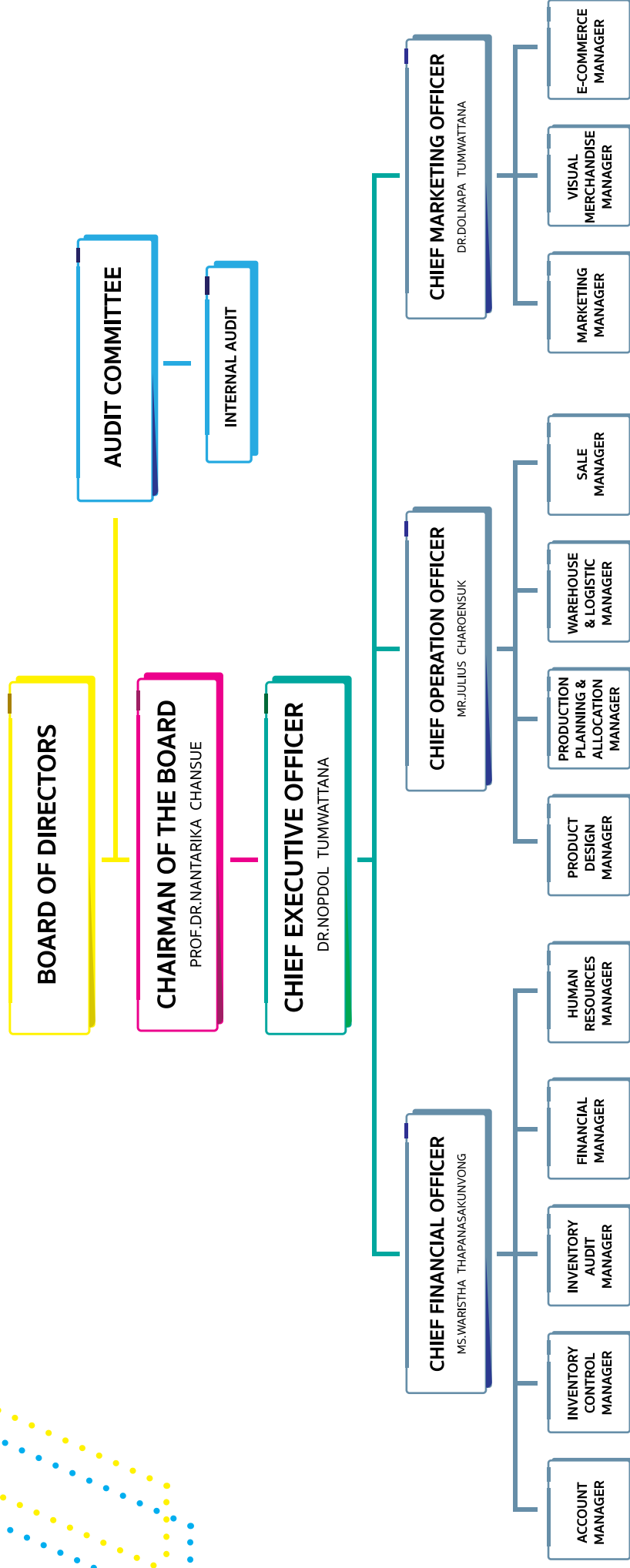
6.3 Milestones of Policy, Guidelines, and Corporate Governance of This Past Year

No



Corporate Governance Structure and Key Information About the Board, Sub-Committees, Management, Employees, and Others

7.1 Corporate Governance Structure





7.2 Information Board of Directors

The Board of Directors is comprised of 7 Directors as follows:

1.	Prof.Dr.Nantarika Chansue	Chairman of the Board
2.	Dr.Nopdol Tumwattana	Chief Executive Officer / Director
3.	Mrs.Mullika Tumwattana	Director
4.	Dr.Dolnapa Tumwattana	Director
5.	Pol.Gen.Sereepisuth Temeeyaves	Director, Independent Director and Chairman of Audit Committee
6.	Professor Emeritus Dr.Surapone Virulrak	Director, Independent Director and Audit Committee Member
7.	Mr.Panu Kongtan	Director, Independent Director and Audit Committee Member

7.2.1 The Board Composition

There are 7 persons on the Board of Directors, namely

- 2 Directors from the Executives
- 5 Directors not from the Executives
- 3 Directors as Independent Directors

Therefore, the Company has 3 Directors as Independent Directors who represent 42.85% of the whole Board of Directors.

Moreover, the numbers of Director from major shareholders are consisted of 3 Directors, or 42.85% of the whole Board of Directors, namely (1) Dr. Nopdol Tumwattana (2) Dr. Dolnapa Tumwattana and (3) Prof. Dr. Nantarika Chansue



7.2.2 The Board Information and the Authorized Director

Authorized Persons

The names and numbers of authorized persons to sign on behalf of the Company are [Dr.Nopdol Tumwattana](#) signed together with [Dr.Dolnapa Tumwattana](#), two persons with the company's stamp.

7.2.3 Roles and Duties of the Board of Directors

Scope of Duties and Responsibilities of Board of Directors

The Board of Directors shall perform their duties and responsibility to carry out the Company's business in compliance with the laws, the objectives, the Articles of Association of the Company, and the resolutions of Shareholder's Meetings in good faith, with due diligence and care in the best interests of the Company. The importance scopes of responsibilities are as follows:

- (1) Conduct an Annual Shareholders Meeting within 4 months as from the last day of the Company's fiscal year period.
- (2) Conduct a Board of Directors meeting at least once every 3 months.
- (3) Responsible and verify the Company's financial statements with the Auditor at the end of fiscal year period and propose to the Shareholders Meeting for consideration and approval.
- (4) The Board of Directors may appoint one or more Directors or other person to carry out any act on behalf of the Board and under the monitoring of the Board, or may appoint such person an authority in a specified period, which the Board deem appropriate. The Board of Directors may abrogate, revoke change or adjust the appointed authority as deem appropriate.

With respect to the foregoing approval, a person or persons delegated shall not be able to approve any transaction in which he or any person may have conflict of interest or beneficiary's conflict with the Company or its subsidiaries (if any), unless such approval is executed on general commercial terms in accordance with the policy and criteria approved by the Board of Directors except.





- (5) Define vision, mission, strategy, operating plan as well as budgetary plan of the Company including control and monitor administrative functions, and the Board of Directors operation in accordance to the Company's policy, with exception of the following which require consent from the Shareholders Meeting: capital increase; capital splitting; sales or transfer the Company operation, either whole or partial to other person; acquisition or transfer other company operation for the Company; or amend the Articles of Association or regulation, etc.

In addition, the Board of Directors should control and monitor the Company's operation to be in compliance with the law regarding the Securities and Stock Exchange policy and regulation such as making a transaction with respect to connected transactions or buying and selling significant assets in accordance to the SET policy and relating business transaction law.

- (6) Review the administrative structure, appointment of the President and other Committee Member as may deem appropriate.
- (7) Monitor the operation performance to assure that it is in accordance to the plan and budgetary continuously.
- (8) The Director shall not perform or involve in any similar business and/or compete with the Company; become a partner in an ordinary partnership with unlimited liability; or assume a Director position in a private entrepreneur or other company with similar business and/or compete with the Company either for personal interest or others, except to acquire a consent from the Shareholders Meeting prior to the appointment.
- (9) The Director must inform the Company without hesitation if there is any direct or indirect interest involving any contract conducted by the Company; or holds shares or bonds of the Company or its subsidiaries at an increasing or decreasing number.
- (10) The company's Board of Directors has set the policy to the Director of another listed company Chief Executive Officer (CEO) of the company no more than 2.
- (11) The Board of Directors of the company directors has policy allowed person to be Director in other listed companies no more than 5 companies but does not define as Director in a company that is not registered.
- (12) In case of any member of the Company required to be directors of other companies more than 5 places shall inform of the reason and to perform such duties in Form (56-1) One Report.





Authorization from the Board of Directors

The Board must scope the duties and responsibilities of Chairman of the Board and President/ Chief Executive Officer as well as administrative authority for any ordinary operation. The important responsibility and authority are summarized as follows:

Scope of Duties and Responsibilities of Chairman of the Board

- (1) Monitor and follow-up on the Company's operating results with the management.
- (2) Review annual budgetary plan as submitted by the management prior to submission to the Board of Directors for review and approval.
- (3) Monitor and follow-up on the Company's operation as assigned by the Board of Directors.
- (4) Authorize to appoint, transfer, revoke or terminate the employment of the Executive level staff.
- (5) Approve and/or delegate authorities to approve acquisition of fixed assets other than ordinary business transaction within the credit limit of Baht 10 million per transaction.
- (6) Approve and/or delegate authorities to approve other ordinary transactions within the credit limit of Baht 10 million per transaction for the benefit of business liquidity.
- (7) Approve and/or delegate authorities to approve other ordinary transaction in business operation within the credit limit of Baht 100,000 per transaction.
- (8) Perform duties in good faith and utmost care for the benefits of the Company.
- (9) Approve on the performance of principle of trading agreement, generally for transaction processing between the company and any subsidiary firm, which may have connected transactions with Committees, Executive administrators or any person who may concern in the future. Those transactions with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation, and without any dependent interest can be resulted from the status of the Director, executive or related person. Also, any transaction of greater than Baht 5 million should be reported to the Board of Director's meeting quarterly.





However, the authority of Chairman of the Board excludes an approval in any transaction, personal or person which may perceive as potentially causing conflict of interest or benefit with the Company or its subsidiary (if any) unless such approvals are deemed as ordinary course of business in accordance to the Company's policy and criteria as have been approved by the Board of Directors.

Scope of Duties and Responsibilities of Chief Executive Officer

- (1) Execute and carry out ordinary course of business relating to the general operation of the Company.
- (2) Perform duties as assigned by the Board of Directors or the Executive Chairman.
- (3) Authorize to appoint, transfer, revoke, terminate, set and increase salary, allocate reward, compensation and bonus to all employee of the Company below management level, including appoint a representative of the employer as Provident Fund Committee of the Company.
- (4) Approve and/or delegate authorities to approve acquisition of fixed assets other than ordinary business transaction within the credit limit of Baht 10 million per transaction.
- (5) Approve and/or delegate authorizes to approve other ordinary transactions within the credit limit of Baht 10 million per transaction for the benefit of business liquidity.
- (6) Approve and/or delegate authorities to approve other ordinary transaction in business operation within the credit limit of Baht 100,000 per transaction.
- (7) Authorize to issue instructions, regulations, announcement, and memos to ensure the business operations are in compliance with the Company's policy and its best interest, with exception of matters regarding employee benefits.
- (8) Authorize to act and represent the Company on related business activities that are of best interest to the Company.
- (9) Perform other duties as assigned by the Board of Directors from time to time.
- (10) Perform duties in good faith and utmost care for the benefits of the Company.
- (11) Approve on the performance of principle of trading agreement, generally for transaction processing between the company and any subsidiary firm, which may have connected transactions with Committees, Executive administrators or any person who may concern in the future. Those transactions with the same commercial terms as those an ordinary person would agree with any unrelated counterparty



under the similar circumstances, on the basis of commercial negotiation, and without any dependent interest can be resulted from the status of the Director, executive or related person. Also, any transaction of greater than Baht 5 million should be reported to the Board of Director's meeting quarterly.

However, the authority of President and Chief Executive Officer excludes an approval in any transaction, personal or person which may perceive as potentially causing conflict of interest or benefit with the Company or its subsidiary (if any) unless such approvals are deemed as ordinary course of business in accordance to the Company's policy and criteria as have been approved by the Board of Directors.

7.3 Sub-Committees

7.3.1 Sub-Committees Structure

As of 31 December 2022, The Company has Sub Committee Namely Audit Committee

Scope of Duties and Responsibilities of Audit Committee

- (1) To review the Company's financial reporting 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 interest,
 - (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.
 - (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.
- (7) To perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.
- (8) In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period or time that the Audit Committee thinks fit:
 - (1) transaction which causes a conflict of interest;
 - (2) any fraud, irregularity, or material defect in an internal control system; or
 - (3) an infringement of the Law on Securities and Exchange, the Exchange's Regulations or any law relating to the Company's business.

If the Company's Board of Directors or Management fails to make a rectification within the period of time under the first paragraph, any Audit Committee member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Exchange.



7.3.2 List of Sub-Committee

The Audit Committee is comprised with 3 members as follows:

- | | |
|--|-----------------------------|
| 1. Pol.Gen.Sereepisuth Temeeyaves | Chairman of Audit Committee |
| 2. Professor Emeritus Dr.Surapone Virulrak | Audit Committee Member |
| 3. Mr. Panu Kongtan | Audit Committee Member |

The Audit Committee number 3, [Mr.Panu Kongtan](#) has adequately expertise and experience to review creditability of financial reports.

Term of Officer for Audit Committee is 3 years.

With [Miss Thitima Joralee](#) served as the Secretary to the Audit Committee.

7.4 Executive Management

7.4.1 The Executives Members are consisted of 6 persons as follows:

- | | |
|-----------------------------------|-------------------------|
| 1. Dr.Nopdol Tumwattana | Chief Executive Officer |
| 2. Miss Waristha Thapanasakunvong | Chief Financial Officer |
| 3. Mr.Julius Charoensook | Chief Operation Officer |
| 4. Dr.Dolnapa Tumwattana | Chief Marketing Officer |
| 5. Mr.Chai Ratanamahawongse | Finance Manager |
| 6. Miss Methira Thongsuwan | Account Manager |

7.4.2 Policy for executive director and director compensation

The compensation for board, the company specified payment policy explicitly and clearly whereas the payment is in the same level with industry and approximate size to be a consideration and ask for approving from the shareholders.

Director compensation, the director payment is according to principle and policy that specified by committees of company and overall operation of each directors. At the present time does not have any directors' specified payment Cash Compensation.





