

Securities and Shareholder Structure

The Company has registered capital of 135 million baht, accounting for 270,000,000 common stocks, with par value of 0.50 baht per share. The paid-up capital is 135 million baht, accounting for 270,000,000 common stocks, with par value of 0.50 baht per share.

Shareholder Structure

The Top 10 Shareholders of the company. (Summary from the closing date of August 22,2019)

	List of Shareholders	As of August 22,2019	
		No. of Shares (Shares)	%
1	Thai Vegetable Oil PCL.	86,000,000	31.85
2	Thai Edible Oil Co., Ltd.	30,000,000	11.11
3	Cheer Thailand Oil Co., Ltd.	12,100,000	4.48
4	Mr. Visuth Vitayathanagorn	12,000,000	4.44
5	Mr. Thongchai Tansutat	6,000,000	2.22
6	Mrs. Pattama Tangpiroontham	6,000,000	2.22
7	Mr. Vatchara Vitayatanagorn	6,000,000	2.22
8	Mrs. Rattana Chanpitak	6,000,000	2.22
9	Ms. Sudarat Vitayatanagorn	6,000,000	2.22
10	Mr. Kuna Vitayatanagorn	4,000,000	1.48

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Dividend Policy

It is the Company's policy to pay the dividend more than 50% of net profit, after the deduction of corporate income tax and provision. However, the payment rate may change depending on the liquidity, investment plan, operational plan, and terms and conditions of the agreement the Company is obligated to. The Board's resolution of dividend payment must be presented to the shareholders' meetings for the approval, except the interim dividend payment, which is under the Board's authority.

source: Mai Forum 2019



เลือกหุ้น mai ที่ใช่ จากปัจจัยพื้นฐาน
หุ้นที่ให้ปันผลเพิ่มขึ้นทุกปี
ติดต่อกัน 3 ปี (2559 - 2561)

PDG 7.80%

อัตราผลตอบแทนจากเงินปันผล (Dividend Yield)

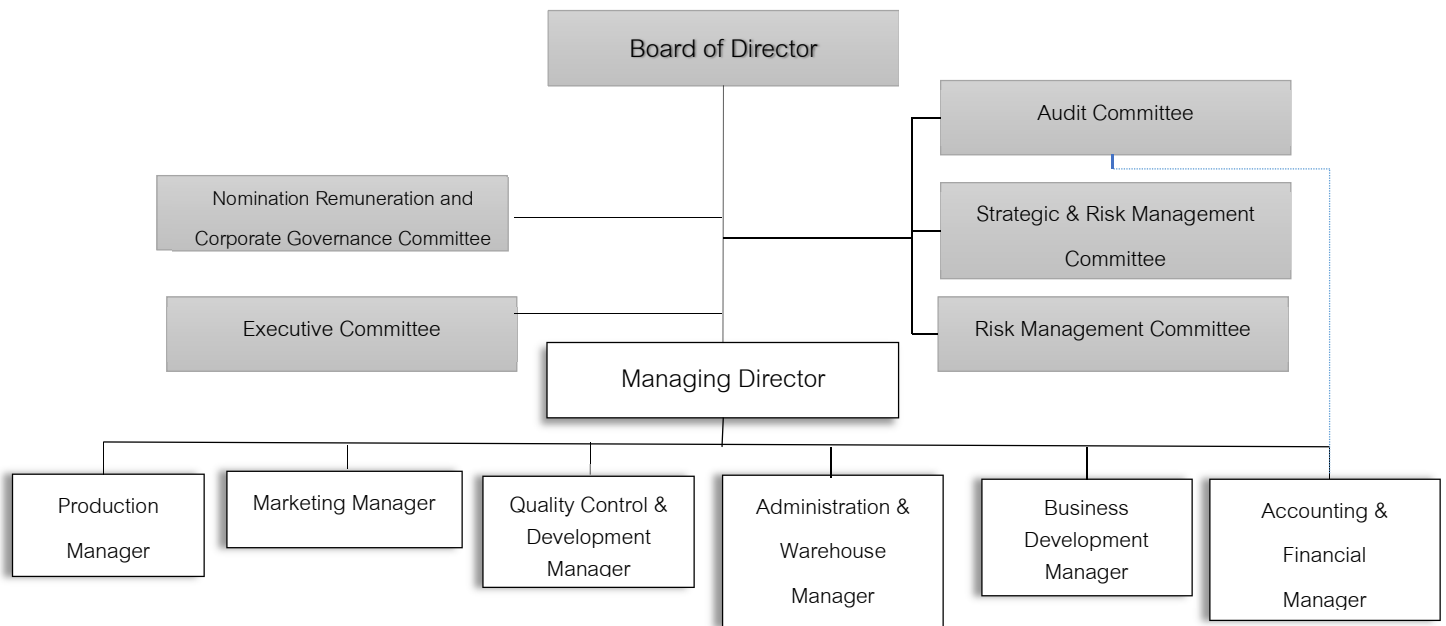
อัตราผลตอบแทนจากเงินปันผล (Dividend Yield)
 เป็นตัวชี้วัดที่นักลงทุนควรพิจารณาว่า
 ภายหลังจากหักภาษี ณ ที่จ่ายแล้ว ผลตอบแทนที่ได้รับ
 จะเพียงพอต่อการชดเชยเงินต้นหรือไม่

หุ้นปันผล (Dividend Stock)
 คือ หุ้นที่จ่ายปันผลสม่ำเสมอ
 ทุกปีหรือทุกไตรมาส
 ซึ่งนักลงทุนสามารถ
 ใช้เพื่อวัตถุประสงค์ในการ
 เก็บเงินออมระยะยาว

ที่มา: SETSMART (ข้อมูล ณ วันที่ 21 พ.ค. 62)

Management Structure

As of December 31, 2019, the Company's management structure consists of the Board of Directors and four sub-committees as Audit Committee Executive Committee Risk Management Committee and Nomination Remuneration and Corporate Governance Committee below:



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Board of Directors

As of December 31, 2019, the Board of Directors consists of nine directors as below:

Name – Last Name	Position
1. Assoc. Prof. Prayoon Boonprasert	Chairman /Independent Director/ Audit Committee
2. Miss Thipawan Uthaisang	Independent Director/ Head of Audit Committee
3. Miss Pikul Taksinwarajarn	Independent Director/ Head of Nomination Remuneration Committee
4. Mr. Thanet Norabhoompipat	Independent
5. Mr. Thongchai Tansutat	Director/Managing Director
6. Mr. Visuth Vitayathanagorn	Director/ Nomination Remuneration Committee
7. Mr. Pramote Santiwattana	Director
8. Mr. Vorravuth Tangpiroonthum	Director
9. Mr. Vachara Vitayatanagorn	Director

Authorized Signatories

Mr. Thongchai Tansutat or Mr. Vachara Vitayatanagorn signs his name with Mr. Visuth Vitayathanagorn or Mr. Vorravuth Tangpiroonthum and stamp the Company's seal.

Board's Term of Office

In each Annual General Meeting of Shareholders, one third of the Board of Directors must resign. If the number does not match one third exactly, the Board must find the closest amount possible. The resigned directors in the first and second year after the Company's register must be decided by the draw. Afterward, the directors with the longest period of directorship must resign. However, the resigned directors can be re-elected to resume the position.

