



**MOONG
PATTANA**

เคียงข้างคุณภาพชีวิตที่ดี

บริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)
Moong Pattana International Public company Limited

40^{ปี}

เคียงข้างคุณภาพชีวิตที่ดี
ดูแลทุกคนในครอบครัว



เคียงข้าง

ทุกการเติบโต
ของลูกน้อย



เคียงข้าง

ทุกความสะอาด
และสุขอนามัยที่ดี



เคียงข้าง

ทุกคุณประโยชน์
ต่อร่างกาย



เคียงข้าง

ทุกการดูแล
คนพิเศษของคุณ

แบบ 56-1 One Report ปี 2564 (รายงานประจำปี)

Form 56-1 One Report for the year 2021 (Annual Report)

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This Annual Report (56-1 One Report) referred to the information disclosed on the Company's website, which is an integral part of the 56-1 One Report. The Board of Directors certifies the correctness and completeness of such referred information.

Chairman's Statement



It could be said that 2021 was the second year that Moong Pattana International Public Company Limited faced the COVID-19 pandemic situation with phases of the pandemic. The wide-spreading Delta variant in Thailand around the third quarter put various economic activities under strict control measures for months. Furthermore, the coming of the new variant, Omicron, at the end of the previous year raised the anxiety over the economic recovery again. Moong Pattana and other businesses are still affected by the COVID-19 situation and are likely to meet the recovery limitation due to the strict measures of the governmental authority and the acceleration on citizens' vaccination campaign which hindered the domestic expenditure and service sector and caused people to be more vigilant about their spending behaviors. Moreover, this pandemic is such a difficult situation all over the world that has a direct impact on the economy, causing export contraction and the increase of unemployment. The restoration of the travel industry and exports was still highly uncertain, including domestic demands, being its consumption or private investment, regardless of the government's driving force on the public finance policy, e.g., Rao Chana financial aid scheme, Khon La Khrueng shopping scheme, subsidies from Social Security Funds or Ying Chai Ying Dai shopping scheme. However, the private sector's spending continued dropping due to the fact that most consumers continued to spend more cautiously.

With our determination to encourage sustainable growth and profitability for the shareholders, the Board of Directors, the Management and staff had dedicated ourselves to meet the expectations of our customers, business partners, and stakeholders in order to maintain the customer base

and market share in such an intensely competitive consumer market which had suffered from the impact of the COVID-19 situation. In this regard, the Management of the Company was vigilant for the challenges and adjusted the plan to tackle the emergency situation so that the sales management is more efficient and flexible. Under such a situation, the Company generated its total sales revenue of THB 783.5 million, an increase of 0.52% compared to the previous year. Our net profit calculated based on the equity method was THB 82.30 million, an increase of 43.95% due to the more efficient operations and the increase of profits earned by the associated companies. As such, the Company had continuously earned profits for 12 consecutive years, since it was first listed in the mai.

Apart from our determination to create sustainable growth and profitability, the Board of Directors and the Management emphasizes the importance of the roles and responsibilities in accordance with good governance to create sustainability and strict compliance against fraud and corruption. The Company is a member of the Coalition Against Corruption (CAC).

In 2021, the Company prioritized the Anti-Fraud and Corruption according to its intention by uplifting and reviewing the Anti-Fraud and Corruption Practices, including organizing training to educate the Board of Directors, the Management, and the employees, as well as the business partners in respect of Anti-Fraud and Corruption.

From the ongoing COVID-19 situation, the Company cannot gather people to conduct activities outside the Company. However, the Company still supports activities to create shared values in the societies. Activities organized in 2021 are as follows:

- Donating the Company's products to the Mirror Foundation.
- Giving the Company's household products to ease grievance of people due to the incident of fire hazard at a chemical factory, Bangplee District.
- Giving Pigeon products and household products as moral support to Milk Tooth cluster, Khon Kaen Hospital.
- Donating the Company's products to Rangsit Children Aid Center.
- Donating Pigeon products and essential items to the Foundation of Slum Child Care.

In 2021, the Company was rated 5 stars (Excellent) for its CG evaluation rating. This reflects the determination of the Board of Directors, the Management, and staff for their development and promotion of good corporate governance continuously in order to operate the business with sustainability, ethics, transparency, and accountability.

Lastly, on behalf of Moong Pattana, I would like to thank our shareholders, business partners, customers, and stakeholders for always trusting and supporting the Company. I believe that the Board of Directors, the Management and our staff will continuously target to develop the sustainable values of the business with responsibility to the society, communities, and environment and will everlastingly generate good performance.

Nomination and Remuneration Committee Report

Dear Shareholders

Moong Pattana International Public Company Limited

The Nomination and Remuneration Committee (“NRC”) of Moong Pattana International Public Company Limited is comprised of 3 independent directors. In 2021, the NRC held 2 meetings. The NRC performed its duties as assigned by Board of Directors as specified in the Good Corporate Governance Policy and the Nomination and Remuneration Committee Charter. The NRC thoroughly considered the matters before tabling to the Board of Directors or Shareholders meeting for further approval, and reported the minutes of meeting to the Board of Directors as the key matters set out below:

- Consider and propose the directors remuneration to the Board of Directors for agreement and further propose to Shareholders’ meeting for approval.
- Consider and revise the NRC Charter and further propose to the Board of Directors for approval.
- Consider and propose a new director and propose to the Board of Directors for agreement and further propose to Shareholders’ meeting for approval.
- Consider the appointment of the Chairman of the Audit Committee in replacement of the resigned director, including consider the appointment of the Chairman of sub-committees in replacement the director those who resigned and propose to the Board of Directors for approval.
- Acknowledge the resignation of an director and consider the appointment of the director in replacement of the NRC Committee.
- Establish the performance evaluation of CEO/ Joint-CEO for 2021, and report the evaluation results to Board of Directors in order to be a guidance for develop effectiveness of the performance of CEO/ Joint-CEO in 2022.

The details of attendance of the NRC for 2021 as follows:

Mr. Songtham Phianpattanawit **Attended 2/2**

Chairman of the NRC

(Be a Chairman of NRC, wef. on 12 May 2021)

Mr. Manit Jeeradit **Attended 2/2**

A member of NRC

Mrs. La-aid Wongvongpope **Attended 2/2**

A member of NRC

(resigned wef. on 12 May 2021)

The NRC performed its duties fulfillment as assigned by the Board of Directors with prudence, carefulness, transparency and took into account the utmost benefit of the Company and its shareholders.



(Mr. Songtham Phianpattanawit)

Chairman of the NRC

Good Corporate Governance Committee Report

Dear Shareholders

Moong Pattana International Public Company Limited

In 2021, the Good Corporate Governance Committee (“GCGC”) of Moong Pattana International Public Company Limited is comprised of 3 independent directors. The GCGC held 2 meetings. The GCGC performed its duties as assigned by Board of Directors as specified in the Good Corporate Governance Policy and the its Charter. The GCGC thoroughly considered the matters before tabling to the Board of Directors for further approval or its agreement, and reported the minutes of meeting to the Board of Directors as the key matters set out below:

1. Development of Guidelines and Rules for Corporate Governance

- Ensuring that minority shareholders were given an opportunity in advance of the 2022 AGM during the period of 15 October 2021 to 31 January 2022, to propose AGM agenda and nominate candidates for director position in accordance with establish criteria.

2. Promoting Compliance with Corporate Governance Policy and Code of Conduct

- Consider and re-visit the GCG Charter and further propose to the Board of Directors for approval.
- Consider and refinement of Code of Conduct, CG Policy and propose to the Board of Directors for approval.
- Consider and offer advice during review the Anti-Corruption Practice of the Company in accordance with the CAC criteria evaluation.
- Consider the Good Corporate Governance Report of the Company for year 2020.
- Acknowledgement of the results of the Corporate Governance Report (CGR) for 2020, where the results were rated at the “Excellent” Level.

The details of attendance of the GCGC for 2021 as follows:

Mrs. La-aid Wongvongpope

Attended 1/1

Chairman of GCGC

(resigned wef. on 12 May 2021)

Assoc. Professor Chadaporn Teekauttamakorn

Attended 2/2

Chairman of GCGC

(Be a Chairman of GCGC, wef. on 12 May 2021)

Mr. Manit Jeeradit

Attended 2/2

A member of GCGC

Mr. Songtham Phianpattanawit

Attended 1/1

A member of GCGC wef. on 12 May 2021)

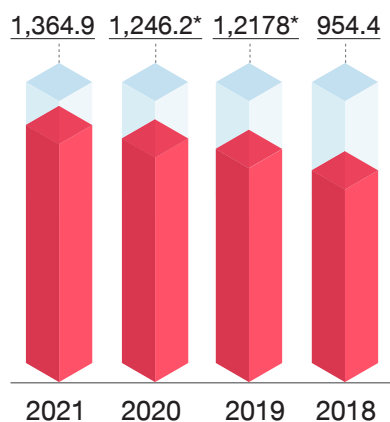
The GCGC emphasises the Company’s commitment to Good Corporate Governance and Code of Conduct, promotes and improves the Company’s sustainability and Anti-Corruption. The GCGC performed its duties fulfillment as assigned by the Board of Directors with prudence, carefulness, transparency and took into account the utmost benefit of the Company and its shareholders.

(Assoc. Professor Chadaporn Teekauttamakorn)

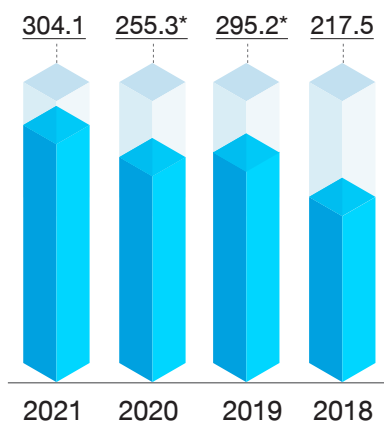
Chairman of the GCGC

Financial Highlights

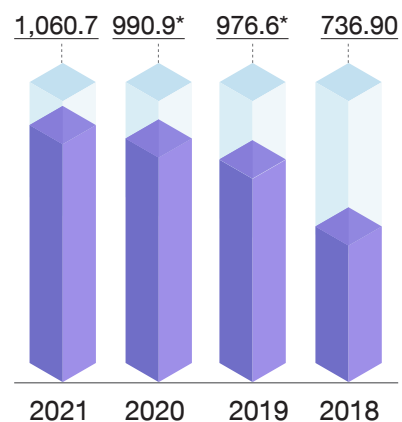
Total Assets (MB)



Total Liabilities (MB)

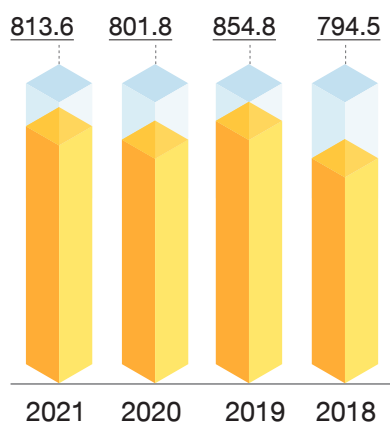


Total Shareholders' Equity (MB)

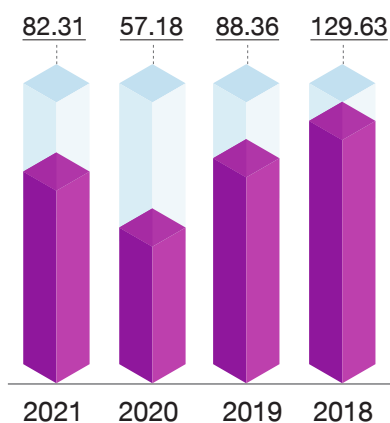


* Restated

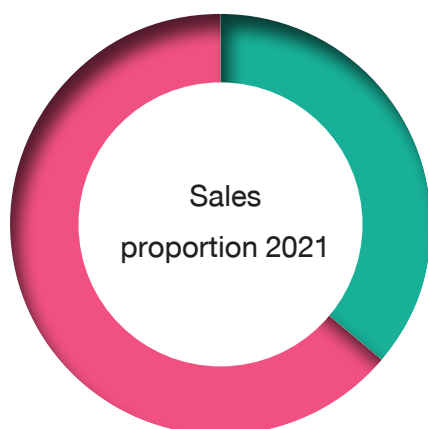
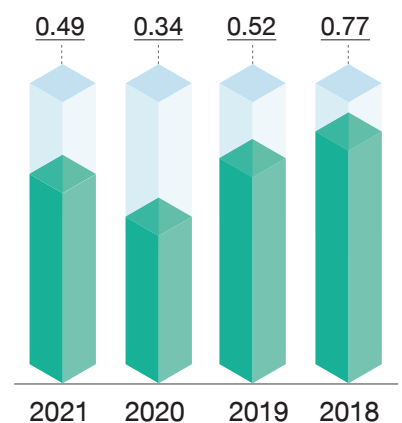
Total Revenues (MB)



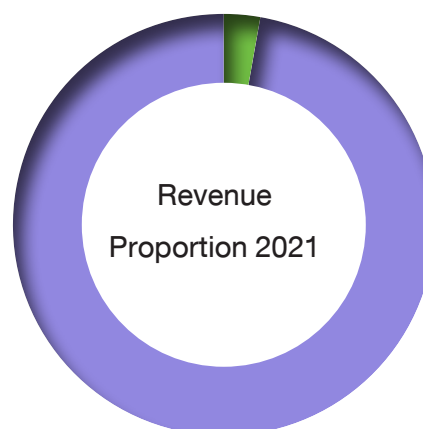
Profit for the year (MB)



Earning per Share (Baht per Share)



Consumer Products 36.52%
Baby & Mom Products 63.48%



Sales of Goods 96.30%
Other Income 3.70%

Key Highlights 2021

Total Assets

1,364.9

Million Baht



Total Liabilities

304.1

Million Baht



Total Shareholders' Equity

1,060.7

Million Baht



Total Revenues

813.6

Million Baht



Profit for the year

82.31

Million Baht



Earning per Share

0.49

Baht per Share



Business Operation and Performance

Structure and Business Operation

Vision, Objective and Business Strategy

Vision

“Striving for excellence in products and service with business ethic and integrity of business operation, fulfilling customer and investor expectation whilst achieving utmost relationship with business partners.”

Core Value & Culture

Operation Excellence

■ *Commit & Deliver*

The qualified and experienced professionals at MOONG fulfill our promises to consumers with passion, consistently delivering excellence in all areas of our operations.

Partnership

■ *Nature & Grow*

MOONG nurtures strong relationships with our stakeholders and partners by being socially responsible, ethical, and meeting all standards for good corporate governance. Our experienced team innovates to drive consistent growth and create a competitive edge.

Employee

■ *Enrich & Cultivate*

As MOONG strongly believes a unified team with the highest integrity is essential to grow our business sustainably, we engage employees at all levels and continually build their skills and capabilities. We believe in open communications and help our employees to develop personally and professionally to support their long-term success.

Customer Centric

■ *Understanding & Engage*

With a deep understanding of our customers' needs, MOONG delivers products that reflect our values and passion. As a result, we can better engage with our customers and always exceed their expectations.

Mission

- Become an organization with outstanding profitability who earns trust from consumers, business, partners, and investors.
- Become an organization with human resources as priority, emphasizing on skills and knowledge development including wellness and quality of life of employees.
- Become an organization with good relationships with business partners and promoting mutual and long lasting growth.
- Become an organization with reiteration of corporate governance, business ethics, and social responsibilities.
- Become an organization with reputation as a professional trading company and distributor.



Business Strategy

The Company conducts sales and marketing strategies by focusing on quality health-related products. The Company has provided and sold new products that meet the needs of the consumers through the distribution channels that cover all areas by managing the delivery of the products efficiently and quickly. There are more marketing activities that reach new consumer via online media. Sales promotions activities have been held continuously to stimulate consumer purchases. In addition, the Company also pay attention to the development of the Company's employees in order to work efficiently and understand the needs of customers and partners in order to build lasting relationships. In addition, the Company values the reduction of negative effect on the environment and the ability to adjust under any changes of circumstances.



Significant Change and Evolution

Moong Pattana International Public Company Limited (former name: Moong Pattana Marketing Company Limited) was established on 29 January 1981 by Mr. Sumeth Lersumitkul with the registered capital of THB 10 million to operate the business of importing and distributing the qualified kitchenware. In 1988, the Company was exclusively granted a license to produce, use, and sell the products under the Trademark named Pigeon in Thailand. Pigeon is the number one of mothers and baby products from Japan. With the knowledge and experience of the management, the Company consecutively has significant developments which shall be summarized as follows:

1981

Established by Mr. Sumeth Lersumitkul under the name “Moong Pattana Marketing Company Limited” with the registered capital of THB 10 million and THB 100 per share.

1988

The Company was the only company in Thailand that has been granted the license to produce, use and sell as well as apply the Trademark named Pigeon from Pigeon Corporation Japan.

1990

The Company entered into a joint venture with Pigeon Corporation to establish Thai Pigeon Company Limited (“TP”) with the objective to produce and distribute nipples and nursers, and plastic parts for local and international market. TP was first registered with THB 20 million of capital, with 200,000 units of shares, 84,000 shares of which the Company holds, or 42% of the issued and paid-up capital.

1992

The Company increased the registered capital to THB 50 million at THB 100 per shared value and 500,000 shares in total for business expansion.

1994

The Company entered into a joint venture with Yoshino Kokusho (Japan) and Nomura Jimusho Inc. (Japan) in order to set up Yoshino Moong Pattana (Thailand) Company Limited (“YMP”). YMP is established to set up the factory to produce the plastic wares such as the spray pumps for liquid products, bottle packing and coated plastic. YMP was first registered at THB 125 million, with 1,250,000 numbers of shares, 437,500 shares of which was held by the Company, 35% of issued and paid-up capital.

1996

The Company entered into a joint venture with Pigeon Corporation to establish Pigeon Industries (Thailand) Company Limited (“PIT”) with the aims to produce and distribute breast pads and baby wipes. PIT first registered capital was THB 12,000,000 shares, 1,200,000 shares of which the Company owns 10% of issued and paid-up capital.

1998

TP increased capital from THB 20 million to THB 122 million or 1,220,000 shares in total for the purpose of expanding production capacity. The Company increased its stake in TP to 47% of issued and paid-up capital, or 537,400 shares held.

2000

PIT increased its capital from THB 120 million to THB 144 million, or 14,400,000 shares for factory expansion. The Company sold back 840,000 shares to Pigeon Corporation and did not acquire new share capital, resulting in a decrease in PIT shareholding to 2.5% of issued and paid-up capital.

2001

YMP increased the registered capital from THB 125 million to THB 300 million equaling to 3,000,000 shares for the purpose of expanding the factory. The Company had sold back 287,500 shares to Yoshino Japan and bought only the handful new shares, resulting in the shareholding structure in YMP decreasing to only 6% of issued and paid-up capital.

2006

The Company held the Extraordinary Meeting No. 1/2006 dated 21 May 2006. The Board has resolved pay the dividend of THB 115 million.

2007

The Company acquired the Smile V, Smart V and V care brands from Misis Company Limited (“Misis”) which are the daily consumer products. Misis had formerly distributed for the Company in the up-country and had no other relationships with the Company which may create a conflict of interest.

2008

The Company had received the certification of ISO 9001: 2000 from United Registrar of Systems (Thailand) Company Limited in January 2008.

The Company held the Extraordinary Meeting No. 2/2006 dated 18 March 2008. The shareholders resolved to increase the registered capital of the company and request for the paid-up shares in the amount of THB 40 million, resulting in the paid-up capital of the Company increased from THB 50 million to THB 90 million. In addition, the shareholders approved to pay the dividend of THB 60 million.

The Company held the Extraordinary Meeting No.5/2006 dated 29 August 2008, and resolved to transform to the Public Company Limited and changed the name to “Moong Pattana International Public Company Limited”. The value of the share was changed from THB 100 per share to THB1 per share. There is also the resolution of increasing the registered capital from THB 90 million to THB 120 million by issuing 30 million ordinary shares for the initial public offering and the resolution of payment of dividend of THB 21.6 million.

2009

The Company signed a distribution agreement with P.I.P International Company Limited to distribute exfoliating foot pack under the brand “Revival Care”.

2010

The Company signed a distribution agreement with Thai Multiply Company Limited, Sirimongkol Intertrade Company Limited, Thaijintan Company Limited and 4Care Company Limited to be the distributor of the products under the trademark named, “YURA”, “BR”, “Jinatan” and “4CARE”, respectively.

2011

The Company had introduced the project, “Pigeon Little Moments Club” which is a communication channel for customers in order to provide the advice of raising baby or the product information. In the same year, the Company had cancelled the distribution of the products under the brand, “Jintan”.

Under the brand, Pigeon, the Company has launched many new products to the market such as; Peristaltic Plus Nipple Sizes, Baby toothbrush and toothpaste, MagMag Straw Cup. In this year, the Company was appointed to be the distributor of the oral care products under the brand, Jordan and the products of PPN Foods Company Limited which is the manufacturer of the chill sauce under the brand, “Rungcharoen”. In addition, the Company had cancelled the distribution of the products under the brand, “YURA”. In order to support the expansion of the business, the Company also appoint DHL, the leading logistics company, to operate the warehouse management.

2013

The Company launched the campaign “Meet The Expert” in order to emphasize our proficient in mother care and baby products from the research and development for the high-quality products by the experts who understand the requirement of mother to raising the baby from the Pigeon Research and Development Center in Japan. The Company also launched the new products in the category of Lanolin Baby wipes Pack 20 pcs and Bottle Milk.

Regarding the business expansion, the Company was appointed to be the distributor of wafers and crackers products under the brand “Rebisco” by Andaman International Resources Company Limited. Furthermore, the Company launched new products to the wipes market: V-Care Natural Skin Wipes Hello Kitty and V-Care Men Cool Max. The Company also improve the product image to be up-to-date and satisfy the needs of the consumers with many varieties. The Company designed the new Beauty and Makeup Cotton as well. In late 2013, the Company expanded its business to the international market by distributing products under the brand V-Care and Jordan to Lao People’s Democratic Republic at the first place in order to support the AEC in the future.

2014

The Company is appointed to be a distributor of baby swimwear under the brand, Splahs About from United Kingdom. The Company also introduced the Pigeon Breast Pads which is developed to be more absorbent with honeycomb surface technology. The Company is appointed to be a distributor of baby foods and snacks under the brand, “Peachy” which is distributed to Cambodia. Furthermore, the Company cancelled the distribution of wafers and crackers products under the brand Rebisco and the exfoliating foot pack under the brand Revival Care. The Company developed the ERP-SAP System in order to control, monitor and have the effect to overall management of the Company to be ready for the AEC in the nearly future.

2015

The Company was appointed to be the exclusive distributor of the tissue paper products under the brand Elleair from Japan, the shaver products under the brand, Lord from Egypt and the adult diapers under the brand Mumu of Thailand including the gummies for kids under the brand Herbaland from Canada. The Company cancelled the distribution of the coconut cream and organic rice drink under the brand 4-Care. The Company increased the registered capital to be THB 200 million with the THB 1 value of share in the amount of 200 million shares in order to expand the business. The details of the capital increasing were:

Issued 24 million ordinary shares, which was comprised of 200 million shares in order for the exercise right of the warrant under MOONG-1. During 2015, the warrant to purchase ordinary shares was converted in the amount of 215,800 units.

Issued ordinary shares for the capital increase in the amount of 5 million shares in order for the exercise right of the warrant under ESOP (not yet started the project).

Issue ordinary shares for capital increase in the amount of 24 million shares to offer to the existing shareholders in proportion to their shareholding (Right Offering) which are all paid up.

Issue ordinary shares for capital increase in the amount of 27 million shares to offer as a private placement to investors (not yet started the project) including debenture Project THB 500 million (not yet started the project).

2016

The Company was appointed to distribute the sanitary napkins branded Midori, the recycle bag, zip bag and handle bag branded, Hero and the toothpaste under the brand, Tree Herb.

The Company decreased the registered capital from THB 200,000,000 to THB 167,999,968 by cancelling 32,000,032 unsold ordinary shares in the amount of THB 1 per share. Notwithstanding, the ordinary shares being reserved for exercise right of the warrant under MOONG-W1 in the amount of 23,784,184 were not cancelled.

After that, the Company increased the registered capital from THB 167,999,968 to THB 213,488,988 by issuing new ordinary shares in the amount of 45,489,020 shares which subjected to the value of THB 1.00 per shares with the following details:

1. Issue ordinary shares by specifying purpose in the amount of 2,224,285 shares in order to reserve for the rights of warrants holder of ESOP in the amount of 2,000,000 shares as well as MOONG-W1 in the amount of 224,285 shares.
2. Issue ordinary shares for the capital increase under General Mandate in the amount of 43,264,735 shares to offer to the existing shareholders in proportion to their respective shareholding (Right Offering)

2017

The Company was appointed to be the distributor of the following products: Mossi Guard - Mosquito Repellent Patch, Dr. Temp - Cool Gel Patch, Polar Spray Air Refreshener, Cal - Ups Choco - Calcium supplement chewable tablet, Mozz Cream - Soothing Cream with Natural Extract, Asnature - Tablet Vitamin C (Vita - C), Iyara - Natural cough syrup, Plante - Shampoo for white hair, Big Foot - Fruity Candy, Barbasol - Shaving Cream and Forest - Fruit Jam.

Furthermore, the Company cancelled the distribution of shaver products under the brand, Lord, tissue paper under the brand, Elleair and chill sause under the brand, Rungcharoen.

The Company decreased the registered capital from THB 213,488,988 to THB by cancelling 43,264,735 of the authorized but unissued ordinary shares at par value of THB 1.00 each.

Later, the Company increased its registered capital from 170,224,253 to THB 170,254,253 by issuing 30,000 new ordinary shares at a par value of THB 1 each, in order to reserve for the rights of warrants holder of MOONG-W1.

The Company has launched its online store at www.moong-shop.com and another distribution channel through Foodservice.

The Company has been officially appointed to distribute Pigeon products in Lao People's Democratic Republic.

2018

The exercise of the holder of warrant of MOONG-W1 which was last exercised on 1st June 2018, was summarized to exercise the right in the amount of 2,316,535 units representing the number of the all exercised right of 2,339,889 shares.

2019

At present, the company has it registered paid-up capital from the capital increasing resulting from the exercise of the holder of the warrant of MOONG-W1 and ESOP as the paid-up capital in the amount of THB 168,639,633.00, par value of THB 1 per share.

2020

The Company increased its capital from THB 170,058,633 to THB 222,650,523 by issuing 52,591,891 new ordinary shares in order to reserve for the rights of ESOP and right offering.

The exercise of holders of warrant of MOONG (MOONG-ESOP) which was the last exercise on October 30, 2020, was summarized to exercise the right in the amount of 83,000 units representing the number of the ordinary shares of 83,000 shares.

The Company has its registered paid-up capital from the MOONG-ESOP exercise in the amount of THB 168,722,633, par value of THB 1 per share.

Company Name : **Moong Pattana International Public Company Limited (MOONG)**

Capital Registration and Paid-up Capital : As of 31 December 2021, the Company has a total share capital of THB 222,650,523 with the total paid-up capital of THB 168,722,633, comprising of ordinary shares at par value of THB 1 each.

Type of Business : Distribute of Ownbrand product and the distributor of consumer goods

Head Office : 18-19 Fl. Bangna Complex Office Tower
2/97 – 104 Soi Bangna-Trad 25, Bangna-Trad Road
Bangna-Nuea, Bangna Bangkok 10260

Warehouse Location : 444/11 Moo 7 Bangpla, Bangplee, Samutprkarn 10540

Company Registration No. : 0107551000274

Home Page : www.moongpattana.com
www.pigeonlittlemomentsclub.com
www.moong-shop.com

Telephone : +66 2 020 8999

Fax : +66 2 020 8990

Revenue Structure of 2019 – 2021

Revenue Type	2021		2020		2019	
	MB	%	MB	%	MB	%
Baby and Mom Products	492.5	56.2	493.0	58.5	590.8	65.1
Consumers Products	291.0	33.2	286.4	34.0	186.8	20.6
Plastic & Packaging Product	-	-	0.0	0.0	0.0	0.0
Share of Income from Investment in Associated Company ¹	62.5	7.1	41.0	4.9	52.5	5.8
Dividend Income ²	6.1	0.7	6.6	0.8	6.9	0.8
Other Income ³	24.0	2.8	15.8	1.9	70.4	7.8
Total Revenues	876.1	100.0	842.8	100.0	907.4	100.0

Remarks:

1. Share of Income from TP
2. Dividend Income from YMP and PIT
3. Other income - Rental, commission, profit on asset disposal and profits on foreign exchange

Overview of Business Operation

Moong Pattana International Public Company Limited former known as Moong Pattana Marketing Company Limited was established in 1981 and operated in importing and distributing quality kitchenware. In 1988, the Company was granted the right to manufacture, use and to be an exclusive distributor in Thailand of products under the trademark, “Pigeon” which is the number one brand of mother and baby products from Japan.

Renowned for its expertise and experiences in brand management and nationwide network of distribution channels in Thailand, the Company expanded the distribution business and was appointed to be the distributor of other products aiming to generate into the market in Thailand, Cambodia, Laos, Myanmar and Vietnam, resulting in the Company possess greater number of distributed products and constantly grows in the business.

Type of products or services

1. Resulting from the Company's expertise in marketing through brands management which distributed by the Company to raise market awareness and consistently maintain target groups' loyalty in the products and brand via marketing activities and distributing through nationwide channels to include Modern Trade, Traditional Trade, Cash Van, and other such as Food Service and E-Commerce, etc.

2. the Company operates in 3 main businesses as follows:

1) Own brand:

- V care: personal care products i.e. cotton pads, adult wipes, toothbrush and toothpaste
- Foggy: foggy products
- Smile V: foggy products
- Milk me: milk tablet products
- BAO: Herbal Drink products



2) Distributor Business: Consumer products, focusing on 4 categories which are 1) Baby and Mom; 2) Personal care and Household product; 3) Food and Beverage; and 4) Senior.

3) Joint venture Business: In addition to operating in the distribution business and being the distributor of consumer products, the Company also engages in three joint-ventures i.e. TP, PIT and YMP in which the Company holds the equities of 47%, 2.5% and 6% respectively. As a result, the Company was authorized as the sole distributor in Thailand of the joint ventures' products and has been receiving the returns through the dividends.



The Company aims at the distribution of the consumer products and focusing in these 4 core groups as follows:

Baby and Mom Product Group	Personal care & household Product Group
<ul style="list-style-type: none"> Pigeon – high quality mother and baby aged 0-3 year products from Japan Ai-oon – butterfly pea baby hair serum and snow lotus balm Softex: baby pads Splash About – swimwear and swimming aids for babies and kids from United Kingdom 	<ul style="list-style-type: none"> V care - cotton pad, cotton buds and cotton balls, adults wipes, toothbrush and toothpaste Foggy – Spraying bottles to fill liquor Smile V – Spraying bottles ProdentalB – Toothbrush ZP – Toothbrush Carebeau – Shampoo for with hair loneair - Wristband – Air Purifiers Sunbin – garbage bag
Food and Beverage Product Group	
<ul style="list-style-type: none"> Milk me – Milk tablets Himalaya – Salt lemon candy and mint candy BAO – Herbal Drink 4 Care Balance – Organic Rice Drink and Snack Bebby - Food for kids (Organic Rice Porridge and Vegetable Stock) Voss - Mineral Water from Norway 	
Senior Product Group	
<ul style="list-style-type: none"> Mumu- Adult diapers Softex – Adult pads 	

In 2021, the Company was entrusted by the manufacturer and the owner of the products to be the distributor of the following products:

loneair	Wristband – Air Purifiers
Bebby	Food for kids (Organic Rice Porridge and Vegetable Stock)
Sunbin	Garbage bag – Black Color
Voss	Mineral Water from Norway

Business Strategies

The COVID-19 pandemic situation from the beginning of 2020 until 2021 has affected the global economics to unavoidably encounter a severe crisis. While Thailand has properly tackled the first phase of the pandemic, there were subsequent phases incurred, for which the Delta pandemic was widely spread in the 3rd Quarter, resulting in impacts against the economic activities under the strict pandemic measures. Private consumption decreased by 3.2 percent in correspondent to the COVID-19 pandemic situation. Subsequently, the advent of the new virus pandemic, Omicron, around the end of the year, had caused a great effect on Thai economics. However, the tendency in 2021 revealed that Thai economics expanded by 1.6 percent, from the decrease of 6.1 percent in 2020.

In 2021, the Company implemented sales and marketing strategies by focusing on quality health-related products. The Company has provided and sold new products that meet the needs of the consumers through the distribution channels that cover all areas by managing the delivery of the products efficiently and quickly. There are more marketing activities that reach new consumer via online media. Sales promotions activities have been held continuously to stimulate consumer purchases. In addition, the Company also pay attention to the development of the Company's employees in order to work efficiently and understand the needs of customers and partners in order to build lasting relationships.

Group of Products under Company Own brand Business

- **V care - Personal Care Products**

V care selectively and attentively invents and develops products in all groups to respond to the customer's needs. Having been attentive to every inch of detail from manufacturing to delivering quality products, we assist in improving their living standards in every aspect. Nowadays, the products in which the Company has developed as well as conducted marketing and distribution management to cover a wide range of the consumers' needs are as follows:

► Cotton Products

V care cotton products are made from 100 % natural cotton fibers. Our products enhance the standard of cotton products by combining the water weaving technology with dual heat sterilization to ensure the products' quality and purity, being chemical-free with soft and gentle cotton texture for all skin types.

V Care continuously developed cotton products and launched new products in the previous year. This led V Card to be one of the cotton products that currently covers all types of functions the most, whether cotton for mother & child and cotton for women.



► Wipes Products

V care responds to the behavior of new generation consumers that is more careful in hygienics in all daily activities by developing the wipes with the quality suitable for multi-functional uses, staying clean and facilitating new normal way of life with the adult wipes in 4 formulas.



Anti-Bacterial

Extra Hygiene Wipes

Natural



99% purified water

Furthermore, to respond to consumers' behavior that is interested in taking care of oral health naturally, V care has developed and launched new products under the toothpaste and toothbrush to cover all consumer types, from childhood to adulthood.

▶▶ Toothpaste Products

V Care has invented and developed herbal toothpaste that has been specifically formulated for enhancing oral health naturally in response to consumers of all ages to deeply and safely clean with extracts from real herbs, to protect and care the consumer with these two formulas of herbal toothpaste in response to all genders and ages of the consumers.



Sensitive care



Fresh care

▶▶ Toothbrush Product

V Care toothbrushes cover the needs of childhood to adulthood consumers, as well as consumers in the new era, with special attention to the environment, by developing the new eco-friendly toothbrushes that can be 100% recycled and friendly to the environment, which had been launched to the market in the previous year.



For kids



For Adults

- Competitive Strategies

The Company focuses on developing V care brand to be strong and well-known with the innovative products developed from insight of consumers needed. The brand has its selling point and is outstanding compared to the same product group in the market. Not only a high-quality product but also support the lifestyle of new generation consumers and fulfil the needs of the target groups who are the decision makers for buying products for themselves and family, whether it is a cotton, wipes, toothbrush and toothpaste. Thus, the new products had been launched in response to the continuous changes in needs and behaviors of the consumers in the previous year.



V Care Baby Selection is V Care's cotton with premium quality, developed with meticulousness for mother and children to the next level of safety.

V Care Nourishing Pads are facial pads developed in and imported from Korea, with the certified standard of OEKO-TEX, and they are 100% chemical-free



Extra Hygiene Wipes and Natural Wipes 100% biodegradable

Eco-Friendly Toothbrush is friendly to the environment, using the manufacturing technology from Japan with recycled materials certified by USDA institution.



Additionally, the Company in the past year still focused on and promoted branding of V Care to be more well known, so that V Care can be the first brand in the category of consumer products that the consumer will think of, by means of communication and marketing activities through the main products via several channels, whether online media, shop display, and activities that can directly access to the target group.



Online media which have access to 2.8 million people per year.



Furthermore, the Company is ready to cooperate with the co-brands to create difference and access to the new generation of consumers through communication, sharing of knowledge, marketing activities, including distribution of product demonstration for the experiment. All of which is to gain V Care brand more recognition among the consumer target groups in a broader sense.

- **Distribution and Distributing Channels**

The Company distributed the products under the brand V care through the stores all over the country by the main channels i.e. Modern Trade, General Trade consisting of the small retailer or distributors in every regions of Thailand and other developing channels which meet the needs of the consumer which is rapidly changes in present i.e. specialty Shop, beauty Stores, Hospital, Beauty centers, aged Home Care including the export and distribution via e-commerce of the Company via www.moong-shop.com as well as enhance rapidly to well-known e-commerce platform e.g. Lazada, Shopee which is popular among new generation consumers due to its convenience, fast including Line Shopping.

2. Household products – Foggy and Smile V

Household products distributed by the company are Foggy spraying bottle and Smile V spraying bottle. The Company distribute and manufacture foggy and registered the trademark, Foggy and Smile V. It is also the first manufacturer in Thailand that is interested in developing spraying products. Foggy brand has been accepted for more than 30 years in terms of quality especially the nozzle that has been developed to be able to use variously and be durable.



Foggy



Smile V

- **Competitive Strategy**

Regarding the spraying product group, the Company places the Foggy at a premium level. There are many models of the products which are suitable for both heavy industry and general use. Foggy Duty focuses on marketing the consumers who require good quality and durable products; such as, laundry, car wash business. Foggy Multi focuses on restaurant, beauty salon, gardening business.

Smile V is another brand of spraying bottle which the Company concentrates on the mass market, with affordable prices, the variety of designs, focus on product distribution thoroughly. In the past year, the new products have been released as well by emphasizing a new patterned cylinder to help stimulate sales for the product group as a whole.

- **Distribution and Distributing Channels**

The Company distributes the products via the stores in all over the country including industrial channel and various businesses.

3. Milk me Milk Tablets

Milk me – milk tablets develop for health promotional for kids and others. With the full of nutrition milk tablets made from 100% New Zealand milk. Resulting good taste and good for health.



- **Distribution and Distributing Channels**

The Company distributed the products through the stores all over the country by the main channels i.e. Modern Trade, General Trade consisting of the small retailer or distributors including the export and distribution via e-commerce of the Company via www.moong-shop.com as well as new channel e.g. Lazada, Shopee, and distribution to regional market.

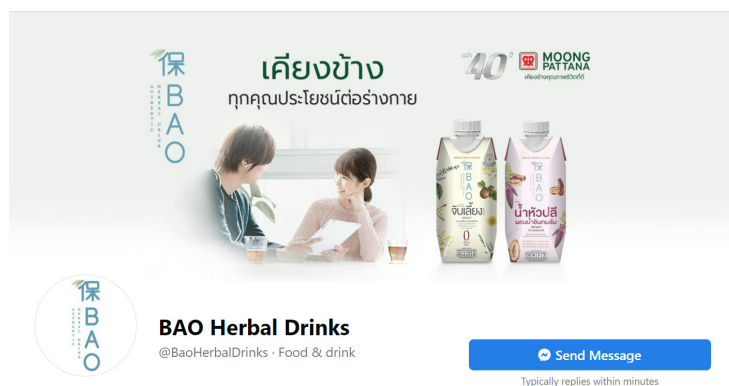
4. BAO Herbal Drink

In order to promote of health care, and good quality of life of the consumers, the Company focused on the growth of healthy beverage products to expand its customer base, from health-conscious persons to new generation of mothers who want to take care of themselves and their children with the new product, **BAO, banana blossom with date palm juice**, full of nutrition from the real herb, beneficial to our bodies with the proper nutritive value, which had been rapidly well-received in the second half of the past year 2021.

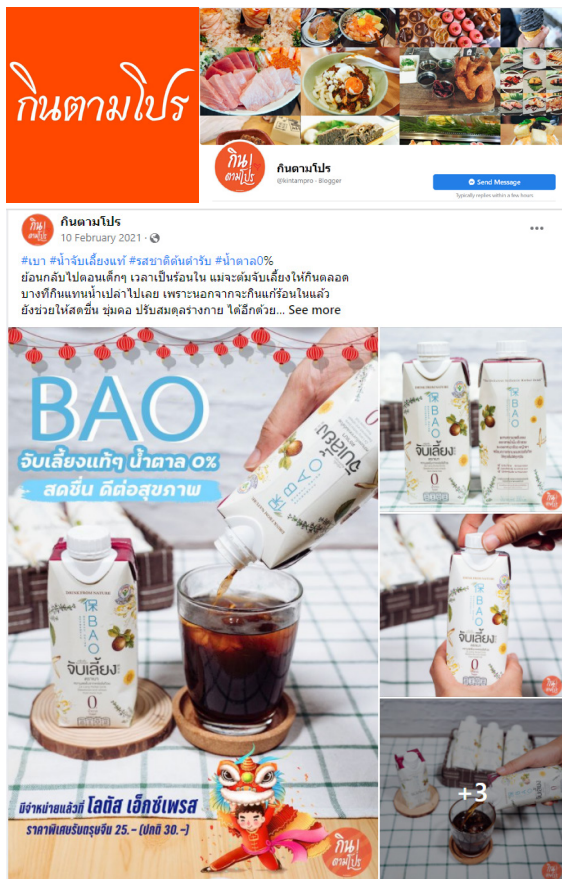


• Competitive Strategy

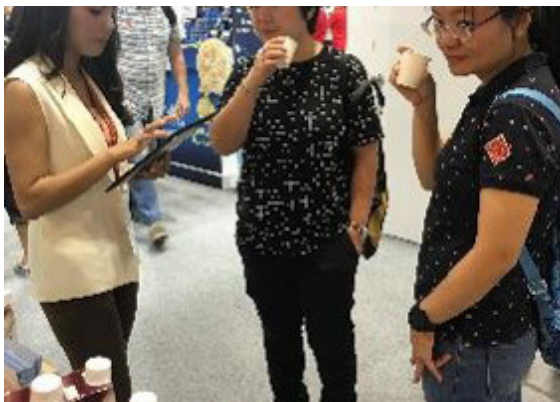
To make the brand well-known and to set up a direct experiment for the target group, the Company initiated its communication through online channels, on the platforms of the brands' social media and customers, in order to support the outstanding shop display, as well as through exhibition to set up experiment and recognition of the quality of products that are different from other herbal drinks.



Social Communication on Platform Facebook/ Line OA : BAOHerbaldrinks



Communication via KOL and Page Influencers for growing recognition.



Sharing of knowledge on health care and distribution of product demonstration directly to the consumer group through exhibitions and seminar activities.

5. Pigeon Brand

Pigeon products have outstanding in product innovation, continuous research and product development from the experts. This is because Pigeon brand focuses on the pure love of mother and child and is committed to helping mothers to deliver love to their babies through the use of baby products with high quality and meticulously made in order for raising the baby smoothly and happily.

Products under Pigeon brand in Thailand have been classified into 8 categories that are

- ▶▶ Feeding Accessories
- ▶▶ Baby Wipes
- ▶▶ Mother Care & Accessories
- ▶▶ Weaning & Accessories
- ▶▶ Health Care & Hygiene Care
- ▶▶ Toiletries & Skincare
- ▶▶ Pacifier & Teether; and
- ▶▶ Cleansing and Sterilizing Accessories

Which have covered all demands of mothers and have answered the baby development.

Competitive Strategies

Pigeon has been a market leader of mother and child products for over 72 years in Japan, especially in respect of new innovations creation by taking into consideration the consumer needs as its essential core. Thus, Pigeon is a brand that can retain its leadership in the market share and its first rank for the sale volumes in Thailand. While the birth rate of newborn babies is lower and the COVID-19 situation in the past 2 years has caused a decrease in the growth of the market, Pigeon still has new innovations to continuously add value to the market in order to support the fostering of children, from newborn babies to 3-year old children, with a variety of products invented and developed with care and consideration of mother's and children's needs, safety, and quality, resulting in trust from mothers and everyone in the family.

Pigeon relentlessly invents and researches new products in response to the mothers' and children's needs. In order to encourage continuous growth, Pigeon launched many outstanding products in 2021, covering the categories of feeding accessories, mother care & accessories, baby wipes, and toiletries & skincare, namely:

- ▶ PPSU nursing bottles in natural tea color with the authentic SNOOPY copyright, which became very popular, coming with SofTouch peristaltic nipples promoting the natural sucking of the baby as if sucking from the mother's breast, withstanding 180 degrees of heat, made of high-quality PPU materials, and free of BPA and BPS.



- ▶ RPP nursing bottles with a colorful rabbit design. The bottle is made of high-quality PP (Polypropylene) materials, along with the mini peristaltic nipples invented from the natural sucking of the babies “Latching on, Sucking fossa, Swallowing”, created and researched by the research institution of Pigeon in Japan.



- ▶ RPP nursing bottles with classic nipples, with highlights on the colorful design, come in 2 collections, e.g., the new Bear Coro design and Circus design, available in 4 ounces and 8 ounces, single pack and 3-piece value pack.



- ▶ Support breastfeeding product that is the highlight of Pigeon is the electric breast pump (double pumps), Pigeon Go Mini, the first time that Pigeon provides a small-sized and portable device with modern design. The product was awarded by Red Dot Design Award and G-Mark Award.
- ▶ Comfy Feel breast pads, come with two-time softer pads, along with the ingredients of aloe vera which nourishes mothers' nipples to be moist and not fragile, the packaging box of which has been certified by FSC with its environmental friendliness and sustainable tree growth. Moreover, there are other products, e.g., nipple care cream, which helps nourish the mother's nipples to be ready for breastfeeding, the new silicone nipple shields which come with better quality and a better fit with mothers' nipples.



- ▶ Pigeon Natural Botanical Baby Milky Lotion and Water Gel Lotion – Pigeon has created products in the category of gentle baby skincare with ingredients from natural sources, helping moisturizing babies' skin for 24 hours, allergy tested and safe for newborn babies. Pigeon has developed these products under the concept of sustainability by reducing plastic use by 20%, reducing the use of natural resources, as well as planting substitute palms in return to nature.
- ▶ Pigeon Baby Wipes, Sterilized Pure Water for the purity, gentleness, and safety of the babies. The wipes are naturally biodegradable within 365 days. Pigeon cares and is devoted to the environment.



In 2021, Pigeon was still trusted by all mothers in the country, emphasizing the fact that it is the real number one expert in mother and child care products, with the awards guaranteed by the votes of actual users who are mothers, namely:

- ▶ BEST BABY BOTTLE PIGEON SOFTOUCH, the best number 1 brand that mothers admire, PARENTS' Choice 2021 from The Asianparent.
- ▶ BEST BABY BOTTLE PIGEON SOFTOUCH, the best number 1 brand that VIP mothers admire, VIPS' Choice 2021 from The Asianparent.
- ▶ BEST BABY WIPES, the number 1 baby wipe's brand, Mommy's Choice from BABY & KIDS AWARDS 2021, for which Pigeon was awarded for two consecutive years in 2020-2021.



- **Distribution and Distribution Channels**

Pigeon's distribution of products covers every channel across the country, whether Modern Trade, Mother & child stores, retail stores, in every region in the country, including distribution channels in Laos, booths for organizing activities and distributing products, and the new channel which is very essential in these days, i.e. E-Commerce, due to the change in the consumer behavior, focusing more on convenience, via www.moongshop.com and Pigeon Official store, to accommodate the customer to select and purchase the Company's products more conveniently. Thus, Pigeon's trading volume via E-Commerce has steadily grown, whether via Moongshop.com, Pigeon Official Store on Shopee, and Lazada.

- **Communication and Building of Customer Relationship**

In addition to marketing communication and activities organizing with the customers, the Customer Relationship Management (CRM) are activities for which the Company continuously values and deepens the relationship with the customers, by organizing activities under "Pigeon Little Moments Club", attachment arising from true love and understanding to build up connection, confidence, credibility, good relationship with the club members, and loyalty to the Pigeon's products. The members of which have been substantially risen by way of holistic management of the members, e.g., providing accurate product information through all communication channels, whether via online or Call Center; advising on the topic of mothers and babies by the expert team, whether by way of written articles or workshop, whether offline or online, all of which has been continuously organized; activities for sharing of knowledge for pregnant mothers, promoting knowledge on breastfeeding. In this regard, members of Pigeon Little Moments Club have privileges in response to their needs and current lifestyles, helping build a quality society that is warm among the online social communities, reaching more of the new generation fathers and mothers. Pigeon is the first and only brand among the mother and child care products initiating marketing communication channels through digital technology on every platform.

Business Assets

Main Fixed Assets for Business Operations

The Company has permanent assets used for business less depreciation calculated on a straight-line basis over the estimated useful lives of 5 - 20 years as follows:

Items	Ownership	Book Value (Million Baht)	Encumbrance
1. Improvement of the building leased for business operation, less depreciation and calculated on a straight-line basis	Lessee	9.9	-
2. Decoration and office equipment	Owner	3.0	-
3. Vehicles	Owner	0.1	-
Total Net Book Value		13.0	

Real Estate for Investment

The Company has ownership of lands not used for business operation as shown in the balance sheet under the section Real Estate for Investment, totaling THB 27.7 million, consisting of:

Items	Ownership	Book Value (Million Baht)	Encumbrance
1. Land Title Deed No. 9293, Bang Bo Sub-district, Bang Bo District, Samut Prakarn Province, for the area of 2 rai.	Owner	13.2	-
2. Land Title Deed No. 15930, Tha Kam Sub-district, Bang Pakong District, Chachoengsao Province, for the area of 1-0-54 rai.	Owner	7.7	-
3. Land Title Deed No. 48979, Khlong Song Sub-district, Khlong Luang District, Pathum Thani, for the area of 2 rai	Owner	3.2	-
4. Land Title Deed No. 13071 (3-Unit Commercial Building), No. 22/47-49, Soi Chokdee Plaza Project, Banga-Trad Road Km. 28, Bang Bo Sub-district, Bang Bo District, Samut Prakarn Province, for the area of 2 rai.	Owner	3.6	-

Lease Rights

Items	Ownership	Book Value (Million Baht)	Encumbrance
1. Seacon Square Mall, 2 nd Floor, Units	Owner	2.2	-

Remarks: The lease right is shown according to the capital price less accumulated depreciation. The accumulated depreciation is calculated on a straight-line basis over the lease term of 30 years, commencing from 21 August 1994 to 20 August 2024. The Company granted such lease right to the third party.

Intangible Assets

The Company is the owner of all the trademarks, registered with the Trademark Office, Department of Intellectual Property, Ministry of Commerce. Each trademark has a certificate of registration of a 10-year term, commencing from the registration date and renewable for every 10 years. Currently, all the certificates of registration have not reached 10 years. However, if the registration term matures, the Company will further renew in accordance with the Company's policy in the future. Details of the trademarks are as follows:

Application No.	Registration No.	Trademark	Maturity Date
1. 266503	Bor 2923	CORNS CABIN	13 June 2024
2. 297164	Bor 4624	Company's Logo	9 November 2025
3. 411869	Kor 131038	FOGGY	17 February 2020 (on the process of renewal)
4. 411871	Bor 12637	MOONG PATTANA	17 February 2020 (on the process of renewal)
5. 481881	Kor 171950	smart V	4 March 2022
6. 481882	Kor 169718	smart V	4 March 2022
7. 481884	Kor 174195	B-care	4 March 2022
8. 544490	Kor 205479	smile V	12 February 2024
9. 170101891	191101417	V-CARE	18 January 2027
10. 700950	Kor 301521	V-CARE	3 July 2028
11. 700951	Kor 301019	V-CARE	3 July 2028
12. 700952	Kor 301522	V-CARE	3 July 2028
13. 700953	Kor 301020	V-CARE	3 July 2028
14. 200146156	211126817	Vcare	17 December 2030

Policy of Investment in Subsidiaries and Associated Companies in the Future

The Company has the policy to co-invest to be the distributor of products and services in consumer products which have opportunities to grow and potential to gain profits for the Company. In case the Company invests in any subsidiary, the Company will control or impose a management policy and appoint a representative to be the director in proportion to the shareholding of the Company and attend the meeting in the capacity of shareholder. The representative will cast a vote in the meeting as determined or directed by the Board of Directors. As for the investment in associated companies, the Company will appoint a representative to be the director as deemed appropriate by the Board of Directors, subject to the mutual agreement concluded.

Supervision of Associated Companies

The Company has an investment in Thai Pigeon Company Limited (TP) at the proportion of 47 percent. In this regard, the Company supervises such associated company by appointing a representative to be the director of TP. Such a director appointed by the Company will involve in adopting policies regarding conducting business, planning strategies, and giving suggestions and directions so that TP's administration and management can achieve the targeted goal.

However, if TP has any policy or direction that may materially affect the Company's business, such as increase or decrease in product price, increase or decrease of capital, acquisition or disposal of assets, debt incurrence, incorporation of new subsidiaries, etc., the Company can control TP via the shareholders' meeting for which its approval shall be resolved by at least a three fourth of all the votes of shareholders.