7.4.3 Executive Remuneration

(1) Monetary Compensation

Directors

Name	Year 2022	
	Attendance Fee (Baht)	Director Pension (Baht)
1. Prof.Dr.Nantarika Chansue	60,000.-	-
2. Dr.Nopdol Tumwattana	48,000.-	-
3. Dr.Dolnapa Tumwattana	48,000.-	-
4. Mrs.Mullika Tumwattana	48,000.-	-
5. Pol.Gen.Sereepisuth Temeeyaves	81,000.-	-
6. Professor Emeritus Dr.Surapone Virulrak	96,000.-	-
7. Mr.Panu Kongtan	96,000.-	-
Total	477,000.-	-

Executive remuneration whose names are listed as Executive Members

Remuneration	Year 2022	
	No. of Executive (Person)	Total Remuneration (Baht)
Salary / Allowance	6	11,739,144.-
Provident Fund	6	349,284.-
Entertainment	2	61,270.-
Employee Benefits after Termination	6	407,020.-
Total		12,556,718.-

(2) Other Monetary Compensation

The Company and its employee had established a Provident Fund in which the Company's contribution equivalent 2 - 3% of monthly salary. The Company started to pay the said contribution for the executives and employees as from June, 2007 onward.





7.5 Employees

Board of Director has concerned the importance of employees who are our valued resource and a heart driving the organization, so the company considers employee's life safety, health and welfare as well as working environment with fairness in order to lead organization to sustainable success.

Important Data of Employee in Year 2022

- (a) The numbers of employees as of December 31st, 2022 are 368 employees consisting 73 males and 295 females.
- (b) The numbers of sick leave in Year 2022 are average 7.49 days per year.
- (c) The accident rate at work in Year 2022 is 0 employee making 0% of all employees.
- (d) Total remuneration and type of compensation provided to the employees (excluded Directors and Executives)

Types of Remuneration	Year 2022 (Baht)
Salary / Allowance	60,777,945.-
Bonus / Commission	4,923,793.-
Employees benefits expenses	11,456,687.-
Total	77,158,425.-

- (e) Policy on Human Resources Development

As the Company's operation is distribution of ready-to-wear apparels and accessories under BODY GLOVE Trademark which place high emphasis on the continuation of product development and quality service to promote sales. The Company, therefore, recognizes the importance of Human Resources Development to ensure the highest benefits for the Company and for the customer's satisfaction on impressive service rendered. With these objectives, we strive to strengthen the effectiveness in various areas, such as, (1) the administrative management of Flagship Store and product presentation; (2) the complete quality service rendered by skillful staff who understand the products and brand trademark; (3) increment sales volumes and profits; and (4) building strong and binding relationship among co-workers and working effectively as teamwork.



The Company's Human Resources Department is in charge of the training, both in-house and public. For in-house training, the speaker is represented by the Company member and/or special guest speaker from outside. For public training, the Company will send the employees to attend courses by considering the position, duty and responsibility for selection of suitable courses and contents as well as the Training Institution for the benefit of the employee and the Company as a whole.

7.6 Other Key Information

7.6.1 Company Secretary

The Board of Directors has appointed Miss Waristha Thapanasakunvong as a Company Secretary. from August 9,2008.

For the qualifications of the person holding the position as the company secretary appear in Attachment 1.

Head of Account

Miss Methira Thongsuwan

Head of Internal Audit

Miss Siriporn Thongbai

Head of Compliance Department

None

7.6.2 Head of Investor Relation

The Company has appointed [Miss Waristha Thapanasakunvong](#) to be responsible for the disclosure of the Company's important information, including creating a good relationship and communicate to investors, shareholders and other analysts. General investors can contact the Company for more information at Telephone: 02-540-2888 Ext. 818 or www.bodyglove.co.th

7.6.3 Remuneration of the Auditor

During the fiscal year ending December 31st,2022, the Company paid the remuneration to Company's Auditor, in the amount of Baht 1,025,000.- Other related expenses are not included, such as travel expenses, accommodation expenses, etc. In addition to the said remuneration, the Company had no other obligation to pay to the Auditor, the Audit Firm of the Certified Public Accountant and individual or business relating to the Auditor or the Audit Firm of the Auditor.



Highlights of Corporate Governance

8.1 Performance of the Board of Directors

8.1.1 Selection of Independent Directors and Audit Committee

(1) The Independent Directors and Audit Committee shall be elected in accordance with the following criteria:

The Company has set the definition of Independent Director and Audit Committee Member aligning with rules and regulations of Securities and Exchange Commission and the Stock Exchange of Thailand. “Independent Director and Audit Committee Member” should obtain the following qualifications:

- (1.1) Holding no more than 1% of the Company’s paid up capital, or that of an affiliated company, a related company or an associate company, including the shares holding by related persons.
- (1.2) Not involve in the day to day management of the Company, an affiliated company, a related company, an associate company; and not an employee, staff or an advisor receiving a regular salary from the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company.
- (1.3) Administrative operation of the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company; and have no benefit or conflict of interest with reference to the aforementioned for 2 years during an accounting year prior to the appointment as Independent Directors or Audit Committee unless approved by the Board of Directors after careful consideration that such benefit or conflict of interest shall have no influence to the performance and ability to give opinion in an independent manner.



- (1.4) No relationship or being related to the Executives or major shareholders of the Company.
- (1.5) Not be appointed as a representative or to safeguard the interests of the Company's Directors, major shareholders or shareholders who are related to the Company's major shareholders.
- (1.6) Must be capable of his or her performing duties, giving his or her opinions or reporting the results of work performance according to the duties delegated by the Board, free and clear of the control of management or major shareholders of the Company including related persons or close relatives of the said persons.
- (1.7) Not an Audit Committee of other corporates in the same industry.
- (1.8) At least 1 person of Audit Committee must have adequate expertise and experience to review creditability of financial reports.

The independent Directors Committee is comprised with 3 members as follows:

- | | |
|--|----------------------|
| 1. Pol.Gen.Sereepisuth Temeeyaves | Independent Director |
| 2. Professor Emeritus Dr.Surapone Virulrak | Independent Director |
| 3. Mr.Panu Kongtan | Independent Director |

(2) Selection of Directors and the President & CEO

The Company has not appointed a Nomination Committee. In the selection of candidates, the Directors shall be elected in accordance with the following rules and procedures:

- (1) The Board of Directors shall consist of at least 5 members being elected at the meeting of shareholders based on majority votes in accordance with the following criteria and methods:
 - (1.1) each shareholder shall have a number of votes equal to the number of shares held;
 - (1.2) each shareholder may exercise all the votes he or she has under (1.1) to elect one or several persons as Director or Directors, but may not allot his or votes to any person.
 - (1.3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order, until all of the Director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of Directors to be exceeded, the Chairman of the meeting shall cast one extra vote.



- (2) At every annual ordinary meeting of shareholders, one-third of the Directors shall vacate in proportion where the Committee members who were in the post for the longest period shall be retired. If the number of Directors is not a multiple of three, the number of Directors closest to one-third shall vacate.

8.1.2 Meeting attendance and Remuneration of Individual Directors

In 2022 the Board of Directors held meetings as follows:

BOARD OF DIRECTORS	Year 2022	
	No. of Attendance / No. of Meeting	
	Board of Directors Meeting	Audit Committee Meeting
1. Prof.Dr.Nantarika Chansue	4/4	-
2. Dr.Nopdol Tumwattana	4/4	-
3. Mrs.Mullika Tumwattana	4/4	-
4. Dr.Dolnapa Tumwattana	4/4	-
5. Pol.Gen.Sereepisuth Temeeyaves	3/4	3/4
6. Professor Emeritus Dr.Surapone Virulrak	4/4	4/4
7. Mr.Panu Kongtan	4/4	4/4

Cash Compensation

Refer to the detail in (1) cash compensation in category of total compensation of executive director and director.

8.1.3 Subsidiary and Associate Governance

Policy and process for provide the director of company become a board in subsidiary or play a role for governance and manage subsidiary, specified to use account policy as the company and any activities shall according to terms of company which is registered company in Stock Exchange of Thailand

Furthermore, the company has investment risk preventive measure, whereas assign the one who is in joint venture to monitor operation of associate. At the present time does not have investment in subsidiary and associate.



8.1.4 Monitoring for execution of policy and regulation in corporate governance

(1) Conflict of interest prevention

When consider company management structure which including committees and audit committees found that the company has management structure by professional performers, specified authority of director explicitly and clearly.

Summary the comment of company's board relate to sufficient and suitability of internal control system including risk management.

(2) Internal Information Usage

The Company has a concise policy and procedure on the control and usage of internal information, especially the information on the Company's financial status that must be audited / reviewed by the Certified Public Accountant and receive approval from the Audit Committee Meeting every time before propose to the Board of Directors and the Stock Exchange of Thailand or general public.

The Company has come up with the rules to prevent the usage of internal data for personal benefits for the Board of Directors, Executives and employees as follows:

- (1) To prohibit the Board of Directors, Executives as well as their spouses and children under legal age the use of internal information for the purpose of acquisition, disposition, transfer or take over the securities of the Company before such information is disclosed to the general public, especially within 30 days before the disclosure of the Company's financial statements to the public. Moreover, following the release of such information, the aforementioned individuals are prohibited to acquire or dispose of the securities of the Company until the public acknowledge the information receipt for appropriate time (7 days from the disclosure date)
- (2) To acknowledge the Board of Directors and Executives as well as their spouses and children under legal age to be aware of their duties that they have the duties to submit reports on the securities holding of the Company in accordance to the Securities and Exchange Commission Notification No. Sor. Jor. 14/2540, Re: Preparation and Disclosure of Reports on Securities Holding of Directors, Executives and Auditor of the Company.





In case of any violation of the aforementioned regulations, the Company shall proceed with a disciplinary action as may deem appropriate, i.e., verbal warning with written confirmation, deduction of salary, suspend, or termination of employment, etc.

(3) Anti-Corruption policy

The Company concerns the importance of conducting its business with moral and shows a keen of sense to social responsibility and every interested person in alignment with the good corporate governance. Therefore, The Company has strived to make organization's staff intensively understand and emphasize on Anti - corruption issue. The Company has set the Anti-corruption policy and the guidelines approved by the board on February 27, 2017. It has been effective on April 7, 2017. The policy has also published in company's website www.bodyglove.co.th

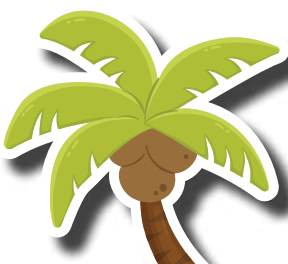
(4) Whistleblowing and complaint-filing channels

In case of interested persons find corruption and performing against company's regulation and business ethics, which will be affect the company's reputation whether direct or indirect manner, you can notify such act to company or make requisitions. The company will inspect the facts until the conclusion comes to the end. The company will provide safeguard for Whistleblower as stated in the company policy.

Here are the channels to notify clues or make requisition.

- 1) Send mail to Chairman of Audit committee
BGT Corporation PLC.
188 Suwinthawong road, Minburi, Minburi Bangkok 10510
- 2) E-mail to Chairman of Audit committee
audit_committee@bodyglove.co.th

In year 2022, there were no any requisitions





8.2 Report of the Audit Committee on Corporate Governance

To: The shareholders of BGT Corporation Public Company Limited

The Audit Committee was appointed by the Board of Director, comprising of three independent, namely

- | | |
|--|----------------------------------|
| 1. Police General Sereepisuth Temeeyaves | Chairman of the Audit Committee, |
| 2. Professor Emeritus Dr.Surapone Virulrak | Committee Member |
| 3. Mr.Panu Kongtan | Committee Member |

The Audit Committee by Mr.Panu Kongtan member of Audit Committee who has adequate expertise and experience to review creditability of the financial reports.

The Audit Committee was assigned to fulfill the responsibility according to the scope, duties and responsibilities that complied with the Regulation of the Stock Exchange of Thailand.

Our main duties and responsibilities are to review accuracy and sufficiency of financial reports of the Company, to provide adequate and effective internal audit and internal control system of the Company, to control the Company to comply with all related laws and regulations, to consider the reasonability of the connected transaction or transaction which causes conflict of the interest, to ensure sufficiency of disclosure of information by the Company, and to consider and propose the appointment of the Company auditors and their remuneration.

During the year 2022, the Audit Committee held 4 meetings which most members thereof have attended all meetings, having the followings significant matters:

1. **Reviewing quarterly, annual and consolidated financial statements** of the Company prior to submission to the Board of Director, the Securities Exchange Commission and the Stock Exchange of Thailand. The Audit Committee was meeting with certified auditors once a year, where executives were not allowed to attend. After due consideration of the said financial statements and discussions with auditors and management division about related account standards; changes in account standards, we are of the opinion that the above-mentioned financial statements are recorded in accordance with generally accepted accounting principles with accuracy, completeness and sufficient disclosure of information.

2. **Reviewing sufficiency and appropriateness of the Company's internal control system**, through the supervision, supporting and encouraging their independent operation; introducing to apply risk assessment as guideline for examining in order to mitigate from potential risk causing damage to business operation of the Company; and suggestions for enhancing efficiency of their operation and internal control.



3. **Reviewing the connected transactions** or transactions which may cause conflict of interest to be in compliance of the laws and regulations of Stock Exchange of Thailand. We are of the opinion that the aforesaid transactions are reasonable and for the best interest of the Company. The Company also discloses accurate and complete information.

4. **Good Governance** The Audit Committee audited the company to ensure good governance for transparency and confidence of stakeholders.

