



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

BGT CORPORATION PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2022



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : BGT CORPORATION PUBLIC COMPANY LIMITED

Symbol : BGT

Address : 188 SUWINTHAWONG ROAD, MINBURI SUBDISTRICT, MINBURI DISTRICT

Province : Bangkok

Postcode : 10510

Business : The Company has been in a retail business of ready-to-wear apparels and related accessories under the trademark of Body Glove . The Company continuously develops store expansion by adding more flagship stores and counters in the department stores.

Registration Number : 0107550000106

Telephone : 0-2540-2888

Fax (if applicable) : 0-2540-1953

Website : <http://www.bodyglove.co.th>

Email : info@bodyglove.co.th

Total Shares Sold (shares)

Common Stock : 363,519,904

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping*

	2020	2021	2022
Total (Thousand baht)	419,877.03	416,200.69	524,303.70
ready to wear Apparel (Thousand baht)	399,684.25	369,671.09	497,563.25
Related products (Thousand baht)	16,778.48	11,804.38	17,213.67
Other income (Thousand baht)	3,414.30	34,725.22	9,526.78

	2020	2021	2022
Total (%)	100.00	100.00	100.00
ready to wear Apparel (%)	95.19	88.82	94.90
Related products (%)	4.00	2.84	3.28
Other income (%)	0.81	8.34	1.82

By Geographical Area or Market*

	2020	2021	2022
Total (Thousand baht)	419,877.03	416,200.69	524,303.70
Domestic (Thousand baht)	419,877.03	416,200.69	524,303.70
International (Thousand baht)	0.00	0.00	0.00

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	100.00	100.00	100.00
International (%)	0.00	0.00	0.00

*Excluding the profit margins in the associated companies

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

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

Risk Management

Risk Management

Risk Factors (2.2)

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

Risk from breach of contract on significant terms

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Policies or international agreements related to business operations

Risk from Change of Target Customers and their Preference on Ready-to-wear Apparel.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers

Risk from Renewal Contract of Flagship Store.

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Reliance on large partners / distributors or few partners / distributors

Risk from Procurement and Product Accessibility

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Loss or damage from non-compliance of partners or counterparties

Risk from Management Administration

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Systems or internal control system

Risk to Securities Holder (2.2.2)

The Company has the major shareholders who have established management policies.

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://drive.google.com/file/d/1ELotnYzFaesHX8yFAYenYxkz1r1G-WCD/view>

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://drive.google.com/file/d/1G5B1b0IQWInoOYL7NgX9fV2k3Ue1q0h0/view>

Results with Respect to the Environmental Aspect (3.3.2)

• Electricity consumption

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	330,000.00	337,000.00

Water management

• Water consumption

	2020	2021	2022
Water consumption (cubic meters)	N/A	3,900.00	4,841.00

Greenhouse gas management

• Greenhouse gas emissions

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

• **Verification of greenhouse gas emissions over the past year**

Third-party verification : No

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy : No

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2020	2021	2022
Number of male employees (persons)	64	64	73
Number of female employees (persons)	325	293	295
Total (persons)	389	357	368

• Employee development and training

	2020	2021	2022
Average training hours of employees (hour / person / year)	0	3	2

• Health, safety and work environment

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	3	0	0

• Significant labor dispute

	2020	2021	2022
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://drive.google.com/file/d/1uuGoOFy-fB-MjXm3HMZ4tUHbb0TJbVyx/view>

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

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

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

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	7	100.00
Number of male directors	4	57.14
Number of female directors	3	42.86
Number of executive directors	2	28.57
Number of non-executive directors	5	71.43
Number of independent directors	3	42.86

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

List of directors

General information	Position	Date position was assumed	Experience and expertise
1. Mrs. NANTARIKA CHANSUE Gender: Female Age: 61 years old Highest level of education: Doctoral degree Major: Marine Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive) Director type: Original director	15 May 2020	

2.	<p>Mrs. MULLIKA TUMWATTANA</p> <p>Gender: Female</p> <p>Age: 68 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Education</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>	28 Apr 2000
3.	<p>POL. GEN. SEREEPISUTH TEMEEYAVES</p> <p>Gender: Male</p> <p>Age: 74 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Political Science</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	25 Jan 2007
4.	<p>Mr. SURAPONE VIRULRAK</p> <p>Gender: Male</p> <p>Age: 78 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Drama and Theatre</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	25 Jan 2007
5.	<p>Mr. PANU KONGTAN</p> <p>Gender: Male</p> <p>Age: 58 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>	25 Feb 2009