Relevant Contracts

Contracts in relation to Mother and Child Care Products

Details of Contract	Contract Party	Purpose	Contract Term
1. Trademark Licensing and Technical Assistance Agreement	Company / Pigeon Corporation	To license the manufacturing, use, and sale of products, including the exclusive use of the trademark "Pigeon" in Thailand	1 year from 1 June 1988 (renewable on a yearly basis, with the Amendment Agreement dated on 1 February 1993)
2. Thai Pigeon Joint Venture Agreement	Company / Pigeon Corporation	To incorporate Thai Pigeon Company Limited to conduct the business of manufacturing and distribution of products in the category of silicone nipples for nursing bottles bearing Pigeon's logos	From 19 June 1990

Details of Contract	Contract Party	Purpose	Contract Term
3. Pigeon Industries Joint Venture Agreement	Company / Pigeon Corporation	To incorporate Pigeon Industries (Thailand) Company Limited to conduct the business of manufacturing and distribution of cleaning wipes and hygiene breast pads	From 20 February 1996

2. Contracts in relation to plastic products and packaging

Details of Contract	Contract Party	Purpose	Contract Term
1. Yoshino-Moong Pattana Joint Venture Agreement	Company / Yoshino Kokyozo/Nomura Jimusho	To incorporate Yoshino Moong Pattana (Thailand) Company Limited to conduct the business of manufacturing, distribution, and export of products in the category of plastic products, including water and liquid sprays and any other relevant businesses	From 2 December 1994
2. Distribution Agreement and its Amendment Agreement thereof	Company / Yoshino Kokyosho / YMP Company	To appoint a distributor to distribute copyrighted products exclusively granted in Thailand	From 1 January 2002 and 1 January 2014
3. Delivery of Raw Materials Agreement and its Amendment Agreement thereof	Company / YMP	To facilitate the business operation	From 1 January 2014

3. Other Distribution Agreements

Details of Contract		Contract Party	Purpose	Contract Term
1.	Product Distribution Agreement	Jas Quality Company Limited	To distribute health products for adults bearing the trademark “Mumu” in Thailand, the Lao People’s Democratic Republic, the Kingdom of Cambodia, and the Republic of the Union of Myanmar	3 years from 1 September 2015 (renewable every 3 year)
2.	Product Distribution Agreement	Nicko Jeep Manufacture SDN BHD	To distribute sweets products bearing the trademark “Big Foot”	4 years, from 1 April (end on 30 March 2021 and automatically renewable)
3.	Product Distribution Agreement	Soulbound Company Limited	To distribute products in the category of brow grower for kids, hair grower, and snow lotus, bearing the trademark “AiAoon”	3 years, from 1 February 2018 (end on 31 January 2021 and automatically renewable)
4.	Product Distribution Agreement	Nina Manufacture Company Limited	To distribute absorbent pads bearing the trademark “Softex”	3 years from 9 September 2019 (counting from the date of first issued notice) (expiring on 8 September 2022)
5.	Product Distribution Agreement	SB Interlab Company Limited	To distribute hair color shampoo bearing the trademark “Carebeau”	3 years from 1 January 2020 to 31 December 2022 (automatically renewable)
6.	Product Distribution Agreement	PRO DENTAL B SND BHD	To distribute toothbrush products bearing the trademark “PDG” and “ZP”	3 years, from 1 March 2020 to 28 February 2023 (automatically renewable)
7.	Product Distribution Agreement	4Care Company Limited	To distribute organic rice milk and organic crispy rice snack products bearing the trademark “Balance”	From 24 July 2020 (automatically renewable)

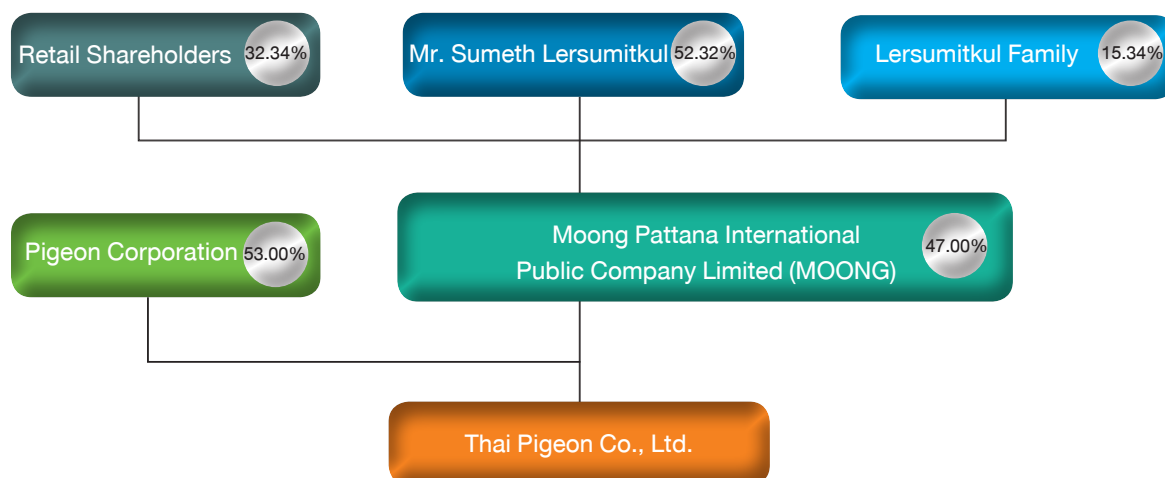
Details of Contract	Contract Party	Purpose	Contract Term
8. Product Distribution Agreement	Nutri-Five Food Company Limited	To distribute infant and baby food bearing the trademark “Eiyo”	From 19 October 2020 (automatically renewable)
9. Product Distribution Agreement	Win Thirtynine Company Limited	To distribute wristband the trademark “loneair”	End on 30 April 2024 (automatically renewable)
10. Product Distribution Agreement	Pawan Intertrade Company Limited	To distribute infant supplement the trademark “Bebby”	3 years, from 1 August 2021 to 1 August 2024 (automatically renewable)
11. Product Distribution Agreement	Rainwood Bev Company Limited	To distribute Mineral Water the trademark “Voss”	3 years, from 1 October 2021 to 1 October 2024 (automatically renewable)
12. Product Distribution Agreement	Sugarcane Ecoware Company Limited	To distribute products from sugarcane the trademark “SEW”	3 years, from 1 November 2021 to 1 December 2024 (automatically renewable)

4. Other contracts

Details of Contract	Contract Party	Purpose
1. LF Logistics (Thailand) Company Limited	Warehouse Management	3 years, from 1 April 2020 to 31 March 2023
2. Jack Chia Industries (Thailand) Public Company Limited	Warehouse Management Services	3 years, from 15 April 2021 to 15 April 2024

Shareholder Structure of the Company and Subsidiary

Details of shareholder structure of the Company and subsidiary as of December 31, 2021 as follows:



Company's Shareholding Position in Other Companies

Company	: Thai Pigeon Company Limited 944 Moo 15 Theparak Industrial Estate, Bangsaotong, Samutprakarn 10540
Shares information	: 47% of registered capital or 573,400 shares of 1,220,000 shares at THB 100 per share
Company	: Pigeon Industries (Thailand) Company Limited 700/103 Moo 1 Amata City Industrial Estate, Bangkiao, Panthong, Chonburi 20160
Shares information	: 2.5% of registered capital or 360,000 shares of 14,400,000 shares at THB 10 per share
Company	: Yoshino Moong Pattana (Thailand) Company Limited 103/1 Moo 5 Wellgrow Industrial Estate, Bangna-Trad KM 36, Bangsamak Bangkok, Chachoengsao 24180
Shares information	: 6% of registered capital or 180,000 shares of 3,000,000 shares at THB 100 per share.

Shareholders

The Company's top 18 major shareholders as of December 30, 2021

No	Name – Surname	No. of Shares	%
1.	Mr. Sumeth Lersumitkul	88,276,744	52.32
2.	Mr. Suthee Lersumitkul	7,999,338	4.74
3.	Mr. Methin Lersumitkul	7,781,262	4.61
4.	Mr. Soraphan Lersumitkul	7,665,938	4.54
5.	Ms. Chantawan Jaroontham	3,050,000	1.81
6.	Mrs. Sureeporn Anuvatudom	2,341,939	1.39
7.	Mr. Ittichai Sangunsinthukul	2,025,000	1.20
8.	Ms. Hathairat Sae-Jong	1,999,800	1.19
9.	Mrs. Tassanee Jeunarongrit	1,641,100	0.97
10.	Mr. Kamjorn Arunwilairat	1,613,700	0.96
11.	Mr. Paisit Tangwiwatwong	1,552,726	0.92
12.	Mr. Chalermchai Eiamsrangkul	1,535,405	0.91
13.	Mrs. Somluck Jindapan	1,281,000	0.76
14.	Mr. Somkiat Mitsantisuk	1,250,000	0.74
15.	Thai NDVR Co., Ltd.	1,136,200	0.67
16.	Mr. Somchai Padpai	1,082,000	0.64
17.	Ms. Suwanna Chokdee-anand	1,060,000	0.63
18.	Mrs. Siriporn Sae-Heng	1,000,000	0.59
	Totals of above shares	134,292,152	79.59
19.	Others	34,430,481	20.41
	Total	168,722,633	100.00

Capital Registration and Paid-up Capital

As of 31 December 2021, the Company has a total share capital of THB 222,650,523 with the total paid-up capital of THB 168,722,633, comprising of ordinary shares of 168,722,633 shares at par value of THB 1 each.

Issuance of Other Securities

Warrants to Purchase Ordinary Shares of the Company No. 1 (MOONG-W1)

The Company issued and allocated the Warrants to Purchase Ordinary Shares of the Company No. 1 (MOONG-W1) on 2 June 2015 in a total number of 23,999,984 units in accordance with the resolution of the 2015 Annual General Meeting of Shareholders held on 30 April 2015, by allocating to the existing shareholders of the Company in the proportion of their shareholding (Right Offering) at the ratio of 5 ordinary shares to 1 Warrant No. 1.

The holders of the Warrant No. 1 can exercise their rights for the first time on the last business day in June 2015, which is 30 June 2015, and can exercise their subsequent rights on the last business day in June and December of each calendar year throughout the maturity period of the Warrant No. 1. The last day for exercising the right is the maturity date of Warrant No. 1, which is 1 June 2018.

On 30 June 2018, a total number of 2,316,535 units of MOONG-W1 Warrants had been exercised and transformed to the ordinary shares of 2,339,889 shares, at the ratio of 1 : 1.00750, at the price of THB 1.00 per share, and had been registered the paid-up capital for such shares on 8 July 2018, resulting in a total value of THB 168,432,633 of the registered capital.

Employee Stock Option Program (ESOP) Warrants (MOONG - ESOP)

The Company provided a project for the issuance and offering of the Employee Stock Option Program (ESOP) Warrants to the Company's employees and subsidiaries ("ESOP Project") as a means to retain human resources which are valuable to the Company to continuously work for the Company, as well as to maximize the Company's benefits for long-term sustainable growth. By doing so, it inspires and reciprocates the employees' hard work by providing additional benefits, focusing on the mutual interest among the Company, the shareholders, and the employees.

The Company issued the ESOP Warrants to the Company's employees and subsidiaries for 1 project, starting from 2016 to 2020. Currently, the last exercise date of such project was on 30 October 2020, a total number of 664,000 units had been transformed to 664,000 ordinary shares (throughout the Project), resulting in a total value of THB 168,722,633 of the Company's registered paid-up capital with the details as follows:

The Company issued and allocated the Employee Stock Option Program (ESOP) Warrants (MOONG - ESOP) to the Company's directors, management, and employees on 31 October 2016 for a total number of 2,000,000 units in accordance with the resolution of the 2016 Annual General Meeting of Shareholders held on 25 April 2016, at the exercising ratio of 1 unit to purchase 1 ordinary share, at the exercise price of THB 3.80, with the maturity period of 5 years. In this regard, the Company reserved its ordinary shares not exceeding 2,000,000 shares (at the par value of THB 1.00) in support of the exercise of the MOONG – ESOP Warrants to the Company's directors, management, and employees.

The holders of the ESOP Warrants can exercise their rights for the first time on the last business day in December 2016, which is 30 December 2016, and can exercise their subsequent rights on the last business day in December of each calendar year throughout the maturity period of the ESOP Warrants. The last day for exercising the right is the maturity date of the ESOP Warrant, which is 30 October 2020.

On 30 June 2019, there was no one exercising their rights of the ESOP Warrants to transform to ordinary shares. Thus, the Company's registered paid-up capital remains the same. However, the Company has the outstanding securities not yet transformed of 1,419,000 units, equivalent to the number of outstanding shares in support of the transformation of 1,419,000 shares.

On 30 October 2020, a total number of 83,000 shares had been exercised in the last phase to transform to ordinary shares, resulting in a change to the Company's registered paid-up capital to THB 168,722,633.

Dividend Payment Policy

The Company has policy of dividend payment at the rate not less than 50% of its net profit (Separate Financial Statement) after deduction of all reserves as specified by the Company. Dividend Payment made each year depends on the Company's investment plan, necessity and situation in the future. The Board of Directors may propose the final dividend payment during its board meeting and present to shareholders during a shareholders' meeting for approval. The Board of Directors is authorized to approve the interim dividend payment, but need to inform the shareholders at the next shareholders' meeting.

Year	2021*	2020	2019
Dividend Per Share (THB)	0.21	0.18	0.26
Dividend Yield (%)	3.9	4.4	7.0
Dividend Payout Ratio (%)	91.6	86.7	81.0

Remark: *Year 2021, the right to receive the dividend is subject to the 2022 AGM Shareholders' approval at AGM Meeting on 26 April 2022.

Risk Management and Risk Factors

Adhering to enterprise risk management philosophy, the Company has determined practical scope of risk management which includes acceptable risk-encountered strategies and plans for all parties in short, medium, and long terms, leading to concrete risk controls, monitoring and quarterly reporting, at the minimum to the executives and board of directors in order to ensure that the Company is able to prevent and reduce risk including the uncertainties that might possibly impact the Company's goal and business strategies as well as restore the operation to the normal condition under a short period of time.

In 2021, the Company continued to place emphasis on the development of information system to provide responsive and convenient services; lower selling and general administrative expenses; and enter the digital age to support foreseen business growth. As the result, the Company has developed risk management plan as follows:

1. Strategic Risks

1.1 Risks from Reduced Birthrate

Thailand has been experiencing decline in birthrate, and the downward trend is expected to continue, directly contributing to the decreased demand for mother and baby care products. Nonetheless, the need for higher-quality, innovative and safe products for both baby and new generation mothers has risen, resulting into the Company consistently sourcing for the new products to propel products variety to meet the needs of modernized mothers who pay attention to quality, safety, and the babies' health as it can be seen from the increase of income from the mother and baby products for years and no impact from the reduced.

1.2 Risks from Business Competitions and economic recession

The Company operates the distribution of Ownbrand product and is a distributor of consumer products which is acknowledged for good and effective management. The products are consumer products, food and beverage products which are very competitive products in the industry and tend to continually grow every year resulting in intense competition in distribution services or of being a distributor. The Company foresees the need to constantly enhance its competitiveness by expanding the distribution channels in order to respond to the expanding market of target groups to drive revenues and concentrate on small and mid-size businesses which are expanding into other regions domestically and internationally, specifically the CLMV and China.

The Company, therefore, has been focus on developing and sourcing the new products under its own brand and subsidiary brand, raising the variety of distribution channels to support new products from the manufacturer or product owner, keeping bonding with and building loyal customer base, creating effective sales and operations plan and ensuring execution as arranged, developing survey on satisfaction toward the Company used for operations improvement to proficiently meet the expectation of the product owners, building the CRM network to raise awareness of the Company and promoting the Company's image as a reputable and reliable agent in the market, optimizing information system to be more efficient and better fit to the business of the Company, and setting the inventory system to be suitable to the business of distributing agent in both cost and performance.

1.3 Risks from Dependency upon Pigeon Corp, the Manufacturer and Brand Owner of Pigeon

In addition to operating business as the sole distributor in Thailand of mother and baby care products, branded "Pigeon", since 1988, the Company also co-establish Thai Pigeon Company Limited and Pigeon Industries (Thailand) Limited to manufacture "Pigeon" products for the Company to distribute it domestically. In 2021, revenues from "Pigeon" product were accounted for 63% of total revenue, a reduction from 80% in the past, the Company still depended upon the "Pigeon" brand. On the other hand, has been retaining strong relationship for a long time, and with "Pigeon" products constantly increasing in sales, the Company was trusted by Pigeon Corp and appointed to be an exclusive distributor of "Pigeon" products in Lao People's Democratic Republic in 2016. This represents the good relationship between the Company and Pigeon Corp. However, dependency upon Pigeon Corp can possibly impact business growth in the future. The Company, therefore, develop new products under the Company's brands. As it can be seen that the proportion of the distribution of the products under the Company's brands is increased. In addition, the Company has also been operating in distribution the consumer products under other brands besides "Pigeon".

1.4 Risks from being distributor of consumer products

The Company operates the business of distribution and is the distributor of consumer products by purchasing from the product owner and selling to the retailers through many channels; such as the super store, the department stores, the convenience stores, or standalone retailer in Bangkok and other provinces. The products distributed by the Company are the products which the Company cooperates with the brand owner to create the marketing plans and promotions as well as driving the products to the store. The Company, therefore, pay attention to the cooperation with the brand owner closely, the creation of the conditions of product distribution including explicitly setting the role and responsibility of each party in order to make the distribution reach the target and create a win-win situation.

2. Operational Risks

2.1 Risks from Delay in Recruiting Qualified Man powers to Join the Company

Thailand's economy has experienced a long drought of government and private investment, leading to the production of human resources which is not matched to the needs in the labor market. As a result, skillful, experienced and qualified manpower has been highly in demand. The recruitment of such to fill in the organization structure has become challenging and have taken certain time, resulting in the possibility to sway the business growth off schedule and plan. To mitigate the risk, the Company strategized for recruitment in advance, inquiring for potential hires in vast channels, keeping the database of applicants to accelerate the selection process in both replacements of existing positions and new recruits for department expansion. Meanwhile, personal development has been in place for existing workforce to enable enhanced skills to the point of being capable of assignment coverage or sudden support during the lack of manpower, which includes in-house training to raise acknowledge, comprehension and expertise in the Company's products and services, constant evaluation process, search of business partners in training, developing of interns with the attempts of turning them into full-time.

2.2 Risk regarding Information Technology

Technology in these days changes swiftly causing the Company to be adaptive and be equipped with a long-term plan in case of any changes, so that it can maintain excellent operation and consistency with the Company's strategy, by taking modernization, ease of access, and security into consideration. The Company has an information technology risk management process as well as information technology risk management guidelines setting information technology implementation to be compatible with business strategy and any change. The Risk Management Committee and the senior management play important roles in governing the information technology risks classified as organizational risk. Moreover, there is regulatory measurement governing all operations to comply with work principles, risk management, compliance, information technology audit, security and risk management to be consistent with the higher risk level, by carefully and effectively managing information technology projects. In this regard, the Company has developed the "Intelligent Workplace" working solution or "smart office" for supporting employees' working performance and supporting work solutions in case of any crisis event. Additionally, information technology development also assists various data management within the organization to be accurate, secure, supportive for better work efficiency, competitive, and profitable in a long run.

3. Financial Risks

3.1 Risks from Exchange Rate Fluctuation

The rise in Thai Currency value in 2021 positively impact the cost of importing products from overseas for domestic distribution of the Company, however, the negative impact from shared cost generated from joint-ventures investment and dividends gained from investing in other companies as all these companies manufactured and distributed products domestically and internationally. As a result, the Company has closely been monitoring relevant exchange rates along with establishing a policy preventive against exchange-rate fluctuation, engaging in forward exchanges –rates agreement of purchase and selling upon the signal of Thai Baht being depreciated, and consistently communicating with joint-ventures and other companies to ensure that they were putting preventive plans in place and being proactive in mitigating the potential risk from the exchange rate fluctuation.

3.2 Risk from the Loan Interest Rate Fluctuation

The short-term loans from many financial institutions attained by the Company to be used as cost in the business operations result in the rise in the loan interest rates directly impacts the business cost in the business operations. However, the Company managed incoming finances in accordance with spending goals by having various financial tools as options for choosing appropriate investment sources as well as cooperate with the financial institutes for the effectiveness of the products or services which reduce the operational cost and financial cost of the Company including facilitate the process of work to be more convenience and faster.

In 2021, the Company has been well and effectively managed in the cash flow for the operation. The Company has no short-term loan from financial institutions, so that the Company has no risk from interest loan rate fluctuations.

4. Compliance Risks

4.1 Risk from the complication of the laws, legislations, regulations, and orders

As the Company operates the business of distribution and is the distributor of consumer products, the Company, therefore, has the import-export intensive and involves in applying the licenses for selling foods and medicine and applying for the Thai Industrials Standards which the Company attaches the great importance to the compliance of the laws, legislation, regulations and orders of the relevant government authorities and private agencies. However, in order to approve the license, the different discretions and interpretations of the supporting documents from the government officers resulting in the delay of distribution, the increase of cost and challenges in determining specific operational timeframes.

As a result, the Company defined to follow the code of conduct policies and code of conduct for suppliers to strictly comply with relevant laws, legislation, regulations and order in conducting its business. If the Company encounters expenses, fees or permit procurement that may lead to violation, the Company will consult with various experts such as IRS Officials, tariff experts, experts on food and drug standards, internal auditors, auditor, and etc., in order to be assured that the Company follows the procedures and pays taxes correctly, transparently, and able to be audited. The Company also strictly control the management and employees of the company to not engage in any fraudulent actions with the relevant government agencies and private sectors.

The Company had many transactions and activities relating to the giveaway products promotion which may risk of not being able to submit VAT accurately and completely, therefore, the Company has arranged the policy to prevent such risk by providing public relations and training including the procedures to various relevant agencies regularly. Furthermore, the Company has an internal audit in order to ensure that the Company has submitted the accurate and completed VAT.

5. Crisis Management during COVID-19 situation

At the beginning of COVID-19 situation, particularly in January 2020 from the outbreak news in China, the Company monitored the news and assessed the risks for the impacts that may incur, and, at the same time, prepared for plans and measures in order to be able to cope with situations if the situation becomes more severe and has a wider impact.

The Company established a Business Continuity Plan (BCP) Working Group for the Company to operate normally during the crisis situation and to be prepared for any uncertain situation by convening meetings to closely monitor activities, e.g. sale and marketing, finance, supply chain and human resources, with its goals to achieve the staff's safety (zero infection), manage the Company's liquidity, determine communication channels for the staff within the organization and monitor the situation closely, be it the situation in Thailand or in other countries, especially countries of our business partners, customers and stakeholders, so that the determined measures are in line with the practice for the maximum safety of all the parties concerned. Furthermore, the Company monitored the number of infected people, locations reported for infection, areas which may affect the Company's business or staff, to ensure zero infection. In addition, prediction and assessment were, among others, conducted for situations that may impact the business operation, supply chain, financial position and information technology (IT).

In respect of IT management, the Company developed the working mode to "Intelligent Workplace" for any emergency situation that may arise in order to support such change of the working mode, thereby enabling the staff to be able to work in any possible environment, whether working from home, office or anywhere else by implementing remote working mode and using text, voice and image communications for working from home mode for more convenience.

Moreover, the Company carefully assessed the impacts that may arise, managed the impacts that may incur against the stakeholders, and prepared a plan for business restoration after the COVID-19 outbreak to ensure the risk management during the COVID-19 situation that the Company can efficiently retain its competitive capabilities in the long run.

6. Emerging risk

- 6.1 The Company carries on a business of distributorship in consumer goods since over 80% of its revenue are primarily derived from distributorship business, for which the goods and products are under third-party brands. In this regard, the risks involved are high and unsustainable if the brand owners change the distributors. Therefore, the Company has a policy to expand the proportion of goods under in-house brands by developing new products and new brands to be launched to the market. This can be acknowledged by the fact that the Company developed and launched new products in consumer goods, then expanding to food and beverage. In addition, the Company allocated its budget for marketing in-house brands to earn more recognition, resulting in a continuous growth in sales of goods under in-house brands, and leading to an increase of 16% revenue in the past year 2021. The Company targets the growth of goods under in-house brands at 20% in the next 3-5 years.
- 6.2 The market of consumer goods has changed in accordance with the consumer behaviors. Especially in this digital era, it can be seen that offline sale channels incline to decrease, while the online sale channels have substantially grown. As the outbreak of COVID-19 clearly affects the change of the consumer behaviors, the Company needs to change its strategies, including IT systems, to be consistent with such change. In this regard, the Company allocated its budgets to facilitate the growth of online sale channels, covering various platforms from the Company's website to market places, resulting in the substantial growth of online sale channels' proportion of over 5% of the total sale revenue of the Company, not including the proportion of modern trading which had been expanded from offline to online channels. From this point of view, we can see that the online channels incline to grow exponentially, for which the Company targeted its proportion of online sale channels at 10% within the next 5 years.

6.3 HR New Normal for Employee Management

In respect of HR, if consider positive way of effect of COVID-19, it drives creating unexpectedly of new normal and workplace transformation. Due to the fact that such situation is rapidly evolving and expanding which shift normal working process into full digital working mode automatically. Changing the way of normal work to Work From Home, bringing to use more technology e.g. online meeting via video conference with relevance of both internal and external party.

It caused employees to adapt themselves to learn and develop their skill e.g. language, technology and soft skills in order to create more chance and increase their capability. They are able to select the tools, including reducing their working process as well as paperless working which bring a New Normal to the Company.

Nevertheless, COVID-19 brings the effect of organization behavior. Due to the changes of working pattern regarding social distancing, and the changes of welfare condition from such situation. The Company has prepared the plan in order to support and compensate those kind of welfare to be new normal circumstance. It can bring the core value to employees and to create their awareness as the same experience as well as build employer branding including strengthen the trust to employees.

6.4 Risk stemming from Pandemic and Seriously Contagious Disease

For the Corona-19 Virus pandemic (COVID-19), although the chance of the pandemic and seriously contagious disease occurrence is low, but when it occurs, it can be globally wide spread. In spite of measurements in many countries that help prevent and reduce the spreading or attempts to accelerate vaccine manufacturing for minimizing risks that will occur to citizens or to accelerate vaccine injection to their citizens in order to contain the pandemic and control the situation, there still has been outbreak and contagion as well as new strains of virus for 2 years since 2020. Such event has caused many businesses around the world interruption, economic recession, difficulties in international travel, uncertainties in the business and private sector. For Thailand, the government imposed a lock-down measurement in March 2022 and continued doing so for a certain amount of time. Regardless of some ease of measurements in 2021, there were subsequently several waves of the outbreak. The widespread outbreak of Delta in the third quarter continued to the outbreak of Omicron around the end of the year, resulting in many effects in the business and private sectors in respect of, among others, income, financial liquidity, partial employment termination, etc. Pandemic and seriously contagious disease affect the business through controlling measures of the government sector, with which the Company has to comply, including those strict measures for safety, reduction of spreading, and prevention of contagion among the employees, business partners, customers, and relevant persons. All of this caused the Company to adapt its business strategies as well as procure and prepare necessary items in response to the situation, including several management issues, coupled with selling of products which are required to modify or use more technologies as well as allowing the employees to work from home, increase of efficiency by using information technology system to support working in response to such situation.

However, the Company has its own risk management in respect of pandemic and seriously contagious disease, including guidelines on business operation in crisis management, and crisis plan on work operation, so that the business can be continued and in order to ensure that there will be no interruption to the business and still be competitive under the pandemic and seriously contagious disease risk situation.

Driving for Sustainability

1. Sustainable Management Policy and Goals

The Company aims to excel in marketing and distribution of consumer products that are of high quality, safe, and up to standard throughout our supply chains. We relentlessly uplift our good corporate governance and pursue a strategy of creating shared value between business and society by means of building awareness and developing our personnel to perform efficiently under the legal framework, morals, ethics, and responsibility for business operation. We also drive our business under the principles of good corporate governance and take into consideration the issues of environment, society, and human rights, with our values and excellent corporate culture in order to grow together with the Company's stakeholders, i.e., business partners, customers, shareholders, investors, employees, including societies, communities, and environment. In this regard, the Company conducts the business in line with our vision "Striving for excellence in products and service with business ethic and integrity of the business operation, fulfilling customer and investor expectations whilst achieving an utmost relationship with business partners."

The Company aims for sustainable development with our determination to a better quality of life for every family. We select the best for every generation for your loved and cared ones by adhering to the Sustainable Development Goals – United Nations as follows:





Moreover, under the sustainable development framework, the Company enthusiastically supports goal setting and the Environment, Social and Governance (ESG) as follows:

Environment

- Implementation of conservation policy, resource reduction, and waste reduction



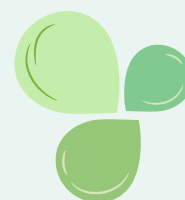
Social

- Fair and equitable treatment of employees
- Safety and occupational health in the workplace
- Regular development of personnel
- Implementation of social development and other public interests



Governance

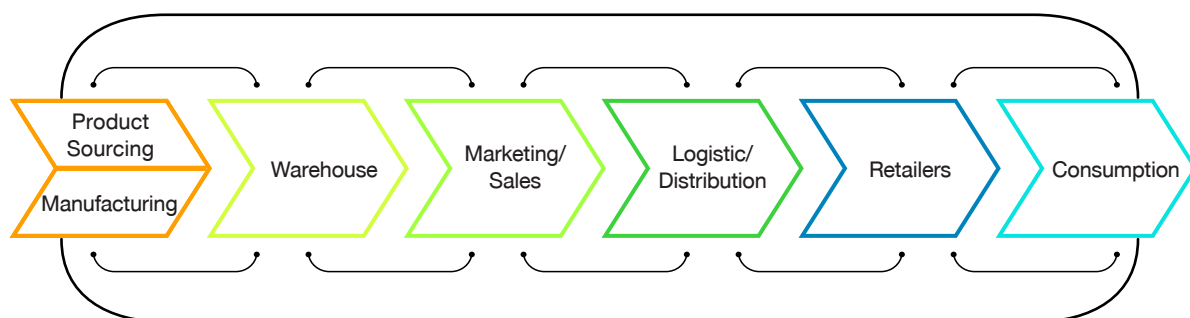
- Business operation under the good corporate governance
- Customer-Centric
- Efficient risk management
- Security and privacy of the customer's data



2. Management of Stakeholder Impact in Business Value Chain

2.1 Business Value Chain

The Company aims to create strategies and connections among the stakeholders in the business value chain by conducting our business with responsibility and continuous growth, not to create any impact on the societies, communities, and environment throughout the value chain. Therefore, the Company has established a guideline for the treatment of stakeholders in the Code of Conduct and the Code of Conduct for Business Partners, as well as has monitored our directors, the management, and the employees to strictly comply with such Code of Conduct in order to drive the management of the value chain efficiently. In this regard, the Company has set out rules for procurement in the Procurement Guideline, which it covers from, the selection and audit of the business partners, potential assessment, negotiation, to the decision of product/service procurement.

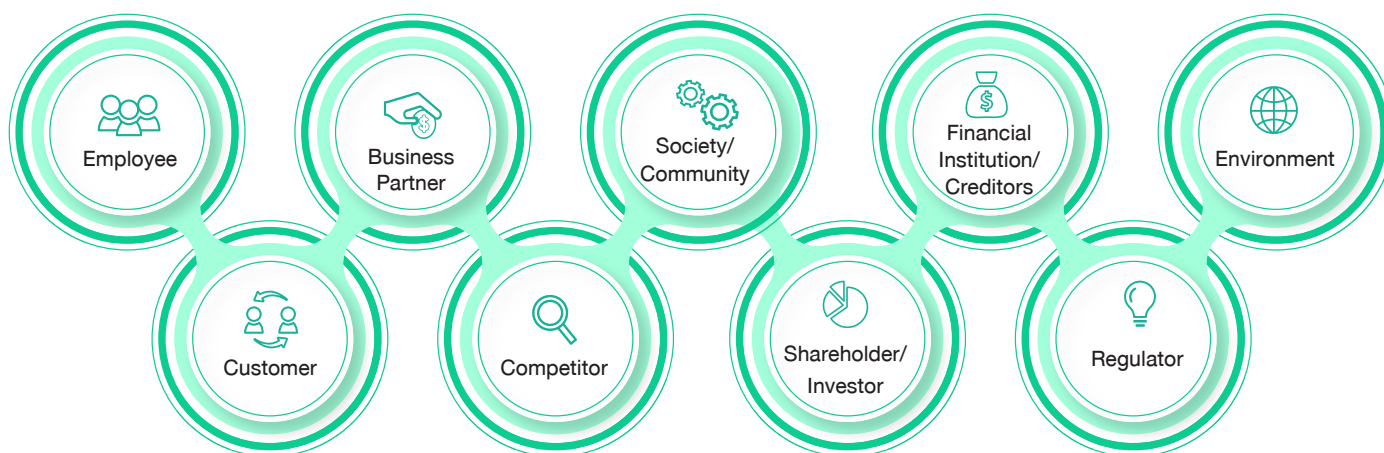


According to the Procurement Guideline, the Company shall select the business partners which possess good standing and stability, modern manufacturing innovation, and technologies with capacities to manufacture and deliver products/services that are of good quality and up to the required standards, at a fair price, on-time delivery, including capacities to deliver products/services regularly and to support the changes in demands and supplies. Furthermore, the Company has created a profile register for our business partners with high trading volume (Main business partners). We also audit and assess the risks by assessing every aspect of the parties involved at least once a year, including on-site visits, considering the manufacturing capacity, transportation, occupational health & safety, and industrial standards. After that, we prepare assessment results for our further improvement. Overall, the Company expects the business partners to conduct the business with responsibilities in 3 aspects, i.e., Environmental, Social, and Governance (ESG).

By prioritizing our business partners based on the trading volume of products/services, our main business partner is Thai Pigeon Company Limited, a joint venture between the Company and Pigeon Corp (Japan). Since the Company also procures Pigeon products from other manufacturers in Thailand and overseas, our main business partner is, in fact, Pigeon Corp, a reputable mother & children care product manufacturing company in Japan with global networks, including Europe, Americas, Africa, Middle East, and Asia-Pacific. Currently, Pigeon Corp manufactures and distributes baby and child products, mother and woman products, household health care products, as well as medical tools.

2.2 Stakeholder Impact Analysis in Business Value Chain

9 Groups of Stakeholders



Stakeholders	Expectation of Stakeholders	Engagement Channels	Responses of the Company
Employee	<ul style="list-style-type: none"> • Appropriate remuneration and welfare • Job security and career development • Continuous gain of knowledge and capability development • Fair and equitable treatment 	<ul style="list-style-type: none"> • Employee orientation • Annual meeting and circulation of information and news via internal communication channels • Human Resources Department • Welfare Committee 	<ul style="list-style-type: none"> • Remuneration and welfare are appropriate and consistent with the economic status • Prepare the employee manual and welfare manual • Prepare plans for training and skills development for the reporting line in charge • 360° Performance Appraisal
Customer	<ul style="list-style-type: none"> • Products are of good quality, safe, and at a fair price • On-time delivery • Labels contain accurate and clear product information and usage • Good after-sales service 	<ul style="list-style-type: none"> • Customer Services • Call center • Activities • Websites and online social media • Respond to inquiries, listen to comments, recommendations, and complaints • Customer satisfaction survey 	<ul style="list-style-type: none"> • Deliver quality products on time • Disclose accurate and clear product information and usage • Be responsible for products and services • Regularly organize promotional activities and educate customers

Stakeholders	Expectation of Stakeholders	Engagement Channels	Responses of the Company
Business Partner	<ul style="list-style-type: none"> Support and grow together Honor contracts/business agreement Operate the business with transparency under the legal framework, morality, and ethics. 	<ul style="list-style-type: none"> Meeting and discussion Annual business partners' meeting Business partner satisfaction survey Listen to recommendations and complaints 	<ul style="list-style-type: none"> Compliance with the Code of Conduct and the Code of Conduct for Business Partners Pay the due amount and in due course Fair and equitable treatment to business partners
Competitor	<ul style="list-style-type: none"> Fair competition Compliance with applicable laws, rules, and regulations 	<ul style="list-style-type: none"> Annual report Sustainable development report Trade associations 	<ul style="list-style-type: none"> Operate the business within the legal framework, the Business Code of Conduct, and the Code of Conduct for Business Partners
Society/Community	<ul style="list-style-type: none"> Participate in community activities Value suggestions and comments of the communities Fair complaint lodging process 	<ul style="list-style-type: none"> Websites and online social media Co-organize activities with the communities Listen to recommendations and complaints Sustainable development report 	<ul style="list-style-type: none"> Encourage and support the creation of quality of life in the communities Listen and respond to recommendations and complaints fairly
Shareholder / Investor	<ul style="list-style-type: none"> Growth, stability, and profitability of the Company Dividend payment at a reasonable rate Appropriate remuneration Good corporate governance Risk management Accurate, complete, and clear disclosure 	<ul style="list-style-type: none"> Shareholders' meeting Opportunity Day Company Visit Disclosure via SET Portal via the Stock Exchange of Thailand Websites, online social media, and other print media Investor relations 	<ul style="list-style-type: none"> Gain profits and pay dividends at a reasonable rate Corporate governance Accurate, sufficient, and on-time disclosure

Stakeholders	Expectation of Stakeholders	Engagement Channels	Responses of the Company
Financial Institution / Creditor	<ul style="list-style-type: none"> • Compliance with terms and conditions • Accurate financial reporting • Pay interest and pay in due course 	<ul style="list-style-type: none"> • Meeting and discussion • Disclosure of performance and financial reporting • Listen to recommendations and complaints 	<ul style="list-style-type: none"> • Compliance with financial terms • Loan settlement and interest payment in due course • Compliance with the Business Code of Conduct
Regulator	<ul style="list-style-type: none"> • Compliance with the applicable laws, rules, regulations, and announcements • Appropriate risk management and internal control • Good performance and sustainable growth 	<ul style="list-style-type: none"> • Website/E-mail • Publication of the applicable laws, rules, regulations, and announcements • Meeting and discussion • Participation in activities, seminars, and courses 	<ul style="list-style-type: none"> • Follow up hearing session of the regulators • Comply with the applicable laws, rules, regulations, including guidelines
Environment	<ul style="list-style-type: none"> • Products and packaging of the Company are environmental-friendly • Development of innovative products and packaging that conserve the environment 	<ul style="list-style-type: none"> • Websites and social media • Listen to recommendations and complaints • Activities promoting the conservation of energy and the environment 	<ul style="list-style-type: none"> • Employees engage in energy conservation and resource use • Promote the development of innovative products and packaging that conserve the environment

Additionally, the Board of Directors have provided communication channels for the stakeholders to contact, lodge complaints, inform information and suggestion, directly to the Board of Directors for any concerning issues to ensure that the consideration of such complaints is handled transparently and fairly, as well as to protect the whistleblowers and the complaint lodgers with fairness. Thus, the Board of Directors has delegated the Audit Committee to consider the receipt of reports, whistleblowing claims, or complaints, including any suggestions in respect of any suspicious transactions which may be deemed as fraud and corruption. In this regard, the complaint lodger shall specify the details of the issues for whistleblowing or complaints or the issues requiring suggestions, together with his/her name, address, and telephone number for our contact.

Channels for Whistleblowing and Complains Filing

1. Chairman of the Audit Committee e-mail: ind.director@moongpattana.com address to Chairman of the Audit Committee Moong Pattana International Public Company Limited.
2. Chief Executive Officer e-mail: ceo@moongpattana.com address to Chief Executive Officer Moong Pattana International Public Company Limited.
3. Company Secretary e-mail: company.secretary@moongpattana.com address to Company Secretary Moong Pattana International Public Company Limited.
4. Mobile Phone : 080 826 3599
5. In case of whistleblower or complainant file a complaint to the Chief Executive Officer or the Executive Committee, the whistleblower can submit the file directly to the Chairman of the Audit Committee.

3. Environmental Dimension in Sustainability Management

3.1 Environmental Policy and Guidelines

The Company is committed to conducting the business to achieve sustainable growth based on environmental responsibility along with effective environmental management. In recognition of reducing environmental impact arising from the business operation and its products and service, the Company therefore has implemented the policies that encourage the development in value chain management, creating innovations that reduce any potential impact, setting a target for consuming natural resources with the awareness of their value, as well as encouraging same-level subsidiaries, trading partners and stakeholders to acknowledge the policies so that they can behave in the same direction, the policies of which are as follows:

1. Respect, adhere and abide by environmental laws and regulations strictly.
2. Create awareness among the management and employees in utilizing resources and energy economically, to its utmost value.
3. Conduct training, public relations and communications with the employees and other parties concerned to enable them to realize the environmental impact, and to promote employees' consciousness in environmental preservation, occupational health, safety, and satisfactory work environment continuously and thoroughly. The Company will provide support in human resources, budgets and working hours for conducting the training in this regard.
4. Set up a channel for receiving opinions, suggestions, and complaints from the employees to encourage employee engagement with respect to environmental management.
5. Promote environment and energy saving by putting the responsibility upon the management and all employees that they shall cooperate to follow the defined measures.

3.2 Environmental Performance

Despite the fact that the Company's business does not directly affect the environment, the Board of Directors values the preservation of the environment and the conservation of natural resources by raising awareness of the employees through communication, encouraging the employees to learn the management of the environment, promoting and supporting the conservation of environment. In the past year, the management and the employees together had coordinated to express their support in the conservation of environment and energy as follows:

1. Promotion and support in the reduction of paper use, e.g., reduction of document printing, use of 2-sided paper, use of recycled paper, use of technologies to help manage the documentation, use of technologies to facilitate internal meetings, and to reduce the printing of meeting materials.
2. Promotion and support in the reduction of oil energy, e.g., use of technologies to facilitate remote conference meetings via teleconference in order to substitute face-to-face meetings.
3. Promotion and support in the saving of electrical energy, e.g., campaigns promoting the saving of electrical energy, turning off when not in use, unplugging devices when not in use, promoting the employees to value the saving of electrical energy, participation in activities for saving electricity at home by organizing a competition event for saving electricity at home as a result of working from home in 2021 due to the COVID-19.
3. Moreover, the Company had improved and maintained all the air conditioning systems in 2021 so that the Company can use the electrical energy efficiently, and reduce the waste of energy, which are all the costs of business operation.
4. Promotion and support in saving water energy, e.g., regular inspection of leakages, campaigns promoting the turning off all water taps when not in use.
5. Promotion and support of the waste sorting to raise awareness and to take part in responsibility towards the environment.

Moreover, Thai Pigeon Co., Ltd. ("TP"), a joint venture between the Company and Pigeon Corporation from Japan, has initiated a clean solar energy project by installing solar panels on all factory roofs. The target is to increase the usage of clean energy ratio to 16% of overall electricity usage. In 2021, a certain amount of electricity was saved, and the use of a clean energy ratio reached 14% of overall electricity usage.

Campaign to Save Electrical Energy

Data on Electricity Use

Year	Volume of Electricity Use (Baht)
2021	379,388.35

Remarks • The Company first collected the data in THB on electricity use in 2021 and in 2021, the Company announced that the employees work from home due to the COVID-19. Next year, the Company will collect the data as a Unit.

Campaign to Save Water Energy

Data on Water Use

Due to the fact that the Company's office is located in a building organized by the juristic person of the building, the Company cannot collect data on water use. However, the Company encourages and supports the employees to save water energy by turning it off when not in use. This includes consistent inspection of the leakages.

Campaign to Reduce Paper Use

Year	Volume of Paper Use (Sheet)
2020	300,000
2021	200,000

Management on Reduction of Greenhouse Gas Emission

The Company values the management of reduction of greenhouse gas emission. The Company's activities that may affect the greenhouse gas emission are the use of electricity from air conditioners in the office, use of electricity from lightings, and use of fuel from vehicles of the Company. In this regard, the Company has continuously implemented a measure to maintain the air conditioners in accordance with the environmental conservation plan. In 2021, the Company improved all the air conditioning systems in the area of the Company's office.

However, the Company is in the process of studying data and collecting data to establish a goal, policy, and strategy to reduce the issue of greenhouse gas in the future, for which the Company will further disclose the timeline for doing so.

4. Social Dimension in Sustainability Management

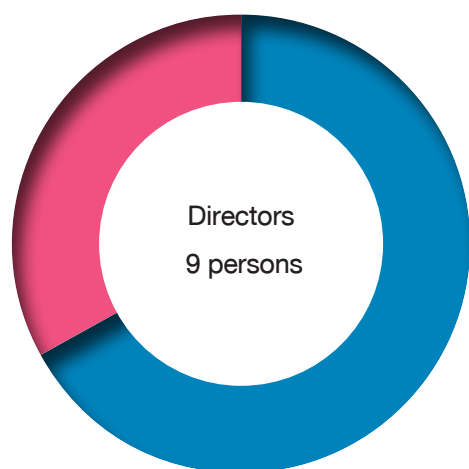
4.1 Social Policy and Guidelines

The Board of Directors has promoted and reviewed the Good Corporate Governance Policy of the Company, including the Code of Conduct, including the Anti-Corruption Code of Conduct, to be consistent with the Business Code of Conduct, and to build the trust of the shareholders, investors, as well as the stakeholders, to rest assured that the Company is conducting the business within the legal framework, morality, and ethics. This includes respect for human rights and value chain, e.g., fair treatment of workers, manufacturing and servicing with responsibility towards the customers, engagement in the community, and social development.

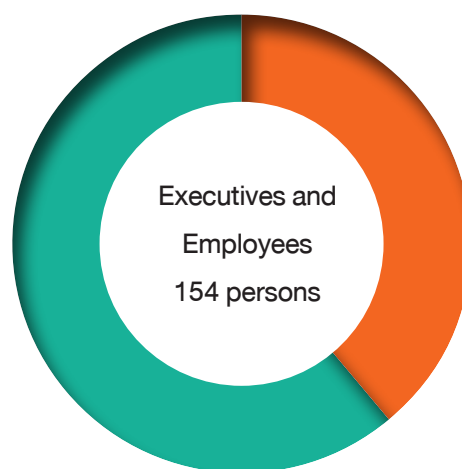
Respect for Human Rights

The Company has a human rights policy (please see the details at the Company's website: <https://www.moongpattana.com/th/corporate-governance/cg-report-and-download>) concerning the labor treatment and respect for human rights with fairness, equitability, and non-discrimination, whether in respect of employment, remuneration payment, title promotion, training and development for employees, regardless of their gender, age, educational institution, ethnicity, and religion. In this regard, the Company supports the employment of disadvantaged persons to build careers and stable income for them, as part of the achievement of Sustainable Development Goals (SDGs) at the country and global level. Moreover, for all the employees and personnel to feel committed to the Company like a family, the Company in the past year had come up with a plan to develop the employees' commitment and had indicated the average score in respect of the employees' commitment to being not less than 80 percent.

The proposition of the Company's directors, Executives and Employees divided as their gender are as follows:



Male 67%
Female 33%



Male 38%
Female 62%

4.2 Social Performance

Personnel Development Policy

Personnel is the foundation resources necessary for driving the organization to achieve its goals. In the current situation, the spread of Corona Virus 2019 (COVID-19) is also a stimulus for the business sectors to dramatically digitalize themselves. In this regard, the Company is aware of the importance of developing the personnel to be able to respond to the situation promptly, building new skills required for work to meet the demand (Re-skill), improving the exiting skills to support growth in the future (Up-skill), and expanding their capacities to be efficiently competitive, as well as increasing their capabilities and developing the personnel at all levels. The Company has a conceptual framework to develop our personnel, ranging from focusing on the selection and orientation before onboarding, developing skills for current employees, and promoting high potential employees, to pass forward the organizational values and opportunities for development for all career paths of the employees.

Guidelines for Personnel Development

- The superior is obliged to guide and give suggestions for improvement of the subordinate's performance and to provide opportunities for career growth.
- All the employees have equal rights to participate in training upon approval of the superior, subject to the Company's budget plan for the employees' training. In this regard, the employees can request training and development as necessary and as appropriate to the nature of work by submitting a request for approval to the superior.
- Development of the employees' potential by focusing on fostering corporate culture and shared value to support the vision and growth of the business. As such, all the employees are encouraged to participate in and increase their self-learning to be more responsible in increasing their working capacity and efficiency.

Despite the fact that there were limitations in 2021 due to the spread of Corona Virus 2019, the Company did foresee the importance of the personnel potential development plan. Thus, the Company had prepared a development plan, whether in respect of corporate culture building in accordance with the Corporate Shared Value of the Operational Excellence, Partnership, Employee, Customer-centric (OPEC). Moreover, the Company had enhanced the leadership skills for the employees at the superior level to raise their awareness and to learn self-development in order to acquire skills suitable with their roles and responsibilities, resulting in the Company being able to achieve our goals and succeeding in the personnel development plan with sustainability and efficiency.

Personnel as of 31 December 2021

The total number of the Company's employees is 154 persons as of December 31, 2021. In 2021, the Company has paid remuneration to the employees for the total of THB 139.2 million, comprising of salary, overtime pay, rewards, bonus, social security pay, contributions of provident fund.

	Male	Female	Total
Senior Management	1	3	4
Accounting and Finance	2	15	17
Internal Audit	-	3	3
Business Development	-	1	1
Marketing	5	6	11
Human Resources and IT	4	5	9
Procurement	-	4	4
Demand and Supply Planning	3	1	4
Quality Control	-	3	3
Warehouse	1	3	4
Sales	40	35	75
CRM	-	5	5
Customer Service	-	5	5
Management/ IR	2	2	4
Export	-	1	1
Process & Operation Excellence	1	3	4
Total	59	95	154

In addition, the Company emphasizes to create an opportunity in terms of the career for the disable person. In 2021, the Company supports the employment of 2 disable persons which equal to 1.31% of total employees.

Training for Employees

In 2021, the Company provided training courses for the employees to enhance their working skills and potential, for a total number of 19 courses. The average training hours or learning activity hours is 7 hours per person per annum, while the target is merely 6 hours per person per annum.

Table of Training Data in 2021

Competency Type	Course Name	No. of Hours	No. of Employees
Core Competency	Building Awareness in Anti-Corruption	268	67
	Digital Marketing in the era of Marketing 5.0	272	68
Leadership Competency	Potential Development for Regional Manager of Sales Team	4	24
	Coaching & Giving Feedback on field	4	24
	Coaching & Mentoring: One-on-one session	4	24
Functional Competency	Efficient Demand and Supply Planning for Logistics Management and Supply Chain	4	36
	Workshop Microsoft Teams Seminar Advance	30	210
	Basic Maintenance and Care of Cars	15	45
	SD Professional Sharing 1/2021: Tips to Achieve Sustainable Stocks THSI	2	3
	“CARBON PRICING: Price Mechanism for Reduction of Greenhouse Gas Emission and Global Warming Effect” No. 6	2	6
	“Economic Update for CFO”	1	2
	CEO Club 2021 : International Trade Dispute, the Risks that We can't Overlook	3	1
	HR after COVID-19, We will survive together	1	6
	Online Training: Everything you need to know about personal income tax	1	7
	Shareholders exercise the right to convene the shareholders' meeting under Section 100 of the Public Company Limited Act	1	2
	Trends and Directions of M&A	3	13
	Director Accreditation Program (DAP)	1	7.5
	TLCA CFO Professional Development Program No. 7/2021 in the topic of “Economic update for CFO”	1	3
	How to use the Smart FSCOMP system	2	4

Project of Issuance and Offering of Employee Stock Option Program (ESOP) Warrants (MOONG – ESOP)

The Company adopted a project of issuance and offering of Employee Stock Option Program (ESOP) Warrants (MOONG – ESOP) by way of allocation of ESOP Warrants of the Company to the directors, the management, and the employees, to reciprocate and support all their dedicated and committed working, which play an important role in the Company's continuous success and growth. In this regard, the Company aims to open opportunities for the directors, the management, and the employees to have ownership and take part in the business, which will inspire their working and drive the Company to grow steadily and sustainably onwards.

Welfare Provision at Workplace

The Company established the Welfare Committee to handle all the welfares for the employees, as well as to take part in negotiation with the Company in respect of any agreement which may affect the employees. The Company aims to promote the employees' quality of life

Safety, Occupational Health, and Environment at Work

The Company targets to develop safety, occupational health, and environment at work by setting a goal for zero case of any accident at work. In 2021, the Company also developed and improved the efficiency at work in respect of safety continuously in order to minimize the risk of illness and injury, as well as to properly take care of the employees' quality of life, especially in terms of the pandemic, by implementing the following measures:

1. Implement the Work From Home Policy for the COVID-19 situation in order to minimize the risk involved in transportation to the workplace and to reduce the congestion in the office.
2. Implement the teleconference system for the employees in lieu of meeting in person in order to prevent the risk of spreading or infecting the COVID-19 virus.
3. Encourage all the employees to have 2 doses of the COVID-19 vaccination by coordinating with the Social Security Fund Office.

In 2021, there was no injury found at work to the degree that the employees must suspend working, which is in accordance with the target established to develop the safety for any accident at work.

Promotion of Ethical Conduct of Employees

The Board of Directors promotes and adheres to the Business Code of Conduct with their responsibilities within the legal framework, morality, ethics, and encourages continuous growth in order to create values for sustainable business, for which the Board of Directors reviews on an annual basis the Company's Good Corporate Governance, the Code of Conduct, including the Anti-Corruption Code of Conduct. Furthermore, the Company promotes the education on ethical conduct, as well as the practice of anti-fraud and corruption via training on the topic of "Building Awareness in Anti-Corruption" on November 19, 2021, for the Company's directors, the management, and the employees, for which they took post-test for assessment of their understanding.

