



**2022**  
**56-1 ONE REPORT**

บริษัท ฟอ์จูน พาร์ท อินดัสตรี จำกัด (มหาชน)

FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED



**2565**

รายงานประจำปี

Continuously growing based on effective organizational management with a focus on eco-excellence.

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**"Continuously growing based on effective organizational management with a focus on eco-excellence."**

carbon neutrality from the Climate Neutral Now initiative under the United Nations Framework Convention on Climate Change (UNFCCC). In 2022, FPI achieved a 35.59% reduction in greenhouse gas emissions compared to the baseline year of 2016.

**In the past year, FPI's business has grown continuously for the second consecutive year.** This growth was achieved by expanding trade channels, developing value-added products and services with innovation, and using automated production technology. As a result, the company generated revenue of 2,679.82 million baht, an increase of 25.43 percent, and a net profit of 512.61 million baht, an increase of 33.17 percent compared to the previous year.

FPI's green business direction is aligned with the Paris Agreement's goal of reducing greenhouse gas emissions (Scope 1, 2, and 3) from corporate operations. The company has collaborated with global partners such as the Science Based Targets initiative (SBTi), the Carbon Disclosure Project (CDP), and the United Nations (UN) to achieve this goal. They have set a short-term target of limiting the rise in global temperatures to no more than 1.50 degrees Celsius, based on SBTi standards, and have received recognition for their long-term target of

Global challenges such as resource scarcity, global warming, waste management, and automotive technology have driven the transition to the electric vehicle era. FPI is cooperating with all stakeholders to adapt to the new economic model (BCG Model) and raise awareness of green trade through the development of products such as electric scooters and an environmentally friendly production system.

The company is working towards the main goals of sustainable development SDG 7, SDG 9, SDG 12, and SDG 13, as well as the secondary Sustainable Development Goals SDG 4, SDG 6, SDG 8, and SDG 17.

FPI is responding to global challenges with sustainable development through corporate eco-efficiency at a sustainability factor of 1.50 (baseline



year of 2016). The company aims to increase EBITDA while minimizing the use of external resources, with a GHG emissions reduction target of approximately 40.00 % and an increase in EBITDA of approximately 60.00%. The focus is on designing production systems and products that cause minimal waste and pollution and maximize the life cycle of products and raw materials. In 2022, the eco-efficiency increased to 83,570.00 baht per 1.00 tonCO<sub>2</sub>eq of greenhouse gas emissions, compared to 55,710.00 baht per 1.00 CO<sub>2</sub> eq of greenhouse gas emissions in the baseline year of 2016, and the sustainability factor was 1.31.

The Board of Directors, executives, and employees at all levels are committed to enhancing organizational development according to the concept of the new economic model (BCG Model). In the past year, FPI received an honorable award for the 2<sup>nd</sup> consecutive year from the TGO according to the Low Carbon and Sustainable Business (LCSB)

indicator. The company also received Honorable Award in the BEST OF THE BEST category at the PM's EXPORT AWARD 2022, which is the first year the Ministry of Commerce has organized a contest for all companies that have received awards over the past 30 years in promoting business according to the modern world context (Next Normal). This includes conducting business according to the United Nations Sustainable Development Guidelines (SDGs) and the bio-economy-circular economy-green economy (Bio-Circular-Green Economy: BCG) model. The front bumper of a 1-ton pickup truck made of PP plastic type received the Circular Mark label, which considers regulations covering issues such as wasted resources, waste generation, greenhouse gas emissions, and other environmental impacts. Products are produced using 100.00% recycled plastic resin without the use of fossil fuels in the heating and cooling processes, and FPI is the first.

Finally, on behalf of the Board of Directors, I would like to extend my gratitude to the shareholders and stakeholders from all sectors who have always cooperated and supported the company's operations. I would also like to express my appreciation to all employees for their contributions over the past 30 years in creating environmentally friendly products and promoting sustainable value for stakeholders. Your efforts have helped elevate the quality of people in society and demonstrate good corporate governance towards sustainability.









Mr. Sompol Tanadumrongsak

Chairman of the Executive Committee



## The structure and operation of the group of companies

-  Policy and business overview
-  Nature of business
-  Shareholding structure
-  Registered capital and paid-up capital
-  Issuance of other securities
-  Dividend payment policy





## Organization Overview

### 1.1 Policy and business overview

complete manufacturer and distributor of plastic automotive parts. conducting business on the basis of good corporate governance towards sustainability according to the sustainable development framework, economic dimension, social dimension, environment dimension and the energy dimension The goal is in 4 dimensions: maintaining a balance of value to stakeholders. taking into account the quality of life and benefits of society Enhance production with net zero carbon emissions and cooperate in developing green energy which focuses on reducing negative impacts on society and the environment throughout the business value chain Along with upgrading the standard of Thailand's automotive parts industry towards a low-carbon and sustainable business

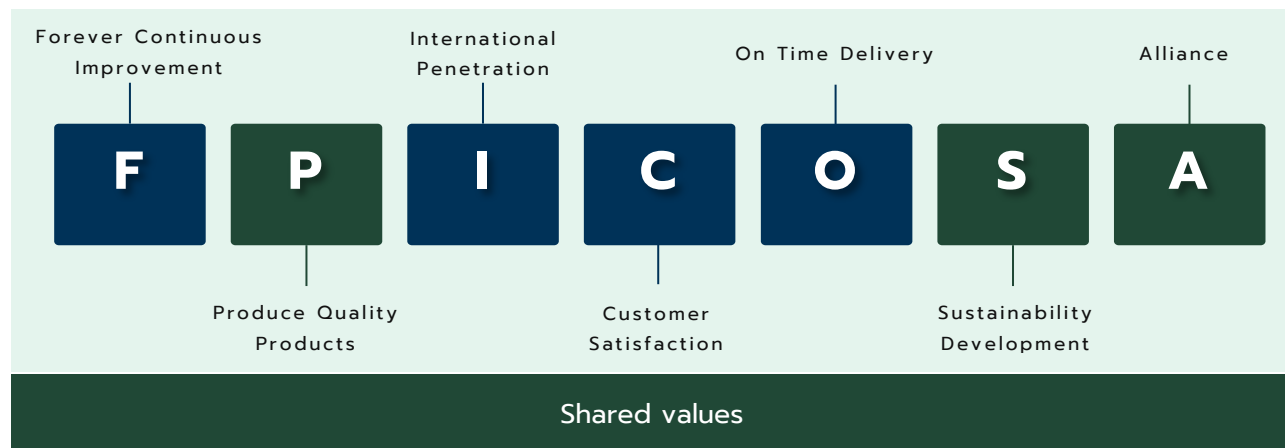
#### 1.1.1 Vision, Mission, Objectives Goals or Operational Strategies

##### Vision

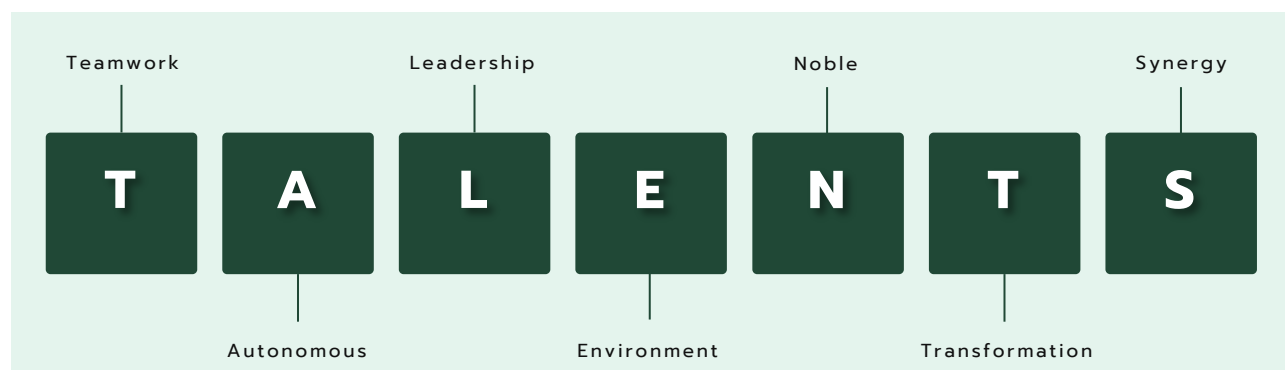
"To be the leading manufacturer of automotive parts as well as a one stop service for distributing automotive parts and branching the business line that is environmental friendly for sustainable growth"

##### Mission

"Developed towards eco-excellence by creating added value to stakeholders alongside good corporate governance"



"Cultivate employees behavior to create synergies, leading to the achievement of organizational objectives and goals"





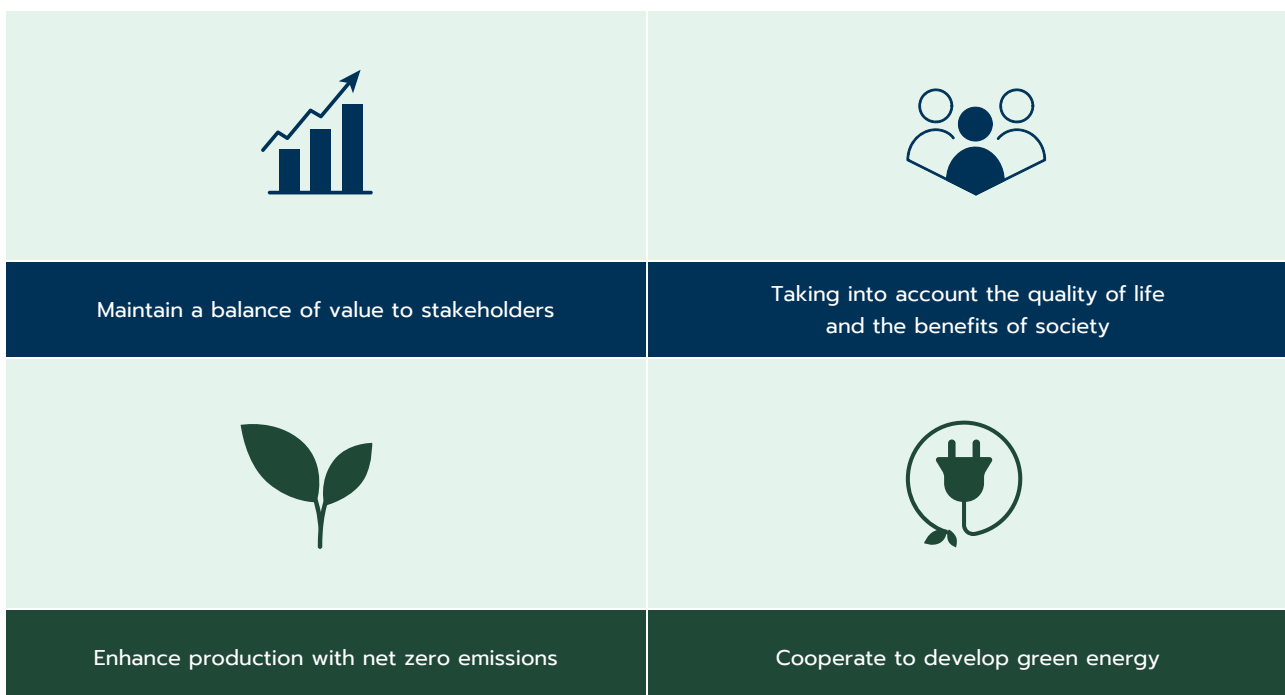
## Business objectives

Develop the organization to Eco Operational Excellence by creating economic growth while reducing environmental impact which uses the eco-efficiency indicator to increase operating profit to 83,567 baht per greenhouse gas emissions of 1 tCO<sub>2</sub>eq by 2024 from base line 2018 and develop Factor X of sustainability equal to 1.5 by 2024 from base line 2016 by bringing business efficiency issues to correlate with important global and business-related environmental issues to improve people's quality of life in society and grow by using natural resources cost-effectively and reducing waste emissions throughout the business value chain.

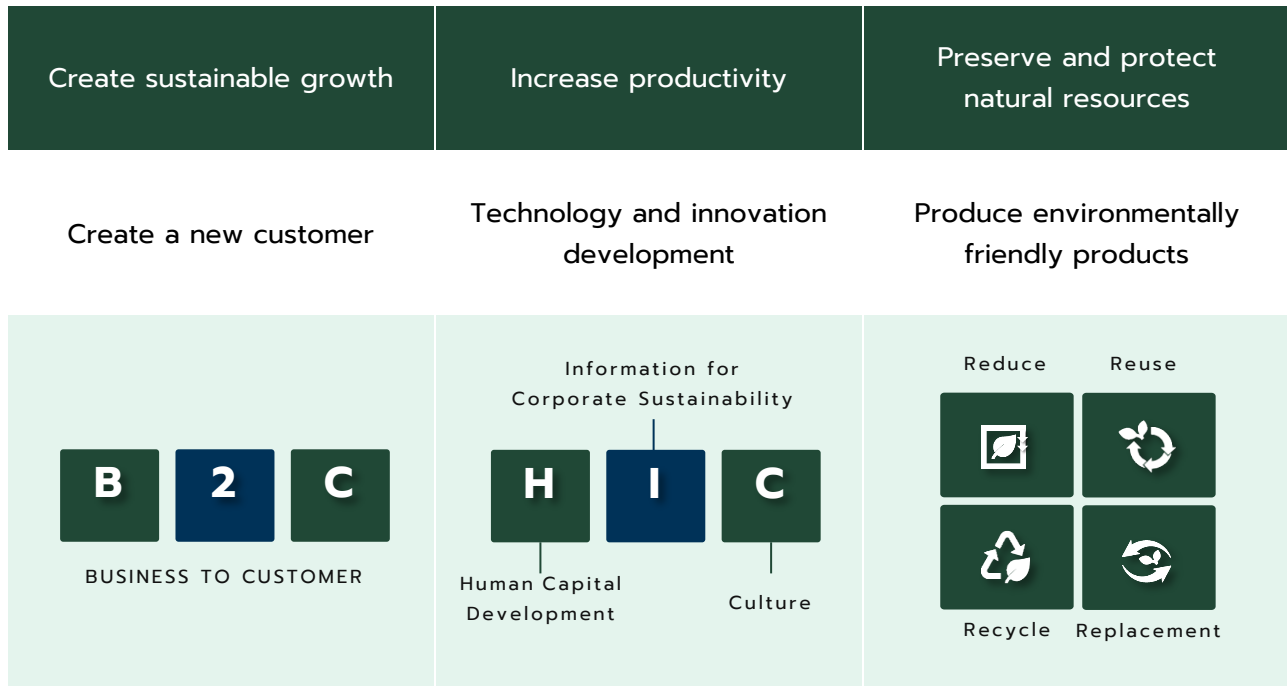
### Leading to Eco Operational Excellence



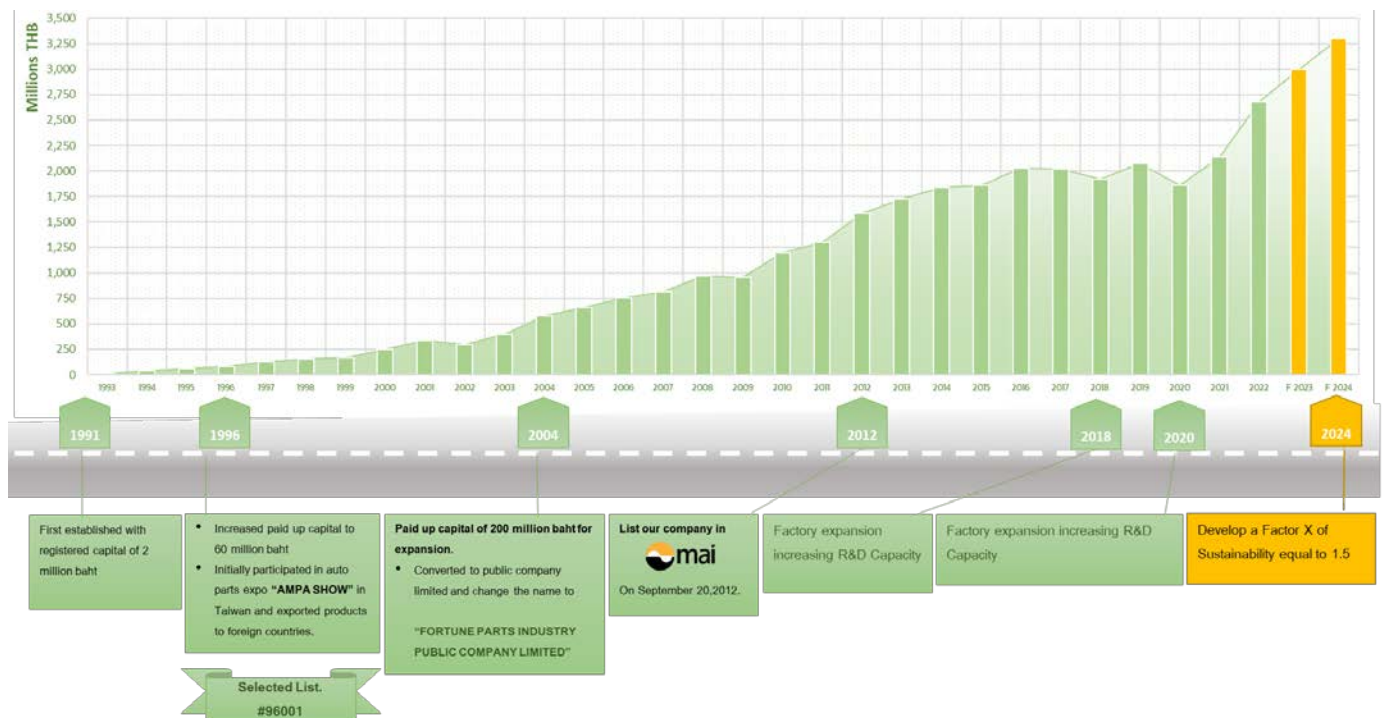
## Business goals



## Business strategy



### 1.1.2 Major changes and developments of the company





During the past 4 years, there are major changes as details below:

Year	Milestone
2019	<ul style="list-style-type: none"> <li>Invested in injection machine one 1750 ton and two 1600 ton for replacement of old machines that have damaged and to increase production capacity for bumper group by 25%</li> </ul>
2020	<ul style="list-style-type: none"> <li>Invest in a 800 ton injection molding machine worth 6.5 million baht to replace old damaged machines for the production of grille products.</li> <li>Investment to build a robot spraying line worth 60 million baht to replace the existing spraying line. Causing the production capacity of OEM products to increase by 50 percent.</li> <li>Invested in 3D-Printing machine size 1700 mm. X 1700 mm. X 600 mm. worth 9.5 million baht for prototype product production.</li> <li>Invest in die spotting machines and mold flipping equipment worth THB 7.8 million to use in mold fittings.</li> <li>On January 22, 2020, the company has acquired additional shares of ALP FPI PARTS PRIVATE LIMITED from 2 existing shareholders, where the company acquired 17,366,649 ordinary and 11,000,000 preferred shares of the mentioned. The share value was 3.84 baht, where the total amount paid was approximately 109 million baht. Consequently, the company is currently owned 100% of FPI AUTO PART INDIA PRIVATE LIMITED, giving the company full authority to control FPI India. The company has also included FPI India financial in our consolidated financial statements since the date the company has acquired. For this reason, the company has now classified the investment in FPI INDIA from investment as joint venture to investment as subsidiaries.</li> <li>The company has sold 33.37% of all common shares held in SAFE Energy Holdings Company Limited, representing 1,938,760 ordinary shares with a par value of 100 baht per share to Prize of Wood Holding Co., Ltd. at a selling price of 233.88 million baht, as of December 24, 2020.</li> </ul>
2021	<ul style="list-style-type: none"> <li>For the year 2021, the company made decision to delay investment in new machinery as the management would like to monitor the macro economics impact from corona virus pandemics.</li> </ul>
2022	<ul style="list-style-type: none"> <li>Invested in the purchase of plastic injection molding machines of 1750 tons, 2 machines, 850 tons, 1 machine, 450 tons, 1 machine and 80 tons 1 machine, in order to increase production capacity and to replace damaged old machines and increase production capacity in bumper and grille products. Increased by 15%</li> <li>Received investment support from BOI in investing in efficient and energy-saving machinery.</li> </ul>



Please scan the QR code To access information about all major changes and developments of the company

or through the URL provided below.

<https://www.fpiautoparts.com/en/history-profile/>

### 1.1.3 Utilization of funds for the purposes stated in the registration statement for the offering of securities

— None -

### 1.1.4 Obligations that the company has pledged in the registration statement for the sale of securities.

— None -

### 1.1.5 General information

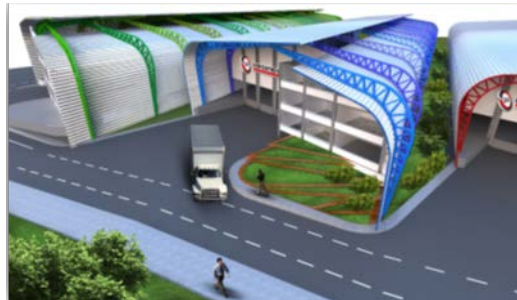


Company Name	: Fortune Parts Industry Public Company Limited
SET Symbol	: FPI
Registration No.	: 0107547000508 Head Office
Business Type	: Designing & producing automotive parts, designing product and produce mold for plastic parts, provide injection, chrome plating, painting and assembly services for all plastic products.
Head Office and Factory	: 11/22 Moo 20 Nimitmai Road, Lamlukka, Lamlukka, Pathumthani
Branch	: 99/10 Moo 20 Nimitmai Road, Lamlukka, Lamlukka, Pathumthani
Telephone	: 0-2993-4970-77
Facimile	: 0-2993-0602
Web Site	: <a href="http://www.fpiautoparts.com">http://www.fpiautoparts.com</a>
Registered Capital	: Baht 378,257,483.50 with a par value of Baht 0.25
Paid-up Capital	: Baht 378,257,483.50 with a par value of Baht 0.25
Company's Secretary	: Mr. Sarayuth Ouybuan Telephone 0-2993-4970-77 ext. 108 e-mail: <a href="mailto:sect@fpi.co.th">sect@fpi.co.th</a> ; <a href="mailto:saryuht@fpiautoparts.com">saryuht@fpiautoparts.com</a>



### Joint Venture Company

Company Name	:	FORTUNE-PARTS INDUSTRY ECUADOR CIA.LTDA.
Business Type	:	Designing, producing and wholesaling automotive parts and accessories in South America
Head Office and Factory	:	S/N KM 7 1/2 PANAMERICANA, SECTORSAMANGA,UNAMUNCHO, AMBATO, TUNGURAHUA, ECUADOR
Registered Capital	:	500,000 USD

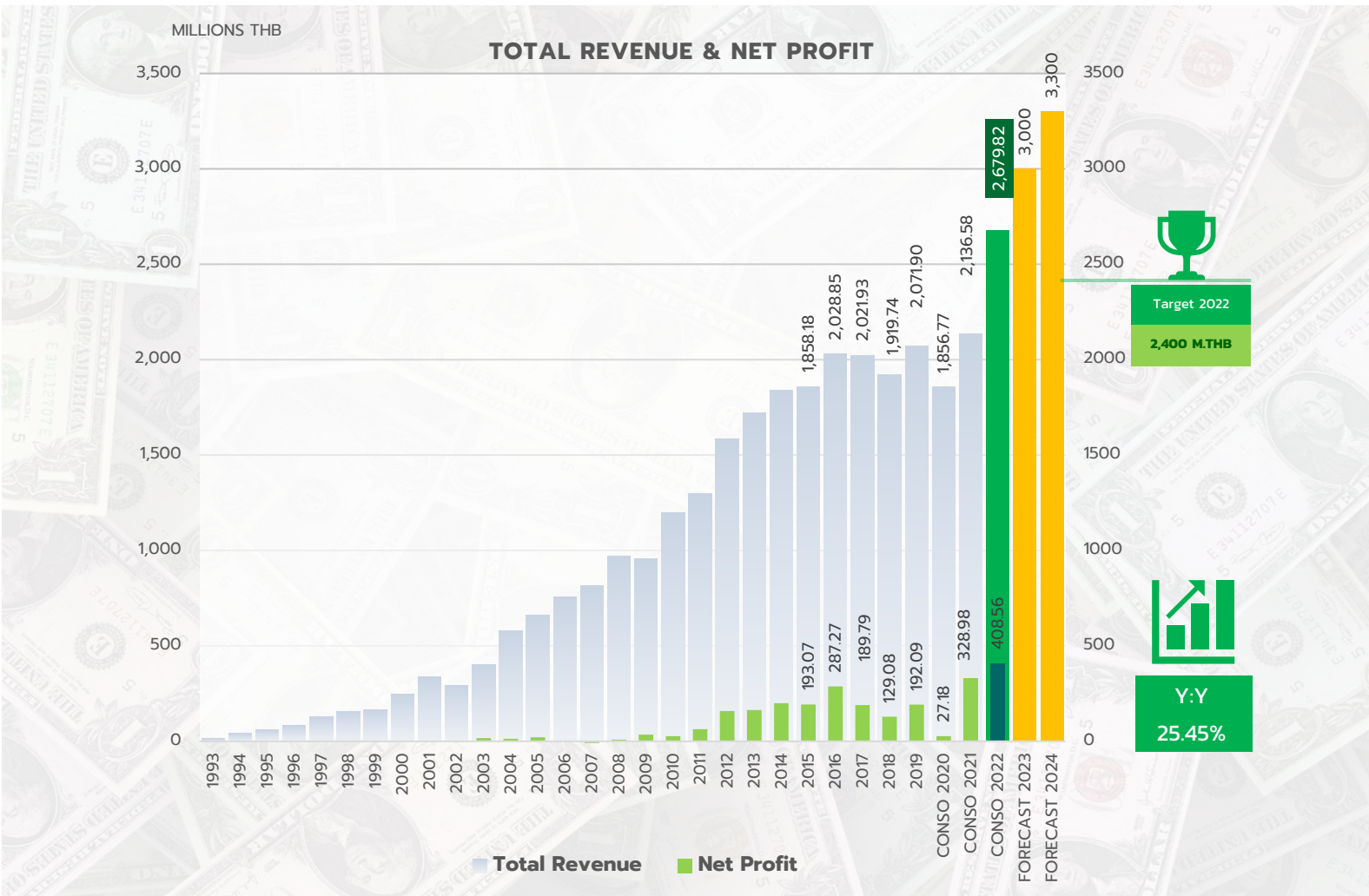


### Subsidiary

Company Name	:	FPI AUTO PARTS INDIA PRIVATE LIMITED
Business Type	:	Designing, producing, and wholesaling automotive parts and accessories in India
Head Office and Factory	:	Plot No.673/4/6/7/8, 673/2274, Vill.-Gugalkota, P.O.Shahjahanpur, Alwar, Rajasthan, 301706
Registered Capital	:	315,757,249 INR



## 1.2 Nature of business



### 1.2.1 Revenue Structure

The Company's revenue structure is classified by segment in 2020-2022, they are categorized into 3 reports as below:

1. Sale and Services. Both domestic and export sales, which take into account of both parts that FPI manufactured and resold in Thailand.
2. Other income in addition to selling products such as scrap raw materials mold sales and mold rental services.
3. Export incentive.

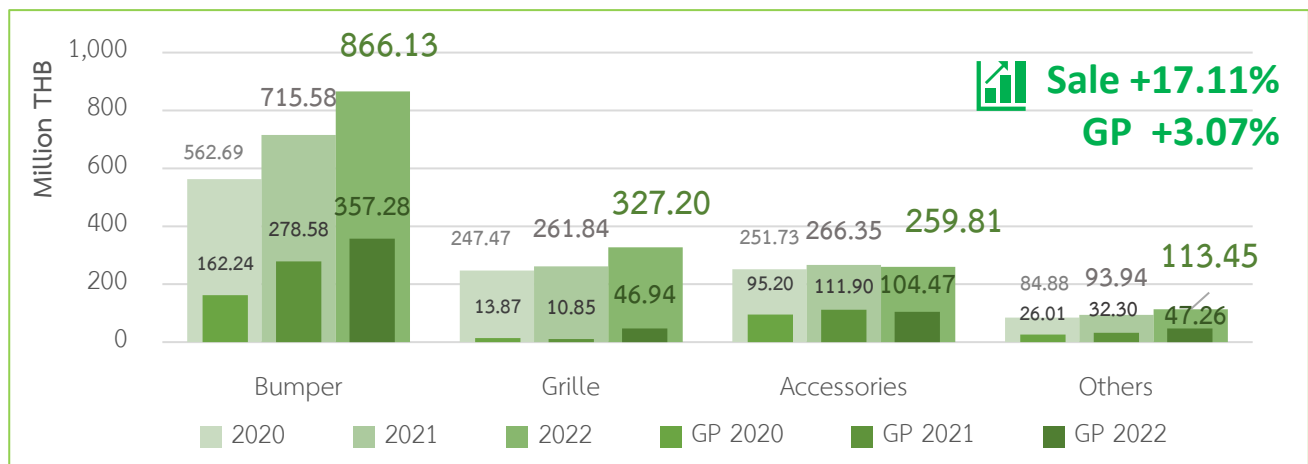
Type of Revenues	2020		2021		2022	
	Million THB	%	Million THB	%	Million THB	%
1. Sale and Services	1,806.041	97.91%	2,098.088	98.20%	2,637.517	98.42%
2. Other income	23.134	1.25%	20.116	0.94%	19.119	0.71%
3. Export incentive	15.427	0.84%	18.375	0.86%	23.188	0.87%
<b>Total Revenue</b>	<b>1,844.602</b>	<b>100.00%</b>	<b>2,136.579</b>	<b>100.00%</b>	<b>2,679.824</b>	<b>100.00%</b>



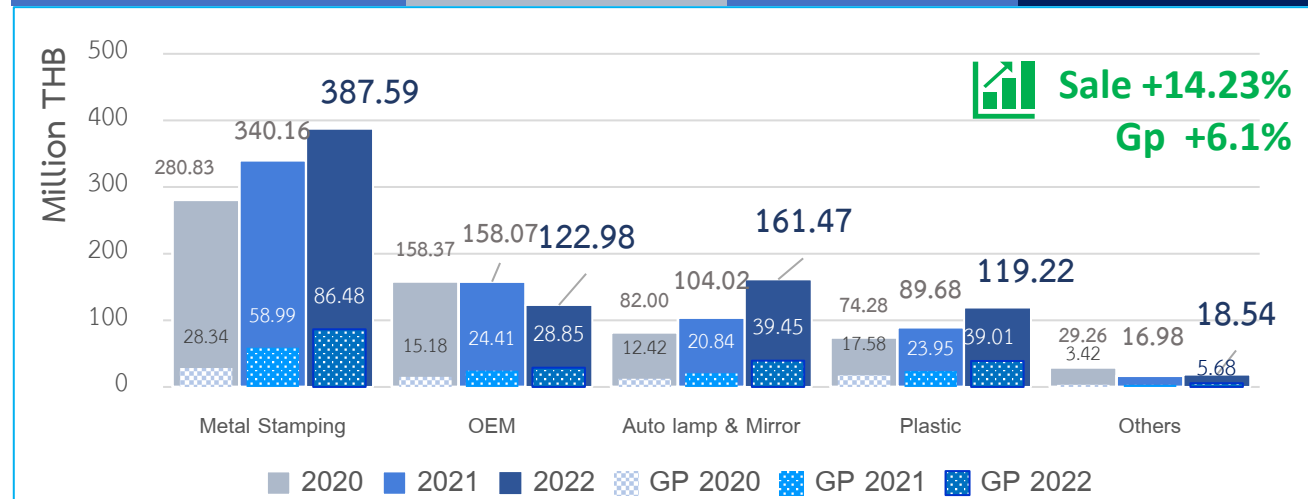
## Total Revenues by Product categories

The revenue structure and gross profit of the Company and its subsidiaries in 2020 – 2022 categorized by main product types can be seen below:

Production Group	2020	%	2021	%	2022	%
Bumper	562.69	49.07%	715.58	53.49%	866.13	55.29%
Grille	247.47	21.58%	261.84	19.57%	327.20	20.89%
Accessories	251.73	21.95%	266.35	19.91%	259.81	16.58%
Others	84.88	7.40%	93.94	7.02%	113.45	7.24%
<b>Total (Million THB)</b>	<b>1,146.77</b>	<b>100.00%</b>	<b>1,337.71</b>	<b>100.00%</b>	<b>1,566.59</b>	<b>100.00%</b>



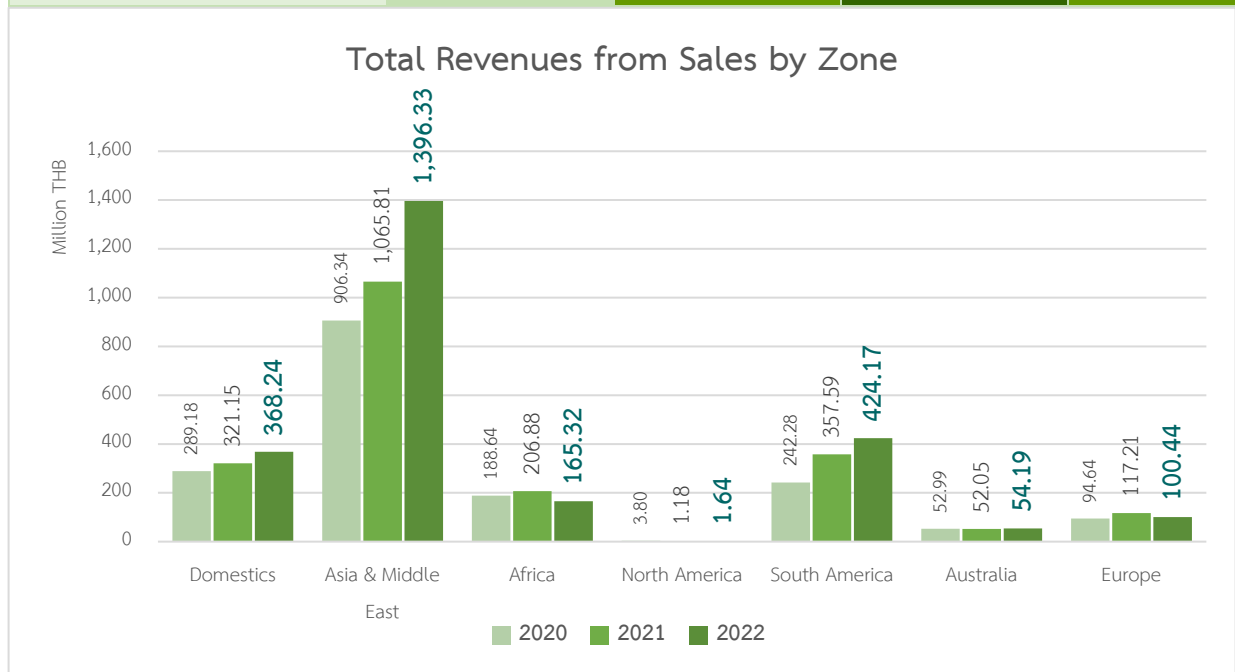
Trading Group	2020	%	2021	%	2022	%
Metal Stamping	280.83	44.95%	340.16	47.98%	387.59	47.86%
OEM	158.37	25.35%	158.07	22.30%	122.98	15.19%
Auto lamp & Mirror	82.00	13.13%	104.02	14.67%	161.47	19.94%
Plastic	74.28	11.89%	89.68	12.65%	119.22	14.72%
Others	29.26	4.68%	16.98	2.39%	18.54	2.29%
<b>Total (Million THB)</b>	<b>624.73</b>	<b>100.00%</b>	<b>708.91</b>	<b>100.00%</b>	<b>809.79</b>	<b>100.00%</b>



## Total Revenues from Sales by Zone

The company has customers all over the world with various customer groups. Revenues by geographical categories are as follows:

Sale (Million THB)	2020	2021	2022	2022:2021 % (+/-)
Domestics	289.18	321.15	368.24	14.50%
Asia & Middle East	906.34	1,065.81	1,396.33	31.09%
Africa	188.64	206.88	165.32	-20.09%
North America	3.80	1.18	1.64	39.74%
South America	242.28	357.59	424.17	18.62%
Australia	52.99	52.05	54.19	4.12%
Europe	94.64	117.21	100.44	-14.30%
<b>Total</b>	<b>1,777.87</b>	<b>2,121.87</b>	<b>2,510.33</b>	<b>18.32%</b>





## 1.2.2 Product information

### 1.2.2.1 Product or service characteristics and business innovation and development

Fortune Parts Industry Public Company Limited is the manufacture of plastic automotive parts and a center for distribution for both Original Equipment Manufacturer (O.E.M) and Replacement Equipment Manufacturer (R.E.M) parts as well as providing services for injection molding, chromium plating and painting of all plastic products.

The company potential in the industry is plastic mold design and reputation in manufacturing of goods with an excellent quality. The success and growth over the past years have clearly proved that FPI have achieved it goals and “Being the manufacturer with long experience in the industry”

#### 1. Products manufactured by the Company

##### 1.1 Replacement Equipment

###### Manufacturing : REM

- Grille and Head Light Door
- Bumper and Valance Panel
- Auto Lamps
- Other accessories such as spoilers, skirt set, etc.

##### 1.2 Original Equipment Manufacturing : OEM

Especially auto parts to increase the value of products, such as:

- Front Bumper Guard
- Over Fender
- Side Cladding
- Head Lamp Cover
- Tail Lamp Cover
- Mirror Cover
- Electrical parts
- Other accessories such as spoilers, skirt set, etc.



## 2. Trading products that the company resale In order to satisfied our customer needs



### 2.1 Automotive Replacement parts (REM)

- Replacement parts are made of plastic, such as bumper, grille, headlamp and tail lamp
- Replacement metal parts such as door handles, fender, radiator.
- Other replacement spare parts such as rubber products, radiators, suspension components, filters, etc

### 2.2 Automotive spare parts under various car brands (OEM) such as bonnet, door, grille, headlamp, taillight, bumper, etc

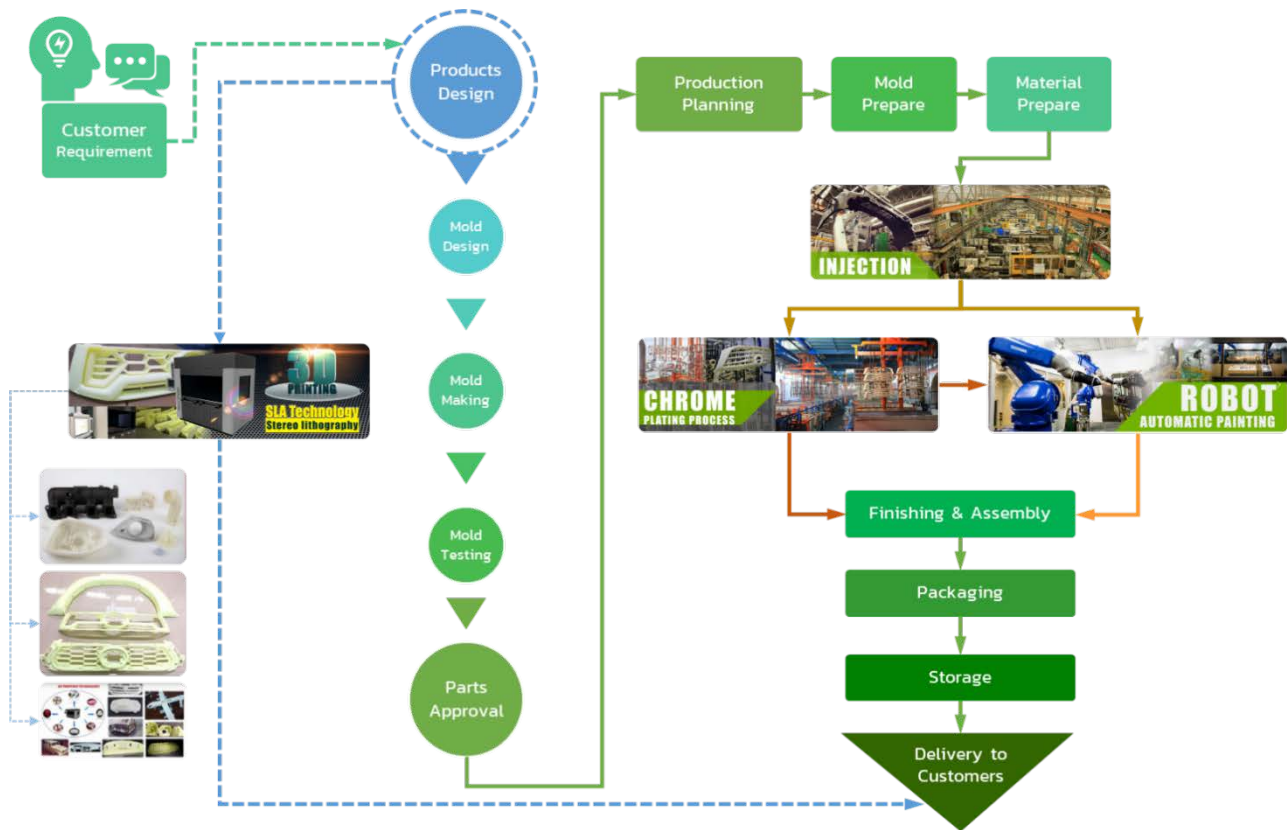
3. Other products that the company sells to factories that hired FPI to manufacture the products for them such as plastic pellets, containers and packages, etc., as well as the distribution of raw materials that do not match the current production of the company.

## 4. Plastic injection molding service, plating and painting service for plastic products FPI



develops its business models such as designing and manufacturing of molds for plastic injection molding alongside designing and manufacturing of adjustable jig fixtures to be used in house and also to be sold to customers both

domestically and internationally. 3D Printing with SLA technology (Stereo lithography). Some examples of this are bumper molds, grille front molds, decorative parts molds, and so on. This is to be in line with the changing context of business to be the hub for manufacturing, selling and servicing of automotive parts.



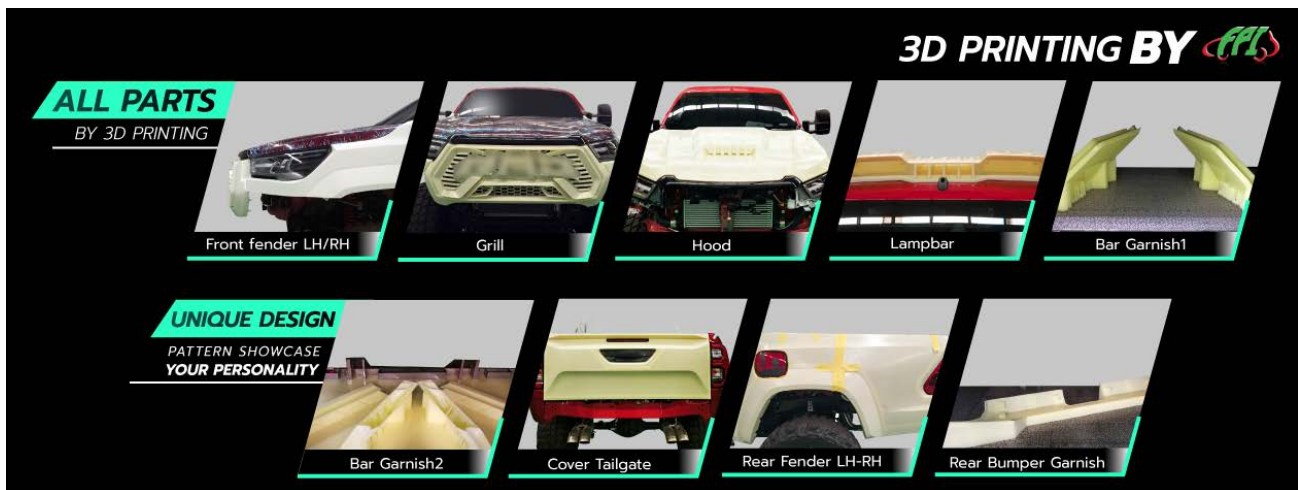
Production Process Diagram

**5. Asset utilization** FPI develops mold rental service business. This is a guideline for strategy adjustment in order to use asset management to maximizes the return of investment. This is also in line with the new business context. Furthermore, it reduces tax barriers from neighbor countries and create new market opportunities or to change the context of the business. This creates value for services sector and reduce the use of natural resources for the organization.

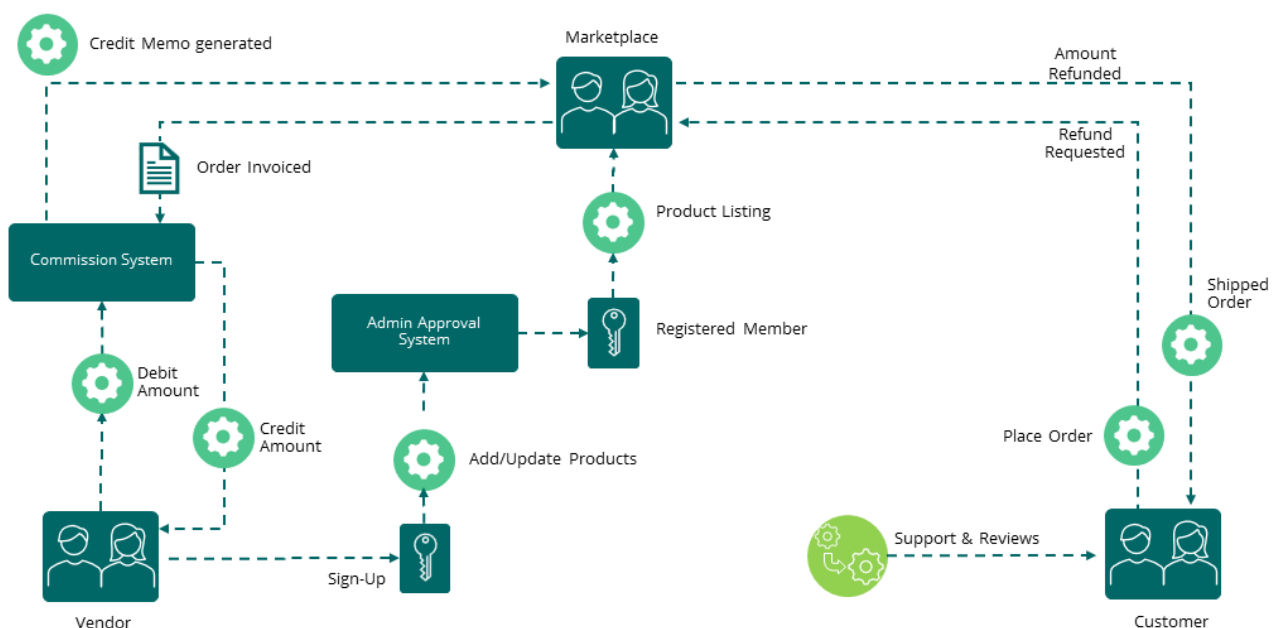


**6. Business Model Development B2C** To comply with variety of consumers and their needs, FPI uses 3D printing technology. This not only reduce the waste of mold and other equipment making but also enable consumer to order a one off products specifically manufactured for their own needs (Customization). This is done by freely select the design or adjust the design of the product models and 3D printed it out to be received within 24 Hours.





7. **Business Model Development Market place** Create a platform to sell auto part products online through internet Web Page or mobile application and act as a center for distribution of auto parts for cars, motorcycles, and vehicles of all types on the internet to create a new business. This is a service market that charge commission and advertising fee as well as retailing the company own products.



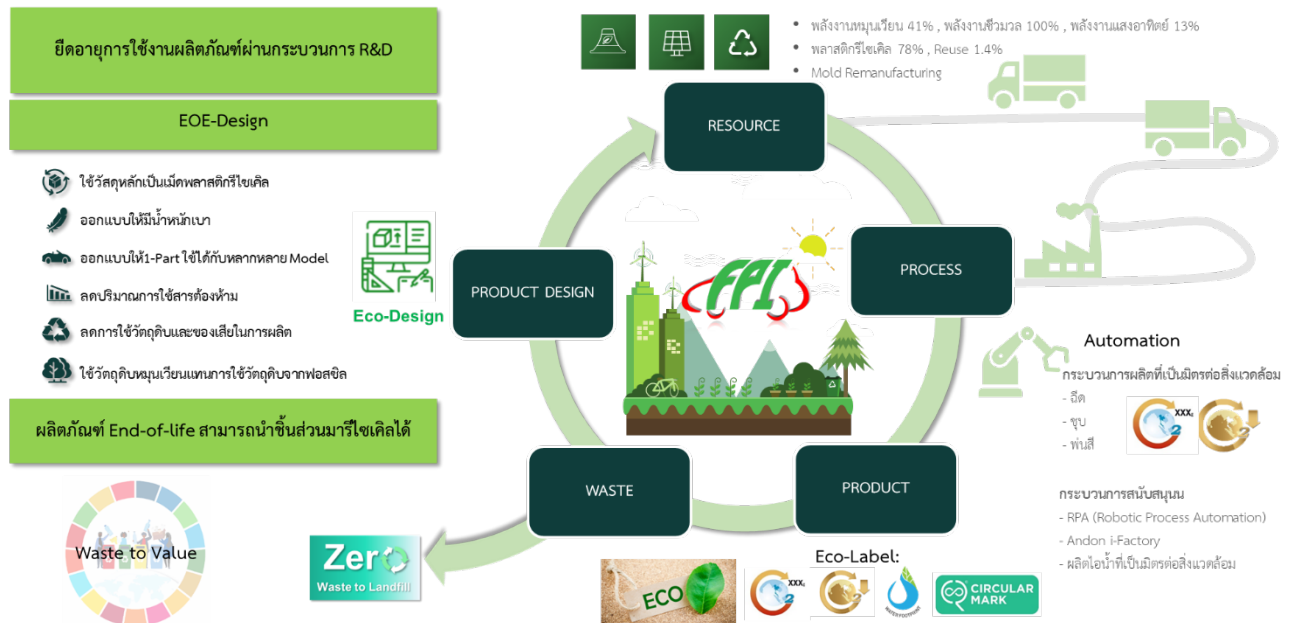
## Research and Development Policy

The company pays attention to product development. production processes and services based on the circular economy concept to make a difference and diversify according to the needs of consumers This leads to the creation of added value and added value throughout the business value chain, starting from the creative process. Design and prototype development process on the basis of understanding the problems or needs of customers through creating cooperation with customers or business partners to add economic value. by rotating resources or materials within the system for as long as possible and produce the least amount of waste Covering the waste from the system to be used as starting material of the related industry. Details are as follows:

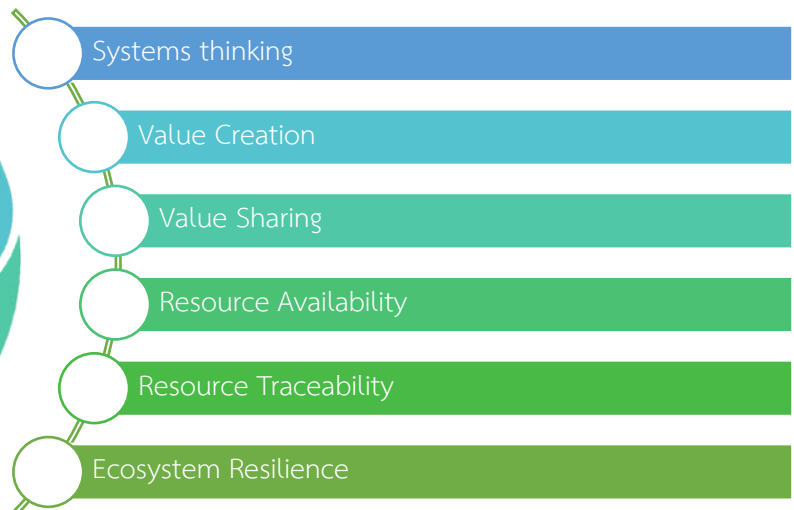
## Circular Model: Circular Design

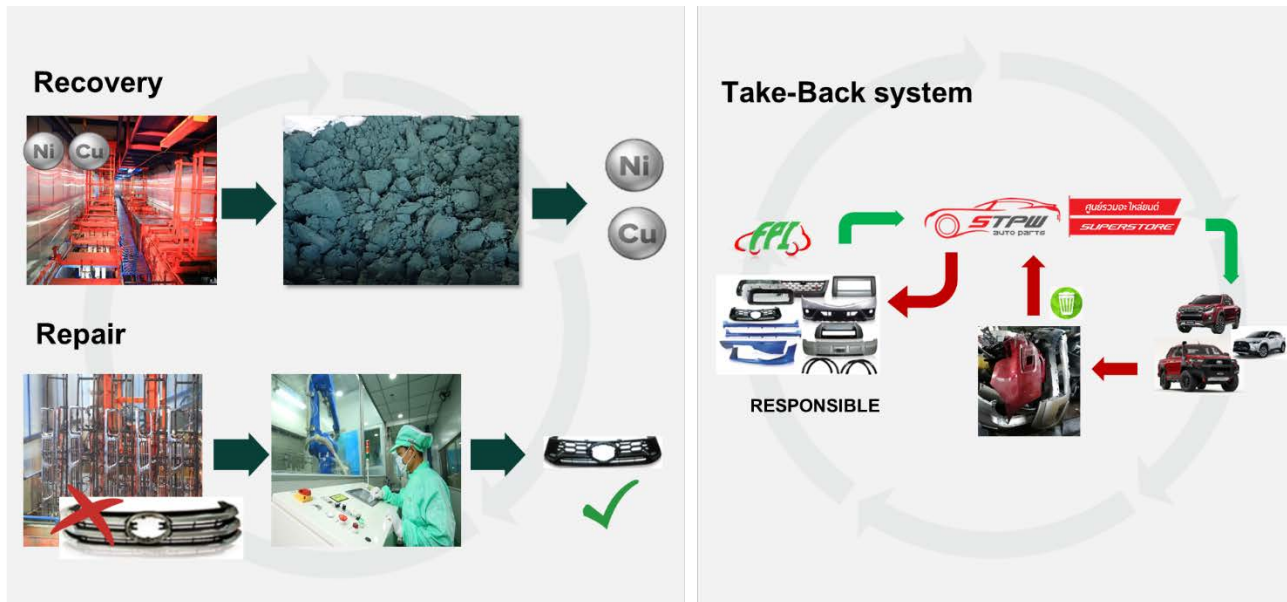
The company drives the circular economy with “**design from the beginning**” covering product design, packaging, manufacturing processes. Selection of raw materials, use and management at the end of life or not used through 6 main strategies consisting of 1) System thinking 2) Value creation 3) Value sharing 4) Resource Availability 5) Resource Traceability 6) Ecosystem Resilience

Leading to the development of products and processes designed according to circular economy principles. (Design for Circular Economy) as detailed below.

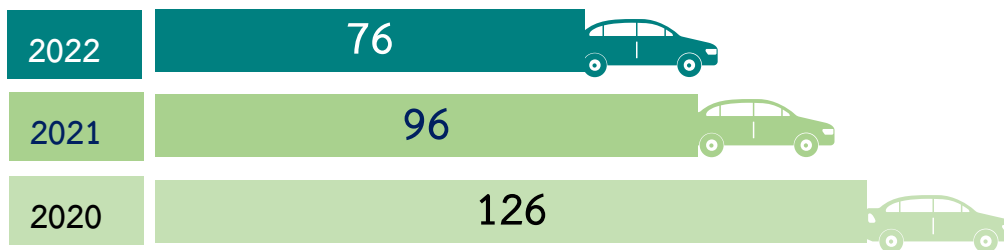


Design for circular economy using 6 key interconnected strategies.





## R&D expenses in the past 3 years



R&D expenses in the past 3 years (Million THB)

## 1.2.2.1 Marketing and Competition

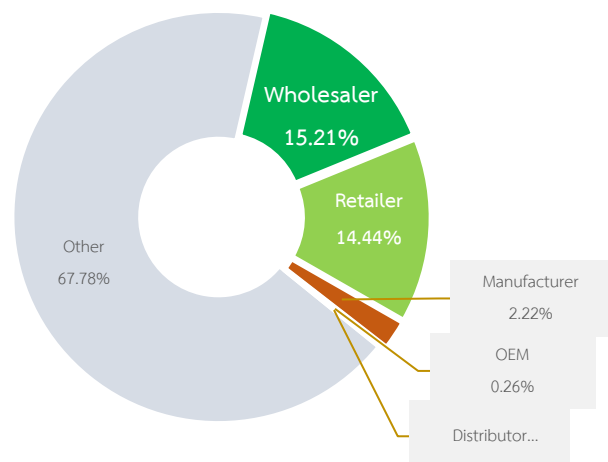
### Sales and Marketing Policy

The company has customers in all over the world and has different customer groups. Therefore, the price of the product varies depending on the level of the customer. Therefore, in order to ensure proper and fair marketing management, The Company has grouped customers as follows:

### Proportion of customer base

1. Wholesaler
2. Retailer
3. OEM
4. Manufacturer
5. Distributor
6. Other

### Proportion of customer group



**Pricing policy** as follows:



## 1. Product and Service by FPI PRODUCTION

1.1. OEM product group delivered to the assembly plant or 1ST Tier Company will use cost plus of 10 % mark up per process depend on the volume and difficulty of the projects and process for the projects.

1.2. For after market products or REM, the company will use the market price of each countries, which varied among different countries and type of customers.

1.3. For contract volume for new tooling investment, the company will use cost plus from the amortize tooling cost based on the order volume for 3-5 years as specified in the contract.

2. For trading products, the company will use cost plus of 7 % mark up but also taking into account of the order volume, destination countries and types of customers.

### Credit Term

The Company assigns credit term to customers up to 240 days base on history purchase and relationship with customers. The credit term started from the bill of lading date and add transit time for the goods to customers and the maximum credit term will not exceeds 300 days.



### Setting up allowances for doubtful debts

An allowance for doubtful accounts in accordance with International Financial Reporting Standards No. 9 is the estimated Expected Credit Loss Model (ECL) based on past collection experience where it may subject to minor adjustment of the rates used in the calculation by taking into account of possible future events that may affect them. This is in order to make it appropriate to set up an accurate allowance for doubtful accounts. An allowance for doubtful accounts of 100% will be used for all outstanding balance that is more than a year. However, due to the nature of the business of the company that mainly sells to overseas customers, there are usually 8-9 months delay. As a result, the calculation of the allowance for doubtful accounts is higher than the reality of the company. Therefore, the debtor group is divided into 4 groups as follows:

#### 1. General accounts receivable

2. Mold trading accounts

3. A group of debtors in a country that has trouble transferring money out of the country (blocked country)

4. A group of debtors trusted by the company that is a big company or a company that has been doing business together for a long time or a company with good relationship with the company, such as being a customer who helps open the market in that country for the company, etc. and in the past never incurred bad debts (special case)

## Competition within the industry in the past year and industry trends and competitive conditions in the future

### Marketing Competitors

The company's products and services are the production of automotive parts for Japanese and Korean cars, which in the future may be expanded to European and American car manufacturers, both in terms of replacement parts. And decorative accessories, but what FPI is superior to its competitors is a comprehensive industry. competitive price and Fast delivery time We are both manufacturers of plastic automotive parts. and is a complete distributor of automotive spare parts with a customer base of **141 countries** around the world, different from competitors or other manufacturers that are often specialized in specific areas or specific processes alone.

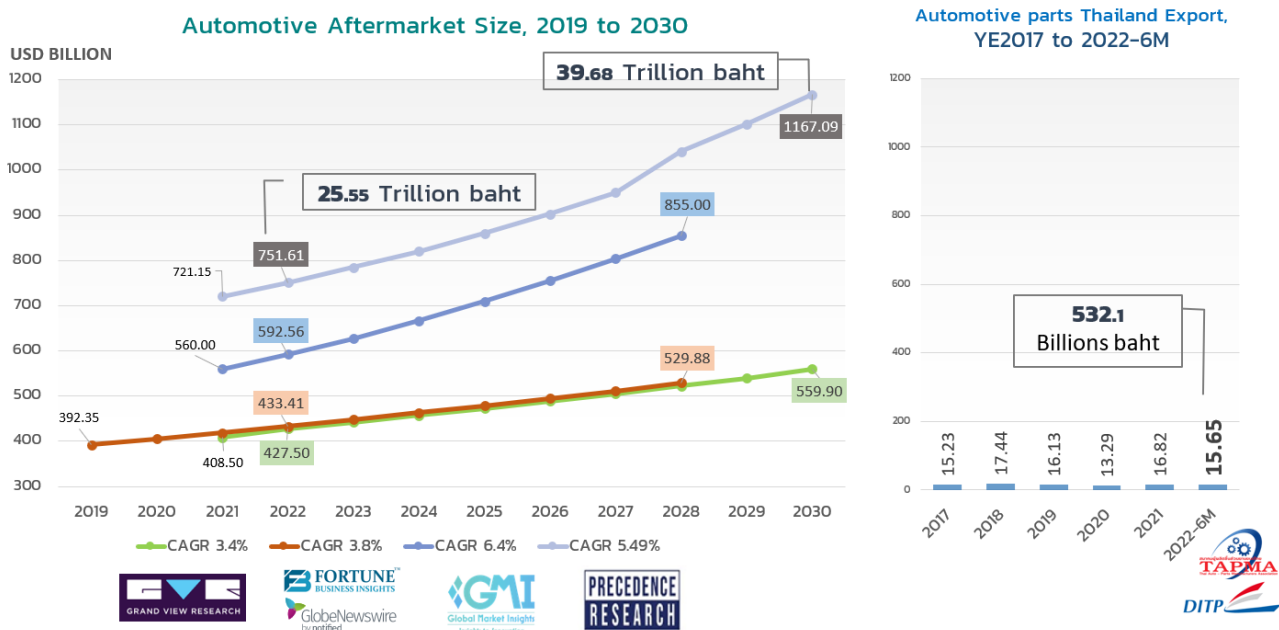
FPI also sources products both domestically and internationally, as an alternative and non-reliance on a single seller to reduce price and delivery risks.

### Automotive parts market situation

The slowdown in the economy has also slowed down the consumption of expensive goods, and one of them is cars. Another business affected is the "Auto Parts Industry", which Thailand is one of the major automotive parts manufacturing bases that has long driven and developed Thailand's economy. Automotive Industry in Thailand are facing challenges from a number of factors, both due to the economic slowdown domestically and internationally. When Thailand and the world faced the COVID-19 pandemic, thai car production was decreased depicting a declining trend. When vehicle production volumes decreases, the volume of cars decreases. As a result, companies producing automotive parts in Thailand will also be affected accordingly.

According to the Institute of Automotive and The Thai Automobile Parts Manufacturers Association, Thailand has more than 2,400 auto parts manufacturers, with over 70% of them being non-capitalized and highly negotiated parts manufacturers. In addition, manufacturing technology may not be equivalent to major manufacturers in the market.

Another challenge in the future is the entry of electric cars in which the concern is that Electric cars will only have 1,500 to 3,000 parts, whereas Internal combustion engine cars used today have more than 30,000 auto parts. Parts that are currently manufactured may no longer be required in electric cars where some companies may require outrageous amount of investment to be able to change the production line to produce relatable parts instead or to meet the electric car needs of the future. This matter may affect the business operations of auto parts entrepreneurs in Thailand as well as workers in the auto parts manufacturing business.



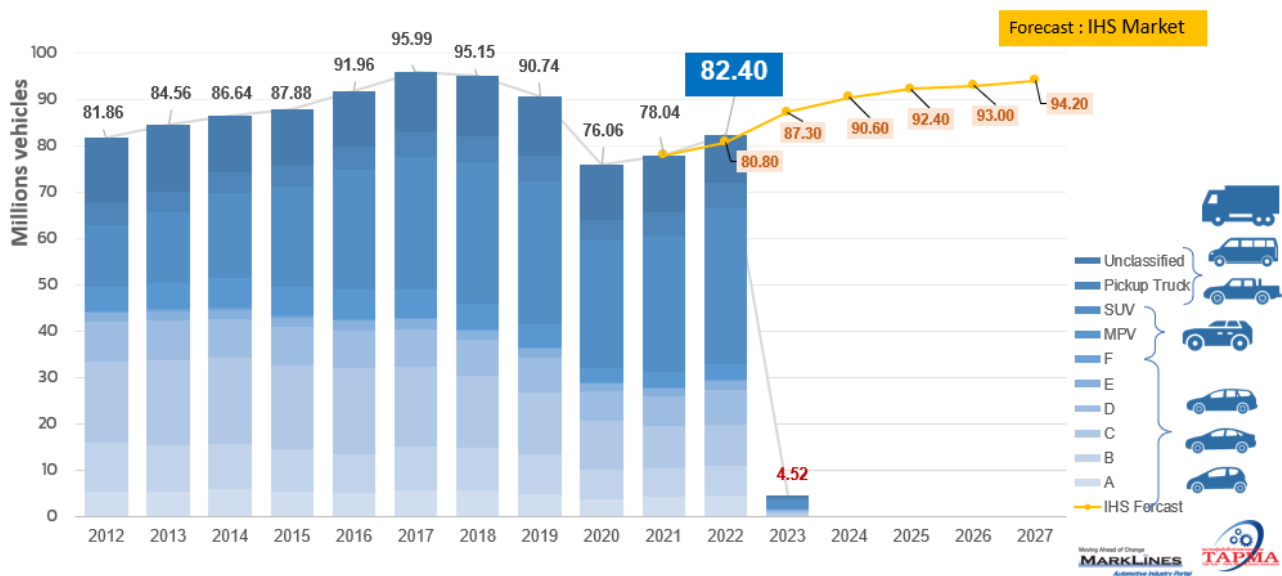
Worldwide Replacement Auto Parts Market Estimates from research institutions

According to the research and estimation of foreign research institutions, the auto parts market continues to grow. The global market size is estimated at THB 25.55 trillion in 2022, which will increase to THB 39.68 trillion. In 2030 (GACR 5.49%), Thailand will export auto parts to all parts of the world in 2022, with a value of only 532.1 billion baht (15.65 billion US dollars), only 1.34% of the global auto parts market.

## Industry and Competition



Production and domestic demand for automotive parts will continue to grow. The demand in the OEM market is expected to expand according to the production of vehicles, while the REM market will grow according to the increase in the accumulated vehicle volume. Especially vehicles older than 5 years which need to repair/replace parts. according to service life Especially the need for important parts with high value such as the engine system. drive system, etc.



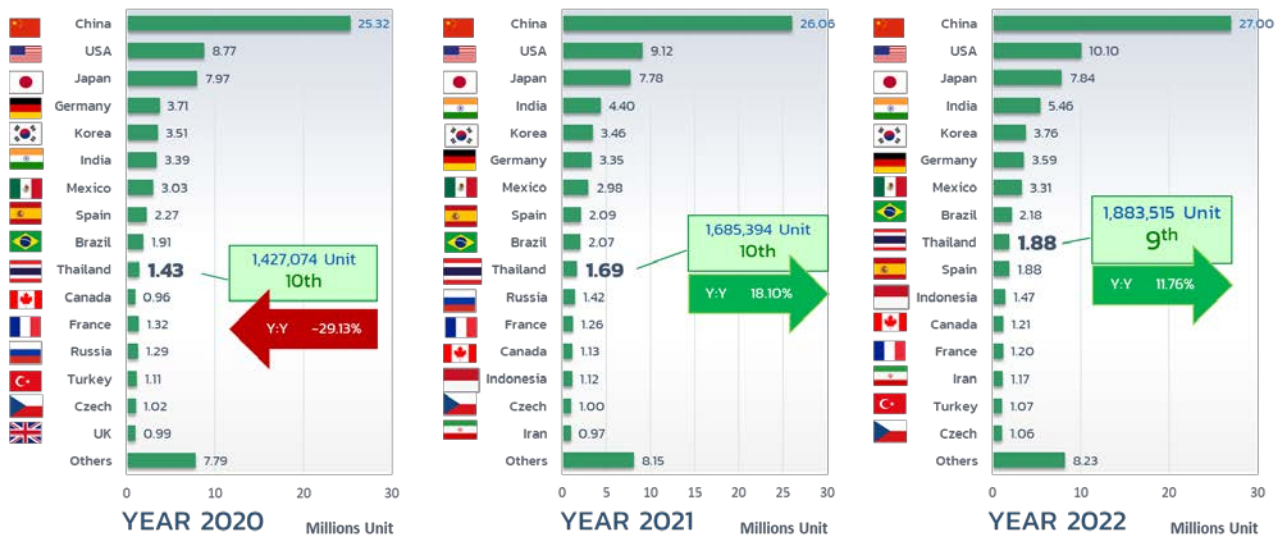
Global car production statistics by car type and growth forecast from IHS Market

Automotive industry In the production cycle of 2022, the global production is 82.43 million units, divided into 29.63 million personal cars, 36.96 million pickups, SUVs, MPVs and commercial vehicles, including vans, trucks, buses and Others 15.83 million units, overall production increased by 5.62% from the previous year. For the new market group, namely Compact SUV, which targets consumers who want to use a multi-purpose vehicle in the city more, with production increasing by 8.60 percent from the previous year.

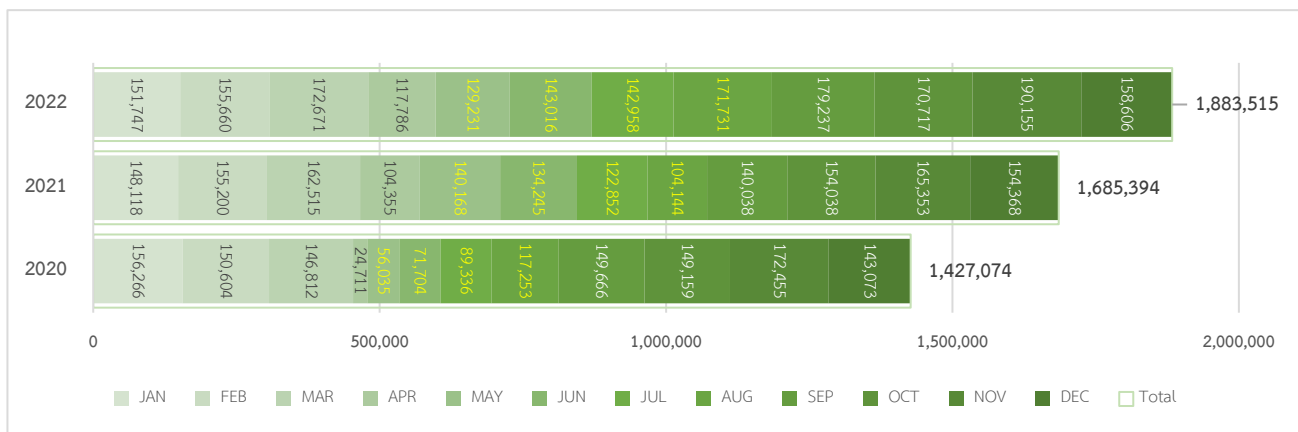
## Thailand Automotive Production Statistics

The Thai automotive industry is one of the nation's main industries that generates enormous income for the country. Therefore, it cannot be denied that the heart of automobile production is the parts manufacturing industry. That has contributed to the strength of the Thai automotive industry, which in 2022 had an export of automotive parts of \$ 15,648.57 million, a decrease of 2.38 percent from the year 2021 (Year 2021: \$ 16,030.03 million) and had a total Automobile production of 1,883,515 units, an increase of 11.76 percent from 2021 (Year 2021: 1,685,394 units) until Thailand has become a center and a large production base in this region. Therefore, parts manufacturers have to improve the quality of their products

and develop labor skills using modern production technology to increase the value of products in order to maintain the competitiveness to create sustainability for the Thai auto parts industry.



Global automobile production statistics from 2020 to 2022



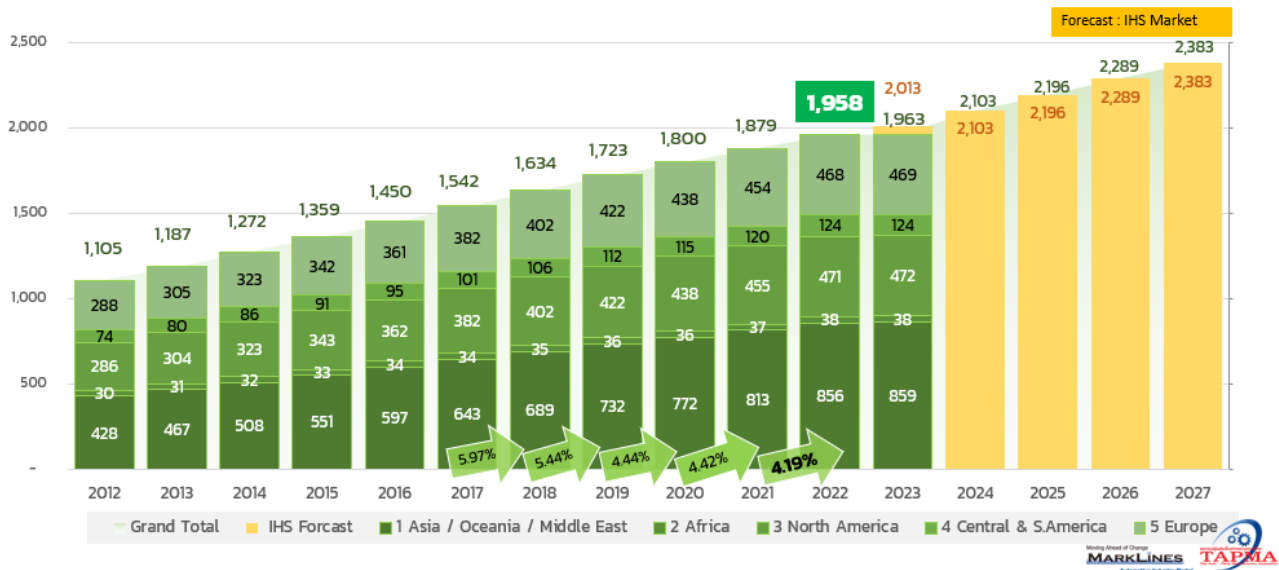
Thailand automobile production statistics from 2020 to 2022



According to Thailand's automobile production in 2022, the Federation of Thai Industries The production target is set at 1,700,000 units. In the past year, the total number of automotive production was 1,883,515 units, more than the targeted production target. Representing 10.76 percent for the overview of the world's automobile production. Thailand's automotive production volume in 2022 became the 9th in the world. Thailand is the largest automotive manufacturer in ASEAN.