Board's Scope of Authority, Work and Responsibilities

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Board's scope of authority, work and responsibilities as below:

1. Conducting the tasks with integrity in compliance with law, the Company's objectives and regulations, and the resolution of shareholders' meetings as well as carefully protecting the Company's interest.
2. Approving the organization's vision and operational strategy formulated and presented by the management and elaborating the details.
3. Supervising the operation and performance of the management or any assigned parties to be aligned with the Board's policy.
4. Continuously monitoring the Company's operation to be in line with the operational plan and budget.
5. Having the management set up the credible accounting system, financial report and auditing and ensuring the sufficient and proper internal audit system.
6. Reviewing the risk management process and policy as well as monitoring the performance of Risk Management Department.
7. Deliberating and approving the acquisition and disposition of assets, investment and any operation that complies with the related law, notices, rules and regulations.
8. Deliberating and approving the connected transactions to ensure their compliance with the related law, notices, rules and regulations.
9. Preventing the conflicts of interest among the stakeholders
10. Fairly deliberating matters for the best interest of all shareholders and stakeholders. The directors must immediately inform the Company if they share the gain and loss in the contract made with the

Company. For the transactions with the directors or any individual who may have the conflict of interest, those directors have no right to vote approval for those transactions.

11. Formulating the policy of good corporate governance in a written form and reviewing this policy to make sure that the Company is responsible for all stakeholders and treat them fairly.
12. If necessary, asking for the professional opinions from external parties as the reference for the right decision making.
13. Deliberating the appointment of Managing Director and sub-committees, such as Audit Committee and Executive Committee, and defining the authority of Managing Director and those sub-committees to supervise the management system and internal audit system to be in line with the policy.
14. Deliberating the appointment of secretary to ensure that the Board and the Company abide by law, notices, rules and regulations.
15. Revising or changing the scope of authority and responsibility of Audit Committee, Executive Committee and Managing Director as seen appropriate and if required.
16. Evaluating its own performance annually and finding the guideline to increase its operational effectiveness.

The authority must not be provided for or by the Board during the period that allows them and/or their attorney-in-fact to approve the transactions that he/she or those individuals may have conflicts of interest (as defined in the notices of Securities Exchange Committee or the notices of Capital Market Supervisory Board), share the gain and loss, receive any benefits, or have any conflict of interest with the Company, except approving the transactions that comply with the policies or criteria approved by the shareholders' meetings or the Board.

Qualifications of Independent Directors

The Board sets the qualifications of Independent Directors to meet the requirements of the Stock Exchange of Thailand as below:

1. Holding shares less than 1% of total stocks with voting right in holding company, subsidiaries, affiliates, major stockholders, or authorized persons who control the company. This includes the shareholding by the persons related to the independent directors.
2. Not being or having never been the director involving in the management, employee, the consultant earning salary, or authorized person controlling the holding company, subsidiaries, affiliates, same-level subsidiaries, major stockholders, or authorized person who controls the company, except relieved from abovementioned status for at least two years before submitting the permission to the

Office. However, the prohibited characteristics exclude that of civil service or consultant of government body with major shareholding or authorized persons.

3. Not being blood-related by or legally registering, in the manner of being father or mother, spouse, sibling, offspring, and spouse of the offspring of other directors, management, major shareholders, authorized person, or person nominated as Executive Director or authorized person of the subsidiaries.
4. Not having or having had the business relations with holding company, subsidiary, affiliate, major shareholder or authorized persons in the manner that may obstruct the independent exercise of discretion. Not being or having been a significant shareholder or authorized person with business relations with the holding company, subsidiary, affiliate, major shareholder or authorized person, except relieved from abovementioned status for over two years before the submitting the permission to the Office. This includes giving or receiving financial assistance through giving/receiving the loan, guaranteeing, providing the properties as collateral, including similar behavior that causes the company or contract party the debt burden to be settled with another party from 3% of net tangible assets of the company or from 20 million baht up, as which amount is lower. However, the debt burden calculation should follow the value calculation on related items as announced by the Securities Exchange Commission on Rules of Related Items, by mutatis mutandis. The consideration of such debt burden shall include debt burdens incurred at one previous year before the date of business relations with the same person.
5. Not being or having been auditor of the holding company, subsidiary, affiliate, major shareholder or authorized person and shall not be significant shareholder, authorized person or partner of auditing office with the auditor of the company, holding company, subsidiary, affiliate, major shareholder or authorized person in attachment, except relieved from such characteristic for more than two years before the date of submitting the permission at the Office.
6. Not being or having been any professional provider, which includes legal consulting or financial consulting with service fee over two million baht a year from the company, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant, and not being a significant shareholder, authorized person or partner of the professional provider, except relieved from such characteristic for more than two years before the date of submitting the permission from the Office.
7. Not being a director appointed as a representative of the company's director, major shareholder or shareholder related to the company's major shareholder.
8. Not operating similar or significantly competitive business to the company's or subsidiaries'. Not being significant partner in the partnership, director taking part in employee management, consultant

with regular salary or holding shares over one percent of the total shares with voting right in other companies, or operating business similar or competing with business of the applicant or subsidiary.

9. Not having other characteristics that will hinder independent opinion related to the company's operation.

Board's Meetings

Below are the details of Board's meetings in the fiscal year as of December 31, 2019:

Name-Last Name	No. of Participation/No. of Total Meetings	
	Position	2019
1. Assoc.Prof.Prayoon Boonprasert	Independent Director	7/7
2. Miss Thipawan Uthaisang	Independent Director	6/7
3. Miss Pikul Taksinwarajarn	Independent Director	7/7
4. Mr. Thanet Norabhoompipat	Independent Director	7/7
5. Mr. Thongchai Tansutat	Director	7/7
6. Mr. Visuth Vitayathanagorn	Director	6/7
7. Mr. Pramote Santiwattana	Director	7/7
8. Mr. Vorravuth Tangpiroonthum	Director	6/7
9. Mr. Vachara Vitayatanagorn	Director	7/7

Policy Concern the meeting

- Board of Director set up the Annual meeting a year in advance that the Board acknowledge since the early year for set up their planning's meeting.
- The Board of director should be able to attend at least 75% of Annual board meeting.

In 2019, the Board of Director attended 95.24% of Annual board meeting.(Detail as the above the schedule)

The Board meeting 7/2019, as 10th December, 2019. The resolution's Board meeting determined the Annual Meeting 2020 as detail below schedule.

No.	The Date of Meeting	Time
1/2020	Wednesday 19 February 2020	10.30 am.
2/2020	Tuesday 12 May 2020	10.30 am.
3/2020	Tuesday 16 June 2020	10.00 am.
4/2020	Tuesday 21 July 2020	10.00 am.
5/2020	Tuesday 11 August 2020	10.30 am.
6/2020	Tuesday 10 November 2020	10.30 am.
7/2020	Tuesday 8 December 2020	10.00 am.

Audit Committee

As of December 31, 2019, Audit Committee consists of three following directors:

Name-Last Name	Position	No. of Participation/ No. of Total Meetings
1. Miss Thippawan Uthaisang	Head of Audit Committee	4/4
2. Assoc. Prof. Prayoon Boonprasert	Audit Committee	4/4
3. Miss Pikul Taksinwarajarn	Audit Committee	4/4

Miss Thippawan Uthaisang is the Audit Director with enough knowledge and experience in auditing the credibility of financial statement. Miss Lakhana Ruenrom serves as the secretary The Audit Committee. The meeting is determined 4 times per year.

Audit Committee's Term of Office

Audit Director has three-year term of office, except the resignation at term's end in compliance with the Company's rules. In this case, the resigned directors can be re-elected to resume the position. If the position is vacant because of other reasons than the end of term, the Board must assign the fully qualified people to be Audit Directors to ensure the complete amount of members required. The replacement will only cover the remaining term of the resigned director.