ขอเชิญเข้าร่วมอบรมหลักสูตร

"การสร้างจิตสำนึกในการต่อต้านการทุจริตคอร์รัปชัน"

NOVEMBER

19

Agenda

13:15 - 13:30 น. ทดสอบก่อนอบรม

13:30 - 16:00 น. ฟังบรรยาย

16:00 - 16:15 น. ทดสอบหลังอบรม

หัวข้อในการบรรยาย

- ความสำคัญของนโยบายต่อต้านการคอร์รัปชัน
- การมีส่วนร่วมในการสร้างจิตสำนึกที่ดี

กลุ่มเป้าหมาย

- พนักงาน MPI เข้าอบรมทุกคน 100%

รูปแบบการบรรยาย

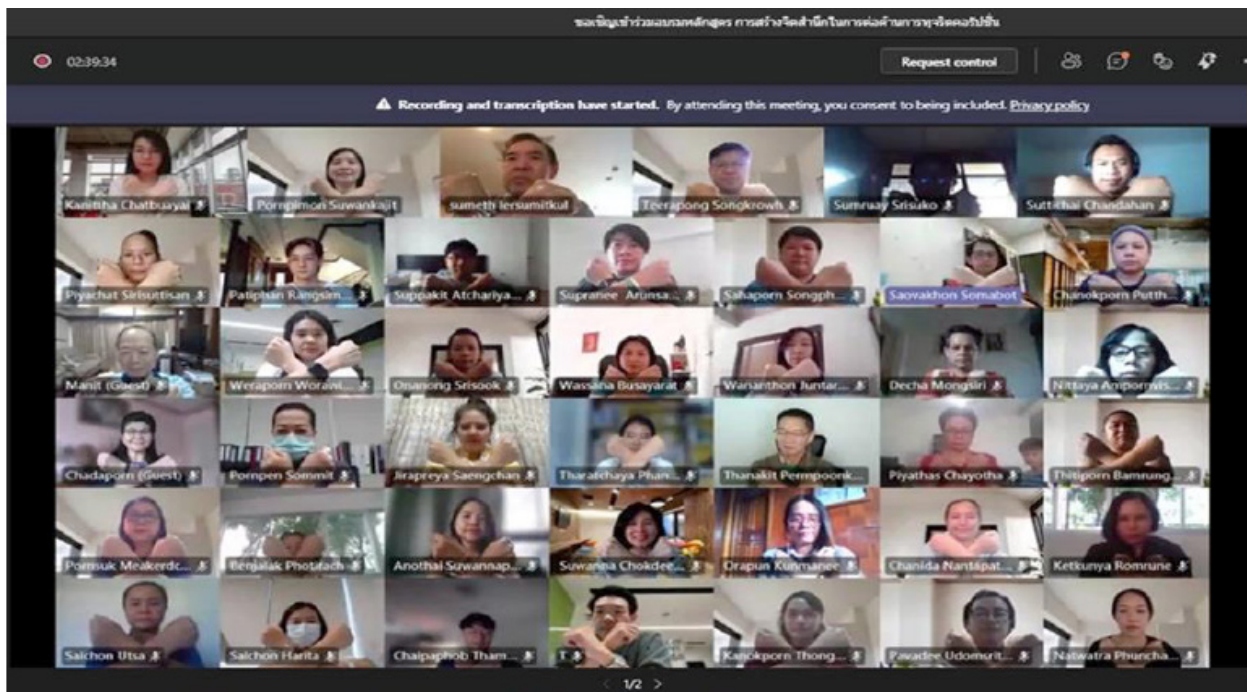
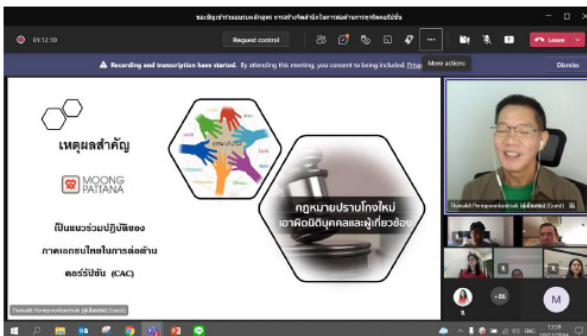
- Microsoft Teams meeting

วิทยากรโดย

คุณธนภฤต เพิ่มพูนขันติสุข

เกณฑ์การประเมิน

- ผู้เข้าอบรมผ่านการทดสอบ 80%



Ethical Conduct Test Results

Test results
in 2021



showed that the ratio of the employees' understanding of ethical conduct

target
at least

80%

Performance

94.8%

In 2021

the targeted ratio of the employees who took the ethical conduct test



at least

80%

In addition, the Company adopted the No Gift Policy, for which all the employees are fully aware, and they strictly adhere to such policy.



กว่า 40 ปี



MOONG
PATTANA

เคียงข้างคุณภาพชีวิตที่ดี

บริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)

Moong Pattana International Public Company Limited

มีนโยบายขอความร่วมมือการงดรับของขวัญ

NO
G I F T **POLICY**

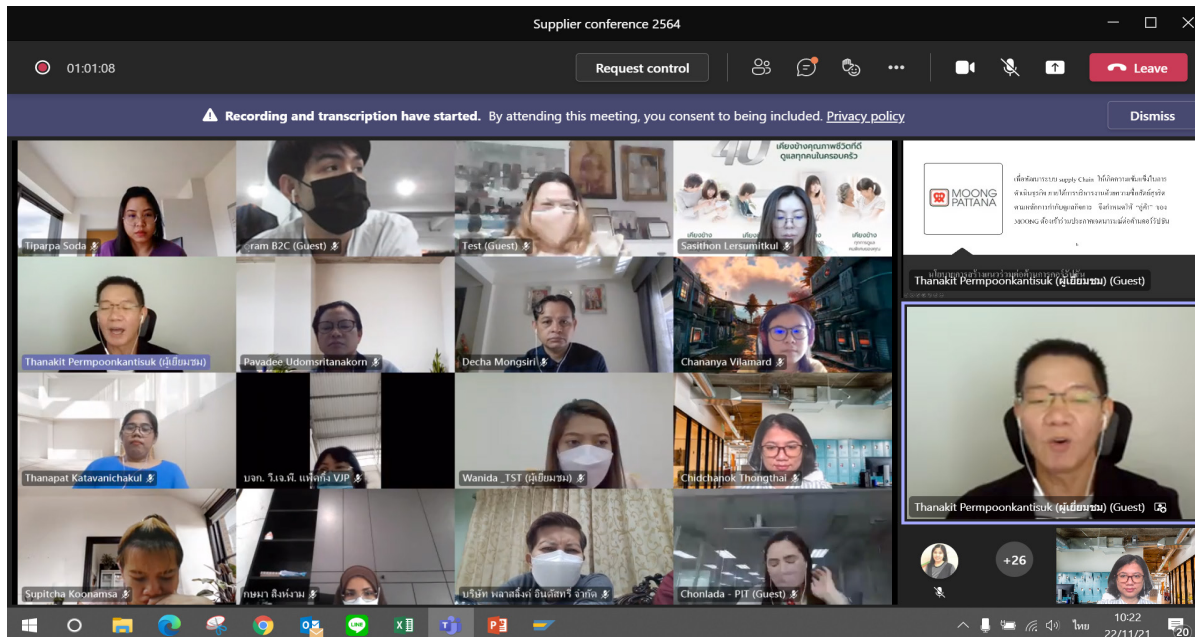
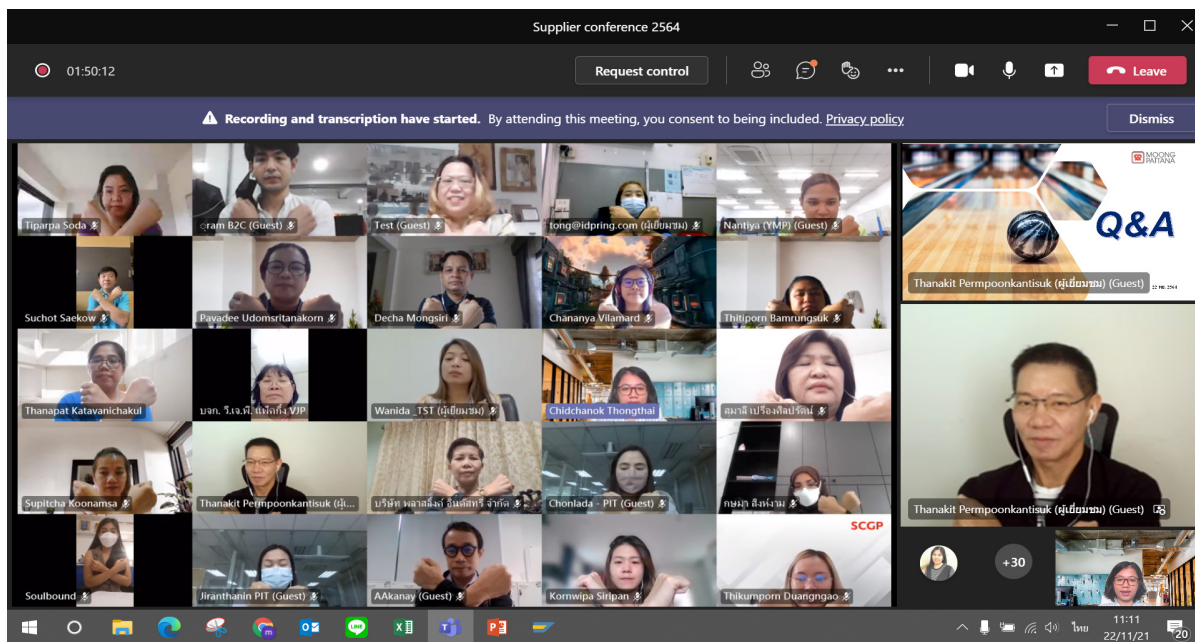
งดรับ ของขวัญในทุกเทศกาล

เพื่อแสดงเจตนารมณ์การต่อต้านการทุจริตคอร์รัปชันทุกรูปแบบ
และสอดคล้องตามหลักการกำกับดูแลกิจการที่ดี

adopted the 'No Gift Policy' with the commitment towards Anti-Corruption of all forms
and to align with Good Corporate Governance

Promotion of Ethical Conduct of Business Partners

Not only the Board of Directors promotes and adheres to the Business Code of Conduct with their responsibilities within the legal framework, morality, ethics; and encourages continuous growth in order to create values for the purpose of sustainable business, the Company also promotes and support our business partners to become a member of the Private Sector Collective Action Against Corruption by organizing an activity for sharing of knowledge and training on 22 November 2021 for our business partners on the topic of “Anti-Corruption Policy and Collective Action for Sustainability”. The essence of such training comprises of the Company’s roles on the Anti-Corruption measures, the rationale of collective action for sustainability, benefits of business partners to become a collective action, and the conditions on becoming a part of the collective action. In this regard, the business partners contributed their coordination by participating in such training via the online system and together making the gestures of anti-fraud and corruption.



Financial Summary

3 years Financial Information					% Change	
Description	Unit	2021	2020	2019	2021	2020
Profit or loss (Equity Method)		(MB)				
Revenue		783.5	779.4	777.6	0.5	0.2
Total Revenue		813.6	801.8	854.8	1.5	(6.2)
Gross profit		307.1	300.4	330.8	2.2	(9.2)
Profit before share of income from investment in associated company, finance cost and income tax expenses		23.8	19.1	44.0	24.8	(56.6)
Financial Cost		0.4	0.7	0.4	(42.9)	75.0
Profit before income tax expenses		85.9	59.4	96.1	44.6	(38.2)
Tax expenses		3.6	2.2	7.8	63.6	(71.8)
Net profit before share of income from investment in associated company		19.8	16.2	35.8	22.2	(54.7)
share of income from investment in associated company		62.5	41.0	52.5	52.4	(21.6)
Profit for the year		82.3	57.2	88.4	43.9	(35.3)
Total comprehensive income for the year		100.2	58.0	86.0	72.8	(32.6)
Statement of financial position (Equity Method)		(MB)				
Total assets		1,364.9	1,246.2	1,009.9	9.5	23.4
Total liabilities		304.1	255.3	230.7	19.1	10.7
Shareholders' equity		1,060.7	990.9	779.3	7.0	27.2
Finance Institution liabilities		2.8	5.3	8.1	(4.7)	(34..6)

3 years Financial Information					% Change	
Description	Unit (MB)	2021	2020	2019	2021	2020
Ordinary share information						
Issued and fully paid up	(‘000 shares)	168,723	168,723	168,640	-	0.05
Book value per share	THB	6.29	5.87	4.62	7.15	27.05
Par value per share	THB	1.00	1.00	1.00	-	-
Diluted EPS (Equity Method)	THB	0.49	0.34	0.52	44.1	(34.6)
Diluted EPS (Separated)	THB	0.23	0.21	0.35	9.5	(40.0)
Dividend paid per share	THB	0.18	0.26	0.26	(30.7)	-
Financial Ratio			2021	2020	2019	
Liquidity Raito						
Current Ratio	Time	1.76	1.78	1.77		
Quick Ratio	Time	1.31	1.22	1.28		
Receivables Turnover	Time	4.64	4.33	4.37		
Average Collection Period*	Day (s)	79	84	83		
Inventory Turnover	Time	4.94	4.81	4.85		
Average Inventory Period	Day (s)	74	76	75		
Account Payable Period	Time	4.04	4.06	3.93		
Payment Period	Day (s)	90	90	93		
Cash Cycle	Day (s)	63	70	65		
Profitability Ratio						
Gross Profit Margin	%	39.19	38.54	42.55		
Operating Profit Margin	%	11.02	7.71	12.41		
Gross Profit Margin (Equity Method)	%	10.51	7.34	11.36		
ROE	%	8.02	7.20	11.34		

Financial Ratio		2021	2020	2019
Efficiency Ratio				
ROA	%	6.30	5.68	8.75
Assets Turnover	Time	0.62	0.80	0.87
Financial Policy Ratio				
D/E Ratio	Time	0.27	0.26	0.30
Finance Institution Liabilities per Shareholder equities ratio	Time	-	0.01	0.01
Dividend Payout Ratio (Equity Method)	%	36.90	76.69	49.62

* The Company sets the credit terms as follows:

- General Trade: 30 – 60 days credit terms;
- Modern Trade: 60 – 90 days credit terms.

The Company has its policy to achieve maximum efficiency in the management of collection.

Management Discussion and Analysis

• Summary of Auditor Report

Summary of Auditor Report for the years 2019 - 2021

Financial statements of the Company for the year ended December 31, 2021	Mr. Joompoth Piratanakorn, Certified Public Accountant No. 7645 of DIA International Audit Co., Ltd, express the opinion that the audited financial statements present fairly, in all material respects, the financial position of Moong Pattana International Public Company Limited as at December 31, 2020 and its financial performance and cash flows for the year ended in accordance with Thai Financial Reporting Standards.
Financial statements of the Company for the year ended December 31, 2020	Mr. Joompoth Piratanakorn, Certified Public Accountant No. 7645 of DIA International Audit Co., Ltd, express the opinion that the audited financial statements present fairly, in all material respects, the financial position of Moong Pattana International Public Company Limited as at December 31, 2020 and its financial performance and cash flows for the year ended in accordance with Thai Financial Reporting Standards.
Financial statements of the Company for the year ended December 31, 2019	Ms. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523 of EY Office Limited, express the opinion that the audited financial statements present fairly, in all material respects, the financial position of Moong Pattana International Public Company Limited as at December 31, 2019 and its financial performance and cash flows for the year ended in accordance with Thai Financial Reporting Standards.

1. Overview of the Company's operation

Moong Pattana International Public Company Limited operates in distribution of consumer products. The Company's expertise in marketing through brands management which distributed by the Company to raise market awareness and consistently maintain target's group loyalty in the products and brand via marketing activities and distributing through nationwide channels to include Modern Trade, Traditional Trade, Cash Van and other channels e.g. Food Services and E-commerce.

The Company has conducted the business of sales and distribution of consumer goods largely for mothers and children under the brand "Pigeon". Certain parts of products for which the Company has operated as a distributor have been manufactured by Thai Pigeon Company Limited,

a company operating under a joint venture between Pigeon Corporation Limited (“Pigeon Corp”) in Japan and the Company. The manufactured products include nipples, nursing bottles, training cups, etc. In addition, some types of products for which the Company has operated as a distributor have been manufactured by Pigeon Industrial (Thailand) Company Limited (“PIT”), a company operating under a joint venture with Pigeon Corp. Such products being manufactured are baby wipes and breast pads. With respect to the other product categories such as cleansing products for kids, breastfeeding products for mothers, etc., we have imported from Pigeon Corp who is the manufacturer of child care products in Japan. Besides, the Company has conducted a business as the distributor for other types of products that are not maternal and child care products, namely plastic containers, water spray bottles under the brand “Foggy” and daily use products such as cotton pads, toothbrushes, and cleansing products under the brand “V care”. In 2021, the Company released several new products in the healthcare section, namely, Chinese herbal tea and banana blossom drink which are herbal drinks under the brand “BAO”. The Company has also been appointed as a dealer for incontinence absorbent pads under the brand “Softex” and other products such as “Big Foot” candy, “Carebeau” hair dyeing shampoo, “Sunbin” garbage bag, “Bebby” baby food, and “Voss” mineral drinking water, etc.

Other than dealer business, the Company invested in a joint venture with Pigeon Corporation Limited from Japan to establish TP and PIT to manufacture products under the brand “Pigeon” for distribution in Thailand and exportation worldwide. Moreover, the Company also invested in Yoshino Moong Pattana (Thailand) Company Limited (“YMP”) to manufacture and export plastic packaging for renowned consumer products in Japan.

2. Company's Performance

In 2021, the Company and its subsidiary has total revenue amount of THB 813.6 million which is increased from previous year by THB 11.7 million or 1.5%. Net profit is THB 82.3 million. An increasing THB 43.9 million or 43.9% are mainly from the following changes:

- **Sales Revenue**

In 2021, the Company's sales revenue amounted to THB 783.5 million in total, increasing by THB 4.1 million or 0.5% from the previous year as a result of a new product segment that the Company has recently operated own brand product and as a distributor for new products, benefiting mainly from general trade channel, as well as the export channel to Lao PDR and Cambodia, and online channel.

• Other Income

In 2021, the Company's other income amounted to THB 30.1 million, increasing by THB 7.7 million from the previous year or 34.4%. Such increasing income resulted from new business of warehouse management services amounting to THB 7.9 million, the income from being a broker decreasing to THB 1.1 million.

Other incomes	2021 (Million Baht)	2020 (Million Baht)	Change (+/-)
Commission incomes	10.3	11.4	- 1.1
Dividend income from investment in other companies	6.1	6.6	- 0.5
Income from warehouse management services	7.9	0.0	7.9
Other incomes	5.8	4.4	1.4
Total incomes	30.1	22.4	7.7

• Gross Profits

In 2021, the Company's gross profits amounted to THB 307.1 million which contributed to 39.2% of sales revenue, increasing from the previous year by 2.2%. It was found that the increase in gross profit was greater than the sales growth due to the fact that the Company sales the products which has higher rate of gross profit comparing to previous year, especially in the category of baby and mom products and personal household products.

• Selling and Administrative Expenses

In 2021, the Company's selling, general and administrative expense was THB 313.4 million which increased by THB 9.8 million or 3.2% from the previous year. This is due to the Company's strict control in 2020 on the advertisement and sales promotion expenses as well as the Company's projects to reduce administrative expenses during the COVID-19 pandemic. However, in 2021, the Company had increased the marketing and promotion activities to boost sales while managing the expenses to match the sale amount.

• Net Profit

In 2021, the Company's operating earnings before the profit sharing with its associated companies was THB 23.8, increasing by 24.8% when compared to the previous year. After having included the profit sharing from the investment by the equity method with its associated companies, the Company's net profit was THB 82.3 million or 10.5% of the total sales revenue, which increased by THB 25.1 million or 44.0%. This was partly due to the incline of profit sharing from investment in the associated companies which was increasing of THB 21.5 million or 52.4% as a result of the

increase of associated companies' financial performance. In addition, it was due to the increasing of profit from the sale of goods and warehouse management services.

It can be seen that, in 2021, the Company's sales and net profits were increased even though the economic recession from the COVID-19 pandemic had directly affected the Company's sources of income, especially, the modern trade channel. The Company was able to keep its growth in 2021 due to the distribution of the new products. The Company also familiarizes itself with the change of consumers' behavior, thus, the Company has extended its distribution channel with a focus on increasing online channels in 2021. Effective cost management also makes a contribution to increasing the Company's profits in the previous year.

3. Financial Position (showing investment by the equity method)

• Asset

As of December 31, 2021, the Company's total asset was THB 1,364.9 million, increasing by THB 118.7 million or 9.5% from the previous year. The significant changes are as follows:

- 1) Cash and cash equivalents increased by THB 53.4 million contributing to the increase and decrease of net cash from or spent in activities related to operation, investment and funding.
- 2) Trade and other receivables reduced by THB 0.7 million due to the more efficiency of collecting money from trade receivables.
- 3) Inventories decreased by THB 13.6 million as a result of the controlling of the stock in line with the sales volume.
- 4) Investment in associated company and other long-term investments increased by THB 68.9 million due to the performance of associated company, increasing of the profit and the fair value measurement of other long-term investments.

• Liabilities

As of December 31, 2021, the Company's total liabilities were THB 304.1 million, increasing by THB 48.8 million or 19.1% from the previous year. The significant changes are as follows:

- 1) Trade and other payables increased by THB 21.7 million as a result of sales volume on consumer goods and due payments the with the average payment term of 90 days.
- 2) Non-current liabilities increased by THB 24.0 million due to liability of rental agreement and provisions for employee benefit and deferred income tax liability.

• Shareholders' Equity

As of 31 December 2021, the Company's shareholder equity was THB 1,060.7 million, increasing by THB 69.8 million from the previous year. This is due to the increase in the retained earnings from the increasing net profits during the year, netting off with the dividend income from associates and investment in other companies and other factors from fair value measurement of other long-term investments.

As of December 31, 2020 and 2021, the Company's return in equity (ROE) was equivalent to 7.2% and 8.0%, respectively. The ROE, as of December 31, 2021, was increased, mainly due to the increase of operating profit.

• Liquidity and Working Capital

THB Million

Description	Financial Statement (Equity Method)	
	2021	2020
Net cash flows from (used in) operating activities	70.4	33.5
Net cash flows from investing activities	22.5	62.0
Net cash flows used in financing activities	(39.6)	(56.3)
Cash and cash equivalents at end of year	119.2	39.2

The Company's cash flow and cash equivalents as of the end of 2021 was net increasing of THB 119.2 million, which can be summarized as follows:

As of 2021, the Company's cash flow was derived from the operation activities equivalent to THB 70.4 million, mainly from the profit before corporate income tax in the amount of THB 85.9 million, adjusted by effect of non-cash inflow (outflow) from the performance which was inclined by THB 48.7 million, e.g. depreciation expenses, allowance for doubtful accounts, dividend income, profit and loss statement. Thus, the Company's profit before changes in assets and liabilities was THB 37.2 million, adjusted by asset items and operating liabilities which had increased by THB 37.3 million and payment of interest expenses and tax of THB 4.1 million.

As of 2021, the Company's net cash flow was arising from investment activities equivalent to THB 22.5 million, mainly from the dividend income in the amount of THB 24.9 million.

As of 2021, the Company's net cash flow used in funding activities was equivalent to THB 39.6 million, mainly from the dividend payment in the amount of THB 30.4 million and the payment for the debts due according to the financial lease contracts in the amount of THB 9.2 million.

- **Main factors and influences contributing to the operation and financial position in the future**

- Reliance on Pigeon Corp who is the manufacturer and the owner of the brand Pigeon**

Operation of our business mainly relies on the distribution of Pigeon products, e.g. nipples, nursing bottles and wipes, etc. The proportion of sales revenue from Pigeon products to sales revenue from all sales was at 75.3%, 62.8% and 62.9% in 2019, 2020 and 2021, respectively. That is to say, the Company's operation heavily relies on Pigeon products. However, the Company has continuously established a good relationship with Pigeon Corp and is a trusted distributor to distribute Pigeon products exclusively in Thailand, and, together, have established TP and PIT in order to manufacture products under the brand Pigeon and distribute such products exclusively to the Company for the distribution in Thailand. Furthermore, the Company has also been trusted by Pigeon Corp to be an exclusive distributor in the Lao People's Democratic Republic in 2016; all of which demonstrates a good relationship between the Company and Pigeon Corp.

In addition, the Company had realized the income deriving from profits sharing of investment in TP, calculated based on the equity method, in proportion to its shareholding of 47%. Due to the fact that the Company is a minor shareholder, thus the Company has no absolute control over the dividend payment and cash flow from the dividend, which are subject to the major shareholder (Pigeon Corp)'s consideration. However, in the past TP's performance and its dividend payment was continuously at the satisfactory rate.

Nevertheless, the Company has foreseen the risks involved in the reliance on the sales of Pigeon, hence our efforts to distribute more consumer products. This can be evidenced by, among others, the ratio of sales revenue earned from consumer products in 2021 at 37.1% of all sales revenue, which is higher than the sales revenue in 2020 at 36.7% only.

- **Future Trends**

Thailand's birth rate tends to decline, resulting in a decline of sales volume of maternal and child products. Therefore, the Company has implemented a policy on development of new products under our own brands, so as to rely less on Pigeon Corp. By implementing such policy, the Company emphasized on increasing the proportion of consumer products, e.g. daily use products, household products, food and beverage product, including elderly product which present growth. This can be reflected by the release of the Company's new products in food and beverage section and appointment as a dealer for various brands

Moreover, the Company also emphasizes the importance of sustainable growth in sales and profits as well as in response to the sustainable economy, society, and environment. We endeavor to constantly select and develop a wide range of products, such as mother and child products, consumer and household products, food and beverage, and elderly products by putting great importance on selecting quality and environmental-friendly products to respond to the consumers' demands.

- **Overall Operation under Sustainable Growth Policy**

It has been more than 40 years that the Company stood beside the good quality of life under the policy “Sustainable development with determination for good quality of life of every family by selecting the best products for all ages and for your loved and cared ones”. It is the Company’s determination to be an excellent organization in the marketing and distribution of quality consumer products that are safe and pass all standards throughout the supply chain. The Company continuously enhanced the corporate governance and initiated the creating shared value strategy between business and society by cultivating good conscious and developing staff to perform their duties effectively under the legal framework, morality, ethics, and business responsibility. These are to make the organization sustainable and ready to drive the business under good corporate governance with Company’s value and corporate culture for excellent performance and to grow sustainably together with all the stakeholders, such as business partners, customers, shareholders, investors, and employees, along with society, community, and environment. The overall operation can be summarized below.

Overall Performance on Corporate Governance

The Company has been recognized as the leader in good corporate governance and had set a goal for a 5-star CG score which Company already achieved in 2021. The Company’s membership renewal in Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) was also accepted in December 2021 for the third time demonstrating the Company’s determination in creating sustainable governance against corruption. Moreover, in 2021, the Company also encouraged its business partners to join the CAC.

Overall Performance on Social Sector

The Company has selected the best products for all ages and for your loved and cared ones. We dedicate our attention to our goods and services. In the previous year, the Company received 97% of customers’ satisfaction exceeding the Company’s goal of 90%. This success is due to the effort to deliver good products and services along with consecutive promotion and education activities. In 2021, the Company arranged a seminar for mothers. Even though 1,500 participants were expected, only 450 participants joined the session due to the COVID-19 pandemic affecting the performance. The Company also has a project to send giftsets to mothers through hospitals nationwide and 37,437 giftsets were delivered in 2021 which was lower than the Company’s target of 50,000 delivered giftsets.

As for the associated companies which carried out the social activities in 2021, Thai Pigeon Company Limited contributed special nursing bottles for cleft lip/palate to hospitals and nursing houses for babies with cleft lip/palate with a target of 1,300 bottles, having the value of THB 30,000 to help babies, who went under the operation, to consume milk and to relieve some burdens from their parents.

Policy and Overall Performance on Environment

The Company has the policy to develop environment-friendly products and packaging. In 2021, the Company released several new environment-friendly products such as wet degradable wipes under the brand “Pigeon Biodegradable wipes”, “Vcare natural wipes” and “Vcare Eco Friendly Toothbrush which can be 100% recyclable. In 2021, the income from said products was only THB 0.22 million, lower than an estimation of THB 1.5 million, due to the COVID-19 pandemic which also postponed the products launch and awareness promotion event.

The paper boxes are reused as packaging to deliver the products to the customers. This does not only reduce the use of boxes but also reduce the packaging expenses. In 2021, the packaging expenses were reduced by THB 0.34 million from a target of THB 0.48 million per year.

Moreover, the Company has also started to encourage its staff to use energy and resources economically. From this endeavor, the Company has saved THB 0.37 million exceeding the Company’s target of THB 0.12 million due to the Work From Home policy during the pandemic as suggested by the government and the Company also saves the paper usage by 100,000 sheets comparing to 2020. In addition, the Company set a reducing paper usage campaign at 10% from 2020 which we can achieve up to 33% in 2021, due to the fact that the Company announced Work From Home policy.

Initiation and development of various paperless projects are also introduced, e.g., E-Tax invoice for all online sale transactions which would be started in 2022. It does not only encourage environmental preservation but also reduces office expenses and increases working efficiency. The initial target of this project is to reduce 500,000 pieces of paper per year.

Moreover, Thai Pigeon Co., Ltd. (“TP”), a joint venture between the Company and Pigeon Corporation from Japan, has initiated a clean solar energy project by installing solar panels on all factory roofs. The target is to increase the usage of clean energy ratio to 16% of overall electricity usage. In 2021, a certain amount of electricity was saved, and the use of a clean energy ratio reached 14% of overall electricity usage.

General Information

Company Name	: Moong Pattana International Public Company Limited (MOONG)
Board of Directors	: Mr. Sumeth Lersumitkul Mrs. La-aid Vongvongpop ⁽¹⁾ Mr. Manit Jeeradit Mr. Songtham Phianpattanawit Assoc. Professor Chadaporn Teekauttamakorn Mr. Somboon Prasitjutrakul Mrs. Sureeporn Anuvatudom Ms. Suwanna Chokdee-anand Mr. Methin Lersumitkul Mr. Suthee Lersumitkul ⁽²⁾ Remark: ⁽¹⁾ resigned wef. May 12, 2021 ⁽²⁾ be appointed wef. April 27, 2021
Company Secretary	: Ms. Chananya Vilamard
Type of Business	: Distribute of Ownbrand product and the distributor of consumer goods
Head Office	: 18-19 Fl. Bangna Complex Office Tower 2/97 - 104 Soi Bangna - Trad 25, Bangna - Trad Road Bangna - Nuea, Bangna Bangkok 10260
Warehouse Location	: 444/11 Moo 7 Bangpla, Bangplee, Samutprakarn 10540
Company Registration No.	: 0107551000274
Home Page	: www.moongpattana.com www.pigeonlittlemomentsclub.com www.moong-shop.com
Telephone	: +66 2 020 8999
Facsimile	: +66 2 020 8990
Subsidiary Factory	: Thai Pigeon Company Limited 944 Moo 15 Theparak Industrial Estate, Bangsaotong, Samutprakarn 10540
Telephone	: +66 2 313 1625-7
Facsimile	: +66 2 313 1361

Registrar	: Thailand Securities Depository Company Limited (TSD) 93 the Stock Exchange of Thailand Building, Ratchadaphisek Road, Dindaeng, Bangkok 10400
Telephone	: +662 009 9000
Facsimile	: +662 009 9991
Auditor	: DIA International Audit Co., Ltd. Mr. Joompoth Piratanakorn C.P.A. Registration No. 7645 Ms. Suphaphorn Mangjit C.P.A. Registration No. 8125 Mr. Suvimol Krittayakiern C.P.A. Registration No. 2982 316/32 Soi Sukhumvit 22, Klongtoey, Klongtoey, Bangkok 10110
Telephone	: +662 332 5126
Facsimile	: +662 742 1239

Company's Shareholding Position in Other Companies

Company	: Thai Pigeon Company Limited 944 Moo 15 Theparak Industrial Estate, Bangsaotong, Samutprakarn 10540
Shares information	: 47% of registered capital or 573,400 shares of 1,220,000 shares at THB 100 per share
Company	: Pigeon Industries (Thailand) Company Limited 700/103 Moo 1 Amata City Industrial Estate, Bangkiao, Panthong, Chonburi 20160
Shares information	: 2.5% of registered capital or 360,000 shares of 14,400,000 shares at THB 10 per share
Company	: Yoshino Moong Pattana (Thailand) Company Limited 103/1 Moo 5 Wellgrow Industrial Estate, Bangna-Trad KM 36, Bangsamak Bangpakong, Chachoengsao 24180
Shares information	: 6% of registered capital or 180,000 shares of 3,000,000 shares at THB 100 per share.

Key Partners

Company's Shareholding Position in Other Companies

Pigeon Corporation (Pigeon Corp)

Pigeon Corp is the manufacture, sales, import and export of baby and child care products, maternity items, women's care products, home healthcare products, nursing care products, including operation of child-minding centers.

At the Pigeon Group, our mission is to bring joy, happiness, and inspiration to babies and families around the world by providing them with products and services that embody our Corporate Philosophy of "Love". For more than 50 years since our foundation in 1957, we have evolved in tandem with the babies we serve. Now, we are deepening our research related to suckling and other elements of a baby's growth, as well as into the ageing mechanisms of the elderly. In the fields of pregnancy, Infant, Child rearing, and elderly care, we deliver products and services that resolve customers' anxieties and enrich their lives. In these ways, our oriented business is to raise corporate value in order to become the "Global Number One" manufacturer of baby and child care products.

Thai Pigeon Company Limited (TP)

With the official authorization from Pigeon Corp, as the manufacturer of baby bottles, nipples, and plastic products, TP operates in manufacturing of "PIGEON" silicone nipples, baby bottles, baby plastic products with the first being manufactured and distributed in various sizes and models as required by Pigeon Corp; such as, Classic Silicone Nipples, Breastfeeding Nipples, and Mini Breastfeeding Nipples.

PP (Polypropylene) and PPSU (Polyphenylsulfone) are plastic baby bottle capable of being manufactured in all sizes with required Food-Grade determined materials being non-toxic to babies directly imported overseas, technology-advanced machines from abroad, sanitized and hygienic production, staff full with expertise in each of the dust-prevented production steps, quality outputs being validated and selected without defects, and the sizes, volumes, and durability being controlled by Pigeon Quality Standard (PQS) in detail throughout the process.

Pigeon nipples are certified by Thai Industrial Standards Institute (TISI) and Japanese Industrial Standard (JIS), the primary standard in Japan on baby bottles, nipples, and many other products.

The JIS, presently, is jointly determined by the Japanese government and Pigeon Corporation, who is also regarded as the pioneer of the product group in Japan. Through standardized operations and productions, TP has been certified as follows:

- ISO 14001: Certification of Environmental Management by MASCI in 2008; being re-certified in 2015.

- ISO 9001: Certification of Quality Management by MASCI in 2008; being re-certified in 2015.
- GMP (Good Manufacturing Practices) by MASCI since 2010 and currently on-going.
- TIS 18001/BS OHSAS Occupational Health and Safety Assessment Series since 2011 and currently on-going.
- TLS 8001-2010 Thai Labor Standard from Department of Labor Protection and Welfare in 2013 and currently on-going.
- Authorized Export Operator (AEO) by Thai Customs since 2013 and currently on-going.
- ISO 50001 Energy Management System by MASCI since 2015 and currently on-going.
- HALAL Requirement by the Islamic Committee of Samutprakarn since 2015 and currently on-going.
- TP was awarded a Certificate of Board of Investment of Thailand on December 14, 1999, and July 22, 2011, and granted ownership of the lands and exemption of import duties for raw materials.

In addition, TP also received the following prizes:

- CSR-DIW continuous and Green Industry Level 4 by Department of Industrial Work.
- Thailand Quality Prize: Junior by Technology Promotion Association (Thailand-Japan, TPA).
- Zero Accident Campaign: Silver Level and National Outstanding Workplace in Safety by Department of Labor Protection and Welfare.

Pigeon Industries (Thailand) Company Limited (PIT)

PIT is a joint venture between Pigeon Corp and Moong Pattana International Public Company Limited with the primary products being produced by PIT and classified in five categories:

1. Baby Wipes: alcohol-and perfume-free cloths for cleaning facial skin, arms, and other body parts of babies and adults with the fabric being thick and extremely soft capable of being applied as frequently as needed and available in mosquito-preventing version and in conveniently compact packages.
2. Disposable Breast Pads: made of materials which had been researched and tested by Pigeon Corp, the pads absorb excessive milk, are secured in every movement, and prevent side-leaking with two adhesive tapes for slip-prevention when in use.
3. Bottles and Nipples Cleaning Solution: 99.99% bacteria-deterred formula mild to babies invented by Pigeon experts effectively accessible into all area unlike water or any other utensil cleaning solution incapable of completely ridding milk stain or protein off baby bottles.

4. Oral Care: toothpaste for kids, teeth and oral cavity cleaning wipe for baby. Pigeon is only a brand provides 100% food grade product. Pigeon provides several product lines serve child development since newborn to 1 year old.
5. Baby skincare with Sakura extract: Sakura extract baby soap and shampoo, Sakura extract milk lotion, Japan baby skin enrichment science, especially research for newborn and baby.

PIT is the production base for the baby wipes and disposable breast pads and has officially been certified by Pigeon Corp. Exclusively, the Company is the sole distributor of PIT products in Thailand.

In addition, PIT has been awarded National Outstanding Workplace by Department of Labor Protection and Welfare for 16 consecutive years and Authorized Export Operator (AEO) Certification by Thai Customs as the exporter credibly in security protection all the way to destinations.

Yoshino Moong Pattana (Thailand) Company Limited (YMP)

Yoshino Moong Pattana (Thailand) Co., Ltd. (YMP) is the joint venture between Yoshino Kokusho (Japan), Nomura Jimusho Inc. (Japan), and the Company operating in manufacturing, locally and internationally, of plastic packages, parts, and plastic parts such as sprayers, pump valves, and shampoo bottles, etc.

To meet customer satisfaction and worldwide requirements, YMP leverages manufacturing machines and equipment with advanced technology and is comprised of departments in productions, assembly, quality controls, logistics, and customer service at professional level. In response to the growing demand from customers, YMP expanded its manufacturing plant in 2014 and invested in additional machines imported from Japan worth 144 million Yen in 2015 along with another 52 million Baht for installing machines and improving the plant area. Exclusively, the Company is the sole distributor of YMP products in Thailand.

Legal Dispute

As of December 2021, the company did not have any unsettled legal disputes or any arbitration with the potential to negatively impact its assets, with no claimed amount worth over 5% of net equity according to the financial statements for the accounting year ending December 31, 2021.

Corporate Governance

Corporate
Governance Policy

Corporate Governance, Important
Information about the Board, the Board
Committee, Executive and Employees,
and Other Information

Report on Corporate
Governance Code
Compliance

Internal Control
and Connected
Transactions

Good Corporate Governance

Overview of Policy and Practices of Good Corporate Governance

As the Securities and Exchange Commission (SEC) launched the Corporate Governance Code for Listed Companies 2017 (CG Code) on March 17, 2017, the Board of Directors considered, it was proper to review and adapt the Company's Good Corporate Governance Policy to apply the CG Code to the Company's business. They have strived to build and ensure the confidence of shareholders, investors and other stakeholders. The Company shall operate its business to maintain continuous growth and achieve long term sustainable value creation with responsibilities in accordance with laws, ethic and integrity. The Company's Good Corporate Governance Policy (amended 2017) was considered and approved the policy at August 9, 2017 by the Board of Directors' meeting and effective since August 10, 2017. In 2021, the Board of Directors reviewed and revised the Good Corporate Governance Policy on November 9, 2021 and communicated to the directors, the management, and the employees to be informed of such revision.

To be in compliance with good corporate governance as mentioned, the Company has established the CG Policy. The Policy has been approved by the Board of Directors and communicated to all staff throughout the Company. There is also a channel which the Company can provide information regarding good corporate governance. The Board records as important and trust that the corporate governance is able to make Company's reliable for the sustainability, including to create value added to the shareholders as well as create beneficial and fairness to all stakeholders.

In 2021, the Company was rated "Excellent" for its performance of the Good Corporate Governance according to the Survey Project on the Corporate Governance of the Thai Listed Companies by the Thai Institute of Directors, for the 2nd consecutive year. This reflects how the Board of Directors values uplifting the practices of Corporate Governance for the purpose of business sustainability so that every stakeholder in every sector rest assured of the conduct that is transparent, ethical, and accountable.

This section of the Annual Report will reveal how the Board of Directors supervises and controls the Company, then will summarize the activities of the Corporate Governance throughout the year 2021.

Corporate Governance Policy and Good Corporate Governance Policy of the Company in the Previous Year

The Board of Directors reviews the practices of the Good Corporate Governance of the Company on an annual basis, including monitoring the development in the aspect of corporate governance and good practices of other leading institutions and companies in order to analyze and apply properly to the Company's business. For any practices that have not yet been addressed in any policy or implemented in the operation, the Management will report to the Corporate Governance Committee to consider and review on an annual basis. In this regard, the significant developments in the previous year are as follows:

- Review the implementation of the Corporate Governance Code for Listed Companies 2017 to apply to the Company's corporate governance. In 2021, the Board of Directors considered and reviewed 2 times and resolved to endorse in the meeting held on February 23, 2021 and November 9, 2021, respectively.
- Review the revision of the Good Corporate Governance Policy in Section 3: The Roles of the Stakeholders and Section 5: Responsibilities of the Board of Directors, by adding the roles of the Nomination and Remuneration Committee and the Corporate Governance Committee, including the remuneration of the senior management.
- Review the revision of the Code of Conduct to be in accordance with the current situation, particularly on factors in respect of the environment, society, and corporate governance. In 2021, the Board of Directors considered and reviewed 2 times, for which the Board of Directors resolved to endorse in the meeting held on February 23, 2021 and November 9, 2021.
- Approve the Personal Data Protection Policy.
- Convene the 2021 Annual General Meeting of Shareholders during the outbreak of Coronavirus (COVID-19) in accordance with the guideline required by the government authorities, e.g., social distancing, no snack to be provided in the meeting room.
- Establish performance evaluation of the Board of Directors and the senior management.

The details of good corporate governance practices are as follows:

Section 1 Shareholder Rights

The Board of Directors recognizes the shareholders' right and facilitates shareholders to exercise their rights and power to nominate directors to act on behalf of the shareholders for defining the Company's objectives. In addition, the Board of Director provides the additional rights to the shareholders as per good corporate governance which is disclosed in the Good Corporate Governance Policy (amended 2017).


1.1 The Right to Information

The Company reveals all material information of its company through SET Portal system of the Stock Exchange of Thailand and the Company's website (www.moongpattana.com). In addition, directors and executives should submit the report on the changes in MOONG's securities holding (Form 59-1 and 59-2) and report on acquisition or disposition of MOONG's securities holding (Form 246-2); all reports are shown in SEC website (www.sec.or.th). Furthermore, our shareholders and investors can contact directly to:

Contact channel

Investor Relation

 ir@moongpattana.com

 0 2020 8902

Company Secretary

 company.secretary@moongpattana.com

 0 2020 8999

As shareholder's treatment and responsibility policy, the Company has duty of disclosure its information with reasonable supporting information both positive and negative impacts of its business to shareholders, such information shall be simple, accurate, sufficient and a timely manner both Thai and English version. The Company ensures that all shareholders obtain and access the relevant and adequate its information. In 2017, the Board of Directors approved the Revision Securities and Insider Trading Policy that disclosure of material nonpublic information of the Company must be designated persons who are appointed by the Executive Committee, Ms. Suwanna Chokdee-anand, Chief Executive Officer to be the Company's spokesperson.

In addition, the Company opens the opportunity to shareholders to send the questions for AGM in advance via the Company's website, as well as the Company has opportunity day to open the opportunity to shareholders and investors to be able to have the Company's information, as the optional channel.

1.2 The Right to a Dividend

Shareholders have right to receive share in the profit of the Company. As the Company's Dividend Policy, the Company shall allocate no less than 50% of its net profit as dividends after deducting tax and legal reserve. The Company's board of directors has an authority to consider dividend payment it seeks approval from the shareholders' meeting. An exception is for interim dividend payment, for which the Board of Directors can approve such payment and report to the next shareholders' meeting.

For the performance of 2020, the Company paid dividend to shareholder in the amount of THB 0.18 per share or 86.73% of net profit, which higher than dividend policy of the Company. The dividend payment was made on May 24, 2021.

1.3 The Right to Propose Agenda and Candidate's Name for Being the Directors

In 2021, the Company informed the shareholders to propose agenda and candidate's name for being the directors (both Thai and English version) in advance between the dates 1 November 2020 to 31 January 2021 through SET Portal, the electronic channel of the Stock Exchange of Thailand and posted on the Company's website at www.moongpattana.com. The Company's shareholders, who wish to propose the agenda and/or candidate's name to the Board of Directors, please download the forms at www.moongpattana.com.

The Company reserves the right to consider the completely information form (Form A), that specify objectives and supporting reasons. In addition, proposing candidate's name for being the directors, please submit the completely forms (Form B - The form of proposing candidates for the election of the Company's Directors and Form C - Letter of Consent Propose candidates for nomination as directors) as well as the nominated persons must not have any characteristics prohibited by SET and SEC regulations. Whenever, in 2021 neither candidates nor agenda items were proposed.

1.4 The Right to attend Shareholders' Meeting

Attending shareholders' meeting, it is shareholders' opportunity to be notified the Company's performance last year and also its plan and future direction. Furthermore, the shareholders have right to vote in agendas related to the Company both normal sessions such as adopting the minutes of the last meeting, approval the annual financial statement and appoint members of the Board of Directors, and special sessions such as increasing or decreasing capital and approval for related parties transactions, merger and acquisition or disposal of assets.

Shareholders who have right to attend the meeting, must hold the Company's shares on the record date that means shareholders must buy or have the shares 1 day before the trading sign "XM" (Excluding Meeting). The Stock Exchange of Thailand will post the sign "XM" in advance on website www.set.or.th.

If shareholder could not attend the meeting, shall appoint a proxy to appoint representative or independent persons such as independent directors or audit member of the Company that provide to be a shareholder proxy. The shareholders can download the proxy forms the company's website that were attached with the invitation of AGM. For shareholders' benefit, the shareholders should use proxy form B which is entitled to cast the votes on each agendas.

In 2021, the Company held the shareholders' meeting on April 27, 2021 at 18th floor, Meeting Room, Bangna Complex Office Tower, No.2/97-104, Bangna-Trad Soi 25, Bangna-Nuea, Bangna Bangkok 10260. There was no calling for an extraordinary general meeting. As Public Limited Company Act, the board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company (31 December each year). All other shareholders' meeting except annual general meeting, are called extra ordinary general meeting.

To provide the shareholders sufficient time to consider the agenda and related documents, the Public Limited Company Act determined that company shall deliver invitation letter to shareholders at least 7 days in advance before the meeting date. While the Stock Exchange of Thailand determined that the listed companies shall send the invitation letter 14 days in advance.

The Company published the invitation letter of 2021 Annual General Meeting that specified date, time, venue, meeting agenda with board's opinion and supporting documents such as minutes, proxy forms, independent auditor's report, annual report, sustainable development report and related documents, at least 21 days prior to the meeting both Thai and English version through the Company's website and SET Portal, electronic channel of the Stock Exchange of Thailand.

The Company assigns Thailand Securities Depository Co., Ltd. (TSD) who is registrar of the Company to deliver the invitation letter to the shareholders whose name appeared in the register at the record date not less than 14 days in advance. In 2021, the Company sent out the invitation letter to its shareholders on 30 March 2021 which deliver in advance 28 days before the AGM date, and advertised in the newspaper 14 days in advance for 3 consecutive days for call the shareholders' meeting.

In order to facilitate shareholders' meeting procedures, the Company provided barcode system for registration and vote counting in every agenda. The registration to attend the meeting shall be started at least 2 hours prior the meeting time. All the board of Directors, executives and auditor of the Company convened the 2021 Annual General Meeting.

1.5 The Right to attend the shareholders' meeting

Prior to the meeting started, the chairman of the meeting informed the number of shareholders who attend the meeting in person and by proxies as well as the vote casting. Then the Meeting had considered the matters in accordance with the following agenda. Moreover, the order of the item and agenda was not changed, and there was no request to consider any other matter. In case of shareholders who attend the meeting during the agenda, the Company shall recount the number of shareholders and its shareholding. Whenever, those shareholders could cast their vote only unapproved agendas.

During the meeting, the chair of the meeting opened session for shareholders to ask questions, express opinions and suggestions as well as before voting in each agenda. In the agenda item of selection of directors, the Company provided opportunity for shareholders to vote on individual directors. After voting in each agenda, the chair of the meeting had announced the voting results as approval, disapproval or abstention.

The Company recorded a meeting after the completion of the shareholders' meeting, the Company disclosed the result of the ballot in each agenda via SET Portal of the Stock Exchange of Thailand immediately, due to notify shareholders, investors and related stakeholders. The Company submitted the minutes of the meeting within 14 days after the meeting's date to the Stock Exchange of Thailand and the Securities and Exchange Commission as well as posted on the Company's website.

Section 2 Equitable of Treatment of Shareholders

The Company operates business base on corporate governance and policy to maintain equitable treatment of shareholders including minor, institutional and foreign shareholders. With respecting the rights of shareholders to use their basic right according to the laws and regulations, the Board of Directors determined the best practice for shareholder in the Company's Good Corporate Governance Policy and Code of Conduct as well as builds shareholders' trust and confidence and invests in the Company.

To attend and vote at the shareholder's meeting is an opportunity for all shareholders to use the right for governing its business through agents or directors as well as asking questions, express opinions and suggestions. The shareholders, who cannot attend the meeting, shall appoint a proxy or independent director of the Company to be their proxies. Each shareholder has one vote for each share. Furthermore, the shareholders were invited to propose agenda and candidate's name for nomination through the Company's website prior to the shareholders' meeting.






In 2021, the Company sent out the invitation letter to 2021 Annual General Meeting of Shareholders to all shareholders 28 days prior to the date of the AGM, including provide relevant documents in both Thai and English version onto the Company's website 30 days prior to the meeting in order to facilitate both Thai and foreign shareholders.

Each shareholder has one casting vote per one share. Apart from that, the Company open the minority shareholder propose additional meeting agenda as well as propose the name of a person to be nominated as a director 3 months prior through the Company's website and SET portal system.

In 2021, despite the Shareholders' meeting being held during the COVID-19, the Company adopted strict measures to prevent the outbreak by screening the attendees of the meeting pursuant to the governmental policy. Moreover, the Company suggested the shareholders to consider appointing a proxy to the independent director of the Company to attend the meeting in lieu of attendance in person, in order to facilitate the shareholders. As such, the Company submitted the independent director's profile along with the invitation to the meeting letter so that the shareholder may alternatively consider the appointment of proxy.

The Company opened registration 2 hours before the meeting and arranged the officers for checking documents, barcode registration and prepared revenue stamp (appointment of proxy) including sound system and meeting's room. Except the shareholders' meeting, investors, shareholders and interested person can equitable access the Company's information through SET electronic channel and its website. If shareholders would like to express their opinion, whistle-blower, complaints or suggestions, please directly contact:

Contact Channel

Independent Director	Investor Relation	Company Secretary
 ind.director@moongpattana.com	 ir@moongpattana.com	 company.secretary@moongpattana.com
	 0 2020 8902	 0 2020 8999

The Board of Directors determined Insider Trading Policy to protection insider misuse of inside information for benefits to directors, executives, staffs and related person. The Securities and Exchange Act B.E. 2535 (as amended) provided that directors and executives must report their holdings of the Company's shares to the Securities Exchange and Commission.

In 2021, The Company does not have any connected transaction or conflict of interest. The Company has a policy in which Audit Committee will consider any connected transaction or conflict of interest in order to ensure that such transactions reasonably occur to the best benefit of the Company and must be approved by the Board of Directors. The Company has complied with the rule of SET including disclosure of the connected transactions, fair and at the arms' length. In 2021, there was no misconduct with regard to the insider trading.

Section 3 Role of Stakeholders

The Board of Directors has established the “Revising Code of Conduct (2017)” as guideline on best practices of each group for Directors, Executives and Staffs to perform their duties in accordance with its practices strictly. The Company’s policy on the treatment of stakeholders can be summarized as follows:

3.1 Business Operation

The Company strives for operating its business as a professional trading company and distributor under the code of conduct and responsible business operation framework for addressing the needs of customers, investors and builds good relationships with business partners and promoting mutual and long lasting growth. The Company set the code of conduct of directors, executives and employees to work on responsible decision making with cautiously, prudent and sufficient information as well as equitable treatment toward stakeholders to achieve utmost benefits and drive long term business value.

3.2 Responsible to Shareholders

The Company has a policy to treat all shareholders equitably and conducts business in order to create utmost all shareholders’ interest with transparency not any parties involved. Then the Company shall disclose and report status of its performance correctly and completely with truth to the shareholders through various channels both Thai and English version at www.set.or.th, www.moongpattana.com or contact Investor Relations Tel 0 2020 8999 or ir@moongpattana.com.

The Company focuses on the profitable management in order to create the return to the shareholders. The Company has policy of dividend payment at the rate not less than 50% of its net profit after deduction of all reserves as specified by the Company. The Company support the shareholders’ right and fair and equal treatment to shareholders including receiving the updated information by disclosing at the Company’s website continuously.