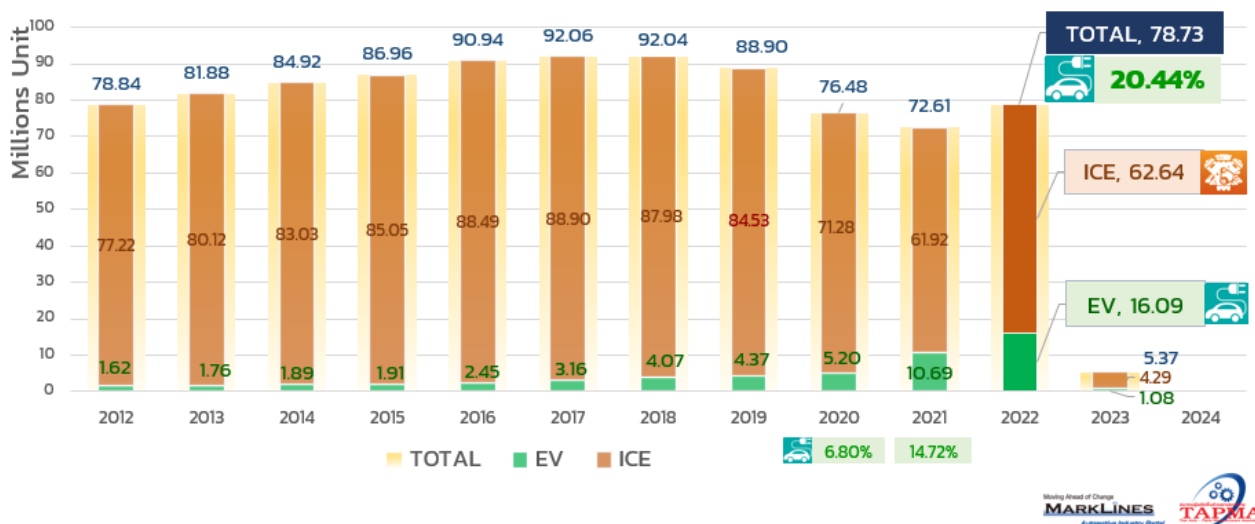
**The increase in vehicle volumes** has been increasing steadily in the past several years. With an average over the past 5 years, an increase of 4.9 percent for the top 5 countries with the highest number of cars, number 1 consisting of Asian countries Oceania and the Middle East accounted for 43.74 percent, ranked second among North American countries. Representing 24.07 percent, ranked 3rd among European

countries Representing 23.93 percent, ranked 4th in Central and South America. Representing 6.33 percent and African countries representing 1.93 percent respectively



Worldwide car statistics and accumulated car estimates from foreign research agencies, IHS Market

Conditions of the automotive industry in the year 2022, cars are sold in the world market. The total number of vehicles was 78,729,333, consisting of 62,640,319 internal combustion engine (ICE) vehicles and 16,089,014 electric vehicles (EVs). The total number of vehicles increased by 8.43% from the previous year. For electric vehicles (EVs), the number of cars increased by 50.50 percent from the previous year. The number of vehicles powered by internal combustion engines (ICE) increased only 1.17 percent from the previous year.



Global electric vehicle sales statistics



### 1.3 Shareholding Structure

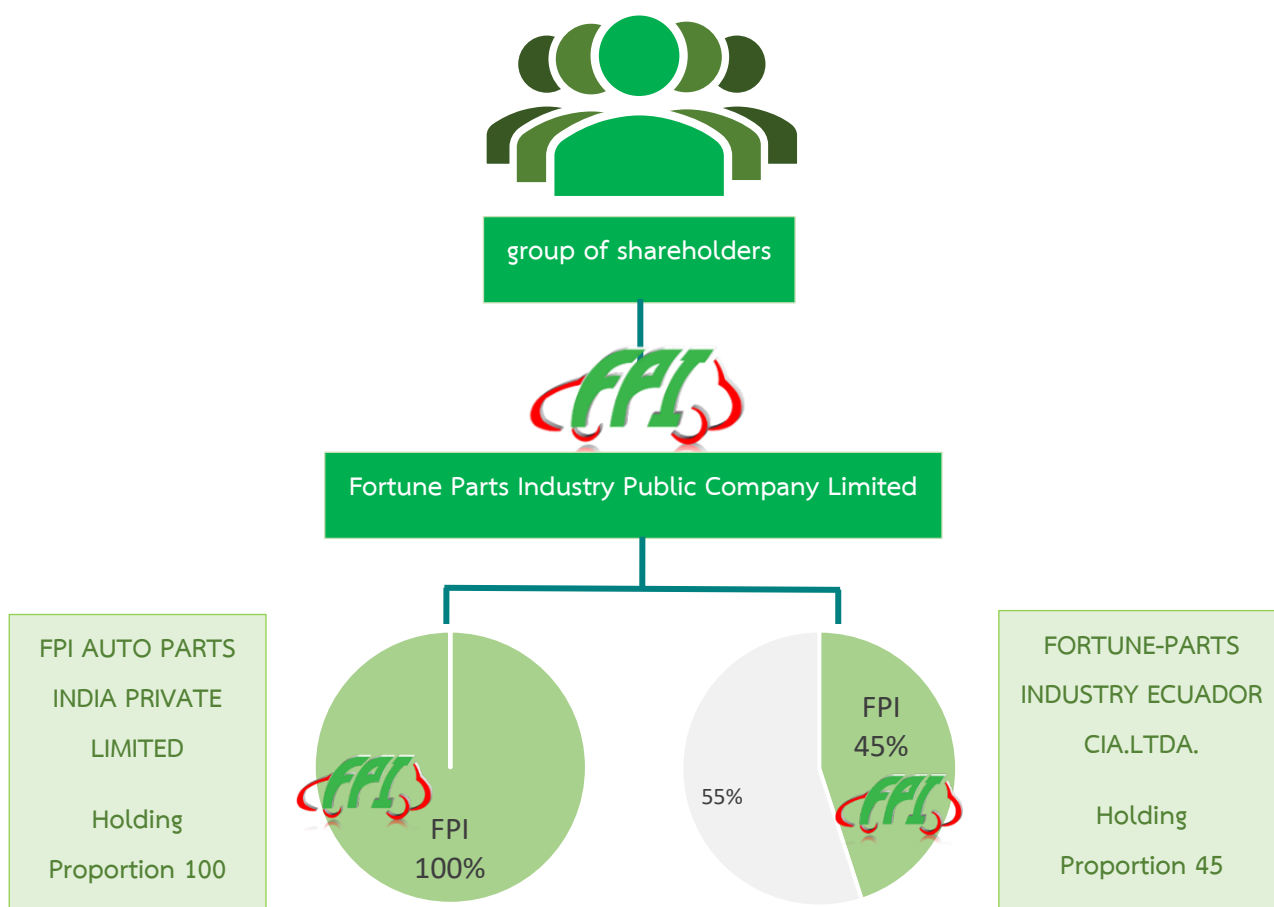
#### 1.3.1 Shareholding structure of the group of companies

##### 1.3.1.1 Policy on division of operations of companies in the group

The Company and Subsidiaries is a manufacturer of automotive parts made of plastic that can respond to both markets, both OEM and REM markets, as well as being a center for distributing automotive parts with a wide range of products Able to fully meet the needs of customers In the automotive replacement parts (REM) industry, the company is considered one of the market leaders as the company has been in the automotive parts manufacturing industry for more than 30 years, resulting in more than 2,800 molds and a growing customer base every year. which currently can deliver products to more than 141 countries around the world

Operations of companies in the group Has a policy to grow with customers and partners by focusing on creating added value for the organization and stakeholders. with different products Operations in each company will operate as a business unit (Business Unit "BU") by the Board of Directors responsible for setting policies for companies in the group to implement by executives in each line of work Must report to the managing director. Each company will set goals. business strategy There is a joint follow-up through the management meeting (Executive Committee).

##### 1.3.1.2 The shareholding structure of the group of companies



### 1.3.2 In the case where a person with a potential conflict of interest holds shares of a subsidiary or associated company at an amount exceeding 10

- None -

### 1.3.3 Relationship with major shareholder's business group

- None -

### 1.3.4 Shareholders

#### 1.3.4.1 Top 10 major shareholders

##### A.) The first top 10 major shareholders of the Company as of December 31, 2022

	Shareholder		Shares (Shares)	% Shares
1	MR. Sompol	Tanadumrongsak	415,616,844	27.47
2	MISS Achara	Tanadumrongsak	146,684,600	9.69
3	Mrs. Raweewan	Mathong	87,183,000	5.76
4	MR. yanyongchai	Tanadumrongsak	86,768,000	5.73
5	MISS Maleerat	Tanadumrongsak	59,298,200	3.92
6	MR. Somkit	Tanadumrongsak	51,974,300	3.44
7	MR. Surapol	Piyaterathitivorakol	50,950,000	3.37
8	MISS Thanpicha	Tanadumrongsak	43,621,578	2.88
9	MISS Kocharath	Tanadumrongsak	43,621,578	2.88
10	Thai NVDR Company Limited		41,798,918	2.76

##### B.) A group of major shareholders who, by their behavior, have a significant influence on the management policy or operation of the company.

- None -

#### 1.3.4.2 The company operates business by holding shares in other companies (holding company).

- None -

#### 1.3.4.3 Shareholders' agreement

- None -

## 1.4 Registered capital and paid-up capital

### 1.4.1 Registered capital

Company Name	: Fortune Parts Industry Public Company Limited
SET Symbol	: FPI
Registration No.	: 0107547000508 Head Office
Registered capital	: 378,257,483.50 baht with a par value of 0.25 baht per share
Paid-up capital	: 378,257,483.50 baht with a par value of 0.25 baht per share
<b>Joint Venture Company</b>	
Company Name	: FORTUNE-PARTS INDUSTRY ECUADOR CIA.LTDA.
Registered capital	: 500,000 USD
<b>Subsidiary</b>	
Company Name	: FPI AUTO PARTS INDIA PRIVATE LIMITED
Registered capital	: 315,757,249 INR

### 1.4.2 Other types of shares which different rights or conditions than ordinary shares

- None -

### 1.4.3 Shares or Convertible Securities of the Company for underlying securities to issue Thai Trust Fund

- None -

## 1.5 Issuance of other securities

### 1.5.1 In the case where the Company issued convertible securities

-None-

### 1.5.2 In the case where the Company has debt securities.

-None-



## 1.5 Dividend policy

The Company has a policy to pay dividends to shareholders each year. At the rate of 30% of net profit after corporate income tax deduction and allocation of reserve funds All types as defined by the Company's Articles of Association and as required by law. However, such dividend payment is subject to change. It will depend on the turnover, financial liquidity, economic conditions, and the need for working capital for business management and business expansion of the Company in the future. Must be presented for approval from the shareholders' meeting. Unless it is an interim dividend payment, at the Board of Directors Has the power to approve interim dividend payments. And report to the shareholders' meeting at the next meeting.

Details of dividend payment	Year 2021		Year 2022	
	Performance January 1, 2021 to 30 June 2021	performance July 1, 2021 to 31 December 2021	Performance January 1, 2022 to 30 June 2022	performance July 1, 2022 to 31 December 2022
1. Net profit (Baht)	345.705 Million THB		206.958 Million THB	201.604 Million THB
2. Number of shares	1,473,029,934 Shares		1,513,029,934 Shares	
3. Dividend pay out Rate per share (Baht : Share)	0.05 THB	0.07 THB	0.08 THB	0.08 THB
4. Total amount of dividend	176.764 Million THB		121.042 Million THB	121.042 Million THB
5. Dividend pay out against net profit after tax (%)	51.13 %		58.49%	60.03%

## 2 Risk Management

- FPI Policy and risk management
- FPI Risk factors for the  
Company's business operations



Dear Shareholders,



Today's business operations are faced with many situations both internally and externally. That may affect the achievement of the organization's goals. The Company is committed to operating to achieve the goals, which covers risk management in terms of strategy operational, financial and compliance with relevant regulations. In order to Enterprise Risk Management have a clear direction Consistent with strategies and business goals under the framework of good corporate governance. The Company's Risk Management Committee has reviewed the control process according to operational quality standards and has assessed risks and the appropriateness of the risk management policy. By referring to changes in business operations and the possibility of events that may cause risk factors to the organization.

To determine control measures and reduce the likelihood of risk factors or the effects of risks to an acceptable level.

Risk Management Committee Oversaw the organization's risk management within the scope. Authorities and responsibilities assigned from the Board of Directors. In the year 2022, there were 2 meetings of the Risk Management Committee, which can be summarized as follows:

1. Risk assessment according to COSO principles is required twice a year by the Risk Management Committee. And assess risks related to operations twice a year by executives in each department across the organization to find out the risks that exist in the organization. Meet together to issue a risk improvement plan for each issue to control the risk. Including a risk management plan that has been approved by the Risk Management Committee.

2. Provide comments and suggestions for the preparation of the data protection policy. personal up to have criteria, mechanisms, regulatory measures and management of personal information clearly and appropriately

Including how to collect personal data with the objectives, scope and using methods that are lawful and fair. The collection will be done only to the extent necessary for the operation under the objectives of the company. This has been announced as a policy and set guidelines on May 13, 2022

3. Give opinions and suggestions on internal and external risk management measures. according to the changing situation that may affect the organization and set key risk indicators (Key Risk Indicators) to ensure that the Company's risk management has covered important issues and at an acceptable level



4. Provide comments and suggestions for risk assessment. and risk management measures For major investment projects of the Company, such as overseas investment projects, etc., to ensure that important risk factors are taken into account. There are appropriate and sufficient risk management measures. to present to the Board of Directors consider in the next order

5. Provide comments and suggestions on corporate risk factors. to be in line with business directions, strategies, organizational goals and the environment, society, and technology that has changed.

6. Report the results of the Risk Management Committee to the Board of Directors for acknowledgment every quarter.

7. Evaluate the performance of the Risk Management Committee both as a group and individually on an annual basis. The assessment results were presented to the Board of Directors for acknowledgment.

In summary, the Risk Management Committee has given importance to corporate risk management in order to have good efficiency and effectiveness that can enable the Company to achieve the objectives and goals set create added value for shareholders and stakeholders of the Company sustainable in the long term

On behalf of the Risk Management Committee



(Mr. Anant Gatepithaya)

Chairman of the Risk Management Committee





## 2.1 Risk management policy and plan

### 2.1.1 Risk management policy and plan

Fortune Parts Industry Public Company Limited gives importance to corporate risk management, which is an important factor that will help promote the company Achieve objectives and goals in business growth and sustainability. The Company's business risk management is under the supervision of the Board of Directors, Board of Directors Audit Committee Risk Management Committee and internal auditors of the company



The importance of risk management under Changes from internal and external factors that may affect business operations. The Company therefore continuously manages risks according to the principles of the Committee of Sponsoring Organizations of the Treadway Commission (COSO-ERM 2017), which is an international standard for risk management. It is considered that risk management is an important component of every process in the business operations of the Company, and must be connected at all levels Therefore, the work system for corporate governance has been integrated, risk management and compliance with the law Organizational regulations (Governance, Risk and Compliance: GRC) including establishing risk management policies throughout the organization that all employees must comply with as follows.

- 1 Promote and develop executives and employees understanding and realize the importance of management This is to create a systematic and continuous effective risk management framework for the entire company.
- 2 Prescribe preventive risk management, correction and improvement with accuracy and transparency on a regular basis.
- 3 Encourage risk management as part of the operational plan within the organization, in terms of planning, strategy, operation money management and investment and regulatory compliance.
- 4 Encourage the continuous development of risk management processes. Including following up, evaluating results, summarizing results, and preparing risk management reports, to propose to the Risk Management Committee and report to the Board of Directors
- 5 Standardize the risk management process throughout the organization.

#### Promoting a risk culture

An effective risk management system is an important tool in corporate governance, lead to the achievement of the objectives of the organization set And creating an organizational risk culture is an important element that supports successful risk management. By using it as a tool for setting strategies and operations, as well as being used to make important decisions and want to drive a corporate risk culture The guidelines for creating a risk culture are as follows:

- Assign all employees to have duties and responsibilities in operating according to risk management principles.
- Define a clear and easy-to-understand risk management framework and policy. so that all executives and employees are born Understanding and using risk language in the same way and have a common aim in risk management
- Communicate the link between risk management and corporate strategy. and understand employees Everyone is responsible for the risk management process. to achieve acceptance in the process leading to Success in developing risk management
- Set up training for all executives and employees in the organization. to gain an understanding of the management framework Risk Responsibility and communicating information about risks

## 2.1.2 Risk Management Structure

The company has a systematic and integrated risk management along with setting strategies and business plans. To provide continuous risk management across the organization and to ensure that risk management is efficient and effective. Therefore, the risk management structure has been established as follows:

### 1. Policy Risk Management Committee (BOD and Ex-BOD)

Responsible for supervising the operation according to the management policy and approve the risk appetite of the organization. Establish a risk management structure to cover the entire organization. Appoint and monitor the performance of the Board of Directors. managing risk at management level (ERM), as well as providing recommendations for Improve the operation according to the risk management system of the organization.

### 2. Enterprise Risk Management Committee: ERM)

responsible for determining the strategy Enterprise-level risk management and risk tolerance presented to Policy-level risk management committee to consider, determine processes and measures for risk management at the corporate level. Follow up on risk reviews and reporting to the Audit Committee. Including the appointment of a working group to manage Functional risk management (FRM) for each department as appropriate.

### 3. Functional Risk Management Committee: FRM)

It is responsible for identifying, evaluating risks, and formulating risk management plans at the department level, as well as assigning responsible persons. Including monitoring and reporting management results. operational risk to comply with the Company's policy.

### 4. Audit Committee

Responsible for supervising, supervising and evaluating the effectiveness of operations according to the risk management system corporate risk review risk management and give advice to the Board of Directors Board of Directors or board risk management To improve administrative operations Overall corporate risk

## 2.2 Risk factors of the company's business operation

### 2.2.1 Factors that may cause significant risks to business operations.

#### Risk factors affecting business operations.



STRATEGY

OPERATION

FINANCIAL

COMPLIANCE

ESG

Today's business operations are faced with many situations, both inside and outside That may affect the achievement of the organization's goals. The Company is committed to operating to achieve the goals. which covers risk management in terms of strategy operational, financial and compliance with relevant regulations In order to Enterprise Risk Management have a clear direction Consistent with strategies and business goals under the framework of good corporate governance. The Company's Risk Management Committee has reviewed the control process according to operational quality standards and has assessed risks and the appropriateness of the risk management policy By referring to changes in business operations and the possibility of events that may cause risk factors to the organization. To determine control measures and reduce the likelihood of risk factors or the effects of risks to an acceptable level. The company has classified of risk management that are important issues as follows.

### 1. Strategic Risk



The company has strategic goals. To drive growth, it is necessary to make investments to expand the business. and to maintain the competitiveness of the company Including the improvement of new production processes in countries with new technologies and innovations Again, the company It has continuously sought opportunities to invest if the Company is able to invest in expanding its business as planned. It will play an important role in achieving long-term strategic goals. But during the implementation of various projects There may be uncertainties. There are both risks and

opportunities. The Company therefore has to carefully and concisely plan such operations. to control the investment to meet the target.

For investment in major projects with high investment value The Company has a guideline for managing investment uncertainty that may occur by defining the Company's investment consideration process. According to the procedures covering from the investment opportunity seeking stage to the feasibility study of the investment project. At each stage, executives and related experts in each area will conduct a comprehensive review and comment on the investment, for example, determining whether it aligns with the company's growth strategy. The consideration of return on investment shall be in accordance with the Company's criteria. and assessment of project risk management by the Risk Management Committee to consider and scrutinize Sufficiency of risk assessment and risk management measures before presenting to the Board of Directors and regularly monitors the progress of risk management according to established guidelines.

Organizational strategy management in relation to changes in the external environment as the world is now more aware of energy and environmental crises. The European car industry began to break up. Use fossils and turn to clean energy instead. It is therefore the cause of the change in the use of electric vehicles. and is a driving force that has been passed on to the Thai government Therefore, the investment support plan for the electric vehicle assembly industry was approved. and related parts manufacturing industry In addition, there is a tendency to change technology to other auto part manufacturing industries, such as moving towards lightweight products, shapes, sizes, new materials that have changed. vehicles with self-protection systems, etc. These changes in technology are considered risks that may affect The ability to compete and generate income to achieve the goals set, the company therefore has a policy to promote and support research and development in such matters. Including promoting learning about technology related to electric vehicles. to prepare and to support new technologies that change rapidly which may affect to the production of goods and services By focusing on innovations that are friendly to the environment, safety, energy saving.

In addition, the company It also places importance on personnel development. in response to the entry of Automation (Automation System), such as automatic machines and semi-automatic machines into use in the production process By promoting learning, seminars, study visits, field trips and try to apply it in real space to support the policy of reducing costs Increase production efficiency, reduce waste, including reducing accident rates, etc., in order to reduce the risk of meeting the needs of customers in reducing product costs.



### 1.1 Risk from changing trends in the automotive industry

The company pays attention to changing trends that may affect the company's automotive parts production and distribution business. to formulate appropriate strategies to drive the business to grow continuously and sustainably Trends of change that are considered important issues include the development and production of electric vehicles. which is supported by government investment for the electric vehicle assembly industry and related parts manufacturing industry.

Trends of change occurring It is not expected to have a significant impact on the Company's operations in the short term as the technology is still in the early stages of development and is expected to take a long time. before it starts to be used As for the development of electric vehicles, the Company expects that the trend of increasing demand for electric vehicles will not affect the Company. significantly as well Since auto parts that are the Company's main income are bumpers, front grilles, car lights, and car body parts. And other exterior accessories will remain the main components of the car. Whether it's an electric vehicle, a hybrid vehicle, or a vehicle with a conventional gasoline-powered engine.

However, the company is aware of the risk of long-term competitiveness. and established a research and development unit within the company to study the impact of future technological developments and to support the growth of the Company's main business whether it is the production technology of automotive parts online trading and data connection technology investment and production technology development In the past year, the company has invested in a painting light that uses robots to replace all human beings. Production technology with 3D machines has been added. to support the launch of new products Production of products with niche needs and good prices This will enable the company to increase production volume. as well as being able to control production costs and generate better profits.

### 1.2 Risk from competition in the automotive industry

The automotive parts industry is highly competitive during the changing of new car models. Auto parts manufacturers are competing fiercely to obtain orders from automobile manufacturing customers. car parts sales company This means that the company's income is guaranteed throughout the production life of that car model, causing the company to risk losing orders from customers to other auto parts manufacturers. This will affect the operations and reputation of the company. significantly Although the situation is a manufacturer of automotive parts of the company. It will be regarded as a major manufacturer of replacement parts in Thailand with efficient operational standards and responsibility to stakeholders. will make it possible that the Company The loss of orders from customers will be at a level that may not happen, but the company has given importance to maintaining good relationships with customers and

maintaining operational standards, delivery, and product quality. To ensure and build trust from customers for continuity of receiving orders. For new cars, including other replacement parts, there are more than 800,000 items and in the past year, the company has been selected as the manufacturer in the Tear 1 order of the automobile camps. Mitsubishi and Nissan This will increase sales opportunities and produce new models. In 2022, production will begin and be delivered to the assembly plant. and the company has also gained trust from the Toyota group of companies to be a manufacturer new product continually.

## 2. Operation Risks



The company has given importance to building confidence in quality throughout the process. to get excellent products and services able to create maximum customer satisfaction There is a risk of product damage, the risk of insufficient production capacity in the future. including the risk of problems from outside service providers or manufacturers, which these risks may cause the production and delivery of products to customers on time, etc.

Therefore, the company arranges an operational risk assessment twice a year by executives in each department throughout the organization to find out the risks that exist in the organization. and a risk improvement plan is issued for each issue to control the risks. Including a risk management plan in production, such as a contingency plan in case of emergency. Analyze customer's pre-demand and study and prepare contingency plan for sufficient production capacity. Preparation of preventive maintenance plans for machinery and forecasting plans, along with backing up important spare parts, etc.

In addition, the company is also a manufacturer and deliverer that has been certified by international standards. of the quality management system or IATF16949:2016 which is the standard for the automotive industry to build quality assurance throughout the process and has introduced other management systems such as ISO14001 Environmental Management System, ISO 45001 Occupational Health and Safety Management System, and ISO 50001 Energy Management System to help control operational risks. Including establishing a process that is an internal monitoring system. strictly preventive from the quality of raw materials production process Until the product is delivered to the customer, there is a clear target for waste control. There is a promotion and encouragement. all employees have Quality Consciousness Including price control and arrangement of main raw materials that may affect the process as follows

## 2.1. Price and raw material procurement risks



ABS



PP

The main raw materials used in the production of the Company are ABS (Acrylonitrile Butadiene Styrene) and PP (Polypropylene). The prices of these raw materials mainly vary according to world oil prices and demand, and supply of that raw material in the global market at any given time which is beyond the control of the Company.

### Risk management measures

The company has closely monitored the changes in raw material prices in the world market by setting up a dedicated team. Keep an eye on raw material prices. Analysis of raw material price trends in each period, including assessment of the company's raw material demand. In each period, the company can manage the procurement of raw materials efficiently. for the production of OEM products Changes in plastic pellets prices, whether up or down, the company can adjust product prices according to the changing raw material prices according to the facts that have occurred. As a result, the company In addition, the Company has a policy not to depend on any distributor. As a result, in the past, the company was not affected by the procurement of raw materials.

## 2.2. Water management risks

Water is one of the main raw materials of the company because water is the main raw material used in the chrome plating process on plastic surfaces. The amount of water consumed each day is quite large. Therefore, managing water to be sufficient for production and consumption is very important. If there is a shortage, it may affect production and delivery of products.

### Risk management measures

The Company has established a policy to use water efficiently by self-reliance by reducing water consumption. Reuse wastewaters find additional water sources along with monitoring the water allocation of the government by implementing the 4R (Reduce, Reuse, Replacement and Recycle) project, focusing on improving the production process. To reduce water consumption to an appropriate level (Reduce), reuse water. to reduce the demand for water from outside (Reuse), modifying machinery or equipment (Replacement), including the treatment of used water back into the production process again (Recycle). This project will allow the company. Reduce the demand for water from external water sources. Therefore,

the company Therefore, they are ready to deal with water shortage situations if they arise. and will be able to cope more When all measures have been implemented, it ensures that every production process, activity and every step in the operation will be treated strictly

### 2.3 Risk from labor problems

From rapid changes in population structure resulting in structural problems of the mismatch between the demand and supply of labor long-term age by manufacturing sector that will be more severely affected than other sectors, namely the industrial sector Because there is a need for a group Younger workers in their 20s - 30s, where Thai nationals entering the industry are becoming increasingly rare and scarce. Workers who actually enter the industry Become a foreign worker and begin to play an important part more and more. This can have a significant impact on the production and delivery of products to customers. This causes the company to lose credibility and cause a disruption in the production industry.

#### Risk management measures

The company gives importance to all employees of the company, regardless of nationality and is considered one of the important foundations of the organization. The company has supported the quality of life, compensation and welfare. and the potential development of all employees. The Company is careful in conducting and managing issues related to employees. to be appropriate and not cause conflicts or disputes With the management's attention and good relationship with employees As a result, the possibility of labor disputes and the impact on operations is low. The painting process and the production can now be lit. To replace and reduce dependence on skilled labor which tends to be scarce and insufficient and to increase production efficiency and product quality in the long run.

### 2.4. Risk from product quality problems

Product quality standards are important for the automotive parts manufacturing and distribution business. due to the safety factor of motor vehicles Intense competition among industry competitors Maintaining product quality and good production process is essential and important for the company. Give importance to maintaining excellent standards in production and delivery of quality products to customers.

#### Risk management measures

The company has been certified and operates according to the IATF16949 quality control standards. The company aims to deliver zero defect products to customers, as well as implementing the ISO14001 environmental management system, ISO45001 occupational health and safety management system. Energy management system ISO50001 is used in management. Therefore, ensuring that every production process



will produce quality products that meet the needs of customers. Therefore, it can be confident that it can build confidence for customers. and other stakeholders There are also measures to motivate and train employees to have awareness and understanding of product quality. therefore, ensuring that the risk of product quality have a good management system.

In addition, in 2022, the company received full 100 points for on-time product delivery from Toyota. Product quality claims decreased from 2021, resulting in a significant reduction in cost per unit of production year-on-year.

## 2.5 The risk of relying on top executives

The company assessed the possibility of risk from dependence on top executives. And measures to reduce the impact of risks in the management and control of the organization. and report to the management team and the Board of Directors which plays a role in advising and supporting business growth in accordance with the goals The company's business strategy of decentralization reduces dependency on top management decisions and supports the business to run efficiently and independently. organization and determine the necessary courses and appropriate training plans for executives to develop potential employees to be ready for the role. executives to support the growth of the company.

## 3. Financial Risk



The company continues to focus on financial liquidity management. by operating business under Cautious financial policy both in terms of debt to equity ratio bad debt control and management to control exchange rate volatility so that the company can continue to operate its business as well as be able to invest to support future growth By maintaining the ability to pay

dividends to shareholders continuously, in 2022, the company's debt to equity ratio was 0.76 times, slightly increased from the previous year. And in terms of foreign exchange risk management the company has entered forward contracts according to the situation and necessity. It has a policy to buy forward exchange rates to cover foreign trade receivables for approximately 6 months to prevent volatility, enabling the Company to manage exchange rate volatility well. In addition, the Company has measures to control significant financial risks as follows:

### 3.1. Risk of customers being listed in the list of sanctioned countries.

Because the company Products are shipped to countries listed on the Sanctioned Countries List, which are countries with a Sovereignty concern defined by the U.S. Department of the Treasury, such as Iran, Iraq, Libya, Sudan, Syria, Afghanistan. Burma, etc. The Company may have a risk of not receiving money from selling products to customers in such countries.

#### Risk management measures

Company's customers Most of them are in the countries. There is no problem in paying for the goods. But there will be restrictions on sending money out of the country. by customers in these countries Payments must be made through agents of several international banks. causing the payment period to take longer than other customers The income from sales of customers in the countries Accounting for 5-9 percent on average. However, the company is careful in selling products to customers in such countries. which will be sold only to existing customers who are stable Have a good payment history for new customers, the money must be transferred before the company. will deliver the goods (T/T before Shipment)

### 3.2. Exchange rate risk

The company is a manufacturer of automotive parts that account for more than 80% of sales to foreign countries. with current customers in more than 141 countries around the world So most of the income is in foreign currency. in US dollars at the same time, the company Machinery, raw materials, and some of the products purchased for resale were also ordered from abroad. Most of which is denominated in US dollars.

However, the fluctuation of foreign currency exchange rates cannot be precisely controlled or estimated by the Company. It depends on various factors such as the Thai and global economic conditions. monetary and fiscal policy political stability in the country and abroad, etc., which fluctuations in exchange rates cause Business risks of the Company and its subsidiaries If the exchange rate changes negatively, it may affect the Company and its subsidiaries. Declining sales and profits

#### Risk management measures

The Company realizes the importance of hedging against such risks. The Company therefore closely monitors the news and movements of foreign exchange rates. The Company considers hedging by purchasing forward contracts. according to the situation and necessity It has a policy to buy forward

exchange rates to cover foreign trade receivables for approximately 6 months in order to prevent volatility, enabling the Company to manage exchange rate volatility well.

### 3.2. The risk of having a group of major shareholders holding together more than 50%

As of December 31, 2022, Tanadumrongsak Group holds shares in the Company in the amount of 1,152,869,450.00 shares representing 72.97 percent of the total number of shares sold of the Company. This will allow such shareholders to have the power to control the Company, and influence the Company's decisions almost every matter whether it is about the appointment of directors or seeking resolutions on other matters that require the majority of the shareholders' meeting. Except for matters required by law or the Company's regulations, required to receive not less than three-fourths of the votes of the shareholders' meeting. Therefore, other shareholders of the Company. Therefore, there is a risk of not being able to gather votes to check and balance the matters proposed by major shareholders to the shareholders' meeting for consideration.

#### Risk management measures

However, the Company's management structure consists of the Board of Directors and seven sub-committees, namely the Audit Committee, Nomination and Remuneration Committee, Board of Directors Risk Management Committee, Corporate Governance and Sustainability Development Committee, the Anti-Fraud and Corruption Working Group, and the management team are fully qualified in accordance with Section 68 of the Public Limited Companies Act B.E. 2535 and the related announcements of the Capital Market Supervisory Board, which the Audit Committee will come in to perform audit duties. Consider and screen to avoid any transactions that may cause conflicts of interest, and to ensure transparency in the operations of the company. Moreover, The structure of the Board of Directors consists of Two executive directors and nine non-executive directors, including the Chairman of the Board of Directors, and 5 members of the Audit Committee. The structure of such committees will create a balance of voting in consideration of various matters, and helps to supervise the management to be appropriate and most efficient.

In addition, the company. There is also a policy on connected transactions with directors, major shareholders, or a person with controlling power in the business. Including persons who may have conflicts of interest, which will consider comparing the conditions with other third parties first and bring various items to the Audit Committee's consideration in all cases. Before proposing to the Board of Directors' meeting for approval in the next step. The person who has such conflict of interest will not have the authority to approve the report. In addition, the audit committee will be responsible for monitoring the connected transactions every quarter to ensure the correctness of the operation.

#### 4. Compliance Risks



The company has always given importance to compliance with regulations related to business operations. by preparing a register of laws and regulations Whether it is the law issued by the ministry, bureau, department, including the law and regulations of the company. listed on the stock exchange Must comply Including customer requirements, which laws, rules and regulations related to such business operations will be reviewed, improved, implemented, and assessed for compliance.

##### **Risk management measures**

The company arranges for the registration of laws related to business operations. The amended laws are reviewed every 6 months and their compliance is assessed by the Legal Department. who acts to supervise closely and has assigned a person responsible for the implementation to comply with the law within the specified time Including building confidence Quality of products and management throughout the process Therefore, there is a monitoring of important risks such as complaints from product delivery or poor-quality products. Including damaged products during transportation to customers Therefore, the company has provided a team of legal experts to study the limitations of various laws Assess the likelihood of a follow-up event. and analyze the impact Including obstacles to the expansion of the organization both domestically and internationally.



## 5. Environmental, Social and Governance Risks (ESG)



# Environmental Social Governance

### 5.1 Risk from climate change and natural disasters

5.1.1 Physical Risk From the impact of the current global warming crisis that causes the weather is volatile and causes various disasters such as drought due to seasonal rain. or flood from the rise of sea level, etc., affects the operate the company's business that may cause disruption and possible damage The company therefore has a management approach. such risks by reviewing and preparing contingency plans support when an emergency or crisis occurs, including reviewing and preparing a Business Continuity Plan (BCP), as well as designating responsible persons and regularly carry out planned rehearsals.

5.1.2 Risk from rapid changes in policies, technology, and operating rules (Transition Risk). higher, causing risks from high production costs according to the issuance of taxation policies or tariffs on products at the destination country for export, resulting in higher price competition risks (Carbon border adjust Mechanism, Carbon Tax) The state legislation requiring the preparation of a release report. Annual corporate greenhouse gas (Carbon footprint organization report) causes the risk of increasing Personnel with expertise and expenses to verify, report, risk from customers wanting more Low Carbon products, all of which the company has set goals. To reduce greenhouse gas emissions by 25.2% from 2024 compared to the base year 2018 and has a long-term review going forward. with the goal of Reduce greenhouse gas emissions to net zero (Scope 1 and Scope 2) by 2040, including conducting carbon registration. Enterprise-level footprint to manage Points with high greenhouse gas emissions and also made carbon footprint products to provide information to customers. In case it is used as a reference for exporting goods to the requested country.

### 5.2 Human rights risks

Challenges of social issues that may be related to the Company's activities. It is an issue that has received increased attention partly because of stakeholders. (Stakeholder) has reflected the expectations of the business sector more clearly through disclosure standards such as GRI standards, One-Report standards, etc., especially in business dealings with human rights that expect businesses to adopt concepts

and actions. implementation of human rights measures, such as respect for human rights in accordance with the application of basic laws This includes implementing measures to protect workers, including setting an appropriate minimum wage. Eligibility for paid sick leave setting a working hour ceiling or paying fair overtime Provision of essential personal protective equipment (PPE) to reduce occupational risks and infection in the COVID-19 situation, along with businesses having a responsibility to protect human rights. must not take any action that affect the human rights of employees, such as preventing the collection of data that violates privacy rights or must not neglect the environment In addition, businesses are responsible for the impacts that may be caused by the business value chain. By establishing a process to assess and monitor operations throughout the business value chain. To prevent risks that businesses may violate human rights to stakeholders And there is a chance that there will be a negative impact on the business, such as the interruption of business operations. and loss of reputation, etc.

### **Risk management measures**

The company has developed indicators and targets to control human rights operations. By using the performance as a guideline to develop risk issues. and reviewed the Human Rights Risk Assessment (HRDD) according to the criteria for assessing the level of impact (Severity) and the criteria for assessing the likelihood of risk (Likelihood), which defines the level of human rights risk into 4 levels, consisting of low medium, high, and very high. As for the results of human rights risk assessment, it was found that most of them had low to moderate impacts. by important human rights issues and it is a risk issue that can have a high impact on businesses, including employee health and safety, education and training for career advancement, labor rights and discrimination. and violations of the right to access to natural resources and the environment. Risk issues that may have a moderate impact on the business include forced labor employment/foreign labor recruitment and child labor, health, and safety of people in the community and society, job creation and quality of life development for people in the community. community, the impact of water, air and land pollution and the violation of the right to access natural resources and the environment, creating a career and improving the quality of life for people in the community. and risk areas that may have a low impact on the business, including customer health and safety, and customer confidentiality and privacy. This matter is regarded as part of the business ethics and business partner code of conduct as a guideline for common practice. The company cooperates with the Department of Labor Protection and Welfare in applying the principles of good labor practices. (Good Labor Practice: GLP) and cooperate with the United Nations Women (UN Women) to empower and empower women. It covers gender equality and empowers women to participate in the development of the country to their full potential. The company collects important human rights and business-related issues from recommendations. interests and expectations of key stakeholders within the business value chain. It has

set indicators and goals for human rights operations. To cover risk issues that may affect the business at high and medium levels. in determining preventive measures and mitigate the impact to reduce and control risks This is in line with the Sustainable Development Goals SDG 3, SDG 4, SDG 5 and SDG 8, consisting of creating a safe working environment. Promoting equal training for employees at all levels Respect for labor rights and non-discrimination and creating a good quality of life for the community and society.

### 5.3 Corporate Governance Risk

The fact that the company has a person holding the position of chairman and the person holding the position of managing director of the company belonging to the same family which may make it look like The Company has no balance of power between the Board of Directors and the Management. However, the Company realizes the importance of good corporate governance. has therefore established a charter which specifies the duties of the Chairman of the Board, the Board of Directors and the Managing Director which makes the division of roles The relationship between the Board of Directors and the management is clear. In addition, the Company's Board of Directors consists of independent directors of 45.5 percent of the total number of directors. and appointed an independent director to jointly determine the agenda of the Board of Directors' meeting which is according to Best Practice Guidelines of Good Corporate Governance Principles for Listed Companies 2017

### 5.4 Personal Data Protection Act,(PDPA) Risk

Personal data is a risk that organizations must manage accordingly. Because it is information that criminals or people with bad intentions may misuse it if the data supervisory agency cannot protect it. As a result, the organization lacks credibility in the operation. The Company recognizes the importance of protecting personal information of employees, customers, and stakeholders. that has been collected, used, disclosed, and transferred.

The company therefore has established a personal data protection policy. with the objective of enhancing the rigor of the Company's information security and cyber security measures. including data security standards in order to operate in accordance with Personal Data Protection Act (PDPA), such as establishing a Data Protection Office (DPO), establishing a personal database collection system in all channels (Cookie and Consent Management), etc.

### 2.2.2 Investment risks of securities holders

Risk of the uncertainty of returns that investors will receive as expected. The stock price of a company depends on the performance of the company. and building long-term growth of the company which may be affected by factors such as

- Total car production in Thailand and cars around the world
- Exchange rates of foreign currencies
- Changes to policies, rules, regulations or conditions affecting the automobile industry.
- Economic conditions, crises, unusual situations such as the outbreak of COVID-19, war, etc.
- Changes in main raw materials such as price of plastic pellets Chemicals involved in the plating process such as copper, nickel
- Inflation rates of different countries that may affect the purchasing power of consumers.

Such factors may affect the Company's operations and share price.

#### **The risk of not being able to pay dividends as investors expected.**

The ability to pay dividends depends on many factors, such as maintaining adequate reserves for business operations. normal investment budget and capital reserves for business expansion, etc. These factors may affect the level of cash to pay dividends to shareholders. However, the Company has a policy to pay dividends of not less than 30% of the remaining net profit. After deducting all kinds of reserves as required by law and the company

#### **2.2.3 Risks of investing in foreign securities**

-None-

#### **2.2.4 Emerging Risk**

##### **(1) Cyber Threat Risk**

Cyber Threat Risk is a significant matter and affects a company's operations. Especially important work systems such as network systems (Network), financial and accounting systems. Internal management system and human resources Which such work system also contains personal information held by the Company. If there is a problem with the information technology system of the company Access to personal information held by the Company Inevitably affects the operations and reputation of the company.

##### **Risk management measures**

The company has planned and invested to develop work systems to support new technologies. and protection from cyber threats, including improving computer network systems To be available to avoid failure of the network (Network) and the server (Server) so that the system can work continuously. Prevent intrusion (Network) and impose strict security control measures such as computer security systems (Firewall)



to determine the right to access information. Establishing a network to set up a backup center to support emergencies in order to enable business continuity and annual emergency drills

## (2) Risk from the impact of the transition to EV (Business model resilience)

From current campaigns to reduce greenhouse gas emissions around the world that exist today It is one of the factors driving the change of the current automotive industry into the electric vehicle (EV) industry that is faster. The development and production of electric vehicles is supported by government investment. Both the electric vehicle assembly industry and related parts manufacturing industry It may affect the current business operations and the company's performance.

The company expects that the trend of increasing demand for electric vehicles will not have a significant impact on the company as well. Since auto parts that are the Company's main income are bumpers, front grilles, car lights, and car body parts. And other exterior accessories will remain the main components of the car. Whether it's an electric vehicle, a hybrid vehicle, or a vehicle with a conventional gasoline-powered engine. however, The company also has established risk management guidelines to reduce the impact to an acceptable level. Strategic directions and business plans, both short-term and long-term, are regularly reviewed every year. Continuously monitor and study changes in key product technologies. To maintain and continue to develop core products in EV, including studying the possibility of business development opportunities that build on current capabilities. to build trust with customers and create long-term competitiveness. In addition, new business development strategies have been formulated to diversify risks and support sustainable growth.

### Risk Management Results

In 2022, the Company conducted an enterprise risk assessment based on the COSO-ERM 2017 principles, analyzing, and identifying the main risk factors of the organization from both internal and external factors. along with preparing a risk management plan with regular monitoring of risk management by the Risk Management Committee and regularly report the performance to the Board of Directors The details are as follows:

	Risk issues	Possible effects	Risk Management
1	Strategy (STRATEGY) Total sales of 2700 million baht and profit of 500 million baht in the operating results period 1 Jan. - 2022 - 31 Dec. 2022.	The turnover does not meet the goals set by the organization.	<ul style="list-style-type: none"> <li>• Follow up on changes in both external and internal factors to assess the impact on sales and customers' ability to pay debts.</li> <li>• Review short-term and long-term operational plans to be in line with the</li> </ul>

Risk issues	Possible effects	Risk Management
		<p>organization's goals and strategic directions.</p> <ul style="list-style-type: none"> <li>• There is a plan to reserve containers and set the freight 3-6 months in advance.</li> <li>• Develop production process With the use of modern technology and more AI systems.</li> <li>• Control production costs to be cheaper than competitors and competitive.</li> <li>• Manage customer relationships and develop partnerships with the supply chain.</li> <li>• Review the company's goals and strategic plans annually.</li> <li>• Launch new products quickly and keep up with the needs of customers.</li> </ul>
<p>2 OPERATION</p> <p>Reduction of cost per unit of production by 10%.</p>	<p>decreased competitiveness due to higher production costs</p>	<ul style="list-style-type: none"> <li>• Make an agreement to purchase raw materials in advance to be sufficient for 12 months to control purchase prices and prevent raw material shortages.</li> <li>• Constantly analyze price trends to get the best price for each booking period. and consider the booking period Heavy metal group, whether it's 3 months, 6 months or 12 months.</li> <li>• Control the amount of consumption in line with production standards / reduce the amount of waste in the process.</li> </ul>

Risk issues	Possible effects	Risk Management
		<ul style="list-style-type: none"> <li>• Reduce the use of main raw materials with the 4 R principle and improve the process with the Kaizen principle.</li> <li>• Increase production efficiency in relation to sales and market expansion of customers in different groups.</li> </ul>
<p>3 Finance (FINANCE)</p> <p>control of trade receivables and customer credit</p>	<p>The uncertainty of the company's income and expenses</p>	<ul style="list-style-type: none"> <li>• Track and analyze exchange rate trends and predict the value of upcoming transactions.</li> <li>• Manage risk by entering into forward exchange contracts. and management of income and expenses in foreign currencies countries to be consistent</li> <li>• Review of credit granting and follow up on trade debt payments.</li> <li>• Set up a team to collect debts that are almost due or overdue to follow up on overdue debts. including a review of trade credit</li> </ul>
<p>Compliance with relevant regulations (COMPLIANCE)</p> <p>Personal Data Protection PDPA</p>	<p>Damage to reputation prosecution, prosecution when infringement occurs both civil and/or criminal</p>	<ul style="list-style-type: none"> <li>• Prepare a personal data protection policy in order to have criteria, mechanisms, and regulatory measures. and management of personal information clearly and appropriately</li> <li>• Collection of personal data with objectives, scope and using lawful and fair means. The collection will only be done to the extent that it is necessary for the operation under the objectives of the company or as required by law.</li> </ul>

Risk issues	Possible effects	Risk Management
		<ul style="list-style-type: none"> <li>• The company will not disclose the personal data of the data subject to anyone without their consent and will disclose it for the stated purpose. or as required by law to operate only.</li> </ul> <p>Appointing a personal data protection officer Company to protect personal information according to Section 41 and Section 42 of the said Act.</p> <ul style="list-style-type: none"> <li>• Assessment of compliance with laws and regulations by the Legal Department every 6 months.</li> </ul>
<p>5 Emerging Risk</p> <p>Cyber Threat Risk</p>	<p>Damage to the company's important database which may cause damage to the point that business cannot operate normally.</p>	<ul style="list-style-type: none"> <li>• The company has planned and invested to develop work systems to support new technologies. and risk protection from cyber threats.</li> <li>• Improving computer network systems. To be available to avoid failure of the network (Network) and the server (Server) so that the system can work continuously. Prevent destruction (Network)</li> <li>• Impose strict security control measures such as computer security systems (Firewall) to determine the right to access information. Establishing a network to set up a backup center to support emergencies in order to enable business continuity</li> <li>• Annual emergency drills are conducted.</li> </ul>



# 3 Business drive for sustainability

- FPI Sustainable development policies and objectives
- FPI The impact of management on stakeholders in the business value chain
- FPI Sustainability Management in the Environment Dimension
- FPI Sustainability Management in the Social Dimension



### 3.1 Sustainability Management Policy and Goals

#### 3.1.1 Sustainability Management Policy

The Fortune Part Industry Public Company establishes policies and frameworks for sustainable development while considering the interests of all stakeholders throughout the business chain. The focus is on balancing economic, social, and environmental development to achieve eco-excellence and raise the standards of the automotive parts industry to meet international standards. The company also considers changing regulations related to the automotive and auto parts industry, such as the Universal Declaration of Human Rights, the Core Conventions of the International Labor Organization, the Paris Agreement, and the United Nations Sustainable Development Goals. It strives to transparently disclose information to meet the expectations and needs of various stakeholder groups, in accordance with the GRI Standards, to address climate change and any risks arising from changes in policy, regulation, and technology. The company's operations are guided by the Bio-Circular-Green Economy (BCG) Model. Policies, strategies, and action plans are developed to conserve natural resources, add value to the company, and consider the impact of business operations on the quality of life and benefits to society. This includes considerations for water management, waste and contaminant management, greenhouse gas management, energy management, product responsibility, and the transition to electric vehicles and efficient resource use. These efforts lay the foundation for a stable and sustainable business environment that aligns with stakeholder expectations. The policy for sustainable organizational development is outlined in a separate document, which can be accessed by scanning the QR code.



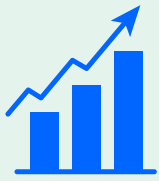
Sustainability  
Management Policy

#### 3.1.2 Sustainable Development Approach

The company establishes policies and guidelines for its development in line with sustainable development framework, considering the risks and opportunities within the framework of the "3 ES" (Economy, Environment, Energy, and Social). The guidelines consider the benefits of all stakeholders in creating value and promoting sustainability through good corporate governance. The company aims to foster a culture of sustainability, centered around the shared values of "TALENT," that emphasizes creating value through both primary and support activities within business processes. The company operates according to circular economy principles, from business design to product design, raw material sourcing, production, and disposal. This approach enhances the quality of life for people, reduces environmental risks, adds value to products, minimizes negative business impacts, and conserves natural resources. The specifics are outlined below:

## Implementation Framework "3ES": Economics

### Balancing the values of stakeholders



- Comply with the law, standard and customer requirements.
- Drive business with morals, transparency, and good governance.
- Create a sustainable return on investment.
- Elevate of eco-operation excellence

## Implementation Framework "3ES": Environmental

### Raising the level of production with zero net emission



- Use resources wisely with the principle of circular economy.
- zero waste to landfill.
- Take responsibility for climate change issue.
- Develop products that are environmentally friendly

## Implementation Framework "3ES": Energy

### ร่วมมือพัฒนาพลังงานสีเขียว



- Efficient and cost-effective production technology.
- Support for necessary resources.
- Develop sustainable energy with stakeholders.
- Develop an energy management system with international standards.

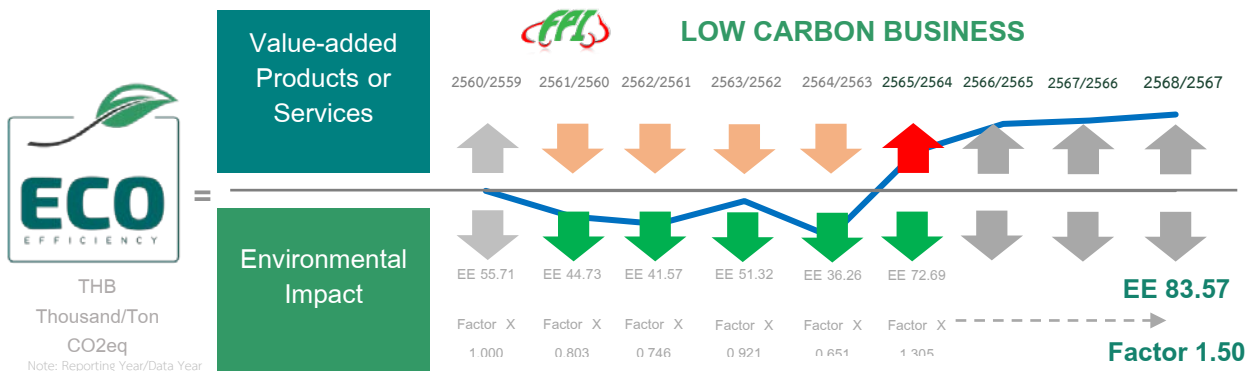
## Implementation Framework "3ES": Social

### Considering life's quality & Social benefits



- Create participation in social development.
- Promote Human Rights.
- Develop stakeholder's competence.
- Safe and protect of the working environment.

The company determines indicators for economic and environmental impact, also known as “Eco-Efficiency,” which measures the organization's ability to make profits while reducing greenhouse gas emissions. The company sets the eco-efficiency value at Factor 1.50 by 2024, compared to the base year of 2016, equivalent to the organization's ability to manage the eco-efficiency value of 83,567.00 baht per ton of carbon dioxide equivalent. This leads to the development of business processes and the creation of products that are safe and environmentally friendly as part of the move towards a low carbon business (Low Carbon Business).



### 3.1.3 Sustainability Management Goals

The company sets sustainability management goals that cover risks and business opportunities while conducting business with social and environmental responsibility. The focus is on creating positive impacts on the economy, society, and environment through the management of business value chains based on stakeholder demand and expectations for long-term sustainability management goals. The company aims to increase economic competitiveness, create equality and social justice, and use resources efficiently, leading to opportunity creation or reducing risks to long-term profitability. This aligns with the primary Sustainable Development Goals, which include SDG 7, SDG 9, SDG 12, and SDG 13, as well as the secondary Sustainable Development Goals, which include SDG 4, SDG 6, SDG 8, and SDG 17. The company also strives to achieve other sustainable development goals, including SDG 1, SDG 3, SDG 5, SDG 10, SDG 14, SDG 15, and SDG 16, as detailed below.

#### Economic : Balancing the values of stakeholders



- Sales of 3,000.00 million baht within 2023.
- Sales from new products not less than 400.00 million baht / year.
- Corporate income tax rate of 20.00% on net profit.



## Environmental : Raising the level of production with zero net emission



- Reduce greenhouse gas emissions per product unit 20.00% within 2026 from base year 2016.
- Reduce the consumption of new plastic resin per production unit by 10.00% by 2023 compared to the base year 2017.
- Increase the proportion of resource reuse according to the 7Rs principle by at least 70.00%.
- Increase the use of circular materials in products by 93.00% by 2027.
- Reduce greenhouse gas emissions 25.20% within 2024 from base year 2018.
- Reduce greenhouse gas emissions 42.00% within 2026 from base year 2016.
- Reduce greenhouse gas emissions within scope 3 by 65.00% by 2027.
- Achieving Carbon Neutrality by 2035
- Reduce the use of water per production unit 10.00% within 2024 from base year 2019.
- Reduce the amount of hazardous waste 20.00% within 2023 from base year 2017.

## Energy : Cooperate in the development of green energy



- Increasing the proportion of overall renewable energy usage and renewable energy usage per unit of production (MJ/EQ) compared to the baseline year of 2018.
- 100.00% of renewable energy is used for heating production.
- Reduce the total energy consumption per production unit by 10.00% within 2023 from base year 2018.

## Social : Considering life's quality & Social benefits

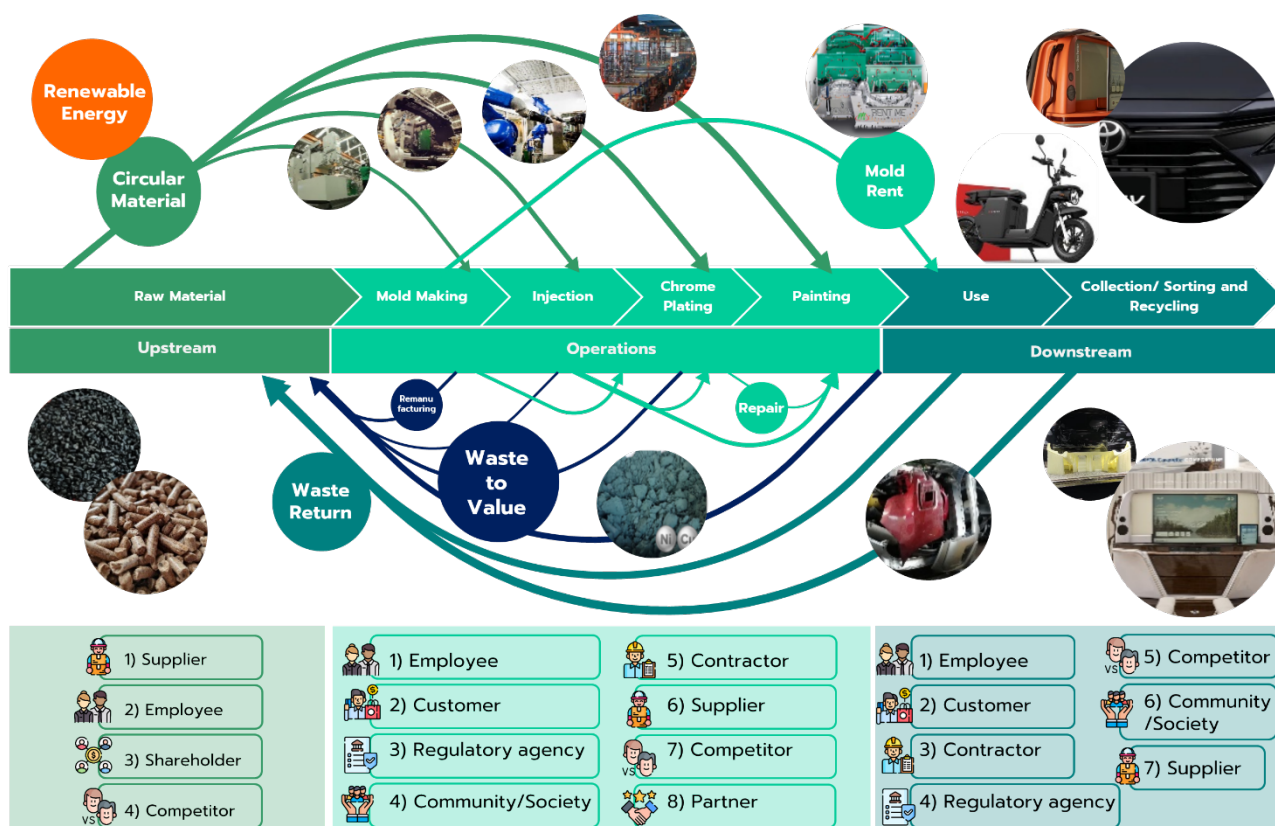


- Create gender and religion equality in the workplace at all levels
- Establish a safe and healthy working environment, with zero accidents
- Average credit term payment to suppliers not exceeding 90 days
- Encourage employee training and development, with a minimum of 12 hours per person per year
- Create at least 30.00% value-adding jobs in the community by 2023
- Promote the improvement of employees' quality of life, with a minimum of 14,551.00 THB per month.

## 3.2 Managing stakeholder impacts in the business value chain

### 3.2.1 Business value chain (Value Chain)

Fortune Part Industry Co., Ltd. (Public) manages the business value chain from upstream to downstream throughout the product life cycle. This encompasses the procurement of environmentally friendly and safe raw materials, resources, and equipment for production, as well as the development of technology and innovation in the production and service processes to increase efficiency. The company invests in employee development to enhance their knowledge and skills, which is critical to competitiveness and the achievement of strategic goals. The implementation of a circular economy system reduces waste and maximizes resource utilization, leading to increased value creation along the value chain. The company places a high priority on the safety and environmental friendliness of its products, further enhancing value for the business. The following are the details:



### 3.2.2 Business Value Chain Stakeholder Analysis

Dealing with stakeholders is of great importance to the company and requires ongoing effort. The company analyzed and identified key stakeholder groups within the business value chain. This process began with an understanding of activities throughout the value chain, identifying stakeholders involved in these activities, and then analyzing and reviewing their relationships. The priority of stakeholders was evaluated by considering their significance and role in the value chain, as well as the impact of the organization's activities on them. The analysis and prioritization of stakeholders revealed that there are nine stakeholder groups in the company's value chain, ranked in order of importance from highest to lowest: employees, customers, communities/society, contractors, suppliers, competitors, regulatory agencies, partners, and shareholders. The company has conducted surveys to gauge expectations and has developed plans for stakeholder engagement to effectively respond to stakeholder needs and create a positive experience for all stakeholder groups. This involves building relationships with all stakeholders to foster acceptance, innovate new products and services, reduce business risks, enhance value chain development, and increase competitiveness by reducing costs, minimizing risks of natural resource shortages, and collaborating with stakeholders to develop innovations. This will result in a transition towards a low carbon and sustainable business (LCSB) as follows.



### 3.2.3 Engagement with stakeholders

The company aims to engage its stakeholders by creating plans to establish appropriate relationships with each stakeholder group. The company takes into consideration the needs, expectations, and concerns of its stakeholders by providing channels for them to voice their opinions and suggestions through both formal and informal means. These inputs are integrated into the plans and key sustainability issues are addressed to appropriately respond to the needs and expectations of stakeholders, as outlined below.

Engagement	Expectation	Responsiveness	Result
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## 1. Employee

<ul style="list-style-type: none"> <li>Evaluating the performance of Kaizen activities and work every 6 months and annually.</li> <li>Involvement in exchanging opinions through the representative of the labor committee.</li> <li>Filing complaints through the complaint channel using the CEO Box for feedback.</li> <li>Establishing cross-functional teams between departments.</li> <li>The CEO holds meetings with employees.</li> <li>Providing training for new employees.</li> </ul>	<ul style="list-style-type: none"> <li>Treating employees with fairness.</li> <li>Providing career stability and opportunities for advancement.</li> <li>Ensuring occupational health and safety in the workplace.</li> <li>Offering fair compensation and benefits.</li> <li>Fostering learning and professional development for employees.</li> </ul>	<ul style="list-style-type: none"> <li>Training and developing personnel, such as through the "Human to Hero" program.</li> <li>Creating a safe and healthy working environment, including controlling environmental pollution levels in accordance with standards and regulations.</li> <li>Organizing activities and projects to foster participation within and outside the organization.</li> <li>Managing customer satisfaction and complaint handling effectively.</li> <li>Adhering to human rights and fair employment policies.</li> <li>Improving the compensation and evaluation systems.</li> <li>Revising the Smart JD and Skill Matrix.</li> <li>Enhancing the career development system.</li> <li>Assessing employee satisfaction with the organization.</li> </ul>	<ul style="list-style-type: none"> <li>Injury Rate (IR): 0.09</li> <li>Lost Time Injury Frequency Rate (LTIFR): 0.31</li> <li>The average training hours per employee per year is 15.00 hours, divided into senior management level at 91.00 hours per person per year, manager-supervisor level at 20.00 hours per person per year, and operational level employee at 14.00 hours per person per year.</li> </ul>
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## 2. Customer

<ul style="list-style-type: none"> <li>Surveying customer satisfaction and dissatisfaction.</li> <li>Holding customer meetings and participating in trade shows.</li> <li>Providing opportunities for customers to tour the factory.</li> </ul>	<ul style="list-style-type: none"> <li>Quality of products and services, both before and after the sale.</li> <li>Reasonable prices for products and services.</li> </ul>	<ul style="list-style-type: none"> <li>Responding to customer satisfaction.</li> <li>Managing customer dissatisfaction.</li> </ul>	<ul style="list-style-type: none"> <li>76.08% Customer Satisfaction Survey Result</li> </ul>
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Engagement	Expectation	Responsiveness	Result
<ul style="list-style-type: none"> <li>Providing opportunities for customers to be involved in product and process development.</li> <li>Maintaining two-way communication through Line @ FPI Sales &amp; Marketing.</li> <li>Offering after-sales services.</li> </ul>	<ul style="list-style-type: none"> <li>Safe and environmentally friendly products.</li> <li>Innovative management.</li> </ul>	<ul style="list-style-type: none"> <li>Developing B2C, Online &amp; Digital Marketing business models.</li> <li>Designing and developing product, process, and service innovations to produce high-quality, low-cost, and environmentally friendly products.</li> <li>Working towards obtaining carbon footprint certification for products.</li> <li>Operating according to CRM principles: Customer Relationship Management.</li> </ul>	



### 3. Community/Society

<ul style="list-style-type: none"> <li>Community Development Activities</li> <li>Creating jobs and income for the community and society</li> <li>Community relations through projects such as sustainable agriculture gardens</li> <li>Opportunities for interested parties to visit the company's operations.</li> </ul>	<ul style="list-style-type: none"> <li>Reducing negative impacts from operations on the community and society, such as air and water pollution.</li> <li>Supporting community activities.</li> <li>Promoting economic and livelihood development.</li> </ul>	<ul style="list-style-type: none"> <li>Managing environmental issues using the ISO14001 standard.</li> <li>Managing energy using the ISO50001 standard.</li> <li>Managing safety using the ISO45001 standard.</li> <li>Purchasing products or materials from suitable communities.</li> <li>Employing local people and creating sustainable income.</li> <li>Encouraging learning among youth in the community.</li> <li>Supporting internship programs for students.</li> <li>Creating sustainable agriculture centers for community learning.</li> <li>Disclosing operation performance through sustainability reports and</li> </ul>	<ul style="list-style-type: none"> <li>The amount of greenhouse gas emissions reduced by 35.59% compared to the base year of 2559, a decrease of 34.67% compared to the base year of 2561.</li> <li>Using renewable energy as a proportion of 41.37%.</li> <li>The amount of waste reduced by 35.47% compared to the base year of 2560.</li> <li>Creating valuable jobs in the community, with 45.40% of employees from the province of</li> </ul>
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Engagement	Expectation	Responsiveness	Result
		knowledge-sharing seminars.	Pathum Thani and an average income per person of 18,562.00 THB per month.



#### 4. Contractor

<ul style="list-style-type: none"> <li>Annual Contractor Assessment</li> <li>Regular electronic and telephone communication</li> <li>Participation in exchanging opinions through the contracting committee</li> <li>Complaint submission through designated channels, including CEO Box for feedback</li> <li>Establishing cross-functional teams between departments</li> <li>The CEO holds meetings with employees.</li> </ul>	<ul style="list-style-type: none"> <li>Fair labor practices</li> <li>Workplace health and safety</li> <li>Fair compensation and benefits</li> </ul>	<ul style="list-style-type: none"> <li>Management of employee satisfaction and complaints according to appropriate standards</li> <li>Compliance with human rights and strict hiring policies</li> <li>Employee satisfaction assessment with the organization</li> </ul>	<ul style="list-style-type: none"> <li>Injury rate (IR) 0.09</li> <li>Lost-time injury frequency rate (LTIFR) 0.31</li> </ul>
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#### 5. Supplier

<ul style="list-style-type: none"> <li>Annual Contractor/ Supplier Assessment</li> <li>Regular communication through electronic media and telephone</li> <li>Participation in government agency FPI assessment project</li> </ul>	<ul style="list-style-type: none"> <li>Fair and transparent procurement and contracting</li> <li>Prevention of serious incidents and business interruptions, such as air and water quality</li> </ul>	<ul style="list-style-type: none"> <li>Value chain management</li> <li>Collaborative design and development of environmentally friendly processes and products</li> <li>Occupational health and safety</li> <li>Implementation of SRM (Supplier Relationship Management) principles</li> <li>Green procurement and contracting</li> <li>Assessment and development of reliable suppliers</li> <li>Signing of a reliable supplier code of conduct</li> </ul>	<ul style="list-style-type: none"> <li>No complaints or allegations</li> <li>No cases of misconduct</li> <li>Assessment results of important supplier groups: 93.68% for polymer, 97.15% for chemicals, 95.98% for pigments, and 98.75% for packaging.</li> <li>Green procurement and contracting results: 254.09 million THB.</li> </ul>
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Engagement	Expectation	Responsiveness	Result
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## 6. Competitor

<ul style="list-style-type: none"> <li>Study of competitor information through financial reports and credibility reports</li> <li>Cooperation and coordination with competitors on matters where the government seeks collaboration</li> <li>Provision of market information that does not harm competitors</li> <li>Knowledge exchange with competitors through seminars and meetings</li> </ul>	<ul style="list-style-type: none"> <li>Fair competition and transparent business practices</li> </ul>	<ul style="list-style-type: none"> <li>Conducting business under a free-market competition environment and in accordance with laws, regulations, and other rules in a transparent manner</li> </ul>	<ul style="list-style-type: none"> <li>No complaints from competitors regarding business practices</li> </ul>
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## 7. Regulatory agency

<ul style="list-style-type: none"> <li>Reporting of results to the unit according to the agenda</li> <li>Participation in activities and projects of the public sector continuously</li> </ul>	<ul style="list-style-type: none"> <li>Compliance with laws, regulations, and regulations</li> <li>Reducing the impact on the community, such as air quality and wastewater entering public waters</li> <li>Reducing negative impacts from normal operations on the environment and society</li> </ul>	<ul style="list-style-type: none"> <li>Good corporate governance</li> <li>Managing environmental issues such as air, energy, water, and waste according to standards and controlling better than the standard</li> <li>Managing climate change</li> <li>Managing energy efficiency</li> <li>Disclosing operational results through sustainability reports and knowledge sharing</li> <li>Sharing, exchanging, researching, and developing knowledge and innovation together</li> <li>Cooperating in implementing plans and targets under 12<sup>th</sup> National Economic and Social Development Plan and reducing greenhouse gas emissions goals</li> </ul>	<ul style="list-style-type: none"> <li>Low Carbon and Sustainable Business (LCSB) is a two-year consecutive outstanding business</li> <li>BEST OF THE BEST award under the Prime Minister's Export Award for Outstanding Exporters from the Ministry of Commerce.</li> </ul>
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Engagement	Expectation	Responsiveness	Result
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## 8. Partner

<ul style="list-style-type: none"> <li>Disseminating, exchanging, researching, and developing knowledge and innovations with partners</li> </ul>	<ul style="list-style-type: none"> <li>Collaboration in business and sustainable innovation</li> </ul>	<ul style="list-style-type: none"> <li>Establishing ongoing partnerships with external organizations and industry partners to initiate various projects aligned with the organization's goals</li> </ul>	<ul style="list-style-type: none"> <li>Collaborating in the research and development of products, increasing the value of waste in line with the circular economy concept</li> </ul>
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## 9.Shareholder

<ul style="list-style-type: none"> <li>Annual Shareholders' Meeting</li> <li>Annual Report/Sustainability Report</li> <li>Investor Relations Activities with SET</li> <li>Complaints submitted through the complaint channel</li> <li>Collaboration in mai FORUM with SET</li> <li>Quarterly Business Performance Announcement</li> <li>Line @ FPI IR (Single Communication Channel)</li> </ul>	<ul style="list-style-type: none"> <li>Continuous Good Investment Returns</li> <li>Transparency and Accessibility</li> <li>Business Growth Potential</li> <li>Business Development for Sustainability and Adaptation to Future Changes</li> <li>Responsible Operations for Society, Community, and Environment</li> <li>Increased Competitiveness</li> <li>Transparency and Compliance with Securities Market Regulations and Disclosure Criteria</li> </ul>	<ul style="list-style-type: none"> <li>Good corporate governance</li> <li>Committed to Developing a Sustainable and Resilient Organization with EOE (Eco – Operational Excellence)</li> <li>Creating Good Returns</li> <li>Distributing Dividends/Repaying Debts Properly</li> <li>Transparent and Timely Disclosure of Company Information through various channels such as the company's website, the Stock Exchange of Thailand, annual report, and sustainability report</li> <li>Thorough Risk Management and Business Strategy Planning</li> <li>Supporting Public Activities</li> <li>Increasing Productivity and Developing New Products/Services</li> </ul>	<ul style="list-style-type: none"> <li>Excellent performance in the Economic, Environmental (EOE: Eco-Operational Excellence) with an EE value of 84,190 baht per tCO2e and a Factor X value of 1.31 , compared to the base year 2016 where the EE was 55.71 thousand baht per tCO2e and the Factor X was 1.00.</li> <li>No complaints from stakeholders</li> </ul>
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### 3.2.4 Identification and Evaluation Key Issues

The Board of Directors for overseeing business operations and sustainability development, and its sub-committees, have reviewed, assessed, and prioritized important sustainability matters at least once a year, in line with the organization's mission, strategy, policies, and operations that emphasize sustainable economic excellence. This is done by considering various elements of due diligence, both within and outside the organization, and covering all four dimensions, including economic, environmental, social, and human rights, in alignment with the expectations of all stakeholders and in accordance with the Global Reporting Initiative Standards (GRI) and the Sustainable Development Goals (SDGs) of the United Nations. The review also covers sustainability in the automotive and parts industry, and all risk issues, highlighting the importance of the 13 material topics identified in the sustainability due diligence process, which consists of four main steps.

#### The process of identifying key sustainability issues















#### Understanding the Context of the Organization

By considering the analysis of activities, stakeholders, business relationships, and the economic, environmental, social, human rights, and other contexts of the organization throughout its value chain, from upstream to operations to downstream, and considering both internal and external factors, as well as the needs, expectations, and concerns of all stakeholders with diverse and varying requirements, the goal is to plan and find ways to effectively engage with these stakeholders.















#### Identifying actual or potential impacts






The identification of key sustainability issues involves assessing the impacts on the value creation of the organization throughout its value chain. This requires consideration of both internal and external factors, such as the organization itself, the economy, technology, politics, and laws related to all stakeholders. The assessment should consider the actual or potential impacts, including the severity and likelihood of these impacts, and their effect on human rights and the environment along the organization's

value chain. The process should be aligned with the United Nations Sustainable Development Goals (SDGs) and in accordance with the Global Reporting Initiative (GRI) Topic Standards.

Dimensions	Material issues	Importance of the issue	Key Stakeholders									Standard	
			Employee	Customer	Community/Society	Contractor	Supplier	Competitor	Regulatory agency	Partner	Shareholder	SDGs	GRI Standards 2021
Governance	Good corporate governance	Business ethics, anti-corruption, transparent and fair procurement, social assessment of business partners, environmental protection, human rights, fair trade, non-discrimination in trade, cyber security, protection of supplier personal and data information, compliance with laws and regulations regarding product distribution and transportation, including emphasis on green logistics and compliance with relevant government regulations affecting product pricing and taxes.	✓	✓	✓	✓	✓	✓	✓	✓	✓	  	204 205 207 308
	Risk and Opportunity Management	Managing risk including strategic, operational, financial and compliance risks.	✓	✓	✓	✓	✓	✓	✓	✓		  	201 205 403
	Business sustainability management	Managing risks, ensuring availability of raw materials and inability to deliver products to customers on schedule.	✓	✓			✓	✓	✓		✓	  	204
Economic	Customer Relationship Management	Creating positive relationships with customers, responding to their needs and expectations with honesty and creating opportunities for customer participation.	✓	✓	✓			✓				  	416 418



Dimensions	Material issues	Importance of the issue	Key Stakeholders									Standard	
			Employee	Customer	Community/Society	Contractor	Supplier	Competitor	Regulatory agency	Partner	Shareholder	SDGs	GRI Standards 2021
Environment	Organization Innovation Management	Innovative products that are socially responsible, respond to changes in the environment and use 3 D printing technology in producing plastic automotive parts to meet customer demands effectively."	✓	✓		✓	✓	✓				  	305
	Circular Economy System	Adapting to the direction of the automotive industry towards a low-carbon and sustainable business by using recycled plastic instead of virgin plastic, which is cheaper in cost. Integrating circular economy into production processes by using waste as a resource and developing waste and sewage treatment systems to meet the standards of the automotive industry.	✓	✓	✓	✓	✓	✓	✓	✓		   	301 306
	Climate Change Management	Operating in line with national and global targets to reduce greenhouse gas emissions.	✓		✓				✓			   	305
	Product Responsibility	Delivering fair-priced products and services, responding to climate change, and focusing on low-carbon products and services. Demonstrating responsibility for the product, service, and sales promotion.	✓	✓	✓			✓	✓	✓		  	301 416 417

Dimensions	Material issues	Importance of the issue	Key Stakeholders									Standard	
			Employee	Customer	Community/Society	Contractor	Supplier	Competitor	Regulatory agency	Partner	Shareholder	SDGs	GRI Standards 2021
Energy	Sustainable Energy Usage	Production of electricity using solar energy to reduce the use of electricity from the grid system which releases a large amount of greenhouse gases and the use of biofuels instead of fossil fuels.	✓	✓	✓		✓					  	302 306
			✓	✓	✓	✓	✓		✓			   	402 408 409
			✓			✓					✓	  	403 404 410
			✓			✓	✓					  	403
Social	Fair Labor Practices	Business with respect to human rights, treating labor fairly and ethically, without the use of child labor or forced labor, and following international human rights laws.	✓	✓	✓	✓	✓		✓				
			✓	✓	✓	✓	✓		✓				
Social	Human Capital Development	Developing and training skills, knowledge, and expertise.	✓			✓					✓		
			✓			✓	✓						
Social	Health and Safety Management	Health and safety, and an appropriate work environment.	✓			✓	✓						
			✓			✓	✓						
Social	Community Involvement and Development	Raising wages and labor standards in the local area, improving quality of life, preserving natural resources, and avoiding environmental harm, as well as generating income for the community and promoting well-being.	✓		✓	✓			✓				
			✓		✓	✓			✓				

### Assess the Significance of Impacts and Prioritize Reporting

Determine criteria for evaluating the importance of impacts on value creation that may have both positive and negative effects on business operations and all stakeholder groups. By evaluating the significance of the impact, it can be assessed based on the severity and likelihood of human rights and environmental impacts, as determined by the Working Group on Good Corporate Governance and Sustainable Social Responsibility. An evaluation of the significance of the impact was conducted, and the level of importance of each issue was categorized based on its severity and likelihood. Scores were divided into four levels: very high, high, moderate, and low. The very high level is for issues that the stakeholder group pays the most attention to and may pose a very high risk to the organization, with a score of more than 55 points. The high level is for issues that stakeholders are interested in next and may pose a high risk to the organization, with a score in the range of 45-55 points. The moderate level is for issues that some stakeholder groups are interested in and may pose a risk to the organization if not managed well, with a score in the range of 35-44 points. The low level is for issues that the stakeholder group pays little attention to and may not pose any risk to the organization, with a score of less than 35 points, and includes performance measurement and disclosure of information as necessary. The results of the evaluation and prioritization of the Company's important sustainability issues are as follows:

## Prioritization of Sustainability Issues

- Circular Economy System
- Product Responsibility
- Climate Change Management
- Organization Innovation Management
- Fair Labor Practices
- Community Involvement and Development
- Good corporate governance
- Sustainable Energy Usage
- Health and Safety Management
- Human Capital Development
- Risk and Opportunity Management
- Business sustainability management
- Customer Relationship Management

Low

Very high



Presenting the issues arising from prioritizing importance to the board of directors overseeing the business and sustainable development. To review the completeness of the content and approve related content to be presented in the annual report and published on the company's website. The company has also assigned the board of directors to carry out effective business oversight and responsibility towards society. Senior management will review the accuracy and completeness of the important issues related to the goals and strategies for sustained economic, social, environmental, and energy development, to respond to stakeholders in a manner that aligns with each group's response format. And to meet the medium and long-term goals.