5. **Consideration and appointment of the Auditors of 2022** - The Audit Committee has taken into consideration and appointment to select the Auditor for the Year 2022 as Dharmniti Auditing Co., Ltd. to be the Auditors of the Company. Since they are appropriate, competent, professional, in addition, their performance in the past are acceptable and reliable, the auditor are independent and they have no relationship with the Company which was proposed to the Board of Directors for consideration and would be further proposed the Auditor Fees to the Meeting of Shareholders for approval.

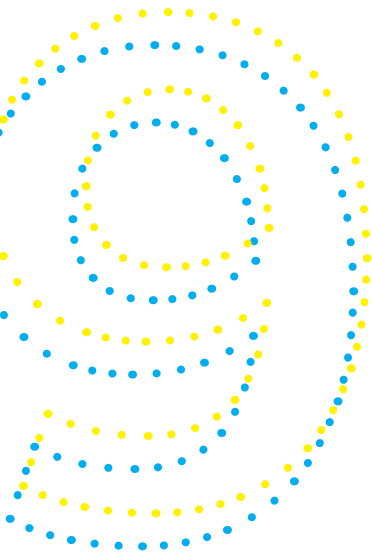
In summary, the Audit Committee performed its duties and responsibilities stated in its Board-approved charter with competence, care, prudence, and adequate independence for the equitable benefit of stakeholders. Its opinion is that financial reports are accurate, reliable, and in accordance with the generally accepted accounting principles. In addition, commands adequate risk management practices and a suitable, effective internal audit, has in place work practices aligning with good governance, and complies with laws, regulations and obligations, disclosed the connected transactions correctly, performed duties in compliance with the good corporate governance principles, adequate, transparent and reliable.

A handwritten signature in blue ink, appearing to read 'Sereepisuth Temeeyaves'.

(Pol.Gen Sereepisuth Temeeyaves)
Chairman of the Audit Committee

8.3 Summary of the performance of other sub-committees

- None -



Internal Control and Connected Transactions



9.1 Internal control

Summary of opinions of the Board of Directors regarding the adequacy and appropriateness of the internal control system as well as risk management.

9.1.1 The adequacy and appropriateness of the Company's internal control system

According to the Board of Directors' preparation of self-sufficiency and suitability assessment form for the organization and environment in relation to 6 standards to measure the performance in the past year, it turns out that the company was able to meet various requirements such as personnel, effective organizational structure, and ethical requirements, including setting up policies towards business partners and officials fairly and in accordance with commercial terms. Every business of the company has set a strict action plan and there are handbooks published to executives and employees. Besides, the Company's operational goals have been set annually.

For the Company's business operations, there is a regular risk assessment within the internal departments of the Company to prevent risks that may arise in the future whether it is about product, management risks, information system management and data communication, which are categorized according to accounting principles.

There are also efficient and effective monitoring systems.



9.1.2 In the past year, the Company had no defects in the internal control system

None

9.1.3 The opinions of the Audit Committee on cases differ from the opinions of the Board of Directors

There is no difference

9.1.4 Opinion of the Audit Committee regarding the management of the Head of Internal Audit whether they have checked the educational qualifications, experience, and training to see if they are appropriate enough to perform their duties or not

Regarding the Senior Internal Audit on April 21, 2014, 2/2014, [Ms.Siriporn Thongbai](#) was appointed to be a Senior Internal Audit from April 21, 2014 in which the qualifications of the person holding the position as the Senior Internal Audit Officer of the Company are suitable enough to perform duties in that position. (See more details in Attachment 3)

9.1.5 Should guidelines on the appointment, removal and transfer of the Senior Internal Audit be approved by the Audit Committee?

None

9.2 Connected Transactions

None





Part 3

Financial Statement

Significant Financial Data

Financial reports

The Independent Auditor's reports

The engagement partner responsible for the audit resulting in this independent auditor's report for the year 2020, 2021, 2022 of BGT Corporation PLC. Is [Miss Chutinant Kopraserthaworn](#), Certified Public Accountant Registration No. 9201 from Dharmniti Auditing Company Limited.

The Independent Auditor's report for the year 2020

The auditor has audited the financial statement of BGT Corporation Public Company Limited, which comprise the statement of financial position is applied as at December 31, 2020, the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, the accompanying financial statements presently fairly, in all material respects, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

The Independent Auditor's report for the year 2021

The auditor has audited the financial statement of BGT Corporation Public Company Limited, which comprise the statement of financial position is applied as at December 31, 2021, the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, the accompanying financial statements presently fairly, in all material respects, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.





BGT CORPORATION PUBLIC COMPANY LIMITED

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2022**



INDEPENDENT AUDITOR'S REPORT

To The Shareholders and Board of Directors of
BGT Corporation Public Company Limited

Opinion

I have audited the financial statements of BGT Corporation Public Company Limited (the Company), which comprise the statement of financial position as at December 31, 2022, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of BGT Corporation Public Company Limited as at December 31, 2022, its financial performance and its 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 describe in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.



Value of inventory

The inventory of the Company is retail business of ready-to-wear apparels and clothes such as suitcase, wallet, cap, sport product and water recreation, etc. These products are the fashion group products that are continuously changing according to fashion trends and may be outdated. As at December 31, 2022, the inventory balance is Baht 195.34 million according to Note 7 in the notes to the financial statements. The management must exercise the judgment in determining the presentation at cost or net realizable value, whichever is lower, and determining appropriate allowance for declining in value of inventory for slow-moving or obsolete product in each group and the estimates are subject to judgment that may affect the value of inventory.

In addition, the inventory is scattered throughout the regions of Thailand. Thus, my observation of the inventory counting is limited in quantities compared to all shops and branches available while the Company has significant inventory value on the financial statements. As a result, the consideration of the internal control system reliability and evaluation of the inventory count report during the year whether it is sufficient to prevent the loss and existence of the inventory is important to the volume of inventory. I have stated that the existence of the volume and value of inventory pose a significant risk that requires special attention in the audit.

Risk response by auditor

The audit approach of the value stated at cost or net realizable value of the inventory includes consideration of the reasonableness of the approach used by the management to calculate cost or net realizable value, whichever is lower, and the allowance for declining in value of inventory, the checking of accuracy, completeness and approval of the record of net realizable value, adjustment of the selling price. The allowance for the declining in value of inventory that occurred follows the defined policy without any omission or discrimination for the eligible product. It is included the checking of the actual selling price and the adjustment of the selling price after the end of year compared to the cost.

Regarding the audit approach on the amount of inventory, I have audited the internal control and tested the computer software system of inventory that is scattered throughout the regions of Thailand. I have considered the internal control of the internal inventory count, planning, setting the count of the shops and distributor, checking the result of the inventory count report, finding the cause of the difference from counting and approval from the management in the adjustment of the difference of the value of inventory. I have participated in the inventory count observation at the end of the year at the warehouse of the head office, the Company's shops, and consigned branches at distributor. In addition, I have audited and monitored the cause of unusual transactions in the inventory report such as overspend product, find the cause of the effect on the value of inventory, and verify the adjustment transaction of the inventory value of the consigned group at department store back to the Company's product.



Revenue Recognition

The Company's sales revenue consists of revenue from sales through different channels to various customers, including retail shops, sales through the online system, sales through distributors under a variety of sales conditions along with revenue from sales which arises from the sales of retail shops and distributors that are spread throughout the regions of the Thailand. At present from more intense competition in the clothing business and changing consumer behaviour, I considered the revenue recognition as key audit matter and focused on the audit of occurrence and the timing of revenue recognition.

Risk response by the auditor

I have examined the revenue recognition of the Company by assessing and testing the Company's IT system and its internal control system with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the nature and sales condition of each channel, testing compliance of control designed by the company by applying sampling method to each type of sales document to assess whether revenue recognition was consistent with the conditions of the agreement, and whether it was in compliance with the Company's policy. On a sampling basis, examining supporting documents for sales transactions, reviewing credit notes that occurred during the year and near the end of the accounting period, examining cash receipt from retail shops and distributors and examining significant revenue account adjustment transactions.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon. The annual report 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 will 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 identified above when it becomes available 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, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance in order for those charged with governance to correct 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 Company's ability to continue as a going concern, disclosing, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 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 Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the 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 Company'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 Company'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 Company 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 appropriate and adequate audit evidence with respect to the Company's financial information in the associate to express an opinion on the financial statements in which investments in associates is presented by the equity method. I am responsible to define the direction, monitor and oversee and audit the business of the associate. I am solely responsible for my own 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 we 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.

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Chutinant Kopraserthaworn.

Chutinant Kopraserthaworn

(Miss Chutinant Kopraserthaworn)

Certified Public Accountant

Registration No. 9201

Dharmniti Auditing Company Limited

Bangkok, Thailand

February 28, 2023



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2022

<u>ASSETS</u>			
	Note	In Baht	
		2022	2021
Current assets			
Cash and cash equivalents	5	88,098,810.36	91,415,441.62
Trade receivables - other parties	6	25,426,774.21	26,004,050.21
Other receivables - prepaid expenses		1,294,650.19	885,827.04
Inventories	7	182,349,617.17	186,240,104.20
Other current financial assets	8	8,394.24	8,350.73
Other current assets			
Vat of consignment		5,440,143.43	7,269,546.34
Deposit of goods		14,283,201.37	18,928,425.01
Other		535,382.41	709,603.75
Total current assets		317,436,973.38	331,461,348.90
Non-current assets			
Investment in associate	9	-	-
Property, plant and equipment	10, 14, 16	126,448,033.50	127,551,453.21
Right-of-use assets	11	342,948,739.30	513,938,260.17
Intangible assets	12	5,983,579.97	7,283,247.88
Other non-current assets - rental deposits		6,261,630.29	3,908,715.31
Deferred tax assets	13	26,263,513.72	28,887,273.62
Total non-current assets		507,905,496.78	681,568,950.19
Total assets		825,342,470.16	1,013,030,299.09

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	In Baht	
		2022	2021
Current liabilities			
Trade payables - other parties		25,529,823.70	20,209,722.79
Other payables			
Accrued expenses		9,996,420.53	9,951,179.36
Accrued payables - fixed assets		175,348.39	108,291.97
Others		2,204,090.87	309,395.28
Current portion of long-term lease liabilities	15	49,262,258.87	61,505,551.80
Current portion of long-term borrowing	16	6,666,660.00	13,888,885.00
Other current liabilities		474,743.77	4,296,459.70
Total current liabilities		94,309,346.13	110,269,485.90
Non-current liabilities			
Long-term lease liabilities	15	299,097,367.57	451,897,335.54
Long-term borrowing	16	19,444,455.00	26,111,115.00
Non-current provisions for employee benefit	17	15,065,937.00	15,451,012.00
Provisions for demolition costs	18	6,441,432.07	6,526,681.41
Other non-current liabilities		5,206,911.50	6,352,549.73
Total non-current liabilities		345,256,103.14	506,338,693.68
Total liabilities		439,565,449.27	616,608,179.58

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

	Note	In Baht	
		2022	2021
Shareholders' equity			
Share capital			
Authorized share capital			
513,318,064 ordinary shares of Baht 0.50 each		256,659,032.00	256,659,032.00
Issued and paid-up share capital			
363,519,904 ordinary shares of Baht 0.50 each		181,759,952.00	181,759,952.00
Premium on share capital		73,980,713.10	73,980,713.10
Retained earnings			
Appropriated Legal reserve	19	20,620,355.90	20,620,355.90
Unappropriated		109,415,999.89	120,061,098.51
Total shareholders' equity		385,777,020.89	396,422,119.51
Total liabilities and shareholders' equity		825,342,470.16	1,013,030,299.09

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022

	Note	In Baht	
		2022	2021
Revenues			
Revenues from sales		514,776,915.25	381,475,470.17
Other income		9,526,785.89	34,725,220.12
Total revenues		524,303,701.14	416,200,690.29
Expenses			
Cost of sales		219,463,296.74	174,677,945.44
Selling expenses		226,466,447.34	184,961,242.77
Administrative expenses		67,396,170.63	59,548,213.72
Total expenses		513,325,914.71	419,187,401.93
Profit (loss) from operations		10,977,786.43	(2,986,711.64)
Finance costs		20,159,162.15	19,153,640.08
Profit (loss) before income tax expenses		(9,181,375.72)	(22,140,351.72)
Income tax (revenue) expenses	24	2,391,752.50	(4,772,734.39)
Profit (loss) for the year		(11,573,128.22)	(17,367,617.33)
Other comprehensive income :			
Items that will not be reclassified to profit or loss			
Actuarial gains from post-employee benefit, net of income tax		928,029.60	-
Other comprehensive income for the year, net of income tax		928,029.60	-
Total comprehensive income (expense) for the year		(10,645,098.62)	(17,367,617.33)
Earnings per share	20		
Basic earnings (loss) per share (Baht per share)		(0.03)	(0.05)

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

	In Baht				
	Share capital	Premium on	Retained earnings		Total shareholders'
	issued and	share capital	Appropriated-	Unappropriated	equity
	paid up		Legal reserve		
Balance as at January 1, 2021	181,759,952.00	73,980,713.10	20,620,355.90	137,428,715.84	413,789,736.84
Comprehensive income (expense)					
Profit (loss) for the year	-	-	-	(17,367,617.33)	(17,367,617.33)
Other comprehensive income for the year	-	-	-	-	-
Balance as at December 31, 2021	181,759,952.00	73,980,713.10	20,620,355.90	120,061,098.51	396,422,119.51
Comprehensive income (expense)					
Profit (loss) for the year	-	-	-	(11,573,128.22)	(11,573,128.22)
Other comprehensive income for the year	-	-	-	928,029.60	928,029.60
Balance as at December 31, 2022	181,759,952.00	73,980,713.10	20,620,355.90	109,415,999.89	385,777,020.89