3.3 Customers and Consumers

The Company strives for deliver quality and safety products according to the standards at fair prices including describe information of products and services with truth and clearly written. For more product details, the Company provided officers to give an advice how to use the products. In addition, the Company provided customer services process regarding to complaints, requests and evaluated customer satisfaction which was used to improve and development the Company’s products and services. Contact channels as follows:

Contact Channel

Customer Service



crm@moongpattana.com

Investor Relation



ir@moongpattana.com



0 2020 8902

Company Secretary



company.secretary@moongpattana.com



0 2020 8999

3.4 Creditors

The Company has a policy to ensure that creditors are treated fairly and equally, as well as strict compliance to the terms and conditions of contract. In case of the Company is unable to carry out a contract, the Company would inform creditors in advance in order to find a way to solve the problem together.

3.5 Partners

The Company has a policy to treat business partners equally and fairly on the basis of fair return for both parties and to strictly comply with contract agreements or conditions that were agreed upon between the business partners. If the Company is unable to carry out the contract agreement, the Company would inform the business partners in advance. The Company did not request, take or give any benefits that were dishonest while negotiating business.

3.6 Employees

The Company has a policy to treat employees fairly, equally and impartially. These policies will be followed in the selection of employees, consideration for remuneration, appointments, transfers as well as capabilities and potential development along with their positions. The Company will provide its employees with relevant knowledge and build up their awareness of the cruciality of safety, occupational health and good working environment works.

The Company establishes the Policy and procedure regarding the Occupational Health and Safety as well as the workplace. Moreover, the Company establishes the Policy regarding the remuneration and benefit for the employee fairly such as providing provident fund, ESOP, Staff training, encouraging staff to get proper training for their work and position. In 2021, the Company supports staff training totaling of 1,673 hours for more information, please see the detail of Employees under the “MOONG way to sustainability >> Training for Employees” section and the Company evaluates its employee via Key Performance Index (KPI)’s tool.

3.6.1 Employee’s Occupational Health and Safety

To ensure sustainability under the business operation meet which is the strategy of the Company and in compliance with good corporate governance, the Company has awareness on health, safety and quality of life of employees. Our Company has formalized the Occupational Health and Safety standards in workplaces, along with associated guidelines, to guide these practices throughout the organization. The goal is to create a safe and healthy workplace with a modern security system as well as to provide concrete guidelines on preventing any workplace accident, injury, disability or fatality. The Company establishes Safety Vision and Safety Mission as follows:

Safety Vision:

Create proper safety and risk-free workplace environment, concentrate on employee healthcare in order to enhance both productivity and well-being for employees.

Safety Mission:

- Uplift and develop environment to be safe proper and hygienic.
- Provide knowledge, create awareness and conscious of Occupational Health and Safety standards in workplace.
- Promote employee health and well-being both physically, mentally and society.

The Company establishes Occupation Health and Safety as follows:

- Occupational Health and Safety standards in workplace are responsibilities of every employees.
- Our Company will manage, monitor, assess hazards, control safety and conduct workplace adjustments.
- Awareness of Occupational Health and Safety standards in workplace will be constantly created and disseminated to the management and employee.
- All employees are to strictly act in accordance with Policy of Occupational Health and Safety standards in workplace. Breaching of ignorant the Policy will be penalty as per the Company's rule.

3.6.2 Human Rights Policy

Our Company believes and aims to conduct business with ethics holding onto responsibility to society and all groups of stakeholder e.g. shareholders, customer, competitor, business partner, debtor, employee, society and environment based on Good Corporate Governance principle and our Code of Conduct. In respect of human rights protection, we have strictly complied with human rights as the most fundamental aspect of compliance is respect for basic human rights. We believe that the human rights will certainly build peaceful and harmonious community. It is to ensure that our business operations are engaged with prudence and without violating or affecting human rights, directly or indirectly and not promote or involve human right violation. We have guideline as follows:

- No conduct, support, involvement in any violation of human rights issues including any relevant of an exploitation of child and forced labor, illegal work and sexual harassment in any forms.
- Places great importance on equal rights of women, but not limited to vulnerable groups e.g. disable persons, pregnant women and women under breast-feeding.

- Places great importance and respect of nationality, social status, health, education, rights to work, social classes, races and religion.
- Deploy fair recruitment practices and impartial opportunities including for candidates with disabilities.
- Deploy policies and standards of customer information security and internal data security control.
- Determine to create and maintain corporate culture aiming to respect human rights according to this Human Rights Policy.
- Provide opportunities to employees in order to complain or express their opinions on related issues on human rights by providing the whistleblowing channels with guaranteed of its confidentiality. In addition, the Company established verification process for complaints together with measures to investigate and punishment of offender in such issue.

3.7 Competitors

The Company adheres to fair business operations under the framework of the law and business ethics without seeking the confidential information of a competitor in a dishonest or inappropriate manner. The Company does not ruin the reputation of its competitor with malicious accusations without any truth. This includes any other acts that violate the intellectual property of a competitor. The Company's Policy defined as follow:

- Abide by the rules of good competition.
- Do not harm the reputation of competitors with the accusation.

3.8 Regulators

The Company has conducts business operations strictly in compliance with the laws and relevant regulations issued by the regulatory agencies. Furthermore, the Company continues to associate with agencies for enhancing the Company's corporate governance practices along with national standards.

3.9 Social and Community

The Company operates its business on community responsibility, society and environmental preservation. The Company is ready to strengthen and stabilize Thai society by supporting and holding activities that are always beneficial and creative for the community, society and the environment.

The Company promotes the efficient use of resources in all processes related to running a business, to reach maximum benefit. Whereby the Company considers the responsibility of executives and employees, which the Company will support the human resource budget, working time and training to participate in the proposed social and environmental development.

In 2021, the Company organized an activity to create shared values to the society under the COVID-19 situation, with its determination to return the values to Thai society, which is an essential policy of the Company in respect of creation of shared values to the society by emphasizing the sustainable giving. More information can be read from “Sustainability Report”.

3.10 Suppliers

The Company has established the selection of products and suppliers policy in the “Purchasing Best Practices” of the Company along with standards including international and domestic laws. Furthermore, the Company set the Anti-corruption Practices to ensure that directors, executives, employees and workers shall not be engaged in any fraud and corruption activities.

3.11 Environmental Policy

The Company is committed to conducting the business to achieve sustainable growth based on environmental responsibility along with effective environmental management. In recognition of reducing environmental impact arising from the business operation and its products and service, the Company therefore has implemented the policies that encourage the development in value chain management, creating innovations that reduce any potential impact, setting a target for consuming natural resources with the awareness of their value, as well as encouraging same-level subsidiaries, trading partners and stakeholders to acknowledge the policies so that they can behave in the same direction, the policies of which are as follows:

1. Respect, adhere and abide by environmental laws and regulations strictly.
2. Create awareness among the management and employees in utilizing resources and energy economically, to its utmost value.
3. Conduct training, public relations and communications with the employees and other parties concerned to enable them to realize the environmental impact, and to promote employees’ consciousness in environmental preservation, occupational health, safety, and satisfactory work environment continuously and thoroughly. The Company will provide support in human resources, budgets and working hours for conducting the training in this regard.
4. Set up a channel for receiving opinions, suggestions, and complaints from the employees to encourage employee engagement with respect to environmental management.
5. Promote environment and energy saving by putting the responsibility upon the management and all employees that they shall cooperate to follow the defined measures.

3.12 Intellectual Property

The Company respects and abide by the laws regarding intellectual property, and has policy and guideline regarding noninfringement of the intellectual property rights as follows:

- All employees have a duty to protect and maintain confidentiality with respect to the intellectual property of the Company to prevent data leakage and shall not use the Company intellectual property for personal or third party interest without permission.
- All employees must respect and honor the intellectual property of others and must not infringe the intellectual property of other whether wholly or partly without the permission of the owner.

3.13 Anti-corruption Policy

The Board of Directors has stipulated the Anti-Corruption Policy including the banning of bribery for the business interests. The Company has process to evaluate the potential risk of corruption that may arise from the operation of its business as well as a guideline set for monitoring and control to prevent and pursue of risk of fraud and potential corruption risk. The Company's Internal Audit Department will serve to monitor and evaluate an effectiveness of the implementation of Anti-Corruption Policy as well as to report the evaluation result to the Board of Director.

In 2021, the Company hosted a training on the topic of "Building awareness of the anti-fraud and corruption" for the Board of Directors, the management, and the employees at all levels, so that they are informed of the policy and practices on such topic. On 19 November 2021, the knowledge assessment was conducted to test their understanding of the Anti-Corruption Policy. All employees passed the assessment at the requirement of 80 percent and the overall total score of the employees was 94.80 percent.

In addition to the internal training hosted by the Company, the Company expanded its Collective Action against Fraud and Corruption by organizing a training on the topic of "Anti-Corruption Policy and the Creation of Collective Action for Sustainability.

3.14 Whistleblowing Complaints, Concerns and Protection Measure

The Board of Directors provides a channel for the stakeholders to place queries or file a complaint for any groups of stakeholder for the issue that may affect directly to the Board of Directors. In order to ensure the complaints are handled with transparent and fair manner and to protect the informant or petitioner with fairness. The Board of Directors assigns the Audit Committee to be notified complaints, whistleblowing, queries or suggestions on the suspicious corrupt actions. In addition, the whistleblower need to specify information relating to those concerns, complaints or any suggestions as well as their name, address and telephone contact number.

Issue to be notified or filing compliant in connection with fraud and corruption

- Found the non-compliance with rules and regulation or dishonest business operations.
- Found the fraud related to the Company, directly or indirectly, such as bribes to government officers or private agencies.

- Found misconducts against the Company's regulations or misconducts that impact the Company's internal control systems causing suspicion that it may be a channel for corruption.
- Found actions that make the Company lose benefits and affects the Company's reputation.
- Found actions that are illegal, unethical, or breach business ethics.

Channels for Whistleblowing and Complains Filing

1. Chairman of the Audit Committee e-mail: ind.director@moongpattana.com address to Chairman of the Audit Committee Moong Pattana International Public Company Limited
2. Chief Executive Officer e-mail: ceo@moongpattana.com address to Chief Executive Officer Moong Pattana International Public Company Limited
3. Company Secretary e-mail: company.secretary@moongpattana.com address to Company Secretary Moong Pattana International Public Company Limited
4. Mobile Phone at 080 826 3599

In case of whistleblower or complainant file a complaint to the Chief Executive Officer or the Executive Committee, the whistleblower can submit the file directly to the Chairman of the Audit Committee. In cases of an urgent complaint or matter regarding fraud and corruption, the related persons shall immediately report to their reporting line manager and propose to senior supervisor to further proceed without delay.

In 2021, no whistleblowing of misconduct was reported by stakeholders.

Practices on protection and confidentiality measures

Any groups of stakeholder e.g. shareholders, customers, competitors, creditors, government, community, society, executives and employees can file a complaint against an action of fraudulent or corruption via channel stated in this policy. The information will be kept with the highest confidentiality. The Company limits the access to those complain information, only the related person can access to such data.

During the investigation process, the Company shall take appropriate action to ensure that the complainant is protected as a result of whistleblow, complaining, witnessing, or providing information. The person receiving information under his/her duties shall keep such information as the highest confidentiality and not disclose any information to anyone who is not involved, unless by law.

Practice on investigation process and penalties

After getting whistleblow or a complain, the Audit Committee and/or Chief Executive Officer will investigate the facts. During the investigation, the Audit Committee and/or Chief Executive Officer shall delegate a representative (executive committee) to keep the whistleblower or complainant informed of the progress.

Provided that the Company found the information or evidence which good reason to believe, the Company will grant the accused the rights to be informed of the allegations and grant the accused the rights to prove himself/herself by providing additional evidence showing that he/she was not involved. If the accused actually committed the act of corruption, such corruption shall be deemed as an offense against the anti-corruption practices and business ethics of the Company and then the accused must be investigated and disciplined according to the Company's working regulations. If the act of corruption was illegal, the offender shall also be subject to legal penalties.

In the event that the Company receives a report, whistleblowing or any complaint on misconduct, the Company will investigate such incident to seek the preventive measures for repeated misconduct, and will also raise the issue to the Board of Director's meeting for their consideration and advice the proper proceeding of the issue.

Section 4

Disclosure and Transparency

The Company provides full disclosure its information especially material information that affects to decision of shareholders and investors shall be accurate, sufficient and a timely manner including reliable financial and non-financial information through SET Portal system of the Stock Exchange of Thailand and the Company's website.

4.1 The long-term goal of the Company

The Company has developed an appropriate work plan to support the opportunities and challenges in the future, as well as fulfilling the needs that are required to have corporate social responsibility in every aspect of the operation.

4.2 Opportunity Day

In 2021, the Company held the investors' activities such as "Opportunity Day" - 4 meetings via streaming system of the SET, dated on (1) March 19, 2021, (2) May 25, 2021, (3) September 13, 2021, and (4) November 24, 2021.

4.3 Efficiency of financial reporting and disclosure of important information process in accordance with the rules of listed company


The Board is responsible for ensuring that the preparation of financial reports and disclosure of importation information is correct, sufficient and timely in accordance to the standard and guidelines as follows:


1. To provide sufficient personnel associated with the preparation and disclosure of information, with the knowledge, skills and experience appropriate to the duties and responsibilities; including Chief Executives in accounting and finance division, accountants, internal audit, Company Secretary and Investor Relation officers.

Contact Channel

Investor Relation


Mrs. Sasithon Lersumitkul


 ir@moongpattana.com

 0 2020 8902

Company Secretary

Ms. Chananya Vilamard

 company.secretary@moongpattana.com

 0 2020 8999

2. Approval of disclosure of information, such as the Company's financial report, shall consider the factors as follows:
 - To access the adequacy of the internal control system.
 - Comments of auditors on financial report and observations of the auditors regarding the internal control system.
 - The opinion of the Audit Committee.
3. The disclosure of information in accordance with relevant rules such as financial statements, annual information (56-1), annual report (56-2) Management Discussion and Analysis, and quarterly financial statements via the SET Portal system and its website in both Thai and English languages.

4.4 Policy on trading disclosure

Chief Executive Officer or first 4 level incumbent managements, after the Chief Executive down, person serves as the equivalent of an executive-level position at all first 4 level positions including Account Manager equivalent or higher including spouses and minor children must report the holding of securities to the office of the Securities and Exchange Commission within 3 working days from the date of the change. In addition, the Company has policy to keep silent period for 1 month before the disclosure of financial statement and waiting for 24 hours after disclosure.

Section 5 The Board of Directors

5.1 The Board of Directors

The Company comprises 7 committees which include the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee, Executive Committee, Risk Management Committee and Creating Shared Value Committee.

5.2 Composition of the Board

The Board of Directors consists of not less than 5 persons with is more than one-third of the total board seats is independent directors. At least 1 non-executive director has experience in core business. In order to create value and benefits to the Company, the composition of the Board of Directors should consist of directors with diverse qualifications, including age, gender, skills, knowledge and expertise useful for the Company.

In 2021, the Board of Directors has 9 members comprising of:

- 3 executive directors
- 6 non-executive directors (3 of whom are independent directors)

The Company has long realized the importance of the appropriate composition of the Board of Directors, and nominates its directors in such manner that there is a balance of power between executive and non-executive directors. The composition of the Board of Director is such that independent director work together with directors who represent the major shareholders and executive directors. The number of independent directors accounts for 4 persons, thus being in line with the good corporate governance principles as prescribed by the SET.

The Board of Directors appoints one Company Secretary. The name of directors, and duties and responsibilities of the Board of Directors are shown in the topic “the Board of Directors and Management Structure”.

5.3 Qualifications of the Board of Directors

The Board of Directors set qualifications of directors that should have knowledgeable, experience and expertise to benefit for operating a business. Moreover, the directors must be qualified not being prohibited by the Public Company Act, the Securities and Exchange legislations, including related regulations and the Article of Association and the Good Corporate Governance Policy of the Company.

5.4 Qualifications of Independent Directors

The board of directors determined the qualifications of independent directors to be more stringent than the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

- Not hold shares exceeding zero point five (0.5) percent of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.
- Not be nor used to be an executive director, employee, officer, advisor who receives a salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended not less than one (1) years. This restriction shall not apply to an independent director who has been a government officer or an advisor to a government authority that is a major shareholder or controlling person of the Company.
- Not have nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a substantial shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person.
- Not being a person who has any legal registered relationship in the form of close relatives, major shareholders or controlling persons of the Company, its associated companies, persons with potential conflict of interest, or person who are nominated to take care of the interest of major shareholders.

In 2021, the Company's independent directors qualified the independent directors' qualification align with SEC and SET rule and regulation by having no business relationship or professional services to the Company.

5.5 Top Management

Top management is the person who appropriateness for the utmost benefit of the Company, coupled with the board composition, qualifications knowledge, capabilities, experience and expertise. Understanding well in the business and is able to manage to achieve the objective goal set by the Board of Directors.

5.6 Terms of directors

At each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number of director nearest to one-third shall retire from office. The directors retiring by rotation are eligible for re-election.

5.7 Terms of independent directors

Each independent director has terms of holding office of 3 years each. Each independent director cannot hold more than three terms, or more than 9 years. There is an exception to the rule when it is deemed by the shareholders or the Board of Directors that some directors play important roles in the growth and success of the Company. In such cases, the terms of office of such directors can be extended as appropriate.

However, the Company has reviewed the corporate governance policy annually, in which in 2021 there has been a review in order to amend in accordance to practice as well as explain the reasons behind the impractical issues, which the company will use as a guide to deploy appropriate practice.

Incomplete	Reason
Board of Director has determined that independent directors shall hold position 3 years per term and not exceeding 3 terms or 9 years.	For independent directors who has position exceeded 9 years, the Company believes that it is necessary to have director whose role is very important to the appliance of the Company as the independent director has extensive knowledge and experience from the position for a long time, which will help the Committee to understand the Company's business operation better.

5.8 Meeting of the Board of Directors

1. The board of directors schedules the meeting at least 4 times a year and conducts its meeting along with the Company's Article of Association, laws and related regulations.
2. The quorum of the board of directors requires at least half the total number of directors to be in attendance, in which the quorum shall not be less than two in three directors upon voting. The Chairman acts as the chair of the meeting and opens session for directors to free express their views and opinions as well as promoting discretion, allocate sufficient time for management to present the issues and results of the Company's operations.
3. The meeting notice and supporting documents shall be issue to directors in advance at least 7 working days before the meeting date. However the board of directors can ask more information from executive director or board's secretary or call executives to join the board's meeting for explanation and answer questions.
4. In each meeting, the Chairman allows each director to express his opinion extensively and freely. Thus, each director may express his opinion extensively and listen to other's opinion. Each director is made based on sound rationale and thorough deliberation.
5. The Company records a meeting and takes accurate and completely minutes of the meeting. All directors had attended all meeting of the board, except in the case of conflict of interest.
6. In 2021, all directors are the proportions attendees at least 75% of meetings throughout the year.

5.9 Meeting of the Board of Director who are non-executive directors

Board of Directors have prescribed that there were only non-executive directors meeting without the executive directors for reviewing the policy, strategic, vision and guideline for managing the Company. In the year 2021, the Board of Directors' meeting (non-executive directors) were held one time on December 14, 2021.

5.10 Limitation of directors hold the position in the listed company

No directors of the Company can hold a directorship in more than 3 and 5 listed companies and unlisted companies, respectively, except those be assigned by the Board of Directors. Details regarding holding directorships of directors are disclosed in the section title “the Board of Directors and Management Structure”.

In 2021, no directors holds the position of listed and subsidiary unlisted company more than 3 companies.

5.11 Separation of Chairman and Top Management’s duties

Chairman of the Board and Chief Executive Office is not the same person. The Company has clearly defined the roles and responsibilities of the Board of Directors and the Management for balance the power. No one has full power controlling. Chairman of the Board is a leader of the Policy and corporate governance. The Chief Executive Officer is a leader of the management and operation. Details regarding the roles and responsibilities of the Chairman and the Chief Executive Officer are disclosed in the topic “the Board of Director and Management Structure”.

5.12 Holding directorship of Chief Executive Office

The Company has set a policy for position taking at other companies (listed company or subsidiary) for CEO that it is required an approval from the Board of Directors.

5.13 Sub-Committee

For transparency and independence in performing their duties, most members of the sub-committee are independent directors. Independent directors are appointed as the chair of each sub-committee. Details of sub-committee are stated under the section title “the Board of Directors and Management Structure”.

5.14 Roles, Duties and responsibilities of the Board of Directors

In 2021, the Board of Directors serves to review the vision and mission of the Company, in order for the executives and employees to have same goal and intended to operate in the same direction, including a review of major policies which appropriate and consistent business according to the principle of corporate governance i.e. Corporate Governance Policy, Code of Conduct and Anti-Corruption Practice.

In 2021, the Board of Directors has monitored the Company’s strategy to bring to the meeting of the Board of Directors on a quarterly basis. The Board monitors the implementation of management by reporting the results of operations and prospects follow defined strategies.

5.15 Nomination of Board of Directors Process

In case of vacancy of directors and senior management of the Company, the Company has criteria and process for recruiting directors and senior managements with utter most transparency. The Board of Director is responsible for considering the nomination of directors and senior management based on the knowledge, skills, qualifications, work experience; regardless of gender and fully devoted to their duties. As well as not prohibited by law, the relevant statutes and principles governing parties (Fit and Proper), which will cause the diversity in the structure of the Board. In addition, in order for the Board of Directors and/ or the shareholders' meeting to consider and approve (as the case may be), which is in the process of appointing the directors of the Company.

In addition, The Board of Directors may consider the nomination of director via director pool by considering the necessary of the gap skill in the Board of Directors and strategy of the business operation in case of any new strategy apart from the existing.

5.16 Election of director in replacement

In case of a vacancy in the board of directors for reasons other than the expiration of director's term of office, the board of director shall elect a person who has the qualifications and possess no prohibited characteristics under the public company limited regulations as the substitute director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two months.

The resolution of the board of directors under the first paragraph shall be by a vote of not less than three-quarters of number of remaining directors.

5.17 Orientation of the new Board of Directors

The Board of Directors has prescribed the orientation for Board of Directors onboarding to understanding the business and internal policies to help support the operating duties of the directors to fully take position as fast as possible and by having the Company Secretary as the coordinator which will cover topic of business structure, board structure and roles and responsibilities, business information, company's direction and meeting with Chairman CEO for more information of the business.

In 2021, the Company has appointed 1 members of the Board of Directors namely, Mr. Suthee Lersumitkul, in which new board member has attended orientation on July 20, 2021, including the subject title of rule and regulation, key policies i.e. Good Corporate Governance Policy, Anti-Corruption measure.

5.18 Self-Evaluation by the Board of Directors

The Board of Directors provides regularly assessment of the board of directors and the sub-committees at least once a year. In 2021, the Company used the evaluation form of the Stock Exchange of Thailand for self-assessment of the Board of Directors and subcommittees that consists of 6 main topics: 1) Structure and qualifications of the board of directors 2) Duties, roles, and responsibilities 3) Board meetings 4) Operations of the board of directors 5) Relationships with management and 6) Self-development of directors and executives. Then the company secretary collected the results of the assessment and prepared the summary of the evaluations for further consideration to the board of directors. The board of directors will consider the evaluation results, analyze and find a conclusion to determine any measures that will improve the performance of the board further.

For 2020 Annual Performance evaluation, the Board of Directors conducted self-evaluation and reported to the Board of Directors on February 23, 2021.

5.19 Self-Evaluation by Sub-Committees

The Board of Directors provides regularly assessment of the sub-committees i.e. Audit Committee, Remuneration Committee and Risk Management Committee, for the self-evaluation and committee evaluation at least once a year.

The Company Secretary is responsible for summarizing the results of evaluation and reporting to the Board of Director, resulting the report is to consider the possibility to improve the operation efficiency.

5.20 Performance Evaluation of the Chief Executive Officer (CEO)

In 2021, the Company assessed the performance of the Company's Chief Executive Officer by referring the performance evaluation criteria in the operating result form used for the Chief Executive officer of the Stock Exchange of Thailand, the main criteria of which consist of; 1) Leadership 2) Strategy determination 3) Strategy execution 4) Planning and financial outcome 5) Relationship with the Board of Director 6) Relationship with the outsiders 7) Work administration and relationship with personnel 8) Position succession 9) Knowledge in products and services, and 10) Personal attributes. The Company then appointed the company secretary to gather and finalize the performance evaluation in order to propose to the Nomination and Remuneration Committee for its consideration, as well as to enable them to find the way to improve the work efficiency of the Chief Executive Officer accordingly.

The performance evaluation of the Chief Executive Officer for the year 2020 will be added to the agenda of the Nomination and Remuneration Committee's meeting and the Board of Director's meeting in 2021.

However, the CEO evaluation results for the year 2020 which be proposed to the Nomination and Remuneration Committee and Board of Directors at its meeting in 2021 was rated “Excellent”.

5.21 Management Evaluation

It is necessary of the Management to report the operation results comparing to the strategy and goal of the Company to the Executive Committee once a month and report to the Board at least one in a quarter. This is for the purpose of supervision the performance of the Management following to the goal and objective set.

5.22 Separation of Roles and Responsibility between Board of Director and Management

The Company has clearly defined the roles and responsibilities of the Board of Directors and the Management. The Board of Directors shall be responsible for formulating policies and supervising the Management, while the Management’s responsible is in line with the policies. Furthermore, in order to clearly separate the roles and duties, the Chairman of the Board and the Chief Executive Officer are different persons, including separate role of governance and management as well.

Role of the Board of Directors	Role of the Management
<ul style="list-style-type: none"> Set the company’s vision, mission and goal to operate business along with creating sustainable business values. Consider and approve policies, allocation resources and annual budget that proposed by the Management. Oversee the Management’s implementation of those policies and plan. 	<ul style="list-style-type: none"> Operate business in accordance with the vision, mission, goal and expected value which have been approved by the Board of Directors, Executive Committee and the resolution of shareholders’ meeting.

5.23 Remuneration for the Board of Directors

The Company’s Board of Director determined the policy on directors’ remuneration clearly and transparently by delegating the Nomination and Remuneration Committee to be responsible for considering the structure and the rate of the director’s remuneration to be at an appropriate level, reflecting the duties and responsibilities of the directors, as well as in line with the Company’s operating results, including comparing the remuneration rates of directors in the same industries with a comparable size. Also, the directors’ remuneration shall be subject to approval at the shareholders’ meeting.

5.24 Remuneration for Top Management

The Company's Board of Director determined the framework and policies on the remuneration of the Chief Executives Officer and/or Joint-Chief Executives Officer by delegating the Nomination and Remuneration Committee to be responsible for assessing the performance of the Chief Executives Officer and/or Joint-Chief Executives Officer, taking into account the Company's operating results in comparison to their duties and responsibilities, by comparing the remuneration rates in the same industries with a comparable size as well as economic circumstances. The Company viewed that the aforementioned remuneration has been appropriate and appealing enough to attract and retain the top management.

The framework of management's remuneration is in line with the principle to ensure the alignment of benefits between the Company's management and the shareholders, and to strengthen the alignment between the Company's operating results and the remuneration, that the remuneration is at an appropriate level and appealing enough to retain potential personnel.

5.25 Development of Board, Management and Executive

The Board of Directors provides and orientation session for new directors, that includes all aspects of business operations. Furthermore, the Company encourages directors, executives and company secretary to join seminar to useful for their duties such as Director Accreditation Program (DAP), Director Certification Program (DCP) and Anti-Corruption : The Practical Guide (ACPG) that organised by the Thai Institute of Directors Association (IOD)

Besides, the Board of Directors fosters and facilitates directors, audit members, executives, company secretary and internal auditor to get training to improve their performances continuously.

In 2021, the following directors and executives underwent training and seminars.

Course	Date of Attendance	Name of Directors/ Management/ related employees
AGM Checklist 2021 TIA	January 21, 2021	Mrs. Sasithon Lersumitkul Ms. Chananya Vilamard
Dividend Payment and Issuance of Debenture, what's the BOD must consider? IOD	February 5, 2021	Mrs. La-aid Vongvongpop Assoc. Professor Chadaporn Teekauttamakorn Ms. Suwanna Chokdee-anand Mr. Methin Lersumitkul
SD Professional Sharing 1/2021 - THSI SET	February 24, 2021	Mrs. Sasithon Lersumitkul Ms. Chananya Vilamard

Course	Date of Attendance	Name of Directors/ Management/ related employees
Business Analysis - Covid-19 impact to Financial Statements Dharmniti	March 9, 2021	Mrs. Pavadee Udomsritanakorn
CFO Professional Development Program No. 1/2021 : Economic Update for CFO TLCA	March 18, 2021	Mrs. Sasithon Lersumitkul Ms. Chananya Vilamard
IR Sharing 1/2021 : Technology and IR : How will Technology Transform IR Today TLCA	March 29, 2021	Mrs. Sasithon Lersumitkul
CFO Professional Development Program No. 2/2021 : Covid-19 Implication for Financial Reporting and Audit TLCA	May 19, 2021	Mrs. Sasithon Lersumitkul
Introduction to TCFD Reporting Building Sustainable Business in line with SDGs SET	May 27-28 2021	Ms. Chananya Vilamard
Key issues – TFRS for PAEs use and change in 2021 SET	June 2, 2021 June 4, 2021	Mrs. Sasithon Lersumitkul Mrs. Pavadee Udomsritanakorn
International Commercial Dispute – neglectful Risk SET	June 22, 2021	Ms. Suwanna Chokdee-anand Mr. Methin Lersumitkul
Climate-Risk Assessments & Climate-related Scenario Analysis SET	June 22, 2021	Ms. Chananya Vilamard
Align Corporate Business Strategies with SDGs SET	June 23, 2021	Ms. Chananya Vilamard

Course	Date of Attendance	Name of Directors/ Management/ related employees
Prompt One Report SET	June 24, 2021	Mrs. Pornpimon Suwankajit Ms. Chananya Vilamard
SD Professional Sharing 3/2021 : Climate Change – neglectful risk and Greenhouse report in One Report SET	June 28, 2021	Ms. Chananya Vilamard
IR Sharing 2/2021 : Co-working between CEO and IRO, communicate planning to Key Stakeholders TLCA	June 30, 2021	Mrs. Sasithon Lersumitkul
IR Sharing 3/2021 : Success factor of the IR operation TLCA	June 7, 2021	Mrs. Sasithon Lersumitkul
CFO Professional Development Program No. 4/2021 : How Finance Leaders are Adapting within the New Normal TLCA	June 15, 2021	Mrs. Sasithon Lersumitkul
Business and Human Rights for capital market SEC	August 6, 2021	Mrs. Pornpimon Suwankajit
CFO Professional Development Program No. 5/2021 : Fraud & Cyber Security Risk TLCA	August 16, 2021	Mrs. Sasithon Lersumitkul
The New CFO2021 : How to make financial instruments work maiA	August 20, 2021	Mrs. Sasithon Lersumitkul
Risk Management Pandemic of COVID-19 TLCA	August 20, 2021	Mrs. Pavadee Udomsritanakorn

Course	Date of Attendance	Name of Directors/ Management/ related employees
Digital Marketing in Marketing 5.0 Khun Wanpanee Tassananchalee	September 6, 2021	Ms. Suwanna Chokdee-anand
Current Status and Future Trend for TFRSs Dharmniti	September 8, 2021	Mrs. Pavadee Udomsritanakorn
Development Program for Company Secretary TLCA	September 14 ,2021 September 16, 2021 September 20, 2021 September 22, 2021 September 23, 2021 September 27, 2021 September 29, 2021	Ms. Chananya Vilamard
Shareholders call AGM following to Section 100 of Public Company Limited Act TIA	September 21, 2021	Ms. Chananya Vilamard
Road to Join CAC CAC	September 23, 2021	Ms. Chananya Vilamard Mrs. Pavadee Udomsritanakorn
Guideline for support vendor of listed company in the period of covid-19 TLCA	September 28, 2021	Mrs. Sasithon Lersumitkul
Trend and direction for M&A SET	September 29-30, 2021	Ms. Suwanna Chokdee-anand
Director Accreditation Program (DAP) IOD	October 4, 2021	Mr. Suthee Lersumitkul
Lessons Learnt from Financial Cases : How Board should React IOD	October 11, 2021	Assoc. Professor Chadaporn Teekauttamakorn

Course	Date of Attendance	Name of Directors/ Management/ related employees
CFO Professional Development Program No. 7/2021 : Economic Update for CFO TLCA	October 19, 2021	Mrs. Sasithon Lersumitkul
Awareness on Anti-Corruption Aj. Thanakit Permpoonsuntisuk	November 19, 2021	Mr. Sumeth Lersumitkul Mr. Manit Jeeradit Assoc. Professor Chadaporn Teekauttamakorn Ms. Suwanna Chokdee-anand Mrs. Sureeporn Anuvatudom Mr. Methin Lersumitkul Mr. Suthee Lersumitkul Mrs. Pornpimon Suwankajit Mrs. Sasithon Lersumitkul Mrs. Pavadee Udomsritanakorn Ms. Chananya Vilamard
CGR Workshop IOD	Nov 30, 2021	Ms. Chananya Vilamard

5.26 The persons taking highest responsibility in finance and accounting

Chief Financial and Accounting Officer is the person taking highest responsibility in finance and accounting, who is duly qualified in terms of experiences in accounting or finance for 3 years in the past 5 years, as well as in terms of training, i.e. 12 hours of orientation and 6 hours of a continuing development course in accounting knowledge per year, in accordance with the regulations as specified by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), in order to perform its duties in preparing financial reports and producing quality reports.

5.27 The persons supervising accounting (Chief Accountant)

Accounting and Operation Manager is the person supervising accounting (Chief Accountant), who is duly qualified and has been registered as Certified Public Accountant (CPA) in accordance with the announcement of the Department of Business Development, equipped with experiences in accounting for 3 years in the past 5 years and has attended a continuing development course in accounting knowledge in accordance with the regulations as specified by the announcement of the Department of Business Development, in order to perform its duties in preparing financial reports and producing quality reports.

5.28 Audit Fee

In 2021, the Board concurred with the Audit Committee recommendation to propose to the Annual General Meeting of Shareholders to appoint DIA International Audit Co., Ltd. as its auditor for year 2021; the aforementioned Auditors are qualified approval by the Securities and Exchange Commission including independent and have no conflict of interest with the Company, its executives, major shareholders or any related persons with the aforementioned persons that affects to the Company. With proper term and conditions for audit services and fee, the shareholders' meeting appointed the auditor and auditing fee as proposed.

Audit Fee	2021	2020	2019
Audit Fee	950,000 THB	950,000 THB	924,000 THB
Change (%)	No change from 2020	2.81	No change from 2018
Non-Audit Fee	None	None	None

5.29 Securities Trading and Insider Trading Policy

In 2017, the Company's Securities Trading and Insider Trading Policy was adopted and determined that directors, executives and employees to do not use inside information in the interests of their own as well as related persons. As the Securities and Exchange Act B.E. 2535 (as amended) section 59, directors and executives shall acknowledge the duty to report changes in holdings of the Company's share to the Office of the Securities and Exchange Commission. The Company has the duty of disclosure corporate's information with prudent, accurate, sufficient both Thai and English version timely through the SET electronic system and the Company's website. Disclosure of material nonpublic information of the Company must be the person who is designated only.

The Board of Directors monitors the compliance with the Insider Trading Policy. In 2021, there was no misconduct found in respect of insider trading.

5.30 Conflict of Interest Policy

The Company determined that directors, executives and related persons to report their interest or a related person's interest for consideration by which conflict of interest may arise and use an opportunity or insider information to benefit them or operate any business competing with the Company or do something apart from their duty including trading of the Company's share. Moreover, prohibit holding shares of competing business or any business that may cause any conflict of interests between employees or member of their families with the Company, should be disclose to the Company Secretary.

The Board of Directors monitors the compliance with the Conflict of Interest Policy. In 2021, there was no misconduct found in respect of conflict of interest.

5.31 Anti-Corruption Policy

1. Guideline on Giving/ Accepting Gifts, Donation and Monetary supporting

The Company has set guidelines for giving and receiving gifts or other benefits for directors, executives and employees to be put into practice by prohibiting the directors, executives and employees at all levels, including their family, to receive or give gifts or other benefits from customers, suppliers, contractors, subcontractors or those who are involved with the Company's business, unless it is a traditional gift to maintain good relationship between individuals only. If the gifts or other benefits are worth more than 3,000 Baht, they must report to their supervisor and a "Report on Giving or Receiving Gifts or Other Benefits" must be prepared as a report and deliver the gift delivered to the Human Resource Department.

2. Hospitality Guideline

Reception must be based on tradition and comply with the "Sufficient Economy" philosophy. It must be moderate, infrequent, and appropriate for opportunity. It must not conflict with the legal regulations and be in accordance with good corporate governance policies and the Company's codes of conduct strictly.

3. Charity Guideline

Donations must be for public charities or with the clear purpose of benefiting society, without any hidden agenda or receive incorrect business benefits or indirect bribery. Therefore, the Company requires that donations be approved by an authorized person in accordance with the Company's approval manual and under the framework of good corporate governance policies and codes of conduct strictly.

4. Financial Contribution Guideline

The Company requires an internal control process and internal audit to ensure the reasonable and transparent use of funding. The approval process and the use of funds are in accordance with internal control procedures and approval is according to the Company's approval manual. In this regard, funding requires an internal record identifying clear objectives, responsibilities, evaluations, and monitoring and reporting to the supervisor.

5. Reporting on Anti-corruption Performance

The board of directors requires the preparation of a report on compliance with anti-corruption practices to be reported to the executive board on a monthly basis and to be proposed to the board of directors. It covers the communication of the anti-corruption policies, both inside and outside the organization, corruption-risk management, the giving and receiving of gifts, entertainment, charitable donations, funding, whistle-blowing and complaint.

6. Political Contribution Practices

This is to say, directors, executives, and employees have the right to engage in or support political activities personally, outside of office hours, and not on behalf of the Company. The Company does not provide any support to carry out political activities or any political party. The Company is neutral, not aligning with any parties or political groups.

5.32 Political Contribution Policies

The Company has policy that directors, executives and employees have the right to engage in or support political activities following to the democracy, however the Company is neutral, not aligning with any parties or political groups.

5.33 Investment Policy and Supervision of Subsidiaries and Joint Ventures

The Company has a policy on entering into joint ventures in order to be a dealer for distribution of products and services in consumer product business which has potential to grow and opportunities to earn profits for the Company. In the event that the Company establishes its subsidiary, the Company shall control and determine the management policy, as well as appoint a representative(s) to be the director(s) in proportion to its shareholding and attend meetings in the capacity of the shareholder(s). Such representative(s) shall cast a vote at the meeting under the guideline or direction as determined by the Board of Directors. For the investment in joint ventures, the Company shall appoint a representative(s) to be the director(s)/executive(s) as it deems appropriate, subject to the agreement to be further executed. In order to operate and monitor the operation effectively and efficiently in line with the business policy, the Board of Directors has directed its subsidiaries and joint ventures to report its performance on a monthly basis.

5.34 Corporate Governance Policy and Business Ethics

The Board of Directors has placed emphasis on corporate governance for the benefits of the Company, its shareholders, customers and the stakeholders may enjoy the benefits as well. Applying the principles of corporate governance and code of conduct will result in good business operation in the long run and it will be reliable in the eye of the shareholders and everyone around. Moreover, it is beneficial to create value for the purpose of sustainable business in line with the business prospects, investors, capital market and the society, in general.

The Company has disclosed the principles of corporate governance on the Company's website for the purpose of publication to its shareholders. The investors have acknowledged that the Company has determined to carry out the business under the principles of corporate governance for transparency and accountability. As for the employees, the Company has prepared a written manual and emphasizes the employees to understand and deem it important, as well as to perform their tasks with ethics, in order to ensure that every employee has knowledge and understanding in business ethics, the results of which will be evaluated in order to improve the communication to assure the employees have thoroughly understood. The newly recruited employees shall attend an orientation on the topic of business ethics and their business ethics will be evaluated annually. Besides, the Company has encouraged all employees to recognize the good corporate governance culture by stipulating it to be an indicator of performance evaluation.

In 2021, all employees conducted the test on the Company's code of conduct and good corporate governance via online system on November 19, 2021. The overall test results were in the range of 94.80%.

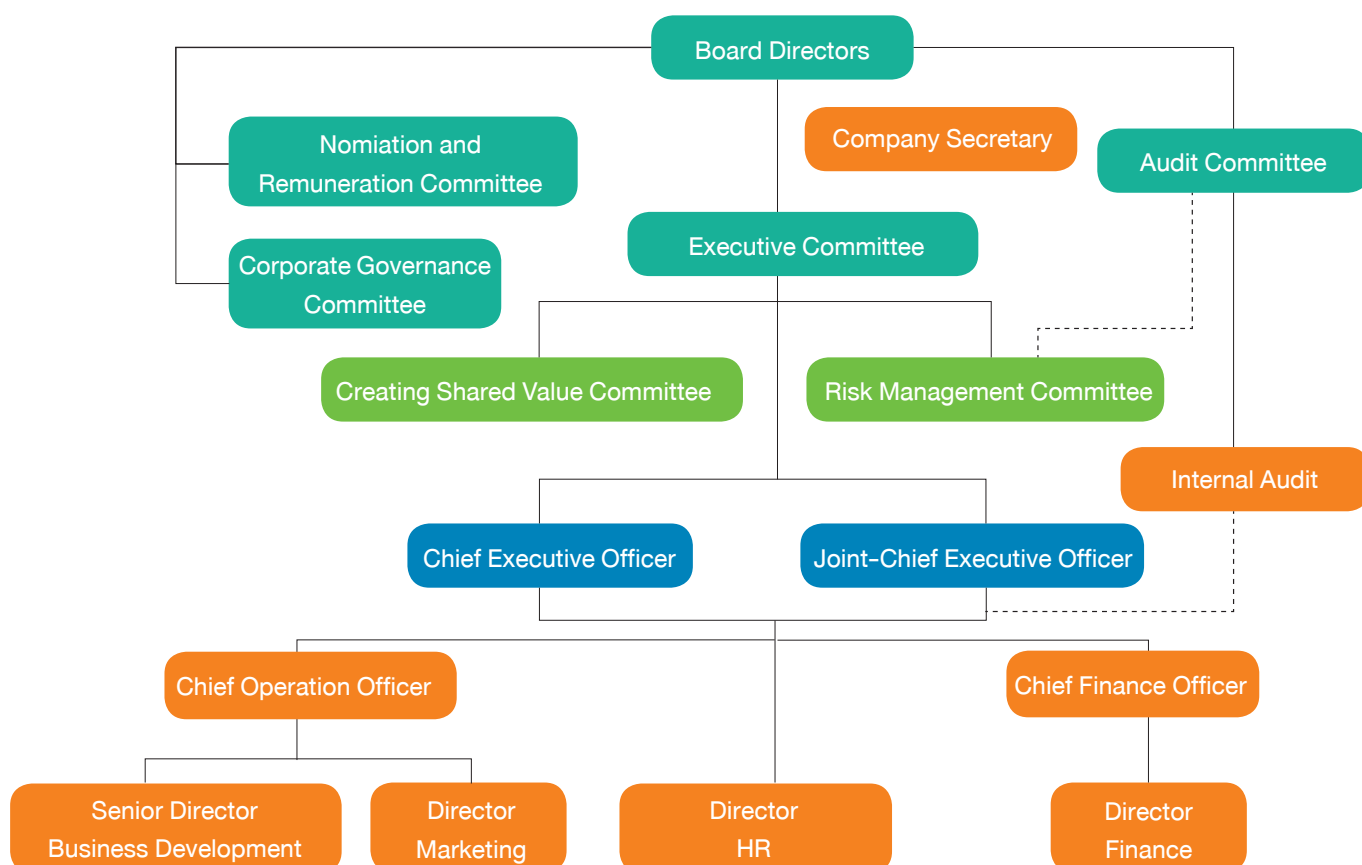
Committees and Management Structure

The Company's Board structure is comprised of Sub-Board Committee and Management. All of the Company's directors and management are qualified in accordance with Section 68 of the Public limited Company Act B.E. 2535 and relevant of SEC's notification. As of December 31, 2021, the Company's management structure consists of the following Committee:

- Board of Directors
- 6 Sub-Committees:
 - ▶▶ Audit Committee ("AC")
 - ▶▶ Nomination and Remuneration Committee ("NRC")
 - ▶▶ Good Corporate Governance Committee ("GCGC")
 - ▶▶ Executive Committee ("EXCOM")
 - ▶▶ Risk Management Committee ("RMC")
 - ▶▶ Creating Shared Value Committee ("CSVC")

1. Organization Structure

The Board of Directors considers to structure the Company organization and management system under the Good Corporate Governance. Shareholders appoint the appropriate persons as Company's directors to take role and responsibility of the Management for the utmost benefit of the company, shareholders and other stakeholders



2. The Board of Directors

The Board of Directors must be qualified in accordance with the Public Company Limited Company Act and relevant of SEC's notification. The number of the Board of Directors of the Company is not less than 5 and not over 12 appointed by shareholders' meeting and the half of Board of Directors need to residing in Thailand.

As of December 31, 2021, the Board of directors consists of 9 directors including:

- 3 independent directors;
- 3 non-executive directors; and
- 3 executive directors.

Name-Surname	Position	Type
Mr. Sumeth Lersumitkul	Chairman of the Board	Non-executive Director
Mrs. La-aid Vongvongepop (resigned wef. 12 May 2021)	Chairman of Audit Committee/ Chairman of Good Corporate Governance Committee/ Nomination and Remuneration Committee member	Independent Director
Mr. Manit Jeeradit	Chairman of Audit Committee/ Nomination and Remuneration Committee member/ Good Corporate Governance Committee member	Independent Director
Mr. Songtham Phianpattanawit	Chairman of Nomination and Remuneration Committee/Audit Committee member/Good Corporate Governance Committee member	Independent Director
Assoc. Prof. Chadaporn Teekauttamakorn	Chairman of Good Corporate Governance Committee/Audit Committee member/ Nomination and Remuneration Committee member	Independent Director
Mr. Somboon Prasitjutrakul	Director	Director
Mrs. Sureeporn Anuvatudom	Director	Executive Director
Ms. Suwanna Chokdee-anand	Director	Executive Director
Mr. Methin Lersumitkul	Director	Executive Director
Mr. Suthee Lersumitkul (be appointed wef. 27 Apr 2021)	Director	Director

3. Company Secretary

The Board of Directors has appointed Company Secretary whose duties and responsibilities are as stipulated in the Securities and Exchange Act (as amended) for providing consultation in accordance with rules and regulation of SEC and SET. Ms. Chananya Vilamard has been appointed as Company Secretary following to the Board of Directors' resolution on May 13, 2020.

4 Authorised Directors who can sign on behalf of the Company

The authorized directors who can sign on behalf of the Company are Mr. Sumeth Lersumitkul or Mrs. Sureeporn Anuvatudom or Mr. Methin Lersumitkul one of those three jointly sign with Ms. Suwanna Chokdee-anand with the Company's seal affixed.

5. Scope of Power and Duties of the Board of Directors

1. Carry out business operation under the Company's article of association, laws, board of directors' and shareholders' resolutions (Duty of Obedience) with responsibilities, prudent and cautiously (Duty of Care), honest, trustworthy (Duty of Loyalty) and oversee the disclosure of financial and non-financial precisely in time (Duty of Disclosure).
2. Monitor and follow-up that management has operated to the best interest and fairly of majority and minority shareholders including other stakeholders such as customers, partners, creditors, competitors, employees, community, social and environment to protect their legal rights.
3. Define the Company's vision, mission, objectives and goals in steering business operations according to building sustainable value and review it's regularly, at least annually.
4. Consider and approve operation policies, allocation of resources and budget as provide by the Company's management. In addition, monitor and ensure policies and plans implementation efficiency and effectiveness as goal setting. The outcomes shall report to the Board of Directors and Executive Committee quarterly as well as problems and impediments that occur and adaptation plans.
5. Supporting, promoting and instill values, moral and ethics in all level of the Company under the Good Corporate Governance Policy, Code of Conducts and Anti-corruptions Practices.
6. Foster and support to create value-added to the Company with innovation and technology as well as using information technology to develop and improve the Company's business operations.
7. Appointing and defined role, duties and responsibilities of the Committees
8. Appointing directors or executives to be directors in the associate, subsidiary or affiliate of its company.
9. Set a written corporate governance policy and review it's regularly, at least annually.

10. Set a written Code of Conduct for directors, executives and employees to understand the business ethical standards of the Company's business besides employee's regulations that along with labor law. Monitor compliance to the Code of Conduct strictly.
11. Consider any conflict of interest thoroughly under clear guidelines for the best interest of the Company and all shareholders. Excluding any conflicted persons to participate in decision making. Monitor compliance with regulations relating to procedures transactions with conflict of interests.
12. Disclose a report on securities holding by each of them and related persons under the Securities and Exchange Act B.E. 2535 Section 59, and shall submit the report to company secretary for gathering and propose the report to the Board of Directors including disclose to the shareholders in annual report.
13. Ensure that an internal control system is in place. Assign internal control department, an independently unit to perform an internal control duties as above.
14. Establish a risk management policy to cover all activities of the Company. Assign management to implement the policy and report to the Board of Directors regularly, at least quarterly.

6. Authorization of the Board of Directors

1. Consider and approve the annual and revised budget.
2. Consider and approve the purchase of fixed assets worth more than 80,000,000 Baht in accordance with the rules and regulations stipulated by the Stock Exchange of Thailand and the Securities Exchange Commission concerning the acquisition or disposal of assets.
3. Consider and approve investments in securities, bonds, equity instruments, and unit trusts. This includes acquisitions, joint ventures in projects/other activities in which the project/activity value is more than 80,000,000 Baht per transaction or the project/activity is in accordance with the rules and regulations stipulated by the Stock Exchange of Thailand and the Securities Exchange Commission concerning acquisition or disposal of assets.
4. Consider and approve the borrowing or issuance of debentures. This includes providing a guarantee, loan guarantee, pawns, and mortgages for any of the Company's loan requests worth more than 80,000,000 Baht per request.
5. Consider and approve the writing-off of bad debt in accordance with the principles, procedures, and conditions declared and determined by law worth more than 5,000,000 Baht.
6. Consider and approve transactions that connect the Company, subsidiaries, and associated companies with related associates on matters that do not require resolution from the shareholders' meeting.

7. Consider and approve the leasing of the Company's assets with a contract period of more than (3) three years.
8. Consider and approve other matters beyond the scope, authorization, and duties of the Executive Committee.

7. Board and Sub-Board Meeting Schedule for year 2021

The board members were notified of 2020 Board Calendar in the Board Meeting No. 4/2020 by the Company Secretary in advance in order to secure and manage their prior schedule. In 2021, there was one meeting be held without management as details follows:

Meeting	No. 1/2021	No. 2/2021	No. 3/2021	No. 4/2021	No. 5/2021
Board of Directors	23 Feb 2021	11 May 2021	10 Aug 2021	9 Nov 2021	
Audit Committee	17 Feb 2021	5 May 2021	4 Aug 2021	3 Nov 2021	14 Dec 2021*
Nomination and Remuneration Committee	23 Feb 2021	11 May 2021			
Good Corporate Governance Committee	17 Feb 2021	3 Nov 2021			

* Meeting without Management

In the year 2021, The Board of Directors held 4 meetings. In each Board of Director meeting, there were two-third of the Board of Directors' members attending each session to form quorum.

The Company has adopted a policy regarding the minimum quorum at the time the Board of Directors cast their votes. That is to say, there shall be not less than two-third of the total members of the Board of Directors.

Details of the Board of Director and Sub-Board Committee Meetings

Directors/ Meeting	Board of Directors	AC	NRC	GCGC	EXCOM	RMC	CSVC
Mr. Sumeth Lersumitkul	4/4				6/6		
Mrs. La-aid Vongvongpop (resigned wef. 12 May 2021)	2/2	2/2	2/2	1/1			
Mr. Manit Jeeradit	4/4	5/5	2/2	2/2			
Mr. Songtham Phianpattanawit	4/4	3/3	2/2	1/1			
Assoc. Professor Chadaporn Teekauttamakorn	4/4	5/5		2/2			
Mr. Somboon Prasitjutrakul	4/4						
Mrs. Sureeporn Anuvatudom	4/4				6/6	4/4	
Ms. Suwanna Chokdee-anand	4/4				6/6	4/4	1/1
Mr. Methin Lersumitkul	4/4				6/6	4/4	1/1
Mr. Suthee Lersumitkul (be appointed wef. 27 Apr 2021)	3/3						

8. Duties and Responsibilities of the Chairman

To ensure the clear division of duties of the Company's policy formulation and operation, and the role of the Board to lead and monitor the management's performance, the Company stipulates that the Chairman and the Chief Executive Officer must not be the same persons. The Chairman's duties and responsibilities including the following:

1. Call Board meeting, chair Board meeting and shareholders' meeting as well as meeting agenda in collaboration with the Chief Executive Officer. In concert with the Chief Executive Officer, to develop and set the agendas for meetings of the Board and oversee the process of sending out a notice and supporting documents accurately and completely in time.
2. Conducting meeting in accordance with the following agenda and comply with the Company's Article of Association and related laws.
3. Manage the time and maintain the scheduled meeting timings including encourage all directors to express their opinions freely.

9. Duties and Responsibilities of the Chief Executive Officer

The Chief Executive Officer has authority and responsibilities regarding the Company as assigned by the resolutions of the Board of Directors, the Executive Committee and the shareholders' meeting. In addition, the Chief Executive Officer is responsible for developing and implementing the Vision, the Mission and the expected values of the Company.