### Continuous review and development

Data is reviewed from key stakeholders, including laws, customer requirements, stakeholder engagement, and performance metrics to ensure accuracy, credibility, and transparency. The company considers the internal and external business context regarding risks and opportunities that may affect the business and considers feedback from readers of the sustainability report for ongoing improvement and development of important sustainability issues.



### 3.3 Environmental Sustainability Management

#### 3.3.1 Environmental Policies and Practices

The company recognizes the importance and impact of sustainability issues in the environmental dimension. Therefore, it has developed policies, strategies, and plans for conserving natural resources and the environment from business operations, including water management, waste and pollution management, greenhouse gas management, energy management, product responsibility, and efficient resource utilization. The company is driven by a sustainable energy management policy and an environmental management policy and has set a target to achieve carbon neutrality in the year 2035. The company also collaborates with all stakeholders in the circular economy system to increase the value of waste and reduce the amount of waste sent to landfill, aligned with SDG 6, 7, 9, 12, 13, 14, 15, and 17. This aligns with the company's environmental and sustainable energy management policies (Full policy please scan QR code).



Environmental  
Management Policy



Sustainable Energy  
Management Policy

#### 3.3.2 Environmental management

The company is committed to being a leader in low carbon and sustainable business (LCSB) in the automobile parts industry, with the goal of achieving carbon neutrality by 2035. This will be achieved through creating value with a CSR-in-Process approach to business processes, leading to CSR-in-Product in the form of products that reduce negative environmental impact, mitigate the impact of climate change, energy consumption, and degradation of natural resources related to business operations from start to finish. The company will also seize the opportunity to take environmental issues as a basis for developing or creating competitiveness in the future in line with the global sustainable landscape, regulations, expectations of stakeholders, low-carbon technologies, and manage risks and be ready to adapt. This will lead to the achievement of Sustainable Development Goals (SDGs) and balance the value chain of the business between conservation and utilization of resources throughout the life cycle of products. This is the main responsibility of the company to demonstrate social responsibility and contribute to transforming society into a sustainable circular economy, developing environmentally friendly products and services. The company will manage environmental issues based on four key sustainability principles.



### 1. Greenhouse Gas Emissions Management Strategy

In driving towards zero-carbon emissions, the company implements environmental management tools such as Cleaner Technology, Life Cycle Assessment (LCA), Carbon Footprint for Organization (CFO), Economic & Ecological Design, Eco-Efficiency, Carbon Label, and Circular Economy. The company manages these tools from car design to waste reduction, ensuring the longevity of the vehicle, and using its parts for repair, refurbishment, or replacement. The company also values the reuse of materials, turning waste into raw materials, and transforming various materials into new products. The company is committed to continuously developing environmentally friendly production processes, certified by the Carbon Footprint of the injection process, painting process, plating process, and molding process. The company also uses Internal Carbon Pricing (ICP) as a tool for investment decisions and promoting sustainable change within the company and its employees. The company's "Care the Bear" project aims to create a low-carbon culture and raise awareness of the impact of daily actions such as energy-saving in homes, transportation, and food consumption. The company's goals are as follows:

Short-term goal: Reduce greenhouse gas emissions by 25.20% in all scope by 2024 based on the 2018 baseline under the Science Based Targets initiative (SBTi), which has been verified and approved as aligned with the Business Ambition for 1.50°C target.

Medium-term goal: Reduce greenhouse gas emissions by 42.00% in all scope by 2026 based on the 2016 baseline.

Long-term goal: Achieve carbon neutrality by 2035 in all areas by balancing emissions with carbon sequestration or offset.

The company is committed to achieving these goals and continuously improving its environmental performance to contribute to a low-carbon society.

## Greenhouse Gas Emissions Management Operations Results

## Greenhouse Gas Management Goals

## Short term

: Reduce greenhouse gas emissions 25.20% within 2024 from base year 2018

## Medium term

: Reduce greenhouse gas emissions 42.00% within 2026 from base year 2016.

: Reduce greenhouse gas emissions within scope 3 by 65.00% by 2027.

: Reduce greenhouse gas emissions per product unit 20.00% within 2026 from base year 2016.

## Long term

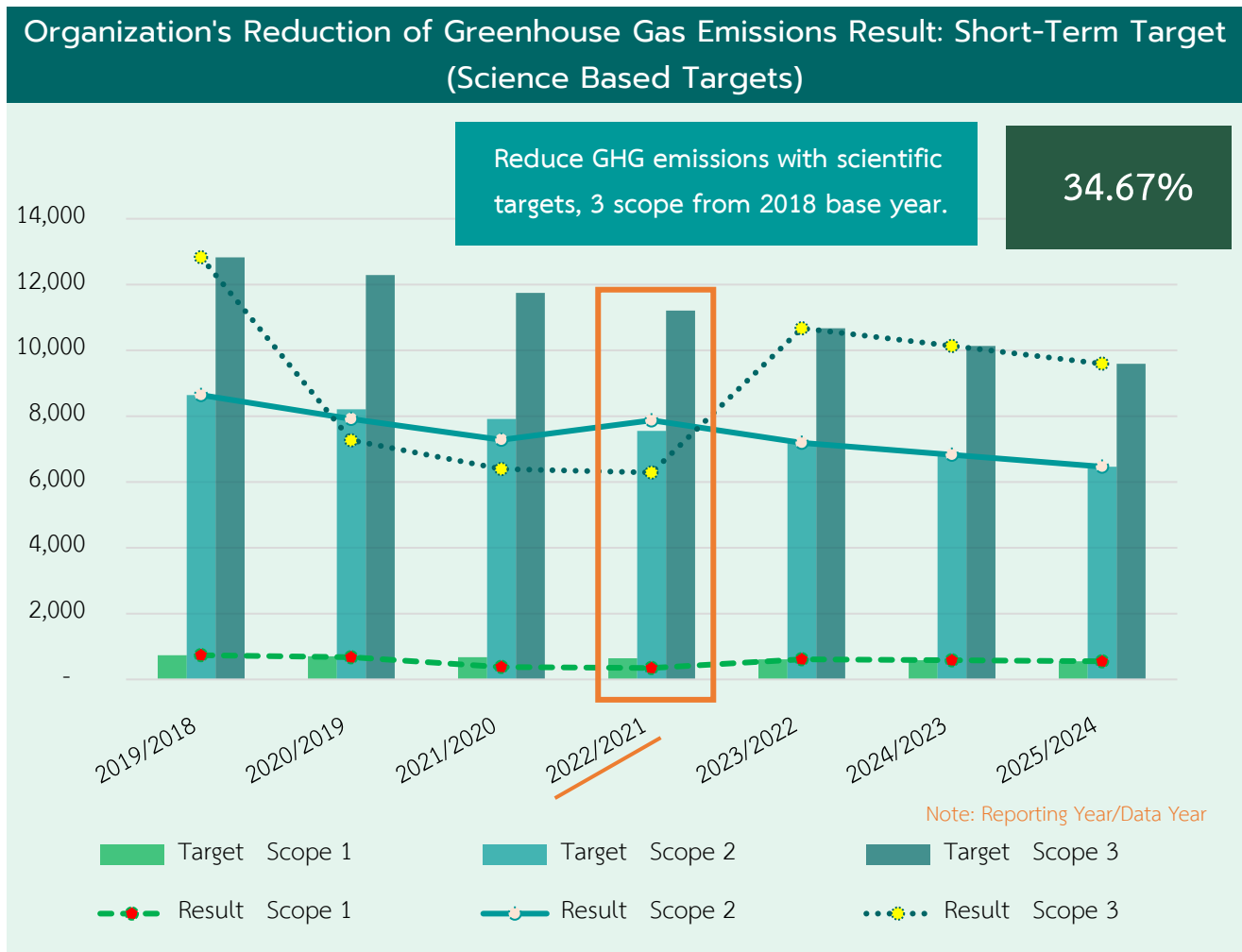
: Achieving Carbon Neutrality by 2035



The assessment and preparation of the carbon footprint of the organization covering direct greenhouse gas emissions (Scope 1), emissions from energy use (Scope 2), and other indirect emissions (Scope 3) for the year 2022 was conducted by the company. The timeframe for monitoring results was from January to December of 2021 and was audited by **the Energy and Sustainability Management Research Unit at Chiang Mai University**. The company received carbon footprint certification from Thailand Greenhouse Gas Management Organization (Public Organization) on November 29, 2022. The total carbon footprint of the company from direct emissions (Scope 1), emissions from energy use (Scope 2), and other indirect emissions

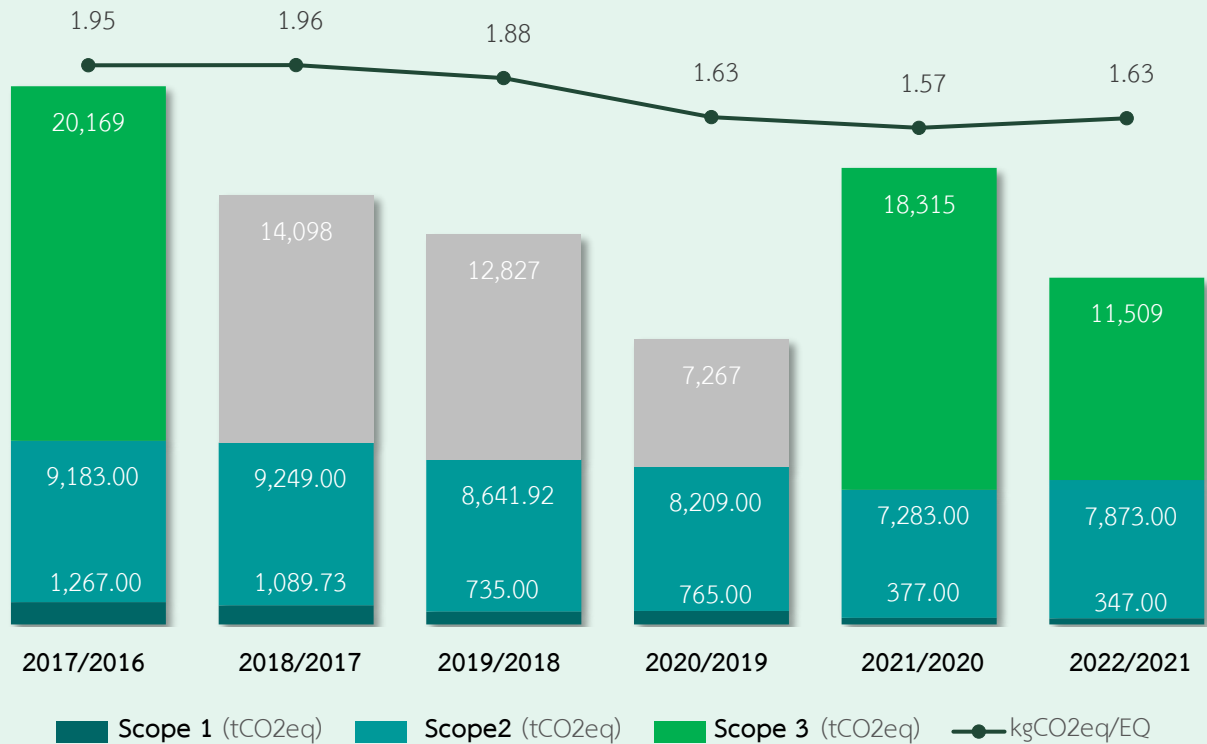
(Scope 3) was found to be 347.00 tons of CO<sub>2</sub> equivalent, 7,873.00 tons of CO<sub>2</sub> equivalent, and 11,509.00 tons of CO<sub>2</sub> equivalent, respectively. In 2022, the company expanded its assessment of indirect emissions (Scope 3) to cover 16 categories according to calculation guidelines and reported the organization's carbon footprint according to Thailand Greenhouse Gas Management Organization (Public Organization) standards, revised edition 6 (July 2022).

The short-term greenhouse gas management results indicate a target reduction of 25.2% in all scopes within the year 2024, compared to the base year of 2018, in line with the Science Based Targets initiative (SBTi). It was found that scope 1 reduced by 52.79% from the base year of 2018, scope 2 reduced by 8.90% from the base year of 2018, and scope 3 reduced by 50.99% from the base year of 2018. The overall greenhouse gas emissions of the organization (scopes 1, 2, and 3) **reduced by 34.67% from the base year of 2018.**



The mid-term target is to reduce greenhouse gas emissions by 42.00%. It was found that scope 1 reduced by 72.66% from the base year of 2016, scope 2 reduced by 14.27% from the base year of 2016, and scope 3 reduced by 42.94% from the base year of 2016. The overall greenhouse gas emissions of the organization (scopes 1, 2, and 3) **reduced by 35.59% from the base year of 2016**, leading to a reduction in the environmental impact of resource and energy use in both direct and indirect ways. This resulted in an improvement in economic eco-efficiency (EE) from reducing greenhouse gas emissions per unit of product (carbon intensity) to 1.627 kilograms of carbon dioxide equivalent per unit of production (EQ), a **decrease of 16.78% from the base year of 2016.**

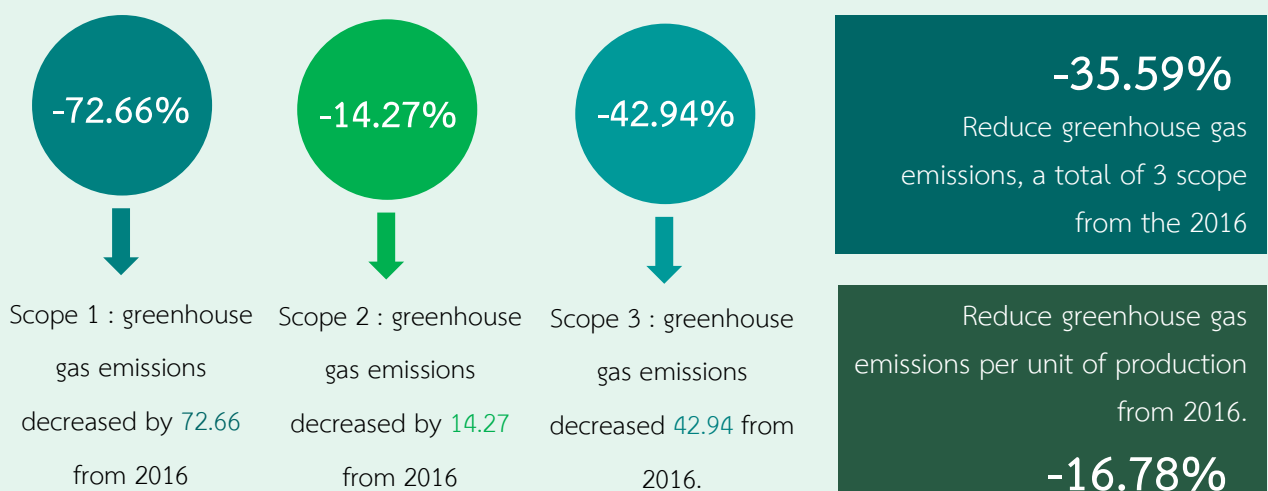
## Organization's Greenhouse Gas Emission Amount (tCO<sub>2</sub>eq)



Note 1: The annual CFO reporting follows IPCC AR5 and references data from the Office of Natural Resources and Environmental Policy and Planning, as well as activities in Scope III for the years 2017/2016, 2021/2020, and 2022/2021. The CFO assessment is reported in accordance with the 6th revised CFO guidelines (July 2022) covering all 16 categories of performance tracking.

Note 2: Reporting Year/Data Year

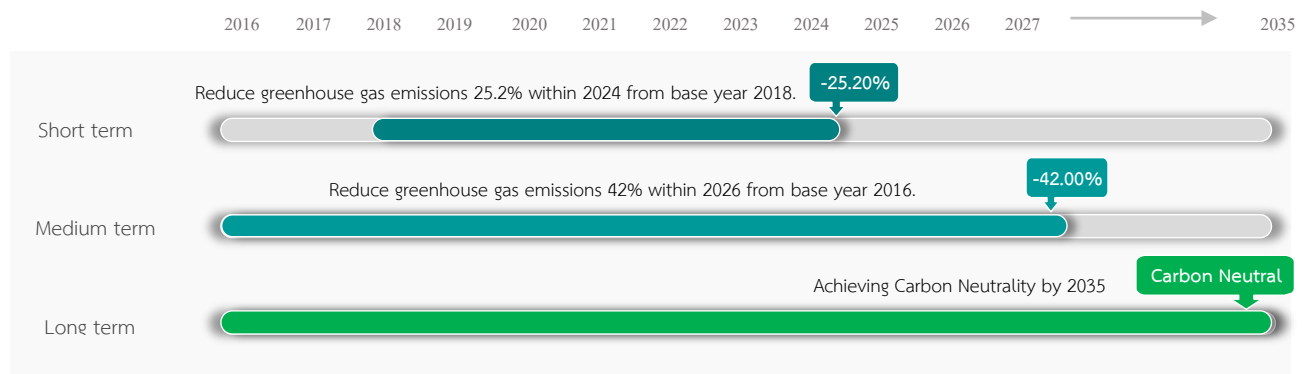
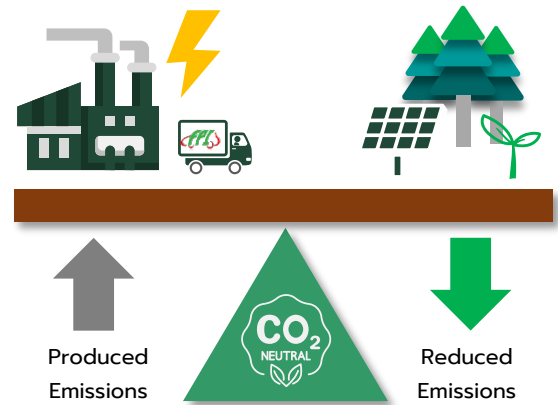
## Organization's Reduction of Greenhouse Gas Emissions Result: Mid-term Target and Carbon Intensity per Unit of Production





## Greenhouse Gas Emissions Management Project, Strategies and Rewards

The company has set a goal of maintaining global temperature in accordance with the Paris Agreement, preventing an increase of more than 2.00 degrees Celsius compared to the pre-industrial era, and striving to limit the temperature increase to 1.5 degrees Celsius compared to the pre-industrial era by 2040. This is to drive society towards a low-carbon society. Therefore, the company has set an important goal to be a part of achieving carbon neutrality by 2035. This will be achieved through reducing greenhouse gas emissions from the company's operations within scope 1 and scope 2 and reducing scope 3 emissions by 67.00% through activities such as reforestation, increasing carbon sequestration in the soil, and utilizing appropriate low-carbon technologies. This will lead to sustainable development goals.



### Join the "Climate Action Leading Organization"



Take part in demonstrating the commitment to drive and support the goal of carbon neutrality and net-zero greenhouse gas emissions at the corporate level by 2050. This is in line with Thailand's policies and the goals of the international community under the Paris Agreement. The company will achieve this goal by operating under the Carbon Neutral Network Thailand as a "Climate Action Leading Organization" and aligning with SDG 13 and SDG 17 sustainable development goals.

## Driving a Low-Carbon and Sustainable Society: Eco-Event (Care for the Bear) Project.

Be a Part of Changing Stakeholder Behavior to Reduce Greenhouse Gas Emissions: Since 2018, the "Care for the Bear, Change the Climate Change by Eco-Event" project has been working with the Stock Exchange of Thailand to reduce greenhouse gas emissions. The project is achieved through the organization of Eco-Events, which consist of 8 main activities, including Chinese New Year events, water pouring events on Songkran Day, quarterly Board of Directors meetings, Safety Week events, and internal training events. These efforts have resulted in a reduction of up to 7,264.74 kg CO<sub>2</sub>e in greenhouse gas emissions, equivalent to the annual carbon dioxide absorption of 807 trees. This contributes to the achievement of SDG 13 and SDG 17 sustainable development goals.



## Driving a Low-Carbon and Sustainable Society: Care the Wild "Plant&Protect" project



Be a Part of the Care for the Wild Project "Plant & Protect": This project aims to increase green areas and restore watershed ecosystems, creating benefits for agricultural products for both consumption and commercial purposes, which can be further developed into an eco-tourism destination. It generates income for the community of over 390 households and helps absorb greenhouse gases, equivalent to 163,800.00 kilograms of carbon dioxide per year, in Ban Wiang Subdistrict, Rong Kwang District, Phrae Province. The project is a collaboration between the Stock Exchange of Thailand, the Association of Listed Companies, MAI, the Department of Forestry, and the community sector, with a total forest area of 91 rai, planting 18,200 trees. Of this area, 26 rai is the responsibility of the stock market, 53 companies listed on the MAI stock exchange, and 65 rai is the responsibility of Fortune Parts In. Dusty Public Company Limited, with 5 rai. This project contributes to the achievement of the Sustainable Development Goals SDG 13, SDG 14, SDG 15, and SDG 17.

## Driving a Low-Carbon and Sustainable Society: The FPI "CARE AND SHARE" project

Be a Part of the Movement towards a Low-Carbon and Sustainable Society: Join the FPI "CARE AND SHARE" project and share your experience and knowledge on Circular Economy, Carbon Neutrality, and the Science-based Targets initiative (SBTi) with interested companies, free of charge. This is a way to contribute to driving and supporting the goal of carbon neutrality and net-zero greenhouse gas emissions. The company will share its experience and knowledge on these topics once a month with interested companies. This aligns with the SDG 13 and SDG 17 Sustainable Development Goals.



## Low Carbon and Sustainable Business (LCSB) Award Level: Outstanding Consecutively for the second year



Join the effort to create a balance between economic development, social development, and environmental preservation as a fully integrated plastic automotive parts manufacturer. With a focus on implementing Circular Economy throughout the value chain of the business, and a commitment to conducting low-carbon and sustainable business, the company has received the Low-Carbon and Sustainable Business (LCSB) award for the year 2022 at the Outstanding level for the second consecutive year. This contributes to the achievement of the Sustainable Development Goals SDG 6, SDG 7, SDG 9, SDG 12, SDG 13, SDG 14, SDG 15 and SDG 17, and ensures that our business value chain creates a balance between conservation and utilization of resources throughout the life cycle of products.

## Prime Minister's Export Award 2022 BEST OF THE BEST Outstanding Export Business Award



Our company is committed to creating a balance between economic development, social progress, and environmental protection as a producer of full-cycle plastic automotive parts. We embrace the circular economy concept and aim to drive our business value sustainably and consistently. Through collaborations with stakeholders, both locally and globally, we've been recognized with the PM's Export Award 2022 in the Best of the Best Outstanding Export Business Award category. This award, given by the Thai government through the Department of International Trade Promotion, recognizes our outstanding export performance and high-quality products and services that meet global standards.

## 2. Energy Management Strategy

The determination to reduce the use of coal and stop using inefficient fossil fuels is one of the significant goals of the Glasgow Climate Pact from the COP26 meeting. It aims to reduce carbon dioxide emissions, which is the primary cause of global warming, by up to 40.00%. The focus is on developing "green energy." The company is aware of the energy used in its business processes from start to finish and is ready to adapt and reduce the impact of climate change in the short, medium, and long term. This will be achieved through energy management practices involving employees and stakeholders, adhering to ISO 50001:2018 Energy Management System and ISO 14001:2015 Environmental Management System standards, as well as the Global Sustainable Energy Efficiency (GSEE) initiative, and following energy conservation laws. The company will continuously assess its energy efficiency and promote resource conservation, leading to sustainable energy management throughout its operations, and reducing greenhouse gas emissions in line with SDG 7, SDG 13, and SDG 17 development goals.



## Energy Management Operations Results

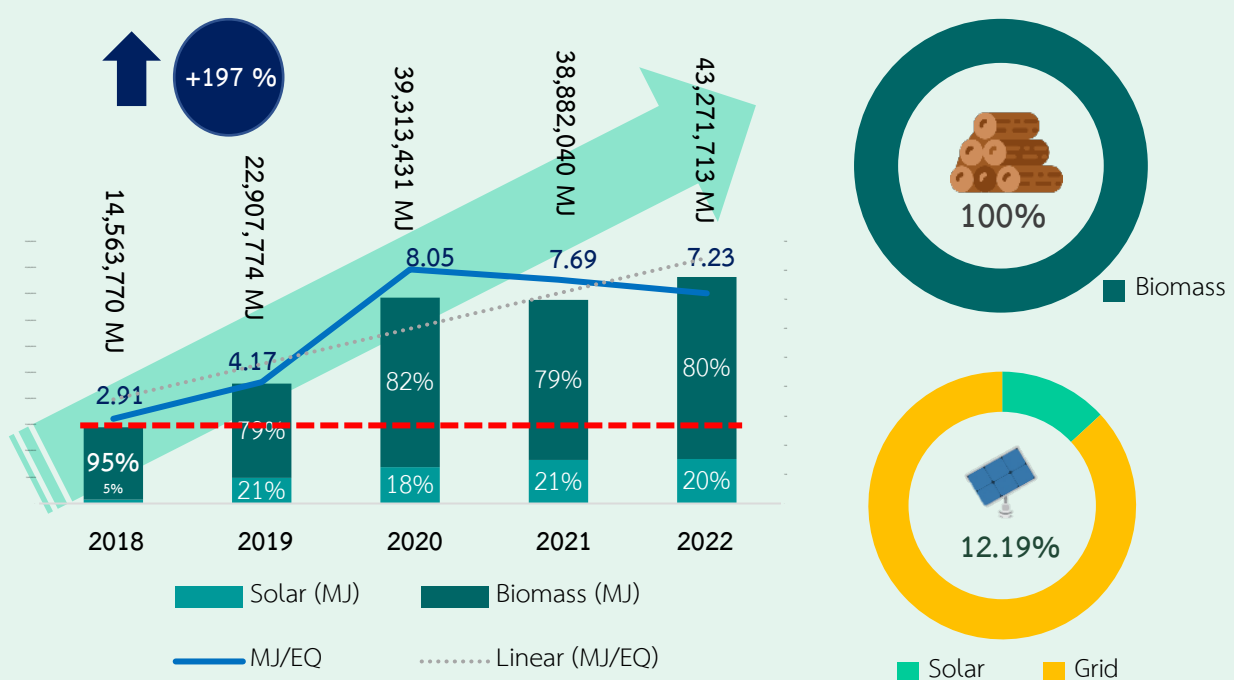
## Energy Management Goals



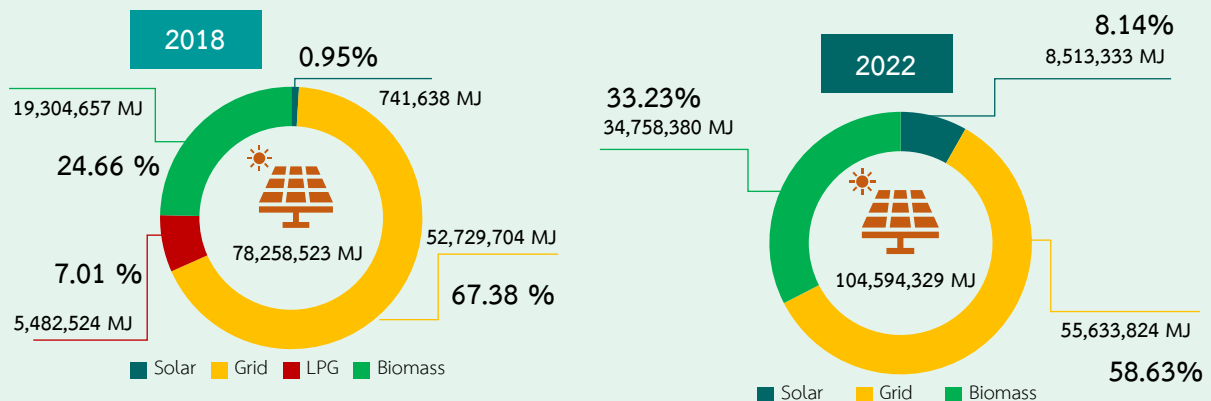
- Increasing the proportion of overall renewable energy usage and renewable energy usage per unit of production (MJ/EQ) compared to the baseline year of 2018.
- 100.00% of renewable energy is used for heating production.
- Reduce the total energy consumption per production unit by 10.00% within 2023 from base year 2018.

In the year 2022, the total energy consumption of the organization was 104,594,329 MJ, consisting of fossil fuel energy of 61,322,616 MJ, which is 58.63%, and alternative energy of 43,271,713 MJ, which is 41.37%. It was divided into biomass energy of 34,758,380 MJ, which is 33.23%, from the use of energy from biomass fuel, accounting for 100% of the heat energy used, and solar energy of 8,513,333 MJ, which is 8.14%, from the use of solar energy, accounting for 12.19% of the electricity used. The use of alternative energy from solar and biomass fuel increased by 197% from 2018, and when compared to the production unit (MJ/EQ), the proportion of energy used in the energy cycle per production unit (MJ/EQ) increased by 148% from 2018 due to the company changing from using liquid petroleum gas to using all biomass fuel in 2020 and investing in expanding solar energy production, both phase 1 and phase 2, with a capacity of 994 kilowatts and 996 kilowatts, respectively.

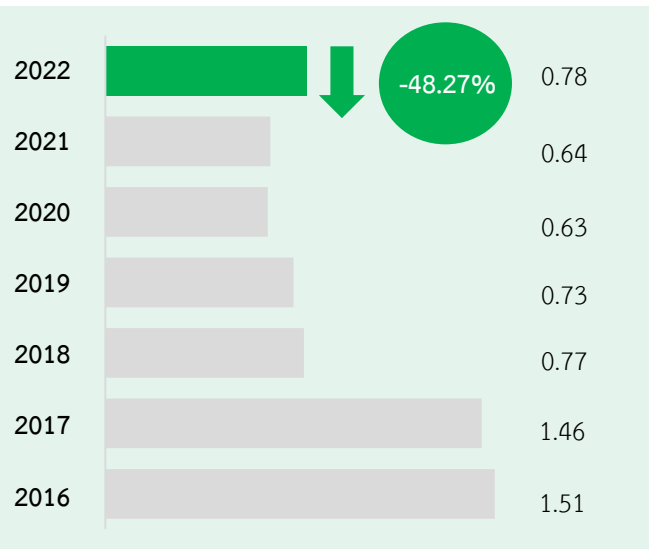
## Renewable Energy Consumption Compared to the Base Year 2018 (MJ)



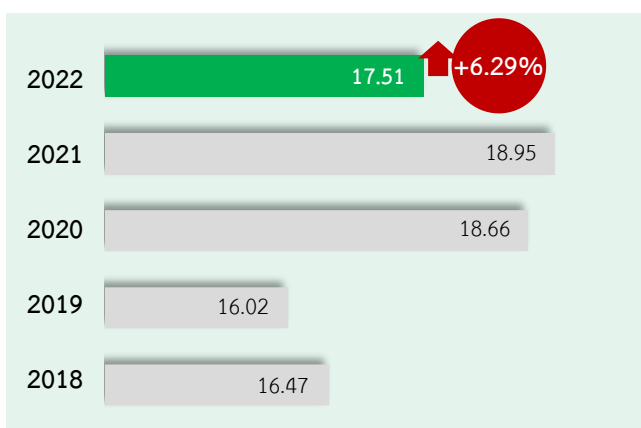
## Corporate Energy Consumption Compared to the Base Year 2018 (MJ)



The results of the energy cost management for the year 2022 showed that energy costs per unit increased by 21.78% from 2021, due to a 32.03% increase in electricity costs and a 46.61% increase in the cost of biomass fuel, caused by adjustments and a shortage of raw materials. Despite these increases, the organization was still able to reduce energy costs by 48.27% compared to the base year of 2016. The company has taken steps to improve energy efficiency, such as reviewing and setting management guidelines, adjusting the injection machine, changing employee behavior, and increasing the use of biomass fuel.



According to the total energy consumption indicators, the eco-efficiency assessment result was 17.51 MJ/EQ. Energy consumption per unit of product 1 EQ increased by 6.29% compared to the base year



of 2018, due to the impact of the COVID-19 crisis on the movement of skilled workers and overall production efficiency. In 2022, there was also an increase in total energy consumption from the installation of an automatic painting line and the expansion of the engineering building area, totaling 8,694,399 MJ/year, or 1.74 MJ/EQ per product unit.



## Energy Management Project, Strategies and Rewards

Over the past year, the energy management team has implemented strategies for conserving and protecting natural resources through energy management. They have established a plan for future energy use through a simple linear equation that demonstrates the relationship between energy consumption and production volume. The primary focus is on calculating the energy consumption per unit of output (SEC) and monitoring energy use through statistical methods like the CUSUM graph, which indicates the energy use behavior of the organization and leads to improved energy management practices. The overall performance of the machines (OEE) in the injection molding, plating, and painting processes were also reviewed as a measure of energy management performance to reduce downtime and inefficiencies in the production process in 2022. The organization aims to create a positive work culture that is focused on efficient energy use and performance, as well as reducing fossil fuel energy use in the long term. This includes installing high-efficiency plastic injection machines, increasing the heating value of biofuel, transporting green paint, reducing waste in production processes, and working together to effectively use energy in business operations. The plan to reduce fossil fuel energy use is a long-term goal that will be achieved through increasing the use of alternative energy sources like the 1.99 MWp solar rooftop installed in May 2020, as well as other important initiatives.

### Measures to Improve Boiler Efficiency



Promote and support the use of renewable energy by increasing the efficiency of the boiler. Adjust the operation of the boilers to find the optimal pressure without impacting production and set standards for controlling the operation. This can reduce energy costs and greenhouse gas emissions by 5.87% and 4.48 tons of CO<sub>2</sub> equivalent, respectively. Consider investing in improving the burner to use various types of biomass fuel and prevent shortages and market price volatility. Analyze energy costs and plan for long-term investment.

## Measures for Installing a High-Efficiency Injection Molding Machine

Participate in promoting and supporting energy-efficient and cost-effective use in primary production processes. By investing in the modification of high-efficiency injection machines to replace 5 outdated machines, it reduces electricity consumption's environmental impact by 410,798 kWh/year, resulting in a decrease of 205.36 tons of CO<sub>2</sub> equivalent greenhouse gas emissions and a cost reduction of 1,684,273 baht/year.



## Measures to Enhance the Utilization of Solar Energy

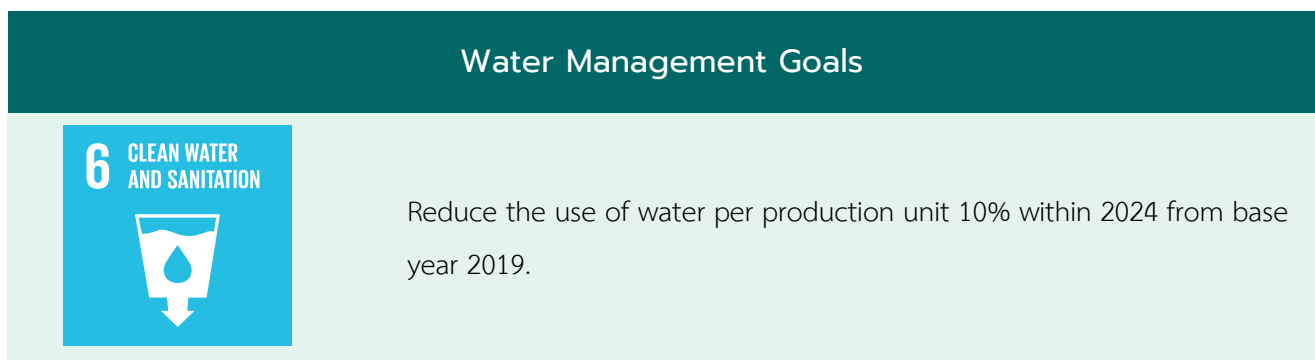


In 2022, the company reviewed the quantity and efficiency of solar energy production and collaborated with contractors/suppliers to control the efficiency of solar energy production (Performance Ratio) and to inspect any abnormalities in the inverter system. The company also increased the frequency of accessing the solar panel maintenance area from twice a year to four times a year. The use of solar energy increased by 56,104 kW per year, representing 2.43 percent, which saved costs for electricity use by 213,197 baht per year, and reduced greenhouse gas emissions by 106.58 tons of CO<sub>2</sub> equivalent.

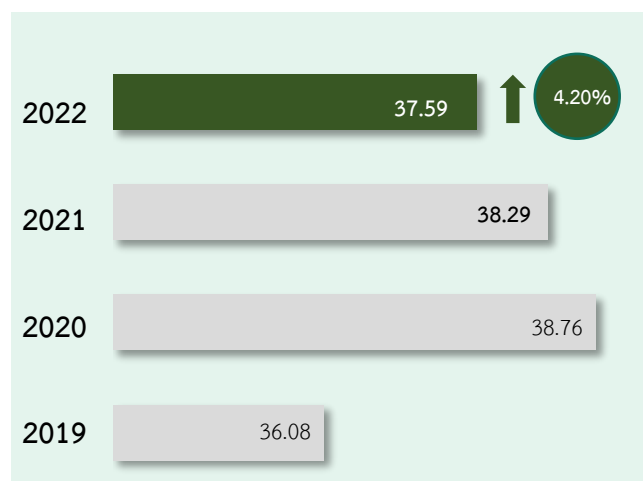
### 3. Water Management Strategy

In the past year, the company reviewed its environmental goals aimed at "zero carbon emissions." This was achieved through consistent management according to the ISO 14001:2015 environmental management system and compliance with global environmental regulations. The company also implemented the 7Rs strategy to drive sustainability within the business, leading to reduced water scarcity in areas affected by urban and industrial expansion and reducing the impact on water sources. This was all done to effectively manage water resources and reduce greenhouse gas emissions, as part of the company's commitment to achieving SDG 6, SDG 13, and SDG 17.

#### Water Management Operations Results



In 2022, the company reviewed its water management practices. Based on the water consumption intensity indicators, the eco-efficiency assessment result showed a consumption of 37.59 liters of water per unit of product. This was a 4.20% increase compared to the base year of 2019. The Circular Economy Working Group conducted a review of the efficiency of water use in the company's circular economy practices. This involved analyzing the water balance, which includes both water used and wastewater, to assess the quality of wastewater and explore the possibility of recycling or reusing it to reduce water loss in the production process.



## Water Management Project, Strategies and Rewards

The economic working group implements its plans based on the principles of the Circular Economy. It has employed the Circular Economy Performance Assessment System (CEPAS) to evaluate the organization's circular water usage efficiency. This includes the enhancement of treated water quality. The company has applied for investment promotion (BOI) to support the budget for upgrading the wastewater treatment system. This aims to enhance the quality of treated water and increase the use of recycled water by the company. The operational details are as follows:

### Assessment of the Efficiency of the Organization's Water Use through the Circular Economy Performance Assessment System (CEPAS)

Be a part of elevating wastewater management. By implementing the Circular Economy Performance Assessment System (CEPAS) in collaboration with the Department of Primary Industries and Mines to evaluate the efficiency of the organization's water usage. It was found that the circular water consumption of the organization accounted for 16 % of total water consumption. The Circular Economy Working Group has reviewed the data and developed a plan of action to increase the proportion of circular water, aiming for more efficient water management



### Wastewater Treatment System Improvement Project

Take part in enhancing wastewater management by focusing on improving the wastewater treatment system. Decrease the waste of chemicals utilized in wastewater treatment. Enhance the quality of treated water and increase the possibility of recycling wastewater or reusing water. The company has applied for investment promotion (BOI) to raise the quality of water released from the factory above legal standards. The improvement plan is expected to be completed in 2023, promoting efficient and sustainable water management within the organization.



#### 4. Waste and Contamination Management Strategy

Over the past year, the company, in collaboration with stakeholders, has created sustainable value for the business through the 7 Rs strategy in minimizing negative impacts on the environment and society. This includes reducing, reusing, converting, and substituting with new technologies and innovations, such as using alternative materials for other plants in line with the circular economy system. The company has also utilized product design with 3D printing to create a prototype using recycled plastics and reusing plastic pellets, leading to a reduction in greenhouse gas emissions, reduced risk of resource shortages, lower waste disposal costs, and increased value of waste by maximizing its circulation. The company aims to achieve zero waste to landfill and improve waste management by increasing the value of hazardous waste (Waste to Value) in accordance with long-term goals. The details of waste and contaminant management are in line with the Sustainable Development Goals (SDG 12, SDG 13, and SDG 17).

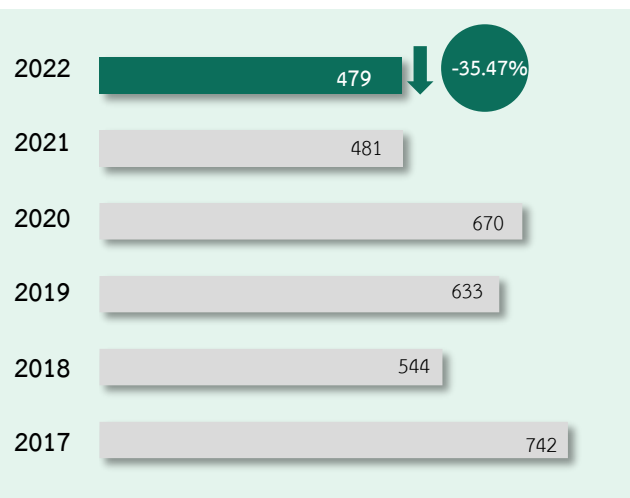
#### Waste and Contamination Management Results

##### Waste and Contamination Management Goals



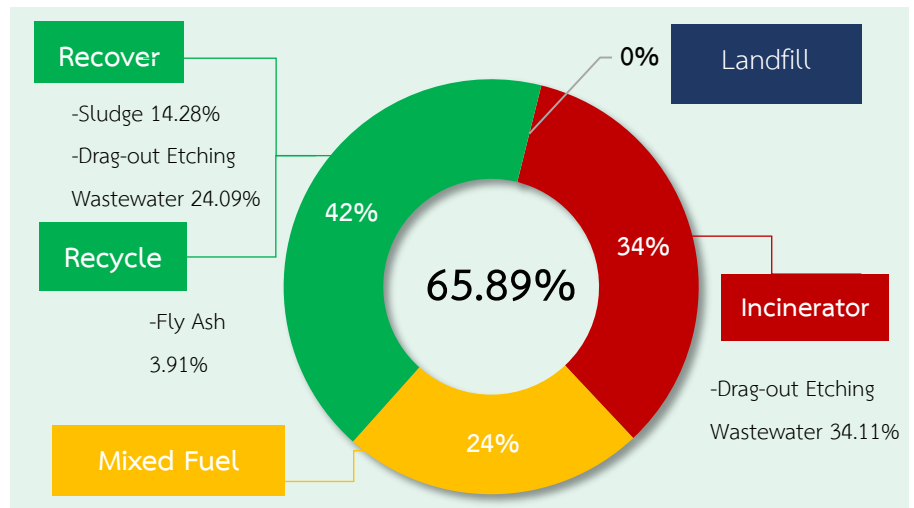
- Reduce the amount of hazardous waste 20% within 2023 from base year 2017.
- Reduce the consumption of new plastic resin per production unit by 10% by 2023 compared to the base year 2017.
- Increase the proportion of resource reuse according to the 7Rs principle by at least 70%.
- Increase the use of circular materials in products by 93% by 2027.

The results of waste and contaminant management in 2022 from the indicator of hazardous waste from the production process showed that in that year, the amount of hazardous waste produced was 479 tons, which represented a decrease of 35.47% compared to the base year of 2017. This was due to the development of potential utilization methods for hazardous waste, leading to the implementation of "Zero Waste to Landfill" and "Waste to Value" strategies for the total amount of waste.



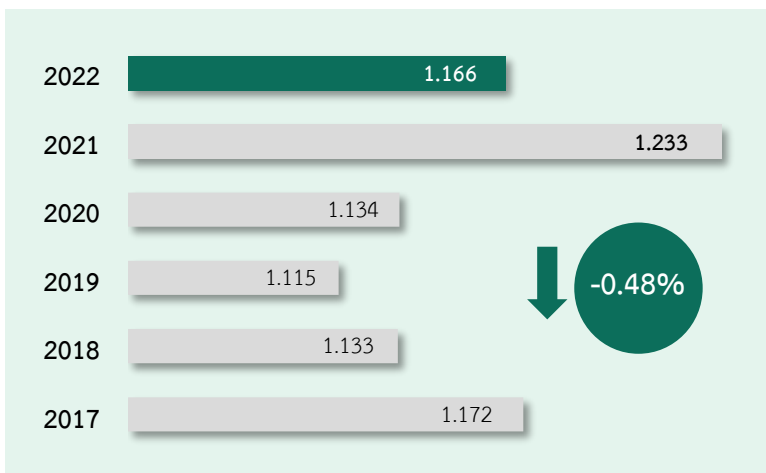


The circular economy approach was integrated into business processes, following the 7Rs strategy, to add value to wastewater sludge by recycling and recovering precious metals. In 2022, sludge was sent to recycling operators and used as raw material, resulting in the



utilization of more than 25,000 kilograms. Fly ash from biomass boilers was also used as raw material for cement production or developed as a soil conditioner, further reducing waste sent to landfills and

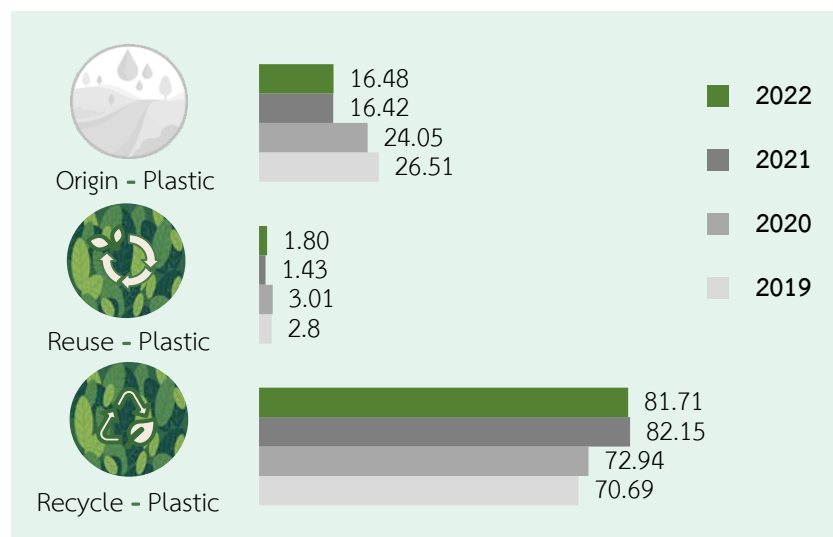
greenhouse gas emissions.



In the same year, 329.10 tons of sustainable waste was disposed of, representing 65.89% of the total amount, and the circular economy working group created added value products while reducing environmental impact by increasing the use of recycled raw

materials and reducing the use of new plastic pellets. This resulted in the use of renewable raw materials in products up to 81%, and a review of the Overall Machine Effectiveness (OEE) of the injection process showed improved machine operation rates (Availability), efficiency (Performance Efficiency), and quality rate (Quality Rate) in the production process in 2022.

The eco-efficiency of the use of plastic resin per product unit was evaluated as 1.166 kg/EQ, and the economy of product production using 1 EQ of plastic resin decreased by 0.48% compared to the base year of 2017, while the use of renewable raw materials in products increased up to 81%.





## Waste and Contamination Management Project, Strategies and Rewards

The company has adopted the principles of the circular economy to both add value to its products and reduce their environmental impact. This is achieved through the implementation of sustainable practices throughout the business value chain, including the efficient use of resources and the creation of an environmental balance. The company has increased the proportion of recycled raw materials used, reduced the use of new plastic pellets, and optimized their use to reduce waste and environmental impact. The company is committed to continuous improvement and innovation in its supply chain, which allows it to turn waste and used plastic pellets into valuable resources through reuse and recycling. In 2022, the company used 1.80% reused plastic pellets, 81.71% recycled plastic pellets, and reduced the use of new plastic pellets by 0.37%. These efforts have helped to reduce greenhouse gas emissions and contribute to the development of a sustainable, low-carbon business. The following details the operations of the company.

### Accredited with Circular Mark Certification.



Be a part of driving business in line with the green economy based on sustainable economic growth at the product level. By developing low-carbon products according to Circular Mark standards in collaboration with the Thailand Environment Institute, which is certified as the first group in Thailand. For B2 B products, the main concept focuses on the 12 Rs principle for FRONT BUMPER 1 - Ton Pickup products, using 100% circular materials, to lead to reducing negative impacts on the environment and elevating the quality of life in society sustainably.

## Certified with the Upcycle Circular Economy Label.

Take part in driving the business towards a green economy, focusing on sustainable economic growth at the product level. The company collaborates with the Department of Environmental Quality Promotion to develop low-carbon products that meet the standards of the Upcycle Circular Economy label. The principles of material selection and production processes consider the impact on the economy, society, and the environment. For the front bumper of a 1-ton pickup, using PP plastic, the estimated GHG emissions avoided from the amount of waste recovered is 7.6 kg CO<sub>2</sub>eq. This is equivalent to the carbon-dioxide-storing capacity of 108.5 mangrove trees per year. This helps to reduce negative impacts on the environment and sustainably improve the quality of life for people in society.



## Participating in the circular economy management system project for the organization.



Be a part of driving business towards the green economy based on sustainable economic growth. Participate in the project to develop a Circular Economy Management System for Organizations, where FPI is one of the pilot companies in the plastic group to apply circular economy principles to environmental management standards. This will result in the creation of regulations and standards for operating within the circular economy system, encompassing all processes throughout the business value chain.

## Projects to drive the circular economy in targeted sectors that produce, recycle, or utilize mineral and metal resources.

Be a part of driving business towards the green economy, based on sustainable economic growth, by participating in projects to drive the circular economy in targeted sectors that produce, recycle, or utilize mineral and metal resources. Collaborate with the Department of Primary Industries and Mines to bring the criteria and indicators of applying circular economy principles to the organization. The evaluation results based on all 6 indicators and 19 criteria showed that the company received a score of 75 out of 76 and was selected as one of the five model companies operating in the circular economy.



### 3.4 Sustainability Management in Social Dimensions

#### 3.4.1 Social Policy and Practice

The protection of human rights in the automotive parts industry is a significant challenge in determining the direction of sustainable operations. It is the primary responsibility of organizations to manage risks from business activities that have already occurred and those that may occur in the future, based on the principles of good governance and sustainability. The issue of human rights risk in business is comprised of three elements:

1. **Labor rights**, including the health and safety of employees and business partners/contractors, promoting education and training for career advancement, labor rights and freedom of choice, and forced labor/trafficking of foreign workers and child labor.
2. **Customer rights**, including the health and safety of customers and protection of their privacy and personal information.
3. **Community and environmental rights**, including the health and safety of communities and society, creating employment, and improving the quality of life for communities, impacts of air and water pollution and environmental degradation, and violations of access to natural resources and the environment.

The company aims to manage human rights risks in business through a process of managing human rights risk in operations and adhering to human rights principles at the national and global level, such as Good Labor Practices, the UN Guiding Principles on Business and Human Rights, the International Labor Organization, and National Action Plans on Business and Human Rights. The goal is to elevate social development and improve the quality of life for all stakeholders, in accordance with human rights policies (full policy - please scan QR code).



The company emphasizes collaboration with stakeholders in the development of policies, strategies, and actions towards fair and ethical treatment of labor, in accordance with the laws and international standards for human rights. The target is to promote social development.

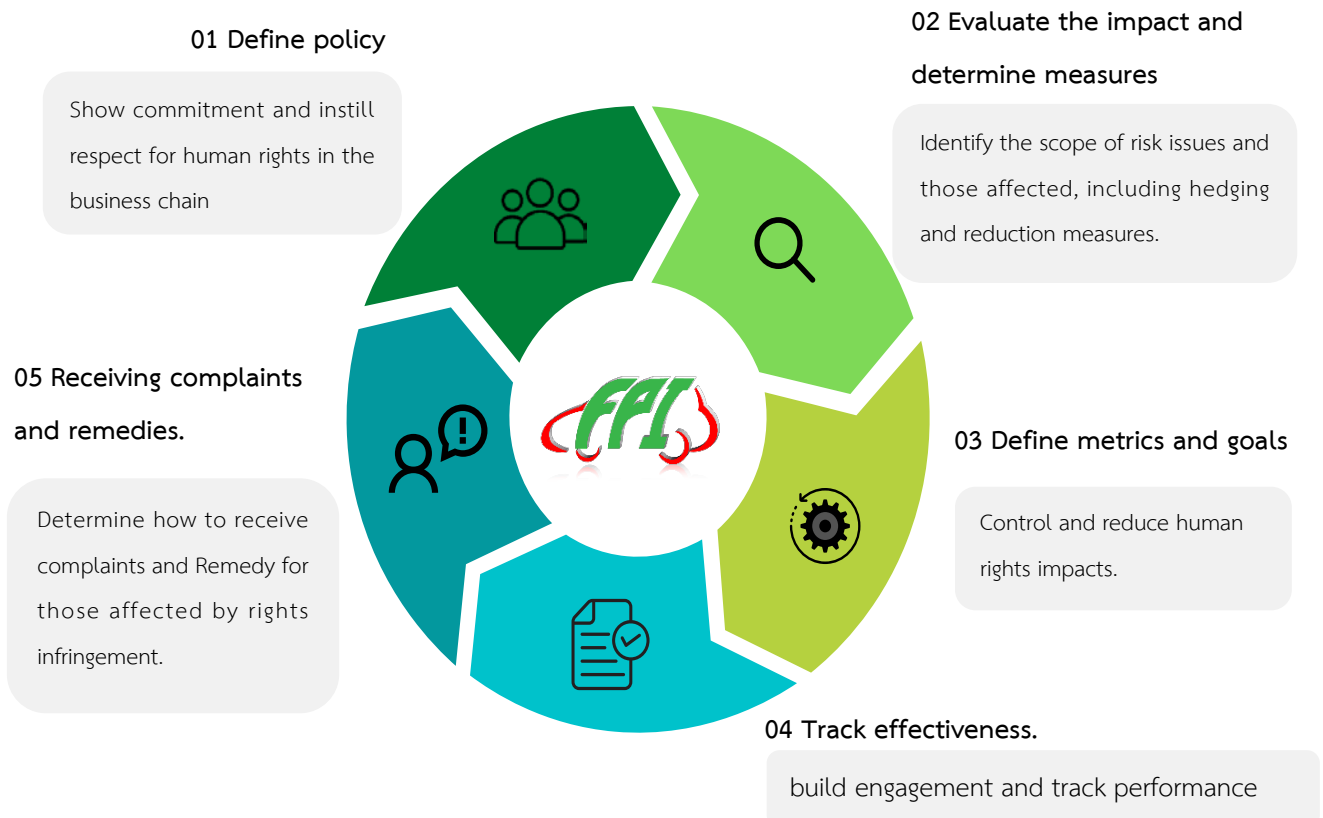
The company is committed to continuous improvement in human rights management and regularly assesses its performance in accordance with internationally recognized human rights standards. The

company also regularly communicates its efforts and performance to stakeholders and makes necessary improvements based on feedback received.

### 3.4.2 Fair Treatment of Labor and Respect for Human Rights

The company promotes development and cultivates organizational culture that respects human rights within the business sphere, covering employees, partners, contractors, and stakeholders through the implementation of human rights policies, impact assessments, and measures to prevent and mitigate adverse human rights impacts. The company sets human rights targets and indicators, tracks performance, and has procedures for receiving complaints and grievances, and reporting and responding to human rights violations through its grievance mechanism. The company's human rights due diligence process covers the entire value chain of the business and includes a system for monitoring human rights, receiving and addressing complaints and grievances, and reviewing and improving the process based on feedback from employees and external parties. The company also provides channels for employees and external parties to voice their opinions and suggestions and uses this feedback to improve its human rights practices and reduce the risk of human rights violations. The implementation of the human rights due diligence process is detailed as follows.

#### Communicate and engage with key stakeholders across the value chain.





Over the past year, the company has established indicators and targets to monitor the human rights operation process. By using performance as a guide, it has identified and reviewed human rights risks based on the criteria for evaluating the level of impact (severity) and the likelihood of risk (likelihood). The assessment categorizes the level of human rights risk into four levels: low, medium, high, and very high.

The results of the human rights risk assessment showed that most of the risks had low to moderate impacts, with the most significant human rights issues being employee health and safety, education and training for career advancement, labor rights and discrimination, and violations of the right to access natural resources and the environment. Risks that may have a moderate impact on the business include forced labor, child labor, health and safety in the community, job creation, and improving the quality of life in the community. Risks that may have a low impact on the business include customer health and safety and privacy.

The company views these issues as part of its business ethics and partner code of conduct, which serves as a guide for ethical practices. It works with the Department of Labor Protection and Welfare to implement principles of good labor practices and with UN Women to promote gender equality and empower women. The company also considers the recommendations, interests, and expectations of key stakeholders in the business value chain.

To address high and medium level risks, the company has set indicators and goals for human rights operations. It aims to prevent and mitigate the impact of these risks, in line with the Sustainable Development Goals (SDGs) 3, 4, 5, and 8, which focus on creating a safe working environment, providing equal training opportunities, respecting labor rights, promoting non-discrimination, and improving the quality of life for the community and society. The details are as follows:"



### 3.4.2 Safe working environment

#### 1. Safe Working Environment Strategy

The company is committed to enhancing safety standards and promoting the occupational health and well-being of its employees, as well as their personal development to reinforce safety. The goal is to create a working environment that is safe and conducive to employee happiness. Considering the uncertainties posed by the COVID-19 pandemic, the company is focusing on the occupational safety of employees, their families, and stakeholders who may be at risk from the epidemic. The company aims to cultivate a culture of safety in the workplace, raise awareness of the importance of hazard prevention, and provide training and safety awareness activities to help prevent the spread of COVID-19. The company also implements annual health checks and quality controls of emissions to create a safe working environment and take care of employees during the COVID-19 outbreak. The following measures are in place to reduce health risks and ensure a safe working environment today:

#### Safety training and awareness activities



Training course on "Fire Prevention and Suppression"

Training course on "General Knowledge about Forklifts and Safety in the Use of Forklifts"

Training for "New Employees and Contractors Before Starting Work"

Training on "Chemical Spill Prevention"

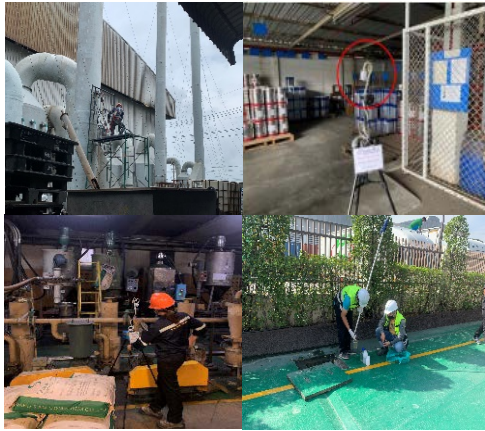
Training on "Crane Safety"

#### Annual Health Checkup 2022

Organize annual health check-up activities for all employees in 2022 to monitor and plan for their healthcare, taking appropriate measures to prevent the spread of COVID-19.



## Creating a Safe Workplace and Monitoring Emissions Quality



The company is responsive to societal expectations regarding the impact of the environment on the health of employees and surrounding communities. It systematically manages and oversees safety within the company to create a thoroughly safe working environment for employees. It also measures the working environment, environmental quality, and wastewater quality to monitor and control risks that may impact the health of employees. The goal is to maintain a safe working environment that is in line with legal standards.

## Measures for controlling, preventing, and caring for employees during the COVID-19 outbreak

### Prevention

- Establish a policy for the prevention of COVID-19 spread
- Develop guidelines for handling patients or those suspected of being infected with COVID-19
- Form an emergency team responsible for determining measures to prevent and control the spread of COVID-19, supervising and supporting related agencies, and integrating operations for efficiency. The team will also collect, summarize, and analyze data to present to the management team.
- Conduct COVID-19 screening, including ATK tests and temperature checks (not exceeding 37°C), for all new employees, contractors, and visitors to the company before entering the work area. They must also wear masks, wash their hands with alcohol gel, and follow the ITA program system for checking in and controlling access to high-risk areas.
- Require COVID-19 confirmation by ATK test for all employees before returning to work after long holidays.



## Measures for controlling, preventing, and caring for employees during the COVID-19 outbreak

- Conduct COVID-19 virus testing using the ATK Test method for all employees prior to training, 100% coverage.
- Install disinfectant sprayers at the company's entrance.
- Establish physical distancing protocols for employees within the workplace.
- Install temperature measuring points, as well as provide access to hand sanitizers in bathrooms, cafeterias, and all factory entrances.
- Undertake efforts to fully vaccinate employees against the COVID-19 virus.
- Monitor and review performance regularly through the Executive Committee.



### Take care

- Take care of patients
- Employees who are required to stay home must be verified before returning to work.

### Remedial

- In the case of employees who are required to stay home, the company has provided food, medicine, and survival bags as employee welfare, as well as for the relatives of patients.



## Performance of Creating a Safe Working Environment

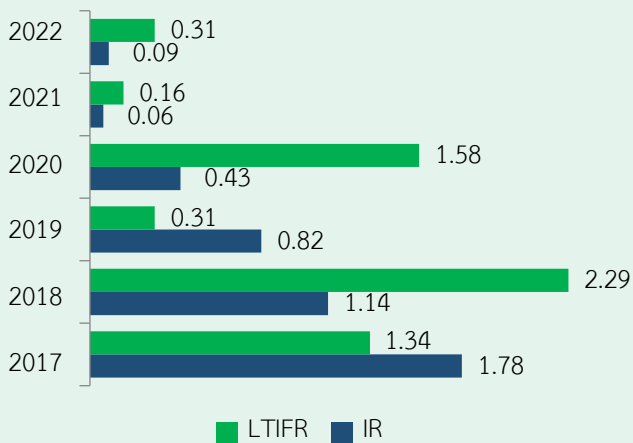
## Performance of Creating a Safe Working Environment

3 GOOD HEALTH AND WELL-BEING



Establish a safe and healthy working environment, with zero accidents

## Injury Rate (IR) and Lost Time Injury Rate (LTIFR)



Creating a safe working environment with a focus on employee responsibility, we have achieved a standard in terms of work-related injuries, with a rate of 0.09, representing an increase of 44.12% from the previous year 2021, and a lost-time injury rate of 0.31, reflecting a 92.16% increase from the year 2021.

## 3.4.3 Promoting equal training of employees at all levels

## Strategy for Promoting Equal Training Opportunities for Employees at All Levels

Employees are the key to sustainable business growth, driving the business to operate efficiently and enhance its competitiveness in the international market. The company faces a challenge to prepare and develop its employees in line with the strategic direction and goals of the organization. The rapidly changing economic, social, and environmental context requires the company to adopt proactive personnel management methods that create flexible employees who are ready to adapt to external changes.

The company places a strong emphasis on concretely measurable and evaluated personnel development, using innovative and technology-supported tools to continuously increase its employees' expertise. This includes a focus on skill development through real-world practice and changing the attitudes of personnel at all levels to align with the organization's goals. The company aims to build competitiveness



and sustainably grow the business by developing its employees' capabilities and skills to their full potential through collaboration and effective response to corporate policies and goals.

In the past year, the company has implemented proactive personnel management practices, including organizational structure management, and recruiting high-potential employees, personnel development, knowledge management, corporate culture creation, and employee engagement. The company also fosters a flexible working environment that promotes employee innovation, creativity, and value creation for stakeholders through social responsibility activities and a culture that recognizes future opportunities and risks.

In 2022, the company will provide training courses based on a needs analysis to develop its personnel's competence and ability to drive the organization's goals and strategies. The training courses will focus on delivering content that is tailored to each group of learners, ensuring systematic employee development. These training courses are seen as a key tool to achieve the organization's goals and strategies, as follows:

### Human Skill Development.



Human Skill Development for New Employees: Through training, new employees will be educated in building understanding of basic information, the nature of work within the organization, including rules and regulations in the workplace, management structure, business ethics, welfare, anti-corruption, company policy, safety management, environmental and chemical management, and energy management. This will encourage adaptation to others in different situations and the ability to resolve conflicts with related parties or give advice to all subordinates at every opportunity. There will be good criteria for decision making based on the organization's goals and objectives. The training for new employees will be an important foundation for developing effective work skills.



## Technical Skill Development.



The company offers the training course "IATF 16949:2016 with Sanction" to enhance technical skills in quality management systems. The course aims to impart knowledge on developing a quality work system in compliance with standard system requirements, improve workflows, and increase auditing skills within the quality system. This will result in the development of operational procedures of various departments in the company, ensuring they meet quality standards that are in line with international standards, customer requirements, and promoting sustainable competitiveness.

## Conceptual Skill Development.



The company places great importance on developing conceptual skills to achieve the organization's goals. This is accomplished by developing leadership skills and applying working principles to develop comprehensive work processes, effective communication, and planning. Executive level managers and heads of various departments are trained through courses such as "Practicing New Leadership Skills", "Coaching Subordinates to Achieve Great Performance", and "Communicating for Success and Winning Over Subordinates". These courses focus on developing the skills necessary for effectively managing the organization and achieving success, including communicating operational strategies to employees at all levels and building strong relationships with them for effective collaboration and sustainable business growth.

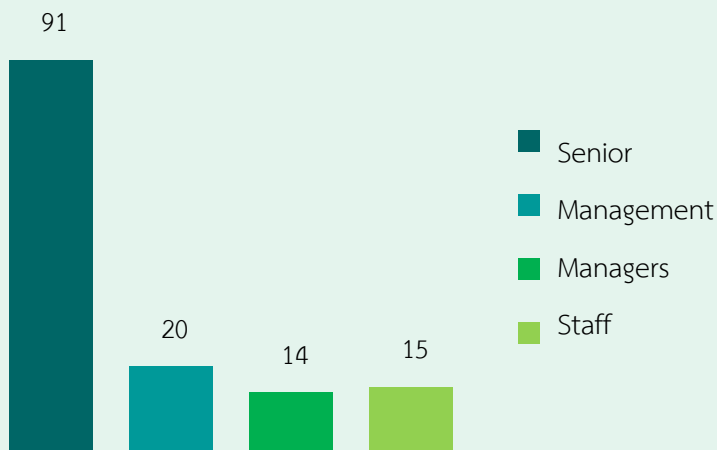
## Performance of promoting equal training of employees at all levels

## Performance of promoting equal training of employees at all levels



Encourage employee training and development, with a minimum of 12 hours per person per year

## Training hours (hours per person per year)



In 2022, the total training hours for employees reached 10,292 hours, promoting employee training at all levels with an average of 12 hours per person per year. The average training hours per employee was 15 hours per year, with senior executives receiving an average of 91 hours per person per year, managers and supervisors receiving an average of 20 hours per person per year, and operational level employees receiving an average of 14 hours per person per year.

## 3.4.4 Respecting Labor Rights and Non-Discrimination

## Approach to Respect Labor Rights and Non-Discrimination

Equality is a crucial aspect of respecting human rights. The company integrates principles of human rights into all its business operations and closely monitors and prevents any violations of human rights in the employment process, promoting fair and valuable work. The company creates equal career opportunities for all employees and encourages them to fully realize their potential, regardless of gender, gender identity, or social status. There is no discrimination against employees, and all are given equal opportunities to grow in their careers and receive various benefits.

The company also focuses on changing its corporate culture and practices related to gender sensitivity, and provides opportunities for women to develop their business, finance, and technical skills, as well as their leadership and entrepreneurial skills. The company works towards empowering women, starting from the leaders to the employees at all levels. In the past year, the company has reorganized its structure to create a diverse workplace and empower women to play a crucial role in driving its business operations and the future of the country, as follows.

### Gender Equality Support Guidelines



- Promote gender equality and equal employment opportunities, regardless of gender or gender identity
- Encourage the balanced representation of female employees in the workplace
- Support the creation of valuable jobs by ensuring that female employees earn the same pay as male employees for the same position and workload
- Provide opportunities for positions that match their qualifications and abilities, and offer equal opportunities for male and female employees to work on important projects and tasks
- Establish a platform for employees and female executives to express their opinions and share new ideas without fear of judgment
- Provide equal training and development opportunities for female and male employees, including skills development for higher positions and management levels
- Consider the social responsibilities of women, such as caring for their families and children, by offering flexible work arrangements, such as family time, leave of absence, and compensation/support.

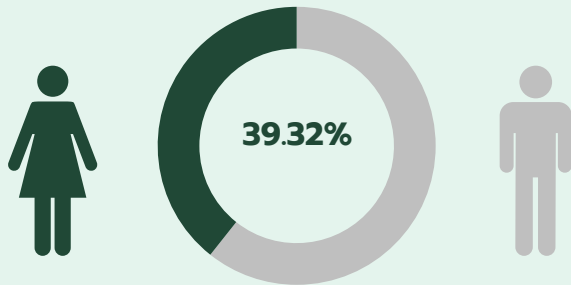
## Performance of Gender Equality and Religious Freedom

### Performance of Gender Equality and Religious Freedom



Create gender and religion equality in the workplace at all levels

### Gender equality.



In 2022, the ratio of female employees to the total number of employees will be 39.32%, an increase of 1.53% from 2021.

## 3.4.5 Creating a good quality of life for the community and society

### Strategy for Creating a Better Quality of Life for the Community and Society

The company aims for sustainable business growth while also enhancing the quality of life for the community and society in economic, social, and environmental dimensions. The company fosters a culture of participation, encouraging all employees to be mindful of their responsibilities and to act as socially responsible citizens. Through various activities, the company encourages employees to give back to the community and to take part in initiatives that address the needs of the community. The company also organizes activities that promote teamwork and happiness, and that have a positive impact on society. In this way, the company creates value for the community while responding to the expectations and needs of its stakeholders.

In the past year, the company established guidelines for creating a better quality of life for the community and society. These guidelines focus on building relationships, establishing trust, and promoting stability and career growth. Additionally, the company has developed communication channels to better

understand the needs and expectations of its employees and the community, and to respond to those needs quickly. By supporting employment opportunities and generating income for the community, the company aims to grow together sustainably.

### Create a good quality of life for the community and internal society.

The company has established a communication process within the organization to exchange important information and facilitate the exchange of ideas, feelings, and mutual understanding between the company and employees. This process is also used for public relations activities and gathering the opinions or recommendations of employees, who are important stakeholders. The goal is to develop guidelines for responding to employee comments and expectations and to drive business growth while promoting sustainable development and improvement of employees' quality of life.



### Create a good quality of life for the community and external society.

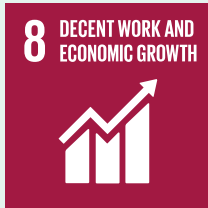


Supporting Employment for Career Creation in the Community. The company is dedicated to community development by providing income opportunities for the community members as the company recognizes the significance of the financial stability of the community. Hence, there is a focus on hiring or identifying talented individuals from the community first.



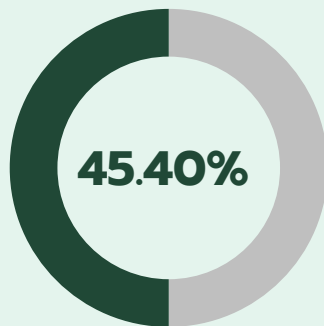
## Performance of creating a good quality of life for the community and society

## Performance of creating a good quality of life for the community and society



- Create at least 30% value-adding jobs in the community by 2023
- Promote the improvement of employees' quality of life, with a minimum of 14,551 THB per month.
- Average credit term payment to suppliers not exceeding 90 days

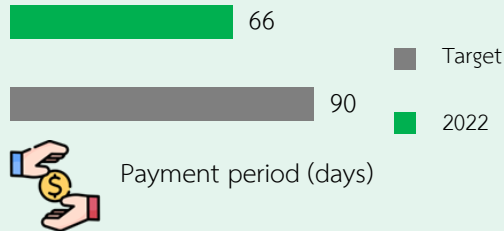
## Employee Employment Percentage in Pathum Thani Province



The results of promoting the creation of valuable jobs for people in the community showed that in 2022, the proportion of employees in the Pathum Thani Province area was 45.40 percent of all employees, meeting the goal of promoting valuable job creation in the community, with a minimum of 30 percent. The average income per person was 19,731 baht per month, which was 35.60 percent higher than the average in Pathum Thani and 9.27 percent lower than in 2020.