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

	In Baht	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) for the year	(11,573,128.22)	(17,367,617.33)
Adjustment to reconcile profit (loss) for the year to net cash provided by (used in) from operating activities		
Unrealized loss (gain) on change in value of the other current financial assets	(43.51)	(24.60)
Expected credit losses	1,503,149.47	-
Allowance for the decline in value of obsolete inventories increase (reversal)	1,798,758.80	(3,178,063.79)
Loss (gain) on sales of assets/loss from disposal	293,493.27	288,532.29
Loss (gain) on amortization rights-of-use-assets	(6,220,776.47)	(2,975,827.68)
Loss (gain) from rental reduction	3,201,214.35	(25,437,134.41)
Depreciation and amortization	73,300,186.95	92,023,517.31
Unrealized loss (gain) on exchange rate	29,979.01	19,467.35
Employee benefits expenses	1,350,380.00	1,274,872.00
Demolition costs	363,688.25	(11,323.60)
Loss from withholding tax write-off	-	739.47
Interest income	(89,480.83)	(62,421.08)
Interest expenses	20,159,162.15	19,153,640.07
Income tax (revenue) expenses	2,391,752.50	(4,772,734.39)
Profit from operating before changes in operating assets and liabilities	86,508,335.72	58,955,621.61

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF CASH FLOWS (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2022

	In Baht	
	2022	2021
(Increase) decrease in operating assets		
Trade receivables - other parties	(925,873.47)	(4,105,782.07)
Other receivables - prepaid expenses	(408,823.15)	82,756.00
Inventories	2,091,728.23	(17,165,429.88)
Other current assets	6,715,116.33	(8,623,861.85)
Other non-current assets - rental deposits	1,769,899.86	(291,757.94)
Increase (decrease) in operating liabilities		
Trade payables - other parties	5,290,121.90	(5,545,824.19)
Other payables - accrued expenses	14,525.79	966,885.55
Other payables - other	1,894,695.59	(25,868.00)
Other current liabilities	(3,821,715.93)	3,002,404.89
Cash paid for demolition costs	(621,950.00)	(125,871.03)
Other non-current liabilities - employee deposits	(1,145,638.23)	(634,129.00)
Cash paid for employee benefit	(575,418.00)	-
Cash paid for income tax	(66,268.44)	(41,361.84)
Net cash provided by (used in) operating activities	96,718,736.20	26,447,782.25
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	89,480.83	62,421.08
Cash paid for purchase of property, plant and equipment	(10,541,581.36)	(6,469,406.63)
Cash paid for purchase of Right-of-use Assets	(2,446,877.13)	(2,252,516.31)
Cash received from sales of property, plant and equipment	18,691.59	708,598.13
Cash received from right-of-use assets	2,244,888.67	8,749,150.11
Cash paid for intangible assets	-	(1,094,764.92)
Net cash provided by (used in) investing activities	(10,635,397.40)	(296,518.54)

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
THE STATEMENT OF CASH FLOWS (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2022

	In Baht	
	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash paid for interest expenses	(685,004.59)	(776,808.98)
Lease liabilities (decrease)	(74,826,080.47)	(51,591,040.15)
Cash receipts from long-term borrowings from financial institutions	-	30,000,000.00
Repayment from long-term borrowings from financial institutions	(13,888,885.00)	(15,860,000.00)
Net cash provided by (used in) financial activities	(89,399,970.06)	(38,227,849.13)
 INCREASE (DECREASE) IN CASH AND EQUIVALENTS - NET	 (3,316,631.26)	 (12,076,585.42)
CASH AND CASH EQUIVALENTS, AT THE BEGINNING OF THE YEAR	91,415,441.62	103,492,027.04
CASH AND CASH EQUIVALENTS, AT THE END OF THE YEAR	88,098,810.36	91,415,441.62
 SUPPLEMENT DISCLOSURES OF CASH FLOWS INFORMATION		
Increase (decrease) of property, plant and equipment from asset purchase		
accounts payable	67,056.42	(360,185.60)
Recognition of right-of-use assets	49,738,670.03	10,221,687.05
Demolition Costs - Furniture :-		
- Property, plant and equipment	72,441.85	21,924.84
- Right-of-use assets	90,139.25	177,844.88

Notes to financial statements form an integral part of these statements.



BGT CORPORATION PUBLIC COMPANY LIMITED
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

1. GENERAL INFORMATION

Company General Information

(a) General matter

The Company was incorporated as a limited company under the Thai Civil and Commercial Code on March 31, 1988, and changed its status to a public limited company under the Public Limited Company Act on June 29, 2007. The Company's shares had been approved to be listed on the Market for Alternative Investment (MAI) on December 11, 2007.

The address of its registered office is at 188 Suwinthawong Road, Minburi, Bangkok.

(b) Nature of the Company's business

The Company operates in Thailand and its principal business activity is retail of ready-to-wear apparels and related accessories under the trademark of Body Glove.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENT

2.1 Basis for preparation of the financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E.2547 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E.2543.

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

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 such financial statements in Thai language version.

2.2 Financial reporting standards that became effective in the current year

During the year, the Company have adopted the revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting practices, accounting guidance and disclosures in the notes to the financial statements and, for some standards, providing temporary reliefs or temporary exemptions to users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current period.



- 2.3 Revised Financial Reporting Standards that will become effective for the financial statements with the accounting period beginning on or after January 1, 2023

The Federation of Accounting Professions has announced to apply several revised financial reporting standards in the Royal Gazette. This will become effective for the financial statements with the accounting period beginning on or after January 1, 2023. This revision is for the financial reporting standards to be clearer and more appropriate and to conform with international financial reporting standards. Such revision does not affect the principles of the standards and does not affect the users of the financial reporting standards adopted before 2023.

The management of the Company believe that this revision of the standards will not significantly affect the financial statements.

- 2.4 New Financial Reporting Standards

The Federation of Accounting Professions has announced to apply the Financial Reporting Standard No.17 on “Insurance Contract” in the Royal Gazette. This standard requires to comply with the defined criteria of the international reporting standards including various related improvements. The effective date is to apply on the financial statements for the accounting period beginning on or after January 1, 2025.

3. SIGNIFICANT ACCOUNTING POLICIES

- 3.1 Revenue and expense recognition

Sale of goods

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

Interest income

Interest income is recognized as income on the accrual basis based on the effective rate method.

Dividends

Dividends are recognized as income when having the rights to receive the dividends.

Other income and other expenses

Other income and other expenses are recognized on an accrual basis.



3.2 Financial instruments

Classification and measurement of financial assets

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

Equity instruments can be classified and cannot be changed by two types of measurement which are measuring fair value through profit or loss or measuring fair value through other comprehensive income that without recycling to profit or loss.

The initial recognition of financial assets that are not measured at fair value through profit or loss with fair value plus or deduct transaction cost directly related to the acquisition or issuance. Financial assets that are measured at fair value through profit or loss, transaction costs of financial assets are recognized as expense in profit or loss.

Subsequent measurement of debt instruments by 3 methods depend on the classification of debt instruments.

- Financial assets measured at amortized cost when financial assets are held to receive cash flow under the agreement and condition of the agreement of the financial assets that generate cash flow to pay the principal and interest from the principal balance on the specified date only. Such financial assets have to be calculated using the effective rate and are subject to impairment assessment. Profit or loss arising from derecognized, modified or impaired will be recognized in profit or loss.
- Financial assets measured at fair value through other comprehensive income when financial assets are held to receive cash flow under the agreement and to sell financial assets and the agreement condition of financial assets generating cash flow that only pays the principal and interest from the principal balance on the specified date. The change of value of financial assets is recognized through other comprehensive income except loss on impairment and interest income and gain and loss on exchange rate are recognized as profit or loss upon recognized of financial assets. Earning or deficit previously recognized in other comprehensive income has to be reclassified into profit or loss. Such financial asset has to be calculated using the effective interest rate same as financial assets measured at amortized cost.
- Financial assets measured at fair value through profit or loss when financial assets that do not meet the criteria for amortized cost or financial assets measured at fair value through other comprehensive income will be presented in the statement of financial position at fair value by recognizing the net change of fair value in profit or loss.

Subsequent valuation of equity instruments must present equity instruments using the fair value and record profit/loss from change in fair value through profit or loss or other comprehensive income depending on equity instruments classification.



Classification and valuation of financial liabilities

The Company are recognized initially of financial liabilities at fair value net of transaction costs and classified as financial liabilities as financial liabilities subsequently measured at amortized cost using the effective rate. The amortized cost is calculated taking into account fees or costs that are an integral part of the effective rate. Amortization by the effective rate is presented as part of financial costs in profit or loss.

Derivative

Derivative is recognized at fair value and measured fair value at the end of the reporting period. Profit or loss from fair value remeasurement is recognized in profit or loss immediately unless that derivative is used for hedge.

Derecognition of financial instruments

Financial assets will be derecognized from the account when the right to receive cash flow of such asset has ended or when the right to receive cash flow of the assets is transferred including upon the transfer of all risk and consideration of that asset or transfer of internal control in that asset although there is no transfer or maintaining of nearly all risk and consideration of such asset.

Financial liabilities will be derecognized from the account when the obligation of such liabilities has been complied, the obligation is cancelled or the obligation has ended. In case existing financial liabilities are changed to new liabilities from one single lender with considerably different requirements or there is a significant amendment in the requirements of existing liabilities, these are considered as recognition old liabilities and recognizing new liabilities by recognizing the difference of such carrying value under profit or loss.

Impairment of financial assets

Expected credit loss for financial assets measured at amortized cost or debt instrument financial asset measured at fair value through other comprehensive income and assets arising from credit facility obligation and financial guarantee agreement are assessed without having to wait for the credit event to occur first. The Company use the general approach in considering the allowance for loss on impairment. For trade receivables, the Company apply a simplified approach in calculating ECLs. The Company recognize a loss based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

Offset of financial instruments

Financial assets and liabilities will be offset and presented at net balance in the statement of financial position in the case legally enforced in offsetting the recognized amount. The Company intend to pay the net balance or intends to receive assets and settle payment of liabilities at the same time.



3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, cash at bank, and highly liquid short-term investment with an original maturity of three months or less and not subject to withdrawal restrictions.

3.4 Trade receivables

Trade receivables are stated at their invoice value less allowance for expected credit losses unless they contain significant financing components, when they are recognized at present value.

The allowance for expected credit losses is disclosed in Note 3.2.

3.5 Inventories

Inventories are valued at the lower of cost (weighted average method) or net realizable value. Allowance for the decline in value of inventories is provided for slow-moving and obsolete stocks.

The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties, transportation charges and other direct costs incurred in acquiring the inventories less all trade discounts, allowances or rebates.

The net realizable value of inventory is estimated from the selling price in the ordinary course of business less the estimated costs to complete the sale.

3.6 Investments

Current Investment

Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded as gains or losses in the statements of comprehensive income and recorded as gains or losses in the statement of comprehensive income when those securities are sold.

The fair value of unit trusts is calculated from the net asset value of the fund.

Investments in associates

Associates are all entities over which the Company has significant influence but not control generally accompanying a shareholding of between 20% and 50% of the voting rights. In the consolidated financial statement, investments in associates are initially recognized at cost and are accounted for using the equity method.

Investments in associates are stated at cost net from allowance on impairment (if any) in the separate financial statements.



3.7 Property, plant equipment and depreciation

Land is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and allowance on impairment (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the company (if any).

Depreciation of plant and equipment is calculated by cost less residual value on the straight-line basis over the following estimated useful lives:

	Year
Building and building improvement	20
Furniture, fixture and office equipment	5
Vehicles	5 and 8
Demolition costs - decoration on rental area	6 and 9

The Company has reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

3.8 Leases

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

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



Right-of-use assets-as a lessee

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

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

Long-term leases - leasehold right is stated at cost after deducted accumulated amortization. Amortization is calculated by the straight-line method in accordance with the rental contract term of 6 - 29 years.

Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

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

Short-term leases and leases of low-value assets

The Company apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value.

Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.



3.9 Intangible assets

Intangible assets that are acquired by the Company with finite useful lives are stated at cost less accumulated amortization and allowance on impairment (if any).

Intangible assets are amortized in the statement of comprehensive income on a straight-line basis over their estimated useful lives from the date that they are available for use. The estimated useful lives are as follows:

	Year
Trademark	27
Computer software	5

3.10 Borrowing costs

Borrowing costs directly attributed to the acquisition or construction of an asset that necessarily takes long time to put in ready to use or available for sale state are capitalized as part of the cost of the respective asset until that asset condition is ready for its intended use. All other borrowing costs are expensed in the year they are incurred. Borrowing costs consist of interest and other costs arising from such borrowing.

3.11 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

3.12 Foreign currencies

Transactions in foreign currencies are translated into Baht at the rates ruling on the transaction dates. Monetary assets and liabilities denominated in foreign currency outstanding at the statement of financial position date are translated into Baht at the rates ruling on the statement of financial position date.

Exchange gains and losses are included in determining earnings.



3.13 Impairment of non-financial assets

As at the statement of financial position date, the Company assesses whether there is an indication of asset impairment. If any such indication exists, the Company will make an estimate of the asset's recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of comprehensive income. In addition, impairment loss is reversed if there is a subsequent increase in the recoverable amount. The reversal shall not exceed the carrying value that would have been determined net of accumulated depreciation or amortization. The recoverable amount of the asset is the asset's value in use or fair value less costs to sell.

3.14 Employee benefits

Short-term employment benefits

The Company recognize salary, wage, bonus and contributions to social security fund and provident fund as expenses when incurred.

Post-employment benefits (Defined contribution plans)

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

Post-employment benefits (Defined benefit plans)

The Company has obligations in respect of the severance payments that it must pay to the employees upon retirement under the labor law and other employee benefit plans. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees are recognized immediately in other comprehensive income.



3.15 Income tax expenses (income)

Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company records income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates (year 2022 and 2021 : 20%) of net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax. And less certain transactions which are exemption or allowable from income tax.