1. Operate and/or manage the Company's daily tasks so that they are in accordance with the Company's vision, mission, expected value, goals and policies approved by the board of directors.
2. Follow-up operational results and advancement. This includes reporting the operational results, problems or obstacles that arise, and guidelines for improvement for the board of directors to acknowledge.
3. Consider the stipulations for anti-corruption policies and guidelines. This includes the promotion and support of the policies and guidelines and the regular review of the appropriateness of the systems and measures in order to align them with changes in business, acts and regulations of the law.
4. Consider setting up communication between Company personnel and relevant persons in order to acknowledge fraud and anti-corruption policies and guidelines.
5. Consider defining corporate structure and annual manpower ratios for the consideration of the executive committee.
6. Consider the approval of procurement, appointment, transfer, removals, and layoffs. Define wages, remuneration, bonuses and other benefits for the Company's executives and employees except for the position of Chief Executive Officer which will be considered and approved by the board of directors.
7. Consider the approval of budgets for production projects and/or new dealers and new distributors.
8. Consider the approval of permanent assets purchases within a budget that does not exceed 20,000,000 Baht and does not exceed 5,000,000 Baht for non-budgeted items.
9. Consider the approval of distribution, demolition and contribution of permanent assets and other assets that do not exceed 3,000,000 Baht.
10. Consider the approval of all administrative expenses that do not exceed 5,000,000 Baht or does not exceed 100,000 Baht for non-budgeted items.
11. Consider the approval of advertising and sales promotion expenses that have a value over 8,000,000 Baht.
12. Consider the approval of employee loans that have a value over 200,000 Baht.

13. Consider the approval of work-related overseas travelling expenses for executives and employees.
14. Consider the approval of regale allowance that have a value over 30,000 Baht per time.
15. Consider the approval of products given as tributes and samples that have a value over 10,000 Baht.
16. Operate in other areas assigned by the board of directors and/or the executive committee and operate according to the laws and regulations of government sectors.

10. Being Director of other companies

The Board of directors has defined the Chief Executive Officer to take position of director not over than 3 companies. In the case that the Company is the shareholders, the Chief Executive Officer could be assigned to take a position as a director or considering other qualified executive to take a position as a director instead.

11. Scope of Duties and Responsibilities of the Company Secretary

1. Prepare and maintain the following documents:
 - a) Directors' registry;
 - b) Notices for the Board of Director's meetings, minutes of the Board of Directors' meeting and Annual Report of the Board of Directors; and
 - c) Notices for the shareholders' meeting and minutes of the shareholders' meeting.
2. Maintain the report on stake holdings of directors and management.
3. Carry out other tasks as assigned by the Board of Directors.

12. Qualification of the Company Secretary

1. Understanding in the Company's business, as well as roles related to the company secretary's duty and knowledge such as directors and the company's roles and responsibilities, understanding the relevant laws and regulations and to regularly learn and track on related information for improvement.
2. Responsible for compliance with the company's laws and regulations. Honestly committed, dedicated to achieving and supporting the company's operations to achieve the objectives under the good corporate governance principles and business ethics of the Company.
3. Adherence to the integrity and ethics of all stakeholders. Do not take any action that will result in a bad reputation or company image.
4. Having no intention to earn personal benefit from the Company's business opportunities, as well as keeping the confidentiality of the Company.
5. Having interpersonal relation, be able to liaise with internal and external parties.

13. Audit Committee

The Audit Committee consists of 3 independent directors and two of them have knowledge, understanding or experience in accounting or finance with the qualifications specified by the Securities and Exchange of Thailand Act.

As of December 31, 2021, the Audit Committee consisted of 3 independent directors as the following:

Name-Surname	Position	Skill
Mrs. La-aid Vongvongpop (resigned wef. 12 May 2021)	Chairman	Accounting and Finance
Mr. Manit Jeeradit	Chairman	Accounting and Finance
Assoc. Prof. Chadaporn Teekauttamakorn	Member	Accounting and Finance
Mr. Songtham Phianpattanawit (be appointed as a AC member wef. 12 May 2021)	Member	Information Technology

- **Roles and Responsibilities of Audit Committee**

1. Ensure the Company's financial statements are accurate and sufficient by reviewing its proper and effectiveness of internal control, management control and internal audit
2. Reviewing the Company comply with the laws related securities and exchange as well as the SET regulations and law related to the Company's business
3. Report on internal control system and its sufficient in the annual report
4. Perform any other duties as the assignment of the Board of Directors in the Charter of the Audit Committee that concurred the Audit Committee and under related legislations.

In 2021, Audit Committee Meeting held 5 meetings as follows:

Meeting No.	Dated	Mrs. La-aid Vongvongpop	Mr. Mani Jeeradit	Assoc. Prof. Chadaporn Teekauttamakorn	Mr. Songtham Phianpattanawit	External Auditor - DIA
1/2021	17 Feb 2021	●	●	●		● (FS 2020)
2/2021	5 May 2021	●	●	●		● (FS Q1/2021)
3/2021	4 Aug 2021		●	●	●	● (FS Q2/2021)
4/2021	3 Nov 2021		●	●	●	● (FS Q3/2021)
5/2021	14 Dec 2021		●	●	●	● Non- Management Meeting

14. Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of 3 independent directors and the Chairman of the Remuneration Committee is an Independent Director.

As of December 31, 2021, the Nomination and Remuneration Committee consisted of 3 independent directors as the following:

Name-Surname	Position
Mr. Mani Jeeradit	Chairman of NRC and Independent Director
Mrs. La-aid Vongvongpop (resigned wef. 12 May 2021)	Member of NRC and Independent Director
Mr. Songtham Phianpattanawit	Member of NRC and Independent Director
Assoc. Professor Chadaporn Teekauttamakorn (be appointed as NRC member, wef. 12 May 2021)	Member of NRC and Independent Director

The Nomination and Remuneration Committee shall consider the guidelines for determining the remuneration of directors at a fair and appropriate level in relation to the duties and responsibilities of the committee. The remuneration should be enough to motivate and retain a quality committee. The committee proposes remuneration for the approval of the board of directors and the shareholders' meeting and perform other Board-assigned tasks.

In 2021, the Remuneration Committee held 2 meetings as follows:

Name	No. 1/2021 (23 Feb 2021)	No. 1/2021 (11 May 2021)
Mr. Manit Jeeradit	●	●
Mrs. La-aid Vongvongpop	●	●
Mr. Songtham Phianpattanawit	●	●
Assoc. Professor Chadaporn Teekauttamakorn		

15. Good Corporate Governance Committee

The Board of Directors is considered and approved to establish the Good Corporate Governance Committee at its meeting on May 13, 2020. The Good Corporate Governance Committee consists of 3 independent directors and the Chairman of the Good Corporate Committee is an Independent Director.

As of December 31, 2021, the Good Corporate Governance Committee consisted of 3 independent directors as the following:

Name-Surname	Position
Mrs. La-aid Vongvongpop (resigned wef. 12 May 2021)	Chairman of GCG and Independent Director
Assoc. Prof. Chadaporn Teekauttamakorn (be appointed as Chairman of GCGC, wef. 12 May 2021)	Chairman of GCG and Independent Director
Mr. Manit Jeeradit	Member of GCG and Independent Director
Mr. Songtham Phianpattanawit	Member of GCG and Independent Director

- Roles and Responsibilities of Good Corporate Governance Committee
 1. Determine good corporate governance principles and professional conducts of directors, executives and employees.
 2. Monitor, evaluate the result of conformance with good corporate governance principles and professional conducts of directors, executives and employees and provide any suggestions regarding such matters.

3. Arrange any activities to encourage directors, executives and employees to understand more about good corporate governance principles and realize the necessity to conform to specified professional conduct.
4. Ensure full and fair disclosure of conformance with good corporate governance principles in the Company's Annual Report.
5. Perform other tasks requested by the Board of Directors.

16. Executive Committee

Executive Committee consists of at 5 members. They have roles and responsibilities as management team within the scope that authorized by the board of directors. This includes thoroughly consider matters before tabling to the directors' meeting for approval.

As of December 31, 2021, the Executive Committee comprises of 5 members as follows:

Name – Surname	Position
1. Mr. Sumeth Lersumitkul	Chairman
2. Ms. Suwanna Chokdee-anand	Member
3. Mrs. Sureeporn Anuvatudom	Member
4. Mr. Methin Lersumitkul	Member
5. Mrs. Pornpimon Suwankajit	Member

- Roles and Responsibilities of the Executive Committee
 1. To consider policies, goals, strategies, business plans and annual budget in order to present to the Board of Directors for its approval and review on a regular basis.
 2. To consider to implement, monitor and control the business operation in accordance with the policies, goals, business plans and annual budget.
 3. To consider to determine the organization chart and manpower for each financial year, and to determine the salary structure for each level of employees, including employee recruitment, appointment, rotation, promotion, performance assessment, including salary adjustment, employee remuneration and benefits, except for the position of Chief Executive Officer, all of which Chief Executive Officer may be assigned to be the authorized person on behalf of the Company to execute the employee contract for employees at all levels, except for the position of Chief Executive Officer.
 4. To consider all investment in securities, bonds, equities, investment units, including any acquisition of or joint venture in projects or other business affairs, subject to the approval limit of not more than THB 80,000,000.

5. To consider to enter into any financial transaction with financial institutions in order to open/close bank deposit account, or apply for any other services of banks, including borrowing, issuing bonds, providing collateral, guarantee of loans, pledge, mortgage, credit loans, on behalf of the Company, subject to the approval limit of not more than THB 80,000,000.
6. To consider purchase of all types of permanent assets which are on budget, subject to the approval limit of not more than THB 80,000,000 and to purchase assets which are off budget, subject to the approval limit of not more than THB 10,000,000.
7. To consider distribution, destruction and donation of permanent assets and other assets, subject to the approval limit of not more than THB 80,000,000; to consider writing off bad debts, subject to the approval limit of not more than THB 5,000,000 and to consider destruction of defective, obsolete and expired product, subject to the approval limit of not more than THB 300,000.

In 2021, the Executive Committee held 6 meetings, and in each meeting, at least two-third of the Executive Committee members attended the meeting.

17. Risk Management Committee

The Board of Directors considered to appoint Risk Management Committee by consists of at least 5 members and at least 1 of 5 is Company's directors. As of December 31, 2021, the Risk Management Committee consists of 5 members as the following:

Name-Surname	Position
1. Mrs. Sureeporn Anuvatudom	Chairman
2. Ms. Suwanna Chokdee-anand	Member
3. Mr. Methin Lersumitkul	Member
4. Mrs. Sasithon Lersumitkul	Member
5. Mrs. Saovakhon Somabot	Member

18. Creating Shared Value Committee

Creating Shared Value Sub-committee must consist of 5 members and 1 of member must be the Company's directors. As of December 31, 2021, the Creating Shared Value Committee consists of 6 members as the following;

Name-Surname	Position
Ms. Suwanna Chokdee-anand	Chairman
Mr. Methin Lersumitkul	Member
Mrs. Pornpimon Suwankajit	Member
Mrs. Jittranart Buacharoen (resigned 2021)	Member
Mr. Teerapong Songkrowh	Member
Ms. Phenyalaq Chansuthep (resigned 2021)	Member and Secretary
Ms. Natcharee Chaiveeraphatthna (replacement in 2021)	Member
Ms. Kessarinn Pattanaphol (replacement in 2021)	Member and Secretary

19. Management

As of December 31, 2021, the Company's management (under definition of SEC) are consisted of the following 5 members:

Name-Surname	Position
Ms. Suwanna Chokdee-anand	Chief Executive Officer
Mrs. Sureeporn Anuvatudom	Joint Chief Executive Officer
Mr. Methin Lersumitkul	Senior Business Development and Marketing Director
Mrs. Pornpimon Suwankajit	HR Director
Mrs. Saovakhon Somabot	Accounting Manager

20. Directors, Executives and Employees Compensation

- Monetary Compensation
- Director Compensation Policy

The compensation for directors was specified; by taking into account each role and responsibility of the Board of Directors and the committees, and also retain and motivate qualified directors to perform their duties effectively and responsibly. The Board of Directors should propose the shareholders to approve the maximum aggregate amount of annual compensation for the members of the Board of Directors. The 2021 Annual General Meeting approved the director compensation amount of Baht 2.5 million for the Board of Directors, Audit Committee and Sub-committee.

The 2021 directors remuneration by position as follow:

Position	Allowance (Baht/Meeting)
Board of Directors	
Chairman	85,000
Member	30,000
Audit Committee	
Chairman	40,000
Member	30,000
Nomination and Remuneration Committee	
Chairman	10,000
Member	7,500
Good Corporate Governance Committee	
Chairman	10,000
Member	7,500

2021 Total Directors Compensation

Name	Director Compensation (Baht)	Sub-Committee (Baht)	Bonus (Baht)	Other Benefits (Baht)	Total (Baht)
Mr. Sumeth Lersumitkul	340,000	-	-	No	340,000
Mrs. La-aid Vongvongpop	60,000	105,000	-	No	165,000
Mr. Manit Jeeradit	120,000	212,500	-	No	332,500
Mr. Songtham Phianpattanawit	120,000	115,000	-	No	235,000
Assoc. Prof. Chadaporn Teekauttamakorn	120,000	167,500	-	No	287,500
Mr. Somboon Prasitjutrakul*	120,000	-	-	No	120,000
Mrs. Sureeporn Anuvatudom	120,000	-	-	No	120,000
Ms. Suwanna Chokdee-anand	120,000	-	-	No	120,000
Mr. Methin Lersumitkul	120,000	-	-	No	120,000
Mr. Suthee Lersumitkul	90,000	-	-	No	90,000
Total	1,420,000	600,000	-	No	2,020,000

Remark : The company does not pay any other benefits to the Board members apart from meeting allowance.

* receive the advisor fee, apart from meeting allowance.

• Remuneration of Management

The Company has established remuneration of Management in short-term and long-term goals.

Type of Remuneration	2021 (THB)	2020 (THB)	2019 (THB)
Total salaries	22,836,687	23,938,118	29,803,723
Bonus	1,903,057	1,832,918	2,483,644
Social Security Funds	51,300	34,350	54,000
Provident Funds	584,737	564,592	894,110
Advisor Fee	3,360,000	3,710,000	3,616,800
Long-term Employees' benefit	206,298	443,378	464,035
Net Total	28,906,079	30,523,356	37,316,311

• Other compensation

No other compensation was paid.

Personal Data of the Company's Director



Mr. Sumeth Lersumitkul

Age 71

Chairman of the Board

Education

- Master Degree of Business Administration, Ramkhamhaeng University
- Bachelor Degree of Economics, Ramkhamhaeng University

Training

Thai Listed Companies Association (TLCA)

- Certification of Executive Development Program (EDP), 14/2014

Capital Market Academy (CMA)

- Certification of Chief Executive Program, 15/2012

Thai Institute of Directors (IOD)

- Role of the Chairman Program (RCP), 31/2013
- Role of Compensation Committee (RCC), 16/2013
- Role of Nomination & Governance Committee (RNG), 5/2013
- Director Certification Program (DCP), 107/2008
- Director Accreditation Program (DAP), 69/2008

No. of Share (%):

52.32%

Relationship among Directors

Spouse of Mrs. Sureeporn Anuvatudom /
Father of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship with other directors | Yes |

Work Experiences

Listed Companies

- 2015 - Present Chairman of the Board of Directors, Moong Pattana International Public Company Limited
- 2011 - 2015 Chairman of the Board of Directors & Chief Executive Officer, Moong Pattana International Public Company Limited
- 2008 - 2011 Director & Chief Executive Officer, Moong Pattana International Public Company Limited

Non-Listed Companies

- 2015 - Present Advisory Director, Yoshino Moong Pattana (Thailand) Co., Ltd.
- 2015 - Present Advisory Director, Pigeon Industries (Thailand) Co., Ltd.
- 1990 - Present Chairman, Thai Pigeon Co., Ltd.
- 1981 - 2008 Chief Executive Officer, Moong Pattana Marketing Co., Ltd.

Positions in other competitor / related companies

No



Mrs. La-aid Vongvongpop

Age 77

Independent Director/ Chairman of Audit Committee/
Chairman of Good Corporate Governance Committee/
Nomination and Remuneration Committee's member

Education

- Master Degree of Business Administration, Golden Gate University, California U.S.A.
- Bachelor Degree of Commerce, Thammasat University
- Bachelor Degree of Accounting, Thammasat University
- Certified Public Accountant (Thailand) No.5834

Training

Thai Institute of Directors (IOD)

- Advanced Audit Committee Program (AAP), 27/2017
- Risk Management Program for Corporate Leaders (RCL), 5/2016
- Anti-Corruption for Executive Program (ACEP), 15/2015
- Audit Committee Program (ACP), 22/2008
- Director Certification Program (DCP), 51/2004
- Director Accreditation Program (DAP), 23/2004

Federation of Accounting Professions (FAP)

- Knowing new TFRS implementing in year 2019 and 2020 (2/2018)
- Acquisition and Advance Managerial of Financial Statements Workshop
- Integrated Report, 2/2017

No. of Share (%):

0.01%

Relationship among Directors

No

Relationship with the Company

- Be an executives, employee, staff or advisor who receives salary No
- Be a professional service provider (such as auditor or a lawyer) No
- Having material business relationship that may affect independence of judgment No
- Having a relationship with other directors No

Work Experiences

Listed Companies

- May 2020 - May 2021 Chairman of Good Corporate Governance Committee/ Nomination and Remuneration Committee member, Moong Pattana International Public Company Limited
- 2008 - May 2021 Independent Director/ Chairman of the Audit Committee, Moong Pattana International Public Company Limited
- 2015 - 2020 Remuneration Committee, Moong Pattana International Public Company Limited
- 2005 - 2012 Chairman of Audit Committee, Central Plaza Hotel Public Company Limited
- 1998 - 2004 Deputy Managing Director Thainox Stainless, Steel Public Company Limited

Non-Listed Companies

- 2011 - Present Independent Director / Audit Committee, Erawan Sugar Co., Ltd.
- 2006 - Present Executive Director, Thapanin Co., Ltd.
- 2006 - 2017 Director, TPN Singapore Pte.
- 2009 - 2011 Chairman, Green R.V. Co., Ltd

Positions in other competitor / related companies

No



Mr. Mani Jeeradit

Age 73

Independent Director/ Chairman of Audit Committee/
Nomination and Remuneration Committee's member/
Good Corporate Governance Committee's member

Education

- B.A (Summar Cum Laude) Claremont Men's College (now, Claremont McKenna College), California, U.S.A.

Training

Thai Institute of Directors (IOD)

- Anti-Corruption for Executive Program (ACEP), 15/2015
- Audit Committee Program (ACP), 36/2011
- Director Certification Program (DCP), 187/2014
- Director Accreditation Program (DAP), 87/2011

No. of Share (%):

No

Relationship among Directors

No

Relationship with the Company

- Be an executives, employee, staff or advisor who receives salary No
- Be a professional service provider (such as auditor or a lawyer) No
- Having material business relationship that may affect independence of judgment No
- Having a relationship with other directors No

Work Experiences

Listed Companies

- May 2021 - Present Chairman of Audit Committee/ Nomination and Remuneration Committee's member, Moong Pattana International Public Company Limited
- May 2020 - Present Good Corporate Governance Committee's member, Moong Pattana International Public Company Limited
- 2011 - Present Independent Director Moong, Pattana International Public Company
- 2011 - May 2021 Audit Committee's member, Moong Pattana International Public Company
- May 2020 - May 2021 Chairman of Nomination and Remuneration Committee, Moong Pattana International Public Company
- 2015 - 2020 Chairman of Remuneration Committee, Moong Pattana International Public Company Limited.
- 2012 - Present Chairman of Audit Committee, Chularat Hospital Group
- 1999 - 2008 Senior Executive Vice President, Bank Thai Public Company Limited (now known as CIMB Thai Bank)

Non-Listed Companies

- 2015 - Present Director, License2Q Company Limited
- 2004 - 2009 Chairman, BT Asset Management Company Limited

Positions in other competitor / related companies

No



Mr. Songtham Phianpattanawit

Age 62

Independent Director/ Chairman of Nomination and Remuneration Committee/ Audit Committee's member/ Good Corporate Governance Committee's member

Education

- Bachelor Degree of Computer Science, University of South Alabama

Training

Thai Institute of Directors (IOD)

- Director Certification Program (DCP), 54/2005
- EXAM 16/2005

No. of Share (%):

No

Relationship among Directors

No

Relationship with the Company

- Be an executives, employee, staff or advisor who receives salary No
- Be a professional service provider (such as auditor or a lawyer) No
- Having material business relationship that may affect independence of judgment No
- Having a relationship with other directors No

Work Experiences

Listed Companies

- May 2021 - Present Chairman of Nomination and Remuneration Committee
Moong Pattana International Public Company Limited
- June 2019 - Present Independent Director, Moong Pattana International Public Company Limited
- May 2020 - May 2021 Nomination and Remuneration Committee's member, Moong Pattana International Public Company Limited
- June 2019 - May 2020 Audit Committee's member/ Remuneration Committee's member, Moong Pattana International Public Company Limited
- Jul 2021 - Dec 2021 Director, International Research Corporation PCL.
- 2019 - Mar 2021 Advisor, True Cooperation Public Company Limited
- 2016 - 2017 Chief Corporate Solutions and Cooperation Officer, True Cooperation Public Company Limited
- 2012 - 2016 Group Executive Director- Enterprise and International Services, True Cooperation Public Company Limited
- 2012 - 2016 Managing Director, Bangkok Inter Teletech Public Company Limited
- 2003 - 2012 Managing Director - Corporate Solution True, Cooperation Public Company Limited

Non-Listed Companies

- May 2021 - Present Independent Director/ Chairman of the Information Technology/ Audit Committee's member/ Good Corporate Governance and Sustainability Committee's member
KCG Corporation Co., Ltd.
- 2019 - Present Director Freewill, Solution Company Limited
- 2017 - 2018 Managing Director, IoT & Analytical Business, True Digital Group
- 2012 - 2016 CEO, True International Gateway Co., Ltd.
- 2012 - 2016 CEO, True Touch Co., Ltd True Voice Co., Ltd. Wire and Wireless Co., Ltd.
- 2012 - 2016 Managing Director, Telecom Asset Management Co., Ltd.

Positions in other competitor /related companies

No



Assoc. Prof. Chadaporn Teekauttamakorn

Age 60

Independent Director/ Chairman of the Good Corporate Governance Committee/ Audit Committee's member/ Nomination and Remuneration Committee's member

Education

- Master of Science (Management), Anglia Ruskin University, UK
- Master of Accounting (Management Account), Chulalongkorn University
- Bachelor of Business Administration (Account), Rajamangala Institute of Technology

Training

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP), 171/2020

No. of Share (%):

No

Relationship among Directors

No

Relationship with the Company

- | | |
|--|----|
| • Be an executives, employee, staff or advisor who receives salary | No |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship with other directors | No |

Work Experiences

Listed Companies

- | | |
|-----------------------|---|
| • May 2021 - Present | Chairman of the Good Corporate Governance Committee/ Nomination and Remuneration Committee's member, Moong Pattana International Public Company Limited |
| • Apr 2020 - Present | Independent Director/ Audit Committee's member, Moong Pattana International Public Company Limited |
| • Apr 2020 - May 2021 | Good Corporate Governance Committee's member, Moong Pattana International Public Company Limited |

Non-Listed Companies

- | | |
|------------------|---|
| • Present | Professor who responsible for Accounting Academic, Faculty of Business Administration Ramkhamhaeng University |
| • Present | Working Group Thailand Accounting Program Network, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King |
| • 2016 - Present | Director, Thai Accounting Firms Association |
| • 1994 - 2021 | Professor, Accounting Department, Faculty of Business Administration, Ramkhamhaeng University |
| • 2013 - 2017 | Deputy of Dean, Department of Academic and Research, Faculty of Business Administration Ramkhamhaeng University |

Positions in other competitor / related companies

No



Mr. Somboon Prasitjutrakul

Age 63

Director

Education

- Certificate Senior Executive Management, Stanford, USA
- Master Degree in Business Administration (Management), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Certificate Marketing Management, Thammasat University
- Bachelor of Marketing, San Jose State University, USA

Training

Thai Institute of Directors (IOD)

Director Certification Program (DCP), 54/2005

No. of Share (%):

No

Relationship among Directors

No

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship with other directors | No |

Work Experiences

Listed Companies

- | | |
|----------------------|--|
| • Apr 2020 – Present | Director, Moong Pattana International Public Company Limited |
| • Feb 2017 – Present | Director, JWD Infologistics Public Company Limited |
| • Nov 2013 – Present | Director, Taokaenoi Public Company Limited |
| • 2015 – 2017 | Director, TAC Consumer Public Company Limited |

Non-Listed Companies

- | | |
|------------------|--|
| • 2020 - Present | Director, Tia Ngee Hiang (Chaosua) Co., Ltd. |
| • 2018 – 2020 | Director, Davakam Apothecary Hall Co., Ltd. |
| • 2017 – 2019 | Director, V Food Group Co., Ltd. |
| • 2014 – 2020 | Director, Riverpro Pulp and Paper Co., Ltd. |
| • 2014 – 2020 | Director, Thanatarn Paper Co., Ltd. |

Positions in other competitor / related companies

No



Mrs. Sureeporn Anuvatudom

Age 71

Director / Joint Chief Executive Officer

Education

- Master Degree of Business Administration Ramkhumhaeng University
- Bachelor Degree of Economics, Ramkhumhaeng University

Training

Thai Institute of Directors (IOD)

- Anti-Corruption for Executive Program (ACEP), 15/2015
- Role of Nomination & Governance Committee (RNG), 5/2013
- Director Certification Program (DCP), 181/2013
- The Board's Role in Mergers & Acquisitions (M&A), 1/2011
- Director Accreditation Program (DAP), 69/2008

No. of Share (%):

1.39%

Relationship among Directors

Spouse of Mr. Sumeth Lersumitkul /

Mother of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship among directors | Yes |

Work Experiences

Listed Companies

- 2014 - Present Director and Joint Chief Executive Officer, Moong Pattana International Public Company Limited
- 2008 - 2014 Director and Senior Vice President Moong, Pattana International Public Company Limited

Non-Listed Companies

- 2015 - Present Director, Yoshino Moong Pattana (Thailand) Company Limited
- 1983 - 2017 Director, Elegance Hardware Co., Ltd.
- 1981 - 2008 Vice President - Account & Finance, Moong Pattana Marketing Company Limited

Positions in other competitor / related companies

No



Ms. Suwanna Chokdee-anand

Age 53

Director/ Chief Executive Officer

Education

- Master of Business Administration (MBA Executive) Chulalongkorn University
- Bachelor of Economics and Business Administration, majoring in marketing, Kasetsart University

Training

Thai Institute of Directors (IOD)

- Director Certification Program (DCP), 264/2018
- Anti-Corruption for Executive Program (ACEP), 15/2015
- How to Develop a Risk Management Plan (HRP), 3/2013
- Director Accreditation Program (DAP), 96/2012
- Successful Formulation & Execution Strategy SFE, 13/2011
- The Board's Role in Mergers & Acquisitions (M&A), 1/2011

PACRIM Group

- The 4 Essential Roles of Leadership (2018)

Thailand Management Association (TMA)

- Conflict Resolutions Management (2017)

Narit & Associates Limited

- Commercial Contracts Drafting, Risk Management and Tax Aspects, 2013

Thai Productivity Institute

- Business Process and SOP, 2012

No. of Share (%): 0.63%

Relationship among Directors No

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship among directors | No |

Work Experiences

Listed Companies

- | | |
|------------------|--|
| • 2015 - present | Director & Chief Executive Officer, Moong Pattana International Public Company Limited |
| • 2012 - 2015 | Director/ Senior Executive Vice President - Operation and Commercial, Moong Pattana International Public Company Limited |
| • 2011 - 2012 | Vice President - Marketing and Sales, Moong Pattana International Public Company Limited |

Non-Listed Companies

- | | |
|------------------|--|
| • 2015 - present | Director, Pigeon Industries (Thailand) Co., Ltd. |
| • 2009 - 2010 | Managing Director, Maxus Thailand Co., Ltd. (GroupM Thailand) |
| • 2006 - 2009 | Assistant Managing Director - Branded Business, Malee Enterprise Co., Ltd. |
| • 2003 - 2005 | AVP. Channel Development, Nestle (Thailand) Co., Ltd. |
| • 2001 - 2002 | Senior Manager - National Distributor Development (Food Services BU) Nestle (Thailand) Co., Ltd. |

Positions in other competitor/ related companies

No



Mr. Methin Lersumitkul

Age 45

Director

Education

- Master of International Business, Aston Business School, UK
- Bachelor Degree of Economics, Chulalongkorn University

Training

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP), 122/2015
- How to Develop a Risk Management Plan (HRP), 3/2013

Thailand Management Association (TMA)

- Conflict Resolutions Management (2017)

Idea Forum Co., Ltd.

- Investment Laws in Myanmar, 2015

Thai Chamber of Commerce (NTCC)

- Transforming Mindsets for Executive Leadership - Boost Accountability, Engagement and Collaboration in your team, Netherlands, 2014

Narit & Associates Limited

- Commercial Contracts Drafting, Risk Management and Tax Aspects, 2013

No. of Share (%):

4.61%

Relationship among Directors

Son of Mr. Sumeth Lersumitkul and Mrs. Sureeporn Anuvatudom/ Brother of Mr. Suthee Lersumitkul

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship with other directors | Yes |

Work Experiences

Listed Companies

- | | |
|------------------|--|
| • 2017 - Present | Director/ Senior Business Development and Marketing Director
Moong Pattana International Public Company Limited |
| • 2016 - 2017 | Business Development and Marketing Director
Moong Pattana International Public Company Limited |
| • 2013 - 2016 | Business Development Director, Moong Pattana International Public Company Limited |
| • 2011 - 2013 | Marketing Director, Moong Pattana International Public Company Limited |
| • 2010 - 2011 | Assistant Vice President, Moong Pattana International Public Company Limited |
| • 2002 - 2008 | Marketing Manager /Group Brand Manager / Brand Manager
Moong Pattana International Public Company Limited |

Non-Listed Companies

-None-

Positions in other competitor/ related companies

No



Mr. Suthee Lersumitkul

Age 42

Director

Education

- Master of Marketing Analysis, De Paul University
- Bachelor of Economics, Monetary and Finance, Thammasat University

Training

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP), 187/2021

No. of Share (%):

4.74%

Relationship among Directors

Son of Mr. Sumeth Lersumitkul and Mrs. Sureeporn
Anuvatudom/ Brother of Mr. Methin Lersumitkul

Relationship with the Company

- | | |
|--|-----|
| • Be an executives, employee, staff or advisor who receives salary | Yes |
| • Be a professional service provider (such as auditor or a lawyer) | No |
| • Having material business relationship that may affect independence of judgment | No |
| • Having a relationship with other directors | Yes |

Work Experiences

Listed Companies

- | | |
|----------------------|---|
| • Apr 2021 – Present | Director, Moong Pattana International Public Company Limited |
| • 2016 – Present | Senior Brand Manager
Moong Pattana International Public Company Limited |
| • 2014 - 2016 | Sales Manager – Traditional Trade
Moong Pattana International Public Company Limited |
| • 2012 – 2014 | Sales Manager – Modern Trade
Moong Pattana International Public Company Limited |

Non-Listed Companies

-None-

Positions in other competitor/ related companies

No

Corporate Governance Report

Summary of the Board's Performance in the Past Year

In 2021, the board of directors ("Board") had arranged 4 Board meetings, 5 Audit Committee meetings which included 1 meeting without the management's presence, 2 Nomination and Remuneration Committee meetings, and 2 Corporate Governance Committee meetings to ensure the performance under the Corporate Governance Policy. Each matter is summarized as follows:

Nomination, Development, and Assessment of Directors' Performance

Regarding the nomination of the directors, the Nomination and Remuneration Committee, which is comprised of 3 independent directors from all members of this committee, is responsible to select and screen the suitable candidates whose qualifications are in compliance with the Articles of Association of the Company. The committee shall nominate suitable candidates based on the Board Diversity Policy by considering qualification, competency, profession, specialty, skills, and experience necessary to achieve the Company goal, gender diversity, and age. The candidates must have no prohibition under the laws and related regulations. The Fit and Proper principle shall also be taken into consideration to ensure the diversity and suitability of the Board.

Furthermore, the minority shareholders are entitled to participate in the nomination of the directors. In 2021, from 15 October 2021 to 31 January 2022, the shareholders have been entitled to propose the meeting agendas and to nominate the Board candidate for the Annual General Meeting of Shareholders of the Year 2022.

The Directors Election through the Annual General Meeting of Shareholders

Right to Vote: The Company has 1 category of shares which is Ordinary Shares. Each shareholder shall have 1 vote for each share. Regarding the director election, ballots shall be provided to the shareholders, who shall cast all their votes for each ballot, to elect the director individually from the list of candidates provided.

The Meeting Attendance and Remuneration of Each Director

Detailed information regarding the meeting attendance and remuneration of each director can be found in the section "Directors and Management Structure >> Meeting Schedule of Board of Directors and Sub-Committees and Directors' Remuneration in 2021".

The Monitoring on the Implementation of Corporate Governance Policy and Practices

The Company greatly emphasizes the importance of corporate governance by stipulating the related policy and practices in the Company Good Corporate Governance Policy and Business Ethics. The Company also monitors the implementation of said policy and practices to build and ensure the confidence of all related stakeholders. The policy will be reviewed annually by the Board to conform to the current situation and to enhance the staffs' awareness on this matter. Training and assessments are also put in place to ensure our staffs' understanding and compliance with the policy.

In the past year, the monitoring on the implementation of corporate governance are as follows:

1. Conflict of Interest

The Company has implemented the Conflict of Interest Policy in which the directors and the management with conflict of interest shall be prohibited to participate in any consideration for approval of any related agenda or shall be required to disclose transactions with a potential conflict of interest or related party transactions. In 2021, the Company found no violation regarding this matter.

2. Insider Trading

The Company has implemented the Insider Trading Policy to prevent any misuse of internal information in the trading of the Company's securities. Directors, the management, and related personnel shall be prohibited to trade Company's securities for a specific period, such as 30 days before the publication of the Company's financial statement and 1 day after the said publication. In 2021, the Company found no violation regarding this matter.

3. Anticorruption

The Company has implemented anti-corruption policy and practice and joined Thailand's Private Sector Collective Action Coalition Against Corruption Program. In 2021, the Company held training sessions on 19 November 2021 for its directors, the management, and staff and on 22 November 2021 for its business partners. All staff had to be assessed on their understanding of the anti-corruption matters. In the past year, all staff was trained and assessed with a score of 94.80 percent.

4. Whistleblowing and Complaint

The Company has provided channels for whistleblowing and complaint available to any stakeholder via email or telephone. Detailed information can be found in the section *"Corporate Governance Policy >> Whistleblowing, Complaints, Concerns, and Whistleblower Protection"*. The Audit Committee shall be responsible for this matter. In 2021, the Company received no whistleblowing or complaint.

Internal Control and Risk Management

The Assessment of the Company's Internal Control Systems is as follows:

The Company greatly emphasizes the importance of the internal control system. The Company's internal audit department reviews the Company's working systems to ensure that there are sufficient internal controls and it is suitable for business operations, able to prevent damages to the Company by evaluating different aspects of the internal control systems such as corporate internal controls, risk assessment, control activities, information and communication systems and monitoring and evaluation systems.

The Audit Committee reviewed the internal control systems, followed up with the results of the assessment and the adequacy of the internal control systems according to the Securities and Exchange Commission (SEC) form and reported the evaluation results of the Company's internal control system. Management is required to report directly to the audit committee on a consistent, regular basis. Regarding the results of the annual audit in 2021, there was no identification of any significant issues or defects. Besides this, the Company also paid attention to any suggestions or comments in order to develop internal control systems for maximum efficiency.

The essence of the Company's internal controls and internal audit systems are as follows.

Part 1: Corporate Internal Controls

1. The board of directors and management set out guidelines and practices regarding principles of integrity and maintain work ethics that cover the daily duty's task, decision making and the treatment of business partners, customers and unrelated parties.
2. The board of directors supervises the establishment of clear and measurable business goals to be used as practice guidelines for employees. They were prepared by the executive committee and proposed to the board of directors.
3. Provide a thorough review of performance goals. This includes the possibility of achieving goals, not setting goals that motivate or reward unreasonably or may lead to fraud and misconduct. Set out goals that significantly consider the business environment.
4. Organize a corporate structure that enables management to operate effectively by regularly reviewing its appropriateness.
5. Prepare ethics and regulations in written form in order to prohibit management and employees from acting in a manner that could lead to a conflict of interest with the business and includes the prohibition of corruption that damages the organization.

6. The board of directors established good corporate governance policies, business ethics, and ethics for business partners and anti-corruption practice guidelines for the directors, executives and the Company's employees to adhere to. The policies were communicated and broadcast to the executives and all Company employees via the Company's website. A regular training program for these policies was also organized.

Part 2: Risk Assessment

1. Regularly evaluate risk assessment, both internally and externally, including the risk evaluation in the area of Cyber Security and Fraud and Corruption Risk. The risk management subcommittee consists of executives from different divisions presenting risk management to the audit committee on a quarterly basis.
2. Set up measures that monitor events that cause risk factors and set up measures to lower those risks.
3. Inform all employees regarding risk management measures so that they acknowledge and carry out these set measures and be able to follow up on the results of the implementation of these measures.
4. The Company complies with generally accepted accounting standards and is appropriate with the nature of its business.

Part 3: Control Activities

1. The Company wrote measures regarding internal controls which appropriately cover different procedures and review to comply with compliance plans, regulations and Standard Operation Procedure, including review the structure and the operation changes. For example:
 - Prepared written policies and procedures regarding financial transactions. Have a concise procurement and general management that is able to prevent corruption.
 - Clearly define the scope of powers, responsibilities and the approval of financial limits for each level of management in writing.
2. Clearly divide duties and responsibilities in three areas, the responsibility to approve, the responsibility to record accounts and information technology, and the responsibility to manage the storage of property in order to review the performance of one another. E-signature technology has been introduced to support business agility.
3. Set clear and accurate measures. In the case that the Company made transactions with major shareholders, directors, executives or any related person, there should be follow up on implementation of the transaction measure in order to comply with the set up approval procedures.
4. The person who has the responsibility to approve shall not be a stakeholder that makes transactions with major shareholders, executive directors or any related person and they

must consider the utmost benefit of the Company and think as if the transaction was made with an outsider.

5. In the case that there were transactions with major shareholders, directors, executives or related persons which have long-term binding effects, the monitoring process must be implemented to follow up the compliance with the agreed upon conditions.
6. Regularly monitor the performance of subsidiaries and associated companies. This includes setting the direction for appointed directors and executives to practice accordingly.
7. Set up measures that prevent the Company's operations from violating any relevant laws in order to reduce business operation risk and maintain the reputation of the Company.

Part 4: Information Technology and Communication Systems

1. Present sufficient important information for the board of directors to use in the decision-making process.
2. The Company receives meeting notifications or meeting documents that provide the necessary information 7 days prior to the meeting.
3. Minutes of the meeting should have sufficient details for shareholders to review the performance of the directors appropriately.
4. Keep complete accounting documents of accounting records and others accounts in different categories.
5. Conducting information security control by setting authorization permission and assigning access data levels in the system according to Segregation of Duties and Responsibilities Principle.
6. Provide effective communication channels within an organization such as e-mail, public relations activities and town hall presentation therefore build coordination and achieve goal setting.
7. The Company adopted the Robotic Process Automation (RPA) technology to support work processes involving a large volume of information and repetitive work.
8. The Company set up channels for complaint notification. The Company clearly defined procedures for complaint management to ensure that the complaint will be considered transparently and fairly.

Part 5: Monitoring and Evaluation Systems

1. The Company provides a process for monitoring compliance with business ethics and regulations prohibiting management and employees from behaving in a manner that may cause a conflict of interest.

2. An internal auditor is required to review and evaluate the results of the activities of internal controls in accordance with the audit plan that was approved by the audit committee. Suggestions are given to enhance the effectiveness of internal controls. Communication is done for the acknowledgement of the executives and in order to proceed with corrective action plans. The audit results are reported directly to the audit committee in order to enable internal auditors to freely perform their duties freely and reports are given straightforward every quarterly.
3. When any material defect is detected, it shall be reported to the board of directors/ audit committee in order to consider a corrective action plan within an appropriate time.
4. Regularly report the progress of the corrective action plans to the board of directors/ the board of audit committee.
5. There are policies that require management to immediately report to the board of directors in such cases as an act of corruption or suspicion of corruption occurs, a practice violates the law and another offense occurs that could significantly affect the Company's reputation or financial position.

The audit committee and the board of director are of the same opinion that the internal control systems adhere to the set out policies.

The Company appointed Mrs. Pavadee Udomsritanakorn to be the Internal Audit Manager. The audit committee considered the approval of appointments, removals, transfers and terminations which included an evaluation of the performance to internal audit manager.

In 2021, the audit committee reviewed the internal control systems which were evaluated by the executives and internal auditors. There was no indication of any issues or defects in all material respects which was in line with the opinions of the Company's auditor.

Connected Transactions

In 2021, the Company had a connected transaction with an associated company and a person who may reasonably be in conflict with the Company, with the audit committee and be responsible for auditing and commenting on the necessity, reasonableness and suitability of the price of the connected transactions. This included conditions to conform to normal trading, including the comparison of prices with an outsider. The related transactions had to comply with the measures and procedures for approval of connected transactions which requires control of connected transactions of the Company or its associated companies with a person who may have a conflict of interest or a conflict in the future.

In addition to this, the Company imposed measures that the authorized persons cannot approve their own disbursements even within the limit of their authority. And in the case of transactions with connected persons or persons with potential conflicts of interest or interests, such persons are not allowed to approve the transactions and shall follow the procedures regarding approval authority when there is a connected transaction. In the case that there is a transaction, acquisition or disposition of assets, the approval authority on disclosures and the practice of acquiring or disposing of assets must be followed.

Detail of the Transactions

Thai Pigeon Company Limited (TP)	
Type of Business	Production and Distribution of Baby Products under Pigeon Brand such as nipples, nursers, baby bottles, and plastic parts for local and international markets.
Relationship	A joint venture between Pigeon Corporation (Japan) and the Company, in which the Company holds 47% of issued and paid-up capital, with mutual executive board
Yoshino Moong Pattana (Thailand) Company Limited (YMP)	
Type of Business	Production plastic products and packaging such as spray pumps for liquid products, bottle packaging and coated plastic for distribution in local and international markets.
Relationship	A joint venture between Yoshino Kokusho (Japan), Nomura Jimusho Inc. (Japan), and the Company, in which the Company holds 6.0% of issued and paid-up capital, with mutual director.
Pigeon Industries (Thailand) Company Limited (PIT)	
Type of Business	Production and distribution of breast pads, baby wipes, and baby bottle and nipple liquid cleanser.
Relationship	A joint venture between Pigeon Corporation and the Company, in which the Company holds 2.5% of issued and paid-up capital, with mutual director.

Sumethaporn Company Limited	
Type of Business	Consulting Firm
Relationship	Mr. Sumeth Lersumitkul and Mrs. Sureeporn Anuvatudom hold 75% and 25% respectively, of issued and paid-up capital, with mutual executive board

• **List of Individuals that may have conflict of interest with the Company and their relationship**

Individual with Potential Conflict of Interest	Relationship
Mr. Sumeth Lersumitkul	Holds the position of Chairman of the Board and is the major shareholder of the Company at 52.32%
Mrs. Sureeporn Anuvatudom	Holds the position of Joint Chief Executive Officer, and is the shareholder of the Company at 1.39%
Mr. Methin Lersumitkul	Holds the position of Business Development and Marketing Director and is the shareholder of the Company at 4.61%

• **Connected Transactions as of December 31, 2021**

The transactions detail between the Company, associated company, and related parties for the fiscal year 2019 - 2021 Financial Statements, as the following:

Transaction between Related Parties

Seller of products/ provider of services	Buyer/ Recipient of Service	Transaction Details/ Key Conditions	Value of Transaction (MB)			Reasons and Necessity/ Opinion of Audit Committee
			2021	2020	2019	
The Company	YMP	The Company sources production-required raw materials and equipment for YMP and, for this services, receives 1.5% of the prices of the material/ services and, in accordance to the distributor service agreement with the Company, YMP will absorb the commission fees at rate 0.3% of the net selling prices of the products that YMP sells to their customers (Revised January 2014)	7.6	8.7	9.5	The Company provides ram materials and equipment for YMP at prices and conditions are in line with normal business practice. <u>Opinion of Audit Committee:</u> The transactions are in line with normal business practice at general market prices and standardized with revenue collection from general customers.

Seller of products/ provider of services	Buyer/ Recipient of Service	Transaction Details/ Key Conditions	Value of Transaction (MB)			Reasons and Necessity/ Opinion of Audit Committee
			2021	2020	2019	
TP	The Company	The Company buys Pigeon product from TP such as nipples, baby bottles and others.	123.3	121.4	150.8	The Company is sole distributor of TP's products in Thailand. <u>Opinion of Audit Committee:</u> The transactions are in line with normal business practice at general market prices and standardized with revenue collection from general customers.
PIT	The Company	The Company buys Piegion products such as breast pads, baby wipes, and baby bottles and nipple liquid cleanser from PIT	71.1	90.9	93.3	The Company is sole distributor of PIT's products in Thailand. <u>Opinion of Audit Committee:</u> The transactions are in line with normal business practice at general market prices and standardized with revenue collection from general customers.
YMP	The Company	The Company buys plastic product from YMP such as plastic boxes and lids, power cassette, hairy dye comb, pump and sprayer for plastic bottles.	5.7	6.6	3.8	The Company buys products from YMP at prices and conditions are in line with normal business practice. <u>Opinion of Audit Committee:</u> The transactions are in line with normal business practice at general market prices and standardized with revenue collection from general customers.

Seller of products/ provider of services	Buyer/ Recipient of Service	Transaction Details/ Key Conditions	Value of Transaction (MB)			Reasons and Necessity/ Opinion of Audit Committee
			2021	2020	2019	
Mr. Sumeth Lersumitkul	The Company	The Company rents office space on 18 th floor (partly) and 19 th floor, Bangna Complex Office Tower.	4.3	4.7	5.1	Because the original Company's office space was small and could not meet the needs of business expansion. The Company submitted a request to rent office space of Mr. Sumeth Lersumitkul at standard rate and general commercial agreements for improving it to be the new head office. <u>Opinion of Audit Committee:</u> The rentals are at market price. The transactions are reasonable.
Sumethaporn Company Limited	The Company	The Company hires a Company Advisory Director for business consulting services	3.4	3.7	4.0	Due to changing hiring an individual person to the company that Mr. Sumeth Lersumitkul is an authorized person of the company. <u>Opinion of Audit Committee:</u> The advisor fees are at underlying rate. The transactions are reasonable.

Transaction of Dividends Received from Related Parties

Dividend Provider	Transaction Details	Transaction Value (MB)		
		2021	2020	2019
TP	The Company received dividend income	18.8	18.8	23.5
PIT		2.5	3.3	3.3
YMP		3.6	3.3	3.6

Transaction of Total Outstanding between Related Parties and the Company

Outstanding between related parties and the Company		Transaction Type	Total Outstanding Value (MB)		
Company	Individual/ Juristic Persons with total Outstanding Transaction		2021	2020	2019
Company	TP	Other receivables	2.7	3.0	3.9
		Trade Payables	38.7	37.6	47.7
	PIT	Other receivables	-	-	-
		Trade Payables	0.1	1.0	1.1
		Other receivables	22.0	27.4	20.3
	YMP	Other receivables	1.7	1.9	2.3
		Trade Payables	0.5	1.1	0.1

Transaction of Collateral

None

• Policies or Prospects for Future Connected Transactions

In the future, the Company expects that there will be ongoing connected transactions with associated companies in conducting general business with normal conditions of business. This can be referenced to business conditions of the same type that the Company deals with outsiders, such as the purchase and sale of raw materials and finished goods, lease of office buildings, etc. The connected transactions are for necessity for business operations within the group, with price policies clearly defined. The audit committee will strictly consider and audit all connected transactions in accordance with rules and regulations on disclosure, connected transactions, acquisition or disposition of assets and the accounting standards set by the Federation of Accounting Profession.

Financial Report

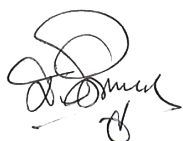
Report Regarding the Responsibility of the Board of Directors for Financial Report

The Board of Directors of Moong Pattana International Public Company Limited is responsible for the Company's financial statements and financial information as shown in its annual report for the year 2021. The Company's financial reports and information are prepared in compliance with the Generally Accepted Accounting Principles, with due care and carefulness. The Company as provided sufficient disclosure of important information in the notes to financial statements for the benefit of shareholders and general investors.

For the purpose of preparing reliable and accurate financial statements and information, the Board of Directors has set up a risk management system to ensure accurate, complete and sufficient recording of accounting data for the purpose of asset custody and prevention of any fraud and unusual activities. As well, the Company set up an Audit Committee to review its accounting policies, sufficiency of the internal control systems, auditing and disclosure of financial data to ensure accurate, reliable and reasonable data regarding its financial statutes, revenue, expenses and cash flow.

The Company's financial statements were audited by DIA International Audit Co., Ltd. In auditing the Company's financial statements, the Board of Directors and the management provided data and document necessary for the auditor to perform the auditing tasks and provide the opinion in accordance with applicable auditing standards. The auditor's opinion already appears on the Company's annual report.

It is the Board of Directors' opinion that the financial statements of Moong Pattana International Public Company Limited ending December 31, 2021 are prepared in line with Generally Accepted Accounting Principles and relevant rules and regulations.



Mr. Sumeth Lersumitkul
Chairman of the Board



Ms. Suwanna Chokdee-anand
Director and CEO



Mrs. Sureeporn Anuvatudom
Director and Joint-CEO

MOONG PATTANA INTERNATIONAL PUBLIC COMPANY LIMITED

AUDITOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2021

INDEPENDENT AUDITOR'S REPORT

To The shareholders of Moong Pattana International Public Company Limited

Opinion

I have audited the financial statements in which the equity method is applied and separate financial statement of Moong Pattana International Public Company Limited which comprise the statement of financial position as at December 31, 2021, 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 in which the equity method is applied and the separate financial statements present fairly, in all material respects, the financial position of Moong Pattana International Public Company Limited as at December 31, 2021, and 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 described 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 Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Emphasis of the matter- Accounting transaction adjustment

I draw your attention note no 31 to financial statements which explain adjustment entry of financial statements for the year ended 31 December 2020 (issued on 23 February 2021) to adjust the value of other long-term investments due to changing in value measurement method. Accordingly, such event has not caused to change my opinion.

Key Audit Matter

Key audit matter is the matter that, in my professional judgment, was of most significance in my audit of the financial statements of the current period. This matter was 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 this matter.

Revenue from sales of goods recognition

As stated in note to financial statements no.3.1, revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. Revenue is measured at the amount of the consideration received or receivable, after deducting discounts and consideration payable to customers. The Company has sales transaction incurred in various channels under different sale promotion patterns. This matter has risk in incorrect recognition and classification of transaction related to sales. I therefore, have considered as key audit matter.

I have obtained assurance related to revenue from sales of goods recognition by

- Obtain an understanding and assess internal control related to revenue incurred in each channel including sales promotion activity.
- Test significant control system related to revenue recognition.
- Perform analytical review sales and sale promotion activity transactions incurred.
- Examine classification of sale promotion activity
- Select by random sales transactions incurred during the year and near the period end for testing and reviewed credit notes issued to customers after the reporting period
- Review journal vouchers whether there were any unusual sales transactions

Other Information

Management is responsible for the other information. The other information comprises information 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 do not and 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 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 for correction of the misstatement.

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

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the 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 Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional 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 sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and associated (the Group) to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

D I A International Audit Co., Ltd.