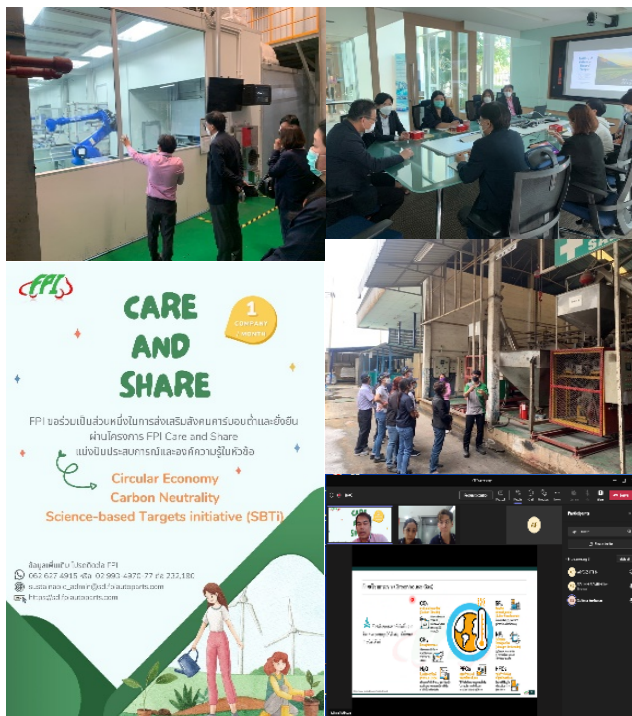
In addition, the company monitors its effectiveness in creating a participatory environment and tracking performance. Results of human rights operations are reported to executives to assess the situation and implement measures to reduce risks. In 2022, results showed that measures taken to address human rights risks in 4 areas met specified goals, with no reported human rights violations in the business value chain. However, continuous assessment and review of human rights risks and impacts is necessary, as these risks are subject to change with the growth of the company and increased involvement with more stakeholders. The company places importance on consistently monitoring and evaluating performance in accordance with risk measures.

## Credit Term Policy



The company has established a benchmark for the average credit term of not exceeding 90 days. In 2022, the overall average payment to partners was 66 days.




## Sharing Experiences and Knowledge on Sustainability with Society Outside the Organization



The company shares its experiences and knowledge on sustainability with the society outside of the organization through the "Care and Share" project. It recognizes the importance and long-term environmental impact on society, and therefore has a concept of promoting a low-carbon and sustainable society by sharing experiences and knowledge with the company or outside communities. Topics covered include Circular Economy, Carbon Neutrality, and Science-Based Goal Setting (Science-based Targets initiative). The project aims to implement one company per month, and in the past year, three companies have been involved. These include a greenhouse gas emission reduction project with Inoue Rubber

(Thailand) Public Company Limited, a carbon footprint assessment project in collaboration with Thantawan Industry Public Company Limited, and a project on setting SBTi goals and reducing greenhouse gases with Mitr Phol Sugar Company Limited. The company continues to focus on creating cooperation in sustainability, developing knowledge together, and reducing the environmental impact on the community and society in the future.

## 4 Management discussion and analysis

-  Financial performance
-  Factors or events that may affect the financial position or operations
-  Financial statement information and key financial ratios





4.1 Analysis of operations and financial status major changes Factors that cause or affect the financial position, operations or such changes during the past year

4.2 Explain factors or events that may significantly affect the financial position or operations in the future (forward looking) ) regardless of external factors such as economic trends changes in market conditions or industry and internal factors

4.3 Information from financial statements and key financial ratios that reflect the financial position and performance of the main businesses of the Company and its subsidiaries shall be presented. At least there must be comparative data for the past 3 years.

002/2566

27<sup>th</sup> Feb 2023

Subject : Management Discussion & Analysis of Performance Results of the Full Year 2022

To : Board of Directors and President of The Stock Exchange of Thailand

Fortune Parts Industry Public Company Limited Discussion and Analysis provides an overview of the company's financial activities for the year ended 31 December 2022 based on audited financial statement as below.

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<b>Income</b>				
Sales and service income	2,637,517	2,098,088	2,511,728	2,039,914
Other income	19,119	20,116	17,991	21,174
Export incentive	23,188	18,375	23,188	18,375
<b>Total income</b>	<b>2,679,824</b>	<b>2,136,579</b>	<b>2,552,907</b>	<b>2,079,463</b>
<b>Expenses</b>				
Cost of sales and service	1,867,715	1,610,002	1,731,340	1,550,588
Selling and distribution expenses	52,946	13,555	50,429	12,619
Administrative expenses	150,473	143,646	132,217	123,760
Gain (loss) on exchange - net	59,152	(31,149)	59,717	(13,228)
Gain (loss) arising from change in fair value of derivatives	(10,287)	8,072	(10,287)	8,072
Allowance (reversal) for expected credit losses	13,840	(8,288)	12,094	(8,129)
Allowance (reversal) for devaluation of inventories	15,095	(7,553)	14,328	(14,269)
Allowance for impairment on investment in joint venture	-	3,928	-	7,317
<b>Total expenses</b>	<b>2,148,934</b>	<b>1,732,213</b>	<b>1,989,838</b>	<b>1,666,730</b>
<b>Profit from operating activities</b>	<b>530,890</b>	<b>404,366</b>	<b>563,069</b>	<b>412,733</b>
Share of loss from investments in joint ventures	-	(3,116)	-	-
Finance income	512	341	1,776	3,560
Finance cost	(18,794)	(16,671)	(18,453)	(14,495)
<b>Profit before income tax expenses</b>	<b>512,608</b>	<b>384,920</b>	<b>546,392</b>	<b>401,798</b>
Income tax expense	(104,046)	(55,941)	(104,096)	(56,094)
<b>Profit for the year</b>	<b>408,562</b>	<b>328,979</b>	<b>442,296</b>	<b>345,704</b>

In 2022 and 2021, total revenue is 2,679.8M and 2,136.6M respectively, an increase of 543.2M or 25.4%.

#### Total Revenue

In 2022 and 2021, total revenue is 2,679.8M and 2,136.6M respectively, an increase of 543.2M or 25.4%. Revenue from sales and services accounted for 2,637.5M, an increase of 539.4.0M or 25.7%

The main drivers for revenue increase are related to depreciation of Thai Baht vs US Dollar and significant reduction on freight cost. Majority of revenue growth is from Asia & Middle East zone (from 1064.6.2M to 1,396.3M or 331.7M increase).

However, there is a decrease in Africa zone (from 206.9M to 165.3M or 41.6M decrease) as some customers delay the purchase due to sharply depreciation of the currency in Egypt, Algeria, and Libya.



In 2022 and 2021, total cost of goods sold and service is 69.7% and 75.4% respectively, an improvement of 5.7%

### Cost of Goods Sold and Service

In 2022 and 2021, total cost of goods sold and service is 1,867.4M and 1,610.0M respectively, an increase of 257.4M. As a percentage of total revenue, the cost of goods sold and service is 69.7%, an improvement of 5.7%

The main improvement drivers are related to increase in gross profit driven by depreciation of Thai Baht vs US Dollar while there is minimal material cost increase. Cost actualization for material usage in FPI India is still ongoing and therefore didn't yet reflect into 2022 financial results. Lastly, the company continue to reap cost benefits from adopting circular economy on both recycling of raw materials and generating electricity from Solar roof.

In 2022 and 2021, total SG&A expenses is 281.2M and 122.2M respectively, an increase of 159.0M.

### Selling, General, and Administrative (SG&A) Expenses

In 2022 and 2021, total SG&A expenses is 222.0M and 141.9M respectively, an increase of 72.6M. As a percentage of total revenue, the SG&A expenses is 10.5%, an increase of 4.8%.

The main drivers are related to loss in exchange due to appreciation in Thai Baht vs US Dollar, increase in logistic cost as an impact from Russia and Ukraine war, and increase in reserve for both expected credit loss and devaluation of inventory.

In 2022 the company posted a net profit of 408.6M, an increase of 79.6M vs a net profit of 329.0M in 2021 or an increase of 24.2%.

### Net Profit

In 2022 the company posted a net profit of 408.6M, an increase of 79.6M vs a net profit of 329.0M in 2021 or an increase of 24.2%

Major drivers for significant improvement are depreciation of Thai Baht vs US Dollar, significant reduction on freight cost, and continuing cost reduction from adopting circular economy.

### Financial Position (in comparison to as of 31 December 2021)

Overall financial position of the Company as of 31 December 2022, compared to the statement of financial position as of 31 December 2021, the balance of total assets which were 3,719.2M and 3,131.5M, respectively, an increase of 587.7M due to the following reasons;

As of 31 December 2022, total assets were 3,719.2M, an increase of 587.7M from the balance as of 31 December 2021 at 3,131.5M.

Total liabilities increased by 277.7M from 1,322.5M million as of 31 December 2021 to 1,600.2M as of 31 December 2022.

### Total Assets

As of 31 December 2022, total assets were 3,719.2M, an increase of 587.7M from the balance as of 31 December 2021 at 3,131.5M.

Major drivers are increase in trade account receivable related to growth in export sales and increase in inventory to support future sales. The increase in cash balance will be utilized on the short term loan pay back at the beginning of 2023.

### Total Liabilities

Total liabilities increased by 277.7M from 1,322.5M million as of 31 December 2021 to 1,600.2M as of 31 December 2022.

Major drivers are increase in short term loan and trade payable.

### Shareholders' Equity

As of 31 December 2022, total shareholders' equity was 2,119.0M, an increase of 310.0M from 1,809.0M as of 31 December 2021. This is entirely due to gain from 2022 profit from operations offset by dividend paid.

### Status Update for Subsidiary in India






For subsidiary in India, 2022 revenue is 286.5M INR, an increase of 151.0M INR or 111.4%. However, the subsidiary still experiencing the financial loss while the negotiation on cost actualization for actual material usage is still ongoing as well as loss in currency translation due to stronger baht.

Please be informed accordingly.

Yours sincerely,

Mr. Sompol Tanadumrongsak  
Managing Director

## 5 General and other important information

-  General information
-  Other important information
-  Legal disputes
-  secondary market.
-  Frequently contacted financial institutions.





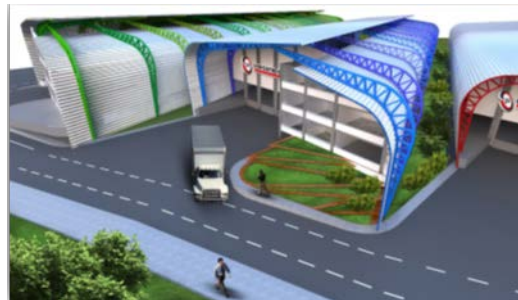
## 5.1 General Information



Company Name	: Fortune Parts Industry Public Company Limited
SET Symbol	: FPI
Registration No.	: 0107547000508 Head Office
Business Type	: Designing & producing automotive parts, designing product and produce mold for plastic parts, provide injection, chrome plating, painting and assembly services for all plastic products.
Head Office and Factory	: 11/22 Moo 20 Nimitmai Road, Lamlukka, Lamlukka, Pathumthani
Branch	: 99/10 Moo 20 Nimitmai Road, Lamlukka, Lamlukka, Pathumthani
Telephone	: 0-2993-4970-77
Facimile	: 0-2993-0602
Web Site	: <a href="http://www.fpiautoparts.com">http://www.fpiautoparts.com</a>
Registered Capital	:
Paid-up Capital	: Baht 378,257,483.50 with a par value of Baht 0.25
Company's Secretary	: Baht 378,257,483.50 with a par value of Baht 0.25
Investor Relation	: <ol style="list-style-type: none"> <li>Mr. Sompol Tanadumrongsak Telephone 0-2993-4970-77 ext. 112 e-mail: <a href="mailto:ir@fpi.co.th">ir@fpi.co.th</a></li> <li>Mrs. Nussara Tanadumrongsak Telephone 0-2993-4970-77 ext. 112 e-mail: <a href="mailto:ir@fpi.co.th">ir@fpi.co.th</a></li> <li>Mr. Sarayuth Ouybuan Telephone 0-2993-4970-77 ext. 112 e-mail: <a href="mailto:ir@fpi.co.th">ir@fpi.co.th</a></li> <li>Mr. Watchara Weraporasu Telephone 0-2993-4970-77 ext. 112 e-mail: <a href="mailto:ir@fpi.co.th">ir@fpi.co.th</a></li> </ol>

### Joint Venture Company

Company Name	:	FORTUNE-PARTS INDUSTRY ECUADOR CIA.LTDA.
Business Type	:	Designing, producing and wholesaling automotive parts and accessories in South America
Head Office and Factory	:	S/N KM 7 1/2 PANAMERICANA, SECTORSAMANGA,UNAMUNCHO, AMBATO, TUNGURAHUA, ECUADOR
Registered Capital	:	500,000 USD



### Subsidiary

Company Name	:	FPI AUTO PARTS INDIA PRIVATE LIMITED
Business Type	:	Designing, producing, and wholesaling automotive parts and accessories in India
Head Office and Factory	:	Plot No.673/4/6/7/8, 673/2274, Vill.-Gugalkota, P.O.Shahjahanpur, Alwar, Rajasthan, 301706
Registered Capital	:	315,757,249 INR





## Others Reference



Registrar	Thailand Securities Depository Co., Ltd.
Address	93 The Stock Exchange of Thailand Building, Ratchadaphisek Road,
Telephone	Dindaeng, Dindaeng, Bangkok 10400
Facimile	0-2009-9000
Website	0-2009-9991



Auditor	Grant Thornton Limited
Address	87/1 Capital Tower All Seasons Place 11th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Thailand
Telephone	0-2205-8222
Facimile	0-2654-3339
Website	www.grantthornton.co.th



Legal Advisor	Dej-Udom & Associates Ltd.
Address	942/142-3 Chan Issara Tower I, 9/FL., Rama IV Road, Bangkok 10500
Telephone	0-2233-0055, 0-2233-0068
Facimile	0-2236-6681
Website	www.dejudomlaw.com

## 5.2 Other important information

- None -

## 5.3 Legal Disputes

As of December 31, 2022, the company is not a party or a party. In the following cases

1. Cases that may have a negative impact on the company's assets which is higher than 5 percent of the shareholders' equity as of December 31, 2022
2. Cases that affect the business operations of the company Significantly But cannot assess the impact numbers
3. Cases that are not caused by normal business operations of the company




## 5.4 Secondary market

- None -

## 5.5 Financial institutions that regularly contact (only if the company issues debt instruments)

- None -

## Corporate Governance Policy

-  Overview of Corporate Governance policies and practices.
-  Business Ethics.
-  Major changes and developments in policies, practices and corporate governance system in the past year.



## 6.1 Overview of the Policy and Guidelines

### Corporate Governance Policy

Fortune Parts Industry Public Company Limited is an organization that adheres to conducting business under the principles of good corporate governance. Excellent management, ethics, transparency, verifiability, free from corruption. Focus on maximizing benefits for shareholders Consider the stakeholders. Develop personnel to be good, talented, knowledgeable, virtuous, and good quality of life. along with raising the standard of the automotive parts industry to international standards Develop products and services that are safe and environmentally friendly. To create competitive advantages based on realizing added value to products and creating balance in the business chain. for a stable and sustainable growth of the company By adopting good corporate governance principles for listed companies in 2012 of the Stock Exchange of Thailand (SET), good corporate governance principles of The Organization for Economic Co-operation and Development (Organization for Economic Co-operation and Development) : OECD) or OECD Principles of Corporate Governance, criteria for assessing good corporate governance of listed companies in the ASEAN region by the ASEAN Corporate Governance Scorecard (ACGS) and good corporate governance practices that are in line with international standards. to develop into a framework for the Company's operations for the Board of Directors, executives, and employees to adhere to as a guideline for their operations The main principles are as follows:

1. Have a vision for business operations that focuses on creating added value product development and services that are safe and environmentally friendly.
2. Perform duties with competence. Be efficient enough and take responsibility for their actions. own decision
3. Treat stakeholders equally, equitably, and fairly.
4. There is transparency in operations that can be audited. and disclose information with transparency and accuracy to relevant parties.
5. Have ethics and ethics in business operations.

In addition to building confidence for shareholders and investors according to the above principles Board of Directors Has established guidelines for corporate governance to lead to competitiveness and excellent performance. considering the long-term effects Fair and ethical business operations Respect the rights and have social and environmental responsibilities. Take care of all groups of stakeholders equally. including the ability to adapt under changing factors Therefore, the Good Corporate Governance Principles for Listed Companies 2017 (CG Code 2017) issued by the Securities and Exchange Commission (SEC) have been added to the Company's good corporate governance policy. as a guideline for the Board of Directors Which is the leader or the highest responsible person of the organization, has applied it as a practice to create sustainable value for the business. The CG Code 2017 has laid out 8 main principles for the committee as follows.



## นโยบายการกำกับดูแล | Corporate Governance



Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Principle 2: Define Objectives that Promote Sustainable Value Creation

Principle 3: Strengthen Board Effectiveness

Principle 4: Ensure Effective CEO and People Management

Principle 5: Nurture Innovation and Responsible Business

Principle 6: Strengthen Effective Risk Management and Internal Control

Principle 7: Ensure Disclosure and Financial Integrity

Principle 8: Ensure Engagement and Communication with Shareholders

### 6.1.1 Policies and guidelines related to the Board of Directors

Board of Directors The company consists of knowledgeable people. Expertise and experiences that can benefit the Company as well, with dedication and full time in performing their duties according to their responsibilities The Board of Directors is appointed by the shareholders. to supervise the Company's operational guidelines Appoint management to be responsible for business operations. including the appointment of specific committees to be responsible for specific matters assigned and to appoint the Company's auditor Including the appointment of the company secretary. Responsible for conducting the meeting and compliance with the law The topics related to policies and practices related to the Board of Directors are specified as follows:



## 1. Structure of the Board of Directors

The Board of Directors has established a diversity policy for the Board of Directors which must consist of gender diversity, professional skills and competency components of the Board of Directors (Skill Matrix), such as engineering, factory management, accounting, finance, management and business administration, etc., consisting of non-executive directors with relevant work experience with the company and knowledge of the company's business at least 3 people, at least 1 person in law, and at least 1 person in accounting and auditing, finance, capital management Civil society, enterprises, communities, natural resources, environment at least 1 person, including the Board of Directors must consist of independent directors. which must have Independent according to the Company's qualifications for independent directors, which are consistent and more stringent than those specified in the announcement of the Board of Directors. Member of the Capital Market Supervisory Board and must be at least one-third of the entire Board of Directors. And there are not less than 3 persons, which at present the number of independent directors exceeds than required by law The amount is appropriate and in accordance with the resolution of the shareholders' meeting. with a clear scope of duties and responsibilities There is an appropriate balance of power. does not give any person or group any unrestricted power.

The composition of the Board of Directors consists of non-executive directors. Executive Directors and have at least the number of independent directors stipulated by the Securities and Exchange Commission.

### 1.1 Diversity in the structure of the Board of Directors

Board of Directors Consists of 11 experienced, professional, skilled, and specialized directors from a variety of fields, consisting of:

	1	2	3	4	5	6	7	8	9	10	11	Total
Independent Director							✓	✓	✓	✓	✓	5
Non-Executive Director	✓	✓		✓	✓		✓	✓	✓	✓	✓	9
Executive Directors			✓			✓						2
Sex	W	M	M	M	M	W	M	M	M	M	W	Man 8 Woman 3

5 Independent directors (more than 1/3 of the entire Board of Directors) \* 45.45% of the Board of Directors

9 Non-executive directors, 81.82% of the Board of Directors (5 of them are independent directors)

2 Executive directors 18.18% of the Board of Directors

The Board of Directors consists of 3 female directors, accounting for 27.27% and 8 male directors, accounting for 72.73% of which the structure of the directors has been completed. and the company does not have a director who holds positions in more than 5 listed companies.

First-Last Name	Position	As of 31 December 2022, the Board of Directors comprises of nine members as follows			
		Year of appointment	Last Elected Year	Type of Director	Next election
1.Mrs. Raweewan Mathong	Chairman of the Board	20/9/1991	2022	Chairman of the Board	
2. Mr. Sangcharean Tanadumrongsak	Chairman	20/9/1991	2021	Chairman	
3. Mr. Sompol Tanadumrongsak	Director, Executive Chairman, corporate governance committee, Vice Chairman of the Risk Management Committee, Vice Chairman of Anti-Corruption Working Group, Managing Director	20/9/1991	2021	Executive Directors	
4. Mr. Somkit Tanadumrongsak	Director,	20/9/1991	2020	Non-Executive Director	2023
5. Mr. Yanyongchai Tanadumrongsak	Director,	20/9/1991	2020	Non-Executive Director	2023
6. Mrs. Nussara Tanadumrongsak	Director, Executive Vice Chairman, corporate governance committee, Risk Management Committee, Anti-Corruption Working Group, Deputy Managing Director	4/4/2017	2022	Executive Directors	
7. Mr. Suthanai Presertsan	Independent Director and Audit Committee, Chairman of the Audit Committee Chairman of the Corporate Governance Committee Vice Chairman of the Risk Management Committee Vice President of the Anti-Corruption Working Group	4/4/2017	2020	Independent Director	2023

First-Last Name	Position	As of 31 December 2022, the Board of Directors comprises of nine members as follows			
		Year of appointment	Last Elected Year	Type of Director	Next election
8. Mr. Anant Gatepithaya	Independent Director/ Audit Committee, Nomination and Remuneration Committee, Chairman of the Risk Management Committee Chairman of the Anti-Corruption Working Group	20/9/2004	2021	Independent Director	
9. Mr. Pumipat Sinacharoen	Independent Director/ Audit Committee, Chairman of the Nomination and Remuneration Committee Vice Chairman of the Corporate Governance Committee	20/9/2005	2022	Independent Director	
10. Mr. Anantachai Yoonprathom	Independent Director/ Audit Committee, Member of the Nomination and Remuneration Committee Vice Chairman of the Corporate Governance Committee	4/4/2017	2020	Independent Director	2023
11. Ms. Parichatra Laotheerasirivong	Independent Director/ Audit Committee,	22/4/2019	2021	Independent Director	

## 1.2. Criteria and Process for Nomination and Appointment of Directors

The board will ensure that the company There is a transparent director nomination process. By appointing a person with leadership, vision, professional skills, knowledge, ability, experience in business and related businesses. Specialization (skill Matrix) and not limited to gender It is also in line with the company's business strategy. as well as having the highest responsibility for the Company's performance. Is determined to lead the organization to grow and grow steadily be accurate are free to express their opinions and making decisions for the best interests of the Company for those who will be independent directors. Must have the qualifications of being an independent director as specified by the Company. which will be more stringent than the requirements of the Securities and Exchange Commission (Qualifications of independent directors of the Company can be found in the management structure section)

Criteria and Process for Nomination and Selection of New Directors: If a director is vacant, the Nomination and Remuneration Committee will be responsible for considering the nomination of new directors The criteria is

to consider the qualifications. knowledge, ability, work experience Necessary skills that are still lacking in the Board of Directors in accordance with the business operations of the Company to perform their duties fully as well as not having prohibited characteristics according to laws and good corporate governance principles. will be considered from the director pool (Director Pool), which will create diversity in the structure of the Board of Directors and prepare the Board Skill Matrix to determine the qualifications of the directors who want to be recruited. in accordance with the business operations of the company for example, in the event that the company has a new business strategy apart from the existing business. The nomination of directors should recruit qualified persons. specific skills and experience to match the new business that the Company will continue to operate. The Nomination and Remuneration Committee is responsible for screening the qualifications and suitability of applicants. Nominees or directors who are due to retire by rotation by proposing the opinions to the Board of Directors for consideration and approval and including in the agenda of the ordinary shareholders' meeting for the shareholders' meeting to appoint them as directors; By considering the following qualifications:

**Qualifications of Directors:** Persons holding the position of Company Directors Must be knowledgeable, competent, and ready to perform duties. and have at least the following qualifications:

- (a) Having the qualifications and not having prohibited characteristics as specified in the law on public companies And must not have any characteristics that indicate a lack of suitability to be entrusted to manage the company from shareholders. According to the announcement of the Securities and Exchange Commission
- (b) Have knowledge, skills, professions, experiences and expertise in specific fields; Especially related to the production of automotive parts. Future automotive technology and international trade depending on the suitability of the company's situation at that time according to the structure of the Board of Directors with diversity the recruitment and appointment of company directors will be based on knowledge and competence. and use diversity criteria for consideration.
- (c) Able to fully devote oneself especially when making important decisions and acting in the interests of the Company and attending the Board of Directors' meeting and able to hold shareholders' meetings every time unless there is a force majeure
- (d) Be a person with morality, ethics and any other additional qualifications according to the law or as appropriated by the Board of Directors.

### 1.3 Director's term of office

At every annual general meeting of shareholders 1/3 (one third) of the total number of directors shall retire from office. If the number of directors cannot be divided exactly into three parts the number nearest to one-third shall be issued. Directors who retire by rotation may be re-elected. The appointment of new directors to replace those who are due to retire by rotation is shown in (Corporate Governance Structure section).

## 1.4 Director's position in other companies

To ensure that the directors can devote their time and be able to perform their duties and responsibilities in the Company. sufficiently The Board of Directors determines the number of companies that each director will hold positions in accordance with the regulations of the Stock Exchange of Thailand and the SEC as follows:

1. Board of Directors Will hold a directorship in not more than 5 companies listed on the Stock Exchange of Thailand and abroad (including the company). in no more than 5 listed companies
2. A director of the company can be the chairman of the board. Executive Directors or authorized director one or more companies in other companies, no more than 3 business groups (excluding companies). Count each company as one business group.
3. Directors must disclose information about holding directorships in other companies to the Company. know according to official requirements and the Company's regulations (Attachment 2 Details of Directors of Subsidiaries)

## 2. Performance of supervisory duties

### 2.1 Roles and responsibilities of the Chairman

The Chairman plays an important role in overseeing and supporting the Board of Directors to perform their duties fully in accordance with the established directions and strategies. for the best interests of the Company and its shareholders The Chairman of the Board plays a leading role in the Board of Directors. The duties of the chairman are:

1. Supervise, monitor, and ensure that the Board of Directors performs its duties efficiently. And achieve the main objectives and goals of overseeing and promoting ethics and good corporate governance.
2. Determine the agenda of the Board of Directors' meeting. by discussing with the Managing Director and there are measures to take care of the matter Important items were included in the agenda of the meeting.
3. Allocate enough time for the Board of Directors' meetings for the management to propose matters. And the directors will discuss important issues completely. and encourage directors to use their discretion carefully and express their opinions independently.
4. Strengthen good relationships between executive directors and non-executive directors. and between the Board of Directors and the Management

### 2.2 Principles of duties of the Board of Directors

In performing its duties, the committee must adhere to the following principles:



1. Understand and act on governance Including understanding the acceptable risk (Risk Appetite) of the Company
2. Perform duties according to "Accountability", "Duty of Loyalty" and "Duty of Care" according to Thai laws and regulatory standards.
3. Avoid having interests and causes that lead to such interests. including setting and enforcing various measures to control and avoid conflicts that may arise from the Company's personnel. liaison with third parties or other organizations
4. Dedicate enough time and energy to perform duties according to their responsibilities.
5. Avoid participating in the day-to-day management of the Company, except executive directors.
6. Receive management information so that the Board of Directors can perform its duties to achieve its goals, which is the duty of the Board of Directors. to decide what kind of information they want
7. Do not participate in decision-making on matters in which the Company's directors or persons related to or related to the Company's directors have interests. This causes the directors of the Company to be unable to perform their duties fully and not comply with the relevant laws or regulations.
8. Supervise senior executives of the company by virtue of authority and duty to inquire and obtain clear explanations from executives. Including requiring sufficient information and time to consider the performance of the executives.
9. Keep confidential business information of the company and customer information from leaking to other people. Including not using confidential information of the company and customers to seek benefits both deliberately and unintentionally Unless it is consented by the company or in accordance with the law.

### 2.3 Authority of the Board of Directors

The board plays an important role in setting policies. taking care of the company There are work processes and adequate resources to ensure that the operations are in accordance with the established policies. and ensure that there is a system for monitoring, controlling, and auditing policy compliance. Emphasize and support the creation of innovations that create value for the business along with creating benefits for customers or related parties. And have social and environmental responsibility. The Board of Directors approves the vision, mission and business strategy of the Company. and to supervise the management to implement the Company's vision, mission, and strategies, as well as review the vision, mission, and business strategies annually in line with the changing economic and competitive conditions. of the board are as follows

### 2.3.1 Policy

The Board of Directors is responsible for approving policies, considering, and approving important matters related to the Company's operations such as vision, mission, business ethics, code of conduct, goals, and strategic plans for business operations. annual budgets approve financial statements and supervise the management to implement the specified policies.

### 2.3.2 Supervise the business to comply with official regulations.

The Board of Directors is responsible for overseeing the Company's operations. to comply with laws, rules, regulations and various practices relevant official To ensure that the company conducts business correctly and transparently. Free from corruption under the principles of good corporate governance

### 2.3.3 Internal control

The Board of Directors is responsible for supervising the Company. Have good internal control measures There is a management system that is effective enough to meet the acceptable risk level. are suitable for the nature of work or the operational process of that department by assigning the Audit Committee to monitor the internal control regularly. Evaluate the effectiveness and adequacy of internal controls periodically. To improve the internal control measures to be more concise and suitable for the changing situation. and regularly report to the Board of Directors

### 2.3.4 Risk management

The Board of Directors is responsible for supervising the Company. Have a risk management policy risk management process and efficient risk reporting Provide various risk management tools adequately and covering all aspects of risks Supervise the management to control the company's risks. to be at an appropriate and acceptable level Arrange for a regular review of the risk management process. and guidelines for anti-fraud and corruption for directors, executives, and employees of the Company Take it as a guideline for your work. All personnel are required to be responsible for internal control and maintaining an effective internal control system. and regularly report to the Board of Directors (As disclosed in the topic "Risk Management and Risk Factors")

### 2.3.5 Perform duties as a director with good governance

Directors must perform their duties with integrity. not seeking personal benefits and shall not participate or be involved in making decisions in transactions or businesses in which they have direct or indirect interests Monitor the performance of the management in accordance with the established policies and strategies. supervise the company Have written business ethics or employee code of conduct. Supervise the Company to have an appropriate segregation of duties and check and balance.

### 2.3.6 Director's stakeholder report

Every director has a duty to report his or her interest. both own interests and those of related persons as required by law by preparing a report on stakeholder according to the form provided by the Company Determine and certify the accuracy of information in the report. And deliver to the company within the specified time so that the company can collect and present to the chairman. and Chairman of the Audit Committee the Company shall sign to acknowledge such report every quarter. executives and related persons to the Board of Directors for acknowledgment. And recorded in the minutes of the Board of Directors' meeting.

### 2.3.7 The company has assigned a responsible person or supervisory agency.

Establish a Compliance Unit to supervise operations (Compliance) by appointing Mr. Sarayuht Ouybuan, Company Secretary. Starting from July 1, 2022, the Compliance Department has overseen corporate governance as follows:

- (1) Promote and disseminate corporate governance policy, business ethics and work practices.
- (2) Study, improve, evaluate, review and recommend the principles of corporate governance and business ethics and work practices of the company to be up to date. according to the laws and regulations of the Stock Exchange of Thailand of Thailand and the Securities and Exchange Commission and stock exchange and good practices of leading organizations that are international standards.
- (3) Supervise the assessment of compliance with the governance policy. business and business ethics and code of conduct in the work of the company, including reviewing the application of the CG Code principles to the business operations of the company Including supervising the anti- Corruption By reporting to the Board of Directors every quarter through the Audit Committee.
- (4) Perform other tasks as assigned by the Audit and Corporate Governance Committee.

### 2.3.8 The company sets a policy for the number of meeting quorum 1/2.

The Company sets a policy for the minimum number of quorums at the time the Board of Directors votes on the meeting. There must be no less than half of the total number of directors.

### 2.3.9 The company discloses policies and criteria for managing directors and executives.

**2.3.9.1 Criteria and process for recruiting managing directors and senior executives** The company has criteria and processes for recruiting the managing director and top executives. By assigning the Nomination and Remuneration Committee is responsible for recruiting, selecting, and nominating qualified persons, knowledge, suitable qualifications to propose to the Board of Directors for consideration and appointment with the following criteria:

1. Consider the appropriateness of knowledge, experience, competency, specific skills that are beneficial to the company. or involved in the core business or industry in which the Company operates This is in line with the company's business strategy and direction.
2. Consider diversity in terms of gender, age, race, nationality, expertise, skills, and experience. knowledge and ability both academically and factors supporting sustainability have a good image Have leadership and conduct themselves in accordance with good corporate governance principles. in order to obtain high-level executives who can perform their duties efficiently

**2.3.9.2 Determine the remuneration policy for the managing director.** Including the evaluation of the managing director's performance. Remuneration of Managing Director Its purpose is to reward success in implementing short-term and long-term strategies. Including the performance that the Managing Director Built for the company as assigned by the Board of Directors. by the Nomination and Remuneration Committee be an appraiser and presented to the Board of Directors for approval. It is considered confidential information that only individuals cannot disclose. There are criteria for evaluating the managing director for both short-term and long-term remuneration, divided into 2 parts:

1. Indicators to measure the success of the organization according to business plans and short-term strategies
2. Factors that support transparent and sustainable growth, which will cover Defining and implementing planning strategies and financial performance Administration and personnel relations The ability to lead an organization as well as solving problems that affect the organization and its stakeholders. and bonus payments of managing director This must be approved by the Board of Directors. (Details of the disclosure of remuneration for the Managing Director are stated in Section 7.4.3 Total Remuneration of Executives)

**2.3.9.3 Evaluation of the performance of senior management** Board of Directors and Nomination and Remuneration Committee The performance of senior management is measured annually in the form of key performance indicators (KPIs) compared to the targeted KPIs. which is linked to the rate of compensation received in accordance with the criteria set by the Nomination and Remuneration Committee. will consider such compensation is properly defined according to the company's remuneration structure and compare from

- 1) Compensation survey data from trusted institutions, organizations and agencies
- 2) GDP growth rate Inflation rate and net profit for the past 5 years, including considering the performance And in line with the obligations and responsibilities assigned by the Annual Registration Statement / Annual Report 2022 Form 56-1 ONE REPORT

**2.3.9.4 Preparation of a succession plan for top executives** along with presenting guidelines for implementing a succession plan of Managing Director and Deputy Managing Director to ensure that the company has knowledgeable executives Sufficient ability to perform duties as follows:

- (1) The Board of Directors has established a plan for the development of executive potential in order to prepare a succession plan, comprising the Managing Director. and Deputy Managing Director
- (2) Nomination and Remuneration Committee Consider the competency and experience of each job position. to select executives with qualifications in accordance with the requirements Able to inherit the work of each job position.
- (3) Managing Director assesses performance and knowledge. competence of qualified executives Compared to the desired competency level, to prepare an individual development plan to close the competency gap.
- (4) Assign the Human Resources Department Responsible for supervising training and develop knowledge The ability of the successor to the position of Deputy Managing Director
- (5) Managing Director Organize the rotation of duties and responsibilities of executives. and assigned executives at the level of deputy managing director Attend the Executive Committee Meeting To gain understanding, experience, and readiness to manage the organization in the future.
- (6) Managing Director performance report and development results according to the individual development plan of the executives to the Nomination and Remuneration Committee twice a year.
- (7) Nomination and Remuneration Committee review and sum up

Preparing a succession plan for the Managing Director's position and Deputy Managing Director Regularly and report to the Board of Directors twice a year. In order to assess the successor's readiness within the organization, if not ready to consider external recruitment. The criteria for selection within the organization will be used as follows:

1. Qualifications must comply with Competency.
2. Have experience in a comprehensive field.
3. Have the readiness to manage the organization.
4. Having a good relationship with external organizations and the Board of Directors.

#### **2.3.9.5 Supervision of the use of inside information**

1. The company has determined that directors, executives, and employees who receive significant inside information that may affect changes in securities trading prices Must suspend trading of the company's securities in the period of 1 month prior to the company's performance announcement. or that inside information will be disclosed to the public



2. Directors and executives, it is responsible for reporting stock purchases/changes in securities holdings. This includes spouses and minor children. As well as related persons according to Section 59 of the Securities and Exchange Act 1992 within 3 business days from the date of purchase, sale, transfer, or acceptance of transfer of securities to the Office of the Securities and Exchange Commission, including prohibiting the trading of the company's securities. In the 1-month period prior to the release of the financial statements to the public (including additional amendments)
3. Directors and executives are required to report the purchase-sale of shares/change in securities holding to the Office of the Securities and Exchange Commission. And must notify the company at least 1 day in advance before trading securities. Through Company Secretary And report to the Audit Committee every quarter. The Audit Committee will consider the holding of securities and report to the Board of Directors every quarter in 2022.
  1. No cases of corruption offenses
  2. There is no case where a non-executive director resigns due to the issue of corporate governance of the company.
  3. The Board of Directors and executives of the Company have no ethical violations.
  4. The company has no history of violating the regulations of the Securities and Exchange Commission / Stock Exchange of Thailand.

### 3. Remuneration for Directors

1. The Board of Directors will determine the criteria, composition and fair remuneration for directors at an appropriate level. By using the principles of fiduciary duty and in a manner comparable to the level practiced in the industry, experience, duties, scope of roles and responsibilities. (Accountability and Responsibility) including benefits expected from each director. Directors who are assigned more duties and responsibilities, such as being members of sub-committees, should also receive additional remuneration at an appropriate rate.
2. Nomination and Remuneration Committee Directors' remuneration will be reviewed annually. and proposing to the Board of Directors for approval and inclusion as an agenda of the Annual General Meeting of Shareholders for approval by the Annual General Meeting of Shareholders every year.
3. The Board of Directors shall ensure that the Company discloses the remuneration of individual directors in Report 56-1 (Remunerations for Directors and Executives).

#### Directors' remuneration

The Board of Directors plays an important role in formulating strategies, policies and supervising the operations of the Company to achieve its goals. The Board of Directors may consider granting remuneration to the Board at an appropriate rate. consistent with the performance of the company and the level practiced in the industry by the Nomination Committee will consider the pension and proposing it to the Board of Directors for approval and inclusion in the agenda of the Annual General Meeting of Shareholders for approval by the

shareholders' meeting. Disclose the remuneration of individual directors in various reports. According to official requirements, such as the 56-1 report in 2022 (shown in Remuneration for directors and executives, item 8.1.2)

#### 4. Independence of the Board of Directors from the Management

##### 4.1 Segregation of positions and checks and balances of non-executive directors

1. Chairman and Executive Chairman not the same person and have different responsibilities.
2. The chairman does not hold any position. in sub-committees
3. Company directors (except executive directors) shall not be employees of the Company and shall not participate in the normal day-to-day management of the Company. There will also be a clear separation of duties and responsibilities between the Board of Directors and the management.

##### 4.2 Roles and responsibilities of the Chairman Executive Chairman and Managing Director

Chairman To support the operation of the management department. but did not take part in the normal day-to-day management of the Company The main role is to supervise the performance of the Board of Directors to be effective and independent from the management. Set the meeting agenda according to the duties and responsibilities of the Board of Directors together with the Chief Executive Officer and the Managing Director. The Chairman of the Board of Directors effectively presides over the Board of Directors' meetings and shareholders' meetings. Encourage all directors to participate in the meeting. and ensure that the directors adhere to the principles of good corporate governance and the Company's business ethics. as well as being responsible to the shareholders and relevant stakeholders. in the sub-committees which are specified within the scope of duties of the Board of Directors and all sub-committees in order to have a clear and appropriate division of duties and operations in terms of independence

##### Chairman

The Board of Directors appoints the Chairman. According to the company's regulations The Chief Executive Officer has a duty to determine the vision, mission, strategy and to ensure smooth operation of the Company under the policies set by the Board of Directors. The Chairman of the Board of Directors is the person with the highest responsibility for the operations of the entire company.

##### Executive Chairman and Managing Director

Is the highest commanding officer in the organization at the Board of Directors Elect and appoint from one director according to the Company's Articles of Association. Responsible for managing the Company according to policies, work plans, budgets and under the authority given by the Board of Directors. and specified in the Company's Articles of Association

#### 4.3 The Board of Directors arranges meetings among non-executive directors. without the management attending

The Company has a policy for non-executive directors to (Non-Executive Director: NED) can meet among themselves. To discuss various issues, whether related to business or other matters of interest. without the management involved At least once a year. For the year 2022, a meeting of non-executive directors was held 1 time on February 25, 2022, where the Chairman of the Board brought the issues to discuss the business restructuring. And the results of the meeting were reported to the Board of Directors for their acknowledgement. It is included in the agenda of the Board of Directors' meeting. To provide opportunities for directors to discuss and express their opinions together.

### 5. Development of directors and executives

1. The Board of Directors will promote and support in educating directors in performing their duties as directors of the Company. By training courses organized by the Thai Institute of Directors Association (IOD) related to directors at least 1 course, namely Director Accreditation Program (DAP) or Director Certification Program (DCP), including any other courses related to corporate governance. good affairs Performing duties as a director under the provisions of the law and requirements of relevant official agencies or business operations of the Company to enhance the ability to supervise The company is responsible for all expenses.

2. The Board of Directors will supervise the management to organize internal training courses of the company. for directors to increase their knowledge in relation to the business operations of the Company and responsibilities as a director of the Company

3. Board of Directors An orientation for all new directors is required. to create knowledge and understanding in business Including various operations of the company in order to prepare for the performance of duties of the directors. It has a policy to foster knowledge and new perspectives for all directors. in learning corporate governance industry technology business and new innovations in order for directors to be able to assume their duties as soon as possible and efficiently The company secretary acts as a coordinator. in various matters as follows:

1. Things to know: Business Structure Director structure scope of authority Laws to know
2. General business knowledge: operational guidelines, various policies, and visits to the production process.
3. Arrange a meeting Discuss with the entire Board of Directors for in-depth information about business operations.
4. The Board of Directors shall ensure that the Company discloses information on training and director development in various reports. according to good corporate governance principles such as annual reports

In 2022, the Company did not recruit new directors. but for directors to be informed of current information The company has reported important changes in laws, criteria such as corporate governance policy. Anti-Corruption Business Ethics ASEAN CG Scorecard criteria that directors should know.

## Director training

The company has directors who are knowledgeable, capable, and always seek knowledge in their duties and business and the company encourages all directors to study and provide additional training. To continually increase knowledge about the duties of a director, including

1. All directors have attended training courses with the Thai Institute of Directors Association (IOD). Encourage directors to attend other training courses Related This creates a useful perspective to apply to the business of the company. In addition, the company's senior executives also participated in discussion activities to exchange ideas knowledge seminar activities in various fields that are related to operations as well as being a guest speaker in various seminar activities to exchange knowledge, experiences, and opinions with other agencies as well.

## 6. Performance Evaluation of Directors

Board of Directors Assessment of the performance of the Board of Directors Individual and group Regularly at least once a year to be aware of problems and obstacles. during the past year and to make the work of the Board more effective because he clearly knows his own responsibilities and to help improve the relationship between the Board of Directors and the management Including guidelines for improvements in accordance with good corporate governance principles. using the form provided by the company Improved from the sample self-assessment form of the board of directors of the Stock Exchange of Thailand. as appropriate and consistent with the characteristics of the Board of Directors The evaluation criteria are as follows: operating results, policies, solutions to corrective actions if they do not meet the requirements, preparation before attending the meeting, the company's corporate governance practices, the duties of the Chairman and follow-up on risk management, etc. Take the scores from the self-assessment committee. Let's analyze the statistical data. and notify the Board of Directors of the assessment results. to lead to further action by the management In addition, in 2022, the Company has evaluated all sub-committees, namely the Audit Committee. Nomination and Remuneration Committee Risk Management Committee and the Corporate Governance Committee Anti-Corruption Working Group The evaluation criteria are as follows:

1. The structure and qualifications of sub-committees are appropriate. make work efficient.
2. Sub-committees perform their duties in meetings efficiently.
3. Roles, duties, and responsibilities of sub-committees **(Details of the evaluation are given in Section**

### 8.1.1 Selection, Development and Performance Evaluation of the Board of Directors.)

## 7. Supervision of operations of subsidiaries

Board of Directors has given approval to set guidelines for supervising the Company and its subsidiaries to have operational / management guidelines that are consistent and in accordance with the organization's business operation framework to supervise the operations of the company and its subsidiaries to be more efficient. has assigned the Chief Executive Officer to have the authority to determine policies, criteria, requirements and

procedures for appointing employees or any person. to hold a director position in a subsidiary company which is defined in the Company's personnel management regulations The person appointed as a director of the subsidiary company Has a duty to act for the best interests of the company in which he holds the position of director.

In addition, the Board of Directors has supervised the important policies of subsidiaries such as management policies Good Corporate Governance Policy Compliance Policy financial accounting policy Safety, Occupational Health and Environment Management Policy Social Responsibility Policy Personnel Management Policy as well as other important policies to ensure compliance with and in accordance with the requirements and rules of the Office SEC, SET and related laws.

### Compliance with good corporate governance principles in other matters

The company has completely complied with the principles of good corporate governance. By adding more practices in terms of qualifications of directors that do not have gender restrictions. nationality or religion and policy formulation, diversity, knowledge, and competency of directors Determine the period of strategy review. “Annually” The Board of Directors Arrange for an evaluation of the performance of every sub-committee to assess the annual performance. Provide financial, accounting, tax and budget policies of the Company. to use as the same standard Added the scope of duties of the Corporate Governance Committee on social responsibility to be in line with the current duties. Organize risk assessments that may occur in all dimensions, including the assessment of potential corruption risks to the Company. and establishing an internal control framework of the organization which aims to cover corruption risk assessment at the process level and establishes a process for evaluating the Company's internal control system on a regular basis to ensure that the Company There is an internal control system that is sufficient and suitable for business operations. Emphasis on prevention of fraud, corruption and money laundering Best Practices Regarding the Period to Refrain from Trading the Company's Securities of directors and executives using information within 30 days prior to the disclosure of financial statements, etc.

## 6.1.2 Policies and practices relating to shareholders and stakeholders

Board of Directors It has a policy to allow shareholders to take part in managing the business. and giving more opinions on business operations Therefore, the shareholders are given the opportunity to receive various rights such as the right to receive sufficient information in a timely manner in a suitable format for decision making, the right to attend and vote at the meeting of shareholders. to decide on significant changes in the Company's policies Right to elect and remove directors Right to approve the appointment of an auditor and the right to profit sharing Shareholders have ownership rights by controlling the company through the appointment of a board of directors to act on their behalf. Shareholders have the right to make decisions about significant changes in the company, including matters affecting the company such as the allocation of dividends. Prescribing or amending the Articles of Association and Memorandum of Association capital reduction or capital increase and approval of extraordinary items from the past year's guidelines the board is confident that Shareholders are involved in making important decisions of the company. as well as ensure that the disclosure of meeting resolutions and the preparation of minutes of the shareholders' meeting To be accurate and complete according to basic rights

### 6.1.2.1 The Rights of Shareholders



The Company realizes the importance of shareholders' rights. With the responsibility to manage the Company with care and prudence, taking into account the rights and equality of shareholders and maintaining the best interests of the shareholders. by the Company's shareholders have the following basic rights:

1. Right to buy, sell or transfer shares.
2. The right to attend the shareholders' meeting.
3. The right to grant proxy to others to attend and vote at the meeting.
4. Right to propose additional meeting agenda
5. Right to receive dividends
6. The right to nominate a person to be a director.
7. The right to vote for election or removal of directors individually.
8. Right to vote on the appointment and determination of auditor's remuneration
9. The right to vote on various agendas of the Company.
10. The right to express opinions and ask questions at the shareholders' meeting and submitting questions in advance.
11. Right to receive information and information of the Company sufficiently and timely
12. Facilitating shareholders to fully exercise their rights to attend the meeting and vote.

The Company places importance on and respects the rights of every shareholder. Regardless of whether the shareholders are minor, major, institutional investors or foreigners. can be summarized as follows

1. Providing important and necessary information for shareholders about business operations clearly and in a timely manner Although some matters are not in the criteria required by law to be disclosed, if the Company deems it necessary for shareholders to be informed, such information will be disclosed through the Company's website. and the information dissemination system of the Stock Exchange of Thailand immediately

2. Arrangement of the 2022 Annual General Meeting of Shareholders on Friday, April 22, 2022 at 2:00 p.m. at SC Park Hotel, Ratchada Ballroom (6th floor), No. 474 Soi Ramkhamhaeng 39 (Thepleela 1), Khwaeng Pavilion, Wang Thong Lang District Bangkok, the company has taken care of the shareholders. attending Facilitates the meeting on various matters completely, which can be summarized as follows.

### Before the meeting

1. Opportunity for shareholders to propose matters to be considered as the agenda of the meeting. and nominate qualified persons to be considered for election as directors prior to the 2022 Annual General Meeting of Shareholders, along with announcing the criteria for nominating candidates and specify clear steps Between October 25, 2021, and December 31, 2021, notified through the channels of the SET Including published on the company's website. <https://www.fpiautoparts.com/ir> in the section "Shareholder Information" the shareholders' meeting, to demonstrate the right to shareholders. as well as treating all shareholders fairly and equally. by the subject proposed or nominated person will be considered in accordance with the criteria set by the Company by the Nomination and Remuneration Committee will consider selecting qualified persons and the Corporate

Governance Committee will consider and screen matters that should be proposed as an agenda item in accordance with the specified criteria. before proposing to the Board of Directors' meeting for reconsideration. The results of the consideration together with reasons will be informed to the shareholders at the shareholders' meeting as well. It turns out that in 2022 there was no shareholder proposing an agenda. and nominate persons to be considered for election as directors to the Company

2. In order for all shareholders to receive clear, sufficient information and have time to study the information in advance, the Company has informed the news to the SET. To disseminate to shareholders immediately after the Board of Directors on February 25, 2022 resolved to set the date for the 2022 Annual General Meeting of Shareholders on Friday, April 22, 2022, including notifying the date of entitlement to Shareholders attending the meeting (Record date) on March 16, 2022 by notifying through the Company's website as well.

3. Disseminate the meeting invitation letter. Both in Thai and English on the company's website. in advance more than 30 days prior to the meeting date along with meeting documents Procedure for proxy Important documents used in attending meetings and convenient proxy And it's not difficult to attend the meeting, along with a map to travel to attend the meeting. and telephone numbers for convenient inquiries regarding meeting attendance, set meeting agendas Objectives and reasons for the opinions of the Board of Directors on each proposed agenda with clearly illustrated information and sent the invitation letter to shareholders in advance by mail 21 days prior to the meeting date.

4. In case the shareholders are unable to attend the meeting in person, the company Opportunity for shareholders to appoint an independent director who has no interest in the proposed agenda or any person to attend the meeting on their behalf. They can choose to use any of the proxy forms prescribed by the Ministry of Commerce that the Company provides. was delivered together with the invitation letter of the meeting which the Company It is recommended to use a form in which shareholders can determine their voting direction. Download the proxy form Both Thai / English through the Company's website for convenience and speed of the shareholders. In addition, the Company also gives the right to shareholders who attend the meeting after the chairman of the meeting has opened the meeting. Can attend the meeting and vote on the agenda that is being considered and has no resolution yet. and counted as a quorum starting from the agenda of the meeting onwards The number of shareholders attending the meeting will be recorded in the minutes of the meeting.

### Shareholders' Meeting Day

1. The Company held the shareholders' meeting on Friday, April 22, 2022 at 2:00 p.m. at SC Park Hotel, Ratchada Ballroom (6th floor), No. 474 Soi Ramkhamhaeng 39 (Thepleela 1), Plubpla Subdistrict, Wang Thonglang District. Bangkok The Company has considered the venue of the meeting that shareholders can conveniently travel. And prepare a meeting room that can accommodate a large number of shareholders attending the meeting so that shareholders can attend the meeting and ask questions. As well as expressing various opinions within the same meeting room. This will make the meeting run smoothly. and efficient In addition, there was also an exhibition to educate about the business and performance of the company. along with speakers who are employees of the

company Area in front of the meeting room for shareholders to get information and inquired about the Company's operations in various fields as well as preparing food and beverages sufficient for the number of attendees as well

2. The company has set up a legal meeting procedure. and considering the convenience Rights and equality of shareholders are the main principles. By providing registration for the meeting with a barcode system (Barcode) for convenience. Make the registration process faster and provide staff with appropriate and sufficient technology to facilitate the examination of shareholder documents in advance It opened for shareholders to register more than 2 hours before the meeting.

3. At the 2022 Annual General Meeting of Shareholders, 9 out of 11 directors attended the meeting, the vice chairman of the board as shareholders. The Chairman of the Audit Committee was proposed to act as the chairman of the meeting. and the chairman of all committees attended the meeting. along with senior executives, auditors, legal advisors rights protection volunteer There were also lawyers and volunteer shareholders who acted as witnesses in the vote counting. and announced the number of attendees and the total number of shares entitled to vote to the meeting. In the 2022 Annual General Meeting of Shareholders, there were 30 attendees in total. and count the votes for shareholders' acknowledgment before the start of the meeting. chairman of the meeting The meeting was organized according to the agenda. without adding any agenda other than those specified in the meeting invitation letter. Ballots were provided for every agenda, including approval, disagreement and abstention. The chairman of the meeting allocated sufficient time to allow shareholders equal rights to express their opinions and ask questions on matters related to the meeting agenda and the Company's operations. The chairman of the meeting assigned the sub-committee chairman to as well as the Chief Executive Officer and Managing Director and relevant high-ranking executives answered shareholders' questions on various issues. In addition, important questions and opinions were completely recorded in the minutes of the meeting.

4. The Company has given the right to select and appoint directors who are due to retire by rotation according to the Company's regulations. It also gives shareholders the right to approve the remuneration for the Board of Directors. and sub-committees as well, with details about each director nominated for election. along with details about the remuneration of the Board of Directors and sub-committees sufficiently for the shareholders to be able to use for their consideration. In addition to the aforementioned rights of shareholders, the Company does not impede or create obstacles in providing opportunities for shareholders to communicate with each other.

### After the shareholders' meeting

The Company disclosed the resolutions of the 2022 Annual General Meeting of Shareholders through the news system of the Stock Exchange of Thailand. Within the next business day after the meeting. The said resolution specifies the votes of the shareholders for both approval and approval. Disapproved and abstained on each agenda. and prepared the minutes of the meeting that listed the names of the directors, executives and related persons who attended the meeting. Material clarifications, questions/answers, and a complete summary of comments. Both Thai / English Submit to the Stock Exchange of Thailand, shareholders, and related agencies within 14 days from the date of the meeting. (Published on May 5, 2022) and published on the Company's website. <https://www.fpiautoparts.com/ir> In order for shareholders to be able to inspect from continuously developing and

improving the arrangement of the shareholders' meeting. In 2022, the Company received the result of the quality assessment of the arrangement of the 2022 Annual General Meeting of Shareholders at the percentage level. 98 from the Annual General Meeting (AGM) Quality Assessment Project from the Thai Investors Association

#### 6.1.2.2 Protection of fundamental rights and equitable treatment of shareholders

The Company is aware of its duty to look after the interests of both major and minor shareholders, institutional investors, or foreign shareholders according to fair rights and has a policy to treat all shareholders equally in attending the shareholders' meeting and voting. Acknowledgment performance and management policies on a regular and timely basis as follows:

1. Give importance to every shareholder. Regardless of gender, age, skin color, nationality, religion, belief, political opinion, or disability set guidelines for supervision To protect the fundamental rights of shareholders equally and fairly, to build confidence in investing with the Company, operate efficiently in creating sustainable growth for the organization so that shareholders receive appropriate returns on an ongoing basis and stakeholders are treated sustainably and fairly. By using modern management tools that are accepted for monitoring and measuring

2. Treatment and care of all shareholders All shareholders can make suggestions, and comment or report a complaint to the Chairman of the Corporate Governance Committee (Independent Director) and Company Secretary via email [o.sarayut@gmail.com](mailto:o.sarayut@gmail.com) The independent committee of the company will screen and consider various matters. To take appropriate action such as If it is a suggestion that the Board of Directors has considered and is of the opinion that it is beneficial to the Company's business operations, it will be proposed to the Board of Directors' meeting, to be considered as an agenda of the shareholders' meeting. You can request information or comment via email [ir@fpi.co.th](mailto:ir@fpi.co.th) which has an investor relations department. Responsible for providing information to investors And in the event that shareholders wish to appoint a person to attend the meeting and vote on their behalf, the Company has sent a proxy form in which the shareholders can specify their approval votes, disagree or abstain in each agenda as desired along with details about the names and profiles of the Company's independent directors as alternatives for shareholders to appoint proxies. Including identifying documentary evidence and how to appoint a proxy together with the meeting invitation letter both in Thai and English

3. Strengthening good relations with shareholders In 2022, the company has organized activities that are beneficial to society. It is also a good relationship with the Company's shareholders. The rights are given to interested shareholders equally, whether they are major or minor shareholders, by organizing activities for shareholders, namely Organizing a project for shareholders to visit the company "Company Visit 2022" at the company's office where the shareholders will meet with the executives listen to information about business operations Visit the Company's factory location on September 12, 2022. In addition, also met shareholders through various activities such as

1. Analyst Meeting, 5 times
2. Visiting the company's business (Site Visit) 2 times or talking to the management of the company. (Company Visit)
3. Information presentation at the Stock Exchange of Thailand's Opportunity Day events, 4 times.
4. Executives gave interviews to local newspapers 5 times.
5. Earning Release 3 times (if including news about business plan launch and analysis news) will be a total of 19 times)

### 6.1.2.3 Prevention of conflicts of interest

The Company has policies and procedures to prevent the use of inside information of the Company. Directors, executives, and employees are prohibited from conducting transactions that may cause conflicts of interest and use opportunities to seek personal benefits and/or related persons.

#### Operations in 2022

6.1.2.3.1. Trading of shares/holding of the company's securities: Set a policy for directors and executives to prepare a report on buying-selling of shares/change of shareholding. to the SEC And must notify the company at least 1 day in advance before trading securities. Through Company Secretary and report to the audit committee and report to the Board of Directors every quarter.

6.1.2.3.2. The Company has established policies and procedures for the prevention of the use of inside information for directors, executives, and employees to acknowledge and practice. The Board of Directors has determined the use of inside information to be in accordance with the law and good corporate governance principles, which has been written in the Business Ethics and Code of Conduct for Work to prevent the use of information for trading. the Company's securities or seek for wrongful benefits as follows:

- 1) Directors and executives are prohibited from Including employees in positions or departments responsible for inside information. or who can access internal information of the company Trading the Company's securities within one month prior to disclosure of the quarterly and annual financial statements.

In 2022, the Compliance and Inspection Department will inform via email. and not found that directors, executives, or related employees traded securities during the period specified by the Company to suspend trading.

- 2) The first 4 directors and executives of the company who wish to trade securities must notify the company at least 1 day in advance before trading securities. Through Company Secretary and has a duty to report changes in securities holdings to the SEC Office within 3 working days from the date of change. through the website of the SEC Office and the secretary reports to the Audit Committee and reports to the Board of Directors.



In 2022, there was no director trading the company's securities. However, there are 2 executives trading the company's securities, but the executives who do the transactions report buying selling. to the stock market properly

6.1.2.3.3 The Company places importance on the use of inside information. and prevention of the use of insider information to seek personal benefits and/or Related person or conducting business that competes with the Company or related businesses. and prevent the use of inside information during the suspension of trading of securities in order to use the opportunity to seek personal benefits and/or those involved through the course "Ethics... with Corporate Sustainability" for new executives and employees at all levels to understand business ethics and the code of conduct in work as follows:

- 1) Directors, executives and employees must maintain confidentiality and/or Company internal information
- 2) Directors, executives and employees must not disclose secrets and/or inside information of the Company. or seek personal benefits or any other persons, whether directly or indirectly
- 3) Directors, executives and employees must not Trading shares/holding of the Company's securities by using secret and/or inside information and/or entering into any other legal transactions by using confidentiality and/or internal information of the Company which may cause damage to the Company either directly or indirectly

Guidelines: Directors and executives acknowledge their duty to report changes in their securities holdings. Including spouses and minor children with the company. as well as reporting to the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535

6.1.2.3.4 The Board of Directors has prescribed rules for directors of companies, subsidiaries and executives to report their own interests and those of their related persons according to Section 89/14 of the Securities and Exchange Act B.E. when taking office for the first time And require that the report be reviewed every year and/or every time there is a change in information. The report must be submitted to the Compliance and Audit Department within 7 working days. This has been extended to the management level of the Company and its subsidiaries. from department manager level up And employees who are involved at a level below the manager in 2022, the survey found that there are no executives. employees and related persons having interests and conducting transactions with the Company and its subsidiaries It has reported to the Audit Committee and the Board of Directors.

6.1.2.3.5 In case there is a connected transaction that is subject to approval from the shareholders. According to the rules of the Stock Exchange of Thailand and the SEC Before doing the transaction, the company has disclosed the details and reasons for the transaction to the shareholders first. to do the transaction every time

6.1.2.3.6 The Company has set a policy for important related transactions that must be considered and approved by the Board of Directors. In 2022, there were no related transactions. that may cause a significant conflict of interest.

6.1.2.3.7 Intercompany transactions are conducted fairly according to the market price. And according to the normal course of business. In 2022, the Company did not violate or fail to comply with the rules for related party transactions.

6.1.2.3.8 Prevention of conflicts of interest The Company has a policy not to allow directors, executives and employees to take advantage of their positions as directors, executives or employees of the Company for personal gain. and/or related persons in business ethics and work practices as follows:

1. Avoid making transactions that are related to oneself and/or related persons. that may cause a conflict of interest with the Company.
2. In case it is necessary to do that transaction for the benefit of the Company, conduct such transaction as if it were a transaction with a third party that has a commercial agreement in the same way that a reasonable person would do with a general contractual party. With commercial bargaining power without the influence of being a director, executive or related person and must not be involved in the consideration of approval and have a duty Comply with the requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission on the disclosure of information on connected transactions.

In 2022, the Company did not find any conflicts of interest.

#### 6.1.2.4 The Company's Role towards Stakeholders

The Board of Directors attaches importance to the equitable treatment of stakeholders so that stakeholders receive full, fair and appropriate rights. There is a system for receiving complaints from customers and solving problems with caution and fairness. Customers' information is kept confidential and strictly complies with the terms of contracts made with business partners. Conduct business with fair and ethical competition. honest Free from corruption Treat all employees fairly and equally. By focusing on training development to increase knowledge, competence, potential and provide opportunities for employees to change positions to increase work efficiency. and set fair returns comparable to those in the same industry as well as fostering a better corporate governance culture in the organization.

**The Board of Directors has established guidelines for treatment of each group of stakeholders as follows:**

##### Shareholder:

The Board of Directors will supervise the Company's business operations to be transparent and free from corruption. Taking into account the long-term sustainable performance growth on the full potential and capability

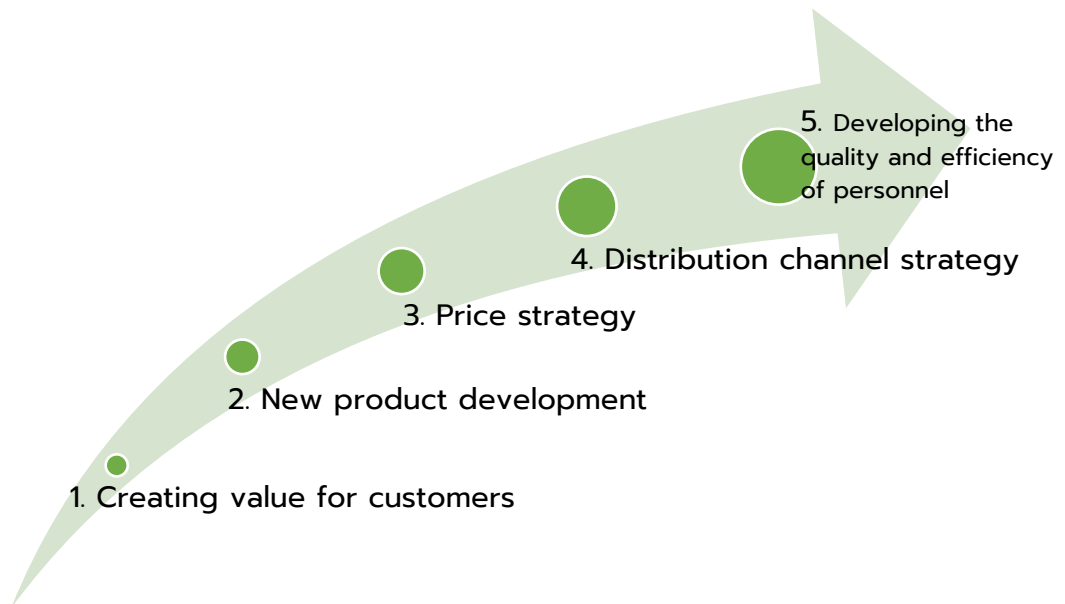
of the Company in order to create added value for the Company. both in the form of increased stock values and paying dividends at an attractive rate

### Employee:

Committed to developing the organization to be a learning organization, building culture, and working atmosphere promote teamwork provide fair returns Maintain safety and maintain a working environment focus on development transfer knowledge and competence of employees Listen to opinions and suggestions from employees at all levels equally and equitably. Determine and extend the culture of the organization with the realization that Every employee is an important and valuable factor. leading to success, progress, and sustainable growth. The Company adheres to the principles of good corporate governance. and the United Nations that respects human rights. The Company has planned and formulated a human resource management action plan in line with business operations. Adjust the management structure of the research, development, and innovation unit. to support the Company's business group linked to overseas business and enhance the business context of greater scale and diversity. Therefore, it is important to recruit personnel in the group that is necessary to drive the success of the organization's strategy. Prepare to recruit employees to be ready for the retirement of employees and in line with the expansion of the business to foreign countries, a plan has been made to expand the recruitment base. Recruiting and hiring both domestically and internationally through social media as well as building a network abroad to be known in the labor market. And have more databases in foreign countries. The company encourages employees to be happy at work. and have a good quality of life, safety and occupational health Including always striving to improve and strengthen the capacity of organization management and personnel. Because personnel are considered valuable resources to build strong and sustainable growth of the organization, details of operations and human resource management appear in the topic. Employee management and development policy

### Customer:

Determined to create satisfaction and confidence for customers and the public to receive good quality products and services at reasonable prices and continually raise standards. Including maintaining a good and sustainable relationship. The company adheres to the mission to take care and develop product quality. and good service to be the best choice for customers with innovative products and services to create the highest confidence and satisfaction It is managed fairly, appropriately, transparently, and verifiably. Create satisfaction and confidence for customers and the public to receive good quality products and services at reasonable prices. and continually raise the standard to be higher Including maintaining a good and sustainable relationship with the company. Responsible for taking care of customers in trading raw materials and products. through various activities Including creating marketing excellence (Marketing Excellence) that focuses on customers as the center in 5 areas:



Customer Satisfaction Survey In 2022, the company has improved and conducted a satisfaction measurement. to meet international standards and compare with the same industry as for the results of the 2022 Customer Satisfaction Survey, it was found that the average satisfaction was 85%, reflecting the success in building relationships and responding to customer needs at a good level. Building good relationships with customers The Company regularly arranges meetings/visiting business with customers to listen to opinions and exchange industry information with customers. To provide information for customers to use for the benefit of business operations as well as arrange for customers to visit the factory and production process. To give customers confidence in the production process and quality control of the company's products. and arrange for receiving and managing complaints about products/services and operate systematically so that customers can get a quick response There are many channels, including website, email, and telephone, and provide solutions and prevent problems that may occur in the future. Along with continuous monitoring and evaluation of customer complaint handling. To use the results to develop and plan business operations in the future.

#### Partners:

The company considers equality and honesty in business operations. maintain mutual benefits with partners by strictly following the laws and rules set together and have a code of conduct in business operations Criteria for selecting and treating business partners fairly Including establishing the company's regulations on the supply of goods In order to make operations related to the product smoothly. efficient It is well controlled and verifiable. and able to conduct business with business partners in an appropriate manner with responsible practices for business partners Including coordinating the interests of both parties in a fair and transparent manner. In addition, the company also considers equality and honesty in conducting business to protect benefits with partners. By strictly following the laws and rules that have been established together, for example, improving the quality of products and services. Products and services are guaranteed. There is complete disclosure of information about products and services, and there is a system for receiving and managing complaints about products and services. There is a customer satisfaction survey. Organize activities to educate and strengthen good relationships with business partners. and determine the ethics of the purchasing department.

The company considers not accepting or paying any benefits. that is dishonest in trading with trading partners which in the manual of good corporate governance and business ethics and the policy to supervise operations in accordance with the law, rules and regulations (Corporate Compliance Policy) requires employees to comply with the law on prevention and anti-corruption (Corruption), giving or accepting bribery. (Bribery) with government officials or private sector both domestically and internationally assuming that any action Violation of such law is incorrect and does not comply with the policy of compliance. Personnel at all levels Must oppose and refrain from doing that. and must perform duties with transparency for the benefit of the company or companies in the group only to prevent conflicts of interest (Conflict of Interest) and must not encourage other people to act or refrain from taking any action This is illegal as well. The company has signed a contract of sale in writing. and strictly complied with the contract. to develop and improve joint operations as well as seeking solutions in case of non-compliance with the conditions. with trading partners by holding a meeting to find the cause of the problem and find solutions together. by that solution It must be a way that all parties are mutually satisfied and resolve the issue until completion. along with finding ways to prevent such problems from occurring again.

The company has procedures and practices for selecting trading partners. or contractor project arrangement or guidelines for anti-fraud and corruption Including supporting activities that promote and instill all employees to comply with the law. and related regulations

### Creditor

Adhere to fair practices according to the conditions and accountable to creditors Including timely repayments The Company treats its creditors responsibly, fairly and adheres to good practices in accordance with the guidelines. Strict contract terms and financial obligations Especially the terms of guarantee Capital management, debt repayment and fairness to creditors Including timely repayments as well as not using dishonest methods to conceal information or facts that will cause damage to creditors in the event that they are unable to comply with any of the conditions. Must notify creditors in advance. to jointly consider finding solutions The company has focused on the disclosure of information to stakeholders Emphasis is placed on accuracy, completeness, speed and transparency of disclosed information. It consists of financial and non-financial information and the Company has not filed any lawsuits for default in payment. from all creditors

### Commercial competitor

The board will ensure that the company Conduct business based on free competition with fairness, straightforwardness, honesty. Free from corruption, not destroying, damaging, obstructing, obstructing, or limiting the business of competitors. The board must ensure that the company Act under the rules of good competition. Do not seek confidential information of trade competitors by dishonest or inappropriate means such as giving bribes or bribes to employees of competitors, etc., and do not damage the reputation of trade competitors by making malicious accusations.



## Investor

The board will ensure that the company Disclose accurate, complete and sufficient information for investors to make decisions within the timeframe or at an appropriate time.

## Government agency

The board will ensure that the company Operate business in strict compliance with laws, rules, regulations, and regulations of relevant government agencies. and provide good cooperation with government agencies by assigning the legal department to review the legal register every 6 months and assess the consistency of legal compliance every time after the legal register is updated. to confirm the correctness and ability to perform Whether it is consistent or not, in 2022, the company has reviewed the legal register and practice 2 times, no issues of inconsistent practice were found.

## Community, Society and environment

The board will ensure that the company Conducting business in conjunction with corporate social responsibility. There is support in various activities. To promote and develop the quality of society and the environment sustainably. as well as building good relationships with the communities where the Company operates. located, including surrounding communities. Activities are disclosed. and promoting employees' participation in social and environmental responsibility of the Company in the report 56-1.

### 6.1.2.5 Disclosure and Transparency

The Company has a policy to disclose data and information. both financial information Important general information about the business and results of the Company true has complete significance Adequate, reliable, straightforward, and timely in a thorough and equal manner and demonstrates the status of the undertaking. and the actual financial status of the Company Including the direction of the company's business in the future so that shareholders and stakeholders can access information on various matters. conveniently and quickly in both Thai and English by disclosing information through the SET Portal system of the Stock Exchange of Thailand and the website [www.fpiautoparts.com/ir](http://www.fpiautoparts.com/ir) the Company abides by laws, rules and regulations. Defined by the SEC, the Stock Exchange of Thailand and other agencies of the state strictly and regularly follow up on changes to ensure that what the company The practice is correct and is a guarantee for shareholders to be confident in conducting business with transparency, accuracy, and straightforwardness by having Investor Relations (IR) and the Corporate Secretary to supervise. information and answer questions

## Operations in 2022

1 Submit both quarterly and annual financial reports which have been certified by the auditor unconditionally. To the Office of the Securities and Exchange Commission/The Stock Exchange of Thailand within the specified period. The Company has no history of being ordered to amend the financial statements by the Securities and Exchange Commission and the Stock Exchange of Thailand.

2 Disclose information in the annual report. and the Company's website such as the shareholding structure Information of Directors and Executives Vision and Mission nature of business Corporate Governance Policy Corporate Social Responsibility Policy Financial Statements Analysts from Analysts from Various Institutions Annual Report Sustainability Report Annual information disclosure form shareholder meeting List of Major Shareholders News to the Stock Exchange of Thailand and news from print media

3 Disclose the policy and criteria for remuneration for directors and executives.

4 Disclose the roles and duties of the Board of Directors and sub-committees. number of meetings and the number of meetings attended by each director in the past year, as well as training and continuous professional knowledge development of the Board of Directors in the annual report.

5 Disclose information about direct and indirect shareholding of directors and executives. and set a policy for directors and executives to report the following matters.

(1) Buying-selling of shares/holding of the company's securities: Set a policy for directors and executives to report changes in trading of securities to the SEC Office and notify the company immediately. little 1 days in advance before securities trading through the Compliance and Inspection Department And report to the Audit Committee every quarter. The Audit Committee will consider the holding of securities. And report to the Board of Directors every quarter.

(2) Report on interests of directors and Executives: The Company has set a policy for directors and executives to prepare a report on the interest of directors and executives in order to prevent conflicts of interest among directors and executives. Through the Compliance and Audit Department and report to the Audit Committee every quarter. The Audit Committee will consider the connected transactions and report the interest and report to the Board of Directors every quarter.

6 The Company has set a policy for important related transactions that must be considered and approved by the Board of Directors. In 2022, there were no related transactions. that may cause a significant conflict of interest.

7 The Company has appointed a certified auditor approved by the 2022 Annual General Meeting of Shareholders, which has considered by the auditor Qualified not against the regulations of the Stock Exchange of Thailand and has audit fees for the year 2022 (Audit fee) in the amount of 2,000,000 baht (two million baht only), which is equal to the year 2021 (2,000,000.00 baht). be free and has no relationship and/or conflict of interest with the Company/subsidiaries/executives/major shareholders or persons related to such persons.