6.	Ms. DOLNAPA TUMWATTANA	Director	29 Apr 2019
	Gender: Female	(Executive)	
	Age: 41 years old		
	Highest level of education:	Director type: Original	
	Doctoral degree	director	
	Major: Business Administration		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
7.	Mr. NOPDOL TUMWATTANA	Director	25 Jan 2007
	Gender: Male	(Executive)	
	Age: 70 years old		
	Highest level of education:	Director type: Original	
	Doctoral degree	director	
	Major: Educational		
	Administration		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

Other Information pertaining to committees

The Chairman is an independent director : No

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda
of the Board of Directors' meetings : No

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. POL. GEN. SEREEPISUTH TEMEEYAVES Gender: Male Age: 74 years old Highest level of education: Bachelor's degree Major: Political Science Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	25 Jan 2007	
2. Mr. SURAPONE VIRULRAK Gender: Male Age: 78 years old Highest level of education: Doctoral degree Major: Drama and Theatre Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	25 Jan 2007	
3. Mr. PANU KONGTAN [1] Gender: Male Age: 58 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	25 Feb 2009	

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

Other sub-committees

Roles of Sub-committees

Sub-committees responsible for risk management : None

Sub-committees responsible for nomination : None

Sub-committees responsible for remuneration : None

Sub-committees responsible for corporate governance : None

Sub-committees responsible for corporate sustainability development : None

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. NOPDOL TUMWATTANA Gender: Male Age: 70 years old Highest level of education: Doctoral degree Major: Educational Administration	CHIEF EXECUTIVE OFFICER	14 May 2020	
2. Ms. DOLNAPA TUMWATTANA Gender: Female Age: 41 years old Highest level of education: Doctoral degree Major: Business Administration	Chief Marketing Officer	1 Jun 2020	
3. Ms. Waristha Thapanasakunvong Gender: Female Age: 59 years old Highest level of education: Bachelor's degree Major: Business Administration	Chief Financial Officer	25 Jan 2007	
4. Mr. Julius Charoensook Gender: Male Age: 41 years old Highest level of education: Bachelor's degree Major: Business Administration	Chief Operation Officer	1 Jun 2020	

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2020	2021	2022
Total executive remuneration (baht)	13,342,854.00	8,290,409.00	12,556,718.00

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 73

Number of female employees (persons) : 295

Total (persons) : 368

Provident fund

Total number of employees (persons) : 368

Number of employees contributing to the PVD (persons) : 256

Percentage of employees who are members (%) : 69.57

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

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

Development of directors over the past year

List of directors	Position	Participated in director development program
Mrs. NANTARIKA CHANSUE	Chairman of the board	Non-participating
Mrs. MULLIKA TUMWATTANA	Director	Non-participating
POL. GEN. SEREEPISUTH TEMEEYAVES	Director	Non-participating
Mr. SURAPONE VIRULRAK	Director	Non-participating
Mr. PANU KONGTAN	Director	Non-participating
Ms. DOLNAPA TUMWATTANA	Director	Non-participating
Mr. NOPDOL TUMWATTANA	Director	Non-participating

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 4

Date of AGM meeting : 27 Apr 2022

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Mrs. NANTARIKA CHANSUE (Chairman of the board)	-	4/4	Participating	Did not hold the meeting

2.	Mrs. MULLIKA TUMWATTANA (Director)	-	4/4	Non-participating	Did not hold the meeting
3.	POL. GEN. SEREEPISUTH TEMEEYAVES (Director)	-	3/4	Non-participating	Did not hold the meeting
4.	Mr. SURAPONE VIRULRAK (Director)	-	4/4	Non-participating	Did not hold the meeting
5.	Mr. PANU KONGTAN (Director)	-	4/4	Participating	Did not hold the meeting
6.	Ms. DOLNAPA TUMWATTANA (Director)	-	4/4	Participating	Did not hold the meeting
7.	Mr. NOPDOL TUMWATTANA (Director)	-	4/4	Participating	Did not hold the meeting

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Mrs. NANTARIKA CHANSUE (Chairman of the board)	-	60,000.00	N/A	No
2.	Mrs. MULLIKA TUMWATTANA (Director)	-	48,000.00	N/A	No
3.	POL. GEN. SEREEPISUTH TEMEEYAVES (Director)	-	81,000.00	N/A	No
4.	Mr. SURAPONE VIRULRAK (Director)	-	96,000.00	N/A	No
5.	Mr. PANU KONGTAN (Director)	-	96,000.00	N/A	No
6.	Ms. DOLNAPA TUMWATTANA (Director)	-	48,000.00	N/A	No
7.	Mr. NOPDOL TUMWATTANA (Director)	-	48,000.00	N/A	No

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

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

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 4

List of directors		Termination date	Number of the audit committee meeting
1.	POL. GEN. SEREEPISUTH TEMEEYAVES (Chairman of the audit committee)	-	3/4
2.	Mr. SURAPONE VIRULRAK (Audit committee)	-	4/4
3.	Mr. PANU KONGTAN (Audit committee)	-	4/4