(Joompoth Priratanakorn)
C.P.A. (Thailand)
Registration No. 7645

February 22, 2022

Moong Pattana International Public Company Limited

Statement of financial position

As at 31 December 2021

(Unit: Baht)

Financial statements							
Note	in which the equity method is applied			Separate financial statements			
	As at	As at	As at	As at	As at	As at	
	31 December 2021	31 December 2020	1 January 2020	31 December 2021	31 December 2020	1 January 2020	
		(Restated)	(Restated)		(Restated)	(Restated)	
Assets							
Current assets							
Cash and cash equivalents	6	119,202,135	65,838,962	26,643,650	119,202,135	65,838,962	26,643,650
Current investment	7	-	-	37,315,650	-	-	37,315,650
Trade and other current receivables	8	179,472,088	180,200,038	215,556,345	179,472,088	180,200,038	215,556,345
Inventories	9	80,465,779	94,032,745	90,356,365	80,465,779	94,032,745	90,356,365
Other current assets		4,704,371	4,305,399	3,846,567	4,704,371	4,305,399	3,846,567
Total current assets		383,844,373	344,377,144	373,718,577	383,844,373	344,377,144	373,718,577
Non-current assets							
Investment in associated company	10	597,525,813	553,712,948	530,755,825	58,173,970	58,173,970	58,173,970
Other long-term investments	11, 31	296,396,366	271,327,754	271,327,754	296,396,366	271,327,754	271,327,754
Building and equipment	12	12,955,467	14,762,856	20,716,697	12,955,467	14,762,856	20,716,697
Investment properties	13	27,700,000	27,700,000	27,700,000	27,700,000	27,700,000	27,700,000
Right-of-use assets	14	37,860,847	22,800,720	33,936,575	37,860,847	22,800,720	33,936,575
Intangible assets	15	8,068,457	10,890,384	12,887,054	8,068,457	10,890,384	12,887,054
Other non-current assets		506,412	599,611	756,972	506,412	599,611	756,972
Total non-current assets		981,013,362	901,794,273	898,080,877	441,661,519	406,255,295	425,499,022
Total assets		1,364,857,735	1,246,171,417	1,271,799,454	825,505,892	750,632,439	799,217,599

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

Moong Pattana International Public Company Limited

Statement of financial position(continued)

As at 31 December 2021

(Unit: Baht)

	Note	Financial statements					
		in which the equity method is applied			Separate financial statements		
		As at	As at	As at	As at	As at	As at
		31 December 2021	31 December 2020	1 January 2020	31 December 2021	31 December 2020	1 January 2020
			(Restated)	(Restated)		(Restated)	(Restated)
Liabilities and shareholders' equity							
Current liabilities							
Trade and current payables	16	202,416,838	180,753,239	205,133,315	202,416,838	180,753,239	205,133,315
Current portion of lease liabilities	17	8,970,464	9,540,572	10,051,937	8,970,464	9,540,572	10,051,937
Other current liabilities		7,270,904	3,491,712	3,087,007	7,270,904	3,491,712	3,087,007
Total current liabilities		218,658,206	193,785,523	218,272,259	218,658,206	193,785,523	218,272,259
Non-current liabilities							
Lease liabilities - net of current portion	17	24,608,216	8,302,477	18,038,440	24,608,216	8,302,477	18,038,440
Deferred income tax liability	22, 31	49,522,615	45,548,213	44,549,820	49,522,615	45,548,213	44,549,820
Non - current provisions for employee benefit	18	9,682,784	6,006,163	12,660,775	9,682,784	6,006,163	12,660,775
Other non-current liabilities		1,644,159	1,644,159	1,644,159	1,644,159	1,644,159	1,644,159
Total non-current liabilities		85,457,774	61,501,012	76,893,194	85,457,774	61,501,012	76,893,194
Total liabilities		304,115,980	255,286,535	295,165,453	304,115,980	255,286,535	295,165,453

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

Moong Pattana International Public Company Limited

Statement of financial position(continued)

As at 31 December 2021

(Unit: Baht)

Financial statements						
Note	in which the equity method is applied			Separate financial statements		
	As at	As at	As at	As at	As at	As at
	31 December 2021	31 December 2020	1 January 2020	31 December 2021	31 December 2020	1 January 2020
		(Restated)	(Restated)		(Restated)	(Restated)
Shareholders' equity						
Share capital						
Registered	19					
222,650,523 ordinary shares of Baht 1 each		222,650,523	222,650,523	222,650,523	222,650,523	222,650,523
Issued and fully paid up						
168,722,633 ordinary shares of Baht 1 each		168,722,633	168,639,633	168,722,633	168,722,633	168,639,633
Share premium		37,332,893	36,549,097	37,332,893	37,332,893	36,549,097
Surplus on share-based payment transactions	27	-	743,364	-	-	743,364
Retained earnings						
Appropriated - statutory reserve	19	22,265,052	17,025,425	22,265,052	22,265,052	17,025,425
Unappropriated		615,249,828	556,560,023	75,897,985	69,908,867	83,978,168
Other components of Shareholders' equity		217,171,349	197,116,459	217,171,349	197,116,459	197,116,459
Total shareholders' equity		1,060,741,755	976,634,001	521,389,912	495,345,904	504,052,146
Total liabilities and shareholders' equity		1,364,857,735	1,271,799,454	825,505,892	750,632,439	799,217,599

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

Moong Pattana International Public Company Limited

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Note	Financial statements			
		in which the equity method is applied		Separate financial statements	
		2021	2020	2021	2020
Profit or loss:					
Revenues					
Sales of goods		783,502,904	779,443,287	783,502,904	779,443,287
Commission income		10,329,897	11,426,019	10,329,897	11,426,019
Dividend income from associated company	10	-	-	18,807,520	18,807,520
Dividend income from other companies	11	6,100,000	6,562,000	6,100,000	6,562,000
Other income		13,659,463	4,415,666	13,659,463	4,415,666
Total revenues		813,592,264	801,846,972	832,399,784	820,654,492
Expenses					
Cost of sales		476,416,144	479,061,311	476,416,144	479,061,311
Selling and distribution expenses		164,268,611	162,140,166	164,268,611	162,140,166
Administrative expenses		149,061,693	141,541,508	149,061,693	141,541,508
Total expenses		789,746,448	782,742,985	789,746,448	782,742,985
Profit (loss) before share of profit from investment in associated company, finance cost and income tax expenses		23,845,816	19,103,987	42,653,336	37,911,507
Share of income from investment in associated company	10	62,458,523	40,966,786	-	-
Profit (loss) before finance cost and income tax expenses		86,304,339	60,070,773	42,653,336	37,911,507
Finance cost		(429,568)	(688,977)	(429,568)	(688,977)
Profit (loss) before income tax expenses		85,874,771	59,381,796	42,223,768	37,222,530
Income tax expenses	22	(3,566,256)	(2,205,899)	(3,566,256)	(2,205,899)
Profit (loss) for the year		82,308,515	57,175,897	38,657,512	35,016,631
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Gain on investments in equity designated at fair value through that will be reclassified to profit or loss		25,068,613	-	25,068,613	-
Less: Income tax effect		(5,013,723)	-	(5,013,723)	-
Actuarial losses		(2,670,573)	997,321	(2,872,900)	-
Less: Income tax effect	22	534,115	(199,464)	574,580	-
Other comprehensive income for the year		17,918,432	797,857	17,756,570	-
Total comprehensive income for the year		100,226,947	57,973,754	56,414,082	35,016,631
Earnings per share	24				
Basic earnings per share		0.49	0.34	0.23	0.21

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

Moong Pattana International Public Company Limited
Statement of changes in shareholders' equity
For the year ended 31 December 2021

(Unit: Baht)

Financial statements in which the equity method is applied

	Note	Other components of					
		Retained earnings		Shareholder's equity			
		Surplus on share-based payment transactions	Appropriated - statutory reserve	Unappropriated	Gain on investments in equity designated at fair value through other comprehensive income		
							Total
			</				

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

Moong Pattana International Public Company Limited
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2021

		Separate financial statements					(Unit: Baht)
Note		Issued and paid-up share capital	Share premium	Surplus on share-based payment transactions	Retained earnings		Other components of Shareholders' equity
					Appropriated - statutory reserve	Unappropriated	
							Gain on investments in equity designated at fair value through other comprehensive income
							Total
	Balance as at 1 January 2020 (Before adjusted)	168,639,633	36,549,097	743,364	17,025,425	83,978,168	-
	Cumulative effect from accounting transaction adjustment						
31	Balance as at 1 January 2020 (After adjusted)	168,639,633	36,549,097	743,364	17,025,425	83,978,168	197,116,459
	Increase share capital	83,000	-	-	-	-	83,000
	Share-based payment transactions	-	783,796	(743,364)	-	-	40,432
	Profit for the year	-	-	-	-	35,016,631	35,016,631
21	Dividend paid	-	-	-	-	(43,846,305)	(43,846,305)
	Legal reserve	-	-	-	5,239,627	(5,239,627)	-
	Balance as at 31 December 2020	168,722,633	37,332,893	-	22,265,052	69,908,867	197,116,459
	Balance as at 1 January 2021	168,722,633	37,332,893	-	22,265,052	69,908,867	197,116,459
	Profit for the year	-	-	-	-	38,657,512	38,657,512
	Other comprehensive income for the year	-	-	-	-	(2,298,320)	20,054,890
	Dividend paid	-	-	-	-	(30,370,074)	(30,370,074)
21	Balance as at 31 December 2021	168,722,633	37,332,893	-	22,265,052	75,897,985	217,171,349
							521,389,912

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

Moong Pattana International Public Company Limited

Statement of cash flows

For the year ended 31 December 2021

(Unit: Baht)

	Financial statements		Separate financial statements	
	in which the equity method is applied			
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from operating activities				
Profit before tax	85,874,771	59,381,796	42,223,768	37,222,530
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities :				
Depreciation and amortisation	16,885,449	19,540,050	16,885,449	19,540,050
Allowance for expected credit losses (reversal)	(67,034)	(874,140)	(67,034)	(874,140)
Allowance for diminution in value of inventories	1,648,072	680,524	1,648,072	680,524
Unrealised loss on exchange	2,594	107,374	2,594	107,374
Gain on sales of assets	(1,018)	(747,648)	(1,018)	(747,648)
Loss from writing off assets	2,130	-	2,130	-
Gain on sales of current investment	-	(126,198)	-	(126,198)
Provision for long-term employee benefits	964,916	866,859	964,916	866,859
Share-based payment transactions (reversal)	-	(191,968)	-	(191,968)
Dividend received from investment in associated company	-	-	(18,807,520)	(18,807,520)
Dividend received from investment in other companies	(6,100,000)	(6,562,000)	(6,100,000)	(6,562,000)
Share of profit from investment in associated company	(62,458,523)	(40,966,786)	-	-
Interest expenses	429,568	888,934	429,568	888,934
Profit from operating activities before changes in operating assets and liabilities	37,180,925	31,996,797	37,180,925	31,996,797
Operating assets decrease (increase)				
Trade and other receivables	790,023	37,096,547	790,023	37,096,547
Inventories	11,918,894	(4,356,904)	11,918,894	(4,356,904)
Other current assets	(398,972)	(458,832)	(398,972)	(458,832)
Other non-current assets	93,200	2,950,002	93,200	2,950,002
Operating liabilities increase (decrease)				
Trade and other payables	21,665,968	(24,486,584)	21,665,968	(24,486,584)
Other current liabilities	3,436,931	432,696	3,436,931	432,696
Cash paid for long - term employee benefits	(161,194)	(7,721,428)	(161,194)	(7,721,428)
Cash flows from (used in) operating activities	74,525,775	35,452,294	74,525,775	35,452,294
Cash paid for interest expenses	(429,568)	(688,977)	(429,568)	(688,977)
Cash paid for corporate income tax	(3,688,735)	(1,235,497)	(3,688,735)	(1,235,497)
Net cash flows from (used in) operating activities	70,407,472	33,527,820	70,407,472	33,527,820

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

Moong Pattana International Public Company Limited

Statement of cash flows (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Financial statements		Separate financial statements	
	in which the equity method is applied			
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from investing activities				
Proceeds on sales of current investment	-	64,441,848	-	64,441,848
Dividend received from investment in	-	(27,000,000)	-	(27,000,000)
Dividend received from investment in associated company	18,807,520	18,807,520	18,807,520	18,807,520
Dividend received from investment in other companies	6,100,000	6,562,000	6,100,000	6,562,000
Proceeds on sales of assets	1,028	747,664	1,028	747,664
Acquisition of fixed assets	(1,658,889)	(167,219)	(1,658,889)	(167,219)
Acquisition of intangible assets	(741,949)	(1,389,436)	(741,949)	(1,389,436)
Net cash flows from investing activities	<u>22,507,710</u>	<u>62,002,377</u>	<u>22,507,710</u>	<u>62,002,377</u>
Cash flows from financing activities				
Repayment of finance lease liabilities	(9,181,935)	(12,803,980)	(9,181,935)	(12,803,980)
Proceeds on increase share capital	-	315,400	-	315,400
Dividend paid	(30,370,074)	(43,846,305)	(30,370,074)	(43,846,305)
Net cash flows used in financing activities	<u>(39,552,009)</u>	<u>(56,334,885)</u>	<u>(39,552,009)</u>	<u>(56,334,885)</u>
Net increase in cash and cash equivalents	<u>53,363,173</u>	<u>39,195,312</u>	<u>53,363,173</u>	<u>39,195,312</u>
Cash and cash equivalents at beginning of year	<u>65,838,962</u>	<u>26,643,650</u>	<u>65,838,962</u>	<u>26,643,650</u>
Cash and cash equivalents at end of year	<u><u>119,202,135</u></u>	<u><u>65,838,962</u></u>	<u><u>119,202,135</u></u>	<u><u>65,838,962</u></u>

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

Moong Pattana International Public Company Limited

Notes to financial statements

For the year ended 31 December 2021

1. General information

Moong Pattana International Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the distribution of baby and infant products and other products, and its registered address is at No. 2/97-104, 18th-19th Floor, Bangnacomplex Office Tower, Soi Bangna-Trad 25, Bangnanuea, Bangna, Bangkok and a branch located at 444/11, Moo 7, Bangpha, Bangplee, Samutprakarn.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements have been prepared under the historical cost convention, except as disclosed in regarding accounting policy.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

These financial statements are prepared and presented in Baht currency used in operation of the Company.

2.2 Financial reporting standards that became effective in the current year

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

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

2.3 Financial reporting standard that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the company is currently in process of evaluating the plan to be executed and considering the impact of these standards on the financial statements in the year when they are adopted.

3. Significant accounting policies

3.1 Revenue recognition

Sales of goods

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

Commission income

Commission income is recognised when service is completely rendered

Dividends

Dividends are recognised when the rights to receive the dividends is established.

3.2 Cash and cash equivalents

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

3.3 Inventories

Finished goods and work in process are valued at the lower of cost (under the weighted average method) and net realisable value and includes all inventory costs, labor costs and attributable factory overheads. Packing materials are valued at the lower of weighted average cost and net realisable value and are charged to costs of finished goods whenever consumed.

3.4 Building and equipment/ Depreciation

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

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

Buildings and building improvement	3 - 20 years
Furniture, fixtures and office equipment	5 years
Motor vehicles	5 - 7 years

Depreciation is included in determining income.

An item of building and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

3.5 Investment properties

The Company presented its land and building not used in operation as investment properties. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

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

No depreciation is provided for investment property which is land.

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

3.6 Leases

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

(a) Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease 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.

Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of their estimated useful lives and the lease term, as follows:

Buildings and building improvement	3 - 20 years
Motor vehicles	5- 7 years

(b) Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses 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 interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

3.7 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged in profit or loss.

A summary of the intangible assets with finite useful lives are as follows.

	Useful lives
Computer software	3, 5 and 10 years

3.8 Related party transactions

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

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

3.9 Impairment of non-financial assets

At the end of each reporting period, the Company performs impairment reviews in respect of building and equipment, investment properties, right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

3.10 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee 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 recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law and other long-term employee benefits. The Company treats these severance payment obligations as a defined benefit plan. In addition, the Company provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognises restructuring-related costs

3.11 Share-based payment

Issues and offerings of equity instruments of the Company to various parties (including employees) are recognised as share-based payment transactions, unless the issuance is clearly for a purpose other than payment for goods or services supplied to the Company.

The Company records the excess of the fair value of the shares at the transfer date over the transfer price as an expense in profit or loss, and as surplus on for share-based payment transactions in shareholder's equity.

3.12 Provisions

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

3.13 Financial instruments

The Company initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

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

Financial assets at amortised cost

The Company measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

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

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

Financial assets at FVOCI

Financial assets include investment in equity securities that not held for trading but held for strategic purposes or for securities with potential for high market volatility measured at fair value through other comprehensive income, where an irrevocable election has been made by the management. Such classification is determined on an instrument-by-instrument basis. Gains and losses arising from changes in fair value is recognised in other comprehensive income and not subsequently transferred to profit or loss when disposal, instead, it is transferred to retained earnings.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Company takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

The Company may elect to measure financial liabilities at FVTPL if doing so eliminates, or significantly reduces a recognition inconsistency (sometimes referred to as an accounting mismatch).

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

3.14 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

3.15 Foreign currencies

The financial statements are presented in Baht, which is also the Company's functional currency.

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

Gains and losses on exchange are included in determining income.

3.16 Fair value measurement

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

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

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

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

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

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

4. Significant accounting judgements and estimates

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

Significant judgements and estimates are as follows:

Allowance for expected credit losses of trade receivables and contract assets

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

Depreciation of property, plant and equipment and right-of-use assets and amortisation of intangible assets

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

In addition, the property, plant and equipment, right-of-use assets and intangibles assets are subject to impairment if there is an indication they may be impaired, and impairment losses are recorded in the period when it is determined that their recoverable amount is lower than the carrying amount.

Indications include significant falls in the market value of assets or the future economic benefits of assets, significant changes in the overall business strategy impacting to the future utilization of assets, significant negative industry or economic trends, significant loss of market share, and significant unfavourable regulatory and court decisions that impact the business.

Inventories

The management uses judgement to estimate the allowance for net realisable value of inventories taking into consideration the fluctuations of price or cost directly relating to events occurring after the reporting date.

The management uses judgement to estimate the allowance for obsolete inventories by considering obsolete or deteriorated inventories.

5. Related party transactions

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

	<u>2021</u>	<u>2020</u>	(Unit: Million Baht) <u>Pricing policy</u>
<u>Transactions with associated company</u>			
Purchases of goods	123	122	Cost plus margin
<u>Transactions with related companies</u>			
Purchase of raw material	77	98	Cost plus margin
Commission income	8	9	0.3 percent of net selling price of product sold and 1.5 percent of costs of service rendered
Advisory fee	3	4	Agreed rate
<u>Transactions with related person</u>			
Rental expenses	4	5	Agreed rate

The balances of the accounts as at 31 December 2021 and 2020 and 1 January 2020 between the Company and those related companies are as follows:

	(Unit: Thousand Baht)		
	<u>31 December</u>	<u>31 December</u>	<u>1 January</u>
	<u>2021</u>	<u>2020</u>	<u>2020</u>
Other current receivables - related parties (Note 8)			
Associated company	2,730	3,000	3,899
Related companies (related by common directors)	1,839	2,900	3,383
Total other current receivables - related parties	<u>4,569</u>	<u>5,900</u>	<u>7,282</u>
Trade and other payables - related parties (Note 16)			
Associated company	38,757	37,632	47,719
Related companies (related by common directors)	22,503	28,547	20,350
Total trade and other payables - related parties	<u>61,260</u>	<u>66,179</u>	<u>68,069</u>

Directors and management's remuneration

During the years ended 31 December 2021 and 2020, the employee benefit expenses payable to the Company's directors and management are as follows:

	(Unit: Thousand Baht)	
	<u>2021</u>	<u>2020</u>
Short-term employee benefits	29,173	28,165
Post-employment benefits	1,712	443
Total	<u>30,885</u>	<u>28,608</u>

6. Cash and cash equivalents

	(Unit: Thousand Baht)		
	<u>31 December</u>	<u>31 December</u>	<u>1 January</u>
	<u>2021</u>	<u>2020</u>	<u>2020</u>
Cash	-	-	20
Cash at banks - current accounts	8,489	2,784	6,705
Cash at banks - savings accounts	110,713	63,055	19,919
Total	<u>119,202</u>	<u>65,839</u>	<u>26,644</u>

As at 31 December 2021, bank deposits in savings accounts carried interests between 0.05 and 0.125 percent per annum (2020: between 0.1 and 0.3 percent per annum).

7. Current investment

Current Investment represents investments in the unit of fixed income open-ended fund of financial institution and are stated at fair value.

Investments in unit trust in fixed income open-ended fund are stated at fair value using inputs of Level 2 which is use of other observable inputs for such assets or liabilities, whether directly or indirectly. Such fair value of investments in unit trust has been determined by using the net asset value as published by the Asset Management.

8. Trade and other current receivables

The balances of Trade and other current receivables as at 31 December 2021 and 2020 and 1 January 2020 aged on the basis of due dates, are as follows:

	(Unit: Thousand Baht)		
	<u>31 December</u> <u>2021</u>	<u>31 December</u> <u>2020</u>	<u>1 January</u> <u>2020</u>
Trade receivables - unrelated parties			
Net yet due	119,963	123,999	154,279
Past due			
Not over 3 months	46,284	45,239	51,235
3 - 6 months	107	465	613
6 - 12 months	129	229	456
Over 12 months	14	199	258
Total	166,497	170,131	206,841
Less: Allowance for expected credit losses	(234)	(301)	(1,326)
Total trade receivables - net	166,263	169,830	205,515
Other current receivables - related party (Note 5)	4,569	5,900	7,282
Others	8,640	4,470	3,042
Total	13,209	10,370	10,324
Less: Allowance for expected credit losses	-	-	(282)
Total other current receivables - net	13,209	10,370	10,042
Total Trade and other current receivables - net	179,472	180,200	215,557

9. Inventories

(Unit: Thousand Baht)

	Cost			Reduce cost to net realisable value			Inventory - net		
	31	31	1	31	31	1	31	31	1
	December	December	January	December	December	January	December	December	January
	2021	2020	2020	2021	2020	2020	2021	2020	2020
Finished goods	63,278	75,072	68,999	(4,997)	(3,557)	(2,949)	58,281	71,515	66,050
Work in process	15,912	16,746	17,271	(72)	(96)	(38)	15,840	16,650	17,233
Packing materials	6,055	5,492	5,514	(360)	(128)	(114)	5,695	5,364	5,400
Goods in transit	650	504	1,673	-	-	-	650	504	1,673
Total	85,895	97,814	93,457	(5,429)	(3,781)	(3,101)	80,466	94,033	90,356

During the current year, the Company has reduced cost of inventories by Baht 1.6 million (2020: reduced the cost of inventories by Baht 0.68 million), which were included in cost of sales.

10. Investments in an associate

10.1 Details of an associate:

(Unit: Thousand Baht)

Company's name	Nature of business	Paid up share capital			Percentage of shareholding		
		31 December	31 December	1 January	31 December	31 December	1 January
		2021	2020	2020	2021	2020	2020
					(%)	(%)	(%)
Thai Pigeon Company Limited	The manufacture and distribution of baby and infant products	122,000	122,000	122,000	47	47	47

(Unit: Thousand Baht)

Company's name	Nature of business	Investment in associated company under equity method			Investment in associated company under cost method		
		31 December	31 December	1 January	31 December	31 December	1 January
		2021	2020	2020	2021	2020	2020
Thai Pigeon Company Limited	The manufacture and distribution of baby and infant products	597,526	553,713	530,756	58,174	58,174	58,174
Total		597,526	553,713	530,756	58,174	58,174	58,174

10.2 Share of comprehensive income and dividend received

During the years, the Company has recognised its share of profit/loss from investments in associated company in the financial statements in which the equity method is applied and dividend income in the separate financial statements as follows:

Company's name					(Unit: Thousand Baht)	
	Financial statements in which the equity method is applied				Separate financial statements	
	Share of profit from investments in associate during the year		Share of other comprehensive income from investments in associate during the year		Dividend received during the year	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Thai Pigeon Company Limited	62,459	40,967	162	798	18,807	18,807

10.3 Summarised financial information about material associate

Summarised information about financial position as at 31 December 2021 and 2020 and 1 January 2020.

	(Unit: Million Baht)		
	<u>31 December</u>	<u>31 December</u>	<u>1 January</u>
	<u>2021</u>	<u>2020</u>	<u>2020</u>
Current assets	1,113	970	1,000
Non-current assets	304	319	272
Current liabilities	(91)	(61)	(92)
Non-current liabilities	(52)	(49)	(50)
Net assets	1,274	1,179	1,130
Shareholding percentage (%)	47%	47%	47%
Share of net assets	599	554	531
Elimination entries	-	-	-
Carrying amounts of associate based on equity method	599	554	531

Summarised information about comprehensive income for the years ended 31 December 2021 and 2020.

	(Unit: Million Baht)	
	<u>2021</u>	<u>2020</u>
Revenue	785	696
Profit	133	87
Other comprehensive income	-	2
Total comprehensive income	133	89

11. Other long-term investments

		(Unit: Thousand Baht)					
Company's name	Nature of business	Paid up share capital			Percentage of Shareholding		
		31 December	31 December	1 January	31 December	31 December	1 January
		2021	2020	2020	2021	2020	2020
					(%)	(%)	(%)
Yoshino Moong Pattana (Thailand) Company Limited	The manufacture of plastic and plastic coated products	300,000	300,000	300,000	6	6	6
Pigeon Industries (Thailand) Company Limited	The manufacture and distribution of breast pad and baby wipes products	144,000	144,000	144,000	2.5	2.5	2.5

		(Unit: Thousand Baht)				
Company's name	Nature of business	Other long-term investments			Dividend received	
		at fair value			For the year	
		31 December	31 December	1 January	31 December	31 December
		2021	2020	2020	2021	2020
			(Restated)	(Restated)		
Yoshino Moong Pattana (Thailand) Company Limited	The manufacture of plastic and plastic coated products	263,807	238,061	238,061	3,600	3,312
Pigeon Industries (Thailand) Company Limited	The manufacture and distribution of breast pad and baby wipes products	32,590	33,267	33,267	2,500	1,000
Total		296,397	271,328	271,328	6,100	4,312

12. Building and equipment

(Unit: Thousand Baht)

	Building and improvement	Machinery and equipment	Furniture, fixtures, and office equipment	Motor vehicles	Total
Cost					
1 January 2020	19,646	171	28,888	11,629	60,334
Reclassification	50	-	(481)	-	(431)
Purchase	-	-	230	-	230
Disposals/ written-off	-	(43)	(6,842)	(2,372)	(9,257)
31 December 2020	19,696	128	21,795	9,257	50,876
Purchase	-	-	1,659	-	1,659
Disposals/ written-off	-	-	(552)	-	(552)
31 December 2021	19,696	128	22,902	9,257	51,983
Accumulated depreciation					
1 January 2020	6,280	171	22,300	10,867	39,618
Depreciation for the year	1,763	-	3,039	582	5,384
Reclassification	34	-	(430)	-	(396)
Depreciation on disposals	-	(43)	(6,078)	(2,372)	(8,493)
31 December 2020	8,077	128	18,831	9,077	36,113
Depreciation for the year	1,726	-	1,629	109	3,464
Depreciation on disposals/ written-off	-	-	(550)	-	(550)
31 December 2021	9,803	128	19,910	9,186	39,027
Net book value					
1 January 2020	13,366	-	6,588	762	20,716
31 December 2020	11,619	-	2,964	180	14,763
31 December 2021	9,893	-	2,992	71	12,956
Depreciation for the year					
31 December 2020 (Included in selling and distribution, and administrative expenses)					5,384
31 December 2021(Included in selling and distribution, and administrative expenses)					3,464

As at 31 December 2021, certain equipment and motor vehicles items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 26 million (2020: Baht 10 million).

13. Investment properties

Investment properties represent land and building not used in operations. The Company stated investment properties at cost less accumulated depreciation and allowance for loss on impairment.

As at 31 December 2021 and 2020 and 1 January 2020 the balances of investment properties are as follows:

	(Unit: Thousand Baht)
As at 31 December 2021:	
Cost	41,878
Less: Accumulated depreciation	(6,896)
Less: Allowance for loss on impairment	(7,282)
Net book value	27,700
As at 31 December 2020:	
Cost	41,878
Less: Accumulated depreciation	(6,896)
Less: Allowance for loss on impairment	(7,282)
Net book value	27,700
As at 1 January 2020:	
Cost	41,878
Less: Accumulated depreciation	(6,896)
Less: Allowance for loss on impairment	(7,282)
Net book value	27,700

A reconciliation of the net book value of investment properties for the years 2021 and 2020 is presented below.

	(Unit: Thousand Baht)	
	2021	2020
Net book value at the beginning of year	27,700	27,700
Disposal during the year - net book value	-	-
Allowance for loss on impairment during the year	-	-
Net book value at the end of year	27,700	27,700

In 2019, the Company engaged an independent professional valuer to appraise the fair value of the land and building not used in operations by using the market approach. Based on the results the fair market value of the land and building was Baht 29 million.

14. Right-of-use assets

Movements of the right-of-use assets/leasehold rights account as at 31 December 2021 and 2020 and 1 January 2020 are summarised below.

	(Unit: Thousand Baht)			
	Office buildings	Leasehold rights	vehicles	Total
Cost				
1 January 2020	14,688	22,015	29,222	65,925
Reclassification	-	-	(547)	(547)
Disposals	-	-	(1,567)	(1,567)
31 December 2020	14,688	22,015	27,108	63,811
Purchase	25,658	-	-	25,658
written-off	(14,688)	-	-	(14,688)
31 December 2021	25,658	22,015	27,108	74,781
Accumulated depreciation				
1 January 2020	5,312	18,293	8,384	31,989
Depreciation for the year	4,896	747	5,127	10,770
Reclassification	-	-	(547)	(547)
Disposals/written-off	-	-	(1,202)	(1,202)
31 December 2020	10,208	19,040	11,762	41,010
Depreciation for the year	4,916	746	4,936	10,598
written-off	(14,688)	-	-	(14,688)
31 December 2021	436	19,786	16,698	36,920
Net book value				
1 January 2020	9,376	3,722	20,838	33,936
31 December 2020	4,480	2,975	15,346	22,801
31 December 2021	25,222	2,229	10,410	37,861
Depreciation for the year				
31 December 2020 (Included in selling and distribution, and administrative expenses) (1 January 2020: Nil)				10,770
31 December 2021 (Included in selling and distribution, and administrative expenses)				10,598

15. Intangible assets

Details of intangible assets which is computer software are as follows.

(Unit: Thousand Baht)

Cost

As at 1 January 2020	28,973
Additions	1,355
Disposals and written-off	(1,671)
Transfer in	431
As at 31 December 2020 and 1 January 2021	29,088
Additions / Transfer in	742
As at 31 December 2021	29,830
Accumulated amortization	
As at 1 January 2020	16,086
Amortization for the year	3,386
Disposals and written-off for the year	(1,671)
Transfer in	397
As at 31 December 2020 and 1 January 2021	18,198
Amortization for the year	3,564
As at 31 December 2021	21,762
Net book value	
As at 1 January 2020	12,887
As at 31 December 2020	10,890
As at 31 December 2021	8,068

16. Trade and current payables

	(Unit: Thousand Baht)		
	<u>31 December</u>	<u>31 December</u>	<u>1 January</u>
	<u>2021</u>	<u>2020</u>	<u>2020</u>
Trade payables - related parties (Note 5)	61,260	66,179	68,069
Trade payables - unrelated parties	54,034	41,102	51,620
Other payables	26,133	17,440	26,688
Accrued expenses	60,990	56,032	58,756
Total Trade and current payables	<u>202,417</u>	<u>180,753</u>	<u>205,133</u>

17. Lease liabilities

	(Unit: Thousand Baht)		
	<u>31 December</u>	<u>31 December</u>	<u>1 January</u>
	<u>2021</u>	<u>2020</u>	<u>2020</u>
Liabilities under lease agreements	35,159	18,512	29,462
Less: Deferred interest expenses	(1,581)	(669)	(1,372)
Total	<u>33,578</u>	<u>17,843</u>	<u>28,090</u>
Less: Portion due within one year	(8,970)	(9,540)	(10,052)
Liabilities under lease agreements – net of current portion	<u>24,608</u>	<u>8,303</u>	<u>18,038</u>

The Company has entered into the lease agreements for rental of motor vehicles and office buildings for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 3 and 5 years.

Future minimum lease payments required under the non-cancellable lease agreements are as follows:

	(Unit: Thousand Baht)		
	As at 31 December 2021		
	Less than		
	1 year	1 - 5 years	Total
Future minimum lease payments	9,617	25,542	35,159
Deferred interest expenses	(647)	(934)	(1,581)
Present value of future minimum lease payments	<u>8,970</u>	<u>24,608</u>	<u>33,578</u>

(Unit: Thousand Baht)

	As at 31 December 2020		
	Less than		
	1 year	1 - 5 years	Total
Future minimum lease payments	9,943	8,569	18,512
Deferred interest expenses	(403)	(266)	(669)
Present value of future minimum lease payments	9,540	8,303	17,843

18. Non - current provisions for employee benefit

As at 31 December 2021 and 2020, Non - current provisions for employee benefit was as follows:

	(Unit: Thousand Baht)		
	Employee retirement benefits	Other long-term employee benefits	Total
Non - current provisions for employee benefit as at 1 January 2020	11,933	728	12,661
Included in profit or loss:			
Current service cost	779	88	867
Interest cost	189	11	200
Benefits paid during the year	(7,607)	(115)	(7,722)
Non - current provisions for employee benefit as at 31 December 2020	5,294	712	6,006
Included in profit or loss:			
Current service cost	583	77	660
Interest cost	85	10	95
Included in other comprehensive income:			
Actuarial loss arising from			
Demographic assumptions	712	48	760
Financial assumptions changes	(626)	46	(580)
Experience adjustments	2,787	116	2,903
Benefits paid during the year	(11)	(150)	(161)
Non - current provisions for employee benefit as at 31 December 2021	8,824	859	9,683

The Company expects to pay Baht 250,000 of long-term employee benefits during the next one year.

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 8.8 years (2020: 9 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)	
	<u>2021</u>	<u>2020</u>
Discount rate	1.58	1.49
Salary increase rate	5.21	6.00
Turnover rate	0 - 36	0 - 39

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

	(Unit: Thousand Baht)	
	As at 31 December 2021	
	Increase 0.5%	Decrease 0.5%
Discount rate	(332)	348
Salary increase rate	316	(305)
Turnover rate	(958)	1,112

	(Unit: Thousand Baht)	
	As at 31 December 2020	
	Increase 0.5%	Decrease 0.5%
Discount rate	(245)	260
Salary increase rate	269	(255)
Turnover rate	(359)	384

19. Registered capital

On 27 April 2020, the Annual General Meeting of the Company's shareholders for 2020 passed resolutions as follows:

- 1) A decrease in the Company's registered share capital from Baht 222.65 million (222.65 million ordinary shares of Baht 1 each) to Baht 170.06 million (170.06 million ordinary shares of Baht 1 each) by cancelling 52.59 million ordinary shares registered but unissued shares with the par value of Baht 1 per share which were reserved for the Warrants No.2.

2) An increase in the Company's registered share capital from Baht 170.06 million (170.06 million ordinary shares of Baht 1 each) to Baht 222.65 million (222.65 million ordinary shares of Baht 1 each) by issuing 52.59 million new ordinary shares at a par value of Baht 1 each by consider to allocation as follows:

- 2.1) Allocate 50.59 million of newly issued ordinary shares to support the capital increase under a general mandate in proportion to their existing shareholding (Right Offering).
- 2.2) Allocate 2 million of newly issued ordinary shares to support the exercise of the ESOP#2.

The Company registered the capital decrease and increase with the Ministry of Commerce on 7 May 2020 and 8 May 2020, respectively.

20. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered share capital. The statutory reserve is not available for dividend distribution.

21. Dividend

On 27 April 2020, the Annual General Meeting of the Company's shareholders has approved the payment of a dividend of Baht 0.26 per share, totaling Baht 44 million, to the shareholders from the 2019 operating results. The dividend was paid on 22 May 2020.

On 27 April 2021, the Annual General Meeting of the Company's shareholders has approved the payment of a dividend of Baht 0.18 per share, totaling Baht 30.37 million, to the shareholders from the 2020 operating results. The dividend was paid on 24 May 2021.

22. Income tax

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

	(Unit: Thousand Baht)			
	Financial statements in which the equity method is applied		Separate financial statements	
	2021	2020	2021	2020
Current income tax:				
Current income tax charge	4,031	1,208	4,031	1,208
Deferred tax:				
Relating to origination and reversal of temporary differences	(465)	998	(465)	998
Income tax expenses reported in the statement of comprehensive income	3,566	2,206	3,566	2,206

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

(Unit: Thousand Baht)				
	Financial statements in which the equity method is applied		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred tax on				
Actuarial losses of the Company	(574)	-	(574)	-
Actuarial losses of the associated company	40	199	-	-
Gain from fair value measurement of other long-term investment	5,014	49,279	5,014	49,279
Total	<u>4,480</u>	<u>49,478</u>	<u>4,440</u>	<u>49,279</u>

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

(Unit: Thousand Baht)				
	Financial statements in which the equity method is applied		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Accounting profit before tax	<u>85,875</u>	<u>59,382</u>	<u>42,224</u>	<u>37,223</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	17,175	11,876	8,445	7,444
Effects of:				
Exemption of income	(1,220)	(1,312)	(4,982)	(5,074)
Share of income from investment in associate	(12,492)	(8,193)	-	-
Non-deductible expenses	1,078	995	1,078	995
Additional expense deductions allowed	(880)	(1,136)	(880)	(1,136)
Others	(95)	(24)	(95)	(24)
Total	<u>(13,609)</u>	<u>(9,670)</u>	<u>(4,879)</u>	<u>(5,239)</u>
Income tax expenses reported in the statement of comprehensive income	<u>3,566</u>	<u>2,206</u>	<u>3,566</u>	<u>2,205</u>

The components of deferred tax assets and deferred tax liability are as follows:

	(Unit: Thousand Baht)		
	Financial statements in which the equity method is applied / separate financial statements		
	<u>31 December</u> <u>2021</u>	<u>31 December</u> <u>2020</u>	<u>1 January</u> <u>2020</u>
Deferred tax assets			
Allowance for expected credit losses	47	60	48
Allowance for diminution in value of inventories	1,086	756	620
Allowance for impairment loss on investment properties	1,457	1,457	1,457
Lease liabilities	122	160	-
Provision for long-term employee benefits	1,936	1,183	2,532
Others	141	115	90
Total	<u>4,789</u>	<u>3,731</u>	<u>4,747</u>
Deferred income tax liability			
Actuarial gains	18	-	18
Gain from fair value measurement of other long-term investment	54,293	49,279	-
Total	<u>54,311</u>	<u>49,279</u>	<u>18</u>

23. Expenses by nature

Significant expenses by nature are as follows:

	(Unit: Thousand Baht)	
	<u>2021</u>	<u>2020</u>
Salaries, wages, and other employee benefits	158,433	149,645
Depreciation and amortization expenses	16,885	19,540
Transportation expenses	25,507	19,398
Warehouse management expenses	29,849	27,497
Inventories and consumables used	207,933	218,080
Changes in finished goods and work in process	(12,628)	5,547

24. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

The following table sets forth the computation of basic:

Financial statements in which equity method is applied						
Profit for the years ended 31 December		Weighted average number of ordinary shares		Earnings per share		
<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
Basic earnings per share						
Profit for the year	82,308	57,176	168,723	168,653	0.49	0.34
Separate financial statements						
Profit for the years ended 31 December		Weighted average number of ordinary shares		Earnings per share		
<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)	
Basic earnings per share						
Profit for the year	38,657	35,017	168,723	168,653	0.23	0.21

25. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company is organised into business units based on its product categories and has the following two reportable segments:

1. Distribution of baby and infant products
2. Distribution of other products

The following tables present revenue and profit and total assets/total liabilities information regarding the Company's operating segments for the years ended 31 December 2021 and 2020 are as follow:

(Unit: Million Baht)

	Financial statements in which the equity method is applied					
	Distribution of baby and		Distribution of other		Total	
	infant products		products			
	2021	2020	2021	2020	2021	2020
Revenue						
Revenue from external customers	493	493	291	286	784	779
Total revenues	493	493	291	286	784	779
Segment profit	109	106	34	32	143	138
Unallocated income and (expenses):						
Commission income					10	11
Dividend income from other companies					6	7
Other income					14	4
Administrative expenses					(149)	(142)
Share of income from investment in associated company					62	41
Finance cost					-	(1)
Profit before income tax expenses					86	58
Income tax expenses					(4)	(2)
Profit for the year					82	56

(Unit: Million Baht)

	Financial statements in which the equity method is applied					
	Distribution of baby and		Distribution of other		Total	
	infant products		products			
	2021	2020	2021	2020	2021	2020
Trade and other current receivables	137	138	42	42	179	180
Inventories	61	65	19	29	80	94
Investment in an associate					598	554
Building and equipment					13	15

(Unit: Million Baht)

	Financial statements in which the equity method is applied					
	Distribution of baby and		Distribution of other		Total	
	infant products		products			
	2021	2020	2021	2020	2021	2020
Others assets					495	403
Segment total assets					1,365	1,246
Segment total liabilities					304	255

Geographic information

The Company operates exclusively in the single geographic area of Thailand. As a result, most of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable.

Major customers information

In 2021, the Company had revenue from two major customers, one in amount of Baht 96 million (2020: Baht 114 million) and the other in amount of Baht 59 million (2020: Baht 72 million), and mainly arising from sales of baby and infant products.

26. Provident fund

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

27. Commitments and contingent liabilities

27.1 Short-term leases and lease of low-value asset commitments

The Company has entered into several lease agreements in respect of the lease of building, equipment and vehicle and relating services. The terms of the agreements are generally between 1 and 5 years.

As at 31 December 2021 and 2020, future minimum lease payments under these non-cancellable operating leases agreements were as follows.

	(Unit: Million Baht)	
	2021	2020
Payable:		
Within 1 year	4	3
More than 1 and up to 5 years	4	5

As at 31 December 2021, future minimum sublease payments expected to be received under non-cancellable subleases totaled approximately Baht 4 Million (2020: Baht 9 million). During the year 2021, the Company recognised rental expenses of Baht 2 million (2020: Baht 1 million) and subleasing revenue of Baht 4 million (2020: Baht 5 million).

27.2 Hire a specialist commitment

The Company has entered into an agreement to hire a specialist with a local related company (related by common shareholders and directors).

As at 31 December 2021, the Company has future commitments to pay an advisory fee under this agreement totaling of Baht 1 million (2020: Baht 1 million).

27.3 Marketing research service commitment

The Company has entered into agreements with two local companies in respect of marketing research of the Company's products. The terms of the agreements are generally between 2 and 5 years.

The future minimum service fee payable under these agreements as at 31 December 2021 is approximately Baht 1 million (2020: Baht 9 million).

27.4 Long-term service commitment

The Company entered into an agreement with an overseas company (which is the major shareholder of the associated company) regarding using the trademark of that company. Under this agreement, the Company is to pay this company royalty fee determined at 3 percent of the sales of that goods. The royalty fees under this agreement for the year ended 31 December 2021 amounting to approximately Baht 22 million (2020: Baht 24 million) were recognised as expenses.

28. Fair value hierarchy

As at 31 December 2021 and 2020, the Company had certain assets that were disclosed at fair value using different level inputs (as mentioned in Note 3.16 to the financial statements) as follows:

(Unit: Million Baht)

	As at 31 December 2021			
	Financial statements in which equity method is applied / Separate financial statements			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Other long-term investment	-	-	296	296

(Unit: Million Baht)

	As at 31 December 2020			
	Financial statements in which equity method is applied /			
	Separate financial statements			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Other long-term investment	-	-	271	271

29. Financial instruments

29.1 Financial risk management

The Company's financial instruments, as defined under Thai Financial Reporting Standard No. 7 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, investments, trade and other payables, and finance lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to trade accounts receivable. The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company does not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade accounts receivable as stated in the statement of financial position.

Interest rate risk

The Company's exposure to interest rate risk relates primarily to its cash at banks. However, since most of the Company's financial assets bear floating interest rates which are close to the market rate, the interest rate risk is expected to be minimal. The details of cash at banks are set out in Note 6 to the financial statements.

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

(Unit: Thousand Baht)

Financial statements in which equity method is applied /

Separate financial statements as at 31 December 2021

Items	Note	Floating interest rate	Fixed interest rate	Zero interest rate	Total	Interest rate
Financial assets						
Cash and cash equivalents	6	110,713	-	8,489	119,202	0.05% - 0.125%
Trade and other current receivables	8	-	-	179,472	179,472	-
Financial liabilities						
Trade and other current payables	16	-	-	202,417	202,417	-
Lease liabilities	17	-	33,578	-	33,578	2.0% - 5.2%

Foreign currency risk

The Company has low risk exposure to foreign currency since the outstanding balance of the Company's financial liabilities denominated in foreign currency in the statement of financial position at the end of reporting period was immaterial amount.

29.2 Fair values of financial instruments

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

30. Capital management

The primary objectives of the Company's capital are to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

As at 31 December 2021, the debt to equity ratio in the financial statements in which equity method is applied was 0.29:1 (2020: 0.26:1) and in the separate financial statements is applied was 0.58:1 (2020: 0.52:1).

31. Accounting transaction adjustment

The Company has adjusted its financial statements for the year ended 31 December 2020 (issued on 23 February 2021) to adjust the value of other long-term investments due to changing in fair value measurement method previously interpreted as there was a limited circumstance of data of the investing company, and therefore cost of the investment was applied in accordance with the requirements in TFRS 9 as the value of the fair value assessment, turning it into the use of fair value Level 3 because the Company that invests has no trading in liquid markets, including secondary markets, which the Company's management considers, using the book value of other long-term investments that have been audited by the auditor of the investment company to adjust as the fair value because it was the most reliable information

that the management could find. The impact of was adjusted as if the such transaction had been adjusted since the year when such TFRS was initially adopted as follows.

(Unit: Thousand Baht)

	Financial statements in which equity method is applied / Separate financial statements		
	As previous reported	Adjusted	Restated
Statement of financial position as at 1 January 2020 and 31 December 2020			
Assets			
Other long-term investments	24,932	246,396	271,328
Deferred tax assets	3,731	(3,731)	-
Liabilities			
Deferred income tax liability	-	45,548	45,548
Shareholders' equity			
Financial statements in which equity method is applied			
Other components of Shareholders' equity	-	197,117	197,117
Separate financial statements			
Other components of Shareholders' equity	-	197,117	197,117

32. Event after the reporting period

On 8 February 2022, the Annual General Meeting of Shareholders of the associated company passed the resolution to approve a dividend payment of Baht 41 per share from the its operating results for the year 2021, totaling of approximately Baht 50 million.

On 22 February 2022, the meeting of the Company's Board of Directors passed the dividend payment resolution to propose to the Annual General Meeting of the shareholders for 2022, regarding the approval of the payment of a dividend of Baht 0.21 per share from operating results of the year 2021, totaling approximately Baht 35 million.

33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 22 February 2022.