Deferred tax

Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities.

Deferred tax assets and liabilities are measured at the tax rates that the Company expect to apply to the year when the deferred tax assets are realized or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

Thus, the Company offsets deferred tax asset and deferred tax liabilities for presentation in the statement of financial position, rather than presenting them separately.



3.16 Earnings per share

Basic earnings per share is calculated by dividing profit (loss) for the year by the weighted average number of ordinary shares which are issued during the year and held by outside party.

Diluted earnings per share is computed by dividing profit (loss) for the year by the aggregate amount of the weighted average number of ordinary shares issued during the year and the weighted average number of ordinary shares which the Company may have to issue for conversion of warrants to ordinary shares.

3.17 Significant accounting judgement and estimates

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

Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense. The provision for obsolete slow-moving and deteriorated inventory, is estimated based on the approximate useful life of each type of inventory. The allowance for diminution in value of inventory as determined is compared with the original balance in the books of account and the increase or decrease in the allowance for diminution in value of inventory will be recognized as cost of sales and service in profit or loss.

Property, plant and equipment, right-of-use assets, depreciation

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

Deferred tax assets

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



Post-employment benefits (Defined benefit plans)

The obligation under the defined benefit plan is estimated based on actuarial principles. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Provisions for demolition costs

Provisions are used for demolition costs in decoration on rental area. The estimates are based on the present value of estimated actual average demolition costs according to the historical data by recording as part of the assets and amortized over their estimated useful lives. However, the actual demolition costs may differ from the estimated amount.

Determining the lease term of contracts with renewal and termination options

The Company determine the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit of the lease. Therefore, the incremental borrowing rate of the Company are used to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company would have to pay for necessary borrowing to acquire the assets, or assets with close value to right-of-use assets in similar economic environment, borrowing period and borrowing security.



4. RELATED PARTY TRANSACTIONS

During the year, the Company had significant business transactions with related persons and related companies (related by ways of common shareholders and/or common directors). These transactions follow the trade terms and rules agreed between the Company and those companies in the normal course of business.

Details of the relationship between the Company and its related parties and companies are as follows:

4.1 Associate

- BGT Technology Co., Ltd.

Registration of dissolution and in the process of liquidation

Management benefit expenses

Management benefit expenses represents the benefits paid to the Company's management such as salaries and related benefit including the benefit paid by other means. The Company's management are persons who are defined under the Securities and Exchange Act.

Management benefit expenses for the years ended December 31, 2022 and 2021, as follows :

	In Million Baht	
	2022	2021
Management		
Management benefit expenses		
Short-term employment benefits	12.63	8.59
Post-employment benefits	0.46	0.37
Total	13.09	8.96

5. CASH AND CASH EQUIVALENTS

This account consisted of:

	In Baht	
	2022	2021
Cash on hand	2,146,155.00	2,542,304.00
Cash at bank - current accounts	14,967,189.13	31,435,057.42
Cash at bank - savings accounts	70,450,239.24	56,903,727.94
Fixed deposit 3 - 12 months (Pledged deposits : Note 28)	535,226.99	534,352.26
Total	88,098,810.36	91,415,441.62

Savings accounts carry interest at the floating rates which are set by the bank.



6. TRADE RECEIVABLES - OTHER PARTIES

As at December 31, 2022 and 2021, the Company has the outstanding balance of trade receivables - other parties aging are as follows:

	In Baht	
	2022	2021
<u>Trade receivables</u>		
Not overdue	24,320,196.47	22,890,509.85
Overdue		
Less than or equal to 3 months	138,333.00	760,727.14
Net	24,458,529.47	23,651,236.99
<u>Other parties</u>		
Receivable for loss of goods	2,471,394.21	2,352,813.22
<u>Less</u> Allowance for expected credit losses	(1,503,149.47)	-
Net	968,244.74	2,352,813.22
Total	25,426,774.21	26,004,050.21

During the year, the Company had the movements is allowance for expected credit losses are as follows :

	In Baht
Balance as at January 1, 2022	-
Increasing (Decreasing) during the year	1,503,149.47
Balance as at December 31, 2022	1,503,149.47

7. INVENTORIES

This account consisted of:

	In Baht	
	2022	2021
Finished goods	195,343,958.90	197,828,338.33
Goods in transit	392,651.20	-
<u>Less</u> Allowance for the decline in value of inventories	(13,426,339.39)	(11,627,580.59)
Net	182,310,270.71	186,200,757.74
Raw materials and supplies	39,346.46	39,346.46
Total	182,349,617.17	186,240,104.20



The change in the allowance for the decline in value of inventories for the years ended December 31, 2022 and 2021 are as follows :

	In Baht	
	2022	2021
Balance as at January 1	11,627,580.59	14,805,644.38
Increasing (Decreasing) during the year	1,798,758.80	(3,178,063.79)
Balance as at December 31	13,426,339.39	11,627,580.59

8. OTHER CURRENT FINANCIAL ASSETS

As at December 31, 2022 and 2021, the details of other current financial assets were as follows:

	In Baht	
	2022	2021
Open-end fund	8,112.64	8,112.64
Add Unrealized profit from change in value	281.60	238.09
Total other current financial assets	8,394.24	8,350.73

9. INVESTMENT IN ASSOCIATE

As at December 31, 2022 and 2021, investment in associate the details is as follows:

Company name	In Baht		Percentage of shareholding		In Baht	
	Paid-up capital				Cost method	
	As at	As at	As at	As at	As at	As at
	December	December	December	December	December	December
	31, 2022	31, 2021	31, 2022	31, 2021	31, 2022	31, 2021
BGT Technology Co., Ltd.	5,000,000.00	5,000,000.00	23.65	23.65	1,182,500.00	1,182,500.00
Less Allowance for impairment in the investment					(1,182,500.00)	(1,182,500.00)
Net					-	-

Since 2019, the Company has not presented the financial statements which states investment by the equity method because the associated company has registered to terminate the company and is under liquidation process. There are no more significant transactions in the financial statements of the associated company.



10. PROPERTY, PLANT AND EQUIPMENT

This account consisted of:

	In Baht				
	Land	Building and building improvement	Furniture, fixture and office equipment	Vehicles	Total
<u>At cost</u>					
Balance as at December 31, 2021	46,871,955.00	105,345,453.97	187,319,213.38	20,984,499.33	360,521,121.68
Acquisitions	-	129,555.00	10,474,582.78	4,500.00	10,608,637.78
Disposals and write-off	-	-	(23,328,664.71)	-	(23,328,664.71)
Transfer in (out)	-	-	68,399.04	3,520,000.00	3,588,399.04
Balance as at December 31, 2022	46,871,955.00	105,475,008.97	174,533,530.49	24,508,999.33	351,389,493.79
<u>Accumulated depreciation</u>					
Balance as at December 31, 2021	-	(46,343,569.80)	(170,901,131.03)	(15,724,967.64)	(232,969,668.47)
Depreciation for the year	-	(5,460,920.13)	(7,407,740.32)	(33,274.18)	(12,901,934.63)
Disposals and write-off	-	-	23,016,479.85	-	23,016,479.85
Transfer out (in)	-	-	25,662.96	(2,112,000.00)	(2,086,337.04)
Balance as at December 31, 2022	-	(51,804,489.93)	(155,266,728.54)	(17,870,241.82)	(224,941,460.29)
<u>Net book value</u>					
Balance as at December 31, 2021	46,871,955.00	59,001,884.17	16,418,082.35	5,259,531.69	127,551,453.21
Balance as at December 31, 2022	46,871,955.00	53,670,519.04	19,266,801.95	6,638,757.51	126,448,033.50

	In Baht				
	Land	Building and building improvement	Furniture, fixture and office equipment	Vehicles	Total
<u>At cost</u>					
Balance as at December 31, 2020	46,871,955.00	102,904,807.98	188,558,108.00	23,077,765.83	361,412,636.81
Acquisitions	-	2,440,645.99	3,627,841.54	40,733.50	6,109,221.03
Disposals and write-off	-	-	(4,845,059.64)	(2,134,000.00)	(6,979,059.64)
Transfer in (out)	-	-	(21,676.52)	-	(21,676.52)
Balance as at December 31, 2021	46,871,955.00	105,345,453.97	187,319,213.38	20,984,499.33	360,521,121.68
<u>Accumulated depreciation</u>					
Balance as at December 31, 2020	-	(41,116,975.32)	(165,031,173.50)	(16,856,195.48)	(223,004,344.30)
Depreciation for the year	-	(5,226,594.48)	(10,249,411.88)	(362,772.16)	(15,838,778.52)
Disposals and write-off	-	-	4,487,929.22	1,494,000.00	5,981,929.22
Transfer out (in)	-	-	(108,474.87)	-	(108,474.87)
Balance as at December 31, 2021	-	(46,343,569.80)	(170,901,131.03)	(15,724,967.64)	(232,969,668.47)
<u>Net book value</u>					
Balance as at December 31, 2020	46,871,955.00	61,787,832.66	23,526,934.50	6,221,570.35	138,408,292.51
Balance as at December 31, 2021	46,871,955.00	59,001,884.17	16,418,082.35	5,259,531.69	127,551,453.21



As at December 31, 2022 and 2021, the Company have the gross carrying amount of any fully depreciated property, plant and equipment that is still in use of Baht 155.68 million and Baht 165.79 million, respectively.

Land and building are mortgaged to secure credit facilities of several financial institutions as disclosed in Note 14 and 16.

Amounts recognized in statement of comprehensive income for years ended December 31, 2022 and 2021 are comprise :

	In Baht	
	2022	2021
Depreciation for the year	12,901,934.63	15,838,778.52
Gain (Loss) from disused of asset / loss from disposal	(300,998.84)	(318,566.60)
Gain (Loss) on sales of asset	7,505.57	30,034.31

11. RIGHT-OF-USE ASSETS

Movements of the right-of-use assets account for the years ended December 31, 2022 and 2021 are summarized as follows:

	In Baht			
	Building and building improvements	Leasehold rights - shop area	Vehicles	Total
<u>At cost</u>				
Balance as at December 31, 2021	633,447,282.93	76,393,790.63	7,538,000.00	717,379,073.56
Increasing during the year	52,486,648.65	-	-	52,486,648.65
Transfer out	(4,122,814.84)	-	(3,520,000.00)	(7,642,814.84)
Amortization	(184,789,700.07)	(53,397,953.70)	-	(238,187,653.77)
Balance as at December 31, 2022	497,021,416.67	22,995,836.93	4,018,000.00	524,035,253.60
<u>Accumulated depreciation</u>				
Balance as at December 31, 2021	(129,152,386.11)	(71,435,068.71)	(2,853,358.57)	(203,440,813.39)
Depreciation for the year	(56,212,496.03)	(2,295,296.35)	(590,792.03)	(59,098,584.41)
Accumulated depreciation - transfers out	-	-	2,112,000.00	2,112,000.00
Accumulated depreciation - amortization	26,053,672.58	53,287,210.92	-	79,340,883.50
Balance as at December 31, 2022	(159,311,209.56)	(20,443,154.14)	(1,332,150.60)	(181,086,514.30)
<u>Net book value</u>				
Balance as at December 31, 2021	504,294,896.82	4,958,721.92	4,684,641.43	513,938,260.17
Balance as at December 31, 2022	337,710,207.11	2,552,682.79	2,685,849.40	342,948,739.30



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	In Baht			
	Building and improvements	Leasehold rights - shop area	Vehicles	Total
<u>At cost</u>				
Balance as at December 31, 2020	646,467,308.49	104,036,085.06	5,309,000.00	755,812,393.55
Increasing during the year	10,198,474.39	46,728.97	2,229,000.00	12,474,203.36
Transfer out	(1,696,389.10)	-	-	(1,696,389.10)
Amortization	(21,522,110.85)	(27,689,023.40)	-	(49,211,134.25)
Balance as at December 31, 2021	633,447,282.93	76,393,790.63	7,538,000.00	717,379,073.56
<u>Accumulated depreciation</u>				
Balance as at December 31, 2020	(68,609,344.73)	(85,825,232.31)	(2,036,505.57)	(156,471,082.61)
Depreciation for the year	(66,257,732.89)	(7,978,290.70)	(816,853.00)	(75,052,876.59)
Accumulated depreciation - amortization	5,714,691.51	22,368,454.30	-	28,083,145.81
Balance as at December 31, 2021	(129,152,386.11)	(71,435,068.71)	(2,853,358.57)	(203,440,813.39)
<u>Net book value</u>				
Balance as at December 31, 2020	577,857,963.76	18,210,852.75	3,272,494.43	599,341,310.94
Balance as at December 31, 2021	504,294,896.82	4,958,721.92	4,684,641.43	513,938,260.17

The Company lease several assets including building and building improvement with a lease term of 6 - 9 years leasehold with a lease term of 29 years and vehicles with a lease term of 4 - 5 years.