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Audit Committee's Scope of Authority, Work and Responsibilities

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Audit Committee's scope of authority, work and responsibilities as below:

1. Ensuring that the Company has accurate financial report, providing sufficient information.
2. Ensuring that the Company has proper and efficient internal control system and internal audit system as well as considering the independence of the Internal Audit Department. Approving the appointment, transfer or dismissal of the Head of Internal Audit Department and/or hiring of outsourced internal auditors or related departments.
3. Ensuring that the Company follows the law related to securities and the Stock Exchange of Thailand (SET), regulations of the Stock Exchange of Thailand, and the law related to the Company's business.
4. Selecting and nominating independent people to serve as the Company's auditors and proposing the remuneration of that person. Attending the meeting with the auditors, without the management's participation, for at least once a year.

5. Reviewing the connected transactions or conflicts of interest to comply with law and SET regulations and ensure that those transactions are reasonable and best benefit the Company.
6. Making the report of Audit Committee and including it in the annual report signed by the Head of Audit Committee. The report must consist of the following information:
 - 1) Comments on the accuracy and completeness of financial report
 - 2) Comments on the sufficiency of internal control system
 - 3) Comments on the compliance with the law related to the securities and Stock Exchange of Thailand, SET regulations or law related to the Company's business
 - 4) Comments on the auditors' appropriate qualifications
 - 5) Comments on the potential conflicts of interest
 - 6) The number of Audit Committee's meetings and the participation of each director
 - 7) Overall comments or observation on the Committee's compliance with the charter
 - 8) Other items they think the shareholders and general investors should learn, under the scope of work and responsibilities assigned by the Board.
7. During the operation, if the Audit Committee finds or has any doubts in the following transactions or acts, which significantly affects the Company's financial status and performance, they must report to the Board to rectify the situation within appropriate timeline.
 - 1) Transactions with conflict of interest
 - 2) Corruption, abnormality or errors in internal control system
 - 3) Violation of law related to securities and the Stock Exchange of Thailand, SET regulations or laws related to the Company's business.
8. Other tasks assigned by the Board and approved by the Audit Committee

To work under the scope of authority and responsibilities, the Audit Committee is authorized to invite the related management or employees to report, comment, attend the meeting, or submit the related and required documents.

The Board has the authority to change the Audit Committee's scope of authority and responsibilities as seen fit and as required.

Nomination, Remuneration and Corporate Governance Committee

As of December 31, 2019, Nomination, Remuneration and Corporate Governance Committee consists of four following directors:

Name-Last Name	Position	No. of Participation/ No. of Total Meetings
1. Miss Pikul Taksinwarajarn	Head of Nomination, Remuneration and Corporate Governance Committee	4/4
2. Assoc. Prof. Prayoon Boonprasert	Nomination, Remuneration and Corporate Governance Committee	4/4
3. Miss Thippawan Uthaisang	Nomination, Remuneration and Corporate Governance Committee	4/4
4. Mr. Visut Vittayathanagorn	Nomination, Remuneration and Corporate Governance Committee	4/4

Miss Lakhana Ruenrom serves as the secretary of Nomination Remuneration and Corporate Governance Committee

The meeting is determined at least 2 times per year.

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Terms of Office of Nomination, Remuneration and Corporate Governance Committee

Nomination, Remuneration and Corporate Governance Committee has three-year term of office and the directors whose term ends can be re-elected to resume the position. If the position is vacant because of other reasons than the end of term, the Board must assign the fully qualified people to be Audit Directors to ensure the complete amount of members required. The replacement will only cover the remaining term of the resigned director.

Scope of Authority, Work and Responsibilities of Nomination, Remuneration and Corporate Governance Committee

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Nomination, Remuneration and Corporate Governance Committee's scope of authority, work and responsibilities as below:

- Ensuring that the organization's operation properly complies with the principle of good corporate governance to maintain the standard and infuse this principle into the organizational culture. Furthermore, regularly communicating this issue to the director, management and employees.

2. Regularly reviewing and updating the principle of good corporate governance, regulations, business ethics and employees' moral to suit the business and be aligned with operational direction of Stock Exchange of Thailand and Securities Exchange Commission.
3. Deliberating and approving the promotion of the Company's corporate governance and information disclosure policy among the public.
4. Considering and selecting the qualified person to serve as the new director or recruiting the Chief Executive Officer. Setting the proper and transparent selection criteria or method to propose to the Board's meeting and/or shareholders' meetings for their approval.
5. Reporting its performance to the Board and making the report of the Nomination, Remuneration and Corporate Governance Committee, included in the Company's annual report and signed by the Head of the Committee.
6. Deliberating the guideline for the directors and Managing Director's cash and non-cash remuneration and benefits to ensure the fair and reasonable remuneration calculation method. Then, proposing it to the Board's meeting and/or shareholders' meetings for their approval.

Risk Management Committee

As of December 31, 2019, Risk Management Committee consists of five following directors:

Name-Last Name		Position
1. Mr. Wimon	Wongchan	Head of Risk Management Committee
2. Mr. Thongchai	Tansutat	Risk Management Committee
3. Mr. Vachara	Vitayatanagorn	Risk Management Committee
4. Mrs. Lakkanar	Romruen	Risk Management Committee
5. Mr. Pawinpreecha	Yaikvawong	Risk Management Committee

Ms.Thitikan Sa-ngnetpetch serves as the secretary of Risk Management Committee. The meeting is determined at least 1 time per year.

Terms of Office of Risk Management Committee

Risk Management Committee has three-year term of office and the directors whose term ends can be re-elected to resume the position. If the position is vacant because of other reasons than the end of term, the Board must assign the fully qualified people to be Risk Management Directors to ensure the complete amount of members required. The replacement will only cover the remaining term of the resigned director.

Risk Management Committee's Scope of Authority, Work and Responsibilities

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Risk Management Committee's scope of authority, work and responsibilities as below:

1. Formulating the risk management policy and proposing it to the Board for the approval.
2. Formulating the operational plan in line with the risk management policy to follow up, evaluate, and control the risks at an acceptable level.
3. Approving the use of risk assessment tools to suit the risk management policy.
4. Regularly monitoring the compliance with the risk management policy to ensure its efficiency.
5. Making sure that the resources for risk management are sufficient.
6. Informing the Audit Committee and the Board about the Company's risk status and guideline for managing those risks.

Strategic & Risk Committee

As of December 31, 2019, Strategic & Risk Committee consists of six following directors:

Name-Last Name	Position	No. of Participation/ No. of Total Meetings
1..Mr. Visuth Vitayathanagorn	Head of Strategic & Risk Committee	7/7
2. Assoc.Prof.Prayoon Boonprasert	Strategic & Risk Committee	7/7
3.Mr. Thanet Norabhoompipat	Strategic & Risk Committee	7/7
7. Mr. Pramote Santiwattana	Strategic & Risk Committee	7/7
8. Mr. Vorravuth Tangpiroonthum	Strategic & Risk Committee	6/7
9. Mr. Vachara Vitayatanagorn	Strategic & Risk Committee	6/7

Ms.Thitikan Sa-nganetpetch serves as the secretary of Strategic & Risk Committee

Executive Committee

As of December 31, 2018, Executive Committee consists of five following directors:

Name-Last Name	Position	No. of Participation/ No. of Total Meetings
1. Mr. Thongchai Tansutat	Head of Executive Committee	12/12
2. Mr. Wimon Wongchan	Executive Director	12/12

Name-Last Name	Position	No. of Participation/ No. of Total Meetings
3. Mr. Vachara Vitayatanagorn	Executive Director	9/12
4. Mrs. Lakkanar Romruen	Executive Director	12/12
5. Mr. Pawinpreecha Yaikvawong	Executive Director	12/12

Ms.Thitikan Sa-nganetpetch serves as the secretary of Executive Committee.