Attachment

<hr/>			
Attachment 1 Details of the Board of Directors, Executives and Company Secretary	Attachment 2 Details of the Directors of Subsidiary	Attachment 3 Details of the Head of Internal Audit and Compliance	
<hr/>			
Attachment 4 Details of the Assets' s Appraisal	Attachment 5 Policy and Guideline of Corporate Governance and Code of Conduct	Attachment 6 Report of the Audit Committee	Attachment 7 Confirmation of the Auditor's Remuneration

Attachment 1

Details of the Board of Directors,
Executives and Company Secretary

Details of the Board of Directors

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Sumeth Lersumitkul Chairman of the Board 31 March 2008	71	Master Degree of Business Administration, Ramkhamhaeng University Bachelor Degree of Economics, Ramkhamhaeng University <u>TLCA</u> • TLCA Executive Development Program 14/2014 <u>Capital Market Academy</u> • Capital Market Academy Program (WorTorThor) 15/2012 <u>IOD</u> • Role of the Chairman Program (RCP 31/2013) • Role of the Compensation Committee (RCC 16/2013) • Role of the Nomination and Governance Committee (RNG 5/2013)	52.32%	Spouse of Mrs. Sureeporn Anuvatudom Father of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul	Listed Company	Chairman of the Board	Moong Pattana International PLC.
					2015 - Present		
					2011-2015	Chairman of the Board and CEO	Moong Pattana International PLC.
					2008-2011	Director and CEO	Moong Pattana International PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					Others/ Non-Listed Company		
					2015 – Present	Advisor	Yoshino Moong Pattana (Thailand) Co., Ltd.
					2015 – Present	Advisor	Pigeon Industries (Thailand) Co., Ltd.
					1990-Present	Chairman	Thai Pigeon Co., Ltd.
					1981 - 2008	CEO	Moong Pattana Marketing Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mrs. La-aid Vongvongpop - Independent Director - Chairman of the Audit Committee - Chairman of the Good Corporate Governance Committee - Nomination and Remuneration Committee 31 March 2008 Resigned wef. 12 May 2021	77	Master Degree of Business Administration Golden Gate University, California, USA Bachelor Degree of Commerce, Thammasart University Bachelor Degree of Accounting, Thammasart University Certified Public Accountant (Thailand) <u>ID</u> • Advanced Audit Committee Program (AAP 27/2017) • Risk Management Program for Corporate Leaders (RCL 5/2016) • Anti-Corruption for Executive Program (ACEP 15/2015) • Audit Committee Program (ACP 22/2008) • Director Certification Program (DCP 51/2004)	0.01%	No	Listed Company	NRC member/ Chairman of CGC	Moong Pattana International PLC.
					2020 – May 2021		
					2008 – May 2021	Independent Director/ Chairman of AC	Moong Pattana International PLC.
					2015 - 2020	RC member	Moong Pattana International PLC.
					2005 - 2012	Independent Director/ Chairman of AC	Central Plaza Hotel PLC.
					1997 -2004	Deputy Managing Director	Thainox Stainless Steel PLC.
					1992-1997	Director – Finance and Account	Thainox Stainless Steel PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
		<ul style="list-style-type: none"> Director Accreditation Program (DAP 23/2004) 			Others/ Non-Listed Company		
		<ul style="list-style-type: none"> Federation of <u>Accounting Professions (FAP)</u> Knowing new TFRS implementing in year 2019 and 2020 (2/2018) Acquisition and Advance Managerial of Financial Statements Workshop Integrated Report (2/2017) 			2009 - Present	Executive Director	Thapanin Co., Ltd.
					2006- Present	Chairman	Gree R.V. Co., Ltd.
					2011 - 2018	Independent Director/ Audit Committee member	Erawan Sugar Co., Ltd.
					2006 - 2017	Director	TPN Singapore Pte

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Manit Jeeradit - Independent Director - Chairman of the Audit Committee - Nomination and Remuneration Committee - Good Corporate Governance Committee 15 November 2010	73	B.A. (Summa Cum Laude) Claremont Men's College (now Claremont McKenna College) <u>IOD</u> • Anti – Corruption for Executive Program (ACEP 15/2015) • Audit Committee Program (ACP 36/2011) • Director Certification Program (DCP 187/2014) • Director Accreditation Program (DAP87/2011)	No	No	Listed Company		
					May 2021 – Present	Chairman of AC/ NRC Member	Moong Pattana International PLC.
					May 2020 – Present	GCG Committee	Moong Pattana International PLC.
					2011 - Present	Independent Director	Moong Pattana International PLC.
					2011 – May 2021	AC Committee	Moong Pattana International PLC.
					2020 –May 2021	Chairman of NRC	Moong Pattana International PLC.
					2015-2021	Chairman of RC	Moong Pattana International PLC.
					2012 - Present	Independent Director/ Chairman of AC	Churarat Hospital Group

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					1999 – 2008	Senior EVP	Bank Thai PLC. (Now know as CIMB Thai)
					Others/ Non-Listed Company		
					2015 – Present	Director	License 2Q Co., Ltd.
					2004 – 2009	Chairman	BT Asset Management Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Songtham Phianpattana - Independent Director - Chairman of the Nomination and Remuneration Committee - Audit Committee - Good Corporate Governance Committee 1 June 2019	62	Bachelor Degree of Computer Science University of South Alabama <u>IQD</u> • Director Certification Program (DCP 54/2015) • EXAM 16/2005	No	No	Listed Company		
					May 2021 – Present	Chairman of NRC/ AC Committee/ GCG Committee	Moong Pattana International PLC.
					June 2019 – Present	Independent Director	Moong Pattana International PLC.
					May 2020 – May 2021	NRC Committee	Moong Pattana International PLC.
					June 2010 - 2020	AC Committee/ RC Committee	Moong Pattana International PLC.
					2019 – Mar 2021	Advisor	True Corporation PLC.
					2016 - 2017	Chief Corporate Solutions and Cooperation Officer	True Corporation PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					2012-2016	Group Executive Director- Enterprise and International Services	True Corporation PLC
					2012 -2016	Managing Director	Bangkok Inter Teletech PLC. จำกัด.
					2003-2012	Managing Director - Corporate Solution	True Corporation PLC.
					Others/ Non-Listed Company		
					Nov 2021 – Present	Independent Director/ Chairman of IT Committee/ Audit Committee/ CG and Sustainability Committee	KCG Corporation Co., Ltd.
					2019 – Present	Director	Freewill Solution Co., Ltd.
					2017 - 2018	M-anaging Director IoT & Analytical Business	True Digital Group

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					2012 - 2016	CEO/ Managing Director	- True International Gateway Co., Ltd. - True Touch Co., Ltd. - Telecom Asset Management - True Voice Co., Ltd. - Wire and Wireless Co., Ltd. - Hutchison Telecommunication (Thailand) Co., Ltd. - True Information Technology Co., Ltd. - True Move Co., Ltd. - Telecom Holding Co., Ltd.
					2001-2003	Country General Manager/ Managing Director กรรมการ สาขางาน IBM Storage Product	- IBM Thailand Co., Ltd. - IBM Solution Delivery Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Assoc. Professor Chadaporn Teekauttamakorn - Independent Director - Chairman of the Good Corporate Governance Committee - Audit Committee - Nomination and Remuneration Committee 27 April 2020	60	Master of Science (Management), Anglia Ruskin University, UK Master of Accounting (Management Account), Chulalongkorn University Bachelor of Business Administration (Account), Rajamangala Institute of Technology IOD • Director Accreditation Program (DAP 171/2020)	No	No	Listed Company		
					May 2021 – Present	Chairman of CGC/ NRC Committee	Moong Pattana International PLC.
					Apr 2020 – Present	AC Committee	Moong Pattana International PLC.
					Apr 2020 – May 2021	CGC Committee	Moong Pattana International PLC.
					Others/ Non-Listed Company		
					Present	Professor, Accounting Department, Faculty of Business Administration	Ramkhamhaeng University
					Present	Working Group – Thailand Accounting Program Network	Federation of Accounting
					2016 - Present	Director	Thai Accounting Firms Association

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					1991 - 2021	Professor, Accounting Department, Faculty of Business Administration	Ramkhamhaeng University
					2013 – 2017	Deputy of Dean, Department of Academic and Research, Faculty of Business Administration	Ramkhamhaeng University

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Somboon Prasitjutrakul - Director 27 April 2020	63	Certificate Senior Executive Management, Stanford, USA Master of Business Administration (Management) of Chulalongkorn University Certificate Marketing Management Thammasart University Bachelor of Marketing, San Jose State University, USA <u>IOD</u> • Director Certification Program (DCP54/2005)	No	No	Listed Company		
					Apr 2020 – Present	Director	Moong Pattana International PLC.
					Feb 2017 – Present	Director	JWD Infologistics PLC.
					Nov 2013 - Present	Director	Taokaenoi PLC.
					2015 - 2017	Director	TAC Consumer PLC.
					Others/ Non-Listed Company		
					2020 – Present	Director	Tia Ngee Hiang (Chao Sua) Co., Ltd.
					2018- Present	Director	Davakam Apothecary Hall Co., Ltd.
					2017 - 2019	Director	V Food Group Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					2014 – 2020	Director	- Thanatarn Paper Co., Ltd. - Riverpro Pulp and Paper Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Ms. Suwanna Chokdee-anand - Director - CEO 26 April 2011	53	Master of Business Administration (MBA Executive), Chulalongkorn University Bachelor of Economics and Business Administration (Marketing), Kasetsart University <u>IOD</u> • Director Certification Program (DCP 264/2018) • Anti-Corruption for Executive Program (ACEP 15/2015) • How to Develop a Risk Management Plan (HRP 3/2013) • Director Accreditation Program (DAP 96/2012) • Successful Formulation & Execution Strategy (SFE 13/2011) • The Board's Role in Mergers & Acquisitions (M&A 1/2011)	0.63%	No	Listed Company		
					2015 - Present	Director/ CEO	Moong Pattana International PLC.
					2012 - 2015	Director/ Senior EVP – Operation and Commercial	Moong Pattana International PLC.
					2011 - 2012	Vice President – Marketing and Sales	Moong Pattana International PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
		<u>PACRIM Group</u> • The 4 Essential Roles of Leadership (2018) <u>Thailand Management Association (TMA)</u> • Conflict Resolutions Management (2017) <u>Narit & Associates Limited</u> • Commercial Contracts Drafting, Risk Management and Tax Aspects (2013) <u>Thailand Productivity Institute</u> • Business Process and SOP (2012)			Others/ Non-Listed Company		
					2015 – Present	Director	Pigeon Industries (Thailand) Co., Ltd.
					2009 - 2010	Managing Director	MAXUS Thailand Co., Ltd. (Group M Thailand)
					2006 - 20090	Assistant Managing Director- Brand Business	Malee Enterprise Co., Ltd.
					2003 - 2005	AVP Channel Development	Nestle (Thailand) Co., Ltd.
					2001 -2002	Senior Manager National Distributor Development (Food services Business Unit)	Nestle (Thailand) Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mrs. Sureeporn Anuvatudom - Director - Joint-CEO 31 March 2008	71	Master of Business Administration Ramkhamhaeng University Bachelor of Economics Ramkhamhaeng University <u>IOD</u> <ul style="list-style-type: none"> • Anti-Corruption for Executive Program (ACEP 15/2015) • Role of Nomination and Governance Committee (RNG 5/2013) • Director Certification Program (DCP 181/2013) • The Board's Role in Mergers & Acquisitions (M&A 1/2011) • Director Accreditation Program (DAP 69/2008) 	1.39%	Spouse of Mr. Sumeth Lersumitkul Mother of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul	Listed Company		
					2014 – Present	Director/ Joint-CEO	Moong Pattana International PLC.
					2008 - 2014	Drector and SVP	Moong Pattana International PLC.
					Others/ Non-Listed Company		
					2015 – Present	Director	Yoshino Moong Pattana (Thailand) Co., Ltd
					1983 - 2017	Director	Elegance Hardware Co., Ltd.
					1981 - 2008	VP – Account & Finance	Moong Pattana Marketing Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Methin Lersumitkul - Director - Sr. Business Development and Marketing Director 25 February 2013	45	Master of International Business, Aston Business School, UK Bachelor of Economics, Chulalongkorn University <u>IOD</u> • How to Develop a Risk Management Plan (HRP 3/2013) • Director Accreditation Program (DAP 122/2015) <u>Thai Chamber of Commerce (NTCC)</u> • Transforming Mindsets for Executive Leadership – Boost Accountability, Engagement and Collaboration in Your Team, Netherlands (2014)	4.61%	Son of Mr. Sumeth Lersumitkul and Mrs. Sureeporn Anuvatudom Brother of Mr. Suthee Lersumitkul	Listed Company		
					2017 – Present	Director/ Sr. Business Development and Marketing Director	Moong Pattana International PLC.
					2016 – 2017	Director/ Business Development and Marketing Director	Moong Pattana International PLC.
					2013 – 2016	Director/ Business Development Director	Moong Pattana International PLC.
					2011 – 2013	Marketing Director	Moong Pattana International PLC.
					2010 – 2011	Assistant VP	Moong Pattana International PLC.
					2002 – 2008	Marketing Manager/ Group Brand Manager/ Brand Manager	Moong Pattana International PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
					Others/ Non-Listed Company		
		<u>Narit & Associates Limited</u> • Commercial Contracts Drafting, Risk Management and Tax Aspects (2013) <u>Ideal Forum Company Limited</u> • Investment Laws in Myanmar 2015				-No-	

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Mr. Suthee Lersumitkul - Director - Sr. Manager – Group Brand 27 April 2021	42	Master of MS in Marketing Analysis, De Paul University Bachelor of Economics, Moetary and Finance, Thammasart University <u>IQD</u> • Director Accreditation Program (DAP 187/2021)	4.74%	Son of Mr. Sumeth Lersumitkul and Mrs. Sureeporn Anuvatudom Brother of Mr. Methin Lersumitkul	Listed Company		
					Apr 2021 - Present	Director	Moong Pattana International PLC.
					2016 - Present	Senior Brand Manager	Moong Pattana International PLC.
					2014 - 2016	Sales Manager - Traditional Trade	Moong Pattana International PLC.
					2012 - 2014	Sales Manager - Modern Trade	Moong Pattana International PLC.
					Others/ Non-Listed Company		
						-No-	

Details of the Executives

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
1. Ms. Suwanna Chokdee-anand - Director - CEO 26 April 2011	53	Master of Business Administration (MBA Executive), Chulalongkorn University Bachelor of Economics and Business Administration (Marketing), Kasertsart University <u>IOD</u> • Director Certification Program (DCP 264/2018) • Anti-Corruption for Executive Program (ACEP 15/2015) • How to Develop a Risk Management Plan (HRP 3/2013) • Director Accreditation Program (DAP 96/2012) • Successful Formulation & Execution Strategy (SFE 13/2011) • The Board's Role in Mergers & Acquisitions (M&A 1/2011)	0.63%	No	Listed Company	Director/ CEO	Moong Pattana International PLC.
					2015 - Present		
					2012 - 2015	Director/ Senior EVP – Operation and Commercial	Moong Pattana International PLC.
					2011 - 2012	Vice President – Marketing and Sales	Moong Pattana International PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
		PACRIM Group • The 4 Essential Roles of Leadership (2018) Thailand Management Association (TMA) • Conflict Resolutions Management (2017) Narit & Associates Limited • Commercial Contracts Drafting, Risk Management and Tax Aspects (2013) Thailand Productivity Institute • Business Process and SOP (2012)			Others/ Non-Listed Company		
					2015 – Present	Director	Pigeon Industries (Thailand) Co., Ltd.
					2009 - 2010	Managing Director	MAXUS Thailand Co., Ltd. (Group M Thailand)
					2006 - 20090	Assistant Managing Director-Brand Business	Malee Enterprise Co., Ltd.
					2003 - 2005	AVP Channel Development	Nestle (Thailand) Co., Ltd.
					2001 -2002	Senior Manager National Distributor Development (Food services Business Unit)	Nestle (Thailand) Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
2. Mrs. Sureeporn Anuvatudom - Director - Joint-CEO 31 March 2008	71	Master of Business Administration Ramkhamhaeng University Bachelor of Economics Ramkhamhaeng University <u>IOD</u> <ul style="list-style-type: none"> • Anti-Corruption for Executive Program (ACEP 15/2015) • Role of Nomination and Governance Committee (RNG 5/2013) • Director Certification Program (DCP 181/2013) • The Board's Role in Mergers & Acquisitions (M&A 1/2011) • Director Accreditation Program (DAP 69/2008) 	1.39%	Spouse of Mr. Sumeth Lersumitkul Mother of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul	Listed Company		
					2014 – Present	Director/ Joint-CEO	Moong Pattana International PLC.
					2008 - 2014	Director and SVP	Moong Pattana International PLC.
					Others/ Non-Listed Company		
					2015 – Present	Director	Yoshino Moong Pattana (Thailand) Co., Ltd.
					1983 - 2017	Director	Elegance Hardware Co., Ltd.
					1981 - 2008	VP – Account & Finance	Moong Pattana Marketing Co., Ltd.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
3. Mr. Methin Lersumitkul - Director - Sr. Business Development and Marketing Director 25 February 2013	45	Master of International Business, Aston Business School, UK Bachelor of Economics, Chulalongkorn University <u>IQD</u> • How to Develop a Risk Management Plan (HRP 3/2013) • Director Accreditation Program (DAP 122/2015) <u>Thai Chamber of Commerce (NTCC)</u> • Transforming Mindsets for Executive Leadership – Boost Accountability, Engagement and Collaboration in Your Team, Netherlands (2014)	4.61%	Son of Mr. Sumeth Lersumitkul and Mrs. Sureeporn Anuvatudom Brother of Mr. Suthee Lersumitkul	Listed Company		
					2017 – Present	Director/ Sr. Business Development and Marketing Director	Moong Pattana International PLC.
					2016 - 2017	Director/ Business Development and Marketing Director	Moong Pattana International PLC.
					2013 - 2016	Director/ Business Development Director	Moong Pattana International PLC.
					2011 - 2013	Marketing Director	Moong Pattana International PLC.
					2010 - 2011	Assistant VP	Moong Pattana International PLC.
					2002 - 2008	Marketing Manager/ Group Brand Manager/ Brand Manager	Moong Pattana International PLC.

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
		<u>Narit & Associates Limited</u> • Commercial Contracts Drafting, Risk Management and Tax Aspects (2013) <u>Ideal Forum Company Limited</u> • Investment Laws in Myanmar 2015			Others/ Non-Listed Company	-No-	
4. Mrs. Pornpimol Suwankajit 1 Apr 2019	50	Master of Science, Information System Sandiego State University Bachelor of Business Administration, Kasertsart University	0.03%	No	Apr 2019 – Present Jul 2016 – Mar 2019 Apr 2018 – Apr 2019 2011 – Mar 2015	HR Director Sr. Manager – HR Business Excellence & Commercial Support Manager Sales Analyst & Operation Support Manager	Moong Pattana International PLC. Moong Pattana International PLC. TOA Paint (Thailand) PLC. Central Restaurant Group PLC.
5. Mrs. Saovakhon Somabot 2 May 2018	54	Master of Business Administration (Accounting), Ramkhamhaeng University Bachelor of Accounting, Bangkok University	No	No	May 2018 - Present 2012 – 2018 1997 – 2012	Accounting Manager Sr. Accounting Manager Sr. Accounting Manager	Moong Pattana International PLC. TOA Paint (Thailand) PLC. Central Restaurant Group PLC.

● Details of Company Secretary

Name and Position at the Company/ Appointment Date	Age	Education	% of Share Holding as of December 2021	Family Relationship among Management	Work Experience		
					Period	Position	Company
Ms. Chananya Vilamard Company Secretary 13 May 2020	39	Master of Business Administration King Mongkut's University of Technology Thonburi Bachelor of Accounting Siam University Bachelor of Business Administration Rajamangala Institute of Technology <u>IOD</u> - Company Secretary Program (CSP59/2014) - Effective Minutes Taking (EMT 30/2014)	No	No	May 2020 – Present	Company Secretary	Moong Pattana International PLC.
					Oct 2019 – May 2020	Assistant Company Secretary	Moong Pattana International PLC.
					Apr 2019 – Oct 2019	Company Secretary	Maybank Kim Eng Securities (Thailand) PLC.
					Aug 2015 – Aug 2016	Company Secretary	Maybank Kim Eng Securities (Thailand) PLC.
					Jul 2013 – Oct 2019	Assistant Vice President – Legal and Company Secretary Office	Maybank Kim Eng Securities (Thailand) PLC.

Scope of Duties and Responsibilities of the Company Secretary

The Company Secretary whose duties and responsibilities are as stipulated in the Section of 89/15 and 89/16 of the Securities and Exchange Act B.E. 2535 and as amended which responsibility and fiduciary duty as well as comply with law, objective, article of association, resolution of the Board of Directors as well as resolution of the shareholders' meeting. The duty by law of the Company Secretary is shown as follows:

- 1.1 Prepare and maintain the following documents:
 - 1.1.1 Directors' Registry;
 - 1.1.2 Notices of the Board of Directors' Meetings, Minutes of the Board of Directors' Meetings and Annual Report of the Board of Directors; and
 - 1.1.3 Notices of the Shareholders' Meetings and Minutes of the Shareholders' Meetings.
- 1.2 Maintain the report on stake holdings of directors and management.
- 1.3 Carry out other tasks as assigned by the Board of Directors.

In addition, the Company Secretary has other duties as the Company or the Board of Directors assigned as follows:

- Giving advice regarding Law and related rules and regulations and conduct the corporate governance of the Company/ Board of Directors in compliance with the law.
- Conducting the Board of Directors' meeting and Shareholders' Meeting.
- Liaise with the Internal Department to ensure the operation in compliance with the resolution of the Board of Directors' Meeting and Shareholders' Meeting.
- Liaise with regulatory agency e.g. SEC, SET and take care the disclosure of information of the Company
- Carry out other task as assigned by the Company.

Attachment 2

Details of the Directors of Subsidiary

Name of Directors of Subsidiary

	Moong Pattana International PCL.	Thai Pegin Co., Ltd. (Subsidiary)	Yoshino Moong Pattana (Thailand) Co., Ltd.	Pigeon Industries (Thailand) Co., Ltd.
1. Mr. Sumeth Lersumitkul	CB, S	CB, S		
2. Mrs. La-aid Vongvongpop (Resigned wef. 12 May 2021)	ID, CAC, NRC, CCGC			
3. Mr. Mani Jeeradit	ID, CAC, NRC, CGC			
4. Mr. Songtham Phienpattanawit	ID, CNRC, AC, CGC			
5. Assoc. Professor Chadaporn Teekauttamakorn	ID, CCGC, AC, NRC			
6. Mr. Somboon Prasitjutrakul	DR			
7. Mrs. Sureeporn Anuvatudom	ED, S, JCEO		DR	
8. Ms. Suwanna Chokdee-anad	ED, S, CEO			DR
9. Mr. Methin Lersumitkul	ED, S			
10. Mr. Suthee Lersumitkul	DR			

Remark: the above list of the companies remains its operation. However, excluding the closing down or bankrupt Company.

CB = Chairman of the Board

ID = Independent Director

CAC = Chairman of the Audit Committee

AC = Audit Committee Member

CNRC = Chairman of Nomination and Remuneration Committee

NRC = Nomination and Remuneration Committee Member

CCGC = Chairman of the Corporate Governance Committee

CGC = Corporate Governance Committee Member

S = Authorised Director

ED = Executive Director

DR = Director

CEO = Chief Executive Officer

JCEO = Joint-Chief Executive Officer

Attachment 3

Details of the Head of Internal Audit and Compliance

Details of the Head of Internal Audit and Compliance

Name - Surname	Mrs.Pavadee Udomsritanakorn
Position	Internal Audit Manager
Education	Master of Business Administration in Accounting Ramkhamhaeng University Micro-M.B.A. Chulalongkorn University Bachelor of Accountancy Dhurakij Bundit University
Related Training	<p><i>Revenue Department</i></p> <ul style="list-style-type: none"> • Withholding Tax <p><i>The Institute of Internal Auditors of Thailand</i></p> <ul style="list-style-type: none"> • Creative Problem-Solving for Auditors • Internal Control Integrated Framework • Fraud Audit • Auditor-in-charge Tools and Techniques • Risk Based Audit <p><i>Federation of Accounting Professions</i></p> <ul style="list-style-type: none"> • New Accounting Standard Changing Thailand in 2019 and 2020 • Financial Countdown to TFRS9 Focus Group • IT Governance, CyberSecurity for Internal Auditors • The key changing in TFRS9 • IT Audit for Non-IT Auditor • Planing for Internal Auditor regarding Taxation • Risk Evaluation and Risk Management <p><i>NYC Management Co.,Ltd.</i></p> <ul style="list-style-type: none"> • VAT Mistake and Solution 2017 • Preparing for TFRS of NPAES 2017 • New Law in 2016 and Trend for 2017 • Differentiate between Accountitng Principal and Tax Principal <p><i>IOD</i></p> <ul style="list-style-type: none"> • CAC Briefing 1/2017 (Re-certification) • Experiences Sharing of CAC Certification Process <p><i>Collective Action Coalition Against Corruption (CAC)</i></p> <ul style="list-style-type: none"> • Road to Join CAC 4/2021

PricewaterhouseCoopers (Thailand)

- Labour Law – Consequences of Business Disruption : Dealing with Labour Issues and Minimising Legal Expose
- PwC Forensics Seminar on ISO37001 : How PwC’ Fraud Risk Management Framework
- PwC Forensics Legal Seminar on Employee Fraud and Labour Law in Actions

Stock Exchange of Thailand

- Training Scholarship Program Year 6 (Account Management for Listed Companies) Course “Summary of the essence TFRS for PAEs to be aware of and changes in 2021
- Strengthening Good Corporate Governance
- Update COSO Enterprise Risk Management
- Criminal Responsibility of Directors and Juristic Agent
- RIC Discussion 1/2017 : Issue of the Risk Management and Internal Control

Dharmniti Training

- Business Analysis – Covid-19 impact to the execution of Financial Statements
- Trend of TFRS for PAEs and APAEs in the future

In House training

- Microsoft Teams Seminar Advance Anti-Corruption Practices
- Personal Data Protection Act, B.E. 2562
- Knowledge of Account Receivable, Account Payable, Cost and Assets
- Effective Meeting & Conflict Management
- Finance for Finance
- Microsoft Excel 2013 (Advance)
- Labour Law
- Coach Management
- Knowledge of Value Added Tax and Withholding Tax
- 7 Wastes
- Operation following to ISO 9001:2000 Standard

TLCA

- Risk Management for pandemic of Covid-19
- Cyber Security Risk

Work Experience	2016 – Present	Moong Pattana International Public Company Limited <i>Internal Audit Manager/ Secretary to the Audit Committee</i>
	2015-2016	Evolution Capital Public Company Limited <i>Sr. Internal Audit Manager</i>
	2011 – 2015	TOA Paint (Thailand) Public Company Limited and subsidiary company <i>Internal Audit Manager</i> Erawan Sugar Co., Ltd. <i>Internal Audit Advisor</i>
	2008-2011	Central Restaurant Group Co., Ltd. <i>System Development Manager Accounting Manager (Fixed Assets)</i>
	2003 – 2008	Central Plaza Hotel & Resort Public Company Limited <i>Internal Audit Supervisor</i>
	1996-2003	Thai Military Bank Public Company Limited <i>Internal Audit Supervisor</i>

No. of Share (%): -None-

Relationship among Directors : -None-

Attachment 4

Details of the Assets' s Appraisal

Details of the Assets' Appraisal

Details	Location	Type of Assets	Area	Book Value as of December 31, 2021	Appraisal Price	Date of Report	Valuer	Obligation
Land : Bangna Garden	Bangna Garden Project, Bang-Bo, Samutprakarn	Piece of Land	2 Rai	13,200,000	13,200,000	19 December 2019	Siam City Appraisal Co., Ltd./ Mr. Kanapoj Jamnien	None
Land : Nawin Park	Nawin Park Project, Klongluang, Patumthani	Piece of Land	2 Rai	3,200,000	3,200,000	13 December 2019	Siam City Appraisal Co., Ltd./ Mr. Kanapoj Jamnien	None
Land : Lake Side Villa Resort	Lake Side Villa Resort Project, Bangpakong, Chachoengsao	Piece of Land	1 Rai 54 Sq.W.	7,700,000	7,718,000	6 December 2019	Siam City Appraisal Co., Ltd./ Mr. Kanapoj Jamnien	None
Building : Chokdee Plaza	Chokdee Plaza, Bangbo, Samutprakarn	Building	41.4 Sq.W.	3,600,000	4,500,000	19 December 2019	Siam City Appraisal Co., Ltd./ Mr. Kanapoj Jamnien	None

Attachment 5

Policy and Guideline of Corporate Governance
and Code of Conduct

CG Policy of Moong Pattana International Public Company Limited

Introduction

Moong Pattana International Public Company Limited lastly revised our Good Corporate Governance Policy in 2016 to align with the changes in rules, policies, and guidelines, including the Anti-Fraud and Corruption Policy for which we declared our intention to join the Collective Action against Corruption (CAC) in 2015. Subsequently, the Securities and Exchange Commission issued **the Corporate Governance Code for Listed Companies in 2017**, and, on 17 March 2017, the Board of Directors then resolved to review and revise our Good Corporate Governance Policy in order to gain the confidence of the shareholders, investors, stakeholders, and all the related parties, that the Company has placed the importance on morals and ethics when it comes to business operation. We also aim to create sustainable values for our affairs, so that we are competitive and adaptable to the business environment, social and environmental change, by taking into account the benefits and needs of all the stakeholders.

However, the review and revision of the Good Corporate Governance Policy still relies on 5 Sections of the OECD Principles of Corporate Governance of the Organization for Economic Co-Operation and Development (OECD), namely the Rights of Shareholders, the Equitable Treatment of Shareholders, the Roles of Stakeholders, Disclosure and Transparency, and Board Responsibilities, with an addition on **the 2017 Corporate Governance Code for Listed Companies** of the Securities and Exchange Commission (SEC).

This revised version of the Good Corporate Governance in 2017 was approved by the Board of Directors' Meeting No. 3/2017, held on 9 August 2017, for the directors, the management, and all staff to adhere to as their guidelines, with effect from 10 August 2017 onwards.

Reviewed and revised by the Board of Directors' Meeting No. 4/2021, held on 9 November 2021.

Section 1

The Rights of Shareholders

The shareholders have ownership rights through control over the Company by means of appointment of the Board of Directors to act on their behalf and have the rights to determine any material change of the Company. In this regard, the Company agrees to encourage the shareholders to exercise their rights by determining these rules to protect such rights and to facilitate the shareholders to exercise their fundamental rights under the laws or in equity in certain matters with equitable treatment. The details are as follows:

1. Shareholders shall be entitled to other fundamental rights, namely, the right to receive profit sharing and dividend on fair and equitable terms, the right to equitable treatment in terms of buyback by the Company, purchase, sale, and transfer of the securities being held by them independently.

2. Shareholders are entitled to control the operation of the Company through the appointment of the Board of Directors to act on their behalf and shall have the right to decision making in respect of the Company's corporate changes, e.g. amendment to the Memorandum of Association or the Articles of

Association, appointment of auditors, approval of financial statements and profit and loss statements, dividend payment, issuance of shares for the increase and decrease of capital, etc. All of which are conducted through the annual general meeting of shareholders.

The Company holds its annual general meeting of shareholders once a year and within 4 months from the last date of the fiscal year of the Company. In case of urgency or in the event that the shareholders' interests may be affected, and the applicable regulations and laws require the shareholders' approval, the Company may convene an extraordinary general meeting of shareholders.

The Chairman of Directors, the Chairman of the Audit Committee, and every Board member shall participate the shareholders' meeting in order to present the Company's performance, business plan, as well as to give their opinions for each agenda.

3. Shareholders are entitled to be informed of the Company's information for attendance of the shareholders' meeting. In this regard, the Company shall submit to the shareholders sufficient information in respect of meeting agendas and supporting information, the right to attend the shareholders' meeting, the right to vote (for which each shareholder have one vote per one share equally), and the relevant regulations, including the venue of the meeting, date and time of the meeting. The Company shall also clearly indicate that the respective agenda is for acknowledgement, for approval, or for consideration, and shall deliver the same to each shareholder for their information prior to the meeting date as prescribed by law, i.e. not less than 14 days, as well as publish the invitation to the shareholders' meeting in the newspaper to convene the meeting at least 3 consecutive business days prior to the meeting date.

Shareholders may download the invitation to the shareholders' meeting, supporting documents, the annual report in both Thai and English from the Company's website (www.moongpattana.com)

4. The Company provides an opportunity for every shareholder to nominate any person to be a director by submitting a nomination letter to the Board of Directors within the timeline prescribed by the Company, together with evidence demonstrating its shareholding, a consent letter of the person being nominated, and the document in support of the determination of qualifications (Such person being nominated shall meet the qualification requirements and shall not possess any qualifications unprohibited by the Public Company Limited Act.), the right to propose meeting agenda and the rationale in support of the agenda, as well as the supporting documents. The nomination process shall be conducted via the Company's website (www.moongpattana.com).

In this regard, the Board of Directors shall jointly consider and determine the criteria for selection of meeting agendas and persons for appointment as the Company's directors. In case the proposal is included as a meeting agenda, the Company shall indicate in the invitation letter that such agenda is proposed by the shareholder. As for the proposal rejected by the Board of Directors to be included as a meeting agenda, the

Company shall elaborate the reasons to the shareholders' meeting. Moreover, the shareholders may submit a question via the Company's website prior to the meeting date.

5. The Company provides an opportunity for the shareholders who cannot attend the meeting in person to authorize proxy to the representative of the shareholders or the independent director of the Company, for whom the Company shall nominate every independent director of the Company to be the proxy to attend the meeting on behalf of those shareholders by way of proxy form, which the Company shall submit the Proxy Form A, B and C, together with the invitation letter to the meeting or the investor can download from the Company's website. Such proxy form shall include the required documents or evidence, as well as guidelines for appointing a proxy. The Proxy Form B is where the Company provides the opportunity for the shareholders to cast a vote for each agenda.

6. The Company separates the voting results for those meeting agendas which contain several sub-matters, for instance, the voting for appointment of directors shall be separated for each individual.

7. The Company shall not consider any meeting agenda which has not be notified in advance, apart from those agenda listed in the invitation letter for the meeting.

8. For registration and vote counting procedures, the Company uses the barcode system implemented by the company entrusted by listed companies. Moreover, the Company invites a legal counsel to attend the meeting in order to witness the vote counting.

9. During the shareholders' meeting, the Chairman shall open up for the shareholders to inquire, give opinions and suggestions in each agenda independently, equally, and without any time constraints.

10. The Company shall record the meeting from the beginning until the end and shall prepare minutes of the shareholders' meeting accurately and completely, particularly on the votes casting and counting procedures, including the vote results ("for", "against" and "abstain"), opinions and inquiries of every shareholder, by publishing the minutes of the shareholders' meeting in both Thai and English on the Company's website (www.moongpattana.com) within 14 days from the date of the meeting.

11. The Company recognizes the importance of accurate, complete, and on-time disclosure so that the investors, shareholders, stakeholders, and any interested persons are informed via the communication channel of the Stock Exchange of Thailand and the Company's website. For more inquiries, opinions, or suggestions, please contact "Investor Relations" Tel. 02 020 8902 or ir@moongpattana.com or "Corporate Secretary" Tel. 02 020 8999 or company.secretary@moongpattana.com. For every opinion and suggestion, the Company will take into its consideration for further improvement and development of the Company.

Section 2

The Equitable Treatment of Shareholders

Every shareholder, regardless of being executive or non-executive, Thai or foreign, major or minor, individual or institutional, shall be treated fairly and equitably to assure the shareholders that the Board of

Directors and the Management shall properly supervise the spending of the shareholders' money, which is a key factor to the investors' confidence when it comes to investment in the Company.

The Company, therefore, imposes governance on matters in order to set guidelines to assure the shareholders that the Company provides equitable treatment of shareholders and every shareholder will receive the same fundamental rights of shareholders, details of which are as follows:

1. In addition to the Company's website as a channel for the shareholders to give suggestions, give opinions, propose meeting agendas, and nominate names to be appointed as the Company's director via, the Company provides a channel for the shareholders to submit a whistleblower claim or complaint to the independent director via ind.director@moongpattana.com, for which the independent director shall consider each matter as it deems appropriate, whether or not it is an investigation of fraud complaints. In this regard, the whistleblower shall be protected and held harmless. For other significant matters and benefits of the Company's business, the independent director shall consider and propose to the Board of Directors to further include those as the meeting agendas for the Annual General Meeting of shareholders.

2. In order to facilitate the shareholders to attend the meeting, the Board of Directors convenes the shareholders' meeting at the venue that is convenient for every shareholder to attend; provides personnel to facilitate the shareholders at the meeting venue; provides equipment for registration in a more convenient and faster manner; provides personnel to advise the shareholders in respect of registration, methods of filling out Proxy Form, photocopying, verification of documents, and preparation of stamp duties; as well as opens the registration desk at least 1 hour prior to the meeting time. The meeting venue should be spacious enough for the shareholders who attend the meeting and should be equipped with projectors and stereos so that the presentation to the shareholders is clear and smooth throughout the meeting.

3. The Company arranges for the disclosure of its quarterly performance via the communication channel system of the Stock Exchange of Thailand and the Company's website so that the shareholders and investors are informed of the Company's performance in order to make their comparative analysis.

4. The Company and employees shall comply with the rules on transactions with connected persons and the rules on transactions for acquisition and disposition of assets, which are protective measures for the interests of minor shareholders, by disclosing the relationship of the connected persons. In this regard, the Board of Directors shall give their opinions on such connected transactions and fully disclose them to the shareholders.

5. No less than 5 shareholders shall request for the shareholders' meeting to conduct the vote casting *in camera* in the event of determination of significant matters so that the shareholders can independently cast their votes and in order to promote transparency and accountability. The methods of vote casting shall be determined by the Chairman of the shareholders' meeting.

6. The Company has implemented the insider trading policy in the Code of Conduct for strict compliance of the directors, the management, and the employees, in order to govern the use of inside information to be fair and equal. In no event shall the inside information be exploited or used in a way that may affect the shareholders.

Section 3

The Roles of Stakeholders

The Company aims to achieve stability and wealth in a long run, as well as taking into consideration the interests of the stakeholders involved. Therefore, the Company has established policies related to the stakeholders, emphasizing the rights of the stakeholders, whether the rights stipulated by law or by mutual agreement as specified in the Code of Conduct, in which it lays down a strict guideline for responsibilities, treatment and assurance that the stakeholders shall receive protection, and fair treatment, whether the stakeholders being shareholders, customers, consumers, creditors, business partners, employees, competitors, or regulators. All of which have been published on the Company's website and will be further developed in order to support and encourage efficient participation of the stakeholders.

The Company has established a policy relating to all the stakeholders involved as follows:

1. The Company has implemented the policy of responsibility for the shareholders in addition to the fundamental rights stipulated by law and the Articles of Association of the Company, e.g. the right to attend the shareholders' meeting, the right to vote, the right to receive the dividend, etc. The Company provides the shareholders the right to inquire and give opinions for the improvement of the Company's operation to be more efficient, the whistleblower claim and misconduct complaint submission, etc., via certain channels, e.g. via email to the corporate secretary for any inquiries, suggestions, and opinions, or the Audit Committee for the whistleblower claims and complaints. In this regard, the Company employs channels and approaches that are secure so as to enhance the confidence of the whistleblowers that the Company will protect and conceal the identity information of such whistleblowers. For the methods and contact channels of the Company, please visit www.moongpattana.com and find the annual report of the Company.

2. For the policy of treatment of the customers, the Company aims to supply quality products and excellent service for satisfaction and commitment to the customers, covering the subjects of providing useful information to the customers, marketing communication through all the available channels to the extent permissible by law, taking into account the relevant rules and regulations, as well as the right of the consumers, and keeping confidential the customers' information in a proper manner.

3. The policy and treatment of the business partners cover the subject of fair and equal treatment of the business partners and in accordance with the agreements or commercial terms agreed upon, including the policy on selection of business partner for the employees to refer to as guidelines, creation of

transparency and equitability among all the business partners, building trust, relationship, and cooperation, in order to develop a long term potentiality and efficiency of the business operation.

4. The policy and treatment of the creditors have been established to honor the Company's commitment and adhere to the conditions and obligations incurred by the creditors, whether the business creditors or financial institutional creditors, as well as not violate any right of the creditors.

5. For the policy and treatment of the business competitors, the Company aims to conduct the business with integrity and ethics, covering the promotion of industry growth and abstinence from undermining the business competitors.

6. The policy and treatment of the employees cover the subject of fair remuneration with clear indicators and evaluation, fair and equitable human resource development, as well as the encouragement of skills and knowledge, procurement of equipment for the employees to efficiently perform their duties, development of knowledge and potential of the employees, including strict compliance with the applicable laws relating to the employees, monitoring of the employees' compliance to respect the rights of other employees under the Company's regulations and promotion of harmony among the employees.

7. The policy of corporate social responsibility covers the subject of preservation of the environment, societies, and communities in the area where the Company conducts its business. In addition, the Company has implemented other policies to protect the benefits of shareholders and individual investors, e.g. the policy of conflict of interest, the policy of maintenance and use of the Company's properties, etc. Furthermore, the Company has formed a working group to supervise the compliance with the Code of Conduct, with its main responsibility to receive the complaints, investigate or inquire to find facts in order to propose to the Audit Committee. In case of any violation thereof, the Company encourages the employee to be aware of the value of resources, e.g. the Company campaigns the employees to save energy, etc.

Section 4

Disclosure and Transparency

As the Board of Directors envisions the importance of information technology that is useful for any determination of the shareholders, individual investors, and other stakeholders, it is required to disclose any material information relating to the Company, both financial and non-financial information, with accuracy, completeness, timeliness, and transparency, by disclosing them via SET Community Portal of the Stock Exchange of Thailand and the Company's website, so that the information is easily accessed with equitability and credibility, beneficial to the governance of listed companies and the capital market of the regulatory authorities. Therefore, the Board of Directors have implemented the following:

1. The Board of Directors shall jointly consider the procedures for disclosure of information and transparency as required in the Code of Conduct and the Good Corporate Governance, including communicating to the directors, the management, and all of the employees to strictly comply with.

2. The Board of Directors shall require the financial reporting and non-financial reporting with completeness, accuracy and timeliness.

3. The Board of Directors shall disclose the Code of Conduct and the Risk Management Policy to assure the determination of the shareholders, investors, and analysts.

4. The Board of Directors shall prepare the report of the Board's responsibilities for financial reporting and shall include them in the annual report.

5. The Board of Directors shall require the Audit Committee to consider and nominate an independent person to be the Company's auditor, including convening a meeting with the auditor without the participation of the management at least once a year.

6. The Board of Directors shall establish an investor relations department to manage the information technology of the Company in order to publish them to those who request information, e.g. shareholders, securities analysts, or investors. Please contact us via email at ir@moongpattana.com.

Section 5

Board Responsibilities

The Company comprises 7 committees which include the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee, Executive Committee, Risk Management Committee and Creating Shared Value Committee.

1. The Board of Directors

1.1. Structure of the Board

The Board of Directors consists of not less than 5 persons with is more than one-third of the total board seats is independent directors. At least 1 non-executive director has experience in core business. In order to create value and benefits to the Company, the composition of the Board of Directors should consist of directors with diverse qualifications, including age, gender, skills, knowledge and expertise useful for the Company.

1.2. Qualifications of the Boards of Directors

The Board of Directors set qualifications of directors that should have knowledgeable, experience and expertise to benefit for operating a business. Moreover, the directors must be qualified not being prohibited by the Public Company Act, the Securities and Exchange legislations, including related regulations and the Article of Association and the Good Corporate Governance Policy of the Company.

1.3. Qualifications of Independent Directors

The board of directors determined the qualifications of independent directors to be more stringent than the minimum requirements of the Office of the Securities and Exchange

Commission and the Stock Exchange of Thailand. Independent Directors must not hold shares exceeding zero point five (0.5) percent of the total number of voting shares of the Company which more stringent than the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

1.4. Scope of Power and Duties of the Board of Directors

1. Carry out business operation under the Company's article of association, laws, board of directors' and shareholders' resolutions (Duty of Obedience) with responsibilities, prudent and cautiously (Duty of Care), honest, trustworthy (Duty of Loyalty) and oversee the disclosure of financial and non-financial precisely in time (Duty of Disclosure).
2. Monitor and follow-up that management has operated to the best interest and fairly of majority and minority shareholders including other stakeholders such as customers, partners, creditors, competitors, employees, community, social and environment to protect their legal rights.
3. Define the Company's vision, mission, objectives and goals in steering business operations according to building sustainable value and review it's regularly, at least annually.
4. Consider and approve operation policies, allocation of resources and budget as provide by the Company's management. In addition, monitor and ensure policies and plans implementation efficiency and effectiveness as goal setting. The outcomes shall report to the Board of Directors and Executive Committee quarterly as well as problems and impediments that occur and adaptation plans.
5. Supporting, promoting and instill values, moral and ethics in all level of the Company under the Good Corporate Governance Policy, Code of Conducts and Anti-corruptions Practices.
6. Foster and support to create value-added to the Company with innovation and technology as well as using information technology to develop and improve the Company's business operations.
7. Appointing and defined role, duties and responsibilities of the Committees
8. Appointing directors or executives to be directors in the associate, subsidiary or affiliate of its company.
9. Set a written corporate governance policy and review it's regularly, at least annually.
10. Set a written Code of Conduct for directors, executives and employees to understand the business ethical standards of the Company's business besides employee's regulations that along with labor law. Monitor compliance to the Code of Conduct strictly.
11. Consider any conflict of interest thoroughly under clear guidelines for the best interest of the Company and all shareholders. Excluding any conflicted persons to participate in decision

making. Monitor compliance with regulations relating to procedures transactions with conflict of interests.

12. Disclose a report on securities holding by each of them and related persons under the Securities and Exchange Act B.E. 2535 Section 59, and shall submit the report to company secretary for gathering and propose the report to the Board of Directors including disclose to the shareholders in annual report.

13. Ensure that an internal control system is in place. Assign internal control department, an independently unit to perform an internal control duties as above.

14. Establish a risk management policy to cover all activities of the Company. Assign management to implement the policy and report to the Board of Directors regularly, at least quarterly.

1.5. Duties and Responsibilities of the Chairman

1. Call Board meeting, chair Board meeting and shareholders' meeting as well as meeting agenda in collaboration with the Chief Executive Officer. In concert with the Chief Executive Officer, to develop and set the agendas for meetings of the Board and oversee the process of sending out a notice and supporting documents accurately and completely in time.

2. Conducting meeting in accordance with the following agenda and comply with the Company's Article of Association and related laws.

3. Manage the time and maintain the scheduled meeting timings including encourage all directors to express their opinions freely.

1.6. The Term of Office of Directors

In every Annual General Meeting of shareholders, one third of all directors shall be retired by rotation. If the number of the directors cannot be divided by three, then the number closest to one third of all directors shall be retired by rotation and may be re-appointed.

1.7. Meeting of the Board of Directors

1. The board of directors schedules the meeting at least 4 times a year and conducts its meeting along with the Company's Article of Association, laws and related regulations.

2. The quorum of the board of directors requires at least half the total number of directors to be in attendance, in which the quorum shall not be less than two in three directors upon voting. The Chairman acts as the chair of the meeting and opens session for directors to free express their views and opinions as well as promoting discretion, allocate sufficient time for management to present the issues and results of the Company's operations.

3. The meeting notice and supporting documents shall be issue to directors in advance at least 5 working days before the meeting date. However the board of directors can ask more

information from executive director or board's secretary or call executives to join the board's meeting for explanation and answer questions.

4. The Company records a meeting and takes accurate and completely minutes of the meeting. All directors had attended all meeting of the board, except in the case of conflict of interest.

2. The Audit Committee

The Audit Committee consists of 3 at least independent directors which at least one of them is knowledgeable and experienced in finance and/or accounting. The knowledge and experiences of the Audit Committee shall be sufficient in performing duties with respect to reviewing financial statements to check on its reliance, and examining the Company's work procedures to be in compliance with policies, regulations, laws, regulations, and practice of the regulatory authorities, encouraging the development of financial and accounting reporting system in accordance with accounting standards, as well as reviewing the internal control system, the internal audit system and the risk management system to ensure their conciseness, appropriateness and the effectiveness.

The Audit Committee has been empowered to perform the duties and to render an opinion freely, by having the Internal Audit Department being in charge of implementing such duties and reporting to the Audit Committee directly. The Audit Committee shall attend the meeting with auditors without the presence of management at least once a year to seek an opinion from the auditors in various matters, and sometimes, the Audit Committee has sought advice from an external advisor who is independent at the cost of the Company.

2.1. Roles and Responsibilities of Audit Committee

1. Ensure the Company's financial statements are accurate and sufficient by reviewing its proper and effectiveness of internal control, management control and internal audit
2. Reviewing the Company comply with the laws related securities and exchange as well as the SET regulations and law related to the Company's business
3. Report on internal control system and its sufficient in the annual report
4. Perform any other duties as the assignment of the Board of Directors in the Charter of the Audit Committee that concurred the Audit Committee and under related legislations.

2.2. The Meeting of the Audit Committee

The Audit Committee shall hold its meetings at least 4 times per year for considering the financial statements, internal control, risk management, and the regulatory compliance of the Stock Exchange of Thailand's regulations and public company laws. The summon of the meeting shall be made in writing and submitted to the Audit Committee at least 5 business days prior to the meeting date. At the meeting, at least half of the total numbers of the Audit Committees

are required to join the meeting to constitute a quorum and the resolution of the meeting shall be passed by the majority of the members who join the meeting as per the quorum.

However, all the members shall join the meeting no less than three-fourth of the numbers of the meeting held in that year and the member should join the meeting with the auditor at least once a year without the presence of the executive.

2.3. The Term of Office of the Audit Committee

The Term of Office of the Audit Committee shall be in accordance with the provisions stipulated in the Audit Committee Charter.

3. **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of at least three (3) of the Company's directors, and at least one (1) of them must be an independent director. The Chairman of the Nomination and Remuneration Committee should be the independent director.

3.1. Roles and Responsibilities of Nomination and Remuneration

1. Review with the Board the Criteria for membership which are set forth in the Company's Corporate Governance Policy.
2. Identify evaluate and recruit individuals qualified for membership of the Board.
3. Nominate candidates to be proposed for election by the shareholders or the Board to fill vacancies or newly-created directorships.
4. Determine the guideline or specify remuneration for nomination of Company's directors, Chief Executive Officer by ensuring the procedure are made on fairness and transparent basis to propose to the Board of Directors and/ or Shareholder meeting.
5. Conduct any activities in compliance with the rules and regulations regarding the details about allocation of securities to directors, executives and employees.
6. Perform other tasks requested by the Board of Directors.

3.2. The Meeting of the Nomination and Remuneration Committee

1. The Committee shall meet at least once a year. In calling a meeting, the Executive Committee or Executives or relevant employees or appropriate persons may be invited to the meeting to express their opinion or submit the materials, information as necessary.
2. In each meeting, two-third of the Committee shall constitute a quorum.
3. A member who has a conflict of interests is not entitled to vote on the matter under consideration, unless otherwise; consideration of nomination for all members of the Committee.
4. Each member shall have one vote. All decision shall be made by majority vote, if the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

3.3. The Term of Office of the Nomination and Remuneration Committee

Members of the Committee may hold their post each term for 3 years. A member of the Committee who vacate office at the end of their term may be re-elected.

4. Good Corporate Governance Committee

The Good Corporate Governance Committee consists of 3 independent directors and the Chairman of the Good Corporate Committee is an Independent Director.

4.1. Roles and Responsibilities of Nomination and Remuneration

1. Determine good corporate governance principles and professional conducts of directors, executives and employees.
2. Monitor, evaluate the result of conformance with good corporate governance principles and professional conducts of directors, executives and employees and provide any suggestions regarding such matters.
3. Arrange any activities to encourage directors, executives and employees to understand more about good corporate governance principles and realize the necessity to conform to specified professional conduct.
4. Ensure full and fair disclosure of conformance with good corporate governance principles in the Company's Annual Report.
5. Perform other tasks requested by the Board of Directors.

4.2. The Meeting of the Good Corporate Governance Committee

1. The Committee shall meet at least once a year. In calling a meeting, the Executive Committee or Executives or relevant employees or appropriate persons may be invited to the meeting to express their opinion or submit the materials, information as necessary.
2. In each meeting, two-third of the Committee shall constitute a quorum.
3. A member who has a conflict of interests is not entitled to vote on the matter under consideration.
4. Each member shall have one vote. All decision shall be made by majority vote, if the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

4.3. The Term of Office of the Nomination and Remuneration Committee

Members of the Committee may hold their post each term for 3 years. A member of the Committee who vacate office at the end of their term may be re-elected.

5. Executive Committee

The Executive Committee consists of at least 3 members of directors and the management, acting as the management by authority of the Company's Board of Directors and scrutinizing various matters prior to proposing to the Company's Board of Directors.

5.1. Roles and Responsibilities of the Executive Committee

The Executive Committee has roles and responsibilities in operating the business according to the Company's objectives, the Company's policies, the Company's articles of association, the resolutions of the Board of Directors' meeting, as well as the resolutions of the Shareholders' meeting. The Executive Committee shall also cooperate with the Company's Board of Directors to establish and review policies, strategies, annual action plans, including resource management and the annual budget of the Company.

5.2. The Meeting of the Executive Committee

The Executive Committee shall hold the meeting as it deems appropriate or at least once a quarter. The resolution of the meeting shall be passed by the majority of the votes of the committees attending the meeting, provided that the committee who has a conflict of interest shall not be entitled to cast the vote on such matter.

6. **Risk Management Committee**

The Risk Management Committee consists of the persons in the management position from various departments of at least 5 persons, appointed by the Company's Board of Directors. The Risk Management Committee is in charge of ensuring that the risk management, strategies, and risk management resources have been utilized efficiently and effectively, and evaluating risk management to report to the Audit Committee for its consideration and further propose to the Company's Board at least once a quarter.

6.1. Roles, Duties, Responsibilities of the Risk Management Committee

The Risk Management Committee has roles and responsibilities in analyzing the risks of the Company, prioritizing the risks, laying down the management guidelines in response to the risks potentially affecting the Company to mitigate the impact of the risks, and following up and overseeing the work to concisely ensure the fulfillment of the defined risk management guidelines to prevent the occurrence of such risks in the future.

Moreover, the Risk Management Committee is responsible for communicating the risk management policy to keep all employees informed extensively at all levels, and the Company will disclose the risk management policy in the Annual Report.

6.2. The Meeting of the Risk Management Committee

The Risk Management Committee shall hold meetings as it deems appropriate or at least once per quarter. The resolution of the meeting shall be passed by the majority of the votes cast of the Committees attending the meeting, provided that the Committee who has a conflict of interest shall not be entitled to cast the vote on such matter.

7. Creating Shared Value Committee

The Creating Shared Value Committee consists of the members who are the executives and employees from various departments by having the Chief Executive Officer acting as the chairman of the Sub-Committee. This Committee has been appointed by the Company's Board of Directors to drive activities relating to the Creating Shared Value concretely.

7.1. Roles, Duties, and Responsibilities of the Creating Shared Value Committee

1. Define directions, policies, and guidelines to carry out the Creating Shared Value (CSV) of the Company.
2. Proceed to communicate with the employees at all levels, business partners, and all involved parties to enable them to acknowledge, understand, and recognize the Creating Shared Value (CSV).
3. Create a budget and follow up, evaluate performance, and report the Creating Shared Value result of each division and department, as well as review the work plan and the budget to maintain their continuous efficiency.
4. Carry out the work as planned and in accordance with the budget approved, or may define other responsible person or department, or assign external specialists to carry out each item of the work
5. Encourage the exchange of knowledge, achievement, and experiences with respect to Creating Shared Value (CSV) among internal and external departments regularly.
6. Hold a meeting of the Committee and report the performance results of Creating Shared Value to the Chief Executive Officer continuously.

7.2. The Meeting of the Creating Shared Value Committee

The Creating Shared Value Committee shall hold a meeting at least once a quarter. The resolution of the meeting shall be passed by the majority of the votes cast of the Committees attending the meeting, provided that the Committee who has a conflict of interest shall not be entitled to cast the vote on such matter.

8. Division of Duties between the Board of Directors and the Management

The Company has clearly defined the roles and responsibilities of the Board of Directors and the Management. The Board of Directors shall be responsible for formulating policies and supervising the Management, while the Management's responsible is in line with the policies. Furthermore, in order to clearly separate the roles and duties, the Chairman of the Board and the Chief Executive Officer are different persons, including separate role of governance and management as well.

9. Nomination of Board Members

The Company's Board of Directors has the criteria and procedures in appointing Directors utilizing transparent nomination criteria, taking into account the policy of diversity of the Board of Directors such as qualifications, educations, professional skills, special expertise, knowledge, and experiences necessary for achieving the Company's goal, including gender and age diversity, not being disqualified by law or relevant regulations, and also taking into account the Fit and Proper criteria to encourage the diversity in the Board's structure and to constitute an appropriate Board. The persons who have been elected to be the directors shall be approved by the Company's Board of Directors or Shareholder's meeting (as the case may be). However, in case of a vacancy of director by any cause other than the expiry of the term of office, such as in case of death or resignation, the remaining directors shall fill such vacancy by appointing the qualified person as the substitute director in the next meeting, and such director shall hold a position for the time remaining in the unexpired term of office of the director substituted by him.

10. Performance Evaluation

The Company's Board of Directors evaluates the performance of all committees, the individual directors, and the sub-committees at least once a year, to enable the Company's Board of Directors to jointly consider the evaluation results and the measures for improving work efficiency accordingly.

The Company's Board of Directors requires the Management to report the actual operating results in comparison of the target to the Company's Board of Directors regularly, to enable them to supervise the operating results of the Management to achieve the defined targets and objectives.

11. Remuneration of the Board of Directors

The Company's Board of Director determined the policy on directors' remuneration clearly and transparently by delegating the Nomination and Remuneration Committee to be responsible for considering the structure and the rate of the director's remuneration to be at an appropriate level, reflecting the duties and responsibilities of the directors, as well as in line with the Company's operating results, including comparing the remuneration rates of directors in the same industries with a comparable size. Also, the directors' remuneration shall be subject to approval at the shareholders' meeting.

12. Remuneration for Senior Management

The Company's Board of Director determined the framework and policies on the remuneration of the Chief Executives Officer and/or Joint-Chief Executives Officer by delegating the Nomination and Remuneration Committee to be responsible for assessing the performance of the Chief Executives Officer and/or Joint-Chief Executives Officer, taking into account the Company's operating results in comparison to their duties and responsibilities, by comparing the remuneration rates in the same

industries with a comparable size as well as economic circumstances. The Company viewed that the aforementioned remuneration has been appropriate and appealing enough to attract and retain the top management.

The framework of management's remuneration is in line with the principle to ensure the alignment of benefits between the Company's management and the shareholders, and to strengthen the alignment between the Company's operating results and the remuneration, that the remuneration is at an appropriate level and appealing enough to retain potential personnel.

13. Determination of the number of listed companies in which the Board Members may take the position

No directors of the Company can hold a directorship in more than 3 and 5 listed companies and unlisted companies, respectively, except those be assigned by the Board of Directors.

14. Chief Executive Officer

The Chief Executive Officer (CEO) has roles and responsibilities in managing to achieve the Company's objectives and target, in accordance with the directions and policies approved by the Company's Board of Directors, including supervising business operations and following up the work results and progress, and reporting arising problems or obstacles, and guidelines for solving problems to the Company's Board of Directors regularly.

The Chief Executive Officer shall be approved by the Company's Board of Directors to assume the position in listed companies or other subsidiaries.

15. Development of Board Members and the Management

The Company's Board of Directors conducts the orientation for the new directors immediately after assuming their position covering all aspects of the business operations of the Company. The Company's Board of Directors has also encouraged directors, top management, and the Corporate Secretary to attend seminars that are useful for performing the duties of directors, top management, and Corporate Secretary such as DAP training course (Director Accreditation Program), DCP training course (Director Certification Program), including the course of Anti-Corruption : The Practical Guide (ACPG) organized by Thai Institute of Directors (IOD).

Besides, the Board of Directors fosters and facilitates directors, audit members, executives, company secretary and internal auditor to get training to improve their performances continuously.

16. Succession Plan

The Company's Board of Directors has encouraged and pushed forward the succession plan for the purpose of preparing workforce in both quantity and quality aspects to maintain the business management continuity in the main positions namely Chief of Executive Officer, top management, or

the positions playing an important role in the business operations of the Company, or the positions in which specific expertise or in-depth knowledge is required or difficult to replace.