12. INTANGIBLE ASSETS

Movements of the intangible assets account for the years ended December 31, 2022 and 2021 are summarized as follows:

	In Baht		
	Trademark	Computer Software	Total
<u>At cost</u>			
Balance as at December 31, 2021	17,363,700.00	11,828,667.39	29,192,367.39
Acquisitions	-	-	-
Amortization	-	-	-
Balance as at December 31, 2022	17,363,700.00	11,828,667.39	29,192,367.39
<u>Accumulated amortization</u>			
Balance as at December 31, 2021	(14,319,626.67)	(7,589,492.84)	(21,909,119.51)
Amortization for the year	(238,750.92)	(1,060,916.99)	(1,299,667.91)
Amortization for write-off	-	-	-
Balance as at December 31, 2022	(14,558,377.59)	(8,650,409.83)	(23,208,787.42)
<u>Net book value</u>			
Balance as at December 31, 2021	3,044,073.33	4,239,174.55	7,283,247.88
Balance as at December 31, 2022	2,805,322.41	3,178,257.56	5,983,579.97

	In Baht		
	Trademark	Computer Software	Total
<u>At cost</u>			
Balance as at December 31, 2020	17,363,700.00	10,733,902.47	28,097,602.47
Acquisitions	-	1,094,764.92	1,094,764.92
Amortization	-	-	-
Balance as at December 31, 2021	17,363,700.00	11,828,667.39	29,192,367.39
<u>Accumulated amortization</u>			
Balance as at December 31, 2020	(14,080,875.75)	(6,696,381.56)	(20,777,257.31)
Amortization for the year	(238,750.92)	(893,111.28)	(1,131,862.20)
Amortization for write-off	-	-	-
Balance as at December 31, 2021	(14,319,626.67)	(7,589,492.84)	(21,909,119.51)
<u>Net book value</u>			
Balance as at December 31, 2020	3,282,824.25	4,037,520.91	7,320,345.16
Balance as at December 31, 2021	3,044,073.33	4,239,174.55	7,283,247.88



Amounts recognized in statement of comprehensive income for the years ended December 31, 2022 and 2021 are comprise ;

	In Baht	
	2022	2021
Amortization for the year	1,299,667.91	1,131,862.20

13. DEFERRED TAX ASSETS

Changes in deferred tax assets for the years ended December 31, 2022 and 2021 are summarized as follows:

	In Baht		
	Balance as at Dec. 31, 21	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance as at Dec. 31, 22
Deferred tax assets:			
Allowance for the decline in value of inventories	2,325,516.12	359,751.75 -	2,685,267.87
Consignment	14,272,356.54	(2,853,874.97) -	11,418,481.57
Right-of-use assets	9,199,198.56	(52,621.68) -	9,146,576.88
Non - current provisions for employee benefits	3,090,202.40	154,992.40 (232,007.40)	3,013,187.40
Total	28,887,273.62	(2,391,752.50) (232,007.40)	26,263,513.72

	In Baht		
	Balance as at Dec. 31, 20	Revenue (expenses) during the year In profit or loss In other comprehensive income	Balance as at Dec. 31, 21
Deferred tax assets:			
Allowance for the decline in value of inventories	2,961,128.88	(635,612.76) -	2,325,516.12
Consignment	7,768,227.06	6,504,129.48 -	14,272,356.54
Right-of-use assets	7,382,010.45	1,817,188.11 -	9,199,198.56
Non - current provisions for employee benefits	2,835,228.00	254,974.40 -	3,090,202.40
Tax deficit	3,167,944.84	(3,167,944.84) -	-
Total	24,114,539.23	4,772,734.39 -	28,887,273.62

As at December 31, 2022 and 2021 the Company has unused tax losses amounting to approximately Baht 54.30 million and Baht 31.32 million, respectively. The Company has not recorded deferred tax assets from such tax losses because is still uncertainty that the Company will have sufficient tax profits to utilize deferred tax assets.



14. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTION

As at December 31, 2022 and 2021, the Company has bank overdraft from several local commercial banks with a total credit line of Baht 60 million and Baht 65 million, respectively, carrying interest MOR per annum. The collateral securities of 1 financial institution is guaranteed by land with construction as disclosed in Note 10. Other financial institution carry no collateral.

As at December 31, 2022 and 2021, the Company has short-term loan from several local commercial banks with a total credit line of Baht 90 million, carrying interest at the market rate. The collateral securities of 1 financial institution is guaranteed by land with construction as disclosed in Note 10. Other financial institution carry no collateral.

15. LEASE LIABILITIES

The carrying amounts of lease liabilities and the movement for the years ended December 31, 2022 and 2021 are presented below.

	In Baht	
	2022	2021
As at January 1,	513,402,887.34	577,445,900.25
Addition	49,738,670.03	10,221,687.05
Accretion of interest	19,404,730.90	18,348,732.02
Payments	(74,826,080.47)	(51,591,040.15)
Difference from rental reduction	3,201,214.35	(15,585,257.43)
Decrease from contract cancellation	(162,561,795.71)	(25,437,134.40)
As at December 31	348,359,626.44	513,402,887.34
<u>Less current portion</u>	<u>(49,262,258.87)</u>	<u>(61,505,551.80)</u>
Lease liabilities - net of current portion	<u>299,097,367.57</u>	<u>451,897,335.54</u>

Amounts recognized in the statement of comprehensive income for the years ended December 31, 2022 and 2021 are comprise;

	In Baht	
	2022	2021
Depreciation of right-of-use assets	59,098,584.41	75,052,876.59
Interest expense on lease liabilities	19,404,730.90	18,348,732.02
Expense relating to variable lease payments not included in the measurement of the lease liability	11,373,404.83	3,465,883.34
Total	<u>89,876,720.14</u>	<u>96,867,491.95</u>



For the years ended December 31, 2022 and 2021, the total cash outflow for leases on consolidated and separated financial statements amount to Baht 74.83 million and Baht 51.59 million, respectively. There were increases of right-of-use assets and liabilities under non-cash lease agreement for Baht 49.74 million and Baht 10.22 million, respectively.

16. LONG-TERM BORROWINGS

As at December 31, 2022 and 2021, the Company has long-term borrowings are as follows:

	In Baht	
	2022	2021
Loans from local banks	26,111,115.00	40,000,000.00
<u>Less</u> Current portion	<u>(6,666,660.00)</u>	<u>(13,888,885.00)</u>
Net	<u>19,444,455.00</u>	<u>26,111,115.00</u>

As at December 31, 2022 and 2021, the Company has long-term borrowing are as follows:

	In Baht	
	2022	2021
Long term borrowings, at the beginning of the year	40,000,000.00	25,860,000.00
<u>Add</u> Additional loan during the year	<u>-</u>	<u>30,000,000.00</u>
<u>Less</u> Repayment during the year	<u>(13,888,885.00)</u>	<u>(15,860,000.00)</u>
Long-term borrowings, at the end of the year	<u>26,111,115.00</u>	<u>40,000,000.00</u>

This loan is secured by a land mortgage, building with construction and Small Industrial Credit Guarantee Corporation.

As at December 31, 2022, the Company has 1 credit lines of long-term borrowing with a local financial institution. details as follows:

Credit Line	Credit Line (Million Baht)	(Million Baht) As at Dec 31, 2022	Interest Rate per annum	Monthly installment (Million Baht)	Payment term
1	30.00	26.11	2% (24 installments) 7% (until agreement expiry)	0.56	Year 2022 to 2026
	<u>30.00</u>	<u>26.11</u>		<u>0.56</u>	

As at December 31, 2021, the Company has 2 credit lines of long-term borrowing with a financial institution. Details as follows:

Credit Line	Credit Line (Million Baht)	(Million Baht) As at Dec 31, 2021	Interest Rate per annum	Monthly installment (Million Baht)	Payment term
1	20.00	10.00	2%	1.25	Year 2021 to 2022
2	30.00	30.00	2% (24 installments) 7% (until agreement expiry)	0.56	Year 2022 to 2026
	<u>50.00</u>	<u>40.00</u>		<u>1.81</u>	



On August 27, 2020, the Company entered into a long-term loan with a financial institution with months 1 - 8 pay only interest and from month 9 onwards principal payment at Baht 1.25 million starting the payment in May 2021. On August 27, 2022, the Company had repaid the long-term loan in full.

On September 22, 2021, the Company had the long-term loan with a financial institution. The installments No. 1 - 6 had been exempted the interest. The interest with principal had been started to pay from the installment No. 7 at Baht 0.56 million each. The repayment has started in June 2022 to November 2026. Under the long-term borrowing agreements, the Company shall have to comply with certain conditions and restrictions as specified in the agreement.

17. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT

17.1 Non-current provisions for employee benefit for the year ended December 31, 2022 and 2021 are shown as follows:

The statements of financial position

	In Baht	
	2022	2021
Non-current provisions for employee benefit, at the beginning of the year	15,451,012.00	14,176,140.00
Deduction from payment during the years	(575,418.00)	-
Current service costs and interest	1,350,380.00	1,274,872.00
Actuarial gains from post-employee benefit	(1,160,037.00)	-
Non-current provisions for employee benefit, at the end of the year	<u>15,065,937.00</u>	<u>15,451,012.00</u>

Expense recognized in the statements of comprehensive income

For the years ended December 31, 2022 and 2021

	In Baht	
	2022	2021
The statement of comprehensive income		
Recognized in profit or loss		
Current service costs		
Selling expenses	450,019.00	508,093.00
Administrative expenses	619,221.00	650,591.00
Interest on obligation	281,140.00	116,188.00
Total	<u>1,350,380.00</u>	<u>1,274,872.00</u>



17.2 Principal actuarial assumptions at the reporting date

For the years ended December 31, 2022 and 2021

	Percentage	
	2022	2021
Discount rate	2.05	0.82
Salary increase rate	3	2
Employee turnover rate	0 - 40.00	0 - 42.00
Mortality rate	From Thai Mortality Ordinary Tables of 2017	From Thai Mortality Ordinary Tables of 2017

17.3 Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2022 and 2021 are summarized below:

	Million Baht			
	As at December 31, 2022		As at December 31, 2021	
	1% increase	1% decrease	1% increase	1% decrease
Discount Rate	(0.60)	0.68	(0.74)	0.69
Salary increase rate	0.57	(0.51)	0.99	(0.88)
Employee turnover rate	(0.65)	0.18	(0.03)	0.03

17.4 Gain and loss from the estimate based on actuarial principles recognized in the statement of comprehensive income for the years ended December 31, 2022 and 2021 arise from

	In Baht	
	2022	2021
Recognize in the statement of comprehensive income		
Improvement from experience	(1,867.00)	-
Population assumption	(864,400.00)	-
Financial assumption	(293,770.00)	-
Total	<u>(1,160,037.00)</u>	<u>-</u>



18. PROVISIONS FOR DEMOLITION COSTS

	In Baht	
	2022	2021
Provisions for demolition costs, beginning of the year	6,526,681.41	6,527,806.95
Decreasing provisions for demolition cost paid	(621,950.00)	(125,871.03)
Increase (decrease) during the year	536,700.66	124,745.49
Provisions for demolition costs, end of the year	6,441,432.07	6,526,681.41

Provisions for demolition costs are the estimated cost for demolition in decoration on rental area.

19. APPROPRIATED - LEGAL RESERVE

In accordance with the provisions of the Public Limited Company Act, the Company has to set aside a minimum of 5% of its net profit of each year after deduction of deficit (if any) until the reserve reaches 10% of authorized capital. The reserve is not available for dividend distribution.

20. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit (loss) for the year by the weighted average number of ordinary shares which are issued during the year and held by outside party.

For the years ended December 31, 2022 and 2021 consisted of:

	2022	2021
Net profit (loss) for the year (Baht)	(11,573,128.22)	(17,367,617.33)
Weighted average number of ordinary (shares)	363,519,904	363,519,904
Basic earnings (loss) per share (Baht per share)		
Net profit (loss) for the year	(0.03)	(0.05)

21. OPERATING SEGMENT

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 and assess its performance to the company's operating segment.

The one main operating segment of the Company is retail business of ready-to-wear apparels and related accessories under the trademark of Body Glove. And the single geographical area of their operations is Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.



22. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

	In Baht		
	FVPL	Amortized cost	Total
Financial assets as at December 31, 2022			
Cash and cash equivalents	-	88,098,810.36	88,098,810.36
Trade receivable - other parties	-	25,426,774.21	25,426,774.21
Other current financial assets	8,394.24	-	8,394.24
	<u>8,394.24</u>	<u>113,525,584.57</u>	<u>113,533,978.81</u>

Financial assets mandatorily measured at FVPL include the following:

	In Baht
As at December 31, 2022	
Open-end fund	8,394.24
Total Other current financial assets	<u>8,394.24</u>

	In Baht		
	FVPL	Amortized cost	Total
Financial liabilities as at December 31, 2022			
Trade payables - other parties	-	25,529,823.70	25,529,823.70
Lease liabilities	-	348,359,626.44	348,359,626.44
Long-term borrowings	-	26,111,115.00	26,111,115.00
	<u>-</u>	<u>400,000,565.14</u>	<u>400,000,565.14</u>

	In Baht		
	FVPL	Amortized cost	Total
Financial assets as at December 31, 2021			
Cash and cash equivalents	-	91,415,441.62	91,415,441.62
Trade receivable - other parties	-	26,004,050.21	26,004,050.21
Other current financial assets	8,350.73	-	8,350.73
	<u>8,350.73</u>	<u>117,419,491.83</u>	<u>117,427,842.56</u>

Financial assets mandatorily measured at FVPL include the following:

	In Baht
As at December 31, 2021	
Open-end fund	8,350.73
Total Other current financial assets	<u>8,350.73</u>

	In Baht		
	FVPL	Amortized cost	Total
Financial liabilities as at December 31, 2021			
Trade payables - other parties	-	20,209,722.79	20,209,722.79
Lease liabilities	-	513,402,887.34	513,402,887.34
Long-term borrowings	-	40,000,000.00	40,000,000.00
	<u>-</u>	<u>573,612,610.13</u>	<u>573,612,610.13</u>



23. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2022 and 2021 are as follows:

	In Baht	
	2022	2021
Changes in inventories of finished goods	2,484,379.43	(19,441,822.89)
Purchase of finished goods	197,503,185.21	183,135,471.53
Raw material used	658,501.25	772,189.44
Allowance for the decline in value of inventories (reversal)	1,798,758.80	(3,178,063.79)
Royalty fee	17,208,106.64	13,662,582.75
Employee benefits expenses	77,158,425.69	70,676,198.77
Depreciation and amortization expenses	73,300,186.97	92,023,517.31
Rental and service expenses	11,373,404.83	3,465,883.34