8 Disclose information about directors and executives on the company's website, including names, positions, education, shareholding in the company. work experience and photos

9 The Board of Directors has established a policy to prevent the use of insider information. Measures are prescribed to prohibit the use of opportunities or information obtained from being directors, executives, or

employees for personal gain. or conducting business that competes with other companies or related businesses Including not using inside information for their own benefit in trading the Company's shares. or provide inside information to other persons for the purpose of trading the Company's shares. in the Company's Business Ethics Manual and prohibit trading of securities for at least 1 month before the information on the Company's operating results and/or internal information will be disclosed to the public through the news system of the Stock Exchange of Thailand. and directors and executives must report Securities holding for the first time and report changes in securities holding to the Office of the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535

10 The Board of Directors prescribes criteria for the Company's directors, subsidiaries, and executives to report their own interests and those of their related persons according to Section 89/14 of the Securities and Exchange Act B.E. There is a review of the report. Within January of every year and/or every time information is changed. The report must be sent to the Compliance and Audit Department within 7 working days and report to the Audit Committee. to notify the Board of Directors meeting for acknowledgment

11 Set up an investor relations unit. to be a channel for communicating a variety of information and respond to inquiries from investors and the media, which can be contacted via electronic mail at [ir@fpi.co.th](mailto:ir@fpi.co.th) and by telephone 02-9934970-7 ext. 108.

## Disclosure and Transparency

1. The Board of Directors will ensure that the Company Disclose both financial and non-financial information related to the business and operating results of the Company. That is true, accurate, complete, sufficient, reliable and timely by demonstrating the actual status of the Company's business operations and financial status. for the Company's stakeholders receive sufficient information through various channels that can access information equally Including the company's website Both in Thai and English formats

2. The Board of Directors will ensure that the Company discloses important information to the public in accordance with the rules and regulations of information disclosure of the Stock Exchange of Thailand, the SEC Office, and the principles of good corporate governance.

3. The Board of Directors attaches importance to the management of relations with both institutional and retail investors in the country and abroad. taking into account completeness and accuracy the quality and sufficiency of the company's information disclosed to investors securities analysts, etc. to be accurate and transparent. thorough and up to date The Board of Directors will supervise the Company's management. There are regular meetings with investors and securities analysts. It arranges meetings to clarify operating results at least twice a year and regularly attends seminars with domestic and international investors and analysts. to create confidence in the operations of the company Including building a good long-term relationship.

4. The board will ensure that the company Prepare Management Discussion and Analysis (MD&A) to accompany the disclosure of quarterly financial statements, so that investors are informed and understand the

changes that occur to the financial position and operating results. of the company each quarter better than the numbers in the financial statements alone.

5. The Board of Directors shall arrange for an investor relations unit to be responsible for communicating with investors. General securities analysts, etc., to be informed of the company's information. Both financial information and general information of the Company are accurate, complete, up-to-date and in accordance with the law. or regulations for the benefit of investment decisions build confidence and create a good image for the company.

6. The board will ensure that the company Disclosure of general information of the Company on the website or annual report of the company Both in Thai and English formats In order for shareholders, investors, the public or those who are interested to have access to the Company's information conveniently with the following minimum information:

1. Vision and mission of the company
2. Nature of Business Operation of the Company
3. List of Board of Directors and Executives
4. Financial statements and reports on financial position and performance, both current and previous year.
5. 56-1 One Report (annual report) that can be downloaded.
6. Any other information or documents that the Company presented to analyst's fund manager or media
7. Group structure including subsidiaries.
8. Shareholding structure of major shareholders, both directly and indirectly, holding more than 5% of the total number of shares sold and having voting rights.
9. Shareholding of directors and top executives
10. Notice of Ordinary and Extraordinary General Meeting of Shareholders
11. Company Articles of Association and memorandum of association
12. Corporate Governance Policy and anti-corruption policy
13. The Company's risk management policy Information Technology Regulatory and Management Policy
14. Roles and Responsibilities of the Board of Directors and sub-committees
15. Code of conduct for directors and employees
16. Agency contact information or the person responsible for investor relations, such as the name of the person who can provide information. phone number Information of person in charge of company secretary work
17. Other information according to the principles of good corporate governance or related official rules.

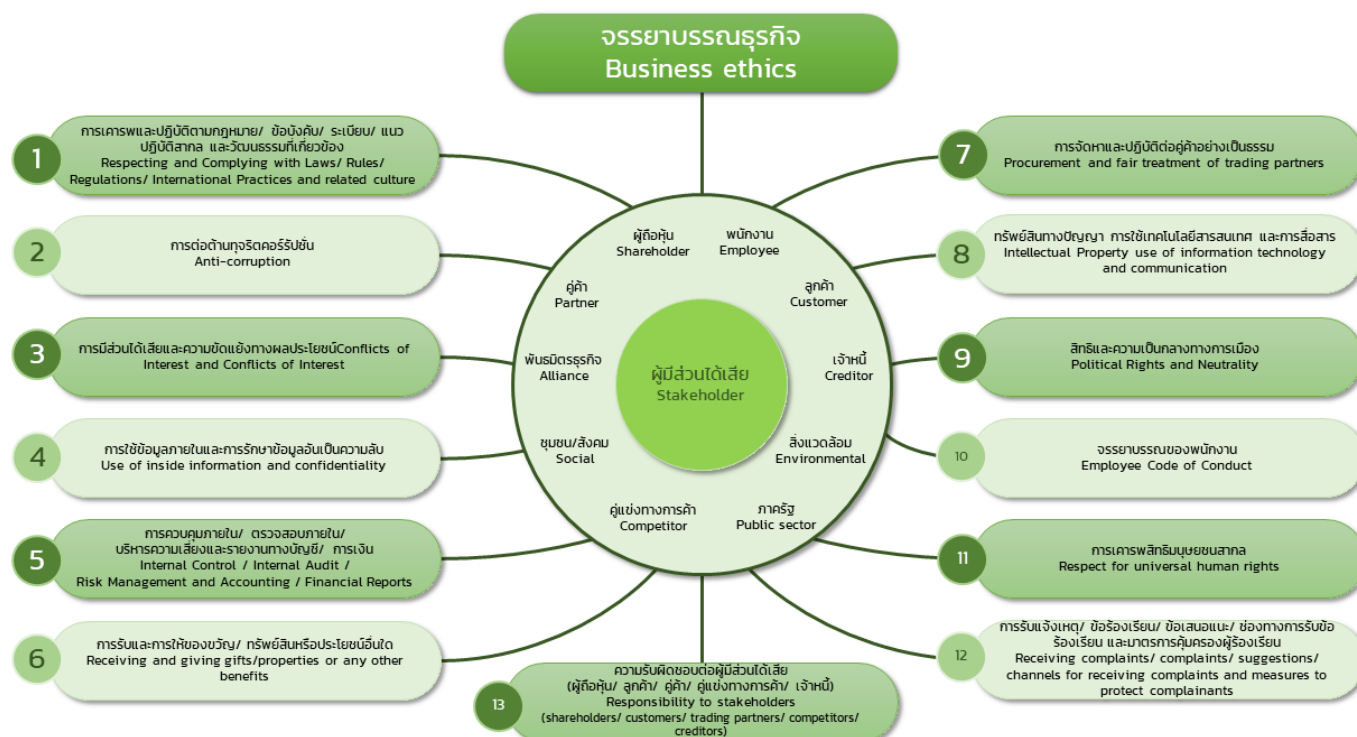
### Risk management internal control and internal audit

The company has put in place a system of risk management and internal control. to achieve the objectives including obey the law related regulations and reduce the risk of corruption There is an internal audit system to ensure that the existing system can help achieve the set goals.

## 6.2 Business ethics

### 6.2.1 Policy of business ethics of the Company Guidelines related to business ethics

The company has reviewed and improved the code of conduct for business operations. to prevent conflicts of interest Insider Trading and Confidentiality and use of technology information and communication It also promotes compliance with business ethics on important issues continuously as follows:



1. Respect and comply with laws/ rules/ regulations/ international practices and related culture.
2. Anti-corruption
3. Conflict of Interest and Conflict of Interest
4. Use of Inside Information and Confidentiality
5. Internal Control/ Internal Audit/ Risk Management and Accounting/ Financial Reporting
6. Receiving and Giving Gifts/Assets or Other Benefits
7. Fair procurement and treatment of trading partners
8. Intellectual Property use of information technology and communication
9. Rights and Political Neutrality
10. Employee Code of Conduct
11. Respect for universal human rights
12. Receiving complaints/complaints/suggestions/complaint channels and measures to protect complainants.
13. Responsibilities to Stakeholders (Shareholders/ Customers/ Partners/ Competitors/ Creditors)

## 6.2.2 Conflict of Interest Prevention

Board of Directors is the person who determines the tools for management This is to ensure that the business is managed efficiently and transparently for the utmost benefit of the Group. Therefore, policies and guidelines have been established for considering transactions that have or may have conflicts of interest. in the Good Corporate Governance Handbook and the Company's Code of Conduct. for directors, executives and employees to comply with as well as setting criteria for directors and executives from the executive director level up and financial related positions according to the regulations of the SEC Office. They must also report their own interests and those of related persons to the Company. Employees are responsible for reporting transactions that may have conflicts of interest annually. which when there is a transaction that may have a conflict-of-interest Persons with interests in that matter must report to the Company immediately, whereby the Company is cautious and considers compliance with the rules for connected transactions. or transactions between them without making any connected transactions that violates the rules of the SEC and the SET

In this regard, the Company has established measures to prevent conflicts of interest as follows:

1. Directors, executives, employees, and related persons Avoid financial involvement. and/or relationships with other third parties which will result in the Company must lose benefits or cause conflicts of interest.
2. Interested directors, executives and employees who may have conflicts of interest in the process of hiring, selecting, making decisions, or approving any transaction. must be reported to the supervisor or those involved in the approval using the Company's Conflict of Interest Reporting Form or avoid participating in that process.

## 6.2.3 ด้านการป้องกันการใช้อิทธิพลภายในเพื่อแสวงหาผลประโยชน์

1. The Board of Directors will ensure that the Company There are written policies and guidelines for the preservation and prevention of the use of internal information. This includes information that has not been disclosed to the general public that is material to changes in the price or value of securities. and ensure that there is a serious practice to prevent directors, executives and employees in positions or positions that have the opportunity to access inside information of the Company Including related persons according to the definition set by the authorities to exploit such information for oneself or others, such as trading securities before the information is publicly disclosed The use of information or secrets of the company / customers to use in business competition with the company / customers of the company or taking advantage of authority in a wrongful way



2. The Board of Directors will require the directors Executives from the level of Chief Executive Officer executive director managing director or Assistant Managing Director Chief Financial Officer Chief Operating Officer, Executive, Accounting and Finance Manager They are responsible for disclosing information and reporting on the holding of securities issued by the Company for themselves, their spouses, and their minor children. to the Office of the Securities and Exchange Commission (SEC), including reporting changes in the holding of such securities every time when such securities are bought, sold, transferred, or accepted. According to the report form and within the period specified by the SEC Office

In addition, the company secretary It is responsible for preparing reports on the Company's shareholding of directors, executives and their spouses and minor children to the Board of Directors for acknowledgment. and prepare a report summarizing the changes in the holding of the Company's securities of the Director, Chairman of the Executive Committee executive director managing director or Assistant Managing Director Chief Financial Officer Chief Operating Officer and executives, including their spouses and minor children It must be disclosed in the annual report

#### 6.2.4 Anti-fraud and corruption

The Company has established a business ethics against all forms of corruption in its good corporate governance policy and campaign. Continuously emphasizing anti-corruption within the organization through various channels. to confirm the intention of doing business in accordance with relevant laws and regulations under the principle of good corporate governance without accepting all forms of corruption, covering all businesses and transactions in all countries and related agencies. It also sets anti-corruption measures to ensure compliance. According to this policy, including the review of operational measures on a regular basis. to comply with changes in the law business and maintain the reputation of the Company by emphasizing that all directors, executives, and employees comply with this policy. Including the implementation of related measures to practice with subsidiaries, associated companies or other companies that the company has control. and business representatives of the Company by the Company Certified as a coalition of private sector practices in Thailand In anti-corruption (CAC: Thailand's Private Sector Collective Action Coalition Against Corruption), the Company has set the following guidelines.

1. Organize a fraud risk assessment program to analyze and assess the risk of the likelihood of fraud. And the potential impact from fraud in various processes within the organization by using risk assessment tools developed from Risk Assessment of Enterprise Risk Management (ERM) to use in operations to take such information into consideration in setting measures. internal control and internal investigations on corruption and corruption for the purpose of supervising, monitoring, controlling, and reducing the chances of corruption within the organization.

2. Review anti-corruption measures and risk assessment against corruption. In the existing operating procedures of the Company by internal departments with relevant responsibilities. To be complete and current in line with changing situations and risks and report to the Audit Committee. and the Board of Directors be informed in order.

3. Improve the complaint handling system (Whistleblower System) by adding channels for receiving complaints. and provide a system for collecting complaints to be more efficient To comply with the criteria of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

4. Promoting and communicating to build knowledge and understanding for employees to realize the importance of anti-corruption, along with anti-corruption guidelines for executives and employees.

5. Communicate with customers/partners of the company. in regards to anti-corruption and refusal to request/not receive gifts or other benefits through the Supplier Conference so that business associates with the Company Acknowledgment and practices that are in line with the Company's policy

### 6.2.5 Whistleblowing

The Company has established a policy for all groups of stakeholders to be able to report clues or complain about inappropriate actions. infringement Illegal or unethical acts inaccurate financial reports or defective internal control systems of the Company, including a policy to protect whistleblowers. The complainant can choose to remain anonymous. Complaint recipients will keep the information confidential and disclose it as necessary, considering the safety and damage of the complainant. And those who have suffered damage will receive relief from damages through appropriate and fair procedures. (Details about receiving clues published on the company's website)

The Company has provided measures and channels for whistle blowing or complaints to stakeholders from all sectors. They can report clues, complaints, as well as express their opinions to the Company. through the following channels

Mail: Company Secretary / Managing Director / Audit Committee

Fortune Parts Industry Public Company Limited

11/22 Moo 20 Nimitmai Road Lumlukka,

Lumlukka, PathumThani.

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Tel: 02-993-4970-77 Ext. 108 (Company Secretary)

Fax: 02-993-0602 Website: [www.fpiautoparts.com](http://www.fpiautoparts.com) Email: [o.sarayuht@gmail.com](mailto:o.sarayuht@gmail.com)

In the case of employees, they can report clues or make complaints through supervisors they trust. agencies directly responsible for that matter or executives in charge of regulatory bodies

Channels to directly contact the Audit Committee/Board of Directors

**Stakeholders** who wish to contact the Audit Committee / Board of Directors You can make a complaint through.

Channel 1 The Company's Audit Committee	Channel 2 Company Secretary or person assigned by the Board of Directors
Mr. Suthanai Presertsan Tam.prasertsan@gmail.com	Mr. Sompol Tanadumrongsak paulfpi@hotmail.com
Mr. Anant Gatepithaya gatepithaya@gmail.com	Mrs. Nussara Tanadumrongsak apple_fpi@hotmail.com
Mr. Pumipat Sinacharoen pumipatsina@gmail.com	Mr. Sarayuht Ouybuan o.sarayuht@gmail.com

#### Actions when receiving complaints.

The company has prepared and announced the implementation of procedures according to the complaint handling policy. (Whistleblower Policy Procedure) consists of the following main processes:

1. Screening complaints the assigned department considers important information according to the policy. and procedures even in the case of an anonymous card If the information is reasonable and clear evidence will be considered. and report to stakeholders who make complaints.
2. Fact checking Consider preparing a fact-finding report. with comments and suggestions To the Chief Executive Officer and Managing Director consider ordering as appropriate
3. Order consideration The Chairman of the Executive Committee and the Managing Director shall appoint an investigative committee for the complaints that have well-founded evidence. According to the company's work regulations to achieve fairness to all parties.
4. Reporting of settled complaints Will report to the stakeholders who complain. If the complainant has notified the contact information Including reporting to the Corporate Governance Committee and the Audit Committee for acknowledgment.

#### Measures to protect complainants or those who cooperate.

Complainant or person who cooperates in the investigation Investigations will be protected in accordance with the following rules and complaints policy:

1. Complainant or stakeholders or those who cooperate in good faith at all stages of the investigation and investigation process will be protected or not retaliated against complainants. (non-retaliation)

2. The information of the complainant and those involved will be kept confidential. (Confidential) in accordance with the company's requirements regarding the level of confidentiality and security of documents.
3. The complainant or the affected person will be treated and relieved according to the Company's appropriate procedures.

In 2022, there was no whistleblowing, or complaints related to illegal actions, or the Code of Conduct has been violated inaccurate financial reports Fraud and Corruption or defective internal control system of the company to that channel.

## 6.3 Major changes and developments of Policy, Practice, and System of Corporate Governance for the past year

### 6.3.1 Significant changes and developments regarding the review of policies, practices, corporate governance systems and charter of the Board of Directors for the past year

1. The company has established a personal data protection policy. to have criteria, mechanisms, regulatory measures and management of personal information clearly and appropriately Including has issued regulations on methods for collecting or using personal data of data subjects for the benefit of the company's operations. Or to improve the quality of work to be more efficient. and/or to comply with laws or regulations related to the Company's operations. The Company will store and use such information for as long as necessary according to the purpose notified to the owner of the information or as required by law.

2. The company has established guidelines for organizational development according to the policy and sustainable development framework. Covering risks and opportunities related to the economy (Economic), society (Social), environment (Environmental), and energy (Energy) under good corporate governance. By taking into account the interests of all stakeholders in adding value and creating sustainable long-term value. To achieve the organization's objectives that focus on Eco Operational Excellence and create a corporate sustainability culture based on shared values "TALENT", the Company has set sustainable development goals consisting of maintaining a balance. of value to stakeholders taking into account the quality of life and benefits of society Enhance production with net zero carbon emissions and cooperate in developing green energy lead to the development of business processes And develop products that are safe and environmentally friendly in moving towards a low carbon business (Low Carbon Business).

3. The Company announced a policy to guide Leading the Low Carbon and Sustainable Business (LCSi) in the automotive parts industry by creating value through business processes in the form CSR-in-process come to the product in the form CSR-in-product contribute to the reduction of negative impacts on the environment and pollution related to business operations from upstream to downstream By taking environmental issues as opportunities for development Or is it an issue that creates competitiveness in the future from a global sustainability context? low carbon technology rules or regulations and expectations of stakeholders and bring these issues to risk management and prepare to adapt and reduce the impact on climate change, energy, and natural resource degradation linked and affect each other leading to the adjustment of the economic system to be more balanced and sustainable, and in 2021, the company has set a goal to become carbon neutral by 2040, which is considered the main mission of the organization in showing social responsibility in Participation helps transform society into a circular economy. and develop products and services that are environmentally friendly Leading to achieving the Sustainable Development Goals (SDGs) and balancing the business value chain between conservation and utilization of resources throughout the product life cycle based on sustainability key issues in environmental management. Surrounded by 4 issues as follows

**1. Greenhouse Gas Management** Take part in achieving net zero emissions (Carbon Neutrality) by the year 2040 by reducing greenhouse gas emissions from operating activities within the organization to balance the amount of greenhouse gas emissions. In Scope 1 and Scope 2, for Scope 3, it will reduce 65% through forest restoration activities. increasing carbon uptake in the soil and appropriate use of low-carbon technology. contribute to achieving the Sustainable Development Goals SDG 9, SDG 13, SDG 17

#### Greenhouse Gas Management Goals

- Short-term goal: Reduce greenhouse gas emissions by 25.2% by 2024 compared to the base year 2018
- Medium-term goal: reduce greenhouse gas emissions by 42% by 2026 compared to the base year 2016
- Long-term goal: achieve net zero greenhouse gas emissions (Carbon Neutrality) by the year 2040
- Long-term goal: reduce GHG emissions per product unit by 30% by 2026 compared to the base year 2016

#### 2. Water Management

Goal: Reduce water consumption per production unit by 10% by 2024 compared to the base year 2019.

#### 3. Energy Management

Goal: Reduce total energy consumption per production unit by 10% by 2023 compared to the base year 2018.

Goal: Increase the proportion of using renewable energy for heat generation by 100% by 2021.

Goal: Increase the proportion of using renewable energy for electricity generation by 15 percent by 2021.

#### 4. Waste and contaminant management

Goal: Reduce the amount of hazardous waste by 20% by 2023 compared to the base year 2017.

Goal: Reduce the consumption of new plastic resin per production unit by 10% by 2023 compared to the base year 2017.

**4. The company has set plans/activities to raise awareness against corruption.** To strengthen good governance and reduce corruption in the long term on the basis of raising awareness and positive attitudes. There is a plan to prevent fraud as follows:

Plans/activities: 2019-2021 Integrate anti-corruption into work

Plans/activities: 2019-2022 Develop anti-corruption cooperation with trading partners.

Plans/activities: 2020-2023 Development of management systems and tools to prevent corruption

**5. The company is one of 33 pilot companies in the project to apply the circular economy management system for the organization.** ( Mor Chor. 2, Volume 2-2021 )Circular Economy Management System for Organization (CEMS) by We Green Faculty of Environment Kasetsart University in collaboration with the Thai Industrial Standards Institute (TISI), Ministry of Industry with the implementation period Jul. 2022 - May 23



### 6.3.2 In the event that the company has not yet implemented the principles of good corporate governance for listed companies 2017 (CG Code) on any matter.

Implementing the principles of good corporate governance for listed companies 2017 (CG Code) to be applied annually, the company reviews the suitability of compliance with the CGCode of listed companies. Year 2017 issued by the SEC and can be adapted to suit the business context of the Company for the year 2022. Comply with the aforementioned CGCode except in the following.

1. The Chairman is not an independent director. Since the automotive parts business is highly competitive. therefore need a competent leader Experienced, knowledgeable, understanding of automotive parts. with a large number Including having a good relationship with customers in different groups. both at home and abroad for a long time Even though the Chairman is not an independent director but the company has a sufficient internal control system There is a mechanism to operate that is balanced and transparent. Based on principles of good corporate governance and always perform duties with regard to the interests of stakeholders.

2. The company has independent directors. with a term of office exceeding 9 years from the date of being appointed as an independent director for the first time Due to the nature of the company's business operations is complex, thus requiring an independent director with specific knowledge and expertise He also has a thorough understanding of the company's business. which takes a long time to learn and understand and even though the independent directors of the company will hold the position for more than 9 years, but with the qualifications and dignity of each independent director As a result, all independent directors still have independence in performing their duties well, however, the company The term of office of independent directors has been set for a maximum of 9 consecutive years from the 2018 Annual General Meeting of Shareholders. However, the shareholders' meeting will consider the reasons and necessities as proposed by the company. and to approve the selection of independent directors who hold the position of independent directors for more than 9 consecutive years, thus remaining independent directors

3. The company has not appointed an external consultant to assist in setting guidelines. and suggest issues for evaluating the performance of the Board of Directors that should be conducted at least every 3 years, including disclosing such operations in the annual report but the Board of Directors individual director and sub-committees Has evaluated the performance on a yearly basis. by expressing opinions and evaluating the results by himself independently The evaluation results were used to develop the performance of the Board of Directors. with criteria and processes Which was disclosed in the annual report.

### 6.3.3 The company may disclose information on other matters. according to the principles of good corporate governance to support various assessments

The company and its subsidiaries have reviewed and taken action. to level up and improve policies and practices according to principles of good corporate governance annually in order to have a standard according to The domestic and international corporate governance principles are the Good Corporate Governance Principles for Listed Companies. of the Securities and Exchange Commission and the stock market and of the Stock Exchange of Thailand Criteria according to the survey project on corporate governance of Thai registered companies (CorporateGovernance Report of Thai Listed Companies - CGR) of the Thai Institute of Directors (IOD)

The Company and its subsidiaries have been evaluated in terms of corporate governance and various awards as follows:

1. Received the 2022 Corporate Governance Survey of Thai Listed Companies (CGR) by the Thai Institute of Directors Association (IOD) 5 - star rating or excellent (Excellent) for the third consecutive year. (TopQuartile) of companies with market value (Market Capitalization) size 3,000-9,999 million baht or more
2. Arrangement of the annual general meeting of shareholders received 98 points from the quality assessment of the annual general meeting of shareholders 2022 (AGMChecklist) by the Association of Investors. Thai
3. Climate Change and Sustainability Awards and Certifications

#### International level

1. Climate Action Leading Organization Certificate for contributing to driving and supporting the achievement of carbon neutrality and net zero greenhouse gas emissions by 2050 or earlier Thailand Carbon Neutral Network in the Climate Neutral Now Initiative in 2022
2. One of the Thai organizations participating in the disclosure of its environmental and natural resource impacts. Including measures to reduce such impact Carbon Disclosure Project in 2022

#### National level







1. Sustainability Disclosure Recognition for outstanding efforts on SDG target 12.6 Thaipat Institute On December 22, 2022
2. Thailand Capital Market Sustainability Model Organization Award Disabled Support 2022 Outstanding Award Category
3. The Prime Minister's Export Award Best of the Best award on the 30th anniversary of the Ministry of Commerce on September 22, 2022.
4. Low-Carbon and Sustainable Business Assessment and Rating Project (LCSB) at an outstanding

- level for the year 2022, Thailand Greenhouse Gas Management Organization (Public Organization) on September 20, 2022
5. Assessment of the level of readiness with the Thailand i4.0 Index, the Federation of Thai Industries on 24 January 2022.
  6. Zero Waste to Landfill Standard (ZWL-DIW: 2021), Certificate Number: ZWL-DIW 005/2564, Department of Industrial Works on December 21, 2021.
  7. Sustainability Disclosure Acknowledgment for outstanding efforts on SDG target 12.6 Thaipat Institute on December 17, 2021
  8. The Prime Minister's Industry Award Outstanding Industry Award 2021 in the category of circular economy Ministry of Industry on December 13, 2021
  9. Low Carbon and Sustainable Business Assessment and Rating Project (LCSi) award at outstanding level 2021, Thailand Greenhouse Gas Management Organization (Public Organization) on September 15, 2021
  10. Certificate of Appreciation for valuable contributing to the development of economic mechanism on carbon pricing and greenhouse gas reduction investment project, Thailand Greenhouse Gas Management Organization (Public Organization) on September 10, 2021

#### **Enterprise and product level**

1. Circular Mark Certificate of Achievement to Certified Products: Front Bumper 1-Ton Pickup Thailand Environment Institute on May 6, 2022
2. Circular Economy Upcycle Label product certificate Front bumper for 1-ton pick-up truck, PP plastic type Department of Environmental Quality Promotion on September 23, 2022
3. Standard TGO Guidance of the Carbon Footprint for Organization 2020 Gas Management Organization Greenhouse (Public Organization) on June 29, 2021

## Corporate Governance Structure

-  Corporate Governance structure
-  BOD. information
-  Subcommittee information
-  Executive management information
-  Employee information
-  Other important information

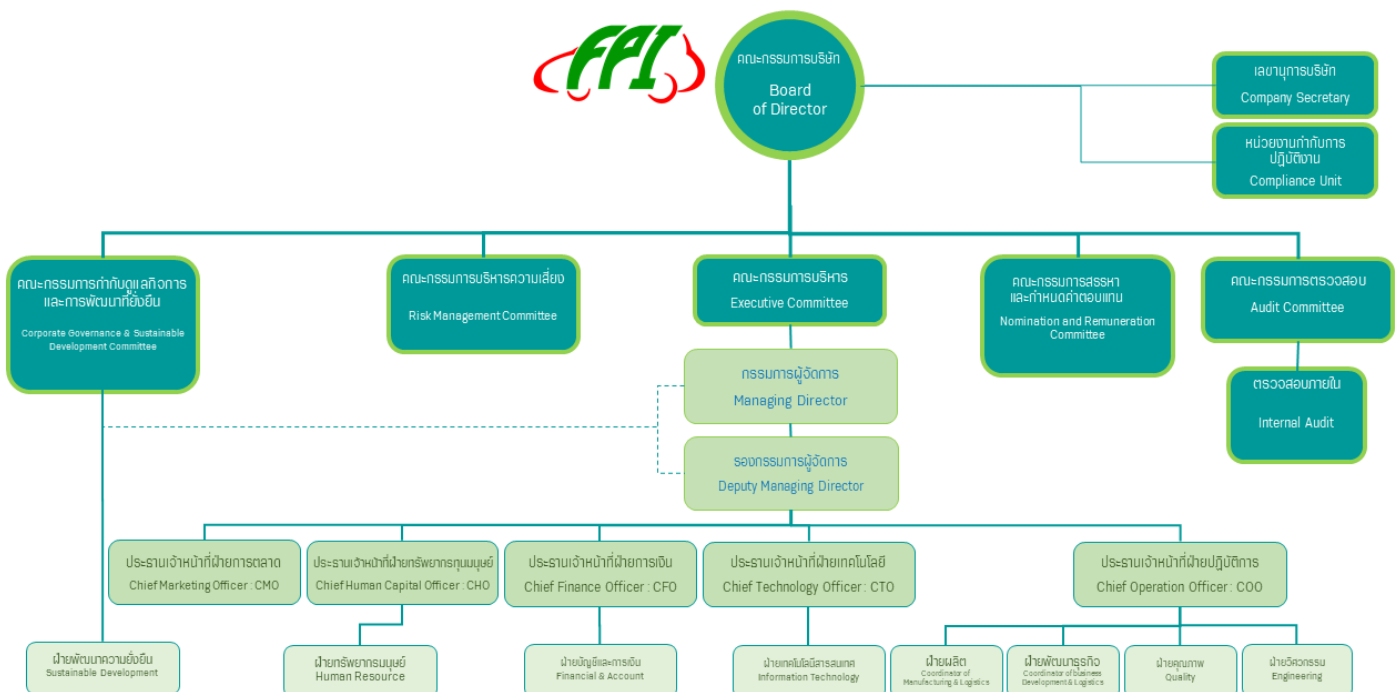




## 7. Corporate Governance Structure and important information about the board sub-committees, executives, employees and others

### 7.1 Corporate Governance Structure

The Board of Directors and executives perform their duties for the benefit of the Company. and shareholders the management structure is clear, balanced and verifiable. The Board of Directors has monitored and supervised the management to ensure that the management operates in accordance with the Company's policies, plans and strategies, including segregation of roles and responsibilities between the Board of Directors and management clearly The Company's management structure consists of the Board of Directors. and 7 sub-committees namely the Audit Committee Nomination and Remuneration Committee Board of Directors Risk Management Committee Corporate Governance and Sustainability Development Committee the Anti-Fraud and Corruption Working Group and the management team are fully qualified in accordance with Section 68 of the Public Limited Companies Act B.E. 2535 and the related announcements of the Capital Market Supervisory Board. The details of the management structure of the Company are as follows:



## 7.2 Information of the Board of Directors



## 7.2.1 Elements of the Board of Directors

Board of Directors Consists of 11 experienced, professional, skilled, and specialized directors from a variety of fields, consisting of:

**Independent Director** 5 persons (more than 1/3 of the entire Board of Directors) \* 45.45% of the Board of Directors












**Non-Executive Director** 9 Persons 81.82% of the Board of Directors (5 of them are independent directors)

**Executive Director** 2 Persons 18.18% of the Board of Directors

The Board of Directors has 3 **female directors**, representing 27.27%.

and 8 **male directors**, accounting for 72.73%

The Chairman of the Board of Directors is not the same person who holds the position of Chief Executive Officer and Managing Director and does not hold any position. in the subcommittee to have a clear separation of duties and operations

Board of Directors											
Non-Executive Director										Executive Director	
Independent Director					Director						
											
7	8	9	10	11	1	2	4	5	3	6	



## Board of Directors

The Board of Directors consists of 11 members consisting of

NAME-SURNAME		POSITION
1. Mrs. Raweewan	Mathong	Chairman of the Board
2. Mr. Sangcharean	Tanadumrongsak	Chairman
3. Mr. Sompol	Tanadumrongsak	Director and Chief Executive Officer
4. Mr. Somkit	Tanadumrongsak	Director
5. Mr. Yanyongchai	Tanadumrongsak	Director
6. Mrs. Nussara	Tanadumrongsak	Director
7. Mr. Suthanai	Prasertsan	Independent director and Chairman of Audit Committee
8. Mr. Anant	Gatepithaya	Independent director and Director of Audit Committee
9. Mr. Pumipat	Sinacharoen	Independent director and Director of Audit Committee
10. Mr. Anantachai	Yoonprathom	Independent director and Director of Audit Committee
11. Ms. Parichatara	Laotheerasirivong	Independent director and Director of Audit Committee

Name / Specialized knowledge	Board Skill Matrix								
	knowledge Company business	International business	Accounting and Finance	Organizational development and innovation	Compliance	Information and Digital technology	Society, Environment, and safety	Risk and crisis management	Management
1. Mrs. Raweewan Mathong	✓	✓	✓				✓	✓	✓
2. Mr. Sangcharean Tanadumrongsak	✓	✓	✓	✓		✓	✓	✓	✓
3. Mr. Sompol Tanadumrongsak	✓	✓	✓	✓	✓	✓	✓	✓	✓
4. Mr. Somkit Tanadumrongsak	✓	✓	✓	✓		✓	✓	✓	✓
5. Mr. Yanyongchai Tanadumrongsak	✓	✓	✓	✓		✓	✓	✓	✓
6. Mrs. Nussara Tanadumrongsak	✓	✓	✓	✓			✓	✓	✓
7. Mr. Suthanai Prasertsan	✓	✓	✓	✓		✓	✓	✓	✓
8. Mr. Anant Gatepithaya	✓	✓	✓	✓	✓		✓	✓	✓
9. Mr. Pumipat Sinacharoen	✓		✓	✓		✓	✓	✓	✓
10. Mr. Anantachai Yoonprathom	✓	✓		✓		✓	✓	✓	✓
11. Ms. Parichatra Laotheerasirivong	✓		✓	✓	✓	✓	✓	✓	✓
TOTAL	11	9	10	10	3	9	11	11	11

## 7.2.2 Information of the Board of Directors and Persons Controlling the Company Individually

Name-Surname	Position	Board of Directors There were 11 directors (As of December 31, 2022) as follows:			
		Appointment date	Last Election Year	type of director	next election
1. Mrs. Raweewan Mathong	Chairman of the Board	20/9/2012	2022	chairman	
2. Mr. Sangcharean Tanadumrongsak	Vice Chairman	20/9/2012	2021	Vice Chairman	
3. Mr. Sompol Tanadumrongsak	Director, Chief Executive Officer, Director of Corporate Governance, Vice Chairman of the Risk Management Committee, Vice Chairman of Anti-Corruption, Managing Director	20/9/2012	2021	Executive Director	
4 Mr. Somkit Tanadumrongsak	Director	20/9/2012	2020	Non-Executive Director	2023
5.Mr.Yanyongchai Tanadumrongsak	Director	20/9/2012	2020	Non-Executive	2023
6. Mrs. Nussara Tanadumrongsak	Director, Executive Vice President, Director of Corporate Governance and Sustainable Development, Director of the Risk Management Committee, Anti-Corruption Group	4/4/2017	2022	Executive Director	
7. Mr. Suthanai Prasertsan	Independent Director, Chairman of Audit Committee, Chairman of Corporate Governance and Sustainable Development, Vice Chairman of Risk Management Committee, Vice Chairman of Anti-Corruption	4/4/2017	2020	independent director	2023
8. Mr. Anant Gatepithaya	Independent Director, Director of Audit Committee, Director of Nomination and Remuneration, Chairman of Risk Management Committee, Chairman of Anti-Corruption	20/9/2012	2021	independent director	
9. Mr. Pumipat Sinacharoen	Independent Director, Director of Audit Committee, Chairman of Nomination and Remuneration Committee, Vice Chairman of Corporate Governance and Sustainable Development	20/9/2012	2022	independent director	

Name-Surname	Position	Board of Directors There were 11 directors (As of December 31, 2022) as follows:			
		Appointment date	Last Election Year	type of director	next election
10. Mr. Annantachai Yoonprathom	Independent Director, Director of Audit Committee, Director of Nomination and Remuneration Committee, Vice Chairman of Corporate Governance and Sustainable Development	4/4/2017	2020	independent director	2023
11. Ms. Parichatra Laotheerasirivong	Independent Director, Director of Audit Committee	22/4/2019	2021	independent director	

### Directors authorized to sign to bind the Company.

The authorized director of the Company is Mr. Sompol Tanadumrongsak. Co-signed with Mr. Sangcharean Tanadumrongsak or Mr. Yanyongchai Tanadumrongsak or Mr. Somkit Tanadumrongsak or Mrs. Nussara Tanadumrongsak A total of two and the company's seal affixed.

### 7.2.3 Scope of duties and responsibilities of the Board of Directors

Board of Directors Responsible to shareholders in the Company's business operations. by supervising management to ensure that it is in accordance with policies, guidelines and goals that will generate maximum benefits for shareholders and within the framework of good corporate governance and ethics and taking into account the interests of all stakeholders Board of Directors Has a duty to comply with the law, objectives, regulations of the company. and resolutions of the shareholders' meeting which must perform duties with honesty and carefully protect the interests of shareholders Both now and in the future, including compliance with the rules. and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission and stock exchange

In the performance of duties of the Board of Directors is the appointer Managing Director (Managing Director) is responsible for the business operations of the company.

In corporate governance of the Company, the following matters are the duties and responsibilities of the Board of Directors. to consider approving or approving

1. Determination of the Company's vision, mission, direction and strategy, policies, business guidelines, goals, plans and annual budgets of the Company and its subsidiaries.
2. Performance of the Company and subsidiaries quarterly of the Company Compare with goals, work plans, budgets and consider the trend of operations each year.
3. Investment in projects that are not included in the annual budget.

4. Issuing documents related to the company's securities.
5. Purchase and disposal of acquisition assets and participate in joint venture projects that are not against the rules of the Stock Exchange of Thailand The Securities and Exchange Commission and relevant laws exceed the amount authorized to the Managing Director.
6. Any transaction or action which has a significant impact on the financial status, liabilities, business strategies and reputation of the company.
7. Entering into any contract that is not related to normal business and contracts relating to normal business operations that are important.
8. Connected transactions between the Company, its subsidiaries and connected persons according to the criteria of the Stock Exchange of Thailand and the Board of Governors of the Stock Exchange of Thailand and in accordance with relevant laws.
9. Authority to approve operations within the organization (Authority Table)
10. Interim dividend payment
11. Significant changes in accounting policies and practices risk management and internal control
12. Hiring Managing Director and senior management
13. Determination and change of approval authority assigned to the Managing Director and senior management.
14. Appoint an auditor and consider remuneration.
15. Appointment and termination of directorship company secretary
16. Delegation of authority to the Chairman of the Board Managing Director or Director of the Company including any change in the delegation of duties and responsibilities, provided that it is not contrary to the rules of the Stock Exchange of Thailand and Board of Governors of the Stock Exchange of Thailand and related laws
17. Appointment and Determination of Authority Duties of sub-committees
18. Appointment of Directors in Subsidiaries and Consideration of Remuneration for Sub-Committees (not more than the total amount approved by the shareholders)
19. Providing and supervising management according to the principles of corporate governance
20. Any other actions to comply with the law, objectives, regulations and resolutions of the shareholders' meeting of the company.
21. Modifications and fix the organizational structure Deputy Managing Director level and above
22. Establish a good corporate governance policy and business ethics. which consists of principles and good practices for directors, executives and employees appropriately aiming at creating a sense of responsibility in performing their duties, creating understanding and strictly adhering to them along with the regulations and rules of the Company to achieve fairness to all groups of stakeholders
23. Provide an accounting system. financial reporting and reliable auditing as well as to ensure that there is a process for evaluating the appropriateness of internal control. and internal audit for efficiency and effectiveness.

24. Consider important potential risk factors. and set a complete risk management guideline and overseeing that executives have an efficient system or process for risk management. Including seeking business opportunities that may arise from such risks.
25. Monitor and manage conflicts of interest that may occur. Including connected transactions, giving importance to consideration of key transactions with a focus on maximizing the benefits of shareholders and stakeholders as a whole.
26. Provide appropriate communication channels for each group of shareholders and supervise the disclosure of information. To ensure that it is accurate, transparent, reliable and of the highest standards.
27. Evaluate and review the performance of oneself and that of the Chief Executive Officer and Managing Director regularly once a year.
28. Set up a system or mechanism for determining remuneration for senior executives of the Company that is appropriate in line with the performance. To create both short-term and long-term motivation
29. Be a leader and role model in good performance with ethics in line with the Company's good corporate governance policy.
30. Arrange for an assessment of compliance with the good corporate governance policy and the Company's code of conduct. Not less than once a year
31. There is a system for selecting personnel who will be responsible for important management positions at all levels appropriately. and has a transparent and fair recruitment process. From the level of Deputy Managing Director up to Chief Executive Officer will be appointed by a majority vote of the Board of Directors.
32. Report to the company Acknowledge their own interests and those involved. which is a stake in the management of the Company or joint venture
33. Attend the Board of Directors' Meeting and every shareholders' meeting If there is an important mission that is not possible to attend the meeting, inform the Chairman of the Board of Directors.
34. Give importance to business operations with social and environmental responsibility. Promote the sustainable well-being of Thai society It starts with improving the livelihoods of people in the communities around the factory. so that communities and factories can co-exist sustainably
35. Encourage the company to work in anti-corruption in all forms for progress and growth.

In addition, the actions of the Board of Directors which must be approved by the shareholders' meeting before proceeding on any matters are as follows

- a. Entering into connected transactions and acquisition or disposition of important assets of the Company as required by law and the Capital Market Supervisory Board.
- b. The sale or transfer of all or substantial part of the Company's business to another person.
- c. Purchasing or transferring business of other companies to the Company
- d. Making, modifying or terminating the contract relating to the lease of the Company's business in whole or in part. Assigning other people to manage the business of the Company or the merger of the business with other persons for the purpose of sharing profit and loss

- e. Addition or amendment to the Memorandum of Association or the Company's regulations
- f. Capital increase/decrease in registered capital
- g. Issuance of debentures for public offering
- h. Dissolution/merger with another company.
- i. Announcement of annual dividend payment
- j. Must be approved by the shareholders' meeting.

## Election of directors

1. The shareholders' meeting shall vote for the election of the Company's directors according to the following criteria:
  - 1.1 One shareholder has one vote per share.
  - 1.2 In case the number of persons nominated as directors does not exceed the number of directors to be elected at that election, the nominated directors shall be elected by the shareholders' meeting. Voting shares shall receive votes from shareholders according to the total number of shares held by such shareholders under (1), and the votes cannot be divided among any person.
  - 1.3 In the event that the number of candidates nominated as directors exceeds the number of directors to be elected At that time, the voting method shall be used individually. In voting, each person elected by the shareholder shall receive votes from the shareholders according to the total number of shares held by such shareholder under (1), as follows: Such shareholders may not divide their votes to any person in more or in any way. The persons receiving the highest number of votes in descending order will be elected as directors up to the number of directors to be elected at that time. In the event that the persons elected in descending order have equal votes, which would otherwise cause the number of directors to be exceeded to be elected at that time, The chairman shall have a casting vote.
2. The Board of Directors shall elect one director to be the chairman. The decision of the meeting shall be made by a majority vote of the number of directors attending the meeting. If the votes are equal, the chairman of the meeting shall have an additional vote as a deciding vote. Let the committee choose one person. Qualified and not prohibited by law to be a replacement director at the next Board of Directors' meeting. Unless the remaining term of the director is less than two (2) months, the person who replaces the director will be in the position of director only for the remaining term of the director he replaces. The resolution of the Board of Directors in this case must consist of votes of not less than three-fourths (3/4) of the number of remaining directors.
3. In the event that the vacancy of the Board of Directors is less than the number required for a quorum. The remaining directors may act on behalf of the Board of Directors only in convening a shareholders' meeting to elect directors to replace all vacant positions. This must be done within one (1) month from



the date that the number of directors is less than the number required for a quorum. and the person who becomes a replacement director can only hold office for the remaining term of the director he replaces.

### Term of being a director of the Company

At every annual ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts The number nearest to one-third shall be issued. Directors who must retire from office in the first year and the second year after the registration of the company. draw lots to determine who will retire. retiring Directors who retire from office may be re-elected.

Board of Directors It consists of people with knowledge and ability. The company has provided a number of Directors suitable for the size of the Company's business At present, there are 11 directors in total, 2 of whom are executive directors and 9 are non-executive directors (of which 5 are independent directors, accounting for 45.45% of the entire Board of Directors. Each director has a term of office of 3 years and is limited to the number of years in office. Hold the position of an independent director for no more than 9 years, starting from the date of the 2017 Annual General Meeting of Shareholders onwards.

Name - Surname	Year of appointment	Year of the latest election (2022)	Type of Director	Nomination/ Appointment to be director in 2022	Next due for Appointment
1. rs. Raweewan Mathong	20/9/2012	2022	Chairman	Yes	
2. Mr. Sangcharean Tanadumrongsak	20/9/2012	2021	Vice Chairman	No	
3. Mr. Sompol Tanadumrongsak	20/9/2012	2021	Executive Directors	No	
4 Mr. Somkit Tanadumrongsak	20/9/2012	2020	Non-Executive Director	No	2023
5.Mr.Yanyongchai Tanadumrongsak	20/9/2012	2020	Non-Executive Director	No	2023
6. Mrs. Nussara Tanadumrongsak	4/4/2017	2022	Executive Directors	Yes	
7. Mr. Suthanai Prasertsan	4/4/2017	2020	Independent Director	No	2023
8. Mr. Anant Gatepithaya	20/9/2012	2021	Independent Director	No	
9. Mr. Pumipat Sinacharoen	20/9/2012	2022	Independent Director	Yes	
10. Mr. Annantachai Yoonprathom	4/4/2017	2020	Independent Director	No	2023
11. Ms. Parichatra Laotheerasirivong	22/4/2019	2021	Independent Director	No	

### Retiring from directorship

- At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, then the number nearest to the parts shall retire. one third Directors who must retire from office in the first and second year after the registration of the company. To use a lottery method to determine who will retire. For the following years, the

director who has been in office the longest is the one to retire. Directors retiring by rotation may be re-elected.

2. In addition to retiring by rotation Directors will vacate office upon death or resignation or disqualification, or having prohibited characteristics as required by law or by the resolution of the shareholders' meeting or by the court's order
3. Any director who will resign from the position must submit a resignation letter to the company. The resignation is effective from the date the resignation letter reaches the company. In this regard, a director who resigns may also notify the registrar of his or her resignation.
4. The shareholders' meeting may pass a resolution to remove any director from office before the expiration of the term, with a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and holding shares in aggregate of not less than one-half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote

### **Roles and responsibilities of the Chairman**

The Chairman plays an important role in overseeing and supporting the Board of Directors to perform their duties fully in accordance with the established directions and strategies, for the best interests of the Company and its shareholders. The Chairman of the Board plays a leading role in the Board of Directors. The duties of the chairman are:

1. Supervise, monitor and ensure that the Board of Directors performs its duties efficiently, and achieve the main objectives and goals.
2. Supervise and promote ethics and good corporate governance.
3. Set the agenda of the Board of Directors' meeting, by discussing with the Managing Director. There are measures to ensure that important matters are included in the meeting agenda.
4. Allocate enough time for the Board of Directors' meetings for the management to propose matters. And the directors will discuss important issues completely, and encourage directors to use their discretion carefully and express their opinions independently.
5. Strengthen good relationships between executive directors and non-executive directors, and between the Board of Directors and the Management

## 7.3 Information about the Subcommittee

### 7.3.1-a Audit Committee



### 7.3.2-a Details of the Audit Committee

As at 31 December 2022, the Audit Committee comprises of 5 members as follow;

NAME - SURNAME		POSITION
1.Mr. Suthanai	Prasertsan	Chairman of the Audit Committee (Independent Director)
2.Mr. Anant	Gatepithaya*	Audit Committee (Independent Director)
3.Mr. Pumipat	Sinacharoen*	Audit Committee (Independent Director)
4.Mr. Anantachai	Yoonprathom	Audit Committee (Independent Director)
5.Ms. Parichatara	Laotheerasirivong*	Audit Committee (Independent Director) *

Remark: \* The members of audit committee have knowledge and experience to verify reliability of the financial statements.  
Miss Wanvimol Jongsureeyapa is the secretary of the Audit Committee.

The composition of the Audit Committee consists of the Company's directors. who is an independent director of at least 3 persons, each having a term of office of 3 years or termination of office due to Termination of being a director of the Company or resignation or being dismissed with qualifications,

duties, responsibilities complete in accordance with the rules prescribed in the Notification of the Securities and Exchange Commission and scope of work according to the announcement of the Capital Market Supervisory Board

In addition, the Board of Directors has approved the Charter of the Audit Committee which has defined elements Term Qualifications and the scope of duties according to the principles of good corporate governance and disclosed in the Good Corporate Governance Handbook and the Company's website.

All members of the Company's Audit Committee are independent directors and members of the Board of Directors. I believe that I am knowledgeable. Sufficient expertise and experience in accounting and finance Be recognized and have attended training to increase knowledge related to the duty of audit committee continuously. for the benefit of reviewing for the Company Have reliable financial reports and audits. There is compliance with accounting standards. Relevant laws and standards There are adequate and effective internal control and risk management systems. Review the internal process regarding receiving whistle blowing and receiving complaints. have a duty to select Propose the appointment of an independent auditor Including proposing to remove the auditor in the event that he is unable to perform his duties or neglects to perform his duties. or acting improperly including reviewing for the Company There is an appropriate and effective internal audit system. and supervise the internal audit department to perform according to the internal audit standards and to consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand to ensure that it is reasonable and in the best interests of the Company and fully disclosed

In 2022, the Audit Committee held a total of 4 meetings and had meetings with the Company's auditors. Specifically without the management 1 time (on February 25, 2022) to perform duties according to the scope of duties and responsibilities specified in the charter. and as assigned by the Board of Directors, along with reporting the follow-up audit results to the Board of Directors quarterly And summarized to present to the shareholders in the annual report.

## Scope of duties and responsibilities of the Audit Committee

1. Review for the Company Accurate financial reporting and adequate disclosure
2. Review for the Company To have an appropriate and effective internal control and internal audit system and consider the independence of the internal audit unit. as well as to approve the appointment, transfer, termination of the head of the internal audit unit or any other department responsible for internal auditing
3. Review for the Company Comply with securities and exchange laws regulations of the Stock Exchange of Thailand and laws related to the Company's business
4. Consider, select, nominate or terminate the employment of an independent person to act as the Company's auditor. and propose the compensation of such person Including attending a meeting with the auditor without the presence of the management at least once a year.
5. Consider connected transactions or transactions that may have conflicts of interest in accordance with the law and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and in the best interests of the Company.
6. Prepare a report of the Audit Committee to be disclosed in the Company's annual report. The said report must be signed. by the Chairman of the Audit Committee and must consist of at least the following information:
  - (a) an opinion on the accuracy, completeness and credibility of the Company's financial reports
  - (b) an opinion on the sufficiency of the Company's internal control system
  - (c) an opinion on compliance with the law on securities and exchange; market requirements securities or laws related to the business of the Company
  - (d) an opinion on the suitability of the auditor
  - (e) an opinion on transactions that may have conflicts of interest
  - (f) Number of audit committee meetings and the attendance of each member of the Audit Committee
  - (g) Opinions or overall observations received by the Audit Committee from the performance of duties in accordance with the Charter.
  - (h) Other items that shareholders and general investors should know under the scope of duties and responsibilities assigned by the Board of Directors.
7. Perform any other tasks assigned by the Company's Board of Directors. Assigned with the approval of the Audit Committee

### 7.3.1-b Executive Committee



## EXECUTIVE COMMITTEE



### 7.3.2-b Details of the Executive Committee

The Executive Board consists of at least 2 persons holding the position of directors and/or executives. of the Company as the Chairman of the Executive Committee deems appropriate. At each meeting, the Board of Directors may invite other persons, such as executive representatives, to and/or outside consultants attend meetings as necessary.

**Executive Board of the Company A total of 8 persons as follows:**

NAME - SURNAME			POSITION
1.	Mr. Sompol	Tadadumrongsak	Chairman of Executive Committee
2.	Mrs. Nussara	Tanadumrongsak	Vice Chairman of Executive Committee
3.	Mr. Kiattisak	Chairuamkul	Executive Committee resigned on July 31, 2022*
4.	Mr. Watchara	Weraporasu	Executive Committee
5.	Mr. Sungvien	Meethong	Executive Committee
6.	Mr. Sarayuht	Ouybuan	Executive Committee
7.	Mr. Thongchai	Wiwong	Executive Committee
8.	Dr. Saruda	Siripattarapreecha	Executive Committee



### Scope of duties and responsibilities of the Executive Committee

1. Implement the policy assigned by the Board of Directors.
2. Determine both short-term and long-term business strategies. with the approval of the Board of Directors
3. Supervise and approve matters relating to the Company's normal operations in accordance with the authority assigned by the Board of Directors.
4. Approve the appointment of consultants in various fields. Necessary to the operation of the company under the budget approved by the Board of Directors each year.

The executive committee may sub-authorize the executive or any person to have the authority to carry out any matter or matters as the executive committee deems appropriate. Approval of transactions by executive directors and/or sub-authorization must not be approval of connected transactions. or transactions that may have conflicts of interest or item The Executive Board has interests as specified in the Company's Articles of Association and the Notification of the Capital Market Supervisory Board. without any approval Must be in accordance with the policy and approval authority as determined by the Board of Directors.

### 7.3.2-c Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee consists of: At least 3 directors and more than half must be independent directors. The chairman of the Nomination and Remuneration Committee must be an independent director.

The Nomination and Remuneration Committee consists of 3 Independent Directors as follows:

Name – Surname	Position
1. Mr. Pumipat Sinacharoen	The Chairman of Nomination and Remuneration
2. Mr. Anant Gatephitaya	Nomination and Remuneration Committee
3. Mr. Anantachai Yoonprathom	Nomination and Remuneration Committee

Mr. Sompol Tanadumrongsak is the secretary of Nomination and Remuneration Committee

#### Qualifications of the Remuneration and Nominating Committee

1. Being a director of the company
2. have knowledge and ability understand the nature of business and roles and responsibilities of the Board of Directors sub-committee Including having a good knowledge of corporate governance.
3. have a broad vision Continuously follow up on changes in matters related to remuneration and nomination internationally. in order to improve the Company's remuneration and nomination policy.

4. Have an understanding of potential development guidelines and skills of directors and executives Each person is appropriate. in order to achieve a more efficient operation

5. Able to perform duties and express opinions Including reporting the performance according to the duties that have been assigned independently and can dedicate sufficient time to perform duties.

6. There is independence and impartiality in recruiting and selecting personnel. Persons who deserve to be nominated for holding the position of the Company's directors To replace the Company's directors who have completed their terms. or other cases Including preparing sufficient information of such persons for the Board of Directors to consider.

#### **Term of office of the Remuneration and Nominating Committee**

A member of the Remuneration and Nominating Committee has a term of office in accordance with the period of being a director of the Company. who retired by rotation May be re-appointed to hold another position as necessary and appropriate.

In addition to retiring by rotation as mentioned above, the Remuneration and Nominating Committee will leave the position when.

1. resign

2. Lack of qualifications for being a member of the Remuneration and Nominating Committee according to the Remuneration and Nominating Committee's charter.

3. The Board of Directors resolved to resign from the position of director. Remuneration and Nominating Directors who wish to resign from the position shall be made in writing to the Chairman of the Board of Directors. letter of resignation to the Chairman of the Board of Directors in the event that the position of the Remuneration and Nominating Committee is vacant due to reasons other than retirement by rotation Appoint a fully qualified person to be a member of the Remuneration and Nominating Committee within 3 months from the date the position becomes vacant. in order for the members of the Remuneration and Nominating Committee to have the required number

#### **Responsibilities of the Supervisory Board Remuneration and Nomination of Directors**

1. Consider the payment criteria and the form of remuneration for directors and high-level executives to present their opinions to the Board of Directors in all forms. monetary and non-monetary forms in comparison with reference to the Company leading in the same industry Past performance, experience, responsibilities, scope of roles and responsibilities, business expansion, financial status, performance of the company and aligned with the strategy and long-term goals of the company in order to create incentives for Manage and retain qualified directors and executives The Board of Directors approves the remuneration of high-ranking executives. The Board of Directors will propose to the shareholders' meeting for approval every year.

2. Evaluate the remuneration of high-level executives in accordance with the performance by using goals and evaluation criteria linked to Strategic plans and work plans, both short and long term.

3. Consider the criteria and process for recruiting qualified individuals to hold directorship positions in accordance with the business strategy. business of the company By preparing a Board Skill Matrix to support recruitment and selection Select individuals according to the nomination process that has been established, for example, considering the names and backgrounds of those nominated as directors from the previous committee. Opportunity for shareholders to nominate directors to hold positions or consider using the company external consultants or consider individuals from the directory, career committees, etc. by considering qualifications that are appropriate and diverse in terms of qualifications, skills, age, experience, gender, race, religion, and locality. origins, expertise and specific competencies that are required in the Board of Directors, as well as participation in creating benefits for the Company and submit opinions to the Board of Directors

4. Provide projects for the development of directors and high-level executives and the succession plan of high-level executives (Succession Plan) and review the projects and plans. This is done every year.

5. Supervise the orientation of new directors to understand their roles and responsibilities. along with providing information about policies and business practices of the Company Including the environment that must be considered.

6. Provide training and development plans for knowledge and expertise of the current directors that are suitable for changes in external circumstances and the development of the company. continuously sustainable both in business operations and corporate governance as well as reviewing whether the current Board of Directors still lacks the skills, knowledge, and expertise involved in any aspects as determined by the Director Skill Matrix. in order to appropriately select the necessary courses for further development of the Board of Directors

7. Suggest methods for evaluating results Performing duties of the Board of Directors Sub-committees are reviewed annually. may consider using the services of external consultants Including following up and summarizing the evaluation results to the Board of Directors for acknowledgment to improve work efficiency and enhance the knowledge and competence of the Board of Directors. company

8. Perform other duties as the Board of Directors deems appropriate and assigned to operate in perform tasks according to Scope of duties of the Board of Directors Remuneration and Nomination of Directors Have the power to summon the management or relevant employees to give opinions, attend meetings or submit documents deemed necessary. in the performance of duties under the scope of duties of the charter The Remuneration and Nominating Committee may seek advice from external independent consultants or other professional experts. if deemed necessary and appropriate

In 2022, the Nomination and Remuneration Committee held a total of 2 meetings to perform duties in accordance with the Charter. and as assigned by the Board of Directors, together with reporting the performance to the Board of Directors And summarized to present to the shareholders in the annual report.

### 7.3.2-d Corporate Governance Committee

Corporate Governance Committee There are 5 people in total as follows:

Name - Surname			Position
1.	Mr. Suthanai Prasertsan		Chairman of the Corporate Committee
2.	Mr. Anantachai Yoonprathom		Vice Chairman of the Corporate Committee
3.	Mr. Pumipat Sinacharoen		Vice Chairman of the Corporate Committee
4.	Mr. Sompol Tanadumrongsak		Director of the Corporate Committee
5.	Mrs. Nussara Tanadumrongsak		Director of the Corporate Committee

Charter of the Corporate Governance Committee as follows:

#### 1. Composition and Qualifications of the Corporate Governance Committee

- 1.1 The Corporate Governance Committee consists of Board of Directors at least five people and more than half must be independent directors The Chairman of the Corporate Governance Committee must be an independent director.
- 1.2 Corporate Governance Committee There is a term of office of 3 years, whereby members of the Corporate Governance Committee who retire by rotation may be re-appointed by the Board of Directors.
- 1.3 In case the position of the Corporate Governance Committee is vacant due to other reasons In addition to the retirement by rotation according to item 2.2, i.e. termination of the Company's directorship or resignation or being removed for the Board of Directors Appoint a fully qualified person to be a member of the Corporate Governance Committee so that the number of Corporate Governance Committee members must be fulfilled as required by the Board of Directors set out in this Charter. The person who becomes a member of the Corporate Governance Committee will be in office only for the remaining term of the Corporate Governance Committee member he/she replaces.

#### 2. Scope of duties

In order to manage the organization honestly, openly, transparently and verifiably. The Company therefore has defined the scope of duties and responsibilities of the Corporate Governance Committee as follows:

1 Be aware of the roles and responsibilities of the Board of Directors. as the leader of an organization that creates sustainable value for the business

- 1.1 Understand the role and recognize the responsibility as a leader to direct The organization has good management. which covers

- (1) Setting objectives and goals
- (2) Formulating strategies, operating policies as well as allocate important resources to achieve objectives and goals.
- (3) Monitoring, evaluating and supervising performance reports.

1.2 Create sustainable value for the business The Board of Directors should supervise the business to lead to at least the following results:

- (1) Be competitive and have good operating results with regard to long-term effects
- (2) Conduct business with ethics, respect for rights and responsibility towards shareholders and stakeholders
- (3) Beneficial to society and develop or reduce negative impacts on the environment.
- (4) Adaptable under changing factors

1.3 Supervise all directors and executives to perform their duties with responsibility. Be careful and honest to the organization and ensure that the operation is in accordance with the law, regulations and resolutions of the shareholders' meeting.

1.4 Understand the scope of duties and responsibilities of the Board of Directors and set the scope. Clearly delegating duties and responsibilities to the President and the management as well as monitoring and supervising the President and the management to perform their duties as assigned.

2 Determine objectives and main goals of the business that are sustainable.

2.1 Determine or ensure that the main objectives and goals of the business are sustainable as the objectives and goals are consistent with creating value for the entire business, customers, stakeholders. and society as a whole

2.2 Supervise to ensure that objectives and goals as well as the medium-term and/or annual strategies of the Company in line with the achievement of the objectives and main goals of the Company by using innovations and technologies appropriately and safely

3. Strengthen effective committees.

3.1 Responsible for setting up and reviewing the structure of the committee. both in terms of size The composition of the proportion of independent directors that is appropriate and necessary to lead the organization to its objectives and main goals.

3.2 Select an appropriate person to be the chairman of the board. and ensure that the components and the operation of the Board of Directors conducive to the exercise of independent discretion.

- 3.3 Supervise the recruitment and selection of directors to have a transparent and clear process. in order to obtain a qualified committee in accordance with the specified elements
- 3.4 Propose remuneration for the Board of Directors for shareholders' approval. The board should consider the structure and the remuneration rate is appropriate to the responsibilities and motivates the Board of Directors to lead the organization Implement both short-term and long-term goals.
- 3.5 Supervise and ensure that all directors are responsible for their operations. Duties and allocate sufficient time.
- 3.6 Supervise the establishment of a framework and mechanism for supervising policies and operations of Subsidiaries and other businesses in which the Company invests significantly at the level appropriate to each entity, including Subsidiaries and other businesses invested by the Company have the same understanding as well.
- 3.7 Organize an annual assessment of the performance of the Board of Directors, sub-committees. and individual directors the evaluation results should also be used for the further development of performance.
- 3.8 Supervise the Board of Directors and each director to have knowledge and understanding about their roles, duties, nature of business operations and laws related to business operations as well as support To ensure that all directors receive skills and knowledge enhancement for performing their duties on a regular basis.
- 3.9 Ensure that the Board of Directors' operations run smoothly, have access to necessary information, and have a Company Secretary with knowledge and experience that is necessary and suitable for Supporting the operation of the Board of Directors

#### 4 Recruitment and development of senior executives and personnel management

- 4.1 Ensure that There is recruitment and development of managing directors and senior executives. To have knowledge, skills, experience and characteristics necessary to drive the organization towards its goals.
- 4.2 Supervise the determination of appropriate compensation and evaluation structures.
- 4.3 Should understand the structure and relationship of shareholders that may affect the management and operation of the business.
- 4.4 Follow up and supervise the management and personnel development to have the appropriate amount of knowledge, skills, experience and motivation.



## 5 Promote innovation and responsible business practices

- 5.1 Emphasize and support the creation of innovations that create value for the business along with Go with creating benefits for customers or related parties and are responsible for society and the environment.
- 5.2 Monitor and ensure that the management operates business with social and environmental responsibility and is reflected in the action plan to ensure that all departments of the organization are Operate in accordance with the objectives, main goals and strategic plans of the business.
- 5.3 Supervise the management to allocate and manage resources efficiently and effectively by taking into account the impact and development of resources throughout the value chain in order to achieve the objectives and main goals sustainably.
- 5.4 Establish a framework for governance and management of information technology at the organization level. that corresponds to the needs of the business including supervising the use of information technology in Increase business opportunities and improve operations risk management so that the business can achieve its objectives and the main goals of the business

## 6 Ensure that there is an appropriate risk management and internal control system.

- 6.1 Supervise to ensure that The company has a risk management system and internal control to achieve objectives effectively and in compliance with relevant laws and standards.
- 6.2 Establish an audit committee that can perform duties efficiently and independently.
- 6.3 Monitor and manage conflicts of interest that may occur between companies. with the management, board of directors or shareholders Including the prevention of misuse of information assets. and opportunities for the company and conducting transactions with persons connected with the Company in an inappropriate manner
- 6.4 Supervise the establishment of anti-corruption policies and practices. Clear and communicated at all levels of the organization and to outsiders for practical implementation.
- 6.5 Ensure that the business has a mechanism for receiving complaints and taking action in case of whistleblowing.

## 7 Maintain financial credibility and disclosure.

- 7.1 Supervise the system of financial reporting and disclosure. Important information is correct, sufficient, timely, in accordance with relevant regulations, standards and practices.

- 7.2 Monitor the adequacy of financial liquidity and ability to pay debts.
- 7.3 There is a plan to solve the problem or have other mechanisms that can solve the financial problem. In situations where the business is facing financial problems or is likely to experience problems, taking into account the rights of stakeholders.
- 7.4 Prepare sustainability reports as appropriate.
- 7.5 Supervise the management to have a unit or person responsible for investor relations responsible for communicating with shareholders and other stakeholders such as investors and analysts in an appropriate, equitable and timely manner.
- 7.6 Promote the use of information technology in disseminating information.

#### 8 Encourage participation and communication with shareholders.

- 8.1 Ensure that Shareholders are involved in decision making on important matters of the company.
- 8.2 Supervise to ensure that the proceedings on the meeting date are smooth, transparent, efficient and allow shareholders to exercise their rights.
- 8.3 Ensure that the disclosure of meeting resolutions and the preparation of minutes of the shareholders' meeting are in line with correctly and completely

### 3. Responsibility

The Corporate Governance Committee is directly responsible to the Board of Directors in accordance with the assigned duties and responsibilities. And the Board of Directors is still responsible for the operations of the Company. to outsiders

### 4. Meeting

- 4.1 Arrange a meeting at least once a quarter by inviting the management or executives or employees of the company. Related or those who deem fit to attend the meeting to give opinions or submit documents Information as deemed relevant or necessary.
- 4.2 At every meeting of the Corporate Governance Committee The quorum must consist of No less than two-thirds of the total number of Corporate Governance Committee members in office at that time shall constitute a quorum.
- 4.3 Members of the Corporate Governance Committee who have interests In any matter to be considered, voting is not allowed on that matter.

- 4.4 In voting for the Corporate Governance Committee to vote with 1 vote per person and using the majority vote as a basis in case of a resolution with equal votes The Chairman of the Corporate Governance Committee has one more vote as a casting vote.

## 5. Reporting

Report the performance of the Corporate Governance Committee to the Board of Directors for acknowledgment and prepare a report of the Corporate Governance Committee. to be disclosed in the Company's annual report. and signed by the Chairman of the Corporate Governance Committee

## 6. Performance Evaluation

The Corporate Governance Committee will evaluate the performance of the Corporate Governance Committee and report the results of the annual assessment to the Board of Directors.

The composition of the Corporate Governance Committee consists of at least 5 directors and more than half of them must be independent directors. The Chairman of the Corporate Governance Committee must be an independent director. Having a term of office for 3 years or ending the term of office due to the termination of the Company's director status or resignation or removal

Corporate Governance Committee Responsible for determining guidelines and recommending policies on code of conduct and business ethics according to the good corporate governance system to the Board of Directors. To define the organization's regulations, in order to be a standardized and correct practice for the organization.

### 7.3.2-e Risk Management Committee

The composition of the Risk Management Committee consists of at least 3 members of the Board of Directors and at least 1 person must be an independent director having a term of office of 3 years or ending the term of office due to termination of the position as a director of the Company. or resignation or removal

The Risk Management Committee consists of 15 members as follows:

Name - Surname		Position
1. Mr. Anant	Gatephitaya	Chairman of the Risk Management Committee/Independent Director
2. Mr. Suthanai	Prasertsan	Vice Chairman of Risk Management Committee/Independent Director
3. Mr. Sompol	Tanadumrongsak	Vice Chairman of the Risk Management Committee
4. Mrs. Nussara	Tanadumrongsak	Risk Management Committee
5. Mr. Kiattisak	Chairuamkul	Risk Management Committee <i>resigned on July 31, 2022*</i>
6. Mr. Watchara	Weraporasu	Risk Management Committee
7. Mr. Sarayuht	Ouybuan	Risk Management Committee

Name - Surname			Position
8.	Mr. Sungvien	Meethong	Risk Management Committee
9.	Mr. Thongchai	Wiwong	Risk Management Committee
10.	Mr. Bunphai	Khumsaensuk	Risk Management Committee
11.	Dr. Saruda	Siriphattarapreecha	Risk Management Committee
12.	Mr. Prajak	Sripa	Risk Management Committee
13.	Ms. Nattiya	Klinchan	Risk Management Committee
14.	Mr. Natthawat	Rotkeaw	Risk Management Committee
15.	Ms. Inchanan	Bunkong	Risk Management Committee <i>resigned on July 31, 2022*</i>

#### Scope, powers, duties and responsibilities of the management-level risk management committee

1. Define enterprise-level risk management strategies and acceptable risks Ready to integrate risk management into the business management of the organization. and reviewing strategies to suit the business environment.
2. Define processes, criteria and measures for risk management. Including identifying, analyzing, evaluating, monitoring and communicating at the overall level of the organization. To keep relevant people informed continuously according to the established management guidelines.
3. Follow up on risk review. and formulate a risk management plan at the corporate level (corporate risk) to achieve the goals and report to the Audit and Corporate Governance Committee respectively.
4. Appoint a risk management working group at the level of each department as appropriate. And follow up on the performance of the risk management working group at the department level of each department every quarter.
5. Promote awareness of risk management to business units and supporting agencies, as well as provide advice and support necessary resources for managing the risk of the organization for maximum efficiency and effectiveness.
6. Organize a meeting to review the performance according to the risk management system. for the organization to maintain its ability to achieve its goals There are measures to control risks to be at an acceptable level. and consistent with the business environment

In 2022, the Risk Management Committee held a total of 2 meetings to perform duties within the scope of duties and responsibilities specified in the charter. and as assigned by the Board of Directors, together with reporting the performance to the Board of Directors quarterly And summarized to present to the shareholders in the annual report

### 7.3.2-f Anti-Corruption Working Group

The composition of the Anti-Corruption Working Group consists of at least 3 members of the Board of Directors and at least 1 person must be an independent director with a term of office of 3 years or termination of office due to Termination of being a director of the Company or resignation or being dismissed.

NAME - SURNAME			POSITION
1.	Mr. Anant	Gatephitaya	Chairman of the Anti-Corruption Working Group
2.	Mr. Suthanai	Prasertsan	Vice Chairman of the Anti-Corruption Working Group
3.	Mr. Sompol	Tanadumrongsak	Vice Chairman of the Anti-Corruption Working Group
4.	Mrs. Nussara	Tanadumrongsak	Anti-Corruption Working Group
5.	Mr. Kiattisak	Chairuamkul	Anti-Corruption Working Group <i>resigned on July 31, 2022</i>
6.	Mr. Watchara	Weraporasu	Anti-Corruption Working Group
7.	Mr. Sarayuht	Ouybuan	Anti-Corruption Working Group
8.	Mr. Sungvien	Meethong	Anti-Corruption Working Group
9.	Mr. Thongchai	Wiwong	Anti-Corruption Working Group
10.	Mr. Bunphai	Khumsaensuk	Anti-Corruption Working Group
11.	Dr. Saruda	Siriphattarapreecha	Anti-Corruption Working Group
12.	Mr. Prajak	Sripha	Anti-Corruption Working Group
13.	Ms. Nattiya	Klinchan	Anti-Corruption Working Group
14.	Mr. Natthawat	Rotkeaw	Anti-Corruption Working Group
15.	Ms. Inchanan	Bunkong	Anti-Corruption Working Group <i>resigned on July 31, 2022</i>

#### Scope of duties and responsibilities of the Anti-Corruption Measures Working Group

1. The Board of Directors has a duty and responsibility to formulate a policy and supervise a system that supports effective anti-corruption. To ensure that the management recognizes and places importance on anti-corruption and cultivating it as a corporate culture.
2. The Audit Committee is responsible and responsible for reviewing financial and accounting reporting systems, internal control systems, internal audit systems, and risk management systems to ensure that they meet international standards, concisely, appropriately, modernly, and efficiently.
3. The Risk Management Committee has duties and responsibilities in determining criteria, policies and processes for assessing and managing risks that affect the company. The risk management process consists of the following main steps: risk identification; risk assessment risk management Control, Monitoring and Evaluation and Risk Reporting To ensure that there is adequate and effective risk management on a regular basis. The risk management process covers strategic risks. Operational Risk Financial risk and the risk of non-compliance with laws and regulations, including the risk of corruption,

whereby the Company will implement the anti-corruption policy. Including providing clues about unethical acts or corruption as well.

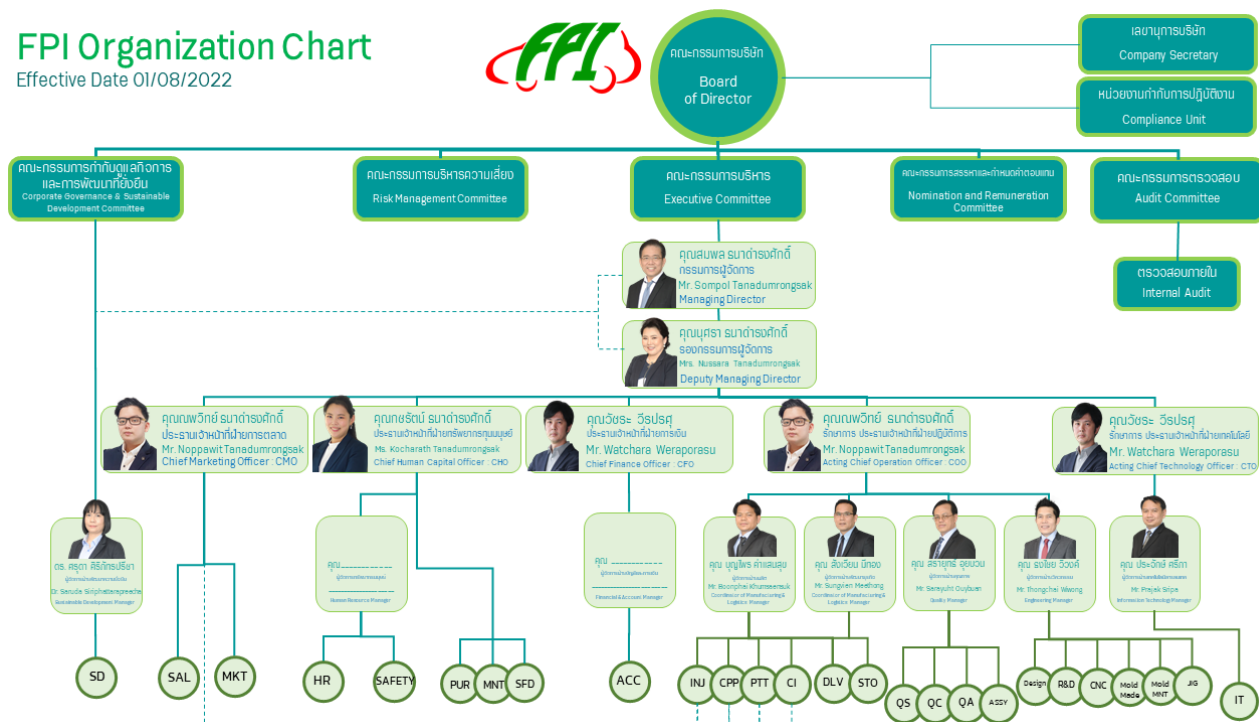
4. The Executive Committee is responsible for establishing a system and promoting and supporting anti-corruption policies. To communicate to all employees and related parties including reviewing the appropriateness of the system and various measures to be in line with the changes in business rules and regulations and legal requirements
5. Managing Director and Deputy Managing Director are responsible and responsible for inspecting and reviewing the operation to ensure that it is correct. in accordance with the policy Operating power regulations and laws, regulatory requirements To ensure that there is a control system that is appropriate and sufficient for potential corruption risks and reports to the Audit Committee.
6. Department managers are responsible and responsible for controlling operations in accordance with the policy.
7. The working group is appointed from the responsible persons of various departments in the organization.