17. Corporate Secretary

The Company's Board of Directors has appointed a Corporate Secretary who is qualified to perform the duties as required by the laws, and to perform various duties to be in compliance with the good corporate governance as follows:

1) Provide and organize the Shareholders meeting, Board of Directors' meeting, and the Sub-Committee of Directors' meeting appointed by the relevant Board of Directors following the laws, the articles of association and charters of each Committee.

2) Provide and keep a record of director registration, meeting notice and minutes of the Board of Directors' meeting, as well as meeting notices and minutes of Shareholders' meeting, including annual reports and the Company's important documents.

3) Provide and keep a record a conflict of interest report which has been declared by the directors or executives and notify to the Board of Directors and the relevant agencies within a specified time.

4) Give initial advice and suggestion to the Company's Board of Directors and Sub-Committee appointed by the Company's Board of Directors in respect of legal issues, regulations and governance practices.

5) Ensure to disclose to the regulatory authority of the information and the information report for which they are responsible to comply with laws, regulations and the information disclosure policy of the Company.

6) Contact and communicate with the ordinary shareholders to enable them to acknowledge the rights of shareholders and the Company's information.

7) Liaise with Human Resource Department to provide orientation for the directors who are newly appointed.

8) Perform any other duties as required by laws.

Furthermore, the Corporate Secretary is responsible for providing consultations regarding laws and regulations to the Company's Board of Directors in which they shall be aware, handling the Board of Directors' activities, and cooperating to ensure the compliance of the resolutions of the Board of Directors' meeting of the Company. Anyhow, the Corporate Secretary should pass training courses relating to the Corporate Secretary's responsibilities organized by the Thai Institute of Directors Association.

18. Handling of Complaints, Opinions, and Recommendations

The Company's Board of Directors has provided communication channels between the Company and all stakeholders such as employees, shareholders, investors, trade partners, communities, society and regulatory authority in receiving complaints, opinions and recommendations via the Company's website (www.moongpattana.com) or directly report to:

- Chairman of Audit Committee (ind.director@moongpattana.com)
- Chief of Executive Officer (ceo@moongpattana.com)
- Company Secretary (company.secretary@moongpattana.com)
- By post : Attention to Audi Committee or CEO or Company Secretary
Moong Pattana International Public Company Limited
2/97 – 104 Bangna Complex Office Tower, 18-19Fl. Soi Bangna-Trad 25, Bangna-Trad Road,
Bangna-Nuea, Bangna, Bangkok 10260
- Mobile phone : 080-826-3599

For more information:

<https://www.moongpattana.com/en/corporate-governance/corporate-governance-policy>

Code of Conduct of Moong Pattana International Public Company Limited

Introduction

According to the Corporate Governance Code for Listed Companies in 2017 announced by the Securities and Exchange Commission (“SEC”) on March 17, 2017, the Company’s Board of Director revised the Code of Conduct to be utilized by the directors, management, and all levels of employees as a clear and comprehensive guideline in performing their duties and fulfilling their responsible missions with honesty, accountability, transparency, and with ethics and virtue, by the aims in enabling the Company's business to have sustainable growth and being accepted by all relevant parties.

The Company’s Board of Directors provided this Code of Conduct in writing, then informed and communicated to directors, management, and all employees for their acknowledgement. The term “employees” shall mean permanent employees, temporary employees, and employees working under special contracts. All employees must read this Code of Conduct thoroughly and strictly adhere to this Code of Conduct.

Additionally, the Committee has adopted this Code of Conduct as part of the “Work Regulations” of the Company coming into effect from August 10, 2017 onwards. This Code of Conduct has been reviewed and proposed to the Company’s Board of Directors meeting No. 4/2021 held on November 9, 2021, already.

Section 1 Business Operation Policy

Vision

“Striving for excellence in products and service with business ethic and integrity of business operation, fulfilling customer and investor expectation whilst achieving utmost relationship with business partners.”

Mission

1. Become an organization with outstanding profitability who earns trust from consumers, business, partners, and investors.
2. Become an organization with human resources as priority, emphasizing on skills and knowledge development including wellness and quality of life of employees.
3. Become an organization with good relationships with business partners and promoting mutual and long lasting growth.
4. Become an organization with reiteration of corporate governance, business ethics, and social responsibilities.
5. Become an organization with reputation as a professional trading company and distributor.

Values

1. We are determined to work, to keep promises, to be ready and to accept any improvement and change for the best results continuously, whether in terms of quality of products or personnel.

2. We nurture a strong relationship with our business partners for long-term growth simultaneously. We provide our business partner with qualified and skillful professionals to create or produce new things that can compete with the market. Moreover, we manage the Company by strengthening our morality and ethics in operating our business and with social responsibility.

3. We emphasize corporate culture by upholding the principle of unity and encouraging the employees at all levels to take part in the Company's performance and activities. We believe in a unified team by focusing on practices for the achievement of our vision and aiming to create a learning organization where employees pay respect to each other. We support all personnel to gain knowledge and skills and encourage them to be eager to learn, as well as to receive the opportunity for self-development to grow together with the organization.

4. We take an interest in and adhere to customer needs as a center for carrying out the business by looking through from the outside so that we can understand and see the customer needs and be prepared to stand with our customers to develop and seek for a way to respond to such needs, resulting in growing profits due to our capability to solve the problem at its core, satisfactory to the customer needs by using creative and new methods so as to help our customer succeed in what they want with our quality and with satisfaction.

The Company will conduct the business by upholding morality, ethics, and social responsibility, as well as persevering in conducting the business in accordance with the law under the good governance principles. The Company lays down guidelines for directors, management, and employees based on the following 5 principles:

- 1) Be responsible for its own decision and performance by making any decision and perform its duties with care and prudence, based on academic accuracy, appropriateness of situation on the ground of sufficient information, upholding equitability with every stakeholder involved, and taking into account the maximum benefit of the Company. As such, every decision made, and performance conducted shall be elaborated and explainable.
- 2) Be transparent and open by determining to carry out the business with integrity, not exploiting others, be loyal to the principles when it comes to anti-corruption in any form.
- 3) Treat everyone in an equitable and justifiable manner by treating all the stakeholders in good faith and with equitability, not discriminated.
- 4) Determine to create business value in a long run for the stakeholders by focusing on the creation of concepts or new products which can compete in the market. Manage the business by adhering to morality, ethics, and social responsibility.

- 5) Promote the best practice by nurturing our employees to be aware of Effectiveness, Quality, and determination to make everything beyond expectation (Winning). Those 3 points of awareness will enhance the employees' attitude to the best level (Attitude to Succeed).

Section 2 Stakeholder Engagement Policies

2.1 Treatment and Responsibility towards Shareholder Policy

It is the Company's policy to provide fair treatment to shareholders and to perform our duties with utmost efforts to ensure the return of maximum benefits for shareholders in a continuous and sustainable manner. The Company lays down the guidelines to enhance such policy as follows:

- 2.1.1 Perform duties with honesty, transparency, equity as well as make any decision in good faith for the utmost benefit of the shareholders as a whole.
- 2.1.2 Report to the shareholders the business circumstances and future trends including positive and negative aspects constantly and fully based on facts.
- 2.1.3 Provide various communication channels and create the Company's website to enable shareholders to have access to information conveniently with simple language provided in both Thai and English.
- 2.1.4 Facilitate and encourage shareholders that are financial institutions to attend every Board of Directors' meeting.
- 2.1.5 Manage to prevent directors, management, and employees from making use of inside information prior to disclosure to the public for their own benefit or that of others.

2.2 Treatment towards Customers and Consumer Policy

- 2.2.1 Strive for developing and delivering products which have high quality and standards and satisfying customers' needs by utilizing modern and high-efficiency technology with a quality assurance system in all processes.
- 2.2.2 Provide information regarding products and services accurately. Determine to give customers the maximum benefit in terms of both quality and fair price.
- 2.2.3 Maintain the confidentiality of customers' information and not utilize the information for its own benefit or benefit of other relevant persons unlawfully.
- 2.2.4 Respond to customers' needs rapidly and timely to build the highest satisfaction for customers.
- 2.2.5 Establish a procedure for receiving problems and complaints from customers and treat customers with the best efforts to enable them to receive a quick response, including conducting the customers' satisfaction survey to be used for improving and developing products and services accordingly.

2.2.6 Not to pay any benefits to customers in exchange for obtaining or enticing customers in bad faith or in violation of the laws.

2.2.7 Communicate marketing and digital channel such as the Company's website, social media, SMS, or e-mail on the basis of respecting relevant laws and regulations and being aware of consumers' rights, establishing guidelines for marketing and digital channel communications as follows:

1. Verify to ensure that the Company's advertisement will enable customers and citizens to perceive correct information.
2. Provide customers with the information regarding products and services correctly, sufficiently, and up-to-date, to equip customers with useful information necessary for making their decision, and refrain from any acts that might mislead or cause customers to perceive the overstated quality of the products
3. Place importance on the confidentiality of the Company's information and personal data by adhering to the laws and business ethics by not disclosing the information of the Company, customers, business partners, or any persons, or take advantage of such information to the extent other than those permitted.
4. Maintain the Company's image especially in the use of social media. Employees shall always keep in mind that every communication to the public reflects the image, identity, and professionalism of the Company. Therefore, the employees shall consider the accuracy of the information and the appropriateness for the occasion, the use of proper language, as well as recognize their duty and responsibility towards the Company when conducting marketing communication via every channel.
5. Not infringe copyrights and intellectual property rights of the others
6. Label products with sufficient descriptions with responsibility.

2.3 Treatment towards Creditor Policy

- 2.3.1 Treat creditors fairly and equitably on the basis of providing reasonable returns to both parties.
- 2.3.2 Strictly comply with contractual obligations, agreements, or any conditions towards the creditors. In case of failure of performance, the Company shall inform the creditors beforehand to find out a solution together and to prevent potential damage arisen.
- 2.3.3 Not to demand, receive or give any benefit in bad faith in the course of negotiating the business with creditors.
- 2.3.4 Report indebtedness accurately, completely, and timely to creditors upon their request.

2.4 Treatment towards Business Partner Policy

Business partners means any undertakings or persons who contact the Company in a course of business such as sellers or service providers rendering products or services to the Company, corporate clients, financial institutions to which the Company make a cash deposit or borrow money, or insurance companies, etc. The Company shall uphold the following guidelines:

- 2.4.1 The Company shall treat business partners fairly and equitably, on the basis of providing reasonable returns to both parties.
- 2.4.2 The Company shall refrain from demanding, receiving, or giving any benefit in bad faith in the course of business negotiation or during business contacts with business partners.
- 2.4.3 The Company shall fulfill contractual obligations or commercial deals agreed with business partners strictly, and the Company will inform the business partners immediately when any of the conditions cannot be fulfilled.
- 2.4.4 The Company set up a procurement policy to ensure clarity and fairness, the policy of which has been approved by the Board of Directors of the Company and already reviewed to be suitable for situations.

2.5 Treatment towards Employee Policy

The Company recognizes that employees are its valuable assets and a vital contributing factor to the Company's goal. Therefore, the Company places importance on treating employees fairly by adhering to fair and equity without discrimination in respect of employee recruitment, remuneration, promotions, job rotations, as well as the development of employees' skills and potential along with the development of morality and ethics by upholding the following guidelines:

- 2.5.1 Recruit and select employees fairly without discrimination, without regard to birthplace, nationality, sex, age, skin color, religion, class status, educational places, or any other status that are not related to work performance, by defining a clear procedure and criteria of employee selection, to enable the Company to acquire qualified employees in accordance with the Company's requirements.
- 2.5.2 Provide fair remuneration suitable for knowledge, capability, responsibility, and work performance on the basis of non-discrimination, and stimulate employees' motivation through salary, special allowance or bonus.
- 2.5.3 Maintain work environment to be safe for the life of employees and their properties.
- 2.5.4 Appoint and rotate, as well as give a reward and punishment to employees in good faith based on their knowledge, capability, and appropriateness of the employees.

- 2.5.5 Place importance on employees' knowledge and skill development by providing opportunities for the employees equally and constantly, appropriate for the requirement in each level position, and ensure that employees have opportunities to attend both short-term and long-term training.
- 2.5.6 Strictly follow laws and regulations associated with employees.
- 2.5.7 Be open to receiving any opinions and suggestions from all employees fairly and equitably, including their complaints involving works, and ensure that the complaints will be seriously considered and fixed for the utmost benefits of all parties, and to encourage good relationship during works.
- 2.5.8 Maintain and strengthen solidarity and harmony among colleagues. Cooperate and liaise with them in a manner beneficial for works and the Company.
- 2.5.9 Establish measures to protect employees who submit any complaints on the alleged unlawful actions or non-compliance with ethics, including protecting the employees who object to unlawful action or corruption, regardless of whether it causes an opportunity loss to the Company or not, by not degrading their job position, changing their workplace, ordering the work suspended, threatening, interfering their work, or conducting any acts leading to a negative impact to the employee.

2.6 Employees' Behavior and Their Treatment towards Other Employees Policy

- 2.6.1 Instill into all employees the ethical awareness in performing their duties with honesty, good faith, and transparency, including observing the performance of duties of other employees and reporting inappropriate or unlawful manners found to superiors or the Audit Committee.
- 2.6.2 Respect the rights of other employees including the management, and not to criticize in a manner that might cause damage, as well as not to arrogate to themselves the work created by others.
- 2.6.3 Treat other employees or other people politely and fairly without discrimination, without regard to nationality, race, class status, gender, age, religion, believes social status, or illness.
- 2.6.4 Superiors shall behave in a manner that is respectful for employees, and the employees shall not behave in a manner not paying respect to the superiors.
- 2.6.5 Be disciplined and follow Company's regulations and any decent traditions, regardless of whether they are provided in writing or not.
- 2.6.6 Create and maintain an atmosphere of solidarity and harmony among colleagues.
- 2.6.7 Refrain from voicing or expressing an opinion to outsiders or mass media, or act in any manner that might have an impact on the reputation or image of the Company, or subsequently cause trouble to the Company.

2.7 Treatment towards Competitor Policy

The Company has the policy to encourage and promote free and fair trade competition. The Company does not have the policy regarding trade competition by using any means for obtaining competitors' information unlawfully and unethically or distorting any information, deceiving or any other means that are not in line with a good trade competition, as follows:

- 2.7.1 Foster growth of market or industries in which the Company is carrying out business, persisting in conducting business with integrity under a framework of laws and business ethics.
- 2.7.2 Refrain from seeking any confidential information from trade competitors' by using unlawful or improper manners.
- 2.7.3 Refrain from destroying the reputation of trade competitors by defaming them with any false statement.
- 2.7.4 Refrain from conducting any acts violating the intellectual property rights of trade competitors

2.8 Treatment towards Regulatory Agency Policy

- 2.8.1 Act and control to act in accordance with the purpose of the laws and regulations enacted by regulatory agencies.
- 2.8.2 Refrain from any acts that could assist, support or allow to be used to avoid the obedience of any relevant laws or regulations.
- 2.8.3 Cooperate with regulatory agencies and report the information of any acts in violation of relevant laws or regulations to those regulatory agencies.

2.9 Treatment towards Community and Society Policy

- 2.9.1 Be responsible and committed to maintaining the environment and local traditions of the place where the Company is located.
- 2.9.2 Support and carry out the activities that are beneficial and creative for the community and environment regularly.
- 2.9.3 Prevent accidents, injury, and illness of the employees arising from performing work that is attributable to work performance
- 2.9.4 Be responsive to the occurrence that has an impact on the environment and community promptly and effectively, by considerably cooperate with government officers and relevant agencies.

Section 3 Anti-Fraud and Anti-Corruption Policy

It is the Company's policy to have the Board of Directors, management, employees, and staff of the Company not to be involved in any form of fraud and corruption in exchange of direct or indirect benefit of themselves, their family, friends, or acquaintances, regardless of whether being a recipient, an offeror, or

propose to be an offeror, whether in a monetary or non-monetary form, by acting towards the government authorities, or any private organization to which the Company conducts business or contact. In this regard, the Company shall adhere to the Anti-corruption Practices strictly.

Section 4 Financial Report, Internal Control, and Audit System Policy

- 4.1 The Company's management is accountable for conducting quarterly and yearly financial reports that are accurate, full, timely, and credible, in compliance with the Generally Accepted Accounting Principles.
- 4.2 Provide an effective internal audit and control system to ensure that the Company complies with standards and laws associated with the internal audit of internal auditors and the audit of the Audit Committee.
- 4.3 The Company's management and employees shall be aware of complying with the internal audit and control system and shall recognize the importance of audit reports and recommendations of the internal auditors to improve and develop the internal audit system to be more efficient and effective.
- 4.4 The internal auditors shall adhere to professional ethics stipulated by the Institute of Internal Auditors, including performing duties with honesty, having integrity in reporting audit results, keeping confidential other people's information, as well as utilizing knowledge, skills, and experiences as so required to perform duties.

Section 5 Policy for Company's Securities Trading, Use of Inside Information, and Maintenance of Confidential Information

The Board of Directors has adopted a preventive measure for insider trading for the Board of Directors, management, and relevant employees. In this regard, "inside information" means information related to the business operation or information that has a material effect on the change of price or value of the Company's securities, e.g. financial position, business performance, development of significant products, entering into contracts or termination of contracts, all of which are not yet disclosed to the general public.

- 5.1 Disclosure of any material information not yet disclosed to the public shall be conducted with care, accuracy, completeness and in time, by ensuring that the shareholders or investors have received information sufficiently, equitably, and with easy access via the electronic disclosure channel of the Securities Exchange of Thailand (SET Community Portal) or via the Company's website as appropriate.
- 5.2 Directors, management, and employees shall not use any inside information containing material substances for their own interest in buying or selling the Company's securities or give any inside information not yet disclosed to the Securities Exchange of Thailand (SET) to any other person not related to such information, including their family, relatives, and friends, etc.

- 5.3 Directors, management, and employees, who have learned of any inside information which may have a material effect on the change of price or value of the Company's securities, shall keep such inside information confidential and shall suspend any buying or selling of the Company's securities for the period of 1 month prior to the disclosure of the Company's financial statements or balance sheet or for the period as prescribed by the SET's announcement, including any other material information, and shall wait for at least 24 hours after such disclosure to the public before conducting a buying or selling transaction of the Company's securities.
- 5.4 Directors, management, and employees (according to Section 59 of the Securities and Exchange Act B.E. 2535 (as amended)), shall report their acquisition or disposal of the Company's securities in accordance with the Chairman's direction re: Procedures for acquisition or disposal of securities for directors, management, and employees (according to Section 59 of the Securities and Exchange Act B.E. 2535 (as amended))), for the prevention of buying or selling securities by using inside information and in order to avoid any accusation as to the appropriateness of securities buying and selling of inside persons.
- 5.5 Directors and management shall report their securities holding according to Section 59 of the Securities and Exchange Act B.E. 2535 (as amended) to the Securities and Exchange Commission (SEC) and submit a copy of such report to the Company.
- 5.6 Persons, who are entitled to disclose material information not yet disclosed to the public, shall be appointed to respond to inquiries or give any piece of material information not yet disclosed to the public, or have been approved by the Chief Executive Officer or Co-Chief Executive Officer only.
- 5.7 Directors, management, and employees shall adhere to the procedures for disclosure of information and maintenance of confidentiality in accordance with the provisions specified in the Anti-Corruption Practices.

Section 6 Policy for Data Retention, Recording, Reporting and Use of Company's Properties

The Company recognizes the importance of internal data management by recording and reporting the data in accordance with the rules set forth by the Company and duly in compliance with the laws. As for the data retention, it shall be conducted in a safe environment and can be used as a reference or utilized as the Company desires.

The Company's properties shall mean tangible and intangible properties, e.g. movable properties, immovable properties, technologies, bill of materials, documents of titles, patents, copyrights, as well as confidential information of the Company which are not disclosed to the public, e.g. business plan, financial budget, human resources data, customer data, etc.

- 6.1 Employees undertake to record any data accurately, completely and promptly, by adhering to the rules set forth by the Company or as stipulated by laws, tax laws, and accounting standards.

- 6.2 Employees undertake to report any data accurately and based on facts.
- 6.3 Employees undertake to safekeep the important documents and confidential information and shall ensure safe and appropriate retention, being it internal data of the Company or data of any trading parties, e.g. customers, business partners, etc.
- 6.4 Employees undertake to retain the data within the time prescribed and in accordance with the rules set forth by the Company or subject to the provisions of law, by retaining with care and systematically to facilitate the use. Where the retention period has lapsed, the respective employees shall arrange for destruction by using means appropriate to each category of data or document.
- 6.5 Employees has duties and responsibilities in taking care of the Company's properties to prevent them from being deteriorated, lost and shall use such properties with efficiency for the best interest of the Company, and shall not use the Company's properties for their interest or others' interest, whether during working hours or not.
- 6.6 In no event shall employees disclose any information or exploit any confidential information of the Company.

Section 7 Giving or Acceptance of Gifts, Entertainment, Donation for Charity, and Funding Policy

7.1 Giving/ Acceptance of Gifts

To not accept or giving the gifts or souvenir or any other benefit from other who are involved with the Company's business, unless it is a traditional gift to maintain good relationship between individuals or business relationship. Those action will not in the discharge of their duties, in order to prevent the inducements, bribes and conflicts of interest. In this regard, the employee shall adhere to the No Gift Policy strictly.

7.2 Entertainment

In the event that to maintain the cordial business relations, traditional seasons or any other reasons. Those action will not in the discharge of their duties, in order to prevent the inducements, bribes and morality.

7.3 Donation for Charity

Donations must be for public charities or with the clear purpose of benefiting society, without any hidden agenda or receive incorrect business benefits or indirect bribery from permission of government bodies, benefit of tax or custom or any event of improper business advantage.

7.4 Funding Policy

Funding must be for clear objective, supporting brand or reputation of the Company in order to build business reliability, transparent and not a way to lead fraud and corruption.

Section 8 Conflict of Interest Policy

- 8.1 Directors, management, and employees shall refrain from committing any action regarded as a conflict of interest of the Company, whether arising from communication with the business partners of the Company or from the use of opportunity or data derived from being the director, executive, or employee, in order to exploit their privilege or to compete with the business with the Company or any other business in addition to that of the Company or the securities trading of the Company.
- 8.2 Employees shall persevere in committing rightful, just, and lawful actions – not committing in an unlawful manner or omit to commit any duty for the illegitimate interest of their own or others, or with the intention to cause harm to others.
- 8.3 Employees shall refrain from holding shares of those competing business with the Company if such holding may cause the employees to commit or omit any duties to which the employees are obliged or which may affect the duties that the employees are in charge.
- 8.4 Employees should disclose to the Company in the event the employees or their family members are holding shares in any business which may incur interest or conflict against the Company's business, whether such employees or their family member has acquired such shares before the employment or before the Company enters into such business or acquires by way of inheritance.
- 8.5 Directors and management are obliged to disclose information related to their conflict of interest or the related parties in order to allow the Company to consider the Company's transactions which may have a conflict of interest and determine the decision for the overall interest of the Company.

Section 9 Information Technology and Communication Policy

- 9.1 The Company encourages the employees to use electronic devices, electronic information, and information technologies to facilitate their working. In this regard, the employees shall not commit any action causing a disturbance in the computer system and internet of other persons, not download or distribute any software or inappropriate information via internet using the Company's network.
- 9.2 Management and employees shall use electronic devices and information technology in accordance with the Act on Commission of Offences relating to Computer B.E. 2550 (2007) as amended (if any) and the Electronic Transactions Act B.E. 2544 (2001) as amended (if any).
- 9.3 Employees shall avoid using electronic devices of the Company for any dissemination of inappropriate information against morals, traditions, ethics, and laws, or commit any action that may incur damages against the national security and safety.
- 9.4 Employees shall perform their duties by using licensed computer programs. In no circumstance shall the employees install or use any unlicensed computer programs in the office.

- 9.5 Employees shall avoid any action regarded as destruction, modification, change, or addition, whether in whole or in part that may cause damage, to the computer data or computer system.
- 9.6 Management and employees shall protect and maintain their username and password and shall not use them with others, disseminate, distribute, or make them known to others.
- 9.7 Employees shall be cautious and shall avoid any action that may be regarded as a violation of intellectual properties or copyrights, whether the intellectual properties or copyrights of the Company or others.
- 9.8 The Company may inspect the use of the computer, including any relevant equipment, data, and information technologies, without any permission of the respective user.

Section 10 Policy for Exercise of Political Rights and Political Assistance

- 10.1 The Company has the policy to support the directors, management, and employees to exercise their political rights as good citizens in accordance with the democratic regime of government with the King as Head of State.
- 10.2 The Company has a policy not to support any political activity of any specific political party. The Company is politically neutral – it shall not take the side of any party or any political group.

Section 11 Inform of Complaint, Suggestion, Advice Requested and Whistleblowing

The Company provides a channel for employee and any group of stakeholders to place queries or suggestion or file a complaint and inform any non-compliance with laws, code of conduct, fraud and corruption via the channel set in this Code of Conduct. In this regard, the whistleblower need to specify information relating those concerns as well as their name, address and telephone contact number and send to:

1. Independent Director's email: ind.director@moongpattana.com

or by post to: Chairman of Audit Committee

Moong Pattana International Public Company Limited
No. 2/97-104 18-19 Fl., Bangna Complex Office Tower,
Soi Bangna-Trad 25, Bangna-Trad Road, Bangna-nuea,
Bangna, Bangkok 10260

2. CEO's email : ceo@moongpattana.com

or by post to: CEO

Moong Pattana International Public Company Limited
No. 2/97-104 18-19 Fl., Bangna Complex Office Tower,
Soi Bangna-Trad 25, Bangna-Trad Road, Bangna-nuea,

Bangna, Bangkok 10260

3. Company Secretary's email : company.secretary@moongpattana.com

or by post to: Company Secretary

Moong Pattana International Public Company Limited

No. 2/97-104 18-19 Fl., Bangna Complex Office Tower,

Soi Bangna-Trad 25, Bangna-Trad Road, Bangna-nuea,

Bangna, Bangkok 10260

4. Mobile Phone : 080-826-3599

In case of whistleblower or complainant file a complaint to the Chief Executive Officer or the Executive Committee, the whistleblower can submit the file directly to the Chairman of the Audit Committee. The Company has practices on protection and confidentiality measures of employee and whistleblower. The information will be kept with the highest confidentiality.

Section 12 Occupational Safety, Health and Environment Policy

To ensure sustainability under the business operation meet which is the strategy of the Company and in compliance with good corporate governance, the Company has awareness on health, safety and quality of life of employees. Our Company has formalized the Occupational Health and Safety standards in workplaces, along with associated guidelines, to guide these practices throughout the organization. The goal is to create a safe and healthy workplace with a modern security system as well as to provide concrete guidelines on preventing any workplace accident, injury, disability or fatality. The Company establishes Safety Vision and Safety Mission as follows:

12.1 Safety Vision:

Create proper safety and risk-free workplace environment, concentrate on employee healthcare in order to enhance both productivity and well-being for employees.

12.2 Safety Mission:

- Uplift and develop environment to be safe proper and hygienic.
- Provide knowledge, create awareness and conscious of Occupational Health and Safety standards in workplace.
- Promote employee health and well-being both physically, mentally and society.

In this regard, the Company shall adhere to the Occupational Safety, Health and Environment Policy strictly.

Section 13 Human Rights Policy

Our Company believes and aims to conduct business with ethics holding onto responsibility to society and all groups of stakeholder e.g. shareholders, customer, competitor, business partner, debtor, employee,

society and environment based on Good Corporate Governance principle and our Code of Conduct. In respect of human rights protection, we have strictly complied with human rights as the most fundamental aspect of compliance is respect for basic human rights. We believe that the human rights will certainly build peaceful and harmonious community. It is to ensure that our business operations are engaged with prudence and without violating or affecting human rights, directly or indirectly and not promote or involve human right violation. We have guideline as follows:

- 13.1 No conduct, support, involvement in any violation of human rights issues including any relevant of an exploitation of child and forced labor, illegal work and sexual harassment in any forms.
- 13.2 Places great importance on equal rights of women, but not limited to vulnerable groups e.g. disable persons, pregnant women and women under breast-feeding.
- 13.3 Places great importance and respect of nationality, social status, health, education, rights to work, social classes, races and religion.
- 13.4 Deploy fair recruitment practices and impartial opportunities including for candidates with disabilities.
- 13.5 Deploy policies and standards of customer information security and internal data security control.
- 13.6 Determine to create and maintain corporate culture aiming to respect human rights according to this Human Rights Policy.
- 13.7 Provide opportunities to employees in order to complain or express their opinions on related issues on human rights by providing the whistleblowing channels with guaranteed of its confidentiality. In addition, the Company established verification process for complaints together with measures to investigate and punishment of offender in such issue.

Section 14 Intellectual Property Policy

The Company respects and abide by the laws regarding intellectual property, and has policy and guideline regarding noninfringement of the intellectual property rights as follows:

- 14.1 All employees have a duty to protect and maintain confidentiality with respect to the intellectual property of the Company to prevent data leakage and shall not use the Company intellectual property for personal or third party interest without permission.
- 14.2 All employees must respect and honor the intellectual property of others and must not infringe the intellectual property of other whether wholly or partly without the permission of the owner.

Section 15 Privacy Policy

The Company respects the privacy of our customers, shareholders, employees, and stakeholders. We uphold to continuously enhance the efficiency and values of the organization, conducting the business with governance in order to ensure that such persons' rights will be fully protected in accordance with the

personal data protection laws. In this regard, the Company has established a privacy policy to implement proper rules and measures in respect of governance and management of personal data.

Personal data shall mean any information relating to an identified or identifiable person whether directly or indirectly.

- 15.1 The Company respects the privacy of our customers, shareholders, employees, and stakeholders. Thus, any personal data of the employees and stakeholders, such as status, biography, work experience, financial information, contact information, health data, or any other personal data, will be protected, not to be used, disclosed, or transferred to any other person in a manner that is considered a violation of the law.
- 15.2 Management and employees shall respect other persons' personal data. In case of any use, disclosure, or transfer of any other persons' personal data, consent of the respective person(s) shall be obtained and there shall not be any violation of rights in accordance with the laws.
- 15.3 Any person who stores the data in the possession of or in the supervision of the Company shall protect the personal data of the employees and the stakeholders. Therefore, any use, disclosure, or transfer of personal data of the employees and the stakeholders shall be committed only where necessary and in relation to the ordinary course of business, and there shall not be any violation of rights in accordance with the laws.

Section 16 Tax Policy

It is the Company's policy to conduct business with transparency and integrity on the basis of corporate governance, striving to be a growing organization with values and responsibilities in respect of tax, in order to add value to the economic and social system; upholding and adhering to the provisions of the Revenue Code and tax law relating to the business' conduct; complying with the provisions in respect of tax disclosure to the relevant government officials and organization, including public disclosure for the best interest of the shareholders. In this regard, the Company has set forth the following tax strategies to ensure that our tax management is proper and efficient:

- 16.1 Respect, uphold and comply with the applicable law, regulations, and rules.
- 16.2 Regularly monitor changes to tax measures and properly submit the tax to the government, or accurately request for tax refund within the time stipulated.
- 16.3 Take into account the risks involved with tax to ensure that there are risk indicators and management in respect of tax, in order to properly minimize the risks that may occur.
- 16.4 Efficiently utilize tax incentives in accordance with the laws, under the sustainable and suitable business' conduct, in corresponding to the principle of tax efficiency of the tax system according to

the set forth objectives. Tax incentives may include tax exemption from time to time or any other benefits under the national tax policy.

- 16.5 Disclose tax information to the government authority and the public with transparency by adopting the disclosure standards and reporting standards of the financial reports and annual reports of the Company in order to build the trust of the stakeholders.

Section 17 Environmental Policy

The Company is committed to conducting the business to achieve sustainable growth based on environmental responsibility along with effective environmental management. In recognition of reducing environmental impact arising from the business operation and its products and service, the Company therefore has implemented the policies that encourage the development in value chain management, creating innovations that reduce any potential impact, setting a target for consuming natural resources with the awareness of their value, as well as encouraging same-level subsidiaries, trading partners and stakeholders to acknowledge the policies so that they can behave in the same direction, the policies of which are as follows:

- 17.1 Respect, adhere and abide by environmental laws and regulations strictly.
- 17.2 Create awareness among the management and employees in utilizing resources and energy economically, to its utmost value.
- 17.3 Conduct training, public relations and communications with the employees and other parties concerned to enable them to realize the environmental impact, and to promote employees' consciousness in environmental preservation, occupational health, safety, and satisfactory work environment continuously and thoroughly. The Company will provide support in human resources, budgets and working hours for conducting the training in this regard.
- 17.4 Set up a channel for receiving opinions, suggestions, and complaints from the employees to encourage employee engagement with respect to environmental management.
- 17.5 Promote environment and energy saving by putting the responsibility upon the management and all employees that they shall cooperate to follow the defined measures.

Section 18 Enforcement and Disciplines

- 18.1 It is the duties and responsibilities of all directors, management, and employees to study, understand and strictly adhere to the code of conduct.
- 18.2 In case of any inquiries regarding the code of conduct, employees should seek advice from their respective superior or the executive of the respective division.

- 18.3 All directors, management and employees are obliged to comply with, and encourage others to comply with, the code of conduct.
- 18.4 Any director, executive or employee, who commits any breach or non-compliance with this code of conduct, or allow its subordinate(s) to commit any breach or non-compliance with this code of conduct, may be subject to disciplinary action, which may include dismissal, compensation for damages, and civil or criminal penalties.
- 18.5 The Company shall review the code of conduct once every 2 year, so that it is suitable for the changing circumstances and business environment.

For more information:

<https://www.moongpattana.com/en/corporate-governance/cg-report-and-download>

Audit Committee Charter

1. Objectives

In recognition of the importance of the Good Corporate Governance, the Board of Directors (“**Board**”) of Moong Pattana International Public Company Limited (“**Company**”) hereby establish the Audit Committee (“**Committee**”) to monitor and ensure that the operation of the Company is effectively performed under transparency standard, reliable financial reporting system benefiting all investors and stakeholders, and in compliance with the policy of the Stock Exchange of Thailand (“**SET**”). Thus, the Audit Committee Charter shall be enacted as follows:

2. Composition and Qualifications of the Committee

2.1 The Committee shall be nominated from the directors of the Company who are qualified as independent directors under the bylaw of Company, laws, and regulations of the Securities and Exchange Commission (“**SEC**”) and SET.

2.2 The Board shall appoint the members of the Committee. The members of the Committee shall appoint the chairperson amongst its members.

2.3 The Committee shall consist of at least 3 independent directors who possess sufficient knowledge and experience to perform the duties. At least 1 member of the Committee must possess sufficient knowledge and experience in finance and/or accounting to examine the creditability of the financial report.

2.4 The Committee shall appoint the manager or head of the internal audit department of the Company as the secretary of the Committee. The secretary shall have the responsibility to prepare and facilitate the meeting of the Committee, join and record the minute of the meeting. The secretary shall not have a right to vote in the meeting of the Committee. The manager or head of the internal audit department shall be authorized to appoint an assistant.

3. Term of Office

3.1 Each member of the Committee shall have 3 years for each term of office. The retiring members shall be eligible to be re-appointed but the overall terms for each member shall not exceed 9 years or 3 terms.

3.2 In case the Committee resigns before the end of its term, said resignation and reason shall be notified to the Board 1 month in advance. The Company shall inform said resignation and submit a copy of the resignation letter to SET.

4. Authority, Duties, and Responsibility of the Committee

4.1 To review and ensure that the financial report of the Company is accurately prepared and sufficiently disclosed.

4.2 To review and ensure that the Company has suitable and effective internal control, management control, and internal audit.

4.3 To review and ensure that the Company has complied with the law on securities and exchange, regulations of SET, or other laws related to the business of the Company, good corporate governance, code of conduct, and anti-corruption policy.

4.4 To consider the sufficiency of the risk management system with the management team.

4.5 To consider, select and propose an independent candidate with sufficient knowledge and experience to be the auditor of the Company along with suitable remuneration to the Board and shareholders for approval. The Committee shall arrange the meeting with the auditor without the presence of the management team at least once a year.

4.6 To consider and monitor that the related party transactions or transactions with a potential conflict of interest are in compliance with laws and regulations of SET for reasonableness and maximum benefits of the Company.

4.7 To publish the report of the Committee in the annual report of the Company. Said report shall be executed by the chairperson of the Committee and, at least, consist of the following information:

(a) Opinion regarding the correctness, completeness, and creditability of the financial report of the Company;

(b) Opinion regarding the sufficiency of the internal control system of the Company;

(c) Opinion regarding the compliance on the law on securities and exchange, regulations of SET or laws related to the business of the Company;

(d) Opinion regarding the suitability of the auditor;

(e) Opinion regarding the transactions with a potential conflict of interest;

(f) Numbers of the Committee meeting and meeting attendance of each member of the Committee;

(g) Overall opinion and remark made known to the Committee in the course of performing its duties in accordance with the Charter; and

(h) Other matters deemed appropriate to be known to the shareholders and general investors under the scope of duties and responsibility assigned by the Board.

4.8 To consider and approve the charter of the internal audit department.

4.9 To approve the internal audit plan, budget, and personnel of the internal audit department.

4.10 To consider and review the independence and reporting duty of the internal audit department.

4.11 To approve the appointment, transferal, or dismissal and assess the performance of the internal audit department.

4.12 The Committee may seek an independent consultation from other professions when deemed necessary at the expense of the Company.

4.13 To monitor the audit or the investigation deemed necessary to the duties and responsibility of the Committee.

4.14 To perform other duties assigned by the Board with approval from the Committee.

The Committee is directly responsible to the Board for its performance under this Charter, while the Board is still responsible for the operation of the Company. The Board is also responsible to the shareholders and the public.

5. Meeting

5.1 The Committee shall arrange the meeting at least 4 times per year to consider the financial statement, internal control, risk management, compliance to SET regulations, and related laws on public companies. The meeting invitation shall be made in writing to each member of the Committee at least 5 days before the meeting.

5.2 The meeting quorum shall require at least half of the total members of the Committee.

5.3 The meeting resolution shall be passed by the rule of majority vote from the attending Committee members. The Committee members have no right to vote in any agenda in which the said members have vested interest.

5.4 The Committee may invite related parties such as the managing director, the management, or the employees of the Company to attend the meeting, to provide consultation, or to answer any inquiry the Committee may have.

5.5 The auditor and internal audit officer should be invited to present the information to the Committee as deemed necessary.

5.6 The chairperson of the Committee may call for the extraordinary meeting if requested by the Committee, internal audit officer, auditor, or president of the Company to jointly consider the requested agenda.

5.7 The secretary of the Committee shall be responsible to deliver the meeting appointment and meeting minutes to the Committee prior to the meeting date.

5.8 The secretary of the committee shall be responsible to deliver the meeting minutes to the Committee, the management, and the auditor as deemed necessary.

5.9 The Committee shall attend the meeting with the management team to consider the financial statement and related financial reports, accounting principle and accounting practice, compliance of accounting standard, going concern issue, the significant change of accounting principle, and the reasons of the management team regarding the accounting policy before presenting to the Board.

5.10 Each member of the Committee shall attend the Committee meeting at least 75% of the total number of meetings held each year.

5.11 The Committee should seek consultation from the internal legal office or external legal consultant regarding pending court cases, potential liabilities, responsibilities, or estimation from the government agencies or third parties.

6. Reporting

6.1 The Committee shall deliver the report to the Board with explicit opinions of the Committee for each matter.

6.2 In case there is any transaction or action which possibly affects the financial status and Company performance or transaction containing conflict of interest, corruption, or any error in the internal control system or violation of laws on security and exchange, SET regulations, or other laws related to the business of the Company, the Committee shall report this matter to the Board within the suitable timeframe to rectify the matter.

In case the Board or the management fails to rectify the matter within the suitable timeframe, any member of the Committee may report the said matter to the SEC or SET in accordance with the SET regulations.

6.3 If the auditor detects any suspicious action which might lead to corruption or violation of laws related to the performance of the directors and management team, the auditor shall report this matter to the Committee to perform the initial investigation. The Committee shall report the investigation result to SET and auditor within 30 days after such matter is reported by the auditor in accordance with Section 89/25 of the Securities and Exchange Act.

7. Assessment of the Committee

7.1 The performance of the Committee shall be assessed by the Board. The Board shall notify the assessment result to the Committee.

7.2 The Board and the Committee shall jointly review the Audit Committee Charter periodically.

7.3 The Audit Committee Charter shall only be amended by the Board.

This Audit Committee Charter shall be effective from 27 February 2017 onward.

For more information:

<https://www.moongpattana.com/en/corporate-governance/cg-report-and-download>

Nomination and Remuneration Committee Charter

1. Objective

The Board of Directors deems it appropriate to adopt the Nomination and Remuneration Committee Charter to gather the composition of duties, responsibilities and guideline to discharge as the Board of Directors' assignment. In order to perform its duties fairness, appropriateness and transparent basis in compliance with good governance guideline to build stakeholders' confident and reliability.

2. Composition and Qualification

1. The Committee shall be comprised of at least three (3) directors and at least one (1) director must be Independent Director. The Chairman of the Committee shall be Independent Director.
2. Members of the Committee may hold their post each term for three (3) years (upon to the changes). A member of the Committee who vacate office at the end of their term may be re-elected.
3. If a member vacates office during the term of the appointment, other than the terms as Clause 2.2 e.g. removal from office, resignation, demote from the position, the Board of Directors shall appoint a replacement in order to maintain the required number of members as state in this Charter. The substitute members of the Committee may hold their post as long as the remaining term of the replacement.

3. Scope of Duties

1. Review with the Board the Criteria for membership which are set forth in the Company's Corporate Governance Policy.
2. Identify evaluate and recruit individuals qualified for membership of the Board.
3. Nominate candidates to be proposed for election by the shareholders or the Board to fill vacancies or newly-created directorships.
4. Determine the guideline or specify remuneration for nomination of Company's directors, Chief Executive Officer by ensuring the procedure are made on fairness and transparent basis to propose to the Board of Directors and/ or Shareholder meeting.
5. Conduct any activities in compliance with the rules and regulations regarding the details about allocation of securities to directors, executives and employees.
6. Perform other tasks requested by the Board of Directors.

4. Responsibilities

The Committee has a direct discharge to the Board of Directors as the Committee's duties and responsibilities. The Board of Directors shall take responsibility of business conduct to the outsider.

5. Meeting

1. The Committee shall meet at least once a year. In calling a meeting, the Executive Committee or Executives or relevant employees or appropriate persons may be invited to the meeting to express their opinion or submit the materials, information as necessary.
2. In each meeting, two-third of the Committee shall constitute a quorum.
3. A member who has a conflict of interests is not entitled to vote on the matter under consideration, unless otherwise; consideration of nomination for all members of the Committee.
4. Each member shall have one vote. All decision shall be made by majority vote, if the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

6. Reporting

The reporting of the Committee shall be reported to the Board of Directors for acknowledgement as well as prepare the report to be disclosed in the Company's Annual Report and be signed off by the Chairman of the Committee.

7. Performance Evaluation

The Committee shall proceed an annual performance evaluation and report to the Board of Directors. This Charter is reviewed and proposed to the Board of Directors at its meeting no. 1/2021 dated February 23, 2021.

For more information:

<https://www.moongpattana.com/en/corporate-governance/cg-report-and-download>

Good Corporate Governance Committee Charter

1. Objective

The Board of Directors deems it appropriate to adopt the Good Corporate Governance Committee Charter to gather the composition of duties, responsibilities and guideline to discharge as the Board of Directors' assignment. In order to perform its duties fairness, appropriateness and transparent basis in compliance with good governance guideline to build stakeholders' confident and reliability.

2. Composition and Qualification

1. The Committee shall be comprised of at least three (3) directors and at least one (1) director must be Independent Director.
2. Members of the Committee may hold their post each term for three (3) years (upon to the changes). A member of the Committee who vacate office at the end of their term may be re-elected.
3. If a member vacates office during the term of the appointment, other than the terms as Clause 2.2 e.g. removal from office, resignation, demote from the position, the Board of Directors shall appoint a replacement in order to maintain the required number of members as state in this Charter. The substitute members of the Committee may hold their post as long as the remaining term of the replacement.

3. Scope of Duties

1. Determine good corporate governance principles and professional conducts of directors, executives and employees.
2. Monitor, evaluate the result of conformance with good corporate governance principles and professional conducts of directors, executives and employees and provide any suggestions regarding such matters.
3. Arrange any activities to encourage directors, executives and employees to understand more about good corporate governance principles and realize the necessity to conform to specified professional conduct.
4. Ensure full and fair disclosure of conformance with good corporate governance principles in the Company's 56-1 Form and Annual Report.
5. Perform other tasks requested by the Board of Directors.

4. Responsibilities

The Committee has a direct discharge to the Board of Directors as the Committee's duties and responsibilities. The Board of Directors shall take responsibility of business conduct to the outsider.

5. Meeting

1. The Committee shall meet at least once a year. In calling a meeting, the Executive Committee or Executives or relevant employees or appropriate persons may be invited to the meeting to express their opinion or submit the materials, information as necessary.
2. In each meeting, two-third of the Committee shall constitute a quorum.
3. A member who has a conflict of interests is not entitled to vote on the matter under consideration.
4. Each member shall have one vote. All decision shall be made by majority vote, if the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

6. Reporting

The reporting of the Committee shall be reported to the Board of Directors for acknowledgement as well as prepare the report to be disclosed in the Company's Annual Report and be signed off by the Chairman of the Committee.

7. Performance Evaluation

The Committee shall proceed an annual performance evaluation and report to the Board of Directors. This Charter is reviewed and proposed to the Board of Directors at its meeting no. 1/2021 dated February 23, 2021.

For more information:

<https://www.moongpattana.com/en/corporate-governance/cg-report-and-download>

Attachment 6

Report of the Audit Committee

Report of the Audit Committee

The Audit Committee of Moong Pattana International Public Company Limited (the “Company”) is comprised of three independent directors who have been appointed based on their qualifications, knowledge and experience, and who also meet all the criteria of the Securities Exchange of Thailand for this position. As independent directors, they have performed their duties in accordance with the Audit Committee Charter. Until 12 May 2021 Mrs. La-aid Vongvongepop was chairman of the committee, with Mr. Manit Jeeradit and Assoc. Professor Chadaporn Teekauttamalprn serving as committee members. After Mrs. La-aid resigned as director of the company, the Board of Directors appointed Mr. Manit Jeeradit as chairman effective from 12 May 2021.

During 2021, the Audit Committee held 5 meetings which were attended by the Company’s Internal Audit Division Manager and senior company executives whose functions or departments were being audited. The Audit Committee places great importance on reviewing the Company’s financial statements, its internal control system, corporate governance and compliance with securities and exchange laws, and all other laws and regulations governing its operations. The Committee also actively promotes and supports compliance with anti-corruption policy and practices to ensure complete transparency. The Audit Committee submits detailed reports of its work to the Board of Directors on a quarterly basis, or as requested.

The Audit Committee’s Work in 2021

1. Review of Quarterly and Annual Financial Statements

As its primary function, the Audit Committee conducted careful reviews of the Company’s quarterly and annual financial statements for 2021 in conjunction with independent external auditors and the Company’s accounting executives responsible for preparing these statements to ensure they had been prepared in accordance with generally accepted accounting standards and in compliance with relevant laws and regulations. Explanations were sought for any accounting adjustments that might have an impact on the Company’s financial outcome or position. Key Audit Matters (KAM) pertinent to the Company business and operations were discussed and agreed upon. The Audit Committee also had a meeting with the external auditors, without the presence of any company executive, to obtain their objective feedback on their work at the Company. After such reviews, the Audit Committee came to the opinion that the Company’s Statements of Comprehensive Income and Financial Position were correct in accordance with generally accepted accounting principles and relevant laws, and with adequate disclosure of material information.

2. Internal Control System

The Audit Committee reviewed the Company's internal control system with the cooperation of internal and external auditors every financial quarter. Based on such reviews conducted in 2021 covering important aspects of the Company's operations, no material irregularities or shortcomings were found. With minor exception, operations and transactions were found to have been carried out according to rules and regulations or approved by authorized personnel. Management and staff had been instructed to carry out improvements stipulated in audit reports to maximize operational efficiency.

Because of the Covid-19 pandemic, the Audit Committee had advised the internal audit team to adapt its auditing work by adopting new technical and communications tools suitable for the current situation.

The Audit Committee is of the opinion that the Company's existing internal control system is adequate and appropriate with clear separation of authority and checks and balances.

3. Compliance With Securities and Exchange Laws, and Other Relevant Laws

Together with the Company's internal control team and Corporate Secretary, the Audit Committee conducted a review of the Company's compliance with securities and exchange laws, relevant notifications of the Stock Exchange of Thailand, and other laws related to the Company's business, and had found no significant cases of non-compliance.

4. Review of Conflict of Interest

The Audit Committee reviewed transactions with connected persons and enterprises every quarter to ensure that such transactions had been conducted based on normal business practices with full benefit to the Company and without any indication of irregularity. All such transactions were fully disclosed in the Company's reports.

5. Review of Risk Management

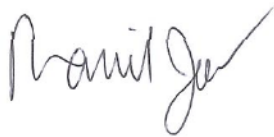
The Audit Committee conducted quarterly review of the work of the Risk Management Sub-Committee which had classified risks faced by the Company into several categories, including internal and external risks of different types, the probability of occurrence and the severity of each type of risks to the Company's financial health. These risks were monitored on a regular basis. Short- and long-term plans were prepared for their mitigation.

6. Review of Information Technology System

The Audit Committee encouraged the adoption of policy and measures to ensure safe authorized access to, and control of, the Company's information system, with access based on a hierarchical system differentiated by job or functional titles, and with the Internal Audit Division being enabled to verify the system output.

7. Selection and Appointment of Auditor for 2021

The Audit Committee based its selection of external auditor on a firm's reputation, professional independence and integrity, service capability, and audit fee. Based on these criteria, the Audit Committee recommended to the Board of Directors that DIA International Audit Co. Ltd. be proposed for approval as external auditor in the Company's Annual General Meeting of Shareholders for 2021. DIA's certified auditors assigned to audit the Company's financial statements were Mr. Joompoth Piratanakorn, Miss Suphaphorn Mangjit, and Mrs. Suvimol Krittayakiern. The audit fee for the year was THB 950,000.



(Mr. Manit Jeeradit)

Chairman of Audit Committee

Attachment 7

Confirmation of the Auditor's Remuneration

แบบยืนยันความถูกต้องครบถ้วนของคำตอบแทนที่จ่ายให้แก่ผู้สอบบัญชี
รอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

คำตอบแทนจากการสอบบัญชี (Audit fee)

รายการ ที่	ชื่อบริษัทผู้จ่าย	ชื่อผู้สอบบัญชี	ค่าสอบบัญชี
1	บริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)	นายจุมพฏ ไพรัตน์นกร	950,000 บาท
รวมคำตอบแทนจากการสอบบัญชี			950,000 บาท


ค่าบริการอื่น (Non-audit fee)

รายการ ที่	ชื่อบริษัทผู้จ่าย	ประเภทของงาน บริการอื่น (Non- audit service)	ผู้ให้บริการ	คำตอบแทนของงานบริการอื่น	
				ส่วนที่จ่ายไปใน ระหว่างปีบัญชี	ส่วนที่จะต้องจ่าย ในอนาคต
1	บริษัท มุ่งพัฒนา อินเตอร์ เนชั่นแนล จำกัด (มหาชน)	ทำลายสินค้า	บริษัท สอบ บัญชี ดีไอเอ อินเตอร์เนชั่น แนล จำกัด	15,000	
รวมคำตอบแทนสำหรับงานบริการอื่น (Non-audit fee)				15,000	

ข้อมูลข้างต้น

- ☒ ถูกต้องครบถ้วนแล้ว ทั้งนี้ข้าพเจ้าขอยืนยันว่าไม่มีข้อมูลการให้บริการอื่นที่บริษัท และบริษัทย่อยจ่ายให้ข้าพเจ้าสำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด และบุคคลหรือกิจการที่เกี่ยวข้องกับข้าพเจ้าและสำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด ที่ข้าพเจ้าทราบและไม่มีการเปิดเผยไว้ข้างต้น
- ☐ ไม่ถูกต้อง ไม่ครบถ้วน กล่าวคือ

เมื่อปรับปรุงข้อมูลข้างต้น (ถ้ามี) แล้ว ข้าพเจ้าขอยืนยันว่าข้อมูลทั้งหมดในแบบฟอร์มนี้แสดงคำตอบแทนสอบบัญชีและค่าบริการอื่นที่บริษัทและบริษัทย่อยจ่ายให้ข้าพเจ้า สำนักงานสอบบัญชีที่ข้าพเจ้าสังกัด และบุคคลหรือกิจการที่เกี่ยวข้องกับข้าพเจ้า และสำนักงานสอบบัญชีดังกล่าว ที่ถูกต้องครบถ้วน

ลงชื่อ 

(นายจุมพฏ ไพรัตน์นกร)

บริษัท สอบบัญชี ดีไอเอ อินเตอร์เนชั่นแนล จำกัด

ผู้สอบบัญชีของบริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)





เคียงข้างคุณภาพชีวิตที่ดี

บริษัท มุ่งพัฒนา อินเตอร์เนชั่นแนล จำกัด (มหาชน)
Moong Pattana International Public company Limited