24. INCOME TAX (REVENUE) EXPENSES

24.1 Major components of tax (revenue) expenses

For the years ended December 31, 2022 and 2021 consisted of:

	In Baht	
	2022	2021
Income tax (revenue) expenses shown in profit or loss :		
Current tax expense :		
Income tax expenses for the year	-	-
Deferred tax (revenue) expenses :		
Changes in temporary differences relating to the original recognition and reversal	2,391,752.50	(4,772,734.39)
Total	2,391,752.50	(4,772,734.39)



24.2 A numerical reconciliation between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2022 and 2021 which are summarized as follows:

	In Baht	
	2022	2021
Accounting profit (loss) for the year	(9,181,375.72)	(22,140,351.72)
The applicable tax rate (%)	20%	20%
Tax expense (income) at the applicable tax rate	(1,836,275.14)	(4,428,070.34)
Reconciliation items:		
Tax effect of expenses that are not deductible in determining tax profit:		
- Expenses not allowed as expenses in determining taxable profit	378,108.46	260,152.41
- Additional deductible expense	(746,526.82)	(203,568.22)
Tax losses that are not recognized for deferred tax assets	4,596,446.00	(401,248.24)
Total reconciliation items	4,228,027.64	(344,664.05)
Total tax expense (income)	2,391,752.50	(4,772,734.39)

24.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate

For the years ended December 31, 2022 and 2021 are summarized as follows:

	2022		2021	
	Tax amount In (Baht)	Tax rate (%)	Tax amount In (Baht)	Tax rate (%)
Accounting profit (loss) before tax expense for the year	(9,181,375.72)		(22,140,351.72)	
Tax expense (income) at the applicable tax rate	(1,836,275.14)	(20.00)	(4,428,070.34)	(20.00)
Reconciliation items	4,228,027.64	46.05	(344,664.05)	(1.56)
Tax expense (income) at the average effective tax rate	2,391,752.50	26.05	(4,772,734.39)	(21.56)



25. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2022 and 2021 are as follows:

	Balance as at January 1, 2022	Cash flows Increase (decrease)*	In Baht		Balance as at December 31, 2022
			Non-cash transaction Increase	(decrease)	
Long-term borrowings from financial institutions	40,000,000.00	(13,888,885.00)	-	-	26,111,115.00
Lease liabilities	513,402,887.34	(74,826,080.46)	69,143,400.93	(159,360,581.37)	348,359,626.44
Total	553,402,887.34	(88,714,965.46)	69,143,400.93	(159,360,581.37)	374,470,741.44

	Balance as at January 1, 2021	Cash flows Increase (decrease)*	In Baht		Balance as at December 31, 2021
			Non-cash transaction Increase	(decrease)	
Long-term borrowings from financial institutions	25,860,000.00	14,140,000.00	-	-	40,000,000.00
Lease liabilities	577,445,900.25	(51,591,040.15)	28,570,419.07	(41,022,391.83)	513,402,887.34
Total	603,305,900.25	(37,451,040.15)	28,570,419.07	(41,022,391.83)	553,402,887.34

* Financing cash flows included net proceed and repayment cash transactions in the statements of cash flows.

26. OPERATION, TRADEMARK LICENSE AND SUB-LICENSE AGREEMENTS

On May 3, 2007, the Company entered into an agreement with a foreign company to operate its local product retail and distribution business as specified in the agreement with the permission of the license and sub-license in using the trademark “BODY GLOVE” and the hand device. The said agreement has term of 99 years by automatic renewal for 9 successive time at 10 years per time with a final term of 9 years. The said agreement shall be effective commencing July 1, 2007. Under the agreement, the Company has to pay the following fees :

- 1) Royalty fee at the specified rate with the minimum fee as specified in the agreement;
- 2) Advertising contribution at the rate specified in the agreement;
- 3) Initial upfront fee as specified in the agreement (pay within 120 days following the signing date of the addendum);
- 4) Upfront fee as specified in the agreement (pay in quarterly installments commencing April 2009 to January 2012) ;

However, on September 12, 2007, the Company had been informed by the above foreign company that currently the Company does not require to set up the advertising fund as specified in the agreement until it receives a given notice 90 days in advance from the said foreign company.



27. PROVIDENT FUND

On June 15, 2007, the Company has joined an employee provident fund scheme with a local fund. The employee shall contribute at the rate of 2% - 3% of the gross salary and the Company contributes at the same rate.

The Company's contributions to the fund for the years ended December 31, 2022 and 2021 amounted to Baht 1.14 million and Baht 1.03 million, respectively.

28. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2022, the Company had contingent liabilities to a bank for the letters of guarantee amounting to Baht 0.48 million, which are guaranteed by fixed deposit 3 - 12 months as disclosed in Note 5.

29. FINANCIAL INSTRUMENTS

29.1 Accounting policies

Details of significant accounting policies and methods adopted, including criteria for recognition of revenues and expenses relating to financial assets and financial liabilities are disclosed in Note 3.

29.2 Financial risk management for financial instruments

The Company manages its financial risk exposure on financial assets and financial liabilities in the normal business by its internal management and control system, and the Company does not hold or issue any derivative financial instruments.

29.3 Credit risk

The Company is exposed to credit risk primarily relating to trade accounts receivable and other accounts receivable and long-term loans to other parties. The management of the Company manages this risk by establishing appropriate credit control policies and procedures. Therefore, it does not expect to incur material losses from debt collection more than the amount already provided in the allowance for doubtful accounts.



29.4 Interest rate risk

The Company is exposed to interest rate risk that relates primarily to deposit at financial institution, other current financial assets, bank overdrafts, lease liabilities and long-term borrowings from financial institutions. Since most of the Company's financial assets and financial liabilities carry floating interest rates or have fixed interest rates, which are close to the market rates, the interest rate risk is low.

As at December 2022 and 2021, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

	In Baht			
	As at December 31, 2022			
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash at bank - savings accounts	70,450,239.24	-	-	70,450,239.24
- current accounts	-	-	14,967,189.13	14,967,189.13
- fixed deposit	-	535,226.99	-	535,226.99
Other current financial assets	-	-	8,394.24	8,394.24
Trade receivables - other parties	-	-	25,426,774.21	25,426,774.21
Financial liabilities				
Trade payables- other parties	-	-	25,529,823.70	25,529,823.70
Lease liabilities	-	348,359,626.44	-	348,359,626.44
Long-term borrowings	-	26,111,115.00	-	26,111,115.00

	In Baht			
	As at December 31, 2021			
	Floating interest rate	Fixed interest rate	Interest - free	Total
Financial assets				
Cash at bank - savings accounts	56,903,727.94	-	-	56,903,727.94
- current accounts	-	-	31,435,057.42	31,435,057.42
- fixed deposit	-	534,352.26	-	534,352.26
Other current financial assets	-	-	8,350.73	8,350.73
Trade receivables - other parties	-	-	26,004,050.21	26,004,050.21
Financial liabilities				
Trade payables - other parties	-	-	20,209,722.79	20,209,722.79
Lease liabilities	-	513,402,887.34	-	513,402,887.34
Long-term borrowings	-	40,000,000.00	-	40,000,000.00



29.5 Foreign currency risk

The Company's exposure to foreign currency risk arises mainly from transactions in foreign currencies and foreign currency assets and liabilities, which it has not entered into hedging contracts.

As at December 31, 2022 and 2021, the Company's foreign currency assets and liabilities were as follows:

	Million USD	
	2022	2021
The value of foreign currency liabilities	0.01	0.01

29.6 Liquidity risk

The Company manages its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

29.7 Fair value

The fair values of significant financial assets and financial liabilities do not differ from their carrying values.

30. FAIR VALUE OF FINANCIAL INSTRUMENT

The Company uses the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

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

Level 2 - Use of inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (e.g. prices) or indirectly (e.g. derived from prices).

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

As at December 31, 2022, the Company had the following assets that were measured at fair value using different levels of inputs as follows:

	In Baht			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Other current financial assets				
- Open-end fund	-	8,394.24	-	8,394.24
Total	-	8,394.24	-	8,394.24



As at December 31, 2021, the Company had the following assets that were measured at fair value using different levels of inputs as follows:

	In Baht			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Other current financial assets				
- Open-end fund	-	8,350.73	-	8,350.73
Total	-	8,350.73	-	8,350.73

Valuation techniques on fair value and inputs for Level 2 valuations

(a) The fair value of investments in non-listed investment units on the Stock Exchange of Thailand, is calculated by using the net assets value per unit as announced by the fund managers.

During the current year, there were no transfers within the fair value hierarchy.

31. CLASSIFICATION IN THE FINANCIAL STATEMENTS

The new classification in the statement of financial position as at December 31, 2021, had reclassified to comply with the current classification which had no impact to the comprehensive income statement for the year and earnings per share.

	Baht		
	Balance previously stated	classified	Balance of reclassified
THE STATEMENT OF FINANCIAL POSITION			
AS AT DECEMBER 31, 2021			
LIABILITIES			
Current liabilities			
Current portion of long-term lease			
liabilities	34,759,776.31	26,745,775.49	61,505,551.80
Non-current liabilities			
Long-term lease liabilities	478,643,111.03	(26,745,775.49)	451,897,335.54
THE STATEMENT OF COMPREHENSIVE			
INCOME FOR THE YEAR ENDED			
DECEMBER 31, 2021			
Revenues			
Revenues from sales	343,459,780.09	38,015,690.08	381,475,470.17
Other income	9,288,085.71	25,437,134.41	34,725,220.12
Expenses			
Selling expenses	121,508,418.28	63,452,824.49	184,961,242.77



32. LAWSUIT

The Company received a labor lawsuit on August 10, 2021 between the Company and a person who previously held the position of Chief Executive Officer and Company's Director and had retired according to the resolution of the Board of Directors' Meeting No. 2/2020 which was effective on May 14, 2020. However, the Central Labor Court had made an appointment for mediation for the first time. When the parties were unable to reach an agreement, it was agreed to postpone an appointment for consideration again by scheduling witness investigation and set the dispute issues in March 2023.

33. AUTHORIZATION FOR ISSUE OF INTERIM FINANCIAL STATEMENTS

These financial statements have been approved by Company's Board of Director on February 28, 2023.



Report Of The Board Of Directors' Responsibilities To Financial Report

The Board of Directors of BGT Corporation Plc. is responsible for the financial statements of Company including the financial information that appears on Form 56-1 One Report 2022. The said financial statements for the year ended 31 December 2022 are prepared according to the generally accepted accounting standard with appropriate accounting policies and usual practices adopted, with utmost care and reasonable estimates with best projection where essential information is sufficiently disclosed in the notes attached thereto for the benefit of the Company, shareholders and investors. The mentioned financial statements have been audited and expressed an opinion in accordance with generally accepted auditing standards.

The Board of Directors has established maintained effective risk management and efficient internal control system in order to provide a reasonable assurance that accounting records are accurate, complete and adequate for protection of assets of the Company, prevention of frauds and materially irregular transactions.

In this regard, the Board of Directors has appointed an Audit Committee, whose members are independent directors, to review the quality of the financial reporting, internal control system, connected transactions and report the review result to the Board of Directors.

The Board of Directors is of the opinion that the overall internal control system of the Company is satisfactorily effective and can provide reasonable assurance of the reliability of the financial statements of the Company for the year ended 31 December 2022 has shown the financial statement and operation result correctly, compliance with the generally accepted accounting standard, the laws and regulations applicable thereto.

Prof. Dr. Nantarika Chansue
Chairman of the Board of Directors

Dr. Nopdol Tumwattana
Chief Executive Officer



Information Authentication

The company verified the information in this annual registration statement carefully. The company verify that the information is completely, does not cause the other misunderstand or miss the information that should inform in main point, furthermore the company certify that

(1) Financial statements and financial information that summarized in annual registration statement provided completely in the main point relate to credit, success and cash flow of the company and subsidiary.

(2) The company provide good disclosure system to ensure that disclose the main point of the company and subsidiary completely including control execution of system as above.

(3) The company provides internal control system and control execution of system and the company inform internal control evaluation on 28 February 2023 to auditor and audit committee of the company which is cover main fault and changing of internal control, including the wrong that may affect to provide financial statement of the company and subsidiary.

For evidence all document as the same which attested by the company. The company assigned Dr.Nopdol Tumwattana sign his name attach all pages of this document. Which document does have the signature of Dr.Nopdol Tumwattana attached; the company shall not deem that it is not the information that was attested as above.

Name	Position	Signature**
1. Dr.Nopdol Tumwattana	Chief Executive Officer	
2. Dr.Dolnapa Tumwattana	Director	

Remarks **Together with affixed company's seal (if any)

Name	Position	Signature**
Attorney Dr.Nopdol Tumwattana	Chief Executive Officer	



In order that, section 89/20*** Securities and Exchange Act B.E. 2535 (1992) amended by Securities and Exchange Act (No.4) B.E. 2541 (1998) specified that committees and directors shall take responsibilities to who trade securities of the company in the case of damage cause of disclosure the information to shareholders or people, whereas provide incorrect in main information or conceal the truth that should inform in main point in the case that financial statement and report related to financial status and success of the company or other report that should disclosure according to section 56 or section 199 without limit the responsibility only signed committees or directors to attest the document as above. However committee or director verified that their position is unable to know the truth of the information or miss the information that should inform shall not take responsibilities under section 89/20.

Remarks ***Apply with the company under article 3/1 of Securities and Exchange Act B.E. 2535 (1992) amended by Securities and Exchange Act (No.4) B.E. 2541 (1998) only.