## 7.4 Management team

## FPI Organization Chart

Effective Date 01/08/2022



## 7.4.1 Details of the management team บริษัทฯ มีคณะผู้บริหารจำนวนทั้งสิ้น 12 ท่าน ประกอบด้วย

ชื่อ-นามสกุล

ตำแหน่ง

1. Mr. Sompol	Tanadumrongsak	Executive Chairman*/ Managing Director
2. Mrs. Nussara	Tanadumrongsak	Executive Vice Chairman*/ Deputy Managing Director
3. Ms. Kocharath	Tanadumrongsak	Chief Human Resources Officer*
4. Mr. Noppawit	Tanadumrongsak	Chief Marketing Officer*
4. Mr. Watchara	Weraprasu	Chief Financial Officer *
5. Mr. Sungvien	Meethong	Business Development Manager
6. Mr. Sarayuht	Ouybuan	Quality Development Manager
7. Mr. Thongchai	Wiwong	Engineering Manager
8. Dr. Saruda	Siriphatrapreecha	Sustainability Development Manager
10. MS. Nachayada	Sanomnao	Accounting and Finance Manager *
10. Mr. Prajak	Sripa	Information and Technology Manager
11. Mr. Bunphai	Khumsaensuk	Production manager

**Remark \*** The top executives and the first 4 executives from the top executives

## Scope of duties and responsibilities of the Managing Director

1. Formulate policies, business strategy guidelines Goals, plans and annual budget of the company and its subsidiaries proposed to the Board of Directors for approval.
2. Implementation in accordance with the policy Business strategy guidelines, goals, plans and annual budgets of the company and its subsidiaries. as approved by the Board of Directors
3. Monthly and quarterly performance reports and results of the company. and its subsidiaries compared to plans and budgets Let the Board of Directors know with suggestions.
4. Approve expenses up to 3 million baht per time. It must be reported to the Board of Directors.
5. Approve investment projects in the amount not exceeding 20 million baht. Must be an investment project related to the core business of the company and have a rate of return on investment in the project (IRR Project) not less than 15% and must comply with the selling price policy. of the Executive Committee and report to the Executive Committee, except investment projects that do not meet the criteria above, to be proposed to the Executive Committee for approval, including investment projects for maintenance Efficiency improvement or replacement of existing machines.
6. Approval for improvement change and modify the organizational structure department level down
7. Other matters assigned by the Board of Directors. The exercise of authority of the President does not include (must not conflict with the rules of the SEC) The power to approve transactions that cause the Managing Director or persons who may have conflicts. having an interest Or there may be a conflict of interest in any other manner with the company. and its subsidiaries including designated items Seek approval from the Board of Directors' meeting. or the shareholders' meeting, such as connected transactions or the acquisition or disposition of the Company's assets. and its subsidiaries, etc.

### 7.4.2 Remuneration Policy for Executive Directors and Executives

The Board of Directors has established a policy for high-level executive remuneration to be at an appropriate level. Fair and consistent with the duties that must be implemented in order to meet the expectations of various stakeholder groups and it is in accordance with the laws and regulations involved in finding information and giving advice on setting criteria and methods for appropriate compensation. to senior executives to present their opinions to the Board of Directors for approval by considering various factors consisted as follows

- Business performance based on various business indicators which has not been defined.
- Compare business performance with the same industry
- Ability to develop business and improve operational efficiency year after year
- Comparison based on compensation rates from the same industry

### 7.4.3 Executive Compensation Details

#### Salary and remuneration of executives

The Company has clearly and appropriately determined remuneration for executives. The compensation is at an appropriate level, sufficient to maintain the executives with desired qualifications. be considered by the Board of Directors The details are as follows.

#### Monetary compensation

Unit : thousand baht

	Year 2020		Year 2021		Year 2022	
Compensation form	Number of cases	Amount	Number of cases	Amount	Number of cases	Amount
salary	12	22,829	10	23,762	8	19,849.70
bonus	12	4,562	9	3,570	8	4,251.77
together		27,391		27,332		24,101.47

Year 2022 Remuneration which is the accumulated cash of the whole company **250.78 million baht**.

Remuneration of executives as a percentage of the total remuneration of the company **9.61%**

#### Other compensation

##### 1. Provident Fund

The company has provided a provident fund, in which the company has contributed at the rate of 3% of salary. High level contributions in the amount of 0.58 million baht, while in 2021 and 2020, the company paid contributions in the amount of 0.49 million baht and 0.55 million baht, respectively

Other compensation	Year 2020	Year 2021	Year 2022
- Provident Fund	549,686.76	493,654.14	573,968.28

## 7.5 information about employees

## Number of Employees Remuneration Nature of Remuneration

The number of employees as of December 31, 2021 and the number of employees as of December 31, 2022 of the Company and its subsidiaries Details are as follows:

Company	Number of Employees (Person)			
	As of December 31, 2021		As of December 31, 2022	
	Man	Woman	Man	Woman
1. Fortune Parts Industry Public Company Limited	399	261	495	179
2. FPI AUTO PARTS INDIA PRIVATE LIMITED	106	8	142	30
<b>Total</b>	<b>505</b>	<b>269</b>	<b>637</b>	<b>209</b>
Number of employees by type of employment	Man	Woman	Man	Woman
full time employees	285	214	282	213
Sub contract employees	114	47	126	53
<b>Total</b>	<b>399</b>	<b>261</b>	<b>408</b>	<b>266</b>

The number of employees as of December 31, 2021 and the number of employees as of December 31, 2022 of the Company and its subsidiaries separated by work lines as follows:

Department	Fortune Parts Industry Public Company Limited				FPI AUTO PARTS INDIA PRIVATE LIMITED			
	2021		2022		2021		2022	
	Men	Women	Men	Women	Men	Women	Men	Women
Production	217	109	222	111	89	7	124	6
Engineering	55	10	50	9				
Quality Development	38	80	36	85	2		4	1
Accounting and Finance		14		13	3		3	
Management	4	4	4	4	5	1	5	1
Purchasing	3	3	2	2	1		1	
Information Technology	11	3	13	2	1		1	
Sales and Marketing	5	13	4	12	1		1	
Logistics	61	14	65	14	1		3	
Sustainability Development	2	4	4	3				
Human Resources	10	9	8	12	4		3	
<b>Total</b>	<b>406</b>	<b>263</b>	<b>408</b>	<b>267</b>	<b>107</b>	<b>8</b>	<b>145</b>	<b>8</b>

The ratio of female employees to male employees is female 33% male 67%

## Employee Compensation

Compensation	2021		2022	
	Number of employees	Amount (Milion THB)	Number of employees	Amount (Milion THB)
Salary	653	190.29	679	206.07
Bonus	458	18.47	465	20.68
Total		<b>208.76</b>		<b>226.68</b>

## Other compensation

### Contributions to provident funds

The company has established a provident fund with a provident fund. Ayutthaya Master Fund to build morale and encouragement for employees and to motivate employees to work with the company in the long run

In the year 2022, the company contributed money to the provident fund for the company's employees are as follows:

Compensation	2021		2022	
	Number of employees	Amount (THB)	Number of employees	Amount (THB)
Contributions to provident funds	210	2,195,539.92	242	2,488,284.56

The portion of employees who have accumulated contributions to the company's provident fund is 36.% of total employees.

The company has accident insurance for all employees who have passed the trial with the company. The company has not significantly changed the number of personnel that may affect the business of the company in any way.

## Major labor disputes in the past 3 years

-None-

## 7.6 Other significant information

### 7.6.1 Assignee

#### The person supervising accounting

**Name - Surname** Miss Nachayada Sanomnao **Age:** 40 years old

**Date of Appointment:** 15 August 2022

**Education:**

- Bachelor of Business Administration in Accounting, Rajamangala Institute of Technology
- Master of Business Administration in Finance and Banking, Ramkhamhaeng University

**Email** nachayada@fpiautoparts.com

**Tel.** 02-9934970-7 Ext. 105 Mobile 087-5390055

#### Company secretary

According to the Securities and Exchange Act B.E. 2535, Section 89/15 and Section 89/16 The Board of Directors' Meeting No. 2/2019 held on February 21, 2019, resolved to appoint Mr. Sarayuht Ouybuan as Company Secretary. The duties and responsibilities of the Company Secretary are as follows:

1. Prepare and keep the following documents.
  - (a) Director Registration
  - (b) Invitation letter for the board meeting Board Meeting Minutes and the company's annual report
  - (c) Invitation letter for the shareholders' meeting and minutes of the shareholders' meeting
  - (d) the company's annual report
2. Keep reports of conflicts of interest reported by directors and executives.
3. Other operations as specified by the Capital Market Supervisory Board
4. Supervise the disclosure of various information. to comply with the requirements of the Stock Exchange of Thailand Securities and Exchange Commission and other relevant regulatory bodies
5. Communication with shareholders and investors Regulatory agencies as well as providing general information to interested parties and stakeholders.
6. Providing advice to directors and sub-committees to comply with regulations, laws and regulations. Related and principles of corporate governance Code of Conduct and Business Ethics
7. Training and development of relevant knowledge Including the duty of company secretary. Perform duties as assigned by the Board of Directors.



## Brief Profile of Company Secretary

Name - Surname **Mr. Sarayuht Ouybuan**

### Education

- Bachelor of Law, Ramkhamhaeng University
- Master of Business Administration in Management, Eastern Asia University

### Training course:

- Social Business Program for Executives, Asian Institute of Technology
- Training course "Sustainability Risk and Materiality Analysis"
- Training courses "Social Responsibility Management for Sustainable Development"
- In-depth assessment criteria for CG Report
- Risk management for modern organizations
- Corporate Sustainability Advisory Program 2016
- Training course "Management of social responsibility for sustainable development"
- Get to know the new securities law How to act correctly
- Class action proceedings by the SEC
- CSR-Management
- Secretary Operator (Advance For Corporate Secretaries)
- Basic Company Secretary (Fundamentals For Corporate Secretaries)
- Smart Disclosure Program (SDP)

Email **sarayuht@fpiautoparts.com**

Tel. **02-9934970-7 Ext. 108    Mobile 087-7986530**

## Head of Internal Audit

The Company has hired an external agency, P&L Corporation Company Limited, to be the auditor of the Company's internal control system. The head of the internal control audit team has qualifications, educational background and work experience as follows:

**Name-Surname** Miss Wanvimol Jongsureeyapas

### Education

Bachelor's Degree - Bachelor of Accounting in Accounting (Bachelor of Accounting - 2<sup>nd</sup> Class Honors)  
Dhurakij Pundit University

Master's degree - Business Administration for Executives Faculty of Business Administration  
National Institute of Development Administration

### Certificate

- Certificate of Internal Auditors of Thailand (CPIAT), Institute of Internal Auditors of Thailand
- Internal Auditing (Internal Auditing Certificate Program - IACP), Federation of Accounting Professions Royal Patronage (TFAC)

**Email** plia@plgroup.co.th

**Tel.** 02-5266100 , 02-5260300

## Head of Corporate Governance

The Company has established a Compliance Unit to supervise its operations (Compliance) by appointing Mr. Sarayuht Ouybuan, Company Secretary. Starting from July 1, 2022, the Compliance Department has overseen corporate governance as follows:

(1) Promote and disseminate corporate governance policy, business ethics and work practices.

(2) Study, improve, evaluate, review and recommend the principles of corporate governance and business ethics and work practices of the company to be up to date. according to the laws and regulations of the Stock Exchange of Thailand of Thailand and the Securities and Exchange Commission and stock exchange and good practices of leading organizations that are international standards.

(3) Supervise the assessment of compliance with the governance policy. business and business ethics and code of conduct in the work of the company, including reviewing the application of the CG Code principles to the business operations of the company Including supervising the anti- Corruption By reporting to the Board of Directors every quarter through the Audit Committee.

(4) Perform other tasks as assigned by the Audit and Corporate Governance Committee.

**Email** sarayuht@fpiautoparts.com

**Tel.** 02-9934970-7 Ext. 108 Mobile: 087-7986530

### 7.6.2 Investor Relations

The company has appointed investor relations that serves to gradually provide necessary information related to performance Past, present and future developments, including other necessary details. to stakeholders as follows:

- |                               |  |
|-------------------------------|--|
| 1. Mr. Sompol Tanadumrongsak  | Tel. 0-2993-4970-77 ext. 200 E-mail ir@fpi.co.th |
| 2. Ms. Nussara Tanadumrongsak | Tel. 0-2993-4970-77 ext. 100 E-mail ir@fpi.co.th |
| 3. Mr. Sarayuht Ouybuan       | Tel. 0-2993-4970-77 ext. 108 E-mail ir@fpi.co.th |
| 4. Mr. Watchara Weraporasu    | Tel. 0-2993-4970-77 ext. 112 E-mail ir@fpi.co.th |

### 7.6.3 Company's auditor

The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from Grant Thornton Company Limited to be the Company's auditors for the year 2022 and to approve the audit fees. The year 2022 has the following details.

#### Name of auditors

- |                 |                     |                          |
|-----------------|---------------------|--------------------------|
| 1. Mr. Somkid   | Tiatrakul,          | CPA license No. 2785 or  |
| 2. Ms. Kanyanat | Srirat Chatchaval   | CPA license No. 6549 or  |
| 3. Mr. Narin    | Churamongkol,       | CPA license No. 8593 or  |
| 4. Ms. Amomjid  | Baolorpet,          | CPA license No. 10853 or |
| 5. Ms. Saranya  | Akharamahaphanit    | CPA license No. 9919 or  |
| 6. Ms. Luxsamee | Deetrakulwattanapol | CPA license No. 9056     |

Determine the audit fees for the year 2022 as follows:

- Quarterly review fee of 220,000 baht per quarter, totaling 3 quarters totaling 660,000 baht
- Annual audit fee is 1,100,000 baht.
- Annual audit fee of FPI Auto Parts India Private Limited 90,000 baht.
- Quarterly review fee of 50,000 baht per quarter, totaling 3 quarters totaling 150,000 baht.

Included are quarterly review fees and annual audit fees. For an amount of 2,000,000 baht

The said four auditors have no relationship or conflict of interest with the Company, its executives, major shareholders or connected persons.

A summary of the auditors' remuneration for the years 2019, 2020 and 2021 is as follows:

Year	Remuneration of Auditors	Comparison with the previous year	Auditor
2020	2,050,000 Baht	Equal to the remuneration in 2019	EY Office Limited
2021	2,000,000 Baht	Lower than the year 2020 (50,000 baht)	Grant Thornton Company Limited
2022	2,000,000 Baht	Equal to the remuneration in 2021	Grant Thornton Company Limited

Below is a summary of other fees such as transportation fees, photocopy fees that were paid to the auditors for the years 2020, 2021 and 2022:

Year	Other fee	Auditor
2020	170,555 Baht	EY Office Limited
2021	101,135 Baht	Grant Thornton Company Limited
2022	221,389 Baht	Grant Thornton Company Limited

**Remarks:** In the year 2022, Grant Thornton Co., Ltd. reviews its joint venture companies. to deliver the business The compensation was paid in the amount of 210,000 baht.

## Key Performance Report Corporate Governance

-  Performance of the Board of Directors  
in the past year
-  Performance of the Board of Auditors  
in the past year
-  Results of other committees  
performing their duties





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

### 8.1.1 Recruiting, developing and evaluating the performance of the Board of Directors

The Company's management structure consists of the Board of Directors, and 7 sub-committees namely the Audit Committee Nomination and Remuneration Committee Board of Directors Risk Management Committee Corporate Governance and Sustainability Development Committee The Anti-Fraud and Corruption Working Group and the management team are fully qualified in accordance with Section 68 of the Public Limited Companies Act B.E. 2535 and the related announcements of the Capital Market Supervisory Board.

Board of Directors Arrange for the number of directors suitable for the size of the business. Currently, there are 11 directors in total, consisting of

2 executive directors	18.18%
4 non-executive directors	36.36%
5 independent directors	45.45%

#### Independent Director 45.45% of the Board of Directors consists of

1. Mr. Suthanai	Prasertsan
2. Mr. Anant	Gatepithaya
3. Mr. Pumipat	Sinacharoen
4. Mr. Anantachai	Yoonprathom
5. Ms. Parichatara	Laotheerasirivong

The definition of "Independent Director" is as follows:

- 1) Possess qualifications as stipulated in relevant laws, especially the law on securities and stock exchange and the regulations of the Stock Exchange of Thailand
- 2) Shareholders not exceeding 5% of the company's paid-up capital Affiliates Associated or related companies are counted. Including shares held by related persons.
- 3) Being a member of the Board of Directors But must not participate in the management of the company. Affiliated companies Associated companies related companies or major shareholders of the Company.
- 4) Being a director who is not an employee, staff or advisor who receives regular salary from the Company. Affiliated companies, associated companies, related companies or major shareholders of the Company.
- 5) Being a director who has no benefit or personal interest whether directly or indirectly in terms of finance and management of the Company affiliated companies, associated companies or major



shareholders of the Company, including no interest in Any nature of the Company's transactions in the past 2 years prior to being appointed as a member of the Audit Committee

6) Being a director who is not a related person or close relatives of executives or major shareholders of the Company

7) Being a director appointed as a representative to protect the interests of company directors, major shareholders or holds shares that are related to the Company's major shareholders

8) Be able to perform duties and express opinions or report the performance according to the assigned duty Independent without being under the control of executives or major shareholders of the Company, including related persons or close relatives of such persons.

9) Not being a political official holder of political office local councilor Local executives, political advisors, executive committee members of political parties or officials of political parties

10) Be trusted and generally accepted

11) Be able to devote sufficient time to perform duties of the Audit Committee.

### Nomination of Directors

The board will ensure that the company There is a transparent director nomination process. By appointing a person with leadership, vision, professional skills, knowledge, ability, experience in business and related businesses. Specialization (skill Matrix) and not limited to gender It is also in line with the company's business strategy. as well as having the highest responsibility for the Company's performance. Is determined to lead the organization to grow and grow steadily be accurate are free to express their opinions and making decisions for the best interests of the Company for those who will be independent directors. Must have the qualifications of being an independent director as specified by the Company. which will be more stringent than the requirements of the Securities and Exchange Commission (Qualifications of independent directors of the Company can be found in the management structure section)

Criteria and Process for Nomination and Selection of New Directors: If a director is vacant, the Nomination and Remuneration Committee will be responsible for considering the nomination of new directors The criteria is to consider the qualifications. knowledge, ability, work experience Necessary skills that are still lacking in the Board of Directors in accordance with the business operations of the Company to perform their duties fully as well as not having prohibited characteristics according to laws and good corporate governance principles. will be considered from the director pool (Director Pool), which will create diversity in the structure of the Board of Directors and prepare the Board Skill Matrix to determine the qualifications of the directors who want to be recruited. In line with the business operations of the company, for example, if the company has a new business strategy apart from the existing business. The nomination of directors will select qualified persons. specific skills and experience to match the new business that the Company will continue to operate. with the Nomination and Remuneration Committee

Screening the qualifications and suitability of applicants Nominees or directors who are due to retire by rotation by proposing the opinions to the Board of Directors for consideration and approval and including in the agenda of the ordinary shareholders' meeting in order for the shareholders' meeting to appoint them as directors; By considering the following qualifications:

**Directors' qualifications:** Person who will hold the position of director of the company Must be knowledgeable, competent, and ready to perform duties. and have at least the following qualifications:

(a) having the qualifications and not having prohibited characteristics as specified in the law on public companies And must not have any characteristics that indicate a lack of suitability to be entrusted to manage the company from shareholders. According to the announcement of the Securities and Exchange Commission

(b) have knowledge, skills, professions, experiences and expertise in specific fields; Especially related to the production of automotive parts. Future automotive technology and international trade depending on the suitability of the company's situation at that time according to the structure of the Board of Directors with diversity the recruitment and appointment of company directors will be based on knowledge and competence. and use diversity criteria for consideration.

(c) able to fully devote oneself Especially in making important decisions and in acting in the interests of the company. and attending the Board of Directors' meeting and able to hold shareholders' meetings every time unless there is a force majeure.

(d) Be a person with morality, ethics and any other additional qualifications according to the law or as appropriated by the Board of Directors.

#### **Term of being a director of the Company**

At every annual general meeting of shareholders One-third (1/3) of the directors shall retire if the number of directors cannot be divided into three parts. The number nearest to one-third shall be issued. Directors who must retire from office in the first year and the second year after the registration of the company. draw lots to determine who will retire. retiring Directors who retire from office may be re-elected.

#### **Consideration for selection of new directors**

In 2022, the Company did not recruit and appoint new directors. who have been considered by the Nomination and Remuneration Committee To present to the Board of Directors for approval and to present to the 2022 Annual General Meeting of Shareholders.

#### **Consideration and selection of former directors who are due to retire by rotation.**

In 2022, there will be 3 out of 11 directors who are due to retire by rotation.

list of directors	Type of director proposed for appointment.
(1) Mrs. Raweewan Mathong	Director/Chairman
(2) Mrs. Nussara Tanadumrongsak	Director and Executive Vice Chairman
(3) Mr. Pumipat Sinacharoen	Independent Director and Audit Committee

**Recruitment criteria and recruitment methods:** The Company's director selection process has been reviewed by the Nomination and Remuneration Committee and the Company's Board of Directors. Stock Exchange of Thailand, 1992. Education qualifications, skills, work experience in businesses related to the Company's operations. and a variety of professions that can benefit the business operation and can help develop the company, including performance as a director of the company in the past

**In addition, the Company has given shareholders the opportunity to propose meeting agendas. including nominating persons to be elected as directors at the 2022 Annual General Meeting of Shareholders Hold shares for the year 2022**

**Opinion of the Nomination and Remuneration Committee:** The Board of Directors is of the opinion that the aforementioned three directors are fully qualified under the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act B.E. 2535, ie not bankrupt. Incompetent or quasi-incompetent person and has never been imprisoned by a final judgment to imprisonment for an offense relating to property committed dishonestly and never been punished or dismissed from government service or organization or government agencies malpractice base and not being a partner or shareholder in other juristic persons having the same condition and competing with the business of the Company, etc. In addition, all three directors are knowledgeable and capable. and has experience in businesses related to the operations of the Company able to help develop the company

As for Mr. Pumipat Sinacharoen , who was nominated for election as an independent director and member of the Audit Committee. Has held the position of Independent Director and Auditor of the Company for more than 9 consecutive years from the date of first appointment in 2012 to the present, totaling 12 years (including the term proposed for this election).

**Reason and necessity in case of nominating director Being an independent director and member of the audit committee who have been in office for more than 9 consecutive years**

Because Mr. Pumipat Sinacharoen is a qualified person with knowledge, experience, and specific skills that are useful. and suitable for the business of the company can bring new perspectives come to the board as well as being able to devote time on duty in order to strengthen the company to have a strong and prosperous board of directors and does not have prohibited characteristics under the law on public

companies and does not have characteristics that indicate a lack of suitability to be entrusted with managing a publicly held business according to the law on securities and stock exchange Therefore, it is deemed appropriate to propose to the Board of Directors to approve and propose to the 2022 Annual General Meeting of Shareholders to consider re-electing the directors who retired by rotation for the year 2022 to be the Company's directors. Including holding the position of executive director and sub-committee for another term.

**Opinion of the Board of Directors:** The Board of Directors, excluding the interested directors, has considered and approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the election of three directors who retire by rotation, namely: 1) Mrs. Rawewan Mathong 2) Mrs. Nussara Tanadumrongsak 3) Mr. Pumipat Sinacharoen Re-appointed as a director of the Company for another term. Including holding the position of executive director and sub-committee for another term. According to the opinion of the Nomination and Remuneration Committee

The 2022 Annual General Meeting of Shareholders resolved, by a majority, to approve the re-appointment of 1) Mrs. Rawewan Mathong 2) Mrs. Nussara Tanadumrongsak 3) Mr. Pumipat Sinacharoen as a director of the Company. and hold positions according to the type of director as before, another term.

### Nomination of Directors and Senior Executives

To be consistent with the corporate governance policy Board of Directors has set a policy Criteria and method of recruitment Directors and senior executives of the Company By assigning the Nomination and Remuneration Committee to recruit a person with knowledge. suitability for admission and determines the criteria and methods for recruiting and selecting This depends on the suitability of the Company's situation. during that time

### Development of directors and executives

The Board of Directors has promoted, supported, provided training. and providing relevant knowledge to directors and executives. To continuously improve operations, for example, to encourage meetings between directors and senior executives. to exchange ideas with each other Encourage the development of potential management plans at the managing director level. Deputy Managing Director, etc., by assigning the Nomination and Remuneration Committee Follow up on the preparation of the Managing Director's succession plan. and Deputy Managing Director To ensure that the Company has knowledgeable executives. Sufficient ability to perform duties as follows:

1. Board of Directors Set up a plan to develop the potential of executives. To prepare a succession plan consisting of Managing Director and Deputy Managing Director

2. Nomination and Remuneration Committee Consider determining the knowledge, competency, experience of each job position. to select executives with qualifications in accordance with the requirements Able to inherit the work of each job position.
3. Managing Director Assess performance and knowledge. Competence of qualified executives Compared with the desired competency level, to prepare an individual development plan to reduce the competency gap.
4. Assign Human Resource Development Department Responsible for supervising training and develop knowledge The ability of the successor to the position of Deputy Managing Director
5. Managing Director provide for rotation of duties Responsibilities of executives who are qualified and assigned to senior executives Attend the Executive Committee Meeting To gain understanding, experience and readiness to manage the organization in the future.
6. Managing Director performance report and development results according to the individual development plan of qualified executives determined by the Nomination and Remuneration Committee twice a year.
7. Nomination and Remuneration Committee Review and summarize the succession plan of the managing director. and Deputy Managing Director on a regular basis and report to the Board of Directors once a year.

## Director development

1. The Board of Directors will promote and support in educating directors in performing their duties as directors of the Company. By training courses organized by the Thai Institute of Directors Association (IOD) related to directors at least 1 course, namely Director Accreditation Program (DAP) or Director Certification Program (DCP), including any other courses related to corporate governance. good affairs Performing duties as a director under the provisions of the law and requirements of relevant official agencies or business operations of the Company to enhance the ability to supervise the company is responsible for all expenses.

2. The Board of Directors will supervise the management to organize internal training courses of the company. for directors to increase their knowledge in relation to the business operations of the Company and responsibilities as a director of the Company

3. Board of Directors An orientation for all new directors is required. to create knowledge and understanding in business Including various operations of the company to prepare for the performance of duties of the directors. It has a policy to foster knowledge and new perspectives for all directors. in learning

corporate governance industry technology business and new innovations in order for directors to be able to assume their duties as soon as possible and efficiently the company secretary acts as a coordinator. in various matters as follows:

1. Things you should know: Business Structure Director structure scope of authority Laws to know
2. General knowledge of the business: operational guidelines, various policies, and visits to the production process.
3. Arrange a meeting Discuss with the entire Board of Directors for in-depth information about business operations
4. The Board of Directors shall ensure that the Company discloses information on training and director development in various reports. according to good corporate governance principles such as annual reports

### Director training

The company has directors who are knowledgeable, capable and always seek knowledge in their duties and business and the company encourages all directors to study and provide additional training. To continually increase knowledge about the duties of a director, including

1. Board of Directors Participated in national activities that promote and raise the level of good corporate governance and exchanging opinions with experienced experts in the region, for example, organizing plant visits to visit the operating sites of companies that have joint ventures abroad for the Board of Directors to understand the Company's business and bring knowledge and experience to benefit the company get even more.

2. All directors have attended training courses with the Thai Institute of Directors Association (IOD). Encourage directors to attend other training courses Related This creates a useful perspective to apply to the business of the company. In addition, the company's senior executives also participated in discussion activities to exchange ideas knowledge seminar activities in various fields that are related to operations as well as being a guest speaker in various seminar activities to exchange knowledge, experiences and opinions with other agencies as well

### Assessment of the performance of the Board of Directors

1. The Board of Directors and Sub-Committees will conduct a self-evaluation at least once a year for the Board of Directors to jointly consider their performance and problems. to develop and improve the performance of duties The criteria must be established to be used in comparison with the operational results with criteria.



2. Methods for evaluating the Board's performance include (1) self-evaluation. (Self-Assessment) both as a group and individually (2) cross-assessment (Cross-Assessment) and including disclosure of criteria The process and results of the assessment are summarized in the annual report.
3. The committee may consider having outside consultants to assist in setting guidelines. and make suggestions on issues for evaluating the performance of the Board of Directors And disclose such operations in the annual report.

## Assessment of the performance of the Board of Directors

### Board self-assessment

Board of Directors Assessment of the performance of the Board of Directors Individual and group Regularly at least once a year to be aware of problems and obstacles. during the past year and to make the work of the Board more effective because he clearly knows his own responsibilities and to help improve the relationship between the Board of Directors and the management Including guidelines for improvements in accordance with good corporate governance principles. using the form provided by the company Improved from the sample self-assessment form of the board of directors of the Stock Exchange of Thailand. as appropriate and consistent with the characteristics of the Board of Directors The evaluation criteria are as follows: operating results, policies, solutions to corrective actions if they do not meet the requirements, preparation before attending the meeting, the company's corporate governance practices, the duties of the Chairman and follow-up on risk management, etc. Take the scores from the self-assessment committee. Let's analyze the statistical data. and notify the Board of Directors of the assessment results. to lead to further action by the management In addition, in 2022, the Company has evaluated all sub-committees, namely the Audit Committee. Nomination and Remuneration Committee Risk Management Committee and the Corporate Governance Committee Anti-Corruption Working Group The evaluation criteria are as follows:

1. The structure and qualifications of sub-committees are appropriate. make work efficient.
2. Sub-committees perform their duties in meetings efficiently.
3. Roles, duties, and responsibilities of sub-committees

### Managing Director's performance appraisal

Board of Directors Assess the performance of the Managing Director annually. by using the form that the company has improved from the example Self-assessment form of the Managing Director of the Stock Exchange of Thailand as appropriate and consistent with the goals and strategic plans of the organization The evaluation criteria are divided into the following topics:

The results of the Managing Director's evaluation **averaged 96.76**, in an **excellent level**.

#### Assessment Topics

1. Leadership,	Average 98.83
2. Strategy determination,	Average 95.71
3. Strategy implementation,	Average 95.75
4. Financial planning and performance,	Average 98.83
5. Relationship with the Board of Directors,	Average 97.92
6. External relations,	Average 94.25
7. Management and relations with personnel,	Average 96.83
8. Succession,	Average 94.75
9. Knowledge of products and services,	Average 100
10 personal attributes	Average 94.75.

**Additional comments/observations from the assessment** It was found that the scores in all categories were high. which the managing director is outstanding in terms of knowledge and ability in business especially knowledge of products and services and relations with external personnel in excellent level But there are some categories that need to be improved, such as succession that the company must set clear guidelines to create a representative/successor Because the level of knowledge and competence of the current CEO is at a high level. and has a great impact on business operations.

#### Board of Directors

In the year 2022, there was a review of the performance evaluation form of the Board of Directors. to assess the Company's directors annually for the Board to consider and review the performance, problems and obstacles during the past year By evaluating the entire Board of Directors, self-assessment by dividing the scoring criteria into 5 levels and summarizing the overall evaluation results to the Board of Directors. and disclosed in the annual report. For the evaluation to have appropriate criteria, the Company has revised the questions and evaluation criteria to be in line with the evaluation guidelines for the Board of Directors. Assessment to the Board of Directors the Board of Directors has acknowledged the result of such assessment. and take suggestions from the evaluation to determine guidelines to improve the performance of the Board's duties in a concrete manner.

**(1) The results of self-assessment of the entire Board of Directors for the year 2022, the average score was 96.70, in an excellent level.**

#### Assessment Topics

- Structure and Qualifications of Directors	Average 95.88
- Roles/duties/responsibilities of directors	Average 98.85
- Board of Directors' Meetings	Average 97.37

- Performance of the Board of Directors	Average 98.83
- Relationship with Management	Average 96.36
- Self-development and management,	Average 92.88

**Additional comments/observations from the assessment** It was found that the scores in all categories were high. especially the category of roles/duties/responsibilities of directors the score is very high and the Board of Directors places importance on the performance of the directors. who has a role in corporate governance Including playing an important role in pushing corporate strategy and goals To be according to the specified plan There is a meeting to monitor the performance of the management every month in 2022

**(2) The results of self-assessment of individual directors for the year 2022 average score 98.00, in an excellent level.**

#### Assessment Topics

- Structure and Qualifications of Directors	Average 100
- The Board of Directors' Meeting	Average 96.00
- Roles, Duties and Responsibilities of Directors	Average 98.00

**Additional comments/observations from the assessment** It was found that the Board of Directors gave importance to structure and qualifications that demonstrate the knowledge and competence of the Board of Directors, including the roles, duties and responsibilities of the Board of Directors and should improve the arrangement of the Board of Directors' meetings Including supporting documents for the meeting must be complete and sufficient for consideration.

### **(3) Result of self-assessment of sub-committees for the year 2022**

#### **3.1 Executive Committee average score 95.57, in level excellent.**

#### Assessment Topics

- Structure and Qualifications of Directors	Average 98.00
- Board meetings	Average 98.00
- Able to implement policies assigned by the Board of Directors Effectively	average 96.00
- Supervise and approve matters relating to normal operations of the	
- Company according to their authority at the board The company assigns	Average 94.00
The organization's strategy and goals are reviewed at appropriate intervals	
in order for the business to be stable and sustainable, including determining	
measures to control Internal - external effectively,	
	Average 95.00.
- Effectively support the operations of the management.	Average 92.00
- Report the performance to the Board of Directors with an	Average 96.00.

**Additional comments/observations from the assessment** It was found that the executive committee should review the strategy and goals of the organization at appropriate intervals. in order for the business to be stable and sustainable, including determining measures to control internally and externally effectively

### 3.2 The Audit Committee average score 98.78, in level excellent.

#### Assessment Topics

- The structure is appropriate making the work of the Board of Directors effective	Average 96.86
- Board meetings /efficiency in the meeting	Average 98.17
- Accurate and reliable financial statements,	Average 100
- Proceed according to the laws and regulations correctly	Average 100
- Have a good internal audit system with an	Average of 96
- Connected transactions and transactions with conflicts of interest Benefits according to the rules.	Average 100
- Comment on the appointment Remove the head of the internal audit department,	Average 98
- Consider, select, nominate, appoint, withdraw, and propose auditor's remuneration,	Average 100
- Arrange for a proper complaint handling process with an	Average 100

**Additional comments/observations from the assessment** It was found that the audit committee emphasized on the accuracy and credibility of financial statements and compliance with laws and regulations.

### 3.3 Nomination and Remuneration Committee average score 91.14, in level excellent

#### Assessment Topics

- The structure is appropriate making the work of the Board of Directors effective with an	Average 96.48
- Board meetings /Efficiency in meetings	Average 100
- Qualifications of directors or senior executives who want to recruit complies with regulations and nature of business,	Average 100
- Consider and summarize the list to present to the board Appropriately considered,	Average 96.67
- Provide projects for the development and succession of directors and executives	Average 85.00
- Continuous training and development plan for directors with an	Average 80.33
- Consider the remuneration of directors and top executives. both compensation Monetary and non-monetary,	Average 85.33
- Methods and criteria for determining fair remuneration such as comparison Compensation of businesses in the same industry	Average 85.33

**Additional comments/observations from the assessment** found that the Nomination and Remuneration Committee Giving importance to the development of the potential of directors and executives. because of

the present Directors and executives are elderly people who are close to retirement. There should be a program for the development and succession of the directors and executives. systematic management

### 3.4 Corporate Governance Committee, average score 98.11, in level excellent

#### Assessment Topics

- The structure is appropriate Make the work of the committee effective. Average 100
- Board meetings /Efficiency in the meeting Average 98.67
- Present guidelines on good corporate governance to the Board of Directors  
and introduced the committee with an Average 96.67
- Supervise the directors and management to comply with  
good corporate governance principles, Average 96.67.
- Establish policies and guidelines for social governance Community and Environment  
(Corporate Social Responsibility: CSR) as well as follow up  
on appropriate actions, Average 96.67
- Set a framework for anti-corruption guidelines and actions with an Average 100

**Additional comments/observations from the assessment** It was found that the Corporate Governance Committee Giving importance to practices in governance, society, community, and environment.

### 3.5 Risk Management Committee average score 96.44, in a level quite excellent.

#### Assessment Topics

- The structure is appropriate making the work of the Board of Directors effective with an Average 96.71
- Board meetings /efficiency in the meeting Average 96.75
- Supervise and implement the organization's risk management in line with the strategic plan.  
and business goals Including changing circumstances, Average 95.63
- Provide suggestions, follow-up guidelines, and evaluation of risk management to  
Risk Management and Internal Control Committee Average 98.75
- Consider potential risks Including setting measures to control and supervise risks effectively,  
Average 94.63
- Support operations of Chief Risk Officer (CRO) Average 94.75
- Report the performance to the Board of Directors. Average 97.88

**Additional comments/observations from the assessment** It was found that the Risk Management Committee Giving importance to overseeing and implementing risk management of the organization in line with the strategic plan. and business goals including changing circumstances.

### 3.6 Anti-Corruption Working Group, average score of 96.42, in an excellent level.

#### Assessment Topics

- The structure is appropriate making the work of the Board of Directors effective with an	Average 94.71
- Board meetings /Efficiency in the meeting	Average 96.00
- Supervise and act against corruption of the organization in accordance with Principles of Good Corporate Governance	Average 98.88
- Provide suggestions, guidelines for monitoring and evaluating anti-corruption results. to the Risk Management and Internal Control Committee	Average 94.75
- Consider the risk of fraud and corruption that may occur, including Define effective risk control measures,	Average 94.75
- Promote and support anti-corruption operations where all employees participated with an	Average 96.88
- Report the performance to the Board of Directors for acknowledgment.	Average 96.00

**Additional comments/observations from the assessment** Found that the Anti-Corruption Working Group pay attention to Consider the risk of fraud and corruption that may occur, as well as determine effective risk control measures and encourage employees to participate in supporting Anti-Corruption Operations with all employees participating.

#### 8.1.2 Attendance and remuneration of individual committees

Board of Directors has set the schedule for the Board of Directors' meetings in advance each year and will meet at least 4 times a year, including special meetings may be considered as necessary. In each meeting, a clear agenda is set. Both the agenda for acknowledgment and the agenda for consideration. There are sufficient supporting documents for the meeting, and delivered to the directors at least 7 working days in advance of the meeting date so that the Board of Directors can had enough time to study the information before attending the meeting

In the year In the past 2022, the Board of Directors subcommittee and independent directors have a meeting with details of the meeting attendance of each director. can be summarized as follows.



Name-Surname	Position	attendance /total meetings		
		Board meeting	Non-executive board meeting	Annual General Meeting of Shareholders on April 22, 2022
1. Mrs. Raweewan Mathong	Chairman of the Board	4/4	1/1	-
2. Mr. Sangcharean Tanadumrongsak	Chairman	4/4	1/1	1/1
3. Mr. Sompol Tanadumrongsak	Director and Chief Executive Officer	4/4	-	1/1
4. Mr. Somkit Tanadumrongsak	Director	4/4	1/1	-
5. Mr. Yanyongchai Tanadumrongsak	Director	4/4	1/1	1/1
6. Mrs. Nussara Tanadumrongsak	Director	4/4	-	1/1
7. Mr. Suthanai Presertsan	Independent director and Chairman of Audit Committee	4/4	1/1	1/1
8. Mr. Anant Gatepithaya	Independent director and Director of Audit Committee	4/4	1/1	1/1
9. Mr. Pumipat Sinacharoen	Independent director and Director of Audit Committee	4/4	1/1	1/1
10. Mr. Anantachai Yoonprathom	Independent director and Director of Audit Committee	4/4	1/1	1/1
11. Ms. Parichatra Laotheerasirivong	Independent director and Director of Audit Committee	4/4	1/1	1/1

#### Benefits for directors and executives

In 2022, the remuneration of 11 members of the Company's Board of Directors and Audit Committee members received in the form of remuneration for directors and meeting allowance and bonuses for directors The total amount is 4,418,000 baht, compared to the total amount of 4,190,000 baht in 2021 and 4,210,000 baht in 2020, with the following details:

(Unit : Baht)

Name-Surname		Year 2020	Year 2021	Year 2022	Number of times attended
1. Mrs. Raweewan	Mathong	250,000	240,000	240,000	5/5
2. Mr. Sangcharean	Tanadumrongsak	250,000	250,000	250,000	6/6
3. Mr. Somkit	Tanadumrongsak	250,000	250,000	250,000	6/6
4. Mr. Yanyongchai	Tanadumrongsak	250,000	250,000	250,000	5/5
5. Mr. Sompol	Tanadumrongsak	250,000	250,000	250,000	17/17
6. Mrs. Nussara	Tanadumrongsak	250,000	250,000	250,000	11/11
7. Mr. Anant	Gatepithaya	530,000	530,000	572,000	18/18
8. Mr. Pumipat	Sinacharoen	530,000	530,000	572,000	14/14
9. Mr. Suthanai	Prasertsan	620,000	615,000	670,000	16/16
10. Mr. Anantachai	Yoonprathom	530,000	530,000	572,000	12/12
11. Ms. Parichatra	Laotheerasirivong	500,000	500,000	542,000	10/10
Total		4,210,000	4,190,000	4,418,000	

The Annual General Meeting of Shareholders for the year 2022, held on April 22, 2022, resolved to determine the directors' remuneration for the year 2022 as follows:

- Remuneration for Chairman of the Audit Committee in the amount of 250,000 baht/person/year
- Chairman's Remuneration Director and Audit Committee in the amount of 210,000 baht per person per year.
- Board meeting allowance 10,000 baht/person/meeting
- Audit Committee meeting allowance 10,000 baht/person/meeting
- Special remuneration for the Audit Committee for the year 2021 based on the Company's operating results ended December 31, 2022 in the amount of 1,308,000 baht.
- Held one annual general meeting of shareholders.
- There was one meeting of the Board of Directors without executive directors.
- There were 4 audit committee meetings.
- There were a total of 4 Board of Directors meetings.
- The Nomination and Remuneration Committee held a total of 2 meetings.
- There were 2 meetings of the Risk Management Committee.
- There were 2 meetings of the Corporate Governance Committee.
- There were 2 anti-corruption committee meetings.
- There is no other form of indirect remuneration for directors.

### 8.1.3 Supervision of Subsidiaries and Associated Companies

The Company operates its business through its subsidiaries. Details appear in Section 1.3 Shareholding Structure. The Board of Directors has a supervisory mechanism that can control the management and be responsible for the operations of subsidiaries. to maintain the benefits of the Company's investments, including

- Sending a person to represent the company. to serve as directors and executives by the committee The company considers appointing a person as a representative director. Details appear in Section 7. Corporate Governance Structure.

- Establishing guidelines for supervision of subsidiaries for representative directors to follow in order to ensure that the subsidiaries' business operations going in the same direction in line with the Company's policy and relevant laws. Voting or conducting important matters must be approved by the Chief Executive Officer and Managing Director. Board of Directors or shareholders, as the case may be

- The provision of a good corporate governance policy and a comprehensive, appropriate and sufficient internal control system in the Company's subsidiaries.

- Supervision of information disclosure of financial position and operating results. Including making important transactions to be correct and consistent with the company's criteria

## 8.1.4 Monitoring to ensure compliance with corporate governance policies and guidelines

### 8.1.4.1 Prevention of conflicts of interest

The Board of Directors will strictly supervise transactions that may have conflicts of interest or connected transactions or related transactions. which in considering such items the board will ensure that the company Operate in accordance with relevant official requirements and regulations. These transactions are considered as if they were transactions with outsiders (arm's length basis) where any interested person will not be involved in the approval process for such transactions. There is a policy for employees to conduct transactions with persons who may have conflicts of interest. so that transactions that may have conflicts of interest are treated fairly, transparently, in accordance with relevant official regulations and must ensure that information is disclosed accurately and completely in accordance with good corporate governance principles.

In considering an agenda in which any member of the Board of Directors has an interest That director must report his/her interest. at least before considering that agenda and have the secretary of the committee record it in the minutes of the committee meetings Including refraining from participating in the meeting to consider that agenda.

### 8.1.4.2 Using inside information to seek benefits

1. The Board of Directors will ensure that the Company There are written policies and guidelines for the preservation and prevention of the use of internal information. This includes information that has not been disclosed to the general public that is material to changes in the price or value of securities. and ensure that there is a serious practice to prevent directors, executives and employees in positions or positions that have the opportunity to access inside information of the Company Including related persons according to the definition set by the authorities to exploit such information for oneself or others, such as trading securities before the information is publicly disclosed The use of information or secrets of the company / customers to use in business competition with the company / customers of the company or taking advantage of authority in a wrongful way

2. The Board of Directors will require the directors Executives from the level of Chief Executive Officer executive director managing director or Assistant Managing Director Chief Financial Officer Chief Operating Officer, Executive, Accounting and Finance Manager They are responsible for disclosing information and reporting on the holding of securities issued by the Company for themselves, their spouses, and their minor children. to the Office of the Securities and Exchange Commission (SEC), including reporting

changes in the holding of such securities every time when such securities are bought, sold, transferred or accepted. According to the report form and within the period specified by the SEC Office

In addition, the management has a duty to prepare a report on the shareholding of directors, executives and their spouses and minor children to the Board of Directors for acknowledgment. and prepare a report summarizing the changes in the holding of the Company's securities of the Director, Chairman of the Executive Committee executive director managing director or Assistant Managing Director Chief Financial Officer Chief Operating Officer and executives, including their spouses and minor children It must be disclosed in the annual report.

#### 8.1.4.3 Anti-Corruption

The Company operates its business by giving importance to good corporate governance. under the framework of ethical management Conduct business with transparency and accountability. There is a control and inspection process to reduce and prevent the risk of corruption within the organization. Including all forms of corruption, both directly and indirectly. which is in addition to the Company's good corporate governance policy and establish a policy to prevent and combat corruption Giving or accepting bribes In addition to the written guidelines for anti-corruption, the company has also joined as a party involved in anti-corruption at the national level. Is an affiliate of the Collective Action Coalition against Corruption of the Private Sector in Thailand (Collective Action Coalition: CAC) and was certified in the 4th quarter of 2019 by the Thai Institute of Directors Association. by taking action that demonstrates a commitment to combating corruption and corruption of the company and preparation for being assessed (Recertification) that IOD requires to be assessed every 3 years and the audit committee of the company. Assessment is scheduled every year. In 2022, the company has taken important actions. can be summarized as follows.

1. Organize a fraud risk assessment program to analyze and assess the risk of the likelihood of fraud. And the potential impact from fraud in various processes within the organization by using risk assessment tools developed from Risk Assessment of Enterprise Risk Management (ERM) to use in operations to take such information into consideration in setting measures. internal control and internal investigations on corruption and corruption for the purpose of supervising, monitoring, controlling, and reducing the chances of corruption within the organization.

2. Review anti-corruption measures and risk assessment against corruption. In the existing operating procedures of the Company by internal departments with relevant responsibilities. To be complete and current in line with changing situations and risks and report to the Audit Committee. and the Board of Directors be informed in order.

3. Improve the complaint handling system (Whistleblower System) by adding channels for receiving complaints. and provide a system for collecting complaints to be more efficient to comply with the criteria of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

4. Promoting and communicating to build knowledge and understanding for employees to realize the importance of anti-corruption, along with anti-corruption guidelines for executives and employees.

5. Communicate with customers/partners of the company. Regarding anti-corruption, corruption and not requesting / not accepting gifts or other benefits through the Supplier Conference of the year 2022 so that business partners with the company Acknowledgment and practices that are in line with the Company's policy.

#### 8.1.4.4 Whistleblowing

The Company has established a policy for all groups of stakeholders to be able to report clues or complain about inappropriate actions. infringement Illegal or unethical acts inaccurate financial reports or defective internal control system of the Company Including having a policy to protect whistleblowers The complainant can choose to remain anonymous. Complaint recipients will keep the information confidential and disclose it as necessary, considering the safety and damage of the complainant. And those who have suffered damage will receive relief from damages through appropriate and fair procedures. (Details about receiving clues published on the company's website)

The Company has provided measures and channels for whistleblowing or complaints of stakeholders from all sectors. They can report clues, complaints, as well as express their opinions to the Company. through the following channels

Mail : Company Secretary / Managing Director / Audit Committee

Fortune Parts Industry Public Company Limited

11/22 Moo 20 Nimit Mai Road, LamLukka, LamLukKa, Pathum Thani

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Tel: 02-993-4970-77 Ext. 108 (Company Secretary)

Fax: 02-993-0602 Website: [www.fpiautoparts.com](http://www.fpiautoparts.com) Email: [o.sarayuht@gmail.com](mailto:o.sarayuht@gmail.com)

In the case of employees, they can report clues or make complaints through supervisors they trust. agencies directly responsible for that matter or executives in charge of regulatory bodies

## Channels to directly contact the Audit Committee/Board of Directors

Stakeholders who wish to contact the Audit Committee / Board of Directors You can make a complaint through.

Channel 1 The Company's Audit Committee	Channel 2 Company Secretary or a group of persons assigned by the Board of Directors
Mr. Suthanai Prasertsan Tam.prasertsan@gmail.com	Mr. Sompol Tanadumrongsak paulfpi@hotmail.com
Mr. Anant Gatepithaya gatepithaya@gmail.com	Mrs.NussaraTanadumrongsak apple_fpi@hotmail.com
Mr. Pumipat Sinacharoen pumipatsina@gmail.com	Mr. Sarayuht Ouybuan o.sarayuht@gmail.com

### Actions when receiving complaints.

The company has prepared and announced the implementation of procedures according to the complaint handling policy. (Whistleblower Policy Procedure) consists of the following main processes:

- 1. Screening complaints** the assigned department considers important information according to the policy. and procedures even in the case of an anonymous card If the information is reasonable and clear evidence will be considered. and report to stakeholders who make complaints.
- 2. Fact checking Consider preparing** a fact-finding report. with comments and suggestions To the Chief Executive Officer and Managing Director consider ordering as appropriate
- 3. Order consideration** The Chairman of the Executive Committee and the Managing Director shall appoint an investigative committee for the complaints that have well-founded evidence. According to the company's work regulations to achieve fairness to all parties.
- 4. Reporting of settled complaints** Will report to the stakeholders who complain. If the complainant has notified the contact information Including reporting to the Corporate Governance Committee and the Audit Committee for acknowledgment.

### Measures to protect complainants or those who cooperate.

complainant or person who cooperates in the investigation Investigations will be protected in accordance with the following rules and complaints policy:

1. Complainant or stakeholders or those who cooperate in good faith at all stages of the investigation and investigation process will receive protection or non-retaliation.



2. The information of the complainant and those involved will be kept confidential. (Confidential) in accordance with the company's requirements regarding the level of confidentiality and security of documents.
3. The complainant or the affected person will be treated and relieved according to the Company's appropriate procedures.

In 2022, there was no whistleblowing, or complaints related to illegal actions, or the Code of Conduct has been violated inaccurate financial reports Corruption or defective internal control system of the company to that channel.

## Duty of the Board of Directors in 2022

### Q1

1. Consider and approve the date of the Annual General Meeting of Shareholders for the year 2022.
  - Consider approving the record date to determine the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders, and the right to receive dividends.
  - Consider acknowledging the Company's performance
  - Consider and approve and propose to the Annual General Meeting of Shareholders to approve the financial statements ending December 31, 2021.
  - To acknowledge the interim dividend payment
  - To consider and propose to the Annual General Meeting of Shareholders to approve the dividend payment for the operating results of the year 2021
  - To consider and approve the election of directors to replace those who retired by rotation
  - Consider and approve and propose to the Annual General Meeting of Shareholders to approve the remuneration of directors.
  - Consider and approve and propose to the Annual General Meeting of Shareholders to appoint an auditor, and determine the annual audit fee.
2. Consider the financial statements and operating results of the past year.
3. Consider and acknowledge the performance of the Audit Committee in the past year.
4. Consider and approve the budget and investment plan for the year 2022.
5. Consider and approve the period for the sale of shares of the repurchased company, under the share repurchase project for financial management purposes
6. To consider and approve the criteria for paying employee bonuses for the year 2021.

7. Consider the risk management plan.
8. Consider acknowledging the performance report of the investor relations plan.
9. Consider the succession plan of top executives and organizational structure.
10. Board of Directors Meeting Only Non-Executive Directors (NED)
11. To consider and give opinions on the assessment of the adequacy of the Company's internal control system.

## Q2

1. Annual General Meeting of Shareholders 2022
2. To consider and approve the re-appointment of members of the sub-committees.
3. Consider acknowledging the employee wage adjustment for the year 2022.
4. Consider approving the financial statements and operating results. For the three-month period ended March 31, 2022
5. Acknowledge the performance of the Audit Committee Q1

## Q3

1. Consider and acknowledge the Company's operating results for the second quarter.
2. To consider and approve the interim dividend payment for the operating results for the six-month period ended June 30, 2022.
3. Consider approving the financial statements and operating results. For the six-month period ending June 30, 2022
4. Acknowledge the performance of the Audit Committee in the second quarter.
5. Report on the performance of the Risk Management Committee
6. Consider changing the management structure of the Company and its subsidiaries.

## Q4

1. Consider and acknowledge the Company's operating results for the third quarter of 2022.
2. Consider approving the financial statements and operating results. For the nine-month period ending September 30, 2022
3. Acknowledge the performance of the Audit Committee in the third quarter.
4. Consider and approve meeting plans/activities of the Board of Directors and sub-committees. in advance
5. Acknowledge the performance of the Risk Management Committee for the year 2022.
6. Consider investment projects in 2023.
7. Manpower rate and organizational structure for the year 2023

## 8.2 Report on performance of the Audit Committee for the past year

### 8.2.1 Number of meetings and meeting attendance of individual members of the Audit Committee

#### Audit Committee

In the year 2022, the Audit Committee held 4 meetings with the details of attendance of each director as follows:

Name-Surname	Position	Number of times attended
1. Mr. Suthanai Prasertsan	Independent director and Chairman of Audit Committee	4/4
2. Mr. Anant Gatepithaya	Independent director and Director of Audit Committee	4/4
3. Mr. Pumipat Sinacharoen	Independent director and Director of Audit Committee	4/4
4. Mr. Anantachai Yoonprathom	Independent director and Director of Audit Committee	4/4
5. Ms. Parichatra Laotheerasirivong	Independent director and Director of Audit Committee	4/4

### 8.2.2 Performance of the Audit Committee

#### Audit Committee Report

Audit Committee It consists of 5 independent qualified members who are qualified and experienced in law, administration, accounting, finance and economics. At present, the Audit Committee consists of Mr. Suthanai Prasertsan. as the Chairman of the Audit Committee, Mr. Anant Gatepithaya, Pumipat Sinacharoen, Mr. Anantachai Yoonprathom and Ms. Parichatra Laotheerasirivong as a member of the Audit Committee which has components, qualifications according to the announcement of the Capital Market Supervisory Board and regulations of the Stock Exchange of Thailand

The Audit Committee performed its duties as assigned by the Board of Directors. According to the Charter of the Audit Committee of Fortune Parts Industry Public Company Limited which is in line with the announcement of the Stock Exchange of Thailand. and the Securities and Exchange Commission The policy focuses on compliance with good corporate governance principles. and according to the law Regulations related to business operations both within the country and abroad. Including the importance of sufficiency. and the effectiveness of the internal control system and internal audit system. Performance of Associates and Joint Ventures and important investments

In 2022, the Audit Committee There were a total of 4 meetings, with Mr. Suthanai Prasertsan Mr. Anant Gatepithaya, Mr. Pumipat Sinacharoen, Mr. Anantachai Yoonprathom and Ms. Parichatra Laotheerasirivong Attended all 4 meetings, which can summarize the essence of the duties and opinions of the Audit Committee as follows:

### 1. Review of financial reports and not a financial report

The Audit Committee reviewed the quarterly financial statements and the 2022 financial statements, including related transactions. Items that may have conflicts of interest by inviting relevant management and auditors to attend the meeting on the agenda of considering the financial statements. To clarify and answer questions from the Audit Committee. in terms of accuracy, completeness, adjustment of important accounting entries that affect the financial statements Sufficiency of information disclosed in the financial statements and auditor's remarks which the Audit Committee is of the opinion that the financial statements are presented correctly as they should be in accordance with financial reporting standards. The Audit Committee has arranged a specific meeting with the auditor. to discuss with the auditors on various matters related to the preparation of accounting and financial reports, such as the scope, guidelines, and annual audit plan of the auditor; risk; internal control; internal audit Complaints and Fraud and other matters which the auditor has not raised or explained elsewhere It was seen that the auditor received good cooperation from the management. have independence in their work Including having knowledge, experience, and guidelines for reviewing or examining financial reports that are sufficient and suitable for the performance of the auditors.

### 2. Risk Management Review

Board of Directors Risk Management Committee And the management has given importance to risk management. Both internal and external risk factors are assessed. and create risk management plans to prevent or reduce potential impacts on business operations to an acceptable level, including setting key risk indicators (KRI). ) to track changes in various factors. and formulate additional measures for responding to changes in an efficient and timely manner. Board of Directors has appointed a risk management committee to supervise the Company's risk management Including the company Reported the progress of risk management to the Board of Directors. In addition, the Audit Committee has reviewed the effectiveness of risk management from the performance reports of subsidiaries. Internal Auditor's audit results and auditor which made us believe that the Company There is a risk management system that supports the risk to be at an acceptable level.

### 3. Reviewing the effectiveness of the internal control system

From the review of the Company's internal control system According to the assessment of the adequacy of the internal control system prepared by the management according to the guidelines of the Securities and Exchange Commission and the audit results of internal auditors and auditors There were no issues or shortcomings that could significantly affect the Company. as well as organizing continually making improvements according to the recommendations of the audit committee, auditors and internal audit departments shows that the company Give importance to internal control able to reasonably assure that the Company There are adequate and effective internal controls.

#### 4. Supervision of internal audit work

The company hired P&L Corporation Co., Ltd. to be the auditor of the company's internal control system. The Audit Committee has considered and approved the revision of the Internal Audit Charter. An audit plan prepared according to the risk base covering activities Control important risks of the company. Strategic plan that focuses on developing auditing capabilities SUPPORTING THE COMPANY STRATEGIES and building good relationships with stakeholders and key performance indicators covering the company. internal auditor from monitoring and evaluating the performance according to the plan, it was found that the auditing company had successfully performed the work according to the plan and the specified performance indicators. International Standards for the Professional Practice of Internal Auditing are adopted. and applicable good practices Adhere to the code of conduct of internal auditors. are independent according to the structure specified as well as having good coordination with the management and auditors. and provide good support to the performance of the Audit Committee. which shows that the company There is an internal audit that is independent with international practices. and productive

#### 5. Compliance with the laws on securities and stock exchange, regulations of the Stock Exchange of Thailand and/or laws related to the business of the Company

The Audit Committee has assigned internal auditors to examine compliance with laws that affect the Company's operations. The results of the examination concluded that the Company has put in place a control system to ensure compliance with the law, including compiling a list of relevant laws and always keep up with updates or new legislation Assigning persons responsible for legal proceedings and monitoring compliance with the law. Internal auditors did not find any non-compliance with laws that affect the company. significantly In addition, the Audit Committee did not receive a report from the auditor. Complaints from third parties or disclosures by management indicating that the Company Failure to comply with the law which may cause an impact on the Company significantly This makes us believe that the company has a control process to ensure effective compliance with the law.

#### 6. Consideration of connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations of the Stock Exchange of Thailand.

The Audit Committee has assigned an internal auditor to Review of connected transactions in case of purchase of raw materials/services and sell the company's products with connected persons of the Company Based on the review results, it can be concluded that the purchase of raw materials/services and sells the products randomly reviewed above. There was no transaction that deviated from the contract conditions that passed the approval process according to the announcement of the Securities and Exchange Commission. Regarding the rules for making connected transactions

## 7. Consideration for the appointment of the auditor and audit fee for the year 2022

The Audit Committee considers, selects, nominates, appoints an auditor, and determines the auditor's remuneration for the year 2022 by considering the auditor's performance in the past year according to the company's evaluation criteria. Qualifications of auditors Independence in performance, quality, and standard of work satisfactory and the auditor's qualifications are in accordance with the announcement of the Office of the Securities and Exchange Commission. and the Stock Exchange of Thailand. therefore, proposed to appoint Grant Thornton Company Limited as the Company's auditor for the year 2022.

### Name of auditors

1. Mr. Somkid Tiattrakul,	CPA license No. 2785	or
2. Ms. Kanyanat Srirat Chatchaval	CPA license No. 6549	or
3. Mr. Narin Churamongkol,	CPA license No. 8593	or
4. Ms. Amomjid Baolorpet,	CPA license No. 10853	or
5. Ms. Saranya Akharamahaphanit	CPA license No. 9919	or
6. Ms. Luxsamee Deetrakulwattanapol	CPA license No. 9056	

Being the Company's auditor and not being the same auditor who has performed the duties of reviewing or auditing and expressing opinions on the Company's financial statements for 5 consecutive fiscal years.

## 8. Review of Self-Assessment Forms on Anti-Corruption Measures According to Thailand's Private Sector Collective Action Coalition Against Corruption Program

The Audit Committee has reviewed the results of reviewing anti-corruption measures. In the Company's existing operating procedures, it was found that in 2022, the Company has improved the conduct of corruption risk assessment that may occur to the Company. by providing a control self-assessment process and fraud risk assessment Including activities to promote and communicate anti-corruption to employees at all levels for acknowledgment.

## 9. Review of Audit Committee Requirements and charter of the internal audit department

The Audit Committee has reviewed the requirements of the Audit Committee to ensure they are appropriate and consistent with the duties and responsibilities of the Audit Committee. and various laws The Audit Committee has performed its duties with due diligence. is independent and transparent for the utmost benefit of the company The Audit Committee is confident that the Company's financial statements are fair. It is accurate, reliable and in line with generally accepted accounting standards and financial reporting standards under risk management and an effective and sufficient internal control system. of the internal audit department to be appropriate and consistent with the duties and responsibilities of the Internal Audit Department. to be used as operational guidelines and to realize the importance of a good



corporate governance system The internal audit department can perform duties independently and provide advice and consultation. and provide useful information for decision making to improve the Company's operations.

## 10. Report on the performance of the Audit Committee

### Duty of the Audit Committee 2022

1. Certification of statement of financial position account Company profit and loss account For the year ended 31 December 2021 and auditor's opinion
2. Certification of connected transactions of the company and determination of buying/selling prices for connected companies for the year 2021
3. Consider the appointment of auditors and their remuneration for the year 2022 before proposing to the Board of Directors. for consideration and approval by the annual general meeting of shareholders
4. Internal audit report for the year 2021 and audit results on issues requiring improvement in the past.
5. Consider the internal audit plan and the remuneration of the auditor within the year 2022 before proposing to the Board of Directors. for consideration and approval
6. Consider assessing the adequacy of the internal control system for the year 2021.
7. Review for the Company Accurate financial reporting and adequate disclosure
8. Review for the Company To have an appropriate and effective internal control and internal audit system and consider the independence of the internal audit unit. as well as to approve the appointment, transfer, termination of the head of the internal audit unit or any other department responsible for internal auditing
9. Review for the Company Comply with securities and exchange laws SET REQUIREMENTS and laws related to the Company's business
10. Consider, select, nominate, or dismiss an independent person to be the Company's auditor and propose such person's remuneration. Including attending a meeting with the auditor without the presence of the management at least once a year.
11. Considering connected transactions or transactions that may have conflicts of interest in accordance with the law; and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and in the best interest of the Company.
12. Prepare a report of the Audit Committee to be disclosed in the Company's annual report. The said report must be signed. by the Chairman of the Audit Committee and must consist of at least the following information:
  - (a) an opinion on the accuracy, completeness, and credibility of the Company's financial reports

- (b) an opinion on the sufficiency of the Company's internal control system
- (c) an opinion on compliance with the law on securities and exchange; market requirements securities or laws related to the business of the Company.
- (d) an opinion on the suitability of the auditor
- (e) an opinion on transactions that may have conflicts of interest
- (f) Number of audit committee meetings and the attendance of each member of the Audit Committee
- (g) Opinions or overall observations received by the Audit Committee from the performance of duties in accordance with the Charter.
- (h) Other items that shareholders and general investors should be aware of under the scope of duties and responsibilities given.

Assigned by the Board of Directors

13. Certification of balance sheet accounts and the company's profit and loss account for the 1<sup>st</sup>-3<sup>rd</sup> quarter with the auditor of the year 2022
14. Consider internal audit issues. revision Measures for inspection and control according to the specified work plan
15. Certification of connected transactions of the Company and determination of buying/selling prices for Related Companies
16. Evaluate the adequacy of the internal control system for the year 2022.
17. Self-assessment form of the Board of Directors 2022
18. Self-assessment form of sub-committee as a group, year 2022
19. Individual Board Self-Assessment Form 2022

### 8.3 Summary of performance of other sub-committees

#### 8.3.1 Number of meetings and meeting attendance of individual committees

##### Risk Management Committee

In the year in 2022, the Risk Management Committee held 2 meetings with details of attendance of each committee as follows:

Name-Surname	Position	Number of times attended
1. Mr. Anant Gatepithaya *	Chairman of the Risk Management Committee	2/2
2. Mr. Suthanai Presertsan *	Vice Chairman of the Risk Management Committee	2/2
3. Mr. Sompol Tanadumrongsak	Vice Chairman of the Risk Management Committee	2/2
4. Mrs. Nussara Tanadumrongsak	Risk Management Committee	2/2

Independent Director \*

##### Nomination and Remuneration Committee

In the year in 2022, the Nomination and Remuneration Committee held 2 meetings with the details of attendance of each director as follows:

Name-Surname	Position	Number of times attended
1. Mr. Pumipat Sinacharoen *	Chairman of the Nomination and Remuneration Committee	2/2
2. Mr. Anant Gatepithaya *	Member of the Nomination and Remuneration Committee	2/2
3. Mr. Anantachai Yoonprathom *	Member of the Nomination and Remuneration Committee	2/2
4. Mr. Sompol Tanadumrongsak	Member of the Nomination and Remuneration Committee	2/2

Independent Director \*

##### Corporate Governance and Sustainability Committee

In the year in 2022, the Corporate Governance and Sustainability Committee held 2 meetings with the details of attendance of each committee as follows:

Name-Surname	Position	Number of times attended
1. Mr. Suthanai Presertsan *	Chairman of the Corporate Governance and Sustainability Committee	2/2
2. Mr. Anant Gatepithaya *	Vice Chairman of the Corporate Governance and Sustainability Committee	2/2
3. Mr. Pumipat Sinacharoen *	Vice Chairman of the Corporate Governance and Sustainability Committee	2/2
4. Mr. Sompol Tanadumrongsak	Corporate Governance and Sustainability Committee	2/2
5. Mrs. Nussara Tanadumrongsak	Corporate Governance and Sustainability Committee	2/2

Independent Director \*

## Anti-Corruption Working Group

In the year in 2022, the Anti-Corruption Working Group held 2 meetings with the details of attendance of each director as follows:

Name-Surname	Position	Number of times attended
1. Mr. Anant Gatepithaya *	Chairman of the Anti-Corruption Working Group	2/2
2. Mr. Suthanai Presertsan *	Vice Chairman of the Anti-Corruption Working Group	2/2
3.Mr.Sompol Tanadumrongsak	Vice Chairman of the Anti-Corruption Working Group	2/2
4.Mrs.Nussara Tanadumrongsak	Anti-Corruption Working Group	2/2

Independent Director \*

## 8.3.2 Performance of such sub-committees assigned by the Board of Directors

### Risk Management Committee

Risk Management Committee Oversaw the organization's risk management within the scope. Authorities and responsibilities assigned from the Board of Directors. In the year 2022, there were 2 meetings of the Risk Management Committee, which can be summarized as follows:

1. There is a risk assessment according to the COSO principle 2 times a year by executives in each department throughout the organization to find the risks that exist in the organization. and a risk improvement plan is issued for each issue to control the risks. Including a risk management plan.

2. Identify risks related to significant external factors over time for the Board of Directors to consider. For example, the risk from the growth rate of electric vehicles (EV), technology in which vehicles have more self-protection systems, which may affect the sale of replacement parts. Global Inflation Risk The risk of currency fluctuations around the world that may affect the ability to repay debt of customers.

3. Give comments and suggestions on risk management measures. for corporate risk factors and key risk indicators (Key Risk Indicator) to ensure that the Company's risk management has covered important issues at an acceptable level as well as following up on progress reports quarterly risk management

4. Provide comments and suggestions for risk assessment. and risk management measures for new risks such as cyber threats. Including requiring the preparation of an emergency plan to practice preventing such threats. To ensure that appropriate and sufficient risk management measures are in place. to present to the Board of Directors consider in the next order.

5. Provide comments and suggestions on corporate risk factors for the year 2022 in line with business directions, strategies, and corporate goals. and changing environment

6. Report the results of the Risk Management Committee to the Board of Directors for acknowledgment every quarter.

7. Evaluate the performance of the Risk Management Committee both as a group and individually on an annual basis. The assessment results were presented to the Board of Directors for acknowledgment.

In summary, the Risk Management Committee has given importance to corporate risk management to have good efficiency and effectiveness that can enable the Company to achieve the objectives and goals set create added value for shareholders and stakeholders of the Company sustainable in the long term.

#### **Duty of the Risk Management Committee for the year 2022**

1. Consider and approve risk assessment results, work plans, measures for improvement.
2. Present the performance of the Risk Management Committee in 2021
3. Present the risk assessment results. risk status that requires continuous improvement and submit a risk management plan to the Board of Directors.
4. Present the impact of Personal Data Protection Laws that may affect the Company's business operations.
5. Consider and approve Acceptance Criteria for New Risk Assessments that may affect business operations.
6. Propose measures to control risks arising from exchange rate fluctuations. that may affect the performance of the Board of Directors
7. Consider and approve the emergency drills. to prepare when unexpected events occur
8. Announcement of Personal Data Protection Policy and provide opinions on measures for controlling, storing, and using personal data for the Company's business operations.
9. Consider, acknowledge, and give opinions on the preparation of the regulations on activity assessment Related to the use of personal information and storage of personal information related to various activities.
10. Training to provide knowledge on personal data protection practices.
11. Consider and approve the machinery relocation plan to control the risk from crane use. and subsidence of the crane rail floor
12. Propose measures to control risks arising from exchange rate fluctuations. rapidly depreciating and quickly appreciated which may affect the results of operations to the Board of Directors

13. Review of trade debt control measures arising from the credit of the sale Because many countries currency depreciate sharply and may affect debt service.

14. Review and approve the execution of emergency drills. from cyber threats to the Company's information system

15. Risk Assessment from the volatility of the main raw material prices and approve the procurement committee Make an agreement to purchase raw materials in advance to be enough for 12 months to control the purchase price and prevent raw material shortages.

## Nomination and Remuneration Committee

In 2022, the Nomination and Remuneration Committee consists of Mr. Pumipat Sinacharoen, Chairman of the Nomination and Remuneration Committee, Mr. Anant Gatepithaya, Member of the Nomination and Remuneration Committee. and Mr. Anantachai Yoonprathom, Member of the Nomination and Remuneration Committee In 2016, the Company held a total of 2 meetings and performed its duties in accordance with the mission specified in the charter and as assigned by the Board of Directors, which can be summarized as follows:

### 1. Nomination of Directors

- Considered the nomination of directors to replace those who are due to retire by rotation at the Annual General Meeting of Shareholders for the year 2022 by giving shareholders the opportunity to nominate qualified and suitable candidates to be the Company's directors. more than two months in advance and when the deadline had not nominated any person to enter the Company, the Board of Directors therefore considered nominating a person with qualifications, experience, expertise and suitable for the Company's business. The shareholders' meeting resolved to approve and approve the proposal.

- Consider nominating directors to act as sub-committee members in place of the vacant position By considering the components according to the requirements of the SEC. SET Articles of Association and the charter of each specific committee as well as considering the qualifications, knowledge, expertise and experience in specific areas that will be beneficial to the performance of the duties of a specific committee member.

### 2. Remuneration

- Consideration of remuneration for company directors' subcommittees for the year 2022 and the directors' remuneration for the year 2022 based on the results of the Board of Directors' performance, economic conditions Including the company's performance Comparison with information on remuneration of directors of listed companies in the industry and businesses of similar size. To propose to the Board of Directors and seek approval at the 2022 Annual General Meeting of Shareholders.



- consider appraisal Performance and Remuneration for Executive Chairman and Managing Director considering Performance during the tenure in the past year Comparison with the remuneration of the Executive Chairman and Managing Director of other companies in the same industry as well as duties and responsibilities Fair and reasonable and presented to the Board of Directors. for approval

### **3. Evaluation of the performance of the Board of Directors for the year 2022**

- Considered reviewing and improving the performance evaluation form of the Board of Directors in all three forms, namely, group, self, and cross-based for the year 2021, to ensure that they are complete and up to date, in line with best practices. and the Stock Exchange of Thailand In order to use the evaluation results as part of determining the annual remuneration of directors. In addition to the performance of the company

- Organized an evaluation of the performance of the Nominating Committee. And determine the remuneration for the year 2022 and report the results of the assessment to the Board of Directors. And disclosed in the company's annual report.

### **4. Improving and improving the performance of duties**

- Participate in determining the Company's personnel development policy with consideration to improve the management structure of the new company Remuneration structure for employees at each level to be up-to-date and consistent with the nature of business operations as well as being related to both short-term and long-term business strategies. In order to comply with the best practices according to the revised good corporate governance principles.