Executive Committee's Terms of Office

Executive Committee has three-year term of office and the directors whose term ends can be re-elected to resume the position. If the position is vacant because of other reasons than the end of term, the Board must assign the fully qualified people to be Executive Directors to ensure the complete amount of members required. The replacement will only cover the remaining term of the resigned director.

Executive Committee's Scope of Authority, Work and Responsibilities

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Executive Committee's scope of authority, work and responsibilities as below:

1. Managing and operating the Company's business in line with its goal and in compliance with the policy, guideline or operational plan set by the Board.
2. Setting the vision, operational strategy, policy, goal, guideline and action plan to suit and be in line with the economic condition and competitive situation. Proposing them to the Board for the approval.
3. Monitoring and following up the approved policy and management guideline to ensure the effective operation.
4. Having authority to approve and operate the projects with the budget lower than three million baht.
5. Operating other tasks assigned by the Board.

The authority must not be provided for or by the Executive Committee during the period that allows them and/or their attorney-in-fact to approve the transactions that he/she or those individuals may have conflicts of interest (as defined in the notices of Securities Exchange Committee or the notices of Capital Market Supervisory Board), share the gain and loss, receive any benefits, or have any conflict of interest with the Company, except approving the transactions of normal business and the ones under normal trade conditions.

Company's Secretary

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, setting the scope of authority, work and responsibilities. The resolution of the Board's meeting no. 2/2017 on May 9, 2017 appointed Ms.Thitikan Sa-nganetpetch as the Company's secretary.

Secretary's Scope of Authority, Work and Responsibilities

1. Assisting and advising the Board and management on rules and law they need to know.
2. Taking care of the Board's activities, holding Board' meetings, recording the minutes of Board's meetings and shareholders' meetings, and coordinating with different parties to ensure the compliance with the resolution of Board's meetings.
3. Making and filing the following documents:
 - 1) Directors' register
 - 2) Invitation letter for the Board's meetings, minutes of Board's meeting and annual report
 - 3) Invitation letter for the shareholders' meetings and minutes of shareholders' meetings
 - 4) Keeping the stake holding reports made by directors or management
 - 5) Operating other tasks assigned by the Capital Market Supervisory Board.

The Management

As of December 31, 2019, the management consists of seven following managers:

Name-Last Name		Position
1. Mr. Thongchai	Tansutat	Managing Director
2. Mr. Vachara	Vitayatanagorn	Business Development Manager
3. Mr. Wimon	Wongchan	Production Manager
4. Mrs. Lakkanar	Romruen	Accounting & Financial Manager
5. Mr. Pawinpreecha	Yaikvawong	Administration & Warehouse Manger
6. Mr. Chateer	Jeansaijai	Development & Quality Control Manager
7.Mr.Somchai	Limpongsawad	Marketing Manager

Managing Director's Scope of Authority, Work and Responsibilities

The resolution of the Board's meeting no. 2/2013 on August 7, 2013, defined the Managing Director's scope of authority, work and responsibilities as below:

1. Supervising, managing, operating, and conducting the regular business to ensure the Company's best interest and be aligned with the Company's policy, strategy and operational plan assigned by the Board and/or the resolution of the shareholders' meetings.
2. Setting the vision, operational strategy, policy, goal, guideline and action plan, proposing them to the Board for the approval, and reporting the work progress to the Board.
3. Setting and adjusting the management structure to be in line with the Company's operation and the competition in the industry.

4. Having authority to approve and operate with the budget lower than one million baht. Also able to approve and operate with the budget over one million baht for the management expenses only, such as salary, welfare, overtime and bonus, including all fees and stamp duty, commodity expenses, expenses related to raw material purchase and expenses in the agreement approved by Executive Committee and/or Board.
5. Having authority to appoint, transfer, or dismiss the employees in the lower level than Managing Director. The attorney-in-fact can be appointed to act for them.
6. Having authority to issue, revise, add, and improve the regulations and orders on the Company's operation to be aligned with its policy.
7. Deliberating the approval of connected transactions under normal trade conditions, such as product trading at selling price and offering the same trade conditions as normal customers. This must be done with the Board's approval.
8. Operating other tasks assigned by the Board.

The authority must not be provided for or by the management during the period that allows the Managing Director and/or their attorney-in-fact to approve the transactions that he/she or those individuals may have conflicts of interest (as defined in the notices of Securities Exchange Committee or the notices of Capital Market Supervisory Board), share the gain and loss, receive any benefits, or have any conflict of interest with the Company, except approving the transactions of normal business and the ones under normal trade conditions.

At Present, Managing Director wasn't take up the board at others, he would like to emphasize the operation the business to vision and mission according with the strategy of the company.

Recruitment of Directors and Management

The current Board together select the suitable candidates for the position of director or management based on their qualifications, which should be in line with the Company's plan. These people must be well qualified in terms of knowledge, capability, experience, and time dedication, and the qualifications must also meet Section 68 of Public Limited Companies Act B.E. 2535 (, including the edited version), the related notices of Securities Exchange Commission and the related notices of Capital Market Supervisory Board. The appointment of directors and management must be approved by the Board's meetings and/or shareholders' meetings.





Remuneration of Directors and Management

Director's Remuneration

Below are details of the directors' remuneration in 2017, as of December 31, 2017, in 2018, as of December 31, 2018 and in 2019 as of December 31, 2019

Name – Last Name	At Year End as of December 31, 2017			At Year End as of December 31, 2018			At Year End as of December 31, 2019		
	Remuneration	Meeting Allowance	Total	Remuneration	Meeting Allowance	Total	Remuneration	Meeting Allowance	Total
1. Assoc. Prof.Prayoon Boonprasert	700,000	40,000	740,000	700,000	48,000	748,000	700,000	175,000	875,000
2. Miss Thipawan Uthaisang	460,000	40,000	500,000	460,000	48,000	508,000	460,000	110,000	570,000
3. Miss Pikul Taksinwarajarn	460,000	32,000	492,000	460,000	38,000	498,000	460,000	120,000	580,000
4. Mr. Thanet Norabhoompipat	460,000	40,000	500,000	460,000	48,000	508,000	460,000	120,000	580,000
5. Mr.Thongchai Tansutat	100,000	-	100,000	100,000	-	100,000	100,000	-	100,000
6. Mr.Visuth Vitayathanagorn	196,000	40,000	236,000	196,000	48,000	244,000	196,000	155,000	351,000
7. Mr.Pramote Santiwattana	196,000	40,000	236,000	196,000	48,000	244,000	196,000	120,000	316,000
8. Mr.Vorravuth Tangpiroonthum	196,000	40,000	236,000	196,000	48,000	244,000	196,000	100,000	296,000
9. Mr.Vachara Vitayatanagorn	196,000	40,000	236,000	116,000	8,000	124,000	100,000	-	100,000
D & O Liability Insurance	210,840	-	210,840	190,760	-	190,760	-	-	185,740
Total	3,174,840	312,000	3,486,840	3,074,760	334,000	3,408,760	2,868,000	900,000	3,953,740

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Remuneration of Directors and Management

Type of Committee	At Year End as of December 31, 2017			At Year End as of December 31, 2018			At Year End as of December 31, 2019		
	Remuneration	Meeting Allowance	Total	Remuneration	Meeting Allowance	Total	Remuneration	Meeting Allowance	Total
Board of Director	2,964,000	312,000	3,276,000	2,884,000	334,000	3,218,000	2,868,000	475,000	3,768,000
Sub-Committee									
Audit Committee	-	-	-	-	-	-	-	70,000	70,000
Nomination, Remuneration and corporate Governances Committee	-	-	-	-	-	-	-	90,000	90,000
Strategic & Risk Committee	-	-	-	-	-	-	-	265,000	265,000
Total	2,964,000	312,000	3,276,000	2,884,000	334,000	3,218,000	2,868,000	900,000	3,768,000

***Remark:** The resolution of the Board's meeting no. 4/2019 on July 24, 2019 All of Sub-committee have determined the meeting allowance.