Attachment 1

Details of Directors, Executives and Company Secretary





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

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
1.	Prof.Dr.Nantarika Chansue (Chairman of the Board) Date of Appointment June 2007	61	Education <ul style="list-style-type: none">Ph.D. Marine Science (Immunotoxicology), College of William and Mary, U.S.A.Ph.D.Development Management Suan Sunandha Rajabhat UniversityPh.D. Program in Educational Administration, Siam University Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 50/2006	7.82% or 28,429,999 shares as of Mar.18, 2021 7.82% or 28,429,999 shares as of Mar.18, 2022 ----- Held by spouse or minor children - None -	-	15 May 2020 - present	Chairman of the Board	BGT Corporation Public Company Limited
						2007 – 14 May 2020	Director	BGT Corporation Public Company Limited
						2010 - present	Head of Department	Ornamental Aquatic animals and Aquatic animals for Conservation research unit (OAAC)
						1994 – present	Director	Veterinary Medical Aquatic Animal Research Center (VMARC), Chulalongkorn University
						2021- Present	Distinguished Scholar	Veterinary Medicine, Faculty of Veterinary Medicine, Chulalongkorn University
						2021- Present		A retired government official (Main occupation)
Listed Companies								
- None -								
Other Non-Listed Companies								
- None -								



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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
2.	Dr.Nopdol Tumwattana* (Director and Chief Executive Officer)	71	Education <ul style="list-style-type: none">Ph.D. Program in Educational Administration, Siam University	13.17% or 47,889,300 shares as of Mar.18, 2021	Mrs. Mullika Tumwattana's brother and Miss Dolnapa Tumwattana's father	15 May 2020 - present	Chief Executive Officer	BGT Corporation Public Company Limited (Main occupation)
	Date of Appointment June 2007		Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 50/2006	13.17% or 47,889,300 shares as of Mar.18, 2022 ----- Held by spouse or minor children - None -		June 2007 - 14 May 2020	Chairman of the Board	BGT Corporation Public Company Limited
Listed Companies								
- None -								
Other Non-Listed Companies								
						1991 - present	Managing Director	Gold Master Public Company Limited
						1988 - present	Chairman	TSI International Company Limited
						May 2015 - present	Director	DB Group Company Limited
						May 2016 - present	Director	Thai International School Company Limited
						2021 - Present	Director	YCBD Holding Company Limited



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No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
3.	Mrs.Mullika Tumwattana (Director) Date of Appointment June 2007	69	Education <ul style="list-style-type: none">M.A. Education, California Polytechnic University, Pomona, USA Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 52/2006	As of Mar.18, 2021 - None - As of Mar.18, 2022 - None - ----- Held by spouse or minor children - None -	Dr.Nopdol Tumwattana's sister and Miss Dolnapa Tumwattana's aunt	June 2007 - present	Director	BGT Corporation Public Company Limited
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						2005 - present	Director	Mallika Interfood Company Limited (Main occupation)
						May 2016 - present	Director	Thai International School Company Limited



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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
4.	Dr.Dolnapa Tumwattana* (Director and Chief Marketing Officer)	41	Education <ul style="list-style-type: none">Doctor of Business Administration majoring in marketing, Kasetsart University	24.72% or 89,876,750 shares as of Mar.18, 2021	Dr.Nopdol Tumwattana's daughter and Mrs.Mullika Tumwattana's niece	April 2019 - present	Director	BGT Corporation Public Company Limited
	Date of Appointment April 2019					June 2020 - present	Chief Marketing Officer	BGT Corporation Public Company Limited
						February 2009 - May 2020	Head of Marketing	BGT Corporation Public Company Limited
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						May 2015 - present	Director	DB Group Company Limited



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience			
						Period	Position	Company	
5.	Pol.Gen.Sereepisuth Temeeyaves (Director, Independent Director and Chairman of Audit Committee)	74	Education <ul style="list-style-type: none">B.S. Public Administration (Royal Police Cadet Academy, Thailand)	As of Mar.18, 2021 - None -	-	June 2007 - present	Director, Independent Director and Chairman of Audit Committee	BGT Corporation Public Company Limited	
	Date of Appointment June 2007		Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 62/2006	As of Mar.18, 2022 - None - -----		2007 - 2008 Present	National Police Chief	Royal Thai Police	
	Listed Companies						A retired government official (Main occupation)		
	- None -								
Other Non-Listed Companies									
- None -									



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
6.	Professor Emeritus Dr.Surapone Virulrak (Director, Independent Director and Audit Committee)	79	Education <ul style="list-style-type: none">Ph. D. (Drama and Theatre), University of Hawaii, U.S.A.	As of Mar.18, 2021 - None -	-	June 2007 - present	Director, Independent Director and Audit Committee	BGT Corporation Public Company Limited
	Date of Appointment June 2007		Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 62/2006	As of Mar.18, 2022 - None - ----- Held by spouse or minor children - None -		2021 - Present	President of the Royal Society	Office of the Royal Society
						Present		A retired government official (Main occupation)
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						1995 - present	Director	Gold Master Public Company Limited



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
7.	Mr.Panu Kongtan (Director, Independent Director and Audit Committee) Date of Appointment February 2009	58	Education <ul style="list-style-type: none">Master of Business Administration, Prince of Songkhla University Training Program <ul style="list-style-type: none">Director Accreditation Program (IOD) DAP 79/2009	As of Mar.18, 2021 - None - As of Mar.18, 2022 - None - ----- Held by spouse or minor children - None -	-	February 2009 - present	Director, Independent Director and Audit Committee	BGT Corporation Public Company Limited
						July 16, 2013 - present	Executive Vice President Investment Banking	Pi Securities Public Company Limited (Formerly known as Country Group Securities Public Company Limited) (Main occupation)
						May 2012 - July 15, 2013	Senior Vice President Investment Banking	Thai Strategic Capital Co., Ltd.
						August 2011 - April 2012	Executive Vice President of Corporate Finance	Finansia Syrus Securities Public Company Limited
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						- None -		



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
8.	Miss Waristha Thapanasakunvong (Chief Financial Officer) And Company Secretary	59	<ul style="list-style-type: none">B.S. Business Administration, Management, Ramkhamhaeng University	0.02% or 80,000 shares as of Mar.18, 2021	-	June 2007 - present	Chief Financial Officer	BGT Corporation Public Company Limited
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						- None -		

Held by spouse or minor children
- None -



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
9.	Mr.Julius Charoensook (Chief Operation Officer)	41	<ul style="list-style-type: none">Bachelor of Science, Business Administration- Emphasis in Finance, University of California Riverside	0.00% or 13,000 shares as of Mar.18, 2021	-	Aril 2019 - present	Chief Operation Officer	BGT Corporation Public Company Limited
Listed Companies						- None -		
Other Non-Listed Companies						- None -		



Annual Registration Statement/Annual Report 2022
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BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
10.	Mr.Chai Ratanamahawongse (Finance Manager)	55	<ul style="list-style-type: none">BBA Business Administration, Finance and Banking, Assumption University	0.06% or 210,000 shares as of Mar.18, 2021	-	June 2007 - present	Finance Manager	BGT Corporation Public Company Limited
						Listed Companies		
						- None -		
						Other Non-Listed Companies		
						- None -		
						Held by spouse or minor children or none children		
						- None -		



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(Form 56-1 One Report)
BGT Corporation Public Company Limited

No	Name Position	Age (Yrs.)	Highest Education/ Training	Ratio and No. of shares	Relationship	5 Years' Working Experience		
						Period	Position	Company
11.	Miss Methira Thongsuwan (Accounting Manager)	54	<ul style="list-style-type: none">B.S. Business Administration, Department of Accounting, Ramkhamhaeng University	0.06% or 208,600 shares as of Mar.18, 2021	-	June 2007 - present	Accounting Manager	BGT Corporation Public Company Limited
Listed Companies								
- None -								
Other Non-Listed Companies								
- None -								

Remark

- * The Director number 2 and 4 authorized directors
- ** The Director no.1 to no. 7 and Executive no. 8 to no. 11 are not in position of consultant or partner, manager in Business or organization for purpose of profit.



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BGT Corporation Public Company Limited

Name	BGT Corporation PLC	TSI International Co.Ltd.	Gold Master Public Co.,Ltd.	Mallika Interfood Co.,Ltd.	DB Group Co.Ltd.	Thai International School Co.,Ltd.
1. Prof.Dr.Nantarika Chansue	x					
2. Dr.Nopdol Tumwattana	/, //, ///	X, /, //	X, /, //, ///		/, //	/, //, ///
3. Mrs.Mullika Tumwattana	/			/, //, ///		X, /, //, ///
4. Dr.Dolnapa Tumwattana	/, //, ///				/, //, ///	
5. Pol.Gen.Serepisuth Temeeyaves	/					
6. Professor Emeritus Dr.Surapone Virulrak	/		/			
7. Mr.Panu Kongtan	/					
8. Miss Waristha Thapanasakunvong	///					
9. Mr.Julius Charoensook	///					
10. Mr.Chai Ratanamahawongse	///					
11. Miss Methira Thongsuwan	///					

Remarks: X = Chairman of the Board / = Director // = Authorize signature /// = Executive



1.2 Scope of Duties and Responsibilities of the Company Secretary

1. Meeting of the Board of Directors.

- Set the meeting agendas with the Executive Committee.
- Prepare the meeting agendas and documentations to be delivered with notice of Director meeting.
- Conduct the meetings as smoothly and legitimately.
- Participate in the meetings and prepare minutes of the meeting.
- Certify copy of the minutes of the Board of Directors meeting to various organizations.
- Record and file the minutes of the meeting.

2. Meeting of the Particular Committees.

- Set the meeting agendas with the Chairman of the Particular Committees.
- Prepare meeting agendas and documentation to be delivered with notice of Particular Committee meeting.
- Conduct the meetings as smoothly and legitimately.
- Participate in the meetings and prepare minutes of the meeting.
- Certify the minutes of the Particular Committee meeting.
- Record and file the minutes of meeting.

3. Meeting of Shareholders.

- Prepare a meeting of shareholders as to be compliantly with the law.
- Prepare and send notice of shareholder meetings and the company's annual report to shareholders and compliance officers.
- Coordinate with shareholders to bring various proposals to management and executives for reviewing.
- Prepare shareholders' meeting agenda for the Chairman of the meeting.
- Participate in the shareholders' meetings and maintain in the meeting as smooth legitimacy.
- Prepare and keep records on the minutes of shareholders meeting for delivering to any compliance officers, shareholders and be responsible for posting the meeting minutes on the website.



4. Preparation of the registration and file the company documents.

- Prepare and collect the Directors' registration forms as well as Annual Reports of the Company.
- Track and collect reports on interest filed by a Director or an Executive.
- File records of various policies and regulations of the Company which are to be approved, completed, and verified by the Board of Directors, such as the original rules, etc.

5. Tasks of SET, SEC, Office of the National Anti-Corruption Commission (NACC).

- To ensure that the listed company, Directors and Executives are in compliance with the regulations of SET, SEC and NACC.
- Act as a coordinator for various matters with SET, SEC and NACC.
- Notify to SET and SEC in regards to Directors and Executives of the listed company.

6. Duties and Responsibilities of the Board of Directors and other Particular Committee.

- Consult and give advice for a new establishment of Company's Director.
- Give advice and report to the Directors on responsibilities in terms of legitimacy and regulations according to SET and SEC as part of the Director of the Company's duty.
- File the records of the Board of Directors.
- Consult and give advice to the Directors of the Company and be responsible for communications between the Directors.
- Prepare any necessary information to the Board for recruiting the company's Directors and Particular Committee and remuneration.
- Act as a coordinator between the Board and other Executives.
- Prepare and collect the performance assessment of the Board of Directors and Particular Committee.
- Conduct the orientation and give advice for new- appointed committee



7. Duties and Responsibilities to the Shareholders.

- Coordinate with a good relationship to the shareholders.
- Answer questions and consider the proposals from shareholders.
- Report to the Board and Executives as in regards to the shareholders' requirements.
- Act as a mediator between shareholders, the Board and Executives.
- Notify the shareholders on any matters, such as the minutes of shareholders' meeting.

8. Compliance of Rules and regulations.

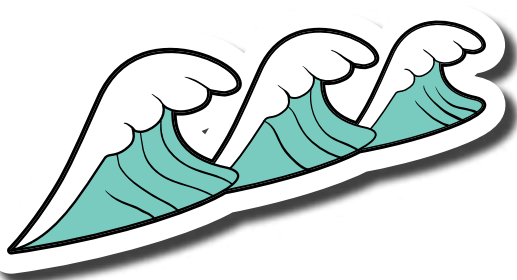
- To ensure that the Company is in compliance with the rules and regulations, such as to process Information Disclosure Report (Form 56-1 One Report).

9. Corporate Governance.

- Support and provide information of Corporate Governance, and carry forward the Board to follow as well as to monitor the compliant requirements of these principles.
- Provide information and give advice to the Directors and Executives for making various reports which to be complied with laws or regulations. As given, the information must be disclosed to the public for transparency such as to acknowledge of obligations as regards to the stocks holding reports and any reports of stock holding.
- To ensure that the operation of the Company is in compliance with the Article of Association of the Company and SET.

10. Registration of Directors.

- Coordinate any registration of Directors as based on Directors or the regulations.





Attachment 2

Details of the directors of the subsidiary

- None -





Attachment 3

Details of Head of Internal Audit

- (1) Head of Internal Audit : Miss Siriporn Thongbai
Position : SENIOR INTERNAL AUDIT
Education : Bachelor of Accounting Ramkhamhaeng University
Experience : 2014 - present
Head of Internal Audit
BGT Corporation Public Company Limited
2013 - 2014
Head of Internal Audit
Multiplus Audit and Consulting Co., LTD
2006 - 2013
Internal audit officer
Thai Beverage Public Company Limited
- (2) Head of Compliance Department : None



Attachment 4

Details about the property appraisal list

- None -





Attachment 5

Other

- None -



CALIFORNIA, U.S.A.

ALL THINGS WATER



BODY GLOVE

BGT CORPORATION PUBLIC COMPANY LIMITED

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