- Preparing the Skill Matrix of the Board of Directors to have a variety Suitable for businesses according to international standards for use in considering the nomination and selection of directors

Nomination Committee and determine compensation Adhere to performing duties with prudence and transparency. according to good corporate governance principles to build confidence for both shareholders and all stakeholders This will result in creating added value for the company. in the long run

### **Duty of the Nomination and Remuneration Committee in 2022**

1 Consider proposing the appointment of new directors

(a) Appointment of new directors to replace the directors who retired by rotation To present to the Board of Directors for consideration and to propose to the shareholders for approval at the 2022 Annual General Meeting of Shareholders.

2 Consideration of remuneration for directors and sub-committees for the year 2022

2.1 Annual remuneration / meeting allowance

2.2 Consideration of remuneration for directors (Based on the year 2021 performance) to present to the Board of Directors for consideration. and presented to the shareholders for approval. At the 2022 Annual General Meeting of Shareholders

3. Acknowledge the manpower plan in 2021 and the manpower utilization plan in 2022.

4. Consider and acknowledge the criteria for making and implementing the Managing Director's succession plan. and senior management

5. Consider and approve salary adjustments for employees and executives for the year 2022.

6. Consider and approve the human resource management policy. and regulations as a guideline for management use of resources granting of rights Welfare Management to achieve equality.

7. Review the approval authority of directors. and service providers of the company to present to the Board of Directors Consideration and approval for the year 2022.

## Corporate Governance and Sustainability Committee

### Duty of the Corporate Governance and Sustainability Committee in 2022

1. Report on corporate governance and sustainability performance for the year 2021 to the Board of Directors.

2. Propose the sustainability action plan for the year 2022 to the Board of Directors.

3. Set guidelines for organizational development according to the policy and sustainable development framework covering risks and opportunities related to the economy (Economic), society (Social), environment (Environmental), and energy (Energy) under good corporate governance. By considering the interests of all stakeholders in adding value and creating sustainable long-term value. To achieve the organization's objectives that focus on eco operational excellence (Eco Operational Excellence) and create a culture of sustainability.

4. Set short-term sustainability management goals covering risk issues. and business opportunities in conducting business with social responsibility. and environment the medium-term sustainability management goals focus on creating positive impacts on the economy, society and environment. through the management of business value chains on demand and expectations of stakeholders

5. Participate as one of 33 pilot companies in the project to apply the circular economy management system for the organization.

(Mor Chor. 2, No. 2-2021)\_Circular Economy Management System for Organization (CEMS) by We Green, Faculty of Environment Kasetsart University in collaboration with the Thai Industrial Standards Institute (TISI), Ministry of Industry, with the timeframe for requesting certification: July 2022 – May 2023

6. The company has set a goal to become carbon neutral by the year 2040, which is considered the main mission of the organization in showing social responsibility in helping to transform society into a circular economy. and develop products and services that are environmentally friendly Leading to achieving the Sustainable Development Goals (SDGs) and balancing the business value chain between conservation and utilization of resources throughout the product life cycle based on sustainability key issues in environmental management. surrounded by 4 issues.

- |   |  |
|---|--|
| 1. Greenhouse Gas Management Guidelines | 2. Energy Management Guidelines                |
| 3. Water Management Guidelines          | 4. Waste and Contaminant Management Guidelines |

7. Take part in driving business according to the green economy based on sustainable economic growth. by developing clean technology eco design Eco-efficiency through building partnerships with stakeholders along the business value chain. This leads to a reduction in negative impacts on the environment and sustainably elevates the quality of life of people in society. Until receiving the green industry certification (Green Culture)

8. Low Carbon and Sustainable Business Assessment and Rating Project (LCSB) award at outstanding level 2022, Thailand Greenhouse Gas Management Organization (Public Organization) on September 20, 2022

9. Climate Action Leading Organization Certificate for contributing to driving and supporting the achievement of carbon neutrality and net zero greenhouse gas emissions by 2050 or earlier Thailand Carbon Neutral Network in the Climate Neutral Now Initiative in the year 2022

10. One of the Thai organizations participating in the disclosure of its environmental and natural resource impacts. Including measures to reduce such impact Carbon Disclosure Project in 2022

### Anti-Corruption Working Group

#### Duty of the Anti-Corruption Working Group in 2022

1. Acknowledge the anti-corruption performance for the year 2021 to the Board of Directors.
2. Provide training for employees to acknowledge the policy and guidelines About Anti-Corruption
3. Evaluate activities related to operations, both related to the government sector, customers, that may cause corruption. to assess the risks, Determine corrective measures.
4. Review the complaint reporting policy to enable all groups of stakeholders to report clues or complain about inappropriate actions. infringement Illegal or unethical acts inaccurate financial reports or defective internal control system Including having a policy to protect whistleblowers The complainant can choose to remain anonymous. Complaint recipients will keep the information confidential and disclose it

as necessary, taking into account the safety and damage of the complainant. And those who have suffered damage will receive relief from damages through appropriate and fair procedures.

5. Review the procedures to be taken when receiving complaints.

6. Review anti-corruption measures and risk assessment against corruption. In the existing operating procedures of the Company by internal departments with relevant responsibilities. To be complete and current in line with changing situations and risks and report to the Audit Committee. and the Board of Directors be informed in order.

7. Organize a fraud risk assessment program to analyze and assess the risk of the likelihood of fraud. And the potential impact from fraud in various processes within the organization by using risk assessment tools developed from Risk Assessment of Enterprise Risk Management (ERM) to use in operations to take such information into consideration in setting measures. internal control and internal investigations on corruption and corruption for the purpose of supervising, monitoring, controlling and reducing the chances of corruption within the organization.

## Internal Control and Related Transactions

FPI Internal Control

FPI Related Transactions





### 9.1 Internal control

The Board of Directors of Fortune Parts Industry Public Company Limited has assigned the Audit Committee to review the appropriateness and effectiveness of the internal control provided by the management to ensure that the Company has internal control and the monitoring of operations is appropriate and adequate in ensuring that operations are in accordance with the goals, objectives, laws and requirements in line with the guidelines of the SEC Office and the Stock Exchange of Thailand and attach importance to the internal control system according to international standards of The Committee of Sponsoring Organization of the Treadway Commission: COSO to support the work of the company It is accurate, transparent, verifiable and able to reduce or prevent damage that may occur.

At the Board of Directors' Meeting No. 1/2022 on February 25, 2022, all 5 members of the Audit Committee attended the meeting. The Board of Directors has assessed the sufficiency of the internal control system for the year 2021 according to the evaluation form of the Office of the Securities and Exchange Commission (SEC), which covers 5 elements: organization and environment; (Organizational and Control Environment), Risk Management, Operational Control (Management Control), Information and Communication System, as well as Monitoring System as assigned by the Management. prepare and the results of the review of the assessment of the internal control system by the Audit Committee. which the Board of Directors Considered that the company's internal control system There is sufficient and appropriate. The Company has provided sufficient personnel to operate the said system efficiently, including an internal control system for monitoring and supervising the Company's operations. To be able to protect the company's assets. from being used by directors or executives improperly or without authority Management of the Company's internal control system Can be summarized by components of internal control as follows.

#### 1. environment and control

The Board of Directors and executives support a corporate culture that focuses on honesty and business ethics. along with supervising the business operations of the company in accordance with the vision and mission There is a good and appropriate internal control environment as follows:

Board of Directors Be independent from the management responsible for overseeing the overall business operations. Give opinions on the strategic direction of the company. for use as a guideline for preparing business plans and operational plans as well as monitoring the Company's performance and the performance of specific committees on a regular basis to ensure that the operations of the company. will achieve the set goals.



The Board of Directors and the executives have established good corporate governance policies and business ethics. Policy on supervising the operation to be in accordance with the law, rules, regulations, internal control system policy and guidelines for anti-fraud and corruption for directors, executives, and employees of the Company Take it as a guideline for your work. By assigning all personnel to be responsible for internal control and to maintain an effective internal control system. The company Has communicated and publicized such policies to all executives and employees regularly. through various courses and activities such as training on good corporate governance policies and business ethics Regarding the supervision of operations to be in accordance with relevant laws, rules and regulations on corporate risk management and internal control, etc.

The company has established an organizational structure and divisions. for the management of the company Efficient and operating in the same direction throughout the company There is a separation of duties in important work areas. to create a balance between them and assigned duties responsibility Delegate authority appropriately according to the organizational structure.

The company determines the qualifications of personnel for each job position. as a criterion for recruitment and personnel development Formulate a succession plan for key positions. along with establishing a standardized and systematic performance appraisal process to consider giving fair rewards and to motivate personnel to work effectively.

## 2. Risk assessment

Board of Directors and Executives Give importance to risk management to build confidence in leading the organization to achieve both short-term and long-term goals. Therefore, there is a Risk Management Committee appointed by the Executive Committee. and set up a risk management committee to supervise the Company's risk management to be appropriate and effective and effectiveness The management guidelines are as follows:

### 1. Objective Setting

The Company has set objectives for risk management. to be consistent with strategic goals and risks acceptable to the organization To set clear and appropriate goals for risk management of the organization.

## 2. Risk Identification

Executives in each line will collect events that may occur to departments, processes, both internal and external risk factors, and when they occur, cause the organization to not achieve its objectives or goals, such as personnel management policies. operations, finance, information systems, laws, regulations, etc., in order to understand the events and situations And so that the executives can determine guidelines and policies to deal with risks that may occur well.

## 3. Risk Assessment

Risk assessment measures the severity of a risk. To prioritize existing risks by evaluating them from likelihood and impact, including opportunities for improvement. which each department must have to choose And propose measures for improvement, which the company requires a risk assessment every 6 months. High risk. or at a level that needs to be fixed will be presented to the Risk Management Committee for consideration in order to determine immediate remedial measures. The result of the improvement The Risk Management Committee will report to the Board of Directors every quarter.

## 4. Risk Response

The company will respond to the risk. after the company Able to identify risks and assess their level of risk The risk must be taken into action to reduce the likelihood of the risk and reduce the severity of the impact. To be at an acceptable level by the organization with the most suitable risk management method and worth the investment

## 5. Control Activities

Defining activities and practices to help reduce or control risks To ensure that risks can be properly managed. and make operations achieve the objectives and goals of the organization Prevent and reduce risks to the level acceptable to the organization.

## 6. Information and Communication

The company has an efficient information and communication system. Because it is an important basis to consider in further risk management operations according to the framework and procedures set by the organization

## 7. Monitoring

The results of risk management are followed up every 6 months to know whether the performance is appropriate and can manage risks effectively or not.

Risk management the company has conducted assessment and control throughout the organization, consisting of

- 1) Enterprise risk management by preparing a risk profile both at the corporate level.
- (2) investment risk management and
- (3) process level risk management.

The risk assessment considers changes in both internal and external factors. Including the possibility of fraud and corruption. along with establishing guidelines for risk management to keep the risk at an acceptable level, there is a risk review process and regular monitoring of the implementation of the risk management plan. It is the duty and responsibility of all departments to manage and manage the risk to an acceptable level.

## 3. control activities

The company has established efficient and effective control activities. This reduces the risk of not achieving the Company's objectives. to an acceptable level as follows:

The company has set control activities. taking into account good internal control principles such as segregation of duties There are policies and guidelines related to transactions that have or may have conflicts of interest. Transparent, verifiable and fair transactions approval of transactions based on the best interests of the Company, etc.

The company defines both manual and automatic controls for important processes. The company defines information technology security control procedures. To ensure the efficiency and effectiveness of the Company's information security.

The company has established regulations and policies. written operating manual requirements by defining the scope of authority the roles and responsibilities of the Executive Chairman, executives and employees at each level and procedures are clearly defined. as a guideline for work and has regularly reviewed its operations to ensure compliance with regulations, policies, requirements, and operating manuals.

The Company has established a supervision process for the companies that the Company invests in according to the Company's structure. in each business group for joint companies The operational guidelines are in line with and in line with the policy framework, practice guidelines and business strategic directions of the Company. along with monitoring the operations of the company Associated companies on a regular and continuous basis.

#### 4. Information and communication systems

The Company places importance on the quality of information and communications, which are important factors that support effective internal control. The guidelines for managing information and communication are as follows:

The company determines the level of confidentiality of information. Guidelines for storing important documents and control documents Including operational information from both internal and external to ensure that important information related to the Company's business operation is accurate, complete and sufficient for the operation. and up to date

The Company has appropriately communicated to the Board of Directors, executives, employees, and stakeholders. The material matters relating to the Company's performance and meeting documents were delivered to the Board of Directors in advance of the meeting of the Board of Directors for the Board of Directors able to adequately analyze information before deciding by the Board of Directors More information can be requested from relevant agencies or persons. for consideration

The Company provides various communication channels within the organization, including communication from senior executives to employees via electronic mail, providing important information to new employees through Orientation activities, and providing knowledge that is useful in the workplace. The Company provides various channels for communicating with external stakeholders, such as the Company's website, electronic mail, as well as having a directly responsible unit. To regularly disclose important information to stakeholders.

The company has established channels for receiving complaints and set guidelines for handling complaints. (Whistleblower System) clearly so that employees and third parties can be confident that complaints will be considered transparently, honestly, fairly, and confidentially in a timely manner.

## 5. Evaluation

The Company has a process for monitoring and evaluating the adequacy of internal control as well as setting guidelines for improvement. to ensure that the Company's internal control system efficient and effective as follows:

The company assesses the internal control at the organizational level. and assess process-level internal controls Through the internal control assessment process by the operators (Control Self-Assessment) annually. The company has assigned P&L Corporation Co., Ltd. to be the auditor of the company's internal control system. to audit and evaluate the internal control of various work systems along with giving advice on determining ways to improve and fix If any defects in the internal control are found, the Company has established a process to promptly report any defects found to the executives. This includes a follow-up process to ensure that corrective actions are implemented effectively. and completed as scheduled.

### 9.2 Related Party Transaction

#### Connected transactions with related companies

The company has related party transactions with related person and related parties who may have conflict of interest in which all of these being made in a normal course of business of the company. To approve the related party transactions, the company implement policies to proceed according to normal trading terms by referring to appropriate market prices and conditions. In case when the transaction is not the ordinary business transaction or trading terms, such transaction must be approved in the Board of Directors' meeting. For the approval of the related party transaction, the directors, person and parties who may have conflict of interest will not be entitled to vote of such transaction. Moreover, the transactions must be reported to the company's Board of Directors for further acknowledgement accordingly and it must be ensured that the transaction provides maximum benefit to the company.

To examine the transactions, the Audit Committee must attend the meeting for review its necessity and reasonableness by considering price and rate of return of such transaction unless the transaction is the normal business transaction or has normal trading terms which can be approved by the Executive Board of Directors or Chief Executive Officer within the predetermined authorized limit. Nonetheless, if the Audit Committee does not have expertise in reviewing the arisen transaction, the company would arrange to have person with expertise and skill such as the company's auditor and independent expert to provide opinion on the related transaction. Opinion of the Audit Committee or expert may be used to support the decision making of the company's Board of Directors or shareholders.

Furthermore, the information of related party transactions will be disclosed in the notes to financial statements which is audited by the company's independent auditor. The related party transaction must be made in accordance with the Securities and Exchange Act, rules and regulations, notifications, orders or terms and conditions of the Office of Securities and Exchange Commission and/or the Stock Exchange of Thailand which concern the related party transactions or the acquisition and disposal of the company's asset in a strictly manner. The company must also comply with the procedure concerning the disclosure of information of the related transaction, and the acquisition or disposal of major assets of the company.

To enter in the potential related party transaction in the future, the company has approval procedures of the transactions stipulated above. The company has policy to operate in accordance with the ordinary course of business by referring to applicable market prices and condition to maximize the benefit of the company.

#### Details of Related Party Transactions

According to the resolution from the Board of Directors meeting No. 1/2022 on 25 February 2022 with the participation of Audit Committee and the independent directors to review the related party transaction for the period ended 31 December 2022 and 31 December 2021. The Board of Directors provided an opinion regarding the company's related party transactions that such related party transactions were necessary for the ordinary course of business while the terms of such related party transactions with related person and parties during the



period followed the market prices, purchase prices from other sellers and weight average price of the region which are reasonable and in accordance with the business. The details of the transaction can be summarized as follows

(Unit: Thousand Baht)

Related person and parties	Type of transactions	Value of related party transaction for the year ended		Nature of the transactions
		31 December 2021	2022	
Sangthong Auto Partsworld Co., Ltd.	Sales	70,487	80,696	Remark-1
	Trade Receivable	24,481	27,808	
Company owned by related person of the company’s management				
Sangthong Auto Partsworld Co., Ltd.	Purchases of Goods	14,162	12,655	Remark-1
	Trade Payable	5,216	3,979	
Company owned by related person of the company’s management				
United Auto Co., Ltd. (Previous name: Tongfong Automobile (Thailand) Co., Ltd.)	Sales	-	-	Remark-1
	Trade Receivable	-	-	
Company owned by related person of the company’s management				
EMP Innovation Co., Ltd. (Previous name: United Engine Co., Ltd.)	Sales	-	-	Remark-1
	Trade Receivable	1,727	1,727	
Company owned by related person of the company’s management				
FPI INDIA PRIVATE LIMITED	Sales	5,918	7,778	Remark-1
	Trade Receivable	19,690	28,493	
Subsidiary				
FPI INDIA PRIVATE LIMITED	Other Receivable	9,567	7,934	Remark-1
	Interest Income	3,455	1,639	
	Other Income	4,516	-	
Subsidiary				
Safe Energy Holdings Co., Ltd.	Other Receivable	-	-	Remark-1
	Interest Receivable	-	-	
Joint Venture				
FPI INDIA PRIVATE LIMITED	Purchases of Goods	48	479	Remark-1
	Trade Payable	-	-	
Subsidiary				
FORTUNE-PARTS INDUSTRY ECUADOR CIA.LTDA	Other Payable	1,054	1,054	Remark-1
Joint Venture				

Related person and parties	Type of transactions	Value of related party transaction for the year ended		Nature of the transactions
		31 December 2021	2022	
Fortune Box Industry Co., Ltd.	Sales	-	-	Remark-1
	Trade Receivable	9	-	
Company owned by related person of the company's management				
Fortune Box Industry Co., Ltd.	Purchase of Goods	24,938	35,998	Remark-1
	Trade Payable	9,106	8,158	
Company owned by related person of the company's management				
S.C.G. Industry Co., Ltd.	Purchase of Goods	848	72	Remark-1
	Trade Payable	-	-	
Common director and shareholding	Other Payable	6	-	
S.C.G. Industry Co., Ltd.	Services	-	-	Remark-1
Common director and shareholding				
Imperial Cable Industry Co., Ltd.	Sales	-	-	Remark-1
	Trade Receivable	-	-	
Common shareholding				
Imperial Cable Industry Co., Ltd.	Purchase of Goods	16	-	Remark-1
	Trade Payable	7	-	
Common shareholding				
Joint Ventures	<b>Non-Current Assets</b>	-	-	Remark-1
K-Mart Service Co., Ltd.	Oil and Gas	-	-	Remark-1
	Other Payable	-	-	
Common director and shareholding				
S C G Hatairath Co., Ltd.	Oil and Gas	288	361	Remark-1
	Other Payable	35	32	
Common director and shareholding				
Super Central Gas Co., Ltd.	<b>Service fees</b>	-	-	Remark-1
	<b>Other Payable</b>	-	-	
Common director and shareholding				

**Remark-1** : Related party transactions are in accordance with an ordinary course of business and support the operation of the company to maximize profit. This transaction is reviewed by Audit Committee and approved by the Board of Directors.

## Measures or Process of Related Party Transaction Approval

To prevent any conflict of interest that could be arisen from the transaction, the process to perform the related transaction between the company and related person/parties, and the benefit that is not in the normal course of business or normal commercial terms must be presented to the Board of Directors' meeting for approval. Directors and any person with interest or potential conflict of interest in such transaction will not be entitled to vote on such matter and must report the Board of Directors accordingly. Such transaction must be entered for the maximum benefit of the company.

To examine the transactions, the Audit Committee must attend the meeting for review its necessity and reasonableness by considering price and rate of return of such transaction unless the transaction is the normal business transaction or has normal trading terms which can be approved by the Executive Board of Directors or Chief Executive Officer within the predetermined authorized limit. The related party transaction must be made in accordance with the Securities and Exchange Act, rules and regulations, notifications, orders or terms and conditions of the Office of Securities and Exchange Commission and/or the Stock Exchange of Thailand which concern the related party transactions or the acquisition and disposal of the company's asset in a strictly manner. The company must also comply with the procedure concerning the disclosure of information of the related transaction, and the acquisition or disposal of major assets of the company.

## Policy or Tendency of Related Party Transactions

To enter in the potential related party transaction in the future, the company has approval procedures of the transactions stipulated above. The company has policy to operate in accordance with the ordinary course of business by referring to applicable market prices and condition to maximize the benefit of the company. The Audit Committee and/or Independent Directors are required to audit and provide opinion, taking into account the necessity and appropriateness of price and return of the transactions. To enter in the potential related party transaction in the future, the company has approval procedures of the transactions stipulated above. The company has policy to operate in accordance with the ordinary course of business by referring to applicable market prices and condition to maximize the benefit of the company.

The company has a policy to sell and buying with people who may have conflicts as well as customers or other vendors. The main policy is Products that are traded must be based on market prices. According to normal business conditions. The policy of selling and buying products with persons who may have conflicts can be summarized as follows:

## Product sales policy

The selling price is determined from the cost price plus the margin. Which is the price according to normal business conditions Based on the market price of that product Which the price is close to the competitor's price Or in the average selling price range of Asia and the Middle East. The selling price may be higher or lower than plus / minus 15% depending on

- Product quality
- Order quantity
- Competition in each market
- Special product characteristics

In the case of not being in the plus / minus 15% range, the Managing Director can approve up to 800,000 baht per product item. And with a total value of not more than 1,200,000 baht per item per month, more than 800,000 baht per product item Or with a total value of more than 1,200,000 baht per month, must be approved by the Audit Committee.




## Product purchase policy

**OEM products** - Purchases must be purchased from various dealers Of each brand The price will be equal to all companies. Because it is determined from the parent company as the market price, with the Price List referenced by each dealer giving discounts with a similar price range, approximately plus / minus no more than 5 percent.

**REM products** - Purchase Group will compare prices from other vendors. By considering the price Including the ability to deliver products according to the schedule of each vendor In the case of REM products with a few major manufacturers such as starter, generator, car cable Will be the price that is similar to the supplier who may have a conflict of interest to sell to other customers The said price may be different from other customers depending on market conditions and competition of each country and the amount ordered.

**In the case of depositing goods to the cabinet** - in some cases, the company's customers Contact to buy directly from the supplier. But because the order cannot be delivered in full The customer therefore gave the company As a buyer and delivery of goods, including making export documents In order to deliver with other products purchased by the customers with the Company, which the Company will buy from suppliers who are in conflict with the Company At the same price as the supplier who may have a conflict Set the selling price for such customers but use the exchange rate less than Baht 1.50-2.00. The difference is considered as an expense for the export operation. Or accounted for approximately 5-8 percent of the operation cost, which is the same rate as if the customer bought from another supplier who is not a person who may have a conflict And let the company Manage export matters.

# 10 Financial Statements

-  Responsibility of the Board of Directors  
for the financial report
-  Financial Statements
-  Data Validation (Certificated)





The main priority of the Board of Director is to supervise the company's operations, making sure they are in line with good corporate governance policy and that the financial statements and financial information appearing in the Company's annual report are accurate, complete and adequate. Also to make sure that the financial statements are in line with Thai Financial Reporting Standards and that an appropriate accounting policy has been chosen and is being carefully pursued on a regular basis. In addition, the Board of Directors must also ensure that the company has an effective internal control system to assure the credibility of its financial statements. Furthermore, the Board ensures protection over potential conflicts of interest through systems which are place to prevent unusual transactions. Connected transactions which might lead to possible conflicts of interest are closely monitored to ensure they are genuine transactions and are reasonably carried out, based on the normal course of business and for the Company's maximum benefits, and that the company is in compliance with relevant laws and regulations. The Audit Committee has already reported the result of its action to the Board of Directors and has also reported its opinions in the Audit Committee's Report as seen in 56-1 One Report / annual report 2022.

The Board of Director believes that the company's internal control system has been proven to be satisfactory. The Board was able to obtain reasonable assurance on the credibility of the company's financial statements as of 31 December 2022 which the company's auditor has audited based on the Generally Accepted Accounting Standards. The auditor provides the opinion that the financial statements fairly present the company's financial position and the results of its operations in accordance with generally accepted accounting principles.



(Mr. Sangcharean Tanadumrongsak)  
Vice Chairman



(Mr. Sompol Tanadumrongsak)  
Chief Executive Office





To the Board of Directors and the Shareholders of Fortune Parts Industry Public Company Limited

### *Opinion*

I have audited the consolidated and separate financial statements of Fortune Parts Industry Public Company Limited and its subsidiaries (the “Group”), which comprise the consolidated and separate statements of financial position as at 31 December 2022, the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

*In my opinion, the accompanying consolidated and separate financial statements present fairly,*

in all material respects, the consolidated and separate financial position of Fortune Parts Industry Public Company Limited and its subsidiaries as at 31 December 2022, and its consolidated and separate financial performances and its consolidated and separate 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 consolidated and separate financial statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### *Key Audit Matters*

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

Key audit matter	How the matter was addressed in the audit
<p><b>Impairment of investment in subsidiary and goodwill</b></p> <p>The Company has an investment in subsidiary of Baht 230.19 million approximately 6.06% of total assets in the separate financial statements and goodwill from acquired such subsidiary of Baht 7.96 million approximately 0.21% of total assets in the consolidated financial statements.</p> <p>An impairment assessment requires significant judgement by management, specifically in determining the assumptions to develop the cash flows projections of the subsidiary and the selection of the of discount rate which may be affected by changes in the economic condition, market situation and specific risks.</p> <p>Refer to Notes 14 which provide details of the impairment testing performed by management.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>- Obtaining an understanding of how management identified impairment indicators and the testing process</li> <li>- Reviewing the supporting documents prepared by management to assess whether the goodwill is impaired at the end of year and assess the appropriateness of the valuation model and key assumptions used by management</li> <li>- Assessing the reasonableness of the discount rate applied to the estimated future cash flows</li> <li>- Testing the calculation of the recoverable amount</li> <li>- Review the sensitivity analysis provided by management and considered the impact to recoverable amount</li> </ul> <p>Considering the adequacy and appropriateness of the disclosure of the assumptions, methodology and recoverable amount of goodwill and investment in subsidiary.</p>

## *Other Information*

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated and separate 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 consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate 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 and revised a material misstatement.

## *Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements*

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

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

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

*Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate 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 consolidated and separate financial statements of the current year 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.

**Luxsamee Deetrakulwattanapol**

Certified Public Accountant

Registration No. 9056

Grant Thornton Limited

Bangkok

27 February 2023

# STATEMENTS OF FINANCIAL POSITION

## FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY STATEMENTS OF FINANCIAL POSITION

(Unit : Thousand Baht)

		Consolidated F/S		Separate F/S	
	Notes	31 December 2022	31 December 2021	31 December 2022	31 December 2021
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	8	469,777	197,868	468,419	193,085
Trade receivables - general customers - net	9	1,197,545	1,027,748	1,169,525	1,008,960
Trade receivables - related parties - net	7, 9	27,805	24,491	56,298	44,181
Other receivables - general customers - net		23,357	27,893	23,357	27,893
Trade receivables - related parties - net	7	-	-	7,934	9,567
Inventories - net	10	688,586	489,899	662,424	466,395
Other current financial assets	26, 29	5,347	3,135	5,347	3,135
Other current assets		55,445	36,531	48,312	24,591
Total Current Assets		2,467,862	1,807,565	2,441,616	1,777,807
NON - CURRENT ASSETS					
Restricted bank deposits		5,135	5,102	421	421
Long-term loans to subsidiary	7	-	-	162,506	148,670
Investment in joint venture	11	-	-	-	-
Investment in subsidiary	12	-	-	230,188	230,188
Property, plant and equipment - net	13	1,162,875	1,238,380	933,917	1,010,581
Intangible assets - net		5,460	6,548	5,376	6,009
Goodwill - net	14	7,961	7,961	-	-
Deferred tax assets - net	22	60,442	56,516	24,110	20,221
Other non-current assets		9,465	9,412	1,371	1,450
Total Non - Current Assets		1,251,338	1,323,919	1,357,889	1,417,540
TOTAL ASSETS		3,719,200	3,131,484	3,799,505	3,195,347

The accompanying notes form an integral part of these financial statements.



FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF FINANCIAL POSITION

		(Unit : Thousand Baht)			
		Consolidated F/S		Separate F/S	
	Notes	31 December 2022	31 December 2021	31 December 2022	31 December 2021
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Short-term loans from financial institutions	15	868,801	600,536	847,294	592,287
Trade payables - general suppliers		332,396	232,687	312,869	222,276
Trade payable - related parties	7	12,136	14,329	12,616	14,329
Other payables - general suppliers		45,300	99,053	45,231	94,893
Other payables - related parties	7	1,122	1,095	1,122	1,095
Current portion of					
- Long-term loans from financial institutions	16	79,387	107,435	79,387	107,435
- Employee benefit obligations	17	833	1,120	833	1,087
Accrued Expense		47,076	54,387	44,071	52,545
Income tax payable	22	58,668	46,583	58,668	46,583
Short-term provision		3,505	2,952	3,505	2,952
Other current financial liabilities	26,29	310	8,385	310	8,385
Other current liabilities		60,361	31,318	57,332	30,264
Total Current Liabilities		1,509,895	1,199,880	1,463,238	1,174,131
<b>NON - CURRENT LIABILITIES</b>					
Long-term loans from financial institutions - net	16	53,255	91,196	53,255	91,196
Employee benefit obligations - net	17	37,086	31,424	35,626	30,310
Total Non - Current Liabilities		90,341	122,620	88,881	121,506
<b>TOTAL LIABILITIES</b>		<b>1,600,236</b>	<b>1,322,500</b>	<b>1,552,119</b>	<b>1,295,637</b>

The accompanying notes form an integral part of these financial statements.

FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF FINANCIAL POSITION

		(Unit : Thousand Baht)			
		Consolidated F/S		Separate F/S	
	Note	31 December 2022	31 December 2021	31 December 2022	31 December 2021
<b>LIABILITIES AND SHAREHOLDERS'</b>					
<b>EQUITY (Continued)</b>					
<b>SHAREHOLDERS' EQUITY</b>					
Share capital - common share at					
Baht 0.25 par value					
- Authorised 1,513,029,934 shares		378,257	378,257	378,257	378,257
- Issued and fully paid - up					
1,513,029,934 shares		378,257	378,257	378,257	378,257
Premium on share capital		745,079	745,079	745,079	745,079
Premium on treasury stock		26,551	-	26,551	-
Retained earnings					
- Appropriated for legal reserve	19	39,573	39,573	39,573	39,573
- Appropriated for treasury shares reserve		-	102,984	-	102,984
- Unappropriated		924,193	636,802	1,057,926	736,801
Treasury shares		-	(102,984)	-	(102,984)
Other components of shareholders' equity		5,311	9,273	-	-
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>2,118,964</b>	<b>1,808,984</b>	<b>2,247,386</b>	<b>1,899,710</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>3,719,200</b>	<b>3,131,484</b>	<b>3,799,505</b>	<b>3,195,347</b>

The accompanying notes form an integral part of these financial statements.

FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEARS ENDED 31 DECEMBER

		(Unit : Thousand Baht)			
		Consolidated F/S		Separate F/S	
	Notes	2022	2021	2022	2021
<b>Income</b>					
Sales and service income	25	2,637,517	2,098,088	2,511,728	2,039,914
Other income		19,119	20,116	17,991	21,174
Export incentive		23,188	18,375	23,188	18,375
<b>Total income</b>		<b>2,679,824</b>	<b>2,136,579</b>	<b>2,552,907</b>	<b>2,079,463</b>
<b>Expenses</b>					
Cost of sales and service		1,867,715	1,610,002	1,731,340	1,550,588
Selling and distribution expenses	20	52,946	13,555	50,429	12,619
Administrative expenses	20	150,473	143,646	132,217	123,760
Gain (loss) on exchange - net		59,152	(31,149)	59,717	(13,228)
Gain (loss) arising from change in fair value of derivatives		(10,287)	8,072	(10,287)	8,072
Allowance (reversal) for expected credit losses		13,840	(8,288)	12,094	(8,129)
Allowance (reversal) for devaluation of inventories		15,095	(7,553)	14,328	(14,269)
Allowance for impairment on investment in joint venture		-	3,928	-	7,317
<b>Total expenses</b>		<b>2,148,934</b>	<b>1,732,213</b>	<b>1,989,838</b>	<b>1,666,730</b>
<b>Profit from operating activities</b>		<b>530,890</b>	<b>404,366</b>	<b>563,069</b>	<b>412,733</b>
Share of loss from investments in joint ventures		-	(3,116)	-	-
Finance income		512	341	1,776	3,560
Finance cost	21	(18,794)	(16,671)	(18,453)	(14,495)
Profit before income tax expenses		512,608	384,920	546,392	401,798
Income tax expense	22	(104,046)	(55,941)	(104,096)	(56,094)
<b>Profit for the year</b>		<b>408,562</b>	<b>328,979</b>	<b>442,296</b>	<b>345,704</b>

The accompanying notes form an integral part of these financial statements.

FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEARS ENDED 31 DECEMBER (CONTNUED)

		(Unit : Thousand Baht)			
		Consolidated F/S		Separate F/S	
	Notes	2022	2021	2022	2021
Other comprehensive income					
Items that will be reclassified subsequently to profit or loss					
Translation adjustment on foreign currency financial statements		(3,962)	10,537	-	-
Share of other comprehensive income from investment in joint venture	11	-	621	-	-
Items that will not be reclassified subsequently to profit or loss					
Actuaries gain - net of tax	22	-	1,002	-	840
Other comprehensive income for the year		(3,962)	12,160	-	840
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		404,600	341,139	442,296	346,544
EARNINGS PER SHARE					
Basic earning per share	23	0.274	0.223	0.296	0.235

The accompanying notes form an integral part of these financial statements.

Equity attributable to the Company's shareholders

The accompanying notes form an integral part of these financial statements.

**FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)  
FOR THE YEARS ENDED 31 DECEMBER**

(Unit : Thousand Baht)

	Note	Paid - up share capital	Premium on share capital	Premium on treasury stock	Retained earnings					
					Appropriated for legal reserve	Treasury shares reserve	Unappropriated	Treasury stock	Total	
Separate F/S										
Balance as at 1 January 2021										
Dividend paid	24	378,257	745,079	-	39,573	102,984	522,829	(102,984)	1,685,738	
		-	-	-	-	-	(132,572)		(132,572)	
Total transactions with shareholders										
Profit for the year		-	-	-	-	-	(132,572)	-	(132,572)	
Comprehensive income for the year		-	-	-	-	-	345,704		345,704	
		-	-	-	-	-	840		840	
Total comprehensive income for the year										
		-	-	-	-	-	346,544	-	346,544	
Balance as at 31 December 2021										
		378,257	745,079	-	39,573	102,984	736,801	(102,984)	1,899,710	
Balance as at 1 January 2022										
Reissuance of treasury shares	18	378,257	745,079	-	39,573	102,984	736,801	(102,984)	1,899,710	
		-	-	26,551	-	(102,984)	102,984	102,984	129,535	
Dividend paid	24	-	-	-	-	-	(224,155)	-	(224,155)	
Total transactions with shareholders										
Profit for the year		-	-	26,551	-	(102,984)	(121,171)	102,984	(94,620)	
Comprehensive income for the year		-	-	-	-	-	442,296	-	442,296	
		-	-	-	-	-	-	-	-	
Total comprehensive income for the year										
		-	-	-	-	-	442,296	-	442,296	
Balance as at 31 December 2022										
		378,257	745,079	26,551	39,573	-	1,057,926	-	2,247,386	

The accompanying notes form an integral part of these financial statements.



FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED 31 DECEMBER

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Profit before income tax	512,608	384,920	546,392	401,798
<b>Adjustments to reconcile profit before income tax to net cash generated from (used in) operating activities</b>				
Depreciation and amortization expenses	199,759	212,595	188,040	199,083
Allowance (reversal) for expected credit losses	13,840	(8,288)	12,094	(8,129)
Allowance (reversal) for devaluation of inventories to net realizable value	15,095	(7,553)	14,328	(14,269)
Loss on disposal of fix assets	900	-	900	-
Gain on sales of equipment	(11,611)	(8,592)	(11,611)	(8,592)
Share of loss from investments in joint ventures	-	3,116	-	-
Short-term provision	553	296	553	296
Provision for employee benefit obligations	7,140	6,472	6,487	5,907
Unrealised loss (gain) on exchange	60,703	(14,601)	53,250	1,259
Loss arising from change in fair value of derivatives	(10,287)	8,072	(10,287)	8,072
Loss from impairment on investment in joint venture	-	3,928	-	7,317
Finance costs	18,794	16,671	18,453	14,495
<b>Cash generated from operations before changes in operating assets and liabilities</b>	<b>807,494</b>	<b>597,036</b>	<b>818,599</b>	<b>607,237</b>
<b>Decrease (increase) in operating assets</b>				
Trade receivables	(250,622)	(351,642)	(229,474)	(349,862)
Other receivables	7,371	2,091	5,738	(5,849)
Inventories	(215,187)	(41,339)	(210,357)	(39,499)
Other current assets	(16,517)	10,777	(20,586)	21,884
Other non-current assets	(545)	(5,813)	80	(1,087)
<b>Increase (decrease) in operating liabilities</b>				
Trade payables	99,693	(794)	89,284	2,300
Other payables	(47,807)	47,341	(49,254)	43,251
Accrued expense	(8,795)	12,563	(11,280)	15,966
Other current liabilities	21,476	9,053	23,932	15,793
Employee benefit paid	(1,681)	(1,235)	(1,425)	(1,127)
<b>Cash generated from operations</b>	<b>394,880</b>	<b>278,038</b>	<b>415,257</b>	<b>309,007</b>
Income tax paid	(95,900)	(32,339)	(95,900)	(32,339)
<b>Net cash generated from operating activities</b>	<b>298,980</b>	<b>245,699</b>	<b>319,357</b>	<b>276,668</b>

The accompanying notes form an integral part of these financial statements.

FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
STATEMENTS OF CASH FLOWS (CONTINUED)  
FOR THE YEARS ENDED 31 DECEMBER

			(Unit : Thousand Baht)	
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<b>Cash flows from investing activities</b>				
Increase in restricted bank deposits	(323)	(430)	-	-
Increase in long-term loans to related parties	-	-	(29,495)	(44,813)
Acquisition of plant and equipments	(142,920)	(137,959)	(114,009)	(134,945)
Acquisition of intangible assets	(60)	(2,478)	(60)	(1,999)
Proceeds from sale of equipment	14,038	16,977	14,038	16,977
<b>Net cash used in investing activities</b>	<b>(129,265)</b>	<b>(123,890)</b>	<b>(129,526)</b>	<b>(164,780)</b>
<b>Cash flows from financing activities</b>				
Proceeds from short-term loans from financial institutions	2,459,524	1,431,845	2,384,006	1,365,993
Repayment of short-term loans from financial institutions	(2,186,110)	(1,434,778)	(2,124,363)	(1,368,958)
Cash receipt from long-term loans from financial institutions	63,248	94,882	63,248	94,882
Repayment of long-term loans from financial institutions	(127,122)	(186,626)	(127,122)	(116,693)
Cash paid for interest expenses	(15,646)	(14,252)	(15,646)	(9,933)
Dividend paid	(224,155)	(132,572)	(224,155)	(132,572)
Cash receipt from reissuance of treasury shares	129,535	-	129,535	-
<b>Net cash general from (used in) financing activities</b>	<b>99,274</b>	<b>(241,501)</b>	<b>85,503</b>	<b>(167,281)</b>
<b>Increase (decrease) in cash and cash equivalents - net</b>	<b>268,989</b>	<b>(119,692)</b>	<b>275,334</b>	<b>(55,393)</b>
Cash and cash equivalents at beginning of year	197,868	311,561	193,085	248,478
Exchange gain on cash and cash equivalents	2,920	5,999	-	-
<b>Cash and cash equivalents at end of year</b>	<b>469,777</b>	<b>197,868</b>	<b>468,419</b>	<b>193,085</b>
<b>Supplemental cash flows information</b>				
Non cash transactions:				
Undue installments for asset purchases	3,875	3,255	3,875	3,255
Outstanding receivable from sale of assets	-	7,425	-	7,425

The accompanying notes form an integral part of these financial statements.

## FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2022

## 1. NATURE OF OPERATIONS AND GENERAL INFORMATION

Fortune Parts Industry Public Company Limited (“the Company”) is a public company limited which is incorporated and domiciled in Thailand. It is listed on the Stock Exchange of Thailand. The registered address of the Company’s office is at 11/22 Moo 20, Nimitmai Road, Lamlukka, Pathumthani.

The Group is principally engaged in the manufacturing and distribution of the automotive replacement parts, dipping and painting services.

## 2. BASIS OF FINANCIAL STATEMENTS PREPARATION

## 2.1 Statement of compliance

The accompanying financial statements have been officially prepared in accordance with Thai Financial Reporting Standards (“TFRS”) issued under the Accounting Professions and the financial reporting requirements promulgated by the Securities and Exchange Commission under the Securities and Exchange Act. These financial statements are officially prepared in the Thai language. The translation of these financial statements to another language must be in compliance with the official report in Thai.

The consolidated and separate financial statements have been prepared on a historical cost basis, except as otherwise disclosed specifically.

## 2.2 Principles of consolidation

The consolidated financial statements are prepared by including the financial statements of Fortune Parts Industry Public Company Limited and its subsidiaries are as follows:

Company’s name	Nature of business	Country of incorporation	Percentage of shareholding	
			2022	2021
			Percent	Percent
FPI AUTO PARTS INDIA PRIVATE LIMITED (formerly known as “ALP FPI PARTS PRIVATE LIMITED”)	Manufacture and distribution of the automotive replacement parts	India	100	100

Significant inter-company transactions with subsidiaries included in the consolidated financial statements have been eliminated.

The consolidated financial statements have been prepared using the same accounting policies for similar transactions or accounts of similar nature that are used in the preparation of the Company's financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Thai Financial Reporting Standards and guidance which are amended and effective for the accounting period beginning on or after 1 January 2022

Amendments to the Thai Financial Reporting Standards due to Interbank Offered Rate (IBOR) reform – phase 2 are as follows:

- Thai Financial Reporting Standard 9, “Financial instruments”
- Thai Financial Reporting Standard 7, “Disclosure of Financial instruments”
- Thai Financial Reporting Standard 16, “Lease”
- Thai Financial Reporting Standard 4, “Insurance Contracts”
- Accounting guidance, financial instruments and disclosures for insurance business

Interbank Offered Rate (IBOR) reform – phase 2 provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flow or hedging relationship arising from the change of interest rate benchmark to alternative benchmark rates.

However, the amendments do not have any significant impact to the Group's financial statements.

#### 3.2 Thai Financial Reporting Standards which are amended and effective for the accounting period beginning on or after 1 January 2023 are as follows:

##### 3.2.1 Thai Accounting Standard 16, “Property, Plant and Equipment”

The amendments prescribe the recognition of the proceeds from selling any items, produced while the entity is preparing that assets for its intended use, as revenue instead of deducting from the cost of an item of those property plant and equipment.

##### 3.2.2 Thai Accounting Standard 37, “Provisions, Contingent Liabilities and Contingent Assets”

The amendments are to clarify the incremental cost of fulfilling the contract and an allocation of other costs that relate directly to fulfilling contracts which need to be considered whether a contract is onerous.

### 3.2.3 Thai Accounting Standard 41, “Agriculture”

This standard was amended to remove the requirement to exclude cash flows for taxation when measuring fair value of biological assets.

### 3.2.4 Thai Financial Reporting Standard 1, “First-time Adoption of Thai Financial Reporting Standards”

The amendment provides the application for a subsidiary that is a first-time adopter to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent at the parent's date of transition to TFRS.

### 3.2.5 Thai Financial Reporting Standard 3, “Business Combinations”

This standard was amended to clarify the references to the present Conceptual Framework for Financial Reporting and added a consideration to recognize liabilities and contingent liabilities acquired from business combinations together with the contingent assets that cannot be recognized at the acquisition date.

### 3.2.6 Thai Financial Reporting Standard 9, “Financial Instruments”

The amendment is to clarify the fees in assessing derecognition of financial liabilities when performing the 10 percent test by included those fees paid net from fees received (only fees paid or received between the borrow and the lender, including fee paid or received by either the borrower or lender on the other's behalf).

However, the Group has not early adopted the certain amended TFRSs and the management believes that there is no significant impact to the Group’s financial statements, when adoption.

## 4. SIGNIFICANT ACCOUNTING POLICIES

### 4.1 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 on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

*Transportation revenue*

Transportation revenue, which is measured at the amount in invoice after deducting cost of services, is recognised when services have been rendered.

*Rendering of services*

Service revenue is recognised when services have been rendered.

*Export incentive*

Export incentives, which are received in the form of tax coupons, are recognised as income when the Company exports the goods.

*Interest income*

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset.

4.2 Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.3 Cash and cash equivalents

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

4.4 Inventories

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

Raw materials, packaging material and supplies are valued at the lower of cost (under the weighted average method) and net realisable value and are charged to production costs whenever consumed.



#### 4.5 Investments in subsidiary and joint ventures

##### *Investment in subsidiary*

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree, either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieving in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognized in profit or loss.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized either in profit or loss or other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognize and previously held interest measured less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in profit or loss.

Intercompany transactions, balances, unrealized gains or losses on transactions between Group companies are eliminated. Accounting policies of subsidiaries are adjusted where necessary to ensure consistency with the policies adopted by the Group.

In the separate financial statements, investment in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

#### *Joint arrangement*

A joint arrangement is an arrangement of which two or more parties have joint control in an entity. A joint control as the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement

- Joint operations

The Company recognizes its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

#### 4.6 Property, plant and equipment

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

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs.

#### *Subsequent costs*

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets concerned as follows:

Land improvement, factory and office buildings	10 - 30	Years
Machinery and equipment	5 - 20	Years
Moulds and printing blocks	5 - 10	Years
Fixtures and office equipment	3 - 10	Years
Motor vehicles	5	Years

Depreciation is included in determining income. No depreciation is provided on land and construction in progress.

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

#### 4.7 Intangible assets

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

Acquired computer software are capitalized based on the costs incurred to acquire and for intended bring into use of the specific software acquired.

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 asset 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 to profit or loss.

Computer software	3 , 5	Years
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#### 4.8 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary or undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is reported in the consolidated of financial position as an intangible asset.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

#### 4.9 Related parties

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

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

#### 4.10 Foreign currency translation

##### *Functional and presentation currency*

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Thai Baht, which is the Company's functional and presentation currency.

##### *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the profit or loss.

When a gain or loss on a non-monetary item is recognized in other comprehensive income, any exchange component of that gain or loss is recognized in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognized in profit and loss, any exchange component of that gain or loss is recognized in profit and loss.

*Group companies*

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position.
- Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates and
- All resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

#### 4.11 Provisions

Provisions are recognised when the Group company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### 4.12 Impairment of non-financial assets

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

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

#### 4.13 Employee benefits

##### *Short-term employment benefits*

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

##### *Post-employment benefits (Defined contribution plan)*

The Group and its employees have jointly established a provident fund plan whereby monthly contribution are made by employees and by the Group. The fund's assets are held in a separate trust fund from the Group's assets. The Group's contribution to the fund is recognised as expenses when incurred.

##### *Post-employment benefits and other long-term employee benefits*

The Group has obligations in respect of the severance payments it must make to employees upon retirement under the labor law and other employee benefit plan. The Group treats these severance payment obligations as a defined benefit plan and the obligation is determined by a qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains or losses arising from post-employment benefits are recognised in other comprehensive income. Actuarial gains or losses arising from other long-term employee benefits are recognised in profit or loss.

The defined benefit obligation comprises the present value of the defined benefit obligation and actuarial gain or loss.

#### 4.14 Treasury shares

Treasury shares are stated at cost and presented as a deduction from shareholders' equity. Gains on disposal of treasury shares are determined by reference to the carrying amount and are presented as premium on treasury shares. Losses on disposal of treasury shares are determined by reference to the carrying amount and are presented net of premium on treasury shares and retained earnings, consecutively.



#### 4.15 Income tax

Income tax expense for the year comprises current and deferred taxes. Current and deferred taxes are recognised in profit or loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

##### *Current income tax*

Current income tax is the expected tax payable or claimable, under the income tax prevailing, on the taxable profit or loss for the year, using tax rates enacted or substantially enacted at the end of the reporting year, and any adjustment to tax payable in respect of previous years.

##### *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of the reporting year.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax liabilities and assets, and if they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they are intended to be settled on a net basis or when income tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### 4.16 Financial instruments

##### *Recognition and derecognition*

The Group shall recognise a financial asset or a financial liability when the Group becomes party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

*Initial recognition and measurement of financial assets*

The Group classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of both:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset

with the exception of allowance for impairment losses from trade accounts receivable as separable.

*Subsequent measurement of financial assets**Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows.
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

*Financial assets at fair value through profit or loss (FVTPL)*

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorized at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

*Impairment of financial assets*

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

*Initial recognition and measurement of financial liabilities*

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost.

*Subsequent measurement of financial liabilities*Financial liabilities at amortised cost

After initial recognition, carrying amounts are 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. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.17 Derivatives

The Group uses derivative contracts to manage exposure to foreign exchange. The Group recognized the initially cost of derivative contracts using fair value at the contract date. The related transaction cost will be recognized in profit or loss when incurred. Subsequent to initial recognition, derivative contracts will be remeasured at fair value at the end of the period. Gain or loss on remeasurement to fair value is recognized in profit or loss because the Group's derivative contracts do not qualify for hedge accounting.

**5. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTION AND JUDGMENT**

The preparation of the financial statements in accordance with the Thai Financial Reporting Standards requires management to make estimates and assumption that affect the reporting amounts of revenues, expenses, assets, liabilities and disclosure of contingent assets and liabilities. The actual result may differ from those estimates.

## 5.1 Critical accounting estimates, assumption and judgments are as follow:

5.1.1 Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, 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.

#### 5.1.2 Reduction of inventory cost to net realizable value

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

#### 5.1.3 Property plant and equipment and depreciation

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

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

#### 5.1.4 Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

#### 5.1.5 Deferred tax assets

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

#### 5.1.6 Post-employment benefits under defined benefit plans

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

## 5.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

## 6. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Classification of financial assets and financial liabilities

The balance of financial assets and financial liabilities as at 31 December, 2022 are as follows:

(Unit : Thousand Baht)

	Consolidated F/S			
	Amortized cost	Fair value through profit or loss	Fair value through other comprehensive profit or loss	Total
<b>Financial assets</b>				
Cash and cash equivalents	469,777	-	-	469,777
Trade receivables - general customers - net	1,197,545	-	-	1,197,545
Trade receivables - related parties - net	27,805	-	-	27,805
Other receivables - general customers - net	23,357	-	-	23,357
Other current financial assets	-	5,347	-	5,347
Restricted bank deposits	5,135	-	-	5,135
Total	1,723,619	5,347	-	1,728,966
<b>Financial liabilities</b>				
Short-term loans from financial institutions	868,801	-	-	868,801
Trade payables - general suppliers	332,396	-	-	332,396
Trade payable - related parties	12,136	-	-	12,136
Other payables - general suppliers	45,300	-	-	45,300
Other payables - related parties	1,122	-	-	1,122
Long-term loans from financial institutions	132,642	-	-	132,642
Other current financial liabilities	-	310	-	310
Total	1,392,397	310	-	1,392,707

(Unit : Thousand Baht)

	Separate F/S			Total
	Amortized cost	Fair value through profit or loss	Fair value through other comprehensive profit or loss	
<b>Financial assets</b>				
Cash and cash equivalents	468,419	-	-	468,419
Trade receivables - general customers - net	1,169,525	-	-	1,169,525
Trade receivables - related parties - net	56,298	-	-	56,298
Other receivables - general customers - net	23,357	-	-	23,357
Other receivables - related parties - net	7,934	-	-	7,934
Other current financial assets	-	5,347	-	5,347
Restricted bank deposits	421	-	-	421
Long-term loans to subsidiary	162,506	-	-	162,506
Total	1,888,460	5,347	-	1,893,807
<b>Financial liabilities</b>				
Short-term loans from financial institutions	847,294	-	-	847,294
Trade payables - general suppliers	312,869	-	-	312,869
Trade payable - related parties	12,616	-	-	12,616
Other payables - general suppliers	45,231	-	-	45,231
Other payables - related parties	1,122	-	-	1,122
Long-term loans from financial institutions	132,642	-	-	132,642
Other current financial liabilities	-	310	-	310
Total	1,351,774	310	-	1,352,084

## 7. TRANSACTIONS WITH RELATED PARTIES

The Company has significant business transactions with related parties (related in term of common shareholders and/or management). Such transactions have been complied with the terms and bases determined by the Company and related parties, which are summarized below.

The relationship between the Company and related parties are summarized below:

Name of related person or related parties	Relationship
FPI AUTO PARTS INDIA PRIVATE LIMITED	Subsidiary
FORTUNE-PARTS INDUSTRY ECUADOR CIA LTDA	Joint venture
Sangthong Auto Partsworld Co., Ltd.	Company owned by related person of the Company's management
Fortune Box Industry Co., Ltd.	Company owned by related person of the Company's management
United Auto Co., Ltd.	Company owned by related person of the Company's management

Name of related person or related parties	Relationship
EMP Innovation Co., Ltd.	Company owned by related person of the Company's management
Sangchai Morterbike Co., Ltd.	Company owned by related person of the Company's management
S.C.G. Industry Co., Ltd.	Common director and shareholding
Super Central Gas Co., Ltd.	Common director and shareholding
K-Mart Service Co., Ltd.	Common director and shareholding
S C G Hatairath Co., Ltd.	Common director and shareholding
Imperial Cable Industry Co., Ltd.	Common shareholding
Mr. Sompol Tanadumrongsak	The Company's management
Mrs. Nussara Tanadumrongsak	The Company's management

For the year ended 31 December 2022, the Group has transactions as follows:

Transactions	Pricing policies
Sales and service income	Mutually agreed price in the agreement
Other income	Mutually agreed price in the agreement
Cost of sales and service	Mutually agreed price in the agreement
Selling and distribution expenses	Mutually agreed price in the agreement
Interest expense	Mutually agreed price in the agreement
Management personnel compensation such as salary, bonus, meeting fee and other	Approved by the Company's Board of Directors and shareholders

Significant transactions with related parties for the year ended 31 December 2022 and 2021 are as follows:

Transactions with related parties	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<u>Subsidiary</u>				
Interest income	-	-	1,639	3,455
Sales of goods	-	-	7,557	5,918
Purchases of goods	-	-	458	48
Other income	-	-	-	4,516
<u>Related parties</u>				
Sales of goods	80,709	70,521	80,709	70,521
Purchases of goods	48,726	39,963	48,726	39,963
Other expenses	361	288	361	288



(Unit : Thousand Baht)

Transactions with related parties	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<u>Key management compensation</u>				
Short-term employee benefits	26,951	28,439	26,951	28,439
Provision for post-employment benefits	1,574	1,448	1,574	1,448

Significant balances with related parties as at 31 December 2022 and 2021 are as follows:

	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<b>Trade receivables</b>				
Subsidiary	-	-	28,493	19,690
Related parties	27,805	24,491	27,805	24,491
Total	27,805	24,491	56,298	44,181
<b>Other receivables</b>				
Subsidiary	-	-	7,934	9,567
<b>Long-term loans</b>				
Subsidiary	-	-	162,506	148,670
<b>Trade payables</b>				
Subsidiary	-	-	480	-
Related parties	12,136	14,329	12,136	14,329
Total	12,136	14,329	12,616	14,239
<b>Other payables</b>				
Joint venture	1,089	1,054	1,089	1,054
Related parties	33	41	33	41
Total	1,122	1,095	1,122	1,095
<b>Employee benefit obligation of key management</b>				
- Post employee benefit	10,378	9,268	10,378	9,268

## Long-term loans to subsidiary

The balance of long-term loans to subsidiary and the movement during the year are as follows:

				(Unit : Thousand Baht)			
				Separate F/S			
				1 January 2022	Increase	Unrealize loss from exchange rate	31 December 2022
Borrower	Interest rate (% per annum)	Currency (INR) (Unit: Thousand Rupee)	Maturity date				
FPI AUTO PARTS INDIA							
PRIVATE LIMITED	1% per annum	250,000	2025	106,650	-	(8,400)	98,250
	1% per annum	113,500	2026	42,020	6,645	(4,059)	44,606
	1% per annum	50,000	2032	-	22,850	(3,200)	19,650
Total		413,500		148,670	29,495	(15,659)	162,506

The long-term loans to subsidiary which are unsecured long-term loans in full amount.

During the year, the Company entered the additional memorandum with subsidiary to change interest rate of long-term loan of Baht 98.25 million from SIBOR+6% to interest rate 1% per annum, repayable the principal and interest within the year 2025.

## 8. CASH AND CASH EQUIVALENTS

	(Unit : Thousand Baht)	
	Consolidated F/S	Separate F/S
	2022	2021
Cash	182	183
Cash at bank		
Saving accounts	288,284	105,809
Current accounts	181,311	91,876
Total	469,777	197,868

As at 31 December 2022, bank deposits in saving accounts carried interests between 0.01% and 6.10% per annum (2021: between 0.01% and 3.50% per annum).

## 9. TRADE RECEIVABLES - NET

As at 31 December 2022 and 2021, the aged of trade receivables are as follows:

	(Unit : Thousand Baht)	
	Consolidated F/S	Separate F/S
	2022	2021
<u>Trade receivables – general</u>		
Not yet due	955,638	888,898
Less than 3 months	120,822	85,997
3 - 6 months	57,631	23,164
6 - 12 months	59,353	9,970
Over 12 months	48,744	51,134
Total	1,242,188	1,059,163
<u>Less</u> Allowance for expected credit losses	(44,643)	(31,415)
Net	1,197,545	1,027,748
<u>Trade receivables – related parties</u>		
Not yet due	20,403	19,139
Less than 3 months	7,405	5,352
3 - 6 months	-	-
6 - 12 months	-	-
Over 12 months	1,727	1,727
Total	29,535	26,218
<u>Less</u> Allowance for expected credit losses	(1,730)	(1,727)
Net	27,805	24,491

Movements of allowance for expected credit losses are as follow:

	(Unit : Thousand Baht)	
	Consolidated F/S	Separate F/S
<u>Trade receivables – general</u>		
Balance as at 1 January 2022	31,415	28,322
Allowance for expected credit losses	19,645	18,655
Reversal allowance for expected credit losses	(6,225)	(6,225)
Differences on translation of financial statements	(192)	-
Balance as at 31 December 2022	44,643	40,752
<u>Trade receivables – related parties</u>		
Balance as at 1 January 2022	1,727	2,656
Allowance for expected credit losses	133	101
Reversal allowance for expected credit losses	(130)	(796)
Balance as at 31 December 2022	1,730	1,961

#### 10. INVENTORIES – NET

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Finished goods	501,146	360,360	486,383	351,414
Work in process	43,091	46,996	40,360	44,958
Raw materials	102,777	83,355	87,605	72,018
Packaging materials and supplies	29,836	29,387	29,105	27,322
Goods in transit	77,524	20,972	77,525	14,909
Total	754,374	541,070	720,978	510,621
<u>Less</u> Allowance for devaluation of				
inventories	(65,788)	(51,171)	(58,554)	(44,226)
Net	688,586	489,899	662,424	466,395

Movements in the allowance for devaluation of inventories for the year ended 31 December 2022 are summarised below.

	(Unit : Thousand Baht)	
	Consolidated F/S	Separate F/S
Balance as at 1 January 2022	51,171	44,226
Allowance for devaluation of inventories	18,620	17,590
Reversal allowance for devaluation of inventories	(3,525)	(3,262)
Differences on translation of financial statements	(478)	-
Balance as at 31 December 2022	65,788	58,554

#### 11. INVESTMENT IN JOINT VENTURE

(Unit : Thousand Baht)								
Joint venture	Nature of business	Country of incorporation	Shareholding percentage		Consolidated F/S		Separate F/S	
					Carrying amounts based on equity method		Carrying amounts based on cost method	
			2022	2021	2022	2021	2022	2021
			(%)	(%)				
FORTUNE-PARTS INDUSTRY ECUADOR CIA LTDA	Manufacture and distribution of the automotive replacement parts	Ecuador	45.00	45.00	3,928	3,928	7,317	7,317
<u>Less</u> Allowance for impairment of investment in joint venture					(3,928)	(3,928)	(7,317)	(7,317)
Total					-	-	-	-

The financial statements of FORTUNE-PARTS INDUSTRY ECUADOR CIA LTDA in the above were prepared by the managements and had not yet been audited by the auditor. However, the management believes that there would be no material differences if the financial statements has been audited by the auditor.

The Company had set up full allowance for impairment of the investment in FORTUNE-PARTS INDUSTRY ECUADOR CIA LTDA because the Company changed the business plan in 2021.

## 12. INVESTMENT IN SUBSIDIARY

Investment in subsidiary as presented in separate financial statements is as follows:

Company's name	Nature of business	Country of incorporati on	Shareholding		Paid-up capital		(Unit : Thousand Baht)	
			percentage				Cost	
			2022	2021	2022	2021	2022	2021
			(%)	(%)				
FPI AUTO PARTS INDIA PRIVATE LIMITED	Manufacturing and distribution of the automotive	India	100	100	INR 416 million	INR 416 million	230,188	230,188

The financial statements of FPI AUTO PARTS INDIA PRIVATE LIMITED are prepared by the management which was audited by its auditor.

13. PROPERTY, PLANT AND EQUIPMENT - NET

(Unit: Thousand Baht)

Cost	Consolidated F/S							
	Land	Land improvement	Factory and office buildings	Machinery and equipment	Molds and printing blocks	Fixtures and office equipment	Motor vehicles	Construction in progress
1 January 2021	180,248	15,864	499,908	923,731	2,160,290	65,727	32,554	163,628
Additions	-	-	1	7,718	84,612	1,999	495	35,550
Disposals/write-off	-	-	-	(1,077)	(25,350)	(1,486)	-	(1,541)
Transfer in/(transfer out)	-	-	89,930	23,356	13,987	44	-	(127,317)
Translation adjustment	5,458	-	5,947	8,383	3,838	278	33	803
31 December 2021	185,706	15,864	595,786	962,111	2,237,377	66,562	33,082	71,123
Additions	-	-	-	19,727	62,170	2,014	9,255	49,754
Disposals/write-off	-	-	-	(22,657)	(18,097)	(506)	(3,177)	(900)
Transfer in/(transfer out)	-	-	-	3,388	13,661	-	-	(17,049)
Translation adjustment	(3,929)	-	(4,281)	(6,659)	(2,798)	(213)	(24)	(1,657)
31 December 2022	181,777	15,864	591,505	955,910	2,292,313	67,857	39,136	101,271
								4,245,633

(Unit: Thousand Baht)



Consolidated F/S

	Land	Land improvement	Factory and office buildings	Machinery and equipment	Moulds and printing blocks	Fixtures and office equipment	Motor vehicles	Construction in progress	Total
<b>Accumulated depreciation</b>									
1 January 2021	-	(13,231)	(201,728)	(689,599)	(1,745,684)	(61,503)	(24,135)	-	(2,735,880)
Depreciation for the year	-	(794)	(23,691)	(57,544)	(121,772)	(1,947)	(2,646)	-	(208,394)
Depreciation on disposals / write-off	-	-	-	1,035	17,007	1,486	-	-	19,528
Translation adjustment	-	-	(1,716)	(1,886)	(723)	(153)	(7)	-	(4,485)
31 December 2021	-	(14,025)	(227,135)	(747,994)	(1,851,172)	(62,117)	(26,788)	-	(2,929,231)
Depreciation for the year	-	(562)	(26,623)	(53,675)	(113,353)	(1,741)	(3,132)	-	(199,086)
Depreciation on disposals / write-off				22,641	17,542	505	1,322		42,010
Translation adjustment	-		584	1,995	804	153	13	-	3,549
31 December 2022	-	(14,587)	(253,174)	(777,033)	(1,946,179)	(63,200)	(28,585)	-	3,082,758
<b>Net book value</b>									
31 December 2021	185,706	1,839	368,651	214,117	386,205	4,445	6,294	71,123	1,238,380
31 December 2022	181,777	1,277	338,331	178,877	346,134	4,657	10,551	101,271	1,162,875
<b>Depreciation for the year 2021</b>									208,394
<b>Depreciation for the year 2022</b>									199,086

(Unit: Thousand Baht)

Separate F/S

	Land	Land improvement	Factory and office buildings	Machinery and equipment	Moulds and printing blocks	Fixtures and office equipment	Motor vehicles	Construction in progress	Total
<b>Cost</b>									
1 January 2021	125,127	15,864	449,284	835,000	2,120,908	62,821	32,201	154,554	3,795,759
Additions	-	-	1	7,115	82,105	1,872	495	35,551	127,139
Disposals/write-off	-	-	-	(1,077)	(25,350)	(1,486)	-	-	(27,913)
Transfer in/(transfer out)	-	-	89,930	23,356	13,987	44	-	(127,317)	-
31 December 2021	125,127	15,864	539,215	864,394	2,191,650	63,251	32,696	62,788	3,894,985
Additions	-	-	-	9,636	62,654	1,884	9,255	30,580	114,009
Disposals/write-off	-	-	-	(22,657)	(18,097)	(506)	(3,177)	(900)	(45,337)
Transfer in/(transfer out)	-	-	-	3,388	13,661	-	-	(17,049)	-
31 December 2022	125,127	15,864	539,215	854,761	2,249,868	64,629	38,774	75,419	3,963,657

**Accumulated depreciation**

1 January 2021	-	(13,231)	(197,335)	(671,843)	(1,738,984)	(60,042)	(24,074)	-	(2,705,509)
Depreciation for the year	-	(794)	(23,169)	(51,275)	(119,073)	(1,490)	(2,622)	-	(198,423)
Depreciation on disposals / write-off	-	-	-	1,035	17,007	1,486	-	-	19,528
31 December 2021	-	(14,025)	(220,504)	(722,083)	(1,841,050)	(60,046)	(26,696)	-	(2,884,404)
Depreciation for the year	-	(562)	(24,911)	(47,158)	(110,387)	(1,321)	(3,007)	-	(187,346)
Depreciation on disposals /									

(Unit: Thousand Baht)

Separate F/S									
	Land	Land improvement	Factory and office buildings	Machinery and equipment	Moulds and printing blocks	Fixtures and office equipment	Motor vehicles	Construction in progress	Total
Net book value									
31 December 2021	125,127	1,839	318,711	142,311	350,600	3,205	6,000	62,788	1,010,581
31 December 2022	125,127	1,277	293,800	108,161	315,973	3,767	10,393	75,419	933,917
Depreciation for the year 2021									
198,423									
Depreciation for the year 2022									
write-off	-	-	-	22,641	17,542	505	1,322	-	42,010
31 December 2022	-	(14,587)	(245,415)	(746,600)	(1,933,895)	(60,862)	(28,381)	-	(3,029,740)

As at 31 December 2022, the Company has fully depreciated plant and equipment but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets approximately Baht 2,324 million (2021: Baht 2,274 million).

As at 31 December 2022, the Company has mortgaged certain property, plant and equipment approximately of Baht 71 million (2021: Baht 77 million) as collateral against credit facilities received from financial institutions, as described in Note 15 and Note 16 to the financial statements.

## 14. GOODWILL - NET

(Unit : Thousand Baht)		
Consolidated F/S		
	2022	2021
Goodwill	12,525	12,525
<u>Less</u> Allowance for impairment of goodwill	(4,564)	(4,564)
Net	7,961	7,961

As at 31 December 2022 and 2021, the Group has goodwill, net from acquired the subsidiary in India of Baht 7.96 million.

Impairment testing

The Group tests impairment of goodwill annually by comparing the net book value of goodwill with the recoverable amount of a CGU, which is determined based on value-in-use calculations. These calculations use cash flow projections from financial budgets that are approved by the management. Cash flows beyond the projected period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the average long-term growth rate for the business in which the CGU operates.

As at 31 December 2022, the key assumptions used for value-in-use calculations are as follows:

Consolidated F/S		
	2022	2021
Growth rate (%)	4.00	4.20
Discount rate (%)	12.68	11.68

If the discount rate used in the calculation increases by 1.00% per annum, there is no impairment of goodwill recorded in the consolidated financial statements for the year ended 31 December 2022.

15. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS - NET

		(Unit : Thousand Baht)			
		Consolidated F/S		Separate F/S	
	Interest rate (% per annum)	2022	2021	2022	2021
Bank overdraft	MCLR*+1.80	21,507	8,249	-	-
Short-term loans - promissory note	1.95	-	20,000	-	20,000
Short-term loans - letters of credit	1.28 - 2.38	184,367	228,242	184,367	228,242
Short-term loans - packing credit	1.25 - 2.15	662,927	344,045	662,927	344,045
Total		868,801	600,536	847,294	592,287

(\*MCLR: Marginal Cost of funds based Lending Rate)

Short-term loans from financial institutions are secured by the mortgage of certain land with premises thereon and certain machinery and equipment of the Company, as described in Note 13 to the financial statements.

16. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS - NET

			(Unit : Thousand Baht)			
			Consolidated F/S		Separate F/S	
Loans	Principals (% per annum)	Repayment	2022	2021	2022	2021
1	1.93% - 7.30%	Monthly installments of principal and interest amounting to not less than Baht 6,176,017 each (2021 : Baht 8,433,497 each)	117,270	142,753	117,270	142,753
2	3.475%	Monthly installments of principal and interest amounting to not less than Baht 1,665,936 each	15,372	35,878	15,372	35,878
3	2.00%	Monthly installments of principal amounting to Baht 560,000 each since April 2022	-	20,000	-	20,000
Total			132,642	198,631	132,642	198,631
Less Current portion			(79,387)	(107,435)	(79,387)	(107,435)
Portion due more than one year			53,255	91,196	53,255	91,196

Movements in the long-term loans account for the year ended 31 December 2022 are summarised below.

	(Unit : Thousand Baht)	
	Consolidated F/S	Separate F/S
Balance as at 1 January 2022	198,631	198,631
<u>Add</u> Additional borrowings	63,248	63,248
<u>Less</u> Repayment	(127,122)	(127,122)
<u>Less</u> Unrealised loss on exchange	(2,115)	(2,115)
Balance as at 31 December 2022	132,642	132,642

Long-term loans are secured by the mortgage of certain land with premises thereon and certain machinery and equipment of the Company, as described in Note 13 to the financial statements.

Under the terms of the long-term loan agreements, the Company is required to maintain the financial ratios under the condition of the loan covenants.

As at 31 December 2022, the Company has been able to maintain the financial ratio as stipulated and non-financial covenants in the loan agreements with the financial institution.

## 17. EMPLOYEE BENEFIT OBLIGATIONS

Movement of Employee benefit obligations for the years ended 31 December 2022 and 2021 as follows:

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
As at 1 January	32,544	28,576	31,397	27,666
Current service cost	6,496	6,104	5,925	5,603
Interest cost	644	368	562	304
Actuarial gain arising from				
financial assumption changes	-	(1,266)	-	(1,049)
Benefit paid during the year	(1,681)	(1,235)	(1,425)	(1,127)
Differences on translation of financial statements	(84)	(3)	-	-
As at 31 December	37,919	32,544	36,459	31,397
<u>Less</u> Current portion	(833)	(1,120)	(833)	(1,087)
<b>Net</b>	<b>37,086</b>	<b>31,424</b>	<b>35,626</b>	<b>30,310</b>

- Defined benefit plan expenses

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Current service cost	6,496	6,104	5,925	5,603
Net interest expense	644	368	562	304
Total expenses recognized in profit or loss	7,140	6,472	6,487	5,907

- Amounts recognized in other comprehensive income related to the employee benefits obligation plans are as follows:

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Actuarial gain (loss) from changes in experience assumptions	-	(917)	-	(810)
Actuarial gain (loss) from changes in demographic assumptions	-	1,671	-	1,671
Actuarial gain (loss) from changes in financial assumptions	-	(2,020)	-	(1,910)
Total income (loss) recognized in other comprehensive income	-	(1,266)	-	(1,049)

Principal actuarial assumptions at the reporting date for the years ended 31 December 2022 and 2021 are as follows:

	(Unit : Thousand Baht)	
	Consolidated and Separate F/S	
	2022	2021
Discount rates (%)	1.79 - 7.25	1.79 - 7.25
Salary increment rates (%)	4 - 10	4 - 10
Employee turnover (%)	0 - 35	0 - 35
Mortality	Thai mortality rate (TMO2017)	Thai mortality rate (TMO2017)
	Indian Assured Lives Mortality (2012-14) ULT	



### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation as at 31 December 2022 by the amounts shown below.

(Unit : Thousand Baht)

	31 December 2022	
	Consolidated F/S	Separate F/S
	Increase (Decrease)	Increase (Decrease)
Mortality rate (increase of 0.5% - 1% per annum)	(3,925)	(2,883)
Mortality rate (decrease of 0.5% - 1% per annum)	4,525	3,269
Increase in future salary (increase 0.5% - 1% per annum)	4,710	3,457
Increase in future salary (decrease 0.5% - 1% per annum)	(4,140)	(3,096)
Turnover rate of employees (increase 1% per annum)	(3,133)	(3,133)
Turnover rate of employees (decrease 1% per annum)	1,831	1,831

### 18. TREASURY SHARES

(Unit : Thousand Baht)

	Consolidated and separate F/S				
	Number of Shares (Shares)	Ordinary shares	Share premium	Treasury stock premium	Total
As at 31 December 2019	1,513,029,934	378,257	745,079	-	1,123,336
<u>Less</u> Treasury shares	(40,000,000)	(102,984)	-	-	(102,984)
As at 31 December 2020	1,473,029,934	275,273	745,079	-	1,020,352
As at 31 December 2021	1,473,029,934	275,273	745,079	-	1,020,352
<u>Add</u> Reissuance of treasury shares	40,000,000	102,984	-	26,551	129,535
As at 31 December 2022	1,513,029,934	378,257	745,079	26,551	1,149,887

The total number of authorized ordinary shares is 1,513,029,934 shares with a par value of Baht 0.25 per shares. All issued shares are fully paid.

In the Board of Directors of the Company no. 1/2022 held on 25 February 2022, passed a resolution to approve the resale period of 40 million repurchased shares under the share repurchase scheme for financial management purposes, representing 2.64% of the total number of shares in issue to be resold during the period 14 March 2022 to 20 August 2022.