Principle of Director's Remuneration

Type of Director	Type of remuneration (Baht)	
	Remuneration	Meeting Allowance
Independent Director	2,080,000	525,000
Non-executive Director	588,000	375,000
Executive Director	200,000	-

Detail of Remuneration in 2019

Position	BOD	Type of Sub-committee (Baht)		
		AC	NC	SC
Chairman	15,000	15,000	15,000	15,000
Committee	10,000	10,000	10,000	10,000

For the committee members who are also members of the sub-committee, the meeting fees will be paid according to the position and the number of meeting attendance. Besides the remuneration as mentioned the directors will receive benefits in terms of expenses for attending the seminar in relation to the seminar in relation to the performance of the company's directors.

Management's Remuneration

The remuneration of the management, both director, (excluding the compensation received as the Company's director) and non-director management, in the form of salary and bonus can be summarized as below:

Below are details of the management's remuneration in 2017, as of December 31, 2017, and in 2017, as of December 31, 2018 and in 2019, as of December 31, 2019

	At Year End as of		
	December 31, 2017	December 31, 2018	December 31, 2019
Number (people)	5	7	7
Remuneration (Baht)	7,739,200	9,342,100	10,406,047

Provident Fund

The Company established the provident fund on August 21, 2013:

Cumulative Amount of Provident Fund (Baht)	2017	2018	2019
	2,335,732	2,312,034	2,377,932

Personnel

Number of Personnel

As of December 31, 2018 and December 31, 2019, the Company had 320 and 312 employees and workers (excluding the management) respectively, divided into the following business units:

Key Business Unit	Number of Employee (Person)	
	Dec. 31, 2018	Dec. 31, 2019
Production	245	233
Administration & Warehouse	49	51
Accounting	4	4
Marketing	5	5
Quality Control & Development Product	16	17
Business Development	1	2
Total	320	312

Employees' Remuneration

Employees' Remuneration, (excluding the management) can be summarized as below:

Type	Employees' Remuneration (Baht)	
	End of the Fiscal Year December 31, 2018	End of the Fiscal Year December 31, 2019
Salary	70,368,235	64,905,916
Bonus	9,340,941	9,097,767
Total (salary & bonus)	79,709,176	74,003,682
Employees' benefits	2,156,999	6,504,665
Total remuneration	81,866,175	80,508,347



The employees haven't established any labor union, but the Company set election of employee representatives who were volunteers for Welfare committee under the labour protection ACT B.E. 1998. The employee representatives have two years term. The Company have policy to fairly and legally treat all employees, which leads to the good employee relations.

Employee Benefits

The company recognizes that human resources are valuable resources of the organization. Therefore, human resource management is a top priority of the company. The company is ready to bring good physical and mental health to all employees.

Providing Appropriate Welfare for Employees

The employees will get basic benefits provided by the company equally because the employees have good physical and mental health which will affect the work efficiency. For the various rights, the employees will receive the company will notify all employees of the orientation and manual of the employees which the company provides basic welfare for employees as follows.

- Health benefits and life insurance. The company provides annual health check for employees including life insurance in the form of group accident insurance.
- Funds such as provident funds which are future savings

In 2019, the company provided basic welfare for its employees as stipulated. In addition, the company also assisted the families of employees who suffered losses from the death of a individual in the family according to the rights of the employees as specified by the company.

Labor Dispute

-None-

Personnel Development Policy

The Company has given priority of the human resource development because it has been the key factor contributing to the Company's operational success. The Company focuses on developing the managing and engineering skills as well as teamwork. In the past, the Company held the trainings and seminars, with the private and public sector, who were be knowledgeable and capable. It also sent the engineer team to attend the production machinery training in Japan so that they can effectively operate and repair the machine, without any help from the Japanese engineers. This helps reduce the expenses and shorten the repair period.



In 2019, the company held the training with the private and public sector for increase one's knowledge, developing the potential including learning the innovation. The attenders could be the knowledge to apply theirs' ability, to create and increase efficiency with the jobs.

The knowledge Development and ability of executive who attended for training and seminar. The development and increasing knowledge and experience that's advantage to their jobs and organization.

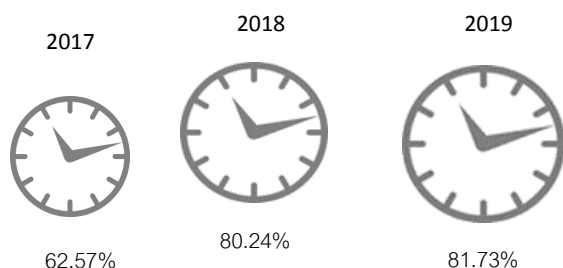
In addition to knowledge development for peronnel, the management also foresees knowledge sharing with everyone in the organization so that they can learn thoroughly. Therefore, there is a "Knowledge Center" in the informantion system of the company for employees to have access to the information source as much as possible.

It also gives employees the opportunity to present knowledge that creates new innovations in their work through One Point Lesson (OPL) and sets it as one of the important topics of KPI focusing on bringing new innovation for the highest effieicncy work application.

The previous year many employees attended training and knowledge development in various courses that were in the private and public sector.

Key performance indicator of human development

Amount of employees attended 6 hrs.for training



In 2019,Amount of employees attended 6 hrs. for training 81.73% of all employees

Corporate Governance

The Company focuses on applying the corporate governance principle to its business conduct as the direction. Therefore, the Company's formulates the corporate governance policy, whose principle and operational guideline are aligned with SET good governance principle for the listed companies in 2012.

In 2019, the board of director studied the details and considered to change some of the policies to be in accordance with the organization's context and the CG Code 2017 for using as a guideline.




The Company's good governance Policy as below:

Section 1: Rights of Shareholders

Valuing the rights of shareholders, the Company encourages them to exercise their rights. Their fundamental rights include the right to purchase, sell, or transfer stocks, right to earn a part of the Company's profit in the form of dividends, right to receive sufficient information, right to attend the shareholders' meetings and exercise their right to vote for appointing or dismissing the directors, appointing the auditors, and matters that affect the Company, such as the dividend allocation, formulating or amending regulations or Memorandum of Association, increasing or issuing new stocks, and approving significant transactions.

The Company sets the policies to support and facilitate the shareholders as below:

-  The Company sends the invitation letters, along with the reference documents, to the shareholders at least seven days in advance or within the timeline indicated by law or notices. The letters provide date, time, venue and related regulations of shareholders' meetings. The letters must also include the agenda with the explanation and rationale, the Board's comments, proxy form indicated by the

Ministry of Commerce and the list of independent directors who will act as the proxies for the shareholders and attend the shareholders' meetings if the shareholders cannot join the meeting themselves. Furthermore, the Company discloses the important information on its website before the meetings.

Before the meeting, the Company informs the shareholders of the voting criteria and counting method. After providing information of each agenda, the Chairman of the meeting gives the shareholders a proper amount of time to express their comments and ask the Company questions. The directors and management participate in the meeting to listen to their comments and suggestion as well as answering the questions, which can be submitted before the date of meeting.

If the meeting consists of many agendas, such as appointing the directors, the agenda will be voted one by one.