As at 31 December 2022, the Company reissued 40,000,000 treasury shares for total consideration of Baht 130 million and record the difference between selling price and cost of treasury shares amounting to Baht 27 million as share premium in statement of financial position.

## 19. LEGAL RESERVE

Under the Public Limited Company Act. B.E. 2535, the Company is required to set aside as a legal reserve at least 5 percent of its net income for the year net of deficit (if any), until the reserve reaches 10 percent of the registered capital. This reserve shall not be distributable for dividends.

## 20. EXPENSES BY NATURE

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Change in inventories	1,377,270	1,116,619	1,283,551	1,089,887
Employee expenses	239,679	217,010	228,624	209,426
Depreciation and amortization	199,759	210,770	188,040	198,988
Freight charges	36,527	1,361	34,373	445

## 21. FINANCE COST

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Interest expenses on borrowings	15,482	12,640	15,119	10,973
Other	3,312	4,031	3,334	3,522
Total	18,794	16,671	18,453	14,495

## 22. DEFERRED INCOME TAX AND INCOME TAX

### 22.1 Income tax

*Income tax recognised in profit of loss*

	Consolidated F/S		Separate F/S	
	For the year ended 31 December			
	2022	2021	2022	2021
Current income tax	107,985	60,798	107,985	60,797
Deferred income tax	(3,939)	(4,857)	(3,889)	(4,703)
Total income tax expenses	104,046	55,941	104,096	56,094

*Income tax recognized in other comprehensive income*

	Consolidated F/S					
	2022			2021		
	Tax (expense)			Tax (expense)		
	Before tax	benefit	Net of tax	Before tax	benefit	Net of tax
Actuaries gain	-	-	-	1,266	(264)	1,002
Total	-	-	-	1,266	(264)	1,002

	Separate F/S					
	2022			2021		
	Tax (expense)			Tax (expense)		
	Before tax	benefit	Net of tax	Before tax	benefit	Net of tax
Actuaries gain	-	-	-	1,049	(209)	840
Total	-	-	-	1,049	(209)	840

Reconciliation of income tax are as follows:

	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
	(Unit : Thousand Baht)			
Profit before income tax	512,608	384,920	546,392	401,798
Tax calculated at a tax rate (%)	20, 25	20, 26	20	20
Accounting profit before tax multiplied by income tax rate	109,279	80,360	109,279	80,360
Tax effect of:				
Profit derived from promoted business	-	(314,217)	-	(314,217)
Share of (gain) loss from investments in joint ventures	-	623	-	-
Non-deductible expenses	175	42,069	225	(2,334)
Additional expense deductions allowed	(5,408)	(16,452)	(5,408)	(3,726)
Expense granted under Investment promotion	-	296,011	-	296,011
Loss for the current year which no deferred tax asset was recognized	-	(32,453)	-	-
Income tax	104,046	55,941	104,096	56,094

## 22.2 Deferred tax

The movements in deferred tax assets and liabilities are as follows:

	Consolidated F/S				
	(Unit : Thousand Baht)				
	Recognised in revenue (expense)				
	1 January 2022	Profit or loss	Other comprehensive income	Translation adjustment	31 December 2022
<b>Deferred tax assets:</b>					
Allowance for diminution in value of inventories	8,845	2,866	-	-	11,711
Provision for long-term employee benefits	6,155	1,082	-	-	7,237
Provision for product warranty	591	111	-	-	702
Allowance for expected credit losses	6,205	2,383	-	-	8,588
Revaluation loss of land and buildings	4,099	(141)	-	(14)	3,944
Unused tax loss	32,325	-	-	-	32,325
Total	58,220	6,301	-	(14)	64,507
<b>Deferred tax liabilities:</b>					
Deferred revenue from customs duty	2,679	496	-	-	3,175
Revaluation surplus of intangible assets	75	(191)	-	(1)	(117)
Adjustment from revaluation according to forward exchange contracts	(1,050)	2,057	-	-	1,007
Total	1,704	2,362	-	(1)	4,065
Net	56,516	3,939	-	(13)	60,442

(Unit : Thousand Baht)

	Consolidated F/S				
	Recognised in revenue (expense)			Translation adjustment	31 December 2021
	1 January 2021	Profit or loss	Other comprehensive income		
<b>Deferred tax assets:</b>					
Allowance for diminution in value of inventories	11,699	(2,854)	-	-	8,845
Provision for long-term employee benefits	5,533	886	(264)	-	6,155
Provision for product warranty	531	60	-	-	591
Allowance for expected credit losses	461	5,744	-	-	6,205
Revaluation loss of land and buildings	4,240	(136)	-	(5)	4,099
Unused tax loss	32,325	-	-	-	32,325
Total	54,789	3,700	(264)	(5)	58,220
<b>Deferred tax liabilities:</b>					
Deferred revenue from customs duty	1,933	746	-	-	2,679
Revaluation surplus of intangible assets	374	(289)	-	(10)	75
Adjustment from revaluation according to forward exchange contracts	564	(1,614)	-	-	(1,050)
Total	2,871	(1,157)	-	(10)	1,704
Net	51,918	4,857	(264)	5	56,516

(Unit : Thousand Baht)

	Separate F/S			
	Recognised in revenue (expense)			31 December 2022
	1 January 2022	Profit or loss	Other comprehensive income	
<b>Deferred tax assets:</b>				
Allowance for diminution in value of inventories	8,845	2,865	-	11,710
Provision for long-term employee benefits	6,210	1,082	-	7,292
Provision for product warranty	590	112	-	702
Allowance for expected credit losses	6,205	2,383	-	8,588
Total	21,850	6,442	-	28,292
<b>Deferred tax liabilities:</b>				
Deferred revenue from customs duty	2,679	496	-	3,175
Adjustment from revaluation forward exchange contracts	(1,050)	2,057	-	1,007
Total	1,629	2,553	-	4,182
Net	20,221	3,889	-	24,110

(Unit : Thousand Baht)

	Separate F/S			
	Recognised in revenue (expense)			31 December 2021
	1 January 2021	Profit or loss	Other comprehensive income	
<b>Deferred tax assets:</b>				
Allowance for diminution in value of inventories	11,699	(2,854)	-	8,845
Provision for long-term employee benefits	5,533	886	(209)	6,210
Provision for product warranty	531	59	-	590
Allowance for expected credit losses	461	5,744	-	6,205
Total	18,224	3,835	(209)	21,850
<b>Deferred tax liabilities:</b>				
Deferred revenue from customs duty	1,933	746	-	2,679
Adjustment from revaluation forward exchange contracts	564	(1,614)	-	(1,050)
Total	2,497	(868)	-	1,629
Net	15,727	4,703	(209)	20,221

The Company has unused taxable loss carried forward of Baht 114.30 million which expire in 2025 to 2030. The Company has not recognized this item as deferred tax assets because it is not probable that the Company will have sufficient future taxable profit to utilize the benefits therefrom.

## 23. EARNING PER SHARE

(Unit : Thousand Baht)

	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
Net profit for the year attributable to ordinary shareholders of the Company	408,562	328,979	442,296	345,704
Weighted average number of ordinary shares outstanding (shares)	1,468,994	1,473,030	1,468,994	1,473,030
Increase in number of ordinary shares during the year (shares)	22,196	-	22,196	-
Weighted average number of ordinary shares outstanding (shares)	1,491,190	1,473,030	1,491,190	1,473,030
Basic earnings per share (Baht per share)	0.274	0.223	0.296	0.235

## 24. DIVIDEND PAID

(Unit : Thousand Baht)			
Dividends	Approved by	Total dividends	Dividends per share
Dividends for 2020	Annual General Meeting of		
	the shareholders on 22 April 2021	58,921	0.040
Interim dividend	Board of directors Meeting		
from the operating result	On 13 August 2021		
for the six-month period			
ended 30 June 2021		73,651	0.050
Dividends for 2021	Annual General Meeting of		
	the shareholders on 22 April 2022	103,112	0.070
Interim dividend	Board of directors Meeting		
from the operating result	On 10 August 2022		
for the six-month period			
ended 30 June 2022		121,043	0.080

## 25. SEGMENT REPORTING

The Group has identified 3 reporting segments according to the type of products and services, both domestic and oversea.

Segment reporting is reported in the same manner as internal reports presented to the chief operating decision maker (who is considered to be the managing director) for use in resource allocation and performance evaluation.



The chief operating decision maker considers the segment reporting is presented as following:

(Unit : Thousand Baht)

Consolidated F/S							
For the year ended 31 December							
	Domestic sales		Export sales		Services		Total
	2022	2021	2022	2021	2022	2021	
Revenues	454,938	368,521	2,176,174	1,724,064	6,405	5,503	2,637,517
Segment income	81,432	87,347	682,655	396,458	5,715	4,282	769,802
Gain on exchange							(59,152)
Other income							19,119
Export incentive							23,188
Selling and distribution expenses							(52,946)
Administrative expenses							(150,473)
Loss arising from change in fair value of derivatives							10,287
Share of loss from investments in joint ventures which recorded by equity method							-
Allowance for impairment on investment in joint venture							-
Reversal (allowance) for devaluation of inventories							(15,095)
Reversal (allowance) for probable credit losses							(13,840)
Finance income							512
Finance cost							(18,794)
Income tax expenses							(104,046)
Profit for the year							408,562
Property, plant and equipment							1,162,875
Total assets							3,719,200

Revenue based on geographical segment which are over 10% of total revenue are as follows:

(Unit : Thousand Baht)

Consolidated F/S				
2022		2021		
Amount	Percentage	Amount	Percentage	
<b>Revenue from external customers</b>				
Thailand	335,039	13	315,026	15
Saudi Arabia	838,066	32	582,199	28
Others	1,464,412	55	1,200,863	57
Total	2,637,517	100	2,098,088	100

The Group has core revenues from sale of goods and service revenue and assesses the performance obligation as a single performance obligation, and therefore recognizes revenues according to their natures as follows:

Revenue from contracts	Revenue recognition
Sales of goods	Point in time
Service revenue	Point in time

The Group recognizes revenues from sales of goods and service revenue when satisfies a performance obligation and the customer obtains control of the goods or services at an amount that reflects the consideration to which the Group expect to be entitled to received. The Group will not recognize revenue if the Group are still involved with the goods or if there are significant uncertainties regarding recovery of the consideration due.

## 26. FINANCIAL INSTRUMENTS

### 26.1 Derivatives

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<b>Derivative assets</b>				
Derivative assets not designated as hedging instruments				
Foreign exchange forward contracts	5,347	3,135	5,347	3,135
<b>Total derivative assets</b>	<b>5,347</b>	<b>3,135</b>	<b>5,347</b>	<b>3,135</b>

	(Unit : Thousand Baht)			
	Consolidated F/S		Separate F/S	
	2022	2021	2022	2021
<b>Derivative liabilities</b>				
Derivatives liabilities not designated as hedging instruments				
Foreign exchange forward contracts	310	8,385	310	8,385
<b>Total derivative liabilities</b>	<b>310</b>	<b>8,385</b>	<b>310</b>	<b>8,385</b>

### Derivatives not designated as hedging instruments

The Group uses foreign exchange forward contracts and foreign currency put option to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from months 6 months to 12 months.

## 26.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

### Credit risk

The Group has exposure to credit risk primarily with respect to accounts receivable and loans. The Group manages the risk by adopting appropriate credit control policies and procedures. In addition, credit exposure is not concentrated due to its diverse and large customer base. Therefore, the Group does not expect to incur material financial losses from the credit granting besides the amount of the allowance for expected credit loss recorded in the account.

### Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored. More than 80% of customers have been with long term relationship without experiencing bad debt.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by general customer, mold customer, reliable or long-term relationship or favorable customer, and customer with high risk of financial settlement.

The calculation of impairment reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions, and forecasts of future economic conditions. Generally, trade receivables may overdue more than one year are overseas customers with various situations e.g. country financial issue, currency devaluation or political situation. However, the Group maintain collection performance. Legal action would be taken for domestic bad debt, while negotiation is more appropriate for overseas cases.

#### Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits and may be updated throughout the year subject to approval of the Group's Director. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

#### Market risk

The Company has launched new models each year following the customers demand in each country. In some cases, the order quantity and price may be different from what agreed on the contract and it is not a serious issue for the Company as we do have a strong customer base covering 141 countries worldwide that we can also supply to. However, there are certain toolings that the company specially made targeting one specific country, in which breach of contract or import issue could be the serious issue. In such case, the Company will rent or sell out those toolings. In the past, the Company was able to control over 90% of these toolings. Apart from breach of contract and import issue, an epic increase of almost 1000% in freight charge last year is another reason the Company rent and sell out number of toolings to save in transportation cost and maximize the utilization of toolings.

#### Interest rate risk

Interest rate risk arises from the fluctuation of interest rates in the future which will affect operations and cash flows of the Group. The Group is exposed to interest rate risk in respect of assets and liabilities as follows:

(Unit: Million Baht)

	Consolidated F/S			
	As at 31 December 2022			
	Floating interest rate	Fixed interest rate	Total	Effective Interest rate (% per annum)
<b>Financial assets</b>				
Cash and cash equivalents	469	-	469	0.01 – 6.10
Restricted bank deposits	5	-	5	1
<b>Financial liabilities</b>				
Short-term loans from financial institutions	869	-	869	1.25 – 2.38
Long-term loans	133	-	133	1.93 – 7.30

(Unit: Million Baht)

Consolidated F/S				
As at 31 December 2021				
	Floating interest rate	Fixed interest rate	Total	Effective Interest rate (% per annum)
<b>Financial assets</b>				
Cash and cash equivalents	198	-	198	0.01 – 3.50
Restricted bank deposits	5	-	5	0.01 – 3.50
<b>Financial liabilities</b>				
Short-term loans from financial institutions	580	20	600	0.88 – 8.50
Long-term loans	178	20	198	1.93 – 2.98

(Unit: Million Baht)

Separate F/S				
As at 31 December 2022				
	Floating interest rate	Fixed interest rate	Total	Effective Interest rate (% per annum)
<b>Financial assets</b>				
Cash and cash equivalents	468	-	468	0.01 – 0.25
Long-term loan to subsidiary	-	163	163	1
<b>Financial liabilities</b>				
Short-term loans from financial institutions	847	-	847	1.25 – 2.38
Long-term loans	133	-	133	1.93 – 7.30

(Unit: Million Baht)

Separate F/S				
As at 31 December 2021				
	Floating interest rate	Fixed interest rate	Total	Effective Interest rate (% per annum)
<b>Financial assets</b>				
Cash and cash equivalents	193	-	193	0.01 – 0.08
Long-term loan to subsidiary	107	42	149	6.81
<b>Financial liabilities</b>				
Short-term loans from financial institutions	572	20	592	0.88 – 2.20
Long-term loans	179	20	199	1.93 – 2.98

### Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of Packing Credit, Trade on Demand and Bank Loan. The Group has a policy that if we do not have any investment throughout the year, the Group will operate by using working capital, packing credit and trade on demand. However, long-term financing will be considered when the group plan to invest in fixed assets or expanding new business. The Group's policy is that borrowing balance not more than 80 % of sales revenue of 180 days. The Group's debt approximately 90% will mature in less than one year at 31 December 2021 based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

## 27. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 3% of basic salary. The fund, which is managed by Krungsri Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to approximately Baht 2.28 million (2021: Baht 2 million) were recognised as expenses.

## 28. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### 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 market participants at the measurement date.

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: no observable inputs for the asset or liability.

Financial assets and financial liabilities which measure at amortized cost is closed to fair value.

(Unit : Thousand Baht)

Consolidated F/S				
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Other current financial assets	5,347	-	-	5,347
Total	5,347	-	-	5,347
<b>Financial liabilities</b>				
Short-term loans from financial institutions	-	868,801	-	868,801
Long-term loans from financial institutions	-	132,642	-	132,642
Other current financial liabilities	310	-	-	310
Total	310	1,001,443	-	1,001,753

(Unit : Thousand Baht)

Separate F/S				
	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Other current financial assets	5,347	-	-	5,347
Total	5,347	-	-	5,347
<b>Financial liabilities</b>				
Short-term loans from financial institutions	-	847,294	-	847,294
Long-term loans from financial institutions	-	132,642	-	132,642
Other current financial liabilities	310	-	-	310
Total	310	979,936	-	980,246

Fair value of financial instruments which are not traded in an active market, measured based on a valuation technique. These valuation techniques maximize the use of observable market data where it is available and rely as little possible on the group's specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.



As at 31 December 2022 and 2021, the Group has forward exchange contracts with commercial banks to hedge foreign exchange risk in paying debts in foreign currency. The Group has not yet recorded such forward foreign exchange contracts in the financial statements. The maturity date of the open forward foreign exchange contract is not more than 1 year with the details as follows:

(Unit : Million Baht)

Contract Value			
Consolidated and Separate F/S			
USD currency		BAHT currency	
2022	2021	2022	2021
9.71	21.90	359.00	726.62

The net fair value of open-held derivatives, which is considered fair value based on Level 2 information has gains as follow:

(Unit : Million Baht)

	Consolidated and Separate F/S	
	2022	2021
Net fair value according to forward foreign exchange contracts	(5.04)	5.25

## 29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

(Unit : Thousand Baht)

	Consolidated F/S		
	Short-term loans from financial institutions	Long-term loans from financial institutions	Total
1 January 2022	600,536	198,631	799,167
<b>Cash-flows:</b>			
Repayment	(2,186,110)	(127,122)	(2,313,232)
Proceeds	2,459,524	63,248	2,522,772
<b>Non-cash</b>			
Unrealized loss on exchange rate	(4,636)	(2,115)	(6,751)
Translation adjustment	(513)	-	(513)
31 December 2022	868,801	132,642	1,001,443

(Unit : Thousand Baht)

	Consolidated F/S		
	Short-term loans from financial institutions	Long-term loans from financial institutions	Total
1 January 2021	596,490	270,483	866,973
<b>Cash-flows:</b>			
Repayment	(1,434,778)	(186,626)	(1,621,404)
Proceeds	1,431,845	94,882	1,526,727
<b>Non-cash</b>			
Unrealized loss on exchange rate	6,270	13,868	20,138
Translation adjustment	709	6,024	6,733
31 December 2021	600,536	198,631	799,167

(Unit : Thousand Baht)

	Separate F/S		
	Short-term loans from financial institutions	Long-term loans from financial institutions	Total
1 January 2022	592,287	198,631	790,918
<b>Cash-flows:</b>			
Repayment	(2,124,363)	(127,122)	(2,251,485)
Proceeds	2,384,006	63,248	2,447,254
<b>Non-cash</b>			
Unrealized loss exchange rate	(4,636)	(2,115)	(6,751)
31 December 2022	847,294	132,642	979,936

(Unit : Thousand Baht)

	Separate F/S		
	Short-term loans from financial institutions	Long-term loans from financial institutions	Total
1 January 2021	588,982	206,574	795,556
<b>Cash-flows:</b>			
Repayment	(1,368,958)	(116,693)	(1,485,651)
Proceeds	1,365,993	94,882	1,460,875
<b>Non-cash</b>			
Unrealized loss exchange rate	6,270	13,868	20,138
31 December 2021	592,287	198,631	790,918

### 30. COMMITMENTS

As at 31 December 2022, the Group had significant obligations and contingent liabilities as follows:

#### 30.1 Capital commitments

The Company had capital commitments of approximately Baht 71.69 million, relating to the construction of factory and office buildings and the acquisition of equipment.

#### 30.2 Purchase of raw material and finished goods commitments

The Company had commitments of approximately Baht 233.17 million relating to purchase of raw materials and finished goods.

### 31. EVENTS AFTER THE REPORTING PERIOD

At the meeting on 27 February 2023, the Company's Board of Director passed a resolution to propose the payment of dividend of Baht 0.08 per share to the common shareholders, of 1,513.03 million shares, total of Baht 121.04 million from operating results for the year ended 31 December 2022. The dividend payment must be approved at the Annual General Meeting of the Company's shareholders.

### 32. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on 27 February 2023.

## Certification

The company has conservatively reviewed this form 56-1, the company would like to certify that such information is correct, complete, truth, does not lead to misunderstanding or does not lack of the important information that should be notified. Moreover, the company certified that

(1) The financial statements and financial information shown in Form 56-1 are correctly and completely presented with the important matter related to financial position, financial performance and cash flow of the company and joint ventures.

(2) The company has appropriate disclosure system to ensure that the company correctly and completely discloses all significant information of the company and joint ventures. Also, the company has supervised to ensure the company complies with such system.

(3) The company has provided a good internal control system and supervise the implementation of such systems. The company informed the assessment of internal control system on 31 December 2021 to the auditor and the Audit Committee of the company, which including the deficiencies and significant change in the internal control system. Moreover, the company also informed misconduct that could affect the financial report of the company and joint ventures.

In this regard, as evidence that all documents are the same set of documents that the company has verified, the company has assigned Mr. Sompol Tanadumrongsak and Miss Nachayada Sanomnao as the person to provide signature on every page of this document. If any documents do not have the signature of Mr. Sompol Tanadumrongsak or Miss Nachayada Sanomnao, the company will consider those information as unverified information as mentioned above.

## Fortune Parts Industry Public Company Limited

Name	Position	Signature
Mr. Sompol Tanadumrongsak	Chief Executive Officer and Managing Director	- Mr. Sompol Tanadumrongsak - <hr/>
Mr. Yanyongchai Tanadumrongsak	Director	- Mr. Yanyongchai Tanadumrongsak - <hr/>

## Proxy holders

Name	Position	Signature
Mr. Sompol Tanadumrongsak	Chief Executive Officer and Managing Director	-Mr. Sompol Tanadumrongsak- <hr/>
Miss Nachayada Sanomnao	Accounting and Financial Manager	- Miss Nachayada Sanomnao - <hr/>

In addition, Section 89/20 of the Securities and Exchange Act BE 2535 that has been amended by the Securities and Exchange Act (No. 4) BE 2551, requires the directors and executives must jointly be liable to any person who trades the company's securities in any damage, which occurs due to the disclosure of information to shareholders or the general public by showing false statements in essence or concealing the true message that should be notified in the case of financial statements and reports relating to financial status and operating results of the company or any other reports that must be disclosed under Section 56 Or Section 199. The regulation does not limit the responsibility to only the directors and executives who sign, certify the accuracy of the information in such documents only. However, directors or executives who can prove that by the position that he may not know the truth of the information or lack of information that should be reported shall have no liability under Section 89/20.

# 11

## Appendix



**Details of Directors, Executives, Controlling Persons** The person assigned to the highest responsibility in accounting and finance. The person assigned to be directly responsible for supervising the accounting. Company secretary and coordinating agent in the case of a foreign company



**Details of Directors of Subsidiaries**



**Details of Internal Audit Supervisor**  
Corporate Compliance Office



**Assets used in business operations**



**Full version of corporate governance**  
policies and guidelines and full version of the Code of Conduct



**Audit Committee Report**





**Mrs. Raweewan Mathong**

Age: 93 years old

**Chairman of the Board of Director**

Date of Appointment: 26 November 1991

Education:-

Training Program:-

Directorship(s) in Listed Companies	
Director	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Company	
Director	Super Central Gas Co., Ltd.
Director	SCG (Thailand) Co., Ltd.
Director	SCG Industry Co., Ltd.
Director	Siam City Group Development Co., Ltd.
Director	SCG Hathairath Co., Ltd.

Work Experience		
1979 – Present	Director	Super Central Gas Co., Ltd.
1987 – Present	Director	SCG (Thailand) Co., Ltd.
1988 – Present	Director	SCG Industry Co., Ltd.
1991 – 13/09/2017	Director	Fortune Parts Industry Public Company Limited
14/09/2017-Present	Chairman	Fortune Parts Industry Public Company Limited
1994 – Present	Director	Siam City Group Development Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): 87,183,000 shares (5.76%)

**Family Relationship among Directors and Executives:**

Spouse of Mr. Por Tanadumrongsak;

Mother of Mr. Sangcharean Tanadumrongsak, Mr. Somkit Tanadumrongsak,

Mr. Yanyongchai Tanadumrongsak and Mr. Sompol Tanadumrongsak

**Illegal record in the last 10 years:**



**Mr. Sangcharean Tanadumrongsak**

Age: 67 years old

**Vice Chairman (Authorized Signature)****Date of Appointment:** 26 November 1991**Education:** Bachelor of Living Design, Chiyoda Institute of Technology, Japan**Training Program**

- Director Accreditation Program (DAP) # 19/2004
- Thammasat Leadership Program “Thammasat for Social” # 5 Thammasat University

Directorship(s) in Listed Companies	
Vice Chairman	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Companies	
Director	Super Central Gas Co., Ltd.
Director	SCG (Thailand) Co., Ltd.
Director	SCG Industry Co., Ltd.
Director	Siam City Group Development Co., Ltd.
Director	S.C.G Hathairat Co., Ltd.

Work Experience		
1991 – Present	Vice Chairman	Fortune Parts Industry Public Company Limited
1979 – Present	Director	Super Central Gas Co., Ltd.
1987 – Present	Director	SCG (Thailand) Co., Ltd.
1988 – Present	Director	SCG Industry Co., Ltd.
1994 – Present	Director	Siam City Group Development Co., Ltd.
2011 – Present	Director	S.C.G Hathairat Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): 27,472,150 shares (1.81%)

**Family Relationship among Directors and Executives:**

Son of Mr. Por Tanadumrongsak and Mrs. Raweewan Mathong,

Brother of Mr. Yanyongchai Tanadumrongsak,

Mr. Somkit Tanadumrongsak and Mr. Sompol Tanadumrongsak

**Illegal record in the last 10 years:** -

**Mr. Sompol Tanadumrongsak**

Age: 57 years old

**Director/ Managing Director/Chairman of Executive****Committee/** Vice Chairman of the Risk Management Committee/

Director of the Corporate Governance Committee/ Vice Chairman of Anti-Corruption/ Investor Relation

**(Authorized Signature)****Date of Appointment** : 26 November 1991**Education and Scholarship:**

- Bachelor of Finance & Banking, Chulalongkorn University
- Master of Finance and Management Information System, Houston University, Texas, U.S.A
- Scholarship of University of Houston, Clayton Fund, Scholarship, Fall 1991

**Training Program**

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) # 93/2011 Thai Institute of Directors (IOD)</li> <li>- ACEP 12/2014 Thai Institute of Directors (IOD)</li> <li>- Anti-Corruption: The Practice Guideline (ACPG)12/2014 Thai Institute of Directors (IOD)</li> <li>- Anti-Corruption for Executive Program (ACEP)12/2014 Thai Institute of Directors (IOD)</li> <li>- The Securities and Exchange Commission Capital Market Leader Program (CMLP) SASIN &amp; SEC</li> <li>- Financial Instrument for Directors: FID in 2014</li> <li>- Guest Speaker ST.664 (Business Vision) # 1/2014 MBA in Business Economics</li> <li>- Faculty of Economics, Thammasat University</li> <li>- SET's IR Advisory Program 2014</li> <li>- Capital Market Academy Program # 21 Capital Market Academy</li> </ul> | <ul style="list-style-type: none"> <li>- CG Report Seminar</li> <li>- IR Workshop # 4/2015 "Simplifying the IR message"</li> <li>- Enterprise Risk Management</li> <li>- Opp Day Audition 2015</li> <li>- Corporate Sustainability Advisory Program 2016</li> <li>- CG Forum 1/2016 "Ethics: Corporate Governance Consciousness" Stock Exchange of Thailand</li> <li>- "ESG for IR" Stock Exchange of Thailand</li> <li>- Sustainability Reporting Course</li> <li>- Training course on "Corporate Social Responsibility Management for Sustainable Development</li> <li>- CSR-Management, Stock Exchange of Thailand</li> <li>- Innovation Management, NIA</li> <li>- Training for DRP, WMS Program</li> <li>- Positive thinking for life</li> </ul> |
|---|---|

Directorship(s) in Listed Companies		
Director/ Managing Director/ Parts Industry Public Company Limited Chairman of Executive Committee/ Risk Management Committee/ Corporate Governance Committee/ Vice Chairman of Anti-Corruption/ Investor Relation	Fortune	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Company		
Director		SCG (Thailand) Co., Ltd
Director		SCG Industry Co., Ltd.
Director		Siam City Group Development Co., Ltd.
Director		S.C.G. Hathairat Co., Ltd.
Director		Thai Auto-Parts Manufacturers Association (TAPMA)
Director		mai Association (mai A)

Work Experience		
1993 – Present	Managing Director	Fortune Parts Industry Public Company Limited
1991 - 1992	Credit Manager 2	Super Central Gas Co., Ltd.
1993 - Present	Director	SCG (Thailand) Co., Ltd
1994 – Present	Director	SCG Industry Co., Ltd.
1996 – Present	Director	Siam City Group Development Co., Ltd.
2009 – Present	President	Thai Auto-Parts Manufacturers Association (TAPMA)
2011 – Present	Director	S.C.G Hathairat Co., Ltd.
2015 – 2021	Director	mai Association (mai A)

#### Percentages of the company's shareholding (Ordinary shares)

(as at 31 December 2022): 415,616,844 shares (27.47%)

#### Family Relationship among Directors and Executives:

Son of Mr. Por Tanadumrongsak and Mrs. Raweewan Mathong,

Brother of Mr. Sangcharean Tanadumrongsak, Mr. Yanyongchai Tanadumrongsak and Mr. Somkit Tanadumrongsak

Illegal record in the last 10 years: -

**Mr. Yanyongchai Tanadumrongsak**

Age: 62 years old

**Director (Authorized Signature)****Date of Appointment** : 26 November 1991**Education:**

- Bachelor of Engineering, University of Illinois, U.S.A

**Training Program:**

- Director Accreditation Program (DAP) #19/2004 Thai Institute of Directors (IOD)
- Thammasat Leadership Program “Thammasat for Social” # 7 Thammasat University

Directorship(s) in Listed Companies	
Director	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Company	
Director	SCG (Thailand) Co.,Ltd.
Director	Super Central Gas Co.,Ltd.
Director	SCG Industry Co.,Ltd.
Director	Siam City Group Development Co., Ltd.
Director	S.C.G. Hathairat Co., Ltd.

Work Experience		
1979 – Present	Director	Super Central Gas Co., Ltd.
1987 – 1992	Director	SCG (Thailand) Co., Ltd.
1988 – Present	Director	SCG Industry Co., Ltd.
1991 – Present	Director	Fortune Parts Industry Public Company Limited
1994 – Present	Director	Siam City Group Development Co., Ltd.
2011 – Present	Director	S.C.G Hathairat Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): 86,768,000 shares (5.73%)

**Family Relationship among Directors and Executives:**

Son of Mr. Por Tanadumrongsak and Mr. Raweewan Mathong,  
 Brother of Mr. Sangcharean Tanadumrongsak,  
 Mr. Somkit Tanadumrongsak and Mr. Sompol Tanadumrongsak

**Illegal record in the last 10 years:** -

**Mr. Somkit Tanadumrongsak**

Age: 60 years old

**Director (Authorized Signature)****Date of Appointment:** 26 November 1991**Education:**

- Bachelor of Engineering, University of New South Wales, Australia
- Master of Computer Engineering, Assumption University

**Training Program:**

- Director Accreditation Program (DAP) #93/2011 Thai Institute of Directors (IOD)
- Thammasat Leadership Program “Thammasat for Social” # 7 Thammasat University

Directorship(s) in Listed Companies	
Director	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Company	
Director	SCG (Thailand) Co.,Ltd.
Director	Super Central Gas Co.,Ltd.
Director	SCG Industry Co.,Ltd.
Director	Siam City Group Development Co., Ltd.
Director	S.C.G. Hathairat Co., Ltd.
Director	Kmart Service Co., Ltd.

Work Experience		
1979 – Present	Director	Super Central Gas Co., Ltd.
1987 – 1992	Director	SCG (Thailand) Co., Ltd.
1988 – Present	Director	SCG Industry Co., Ltd.
1991 – Present	Director	Fortune Parts Industry Public Company Limited
1994 – Present	Director	Siam City Group Development Co., Ltd.
2007– Present	Director	Kmart Service Co., Ltd.
2011 – Present	Director	S.C.G Hathairat Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022) :** 51,974,300 shares (3.44%)

**Family Relationship among Directors and Executives:**

Son of Mr. Por Tanadumrongsak and Mr. Raweewan Mathong,  
 Brother of Mr. Sangcharean Tanadumrongsak,  
 Mr. Somkit Tanadumrongsak and Mr. Sompol Tanadumrongsak

**Illegal record in the last 10 years:** -

**Mrs. Nussara Tanadumrongsak**

Age: 54 years old

**Deputy Managing Director/****Vice Chairman of Executive Committee/**

Risk Management Committee/ Director of the Corporate Governance Committee/ Anti-Corruption/ Investor Relation

**Date of Appointment** : 5 April 2017**Education:**

- Bachelor of Arts, Songklanakarin University
- Master of Business Administration in Management, Eastern Asia University

**Training Program:**

- |  |  |
|--|--|
| - Director Accreditation Program (DAP) SEC/2013 Thai Institute of Directors (IOD)            | - AGM Meeting Quality Assessment Program "Full Tutoring for 100" for the year 2014, Thai Investors Association |
| - Thammasat Leadership Program "Thammasat for Social" # 4 Thammasat University               | - Financial Instrument for Directors: FID, 2014  |
| - Social Enterprise for Executive, Asian Institute of Technology                             | - SET's IR Advisory Program 2014   |
| - Anti-Corruption for Executive Program (ACEP)12/2014 Thai Institute of Directors (IOD)      | - CG Report  |
| - Financial Instrument for Directors: FID in 2014  | - Opp Day Audition 2015  |
| - Corporate Sustainability Advisory Program 2016   | - IR Workshop # 4/2015 "Simplifying the IR message"  |
| - CG Forum 1/2016 "Ethics: Corporate Governance Consciousness" Stock Exchange of Thailand    | - Supply chain linkages and stakeholders   |
| - "ESG for IR, Stock Exchange of Thailand  | - CSR-Management   |
| - Training course on "Corporate Social Responsibility Management for Sustainable Development | - Project to promote the use of technology Logistics, DRP, WMS   |
| - Sustainability Reporting   | - Positive thinking for life   |
|  | - Training and development of advanced potential for innovation for entrepreneurs (NIA)                        |
|  | - Project Team building, 7 values  |

**Directorship(s) in Listed Companies**

Deputy Managing Director/ Vice Chairman of Executive Committee/ Director of the Risk Management Committee/ Director of the Corporate Governance Committee/ Anti-Corruption/ Investor Relation	Fortune Parts Industry Public Company Limited
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Work Experience		
1994 – Present	Deputy Managing Director/ Vice Chairman of Executive Committee/ Director of the Risk Management Committee/ Director of the Corporate Governance Committee/ Investor Relation	Fortune Parts Industry Public Company Limited
2018-2021	Consultancy	mai Association (mai A)

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): 778,500 shares (0.05%)

**Family Relationship among Directors and Executives:**

Spouse of Mr. Sompol Tanadumrongsak

**Illegal record in the last 10 years: -**



**Mr. Anant Gatepithaya**

Age: 72 years old

**Independent Director, Director of the Audit Committee**

Director of Nomination and Remuneration/ Chairman of the Risk Management Committee/ Chairman of Anti-Corruption

**Date of Appointment :** 18 June 2004

**Education :-**

- M.M. (Management) Sasin Graduate Institute of Business Administration Chulalongkorn University
- M.B.A. (Management) Faculty of Commerce and Accountancy Thammasat University
- Master of Statistics, Faculty of Commerce and Accountancy Chulalongkorn University

**Training Program:****Thai Institute of Directors (IOD):**

- |  |   |
|--|---|
| - National Director Conference 2016: Enhancing Growth Through Governance in Family-Controlled Businesses                                     | - Course Seminar: DTT: Personal Financial Planning Workshop for Directors Class 1/2013  |
| - RCL: Risk Management Program for Corporate Leaders No. 1/2015  | - Course Seminar: AGM: "Integrity Pact: Transparency Tool for Preventing Corruption" Class 1/2013   |
| - Course Seminar: Director Forum 2/2015: Building better board through effective Independent Director  | - Course Seminar: NDC: The 2nd National Director Conference 2013 "Board Leadership Evolution" Class 1/2013  |
| - Course Seminar C-Conference: "Thailand's 5th National Conference on Collective Action Against Corruption" Class 1/2014                     | - Course Seminar: DBT: "The Governance Role of the Board in the Preparation and Response to Unforeseen Crisis and the Oversight of (Foreign) Subsidiaries" Class 1/2013 |
| - AACP: Advanced Audit Committee Program Class 17/2014   | - HRP: How to Develop a Risk Management class 2/2012  |
| - RMP: Risk Management Committee Program class 1/2013  | - QFR: Improving the Quality of Financial Reporting class 1/2006  |
| - Course Seminar: SE2: "Risk Resilience: How the company's directors should deal with the issues of Enterprise Risk Management" Class 2/2013 | - DAP: Director Accreditation Program class 7/2004  |
| - SE3: CNBC Summit: Myanmar Class 3/2013   | - ACP: Audit Committee Program class 2/2004   |
| - Course Seminar: R-Forum: "Director Nomination Issues and Trend" Class 1/2013   | - DCP: Director's Certification Program class 17/2002   |
|  | - Business courses in the age of irregular fluctuation  |

Directorship(s) in Listed Companies	
Independent Director , Director of the Nomination and Remuneration committee	Namseng Insurance Public Company Limited
Independent Director and Director of the Audit Committee	Raja Ferry Port Public Company Limited
Independent Director, Director of the Nomination and Remuneration committee, Chairman of The Risk Management Committee, and Chairman of Anti-Corruption	Fortune Parts Industry Public Company Limited
Independent Director, Chairman of the Audit Committee and Director of The Risk Management Committee	Supalai Public Company Limited
Directorship(s) in Other Company	
Independent Director and Director of the Audit Committee	Zeer Property Public Company Limited

Work Experience		
2020 - Present	Independent Director	Namseng Insurance Public Company Limited
2008- Present	Independent Director and Director of the Audit Committee	Zeer Property Public Company Limited
2007 – Present	Independent Director and Director of the Audit Committee	Raja Ferry Port Public Company Limited
2004 – Present	Independent Director, Director of the Nomination and Remuneration committee, Chairman of The Risk Management Committee and Chairman of Anti-Corruption	Fortune Parts Industry Public Company Limited
2003 – 2021	Independent Director Chairman of the Audit Committee Chairman of The Risk Management Committee	CMO Public Company Limited
2001 – Present	Independent Director, Chairman of the Audit Committee and Director of The Risk Management Committee	Supalai Public Company Limited

Percentage of the company's shareholding (Ordinary shares)

(as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Pumipat Sinacharoen**

Age: 53 years old

**Independent Director/ Director of the Audit Committee/**

Chairman of Nomination and Remuneration/

Vice Chairman of Corporate Governance Committee

**Date of Appointment** : 29 March 2005**Education:**

- Bachelor of Economics, Thammasat University
- Master of Business Administration, Thunderbird School of Global Management, USA.

**Training Program**

- Director Accreditation Program (DAP), No. 36/2005 Thai Institution of Director (IOD)
- Company Secretary Program (CSP) No. 27/2008 Thai Institution of Director (IOD)
- Business course in the age of irregular fluctuation

<b>Directorship(s) in Listed Companies</b>	
Independent Director Director of the Audit Committee Chairman of Nomination and Remuneration and Vice Chairman of Corporate Governance Committee	Fortune Parts Industry Public Company Limited
Chief Executive Officer (CEO) and Director	Proud Real Estate Public Company Limited
Director	Kang Yong Electric Public Company Limited
<b>Directorship(s) in Other Company</b>	
Director and Chairman of the Business Development Subcommittee	The Forest Industry Organization Ministry of Natural Resources and Environment

<b>Work Experience</b>		
2021– Present	Chief Executive Officer (CEO) and Director	Proud Real Estate Public Company Limited
10/2017 – Present	Executive Vice President	PTG Energy Public Company Limited
2002 - 2018	Chief People Officer (CPO) and Director of AP Academy Chief Finance Officer (CFO), Investor Relations	AP (Thailand) PCL

Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Suthanai Presertsan**

Age: 68 years old

**Independent Director/ Chairman of the Audit Committee**

Chairman of the Corporate Governance Committee/

Vice Chairman of the Risk Management Committee/

Vice Chairman of Anti-Corruption

**Date of Appointment** : 4 April 2017**Education**

- Bachelor's degree in Economic, Major in Economic and Minor in Statistics Economic, Thammasat University
- Master's Degree in Management Information Systems (MIS), Faculty of Science, Chulalongkorn University

**Professional Diploma**

- CISA Certified Information System Auditor of ISACA, USA
- CIA Certified Internal Auditor of the IIA, USA
- CCSA Certification in Control Self-Assessment of the IIA, USA

**Directorship(s) in Listed Companies**

Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Governance Committee, Vice Chairman of the Risk Management Committee and Vice Chairman of Anti-Corruption	Fortune Parts Industry Public Company Limited
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**Work Experience**

04/2017– Present	Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Governance Committee, Vice Chairman of the Risk Management Committee and Vice Chairman of Anti-Corruption	Fortune Parts Industry Public Company Limited
2014-2015	Acting Managing Director	EXIM Bank of Thailand
2013-2014	Deputy Managing Director	EXIM Bank of Thailand
2009-2013	Executive Vice President	EXIM Bank of Thailand

Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Anantachai Yoonprathom**

Age: 54 years old

**Independent Director/ Director of the Audit Committee/**

Vice Chairman of the Corporate Governance Committee/

Director of Nomination and Remuneration Committee

**Date of Appointment** : 5 April 2017**Education:**

- Master's Degree in Mass Communication Research, Thammasat University

**Training Program :-**

- Special Instructor for many universities, for example Bachelor-Master's Degree Project, Faculty of Commerce and Accountancy, Thammasat University, Mini MBA Kasetsart University, Southeast Asia Study and Russia Study, Faculty of Liberal Arts, Thammasat University.
- Director of Strategic Planning Division, Education Development Section, The Education for Development Foundation (EDF) Thailand, dealing with several local and international education development projects for over 10 years
- Academic Director, Corporate Social Responsibility Institute (presently, Social Responsibility Center), The Stock Exchange of Thailand

Directorship(s) in Listed Companies	
Independent Director, Director of the Audit Committee, Vice Chairman of the Corporate Governance Committee and Director of Nomination and Remuneration Committee	Fortune Parts Industry Public Company Limited
Directorship(s) in Other Company	
Director	Sustainability Development Institution

Work Experience		
2017– Present	Independent Director Director of the Audit Committee Vice Chairman of the Corporate Governance Committee Member of the Nomination and Remuneration Committee	Fortune Parts Industry Public Company Limited
2020 - Present	Risk Management and Internal Control Subcommittee Good corporate governance and human capital management	Zoo Organization of Thailand

Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Ms. Parichatra Laotheerasirivong**

Age: 67 years old

**Independent Director/ Director of the Audit Committee****Date of Appointment** : 22 April 2019**Education:**

- Master's Degree in Executive MBA Kasetsart University
- Bachelor's Degree in Commerce, Faculty of Commerce and Accountancy, Thammasat University

**Training Program**

- Economic Management Program for Executives (Advanced Certificate) Class 12, King Prajadhipok's Institute
- Executive Program "Thammasat for Society" Class 2, Alumni Association Thammasat University
- Chief Financial Officer Program (CFO), Class 15/2011, Federation of Accounting Professions
- Advanced Industrial Management Program Ministry of Industry, 9th generation
- Director Certification Program (DCP), Class 75/2013, Thai Institute of Directors Association
- Seminar Bourse Game (Foreign Exchange Trading), Citibank Bangkok THAILAND
- Seminar for International Banker Chase-Manhattan, N.Y., USA.

**Directorship(s) in Listed Companies**

Independent Director, Director of the Audit Committee	Fortune Parts Industry Public Company Limited
Senior Executive Director	Lease It Co., Ltd.

**Directorship(s) in Other Company**

Honorary Director of Finance Subcommittee on Welfare and Benefits Management	Aid fund Ministry of Education
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**Work Experience**

2016 - 2018	Senior Vice President	T.C.C Land Group and
2007 - 2018	Deputy Managing Director	Small and Medium Enterprise Development
2013 - 2014	Acting Managing Director	Bank (Thailand)
2013 - 2014	Director/ Risk Management Director	National Credit Bureau Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): -

**Family Relationship among Directors and Executives:** -**Illegal record in the last 10 years:** -

**Ms. Kocharath Tanadumrongsak**

Age: 28 years old

**Chief Human Resource Officer****Date of Appointment :** 10 September 2022**Education:**

- Bachelor of Chulalongkorn University Automotive Design and Manufacturing Engineering
- Master of Cardiff University, UK, Logistics and Operations Management

**Directorship(s) in Listed Companies**

Chief Human Resource Officer	Fortune Parts Industry Public Company Limited
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**Work Experience**

2022-Present	Chief Human Resource Officer	Fortune Parts Industry Public Company Limited
2020-2022	Organization Development Manager	Fortune Parts Industry Public Company Limited

**Percentage of the company's shareholding (Ordinary shares)****(as at 31 December 2022) :** 43,621,578 shares (2.88%)**Family Relationship among Directors and Executives: :**

Daughter of Mr. Sompol Tanadumrongsak and Mrs. Nussara Tanadumrongsak

Sister of Mr. Noppawit Tanadumrongsak

**Illegal record in the last 10 years: -**



**Mr. Noppawit Tanadumrongsak**

Age: 25 years old

**Chief Marketing Officer****Date of Appointment :** 10 September 2022**Education :**

- Bachelor of Engineering in Mechanical Engineering, Cardiff University, UK
- Master of Business Administration, Cardiff University, UK

**Directorship(s) in Listed Companies**

Chief Marketing Officer	Fortune Parts Industry Public Company Limited
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**Work Experience**

08/2522- Present	Chief Marketing Officer	Fortune Parts Industry Public Company Limited
08/2522- Present	Acting Chief Marketing Officer	Fortune Parts Industry Public Company Limited

**Percentage of the company's shareholding (Ordinary shares)****(as at 31 December 2022) :****Family Relationship among Directors and Executives: :**

Son of Mr. Sompol Tanadumrongsak and Mrs. Nussara Tanadumrongsak

Brother of Ms. Kocharath Tanadumrongsak

**Illegal record in the last 10 years: -**

**Mr. Watchara Weraporasu**

Age: 45 years old

**Executive Committee/ Chief Finance Officer/**

Risk Management Committee/ Anti-Corruption/ Investor Relation

**Date of Appointment** : 8 March 2021**Education :**

- Bachelor of Business Administration Rajamangala Institute of Technology
- Bachelor of Economics Ramkhamhaeng University
- Master of Business Administration, Master's Degree Chulalongkorn University

**Directorship(s) in Listed Companies**

Executive Committee	Fortune Parts Industry Public Company Limited
Chief Finance Officer	
Risk Management Committee	
Anti-Corruption	
Investor Relation	

**Work Experience**

2019– Present	Executive Committee Chief Finance Officer Risk Management Committee Anti-Corruption Investor Relation	Fortune Parts Industry Public Company Limited
2018 - 2019	Financial Controller	Gems Pavilion Creation Co., Ltd.
2014 - 2018	CFO	Rematec & KSN (Thailand) Co., Ltd.
2014 - 2014	Accounting and Finance Manager	INOAC (Thailand) Co., Ltd.
2011- 2014	Accounting and Finance Manager	Asahi Tec Aluminium (Thailand) Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): -

**Family Relationship among Directors and Executives:** -**Illegal record in the last 10 years:** -

**Mr. Sungvien Meethong**

Age: 57 years old

**Executive Committee/****Marketing and Business Development Manager /**

Risk Management Committee/ Anti-Corruption

**Date of Appointment** : 20 March 2008**Education :**

- Bachelor of Mechanical Engineering, Technology Mahanakorn University
- Master of Business Administration in Management, Eastern Asia University

**Training Program:**

- |  |   |
|--|---|
| - Social Enterprise for Executive, Asian Institute of Technology   | - Energy management for factory managers and control buildings  |
| - SET's IR Advisory Program 2014   | - Supply chain linkages and stakeholders  |
| - Management Responsibility for Sustainable Development  | - Positive thinking for life  |
| - Risk management for modern organizations   | - A project to encourage the establishment to comply with the law on the employment of people with disabilities |
| - Training program to promote environmentally friendly production for the automotive and automotive parts industries | - Company snapshot, a new tool for investment   |
| - Corporate Sustainability Advisory Program 2016   | - Project manager for happy work place  |
| - Training course on "Corporate Social Responsibility Management for Sustainable Development                         | - Training and development of advanced potential for innovation for entrepreneurs                               |
| - CSR-Management, SET  | - Happy work place  |
| - Project to promote the use of technology Logistics, DRP, WMS   | - ISO 5000, Energy Quality Service Company Limited  |
| - IATF 16949:2016 Requirement  | - Team building project, 7 values   |
| - ISO 9001:2015 Requirement  | - Advance Surface Technology & Process Control  |
| - ISO14001:2015 Requirement  | - ISO 19011: 2018 Guidelines for auditing management systems  |
|  | - OHSAS18001: 2015 Requirement  |

**Directorship(s) in Listed Companies**

Executive Committee/ Sales and Marketing Manager/ Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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Work Experience		
2008 – Present	Production Manager/ Executive Committee/ Risk Management Committee/	Fortune Parts Industry Public Company Limited
2006 – 2008	Production Manager	Takahashi Co., Ltd.

Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Sarayuht Ouybuan**

Age: 54 years old

**Executive Committee/ Quality Development Manager/**

Director of Risk Management committee/ Anti-Corruption/

Company's secretary/ Investor Relation

**Date of Appointment** : 17 November 1997**Education**

- Bachelor of Law, Ramkhamhaeng University
- Master of Business Administration in Management, Eastern Asia University

**Training Program:**

- |  |   |
|--|---|
| - Social Enterprise for Executive, Asian Institute of Technology   | - "Know new securities laws: How to do it correctly "                             |
| - Sustainability Risk and Materiality Analysis   | - Class action, SEC   |
| - Training course "Social Responsibility Management for Sustainable Development"                                     | - CSR-Management  |
| - Insights into the CG Report assessment criteria  | - Project to promote the use of technology Logistics, DRP, WMS                    |
| - Risk management for modern organizations   | - Supply chain linkages and stakeholders  |
| - Training program to promote environmentally-friendly production for the automotive and automotive parts industries | - Positive thinking for life  |
| - Training course on risk management strategies Foundation for National Productivity Institute                       | - Company snapshot, a new tool for investment                                     |
| - Corporate Sustainability Advisory Program 2016   | - Training and development of advanced potential for innovation for entrepreneurs |
| - Training course on "Corporate Social Responsibility Management for Sustainable Development                         | - Happy work place  |
| - Insights into CG Report assessment criteria  | - ISO 50001 Energy Quality Service Company Limited                                |
| - IATF 16949:2016 Requirement  | - Team building   |
| - ISO 9001:2015 Requirement  | - Toyota Production System  |
| - ISO14001:2015 Requirement  | - Advance for Corporate Secretaries   |
| - OHSAS18001:2015 Requirement  | - Fundamentals for Corporate Secretaries  |
|  | - ISO 19011:2018 Guidelines for auditing management systems                       |
|  | - Smart Disclosure Program (SDP)  |

**Directorship(s) in Listed Companies**

Executive Committee/ Quality Development Manager/ Director of Risk Management committee, Anti-Corruption, Company's secretary and Investor Relation	Fortune Parts Industry Public Company Limited
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Work Experience		
1997 – Present	Executive Committee/ Quality Development Manager/ Director of Risk Management committee, Anti-Corruption, Company's secretary and Investor Relation	Fortune Parts Industry Public Company Limited

Percentage of the company's shareholding (Ordinary shares)

(as at 31 December 2022): 2,500,000 shares (0.16%)

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Thongchai Wiwong**

Age: 50 years old

**Executive Committee/ Engineering Manager/**

Risk Management Committee/ Anti-Corruption

**Date of Appointment** : 5 October 2001**Education:**

- Bachelor of Mechanical Engineering, Technology Mahanakorn University
- Master of Business Administration in Management, Eastern Asia University

**Training Program:**

- |  |   |
|--|---|
| - SET's IR Advisory Program 2014   | - Project to promote the use of technology  |
| - Training course "Sustainability Risk and Materiality Analysis"   | - Logistics, DRP, WMS   |
| - Training course "Social Responsibility Management for Sustainable Development"                                     | - Supply chain linkages and stakeholders  |
| - Risk management for modern organizations   | - Positive thinking for life  |
| - Training program to promote environmentally-friendly production for the automotive and automotive parts industries | - Company snapshot, a new tool for investment                                     |
| - Corporate Sustainability Advisory Program 2016   | - Training and development of advanced potential for innovation for entrepreneurs |
| - Training course on "Corporate Social Responsibility Management for Sustainable Development"                        | - Happy work place  |
| - CSR-Management (SD01)  | - ISO 50001 Energy Quality Service Company Limited                                |
| - IATF 16949:2016 Requirement  | - Team building project, 7 values   |
| - ISO 9001:2015 Requirement  | - Anti-Corruption: The Practical Guide (ACPG)                                     |
| - ISO14001:2015 Requirement  | - Plastic injection mold theory   |
|  | - ISO 19011: 2018 Guidelines for auditing management systems                      |
|  | - OHSAS18001: 2015 Requirement  |

**Directorship(s) in Listed Companies**

Executive Committee/ Engineering Manager/  
Risk Management Committee/ Anti-Corruption

Fortune Parts Industry Public Company Limited

**Work Experience**



2001 – Present	Executive Committee/ Engineering Manager/ Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022):

1,230,000 shares (0.08%)

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Dr. SARUDA SIRIPHATTARAPREECHA**

Age: 51 years old

**Executive Committee/Sustainability Development Manager/**

Risk Management Committee/ Anti-Corruption

**Date of Appointment** : 8 June 2015**Education**

- Bachelor of Chemistry, Ramkhamhaeng University
- Master of Science, King Mongkut's Institute of Technology, Ladkrabang
- Ph.D., of educational administration, Ubon Ratchathani Rajabhat University

**Training Program**

- |  |   |
|--|---|
| - TLS 8001-2003, Year 2010 Department of Industrial Promotion  | - Energy management for factory managers and control buildings                                      |
| - Cost management enhancement course, 2010, Department of Industrial Promotion                                   | - Personnel in pain around the factory "Pollution Control Authority"                                |
| - National Quality Award Criteria Program for Auditors 2/2556 National Productivity Institute                    | - Reunite, create power, build relationships, share happiness, aim for sustainable health           |
| - TQA Pre-Assessor Course 3/2556 National Productivity Institute   | - Supply chain linkages and stakeholders  |
| - TQA Assessor Course 5/2013 National Productivity Institute   | - Positive thinking for life  |
| - Neuro-Linguistic Programming Course 3/2557 Mr. Barney Wee  | - A project to encourage the establishment to comply with the law on the employment of the disabled |
| - Cost reduction and production efficiency courses for the food industry in 2014, Department of Industrial Works | - Company snapshot, a new tool for investment   |
| - Internal Quality Monitoring Course ISO 9001 & ISO 14001 12/2557 Panu Consulting and Training Center Co., Ltd.  | - Driven the development of manpower, Super cluster, vehicles and parts                             |
| - Risk Management Program for New Enterprise (Risk Management) 7/2558  | - HR Mega vision 2016   |
| - Drafting of the Skill Standard Drafting Program 20, Professional Branch 8/2558, Ministry of Labor              | - Project manager for happy work place  |
| - Environmentally friendly production promotion program for the automotive and automotive parts industry 9/2558  | - Training and development of advanced potential for innovation for entrepreneurs                   |
|  | - Happy work place  |
|  | - ISO 50001 Energy Quality Service Company Limited  |
|  | - Team building project, 7 values   |
|  | - Renewable Energy Personnel Development Project Solar Energy Course                                |

- Wage and Benefit Structure Survey Program, Automotive Parts Industry 8/2015, Federation of Industries
- Industrial Technology Form 2015 9/2558
- Risk management for modern organizations
- Corporate Sustainability Advisory Program 2016
- Training course on "Corporate Social Responsibility Management for Sustainable Development
- Mental, intellectual, love, organizational commitment
- Promotion of the quality of life of the disabled
- CSR-Management: The Stock Exchange of Thailand
- Project to promote the use of technology Logistics, DRP, WMS
- Objective and Key Results
- Integrating gas, greenhouse gas data for sustainable development
- SD Forum No. SDGS
- Operation of the expansion project for promoting the carbon footprint of the organization
- Update the effluent laws and legal practices
- Groundwater use assessment project throughout the product life cycle
- Water Footprint Assessment
- Introduction to corrosion
- Personnel in social responsibility, personnel type, specialized in social responsibility management, general level
- Non-Financial Disclosure and GRI Training
- Advance for Corporate Secretaries
- Fundamentals for Corporate Secretaries)
- Solar power generation system on the roof
- Labor laws for new executives or personnel

#### Directorship(s) in Listed Companies

Executive Committee/Sustainability Development Manager/ Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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#### Work Experience

2008 – Present	Human Resource Manager/ Executive Committee/ Risk Management Committee	Fortune Parts Industry Public Company Limited
2014 – 2015	Deputy Managing Director	Progress Food Processing Co, Ltd.
2013 – 2014	Factory Manager	Sirimanit Co, Ltd.

Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -

Family Relationship among Directors and Executives: -

Illegal record in the last 10 years: -

**Mr. Prajak Sripha**

Age: 55 years old

**Information and Technology Manager**

Risk Management Committee/ Anti-Corruption

**Date of Appointment** : 21 February 2019**Education :**

- Bachelor of Computer Science, Kru Phetchaburi University
- Master of Business Administration in Management, Eastern Asia University

**Training Program:**

- |  |  |
|--|--|
| - Social responsibility management for sustainable development | - Energy management for factory managers and control buildings |
| - Risk management for modern organizations                     | - Happy work place   |
| - Project to promote the use of technology Logistics, DRP, WMS | - ISO 50001 Energy Quality Service Company Limited             |
|  | - Team building project, 7 values                              |

**Directorship(s) in Listed Companies**

Information and Technology Manager / Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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**Work Experience**

2008 – Present	Information and Technology Manager / Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): -

**Family Relationship among Directors and Executives:** -**Illegal record in the last 10 years:**

**Ms. Boonphai Khumsaensuk**

Age: 52 years old

**Production Manager**

Risk Management Committee/ Anti-Corruption

**Date of Appointment** : 21 February 2019**Education**

- Bachelor of Production Technology, Rajabhat Phranakhon University

**Training Program:**

- |  |  |
|--|--|
| - Decision Making                      | - Risk management for modern organizations |
| - Leadership Professional              | - FMEA                                     |
| - Statistical Process Control for Eng. | - 5S for factory                           |
| - Total Productive Maintenance         | - Minitab Program                          |
| - ISO9001 Internal Auditor             | - ISO/TS 16949:2002                        |
| - QCC Activity                         | - SAP and ERP System                       |
| - Problem Solving & QC techniques      | - Safety for Management                    |

**Directorship(s) in Listed Companies**

Production Manager / Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
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**Work Experience**

2017 – Present	Production Manager / Risk Management Committee/ Anti-Corruption	Fortune Parts Industry Public Company Limited
2016-2017	Production Manager	Summit Auto Seats Industry Co., Ltd.
2014-2016	Senior Production Engineering Manager	Thai Sin Anant Rubber Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares)**

(as at 31 December 2022): -

**Family Relationship among Directors and Executives:** -**Illegal record in the last 10 years:**

**MS. Nachayada Sanomnao**

Age: 40 years old

**Accounting Manager****Date of Appointment:** 15 August 2022**Education:**

- Bachelor of Business Administration in Accounting, Rajamangala Institute of Technology
- Master of Business Administration in Finance and Banking, Ramkhamhaeng University

**Training Program**

- Updated Covenant and Law of Transfer Pricing
- Accounting of Foreign Currencies for Data Analyze

**Directorship(s) in Listed Companies**

Accounting and Finance Manager

Fortune Parts Industry Public Company Limited

**Work Experience**

Present	Accounting and Finance Manager	Fortune Parts Industry Public Company Limited
2021	Assistant Accounting and Finance Manager	Fortune Parts Industry Public Company Limited
2020	Senior Accountant	Sammakorn Public Company Limited
2016-2019	Senior Accountant	Osram (Thailand) Company Limited
2012-2015	Senior Accountant	Hitachi Plant Technologies (Thailand) Co.,Ltd.
2006-2011	Accountant	A.L. Home Garden Co., Ltd.

**Percentage of the company's shareholding (Ordinary shares) (as at 31 December 2022): -****Family Relationship among Directors and Executives: -****Illegal record in the last 10 years: -**



सत्यमेव जयते  
GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies  
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

**Certificate of Incorporation pursuant to change of name**  
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U25200DL2016PTC290117

I hereby certify that the name of the company has been changed from ALP FPI PARTS PRIVATE LIMITED to FPI AUTO PARTS INDIA PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name ALP FPI PARTS PRIVATE LIMITED.

Given under my hand at New Delhi this Twenty fourth day of June two thousand twenty.



SANTOSH KUMAR

Registrar of Companies  
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

FPI AUTO PARTS INDIA PRIVATE LIMITED

Khasra No. 173/2/2/1, Ground Floor,, Village- Biwasan, Near Oberoi Farm, New Delhi, South West  
Delhi, Delhi, India, 110061







सत्यमेव जयते  
GOVERNMENT OF RAJASTHAN

**Department of Planning  
Directorate of Economics & Statistics  
Rajasthan, Jaipur  
BUSINESS REGISTRATION NUMBER  
(BRN)**

**Name of Firm / Establishment / Enterprise :** FPI AUTO PARTS INDIA PRIVATE LIMITED  
**Full Address :** 673 674 677 678 2274 VILLAGE GUGALKOTA Googal Kota Googal Kota Neemrana ALWAR 301706  
**Major Activity :** Manufacture of plastic products (222)  
**Registration in Act :** Companies Act, 1956  
**Applicant Name :** Girish Tiwari

**Reg. Date :** 28 Jan 2021

**BRN : 0718110000000019**



Software Courtesy : National Informatic Centre(NIC)

BRN can be tracked on - [br.raj.nic.in](http://br.raj.nic.in)

This is computer generated CARD and does not require a signature.

Printed on : 28-Jan-2021

**'Mere Business Ki Pehchan, Mera BRN'**

<https://br.raj.nic.in/BRNApply.aspx>

## Signatory Details

CIN / LLPIN      companyID

Company / LLP Name      companyName

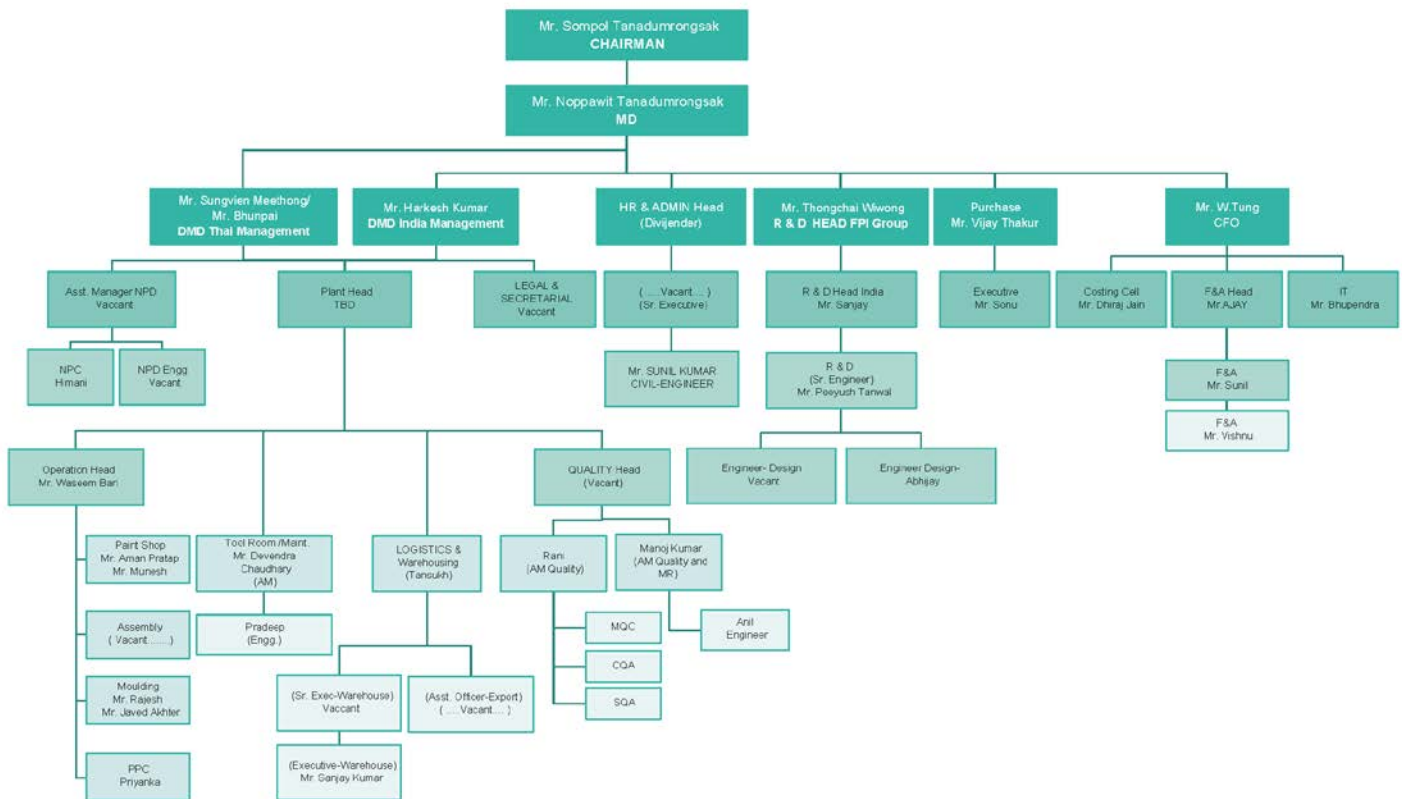
List of Signatories

DIN/DPIN/PAN	FULL NAME	DESIGNATION	DATE OF APPOINTMENT	WHETHER DSC REGISTERED	EXPIRY DATE OF DSC	SURRENDERED DIN
07519800	SOMPOL TANADUMRONGSAK	Director	17/05/2016	Yes	20/07/2023	
07519874	NUSSARA TANADUMRONGSAK	Director	17/05/2016	Expired	08/01/2021	
08632662	SUNGVEN MEETHONG	Director	21/01/2020	Expired	03/12/2021	
09033502	BUNPHAI KHUMSAENSUK	Director	18/12/2020	Expired	18/01/2023	
09699544	WASEEM BARI	Wholetime Director	09/08/2022	Yes	08/08/2024	
09747339	WATCHARA WERAPORASU	Director	24/09/2022	No	-	
09787968	NOPPAWIT TANADUMRONGSAK	Director	14/11/2022	No	-	

<https://www.mca.gov.in/mcafoportal/viewSignatoryDetailsAction.do>

# FPI AUTO PARTS INDIA PVT LIMITED

## ORGANIZATION STRUCTURE



## Details of Internal Auditor

### Details of FPI's Head of Audit and Head of Compliance

The Company hired an external unit, P&L Corporation Company Limited, to audit the Company's internal control system. The head of the internal control audit team has the qualifications, educational background and work experience as follows:

**Name-Surname** Miss Wanvimol Jongsureeyapas

**Position** Vice President

#### Educational qualifications

**Bachelor's Degree** - Bachelor of Accounting in Accounting (Bachelor of Accounting - 2nd Class Honors) Dhurakij Pundit University

**Master's degree** - Business Administration for Executives Faculty of Business Administration National Institute of Development Administration

**Certificate** - Certificate of Internal Auditors of Thailand (CPIAT), Institute of Internal Auditors of Thailand  
- Internal Auditing (Internal Auditing Certificate Program - IACP), Federation of Accounting Professions Royal Patronage (TFAC)

#### History of being the head of the internal audit team

- ✓ Chief Inspector of companies listed on the Stock Exchange of Thailand, namely Manufacturing Business (Food & Nonfood) Transportation business Buying and selling business Personal Loan Business Real Estate business
- ✓ Head of the audit team of companies preparing to be listed on the Stock Exchange of Thailand (IPO): Hospital business Hotel, transportation business, energy business, Business to buy and sell Personal Loan Business and real estate business
- ✓ Head of inspection team of other private companies, including education business Beverage production and distribution, hotel business

#### Consultant history / work history

- ✓ Vice President, P&L Internal Audit Company
- ✓ Senior Internal audit manager, P&L Internal Audit Company
- ✓ Internal audit manager, P&L Internal Audit Company

## Training

1. Audit and audit considerations when an entity uses a computer to process data. Class 2/2018 Federation of Accounting Professions Royal Patronage (TFAC)
2. Integrated Internal Audit (Integrated Audit) 1/2018 Federation of Accounting Professions Royal Patronage (TFAC)
3. COSO 2013 ADVANCED COURSE Framework 2/61 Federation of Accounting Professions Royal Patronage (TFAC)
4. Training Program for Internal Auditing, Class 17, Federation of Accounting Professions Royal Patronage (TFAC)
5. Business Management for Internal Audit in the Digital 4.0 era, Class 6, Federation of Accounting Professions Royal Patronage (TFAC)
6. COSO 2014 Association of Internal Auditors of Thailand (STAT)
7. Fraud Audit and Caution for Auditor, the Institute of Internal Auditors of Thailand (STAT)
8. Workshop: Cost Management for Value Added and Sustainability, Class 4/61, Federation of Accounting Professions Royal Patronage (TFAC)
9. Data Analytics for Internal Auditor Class 2/60, Federation of Accounting Professions Royal Patronage (TFAC)
10. Internal audit training program to prepare to become an internally certified internal auditor (Prepared Course For Certified Internal Auditor: Pre - CIA), Chulalongkorn University.

## Work experience

- Vice President, P&L Internal Audit Company Limited
- Senior Internal audit manager, P&L Internal Audit Company Limited
- Internal audit manager, P&L Internal Audit Company Limited

## Duties and Responsibilities of the Internal Audit Supervisor

1. Allocate the internal auditors of the team. By dividing work and responsibilities according to the matters that Were examined.
2. Review and control the performance of internal auditors. That they comply with the standards that have been Laid down.
3. Make an annual audit plan. To consider, propose and seek approval from the Audit Committee
4. Prepare information for the inspection report. The appointment of the auditor and requesting information.

5. Review the audit program (Audit Program) for each matter that is audited according to the annual audit plan. In order to meet the audit objectives Included in accordance with the guideline's corporate goals.
6. Evaluate Sufficiency Dependability and timeliness Of the Company's internal control system
7. Review the audit report and follow up on the performance according to recommendations.
8. Prepare the audit report to the management. And the Audit Committee
9. Develop a team of internal auditors at all levels to have knowledge, abilities and assess the performance of the Auditors.
10. Providing advice on internal control systems and risks to various departments.
11. Check to make sure the company follows the rules. Working policies and related laws Company assets exist and are properly controlled and stored. So that the operations of the company and affiliates to accurately, concisely, effectively, and efficiently meet the goals set.
12. Prepare a summary report of the audit with suggestions. As well as follow up
13. Review of connected transactions.
14. Acting as secretary at the meeting of the audit committee of the company

## Details of assets used in business operation.

As at 31 December 2022, the Company has assets used in the following business operations:

Asset type / Characteristics	Proprietary	Obligation	Net book value As of 31 Dec 2022 (Million Baht)
Land Title deed No. 97282-91 and 86900 Total 11 title deeds, Lam Luk Ka District, Pathum Thani Province Total area of 28 rai 4 square wah	owner	Mortgage land and buildings with commercial banks With a mortgage amount of 22.30 million baht	21.75
Land Title deed no. 115821 and 116445 Total 2 title deeds, Lam Luk Ka District, Pathum Thani Province Total area 14 rai 1 ngan 28 square wah	owner	Mortgage land and buildings with commercial banks With a mortgage amount of 29.69 million baht	29.69
Land Title deed No. 102754 and 102755 Total 2 title deeds, Lam Luk Ka District, Pathum Thani Province Total area 11 rai 60 square wah	owner	Not obligated	22.30
Land Title deed no. 4837 and 4838 Total 2 title deeds, Lam Luk Ka District, Pathum Thani Province Total area of 4 rai	owner	Not obligated	10.04
Land Title deed No. 138800 and 115820 Total 2 title deeds, Lam Luk Ka District, Pathum Thani Province Total area 1 rai 2 ngan 99 square wah	owner	Not obligated	5.70
Land Title deed no. 4839 and 4840 Total 2 title deeds, Lam Luk Ka District, Pathum Thani Province	owner	Not obligated	22.95



Asset type / Characteristics	Proprietary	Obligation	Net book value As of 31 Dec 2022 (Million Baht)
Total area 2 rai			
Land Title deed No. 4841, number 1 title deed, Lam Luk Ka District, Pathum Thani Province Total area 2 rai	owner	Not obligated	12.70
Land improvement	owner	Mortgage land and buildings with commercial banks With a mortgage amount of 13.76 million baht	1.23
Land Title deed No. 4841, number 1 title deed, Lam Luk Ka District, Pathum Thani Province Total area 2 rai	owner	Not obligated	3.77
Land improvement	owner	Mortgage land and buildings with commercial banks With a mortgage amount of 3.98 million baht	10.39
Equipment And office furnishings	owner	Not obligated	424.13
vehicle	owner	owner	68.34
Equipment and factory machinery	owner	owner	293.80
Equipment and factory machinery during construction	owner	owner	7.08
Total			933.87

## Policy and practice guidelines for full version of corporate governance and business ethics the full version that the company has prepared

The company has prepared the details of Policy and practice guidelines for full version of corporate governance and business ethics The full version that the company has prepared and is shown in the report in part 2 topic 6

### 6.1 Overview of Corporate Governance Policies and Practices



Details of corporate governance policy Was displayed on the company's website.

<https://www.fpiautoparts.com/cg-policy-th/>

### 6.2 Business Ethics



Details of business ethics Was displayed on the company's website.

[https://www.fpiautoparts.com/code\\_of\\_conduct/](https://www.fpiautoparts.com/code_of_conduct/)

The company has prepared the details of Audit Committee Report and displayed in the report, part 2, topic 8

### 8.2 Report on performance of the Audit Committee for the past year

- 8.2.1 Shows the number of meetings and attendance of each audit committee member.
- 8.2.2 Explain the performance of the audit committee.

# "Driving a low-carbon and sustainable business in a circular economy"



บริษัท ฟอจูน พาร์ท อินดัสตรี จำกัด (มหาชน)  
FORTUNE PARTS INDUSTRY PUBLIC COMPANY LIMITED

11/22 หมู่ 20 ถนนนิมิตใหม่ ต.ลำลูกกา อ.ลำลูกกา จ.ปทุมธานี 12150

11/22 Moo 20 Nimitmai Road, Lam Lukka, Lam Lukka, Pathumthani 12150 Thailand

Tel: 662-993-4970-7 Fax : 662-993-4978-9 E-mail: ir@fpi.co.th