After each shareholders' meeting, the company makes the accurate and complete minutes, consisting of the voting process, Q&A and the voting result of each agenda – agree, disagree and no comment. It also records the list of participating and absent directors. The report on voting result will be displayed on the website of the Stock Exchange of Thailand within the same day the meeting takes place or at 9 a.m. of the next working day as the latest. The report of shareholders' meeting will be submitted to the Stock Exchange of Thailand within 14 days after the meeting and be uploaded on the Company's website.

Section 2: Equitable Treatment of Shareholders




The Company equally and fairly treats all shareholders, including managerial, non-managerial, foreign and individual shareholders under the following principles:

The Company sends the English invitation letter together with Thai version.

The Company conducts the meetings in sequence as indicated in the invitation letter and will not propose additional agendas without early notice unless necessary, especially the agendas that the shareholders need sufficient time to review before making any decision.

The Company allows the minority shareholders to nominate the directors under the Company's criteria by submitting the names, along with their letter of consent, to the Chairman of the Board.

The Company encourages the shareholders to vote for each agenda with the ballots, which are collected in the shareholders' meeting to count the votes and are stored by the Company to ensure the transparency and verifiability.

-  The Company values the accurate, complete and timely information disclosure to all shareholders via the website of the Stock Exchange of Thailand and the Company.
-  It is the Company's policy to prevent the directors and management from misusing the inside information for their own or shareholders' benefits.
-  It is the Company's policy to prevent the directors with conflicts of interest from participating in those meeting agendas.

Section 3: Roles of Stakeholders

The Company respects the rights of all stakeholders', namely customers, employees, business partners, shareholders or investors, creditors and surrounding communities, including other groups, namely competitors and independent auditors. It therefore fairly treats these stakeholders because it believes that the good relations with all of them will promote the Company's sustainable growth.

Shareholders

1. The Company is obliged to encourage the shareholders to exercise their rights. Their fundamental rights include the right to purchase, sell, or transfer stocks, right to earn a part of the Company's profit in the form of dividends, right to receive sufficient information, right to attend the shareholders' meetings and exercise their right to vote for appointing or dismissing the directors, appointing the auditors, and matters that affect the Company, such as the dividend allocation, formulating or amending regulations or Memorandum of Association, increasing or issuing new stocks, and approving significant transactions.
2. The Company is obliged to encourage the shareholders to exercise their rights
3. In the Annual General Meeting of Shareholders, such as right to nominate the directors and right to comment or ask questions related to the meeting agendas.
4. The Company will not do anything that violates or lessens the rights of shareholders, such as will not send the important information or documents before the shareholders' meetings and will not add the important agenda or change the crucial information without informing the shareholders in advance.

Employees

1. The Company offers the employees fair remuneration based on their performance. The evaluation is fairly conducted under the Company's criteria.

2. The Company has the policy on personnel develop by training the employees and management within the organization and assigning them to join the outsourced trainers in the topics related to their work.
3. The Company is obliged to maintain the hygienic work condition, which benefits the effective work and is safe for the employee's lives and assets.
4. The Company is obliged to guard the employees' privacy by not revealing their personal information, such as salary and medical record, to outsiders, except obligated by law or regulations.

Customers

1. The Company is obliged to build good customer relations and long-term cooperation by adhering to principle of integrity.
2. The Company focuses on providing the customers with the greatest satisfaction and confidence by delivering high-quality products and service, which are safe for the consumers and comply with the regulations. It also strictly follows the terms and conditions made with the customers.

Business Partners and Creditors

1. Considering the equality, fairness and integrity in business conduct, the Company strictly complies with law and mutual agreement.
2. Maintaining the business ethics, the Company will not dishonestly request, receive, or pay any benefits to the business partners.

Competitors

1. It is the Company's policy to support and promote the free and fair competition.
2. The Company treats the competitors by adhering to the law and best practice. It will not tarnish their reputation by slandering them with false accusation or doing anything unfair to the competition.

Government Agencies

1. It is the company's duty to abide by the related law and regulations.
2. The Company values the transparency and integrity when contacting the government officials and government agencies. It formulates the policy not to bribe the government officials in any kind to facilitate or benefit the Company.

Environment, Society and Communities

1. It is the Company's policy to conduct the business with environmental responsibility. In addition to the environmental saving, it promotes the energy efficiency.
2. The Company has the policy to conduct the business by taking the quality of society and communities into consideration and strictly abiding by law and regulations.

The stakeholders can ask for the Company's information or make the complaints to the Audit Committee by mailing to the Secretary Office, in the Company's address, or sending e-mail to info@prodigy.co.th. The complaints will be kept confidential and the Audit Committee will have the issues examined, propose the solution, and report it to the Board.

Section 4: Disclosure and transparency

The Company values the complete, correct, timely and transparent information disclosure so that the shareholders and stakeholders equally receive the credible information. Moreover, it regularly updates the information on its website.

It is the Company's policy to disclose the important information to the public, for example vision and mission, nature of business, list of the Board and management, financial statement, financial report, risk factors, risk management policy, risk management methods, direct and indirect shareholding of the directors, major shareholders and top management, audit fee and other service fee of auditors and the remuneration of Board and management.

The shareholders, investors, securities analysts and public can contact Ms.Thitikan Sa-nganetpetch at Tel. (034) 332611-2 or e-mail: ir@prodigy.co.th for the Company's information.

Section 5: Board Responsibilities

As of December 31, 2018, the Company's management structure consists of the Board of Directors and four sub-committees, namely Audit Committee, Nomination, Remuneration and Corporate Governance Committee, Risk Management Committee and Executive Committee, to ensure the Company's and shareholders' long-term and maximum interest.

Board Structure

The Board consists of knowledgeable and capable directors with various experiences. They consider the important matters related to the Company's management. All directors are free to express comments in the shareholders' meetings and vote for agendas to ensure the proper, effective and transparent business conduct.

As of December 31, 2019, the Board consists of nine directors. Four of them are independent directors. The independent directors must account for one third of the Board and more than three. The directors must not have the prohibited characters based on the notice of Securities Exchange Commission no. Gor.Jor. 8/2010 under the subject of the directors' and management's the lack of credible character and other related laws.

Board's Role, Duties and Responsibilities

The Board has duty to consider and approve the significant matters related to the operation, such as vision and mission, financial target, risks, plan and budget. It also supervises the management to ensure the efficient and effective operation in compliance with the policies and plans. The Board uses judgment to decide and work with caution, responsibility and integrity to ensure the Company's long-term benefits.

Board's Self-Assessment

The Board annually conducts the self-assessment to evaluate the performance in the past year and find the direction to enhance its efficiency.

Remuneration of Directors and Management

The Company clearly sets the Board's remuneration, which must be approved by the Annual General Meeting (AGM). The directors, who are assigned with more duties and responsibilities, such as also being the Audit Director, will receive the suitable remuneration for those duties and responsibilities. The consideration must be based on the Company's ability and the management's remuneration must be linked with the Company's performance and the operation of each management each year.

Development of Directors and Management

The Board operate effectively. The company's policy is encourage them for training all in-house and other that by developing the full potential for operation according with the organization of strategy .

Development of Directors and Management

The Board operate effectively. The company's policy is encourage them for training all in-house and other that by developing the full potential for operation according with the organization of strategy .

In 2019, the directors attended the training for the potential development.

Mr.Vachara attended course Bhumipalang Phandin Class 5/2019 of Chulalongkorn University.

Mr.Voravut attended course Director Diploma, Strategic Board Master Class 6/2019 (SBM) of IOD.

Ms.Thippawan attended course Board that Make a Difference Class 9/2019 (BMD) of IOD.

Mr.Thongchai attended course CTO (Chief Transformation Officer) of SET.

The knowledge for new director

The company set the orientation for new board via company visit program for processing including to take a board manual that's detail of company as vision mission although articles of association and the law concerned the director the sub-committee's scope of authority or responsibility.

The company has prepared a manual for directors to support in consideration on various matters. Apart from this, it also encourages training in course that are related to the performance of duties of directors which the board of directors has set the risk assessment report quarterly.

Board's Meetings

Board's Meetings focuses on quarterly tracking and verifying the performance and report from Audit Committee so that the Executive Committee can consider and operate to ensure the Company's best interest. The Board should also report the Company's major operational risks and the result of evaluation Risk was set to agenda of Board's Meeting in Quarterly.

In each Board's meeting, the Board's secretary works on the agendas and sends the documents to the Board at least seven days before the meeting. This includes the minutes, with suggestions and comments of each sub-committee, such as the Board, Audit Committee and Executive Committee. Overall, the Company takes the minutes and submits it to each director as seen appropriate. The minutes is systematically filed, with the Board's verification and ready for the examination by the Board or related parties.

In the last year, the board of directors reviewed the company's vision, mission and strategy in order to be suitable for business operations and situations. From the review discussed above. The board of directors think that the company's vision, mission and strategy are appropriate in the current situation.

In addition, the board of directors has appointed an Enterprise Strategy and Risk Management Committee to brainstorm, formulate strategies and manage risks at the organizational level with a focus on organization sustainability.

Monitoring the Use of Inside Information and Conflicts of Interest

It is the Company's policy to prevent the directors and management from misusing the inside information for their own or shareholders' interest as below:

- 1) Preventing the use of its information, the Company prohibits the departments with inside information from revealing it to the unrelated departments or people.
- 2) The management who learns the Company's crucial and financial information that affects the change in stock price must not use that information before disclosing it to the public. The management is prohibited from trading the Company's stocks for a month before the financial statement or significant information is disclosed to the public.
- 3) When the Company's securities are registered in the Stock Exchange of Thailand, the directors and management is obliged to report the securities holding based on Section 59, in compliance with the notice of Securities Exchange Commission under the subject of the making and disclosure of the directors' and management's securities holding. The number of securities to be reported includes the ones directly held by the management, spouse and children under legal age. Also taken into consideration is the indirect holding that is eventually found out that the management, spouse and children under legal age actually own those securities, such as nominee holding or holding via the personal fund.
- 4) The Company sets the disciplinary penalties for the ones who seek the interest from using or disclosing the inside information, which may damage the Company. The penalty level varies case by case, ranging from verbal warning, written warning and probation to termination of employment (firing, discharging, or dismissing), depending on the intention and severity of that misconduct.

Connected Transaction Policy

The Board formulates the following connected transaction policy to prevent the conflicts of interest and ensure the Company's best interest:

1. Directors and management report to the Company their stake holding and the related parties'.
2. When the Company gets involved with the connected transactions, they must be approved by the meetings of Executive Committee, Board or shareholders (depending on each case), except the transactions with normal trade agreement and conditions approved by the Board. The Company

always complies with the connected transaction criteria in the notice of Capital Market Supervisory Board.

3. In considering the connected transactions, the Company may appoint the independent price appraiser or independent financial adviser (depending on each case) to comment on significant connected transactions.
4. The Company must set the same price and conditions of the connected transactions as those for outsiders (Arm's Length Basis), which must be fair and reasonable as well as best benefiting the Company.
5. The stakeholders of the connected transactions cannot approve or vote for this issue.



ANTI-CORRUPTION POLICY

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Companies recognize the importance of doing business with transparency. With the heavyweights honest The corrupt as barriers to the development of the country. The company announced its intentions a unified operation of the private sector in against to corruption and Thailand approved the project on December 16, 2015, the Company has established a policy to face the corrupt. To open practices and develop into a sustainable organization for the business operations of the company. According to the principles of corporate governance. The Board of Directors Approved policy against the corrupt. The Board of Directors No. 1/2017. On Thursday, February 23, 2017 and revised the policy in The Board of Directors No.1/2018 on Thursday February 22, 2018, then on May 17,2018 the company is certified by Collective Action Against Corruption (CAC).



PRODIGY PUBLIC Co., Ltd.

Core Policy Against Corruption (Anti-Corruption Policy)



With a commitment to conduct business in a transparent, fair with a focus on the principles of good corporate governance. Responsible and prudent under the law Regulations and standards related to the company's Prodigy Public Company Limited.

"Company" has a policy against corrupt. (Anti-corruption Policy) to practice and develop into a sustainable organization.

1. The purpose of the policy This policy is intended to

- 1.1 shows the direction and framework for the implementation of the Company. On anti-corruption and anti-corruption functions. Principles and best practices. Accepted Suitable for deployment in line with the Economic, Environment and Society.
- 1.2 Enhancing knowledge, Understanding, and Cooperation is for Board of Director, Executives, Employees and related policy against to the corrupt. The practices. In order to promote the company as an organization has better management efficiency the ethics in Business. So employees should understand the contents of this policy and adhere properly. "The Company." employees who violate the policy will be penalized and cause damage to the "company".
- 1.3 The Company's values, not to engage with the core corruption in all its forms and to cooperate with other organizations. In opposition to the corrupt.

2. Define policy

- 2.1 The corrupt means exploitation of the role wrongful laws and regulations of the Company, including presentations (Offering) the pledge (Promising) request (Soliciting). Call (demanding) to give or receive bribes (giving or accepting bribes) to convince to commit offenses against the law. (Influencing) or destroy trust. (Distrusting) actions or behaviors implied. The corrupt others. This is not appropriate for public officials Government Sector Private agencies Or who are involved, whether directly, indirectly. To the person or agency. Perform or refrain from performing As an acquisition or retain business. Or to obtain or retain benefits any other improper business. Unless local laws, rules, regulations, traditions. Conservative or trade is permitted.

3. Core policy against corruption

- 3.1 Directors, management and employees are not allowed to perform or accept corrupt. In all its forms, both directly and indirectly. Covers all the businesses and all the relevant authorities and to review compliance. Policies against The corrupt regularly. The revised guidelines And requirements for operation In order to comply with changing business and regulatory requirements of the law.

4. Scope of Application

- 4.1 This Policy applies to all directors, management and employees of "Company" with the following definition.
- 4.1.1 Employees of the "company" include all staff positions and at all levels, including managers. Executive Advisor to both the staff and temporary staff.
- 4.1.2 Directors of the Company, including the Company's directors. Who was appointed by the General Meeting of Shareholders or the Board of Directors.

5. Responsibilities

- 5.1 Board of Directors and is responsible for setting policy and overseeing the Company's core systems that support the fight against corruption effective. Management has to recognize and give priority to the fight against the corrupt and cultivate the corporate culture.
- 5.2 The Audit Committee shall be appointed by the Board of Directors. Have a duty and responsibility to review the system of internal controls. Jobs in Company Compliance with efficiently and without corruption functions, including the investigation report the corrupt to the Board of Directors.
- 5.3 Board of Directors and Executive Management. Have a duty and responsibility to the system and to promote and advocate policies against the corrupt. And communicated to staff and stakeholders. Review the appropriateness of systems and measures. To comply with the change of business regulation. Regulatory and legal requirements.
- 5.4 Internal Audit Have a duty and responsibility to monitor and review the work that is going to be required to meet policy guidelines for power-operated. Regulations, laws and requirements of regulators. To ensure that control systems are suitable and sufficient risk to corrupt potential. And report to the Audit Committee.
- 5.5 All employees must act in accordance with this policy. If you have questions or see any violations of this policy will be reported to a supervisor or through the report stated.

6. Policies and Practices



6.1 General

6.1.1 Directors, executives and employees at all levels. Must adhere to anti-corruption functions. Ethics and the Company's business and process claims or involved in corrupt form. Whether directly or indirectly. To cover all agencies and all external agencies Government agencies and private entities involved in the company.

6.1.2 Employees should not neglect or ignore the actions seen on the core network into corruption involving the Company. Must notify supervisors Or the person responsible to know and to cooperate in the investigation, if there are any doubts or questions, consult with superiors. Or the person responsible for monitoring compliance with the Company's business through defined.

6.1.3 Those who commit corrupt. Violation of business ethics of the company, which must be considered subject to disciplinary action by the company stated. Which may include termination. The compensation and civil or criminal penalties.

6.1.4 The Company will provide fairness and protection of personnel, or inform the Court rejected the corruption associated with the company take measures to protect the complainant or who cooperated in the investigation.

6.1.5 The Company is committed to creating and maintaining a corporate culture that adheres to the core that corruption is unacceptable. All transactions with government and the private sector.

6.2 presents the service desk and other expenses.

6.2.1 Employees must be careful about receiving. Giving gifts of property or any other benefit, the giving or receiving gifts and entertainment. Need to meet their business objectives by conventional or otherwise. The fair value and shall not affect the decision on duty.

6.3 The Company's related parties, business and stakeholders.

6.3.1 The Company will arrange for the dissemination of knowledge. Another person to perform the duties associated with the Company or potential impact on the Company subject to compliance with the policy to combat corrupt.

6.4 Risk Assessment Management of the Company is required to have an understanding of the risks that may arise from so corrupt.

6.4.1 Management will need to assess the risk of core corruption that may occur at least one time a year and a review of risk management measures that are appropriate to the level of a hedge. Acceptable

6.5 Control

6.5.1 The Company will maintain an effective system of internal controls to combat corrupt. Which covers finance and implementation of the accounting and record-keeping. As well as other process-related measures against the corrupt.

6.6 Monitoring and Review

6.6.1 Executive Committee Need to review this policy annually. And presented to the Audit Committee and Board of Directors approved the change. As well as directed and follow this policy into practice and make recommendations continued.

6.6.2 Internal Audit Department to audit the internal control systems and procedures regularly to ensure that internal controls are effective in the fight against corruption, the session will discuss the audit findings with the people involved, to find the right solution. And reports to senior management and the Audit Committee was further informed.

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7. Consider the case goes through the core piece of anti-corruption policies.

7.1 The directors, executives or employees of the Company violates the core policy against corruption. Will be subject to disciplinary action by the Company will appoint a committee to investigate the case as appropriate.

8. Measures and communication Channels for whistleblowing/ Complains

The Company has determined measures for whistleblowing or raising complaints concerning any misconduct

by any director, executive or employee within the organization that is in violation of the laws, Code of Business Ethics or any behavior that may lead to corruptions. Various channels of communication have been provided so that the employees and stakeholders can conveniently and appropriately report incidents or raise complaints with the company. The whistleblower or complainant must notify the details of incident or complaint including their contact address and phone number through the provided channel.

1.1 The Company has arranged several communication channels for whistleblowing / Complaints concerning corruption as follow:

- Postal mail

For Attention of the Chairman of the Board of Directors or the Chairman of Audit Committee
Prodigy Public Company Limited.

7/3 Moo 3, Bangkrabau, Nakornchaisri, Nakornpathom 73120

- E-mail : Company Secretary : thitikan@prodigy.co.th
- Company's Website : www.prodigy.co.th
- Suggestion/ Comments/ Complaints box available within the Company



Assoc. Prof. Prayoon Boonprasurd
Chairman

CSR (Corporate Social Responsibility) Policy

The Company has established CSR as one of its strategies for organizational sustainable development. It has been committed to conducting business with integrity and transparency and has taken into account the benefits for, and the impacts on, all stakeholders. The areas the Company has given attention to include human rights, labor rights, fair business practices, high-quality and safety product development, and community and social development. Other areas include environmental management, creation of a good and safe working environment for its personnel, the compliance with laws and regulations concerning safety, occupational health and the environment, as well as CSR reports. Its relevant CSR policies are as follows:

1. Fair Business

The Company has adhered to fair business principles, with the Board being responsible for preventing conflicts of interest in its business operations and for encouraging employees at all levels to work with integrity and adhere to the code of conduct.

The Company has a policy toward business operations in relation to its stakeholders – shareholders, customers and competitors. Its business practice guidelines are based on integrity, fairness, and transparency, whereby personal interest that conflicts with the Company's and its stakeholders' shall not be sought and its business secrets shall be kept confidential from the stakeholders.

The Company has formulated guidelines for the operation of management and employees in accordance with its expected values, codes of ethics and responsibilities to stakeholders. It aims to standardize the management's and employees' working behavior on the basis of integrity. The relevant regulations are thoroughly disseminated to the management and employees to ensure their compliance, which is regularly monitored.

2. Respect for Human Rights

The Company requires all the directors, management and employees to respect universal human rights principles.



3. Fair Employment

Realizing that its employees are a key factor in the company's sustainability, the Company has the policy to fairly treat all employees by providing opportunities, compensation, appointment, reshuffling as well as capacity building to attain business sustainability.

4. Responsibilities for Consumers

The Company greatly focuses on the product quality, which must reach a certain standard and be hygienic and safe. To test the quality of raw materials and products in all steps of production lines, the Company applies a random sampling system. Furthermore, the Company adopts the traceability method to identify the source of raw materials. Its global manufacturing standard certificates can guarantee its product and management quality. Some examples of the standards are ISO 9001: 2015 GMP and HACCP, which are international standards for operational systems and manufacturing management systems.

5. Environmental Protection

The Company has been determined to conduct its business on the basis of safety, occupational health and a good environment, with the focus on environmentally friendly manufacturing. The fact that the Company's manufacturing system is a closed system, which does not generate air or water pollution, guarantees its commitment to environmental protection. For example, the main raw materials in PLA packaging manufacturing are derived from plants. In addition, the Company has been granted green industry certification from the Ministry of Industry.

6. Community and Social Development

In 2018, The company served the community of activities. The early in the year, the company supported the activities of school, government sector and community which established nearby. The company gave subsidies for activities on Children's day. In addition to the company and employees donated the old calendars to Saints Foundation for the blind in Thailand (Nakornratchasima branch), it's the annual activity of the company.

7. Safety Policy : The Company appointed the Occupational Health and Safety and Environment

Policy as follow;

1. To produce standardized products for customer satisfaction.
2. Maintain the quality of environment and prevent the pollution caused by raw materials and production process including other related activities
3. Strictly follow laws and regulations related to the business.
4. Energy and resources efficiency is the duty of every employee
5. Providing resources; human resource, budget, tools and equipment which is necessary for improving and problem resolving in regard to the quality, safety, health, environment and security.

6. Determine to prevent injuries and disease from work and develop health and safety management system continuity.
7. Quality, safety, health, environment and society policy is distributed to employees and stakeholders.
8. Encourage all employees to participate in activities or projects regarding occupational health, safety and environment of the Company.
9. Continuous policy review and improvement to be suitable for the current situation by considering the impacts of employees and stakeholders.

8. Innovation and disseminate innovation

The Company has supported the employees for getting the innovation, then training all the private and public sectors. Including to give the opportunity for presentation their opinions that will increase efficiency their jobs. Which opinions are efficient and pass as, they will determine in a part of work in process.

CSR Activities of the Companies in 2019

In 2019, the company realized the importance of doing CSR so there are activities divided into 2 types are

1. CSR In Process
2. CSR After Process

The CSR In Process focuses on energy saving

1. SOLAR ROOFTOP PROJECT

Due to the company being continuously focusing on energy saving in this years, the board of directors has approved the budget for the solar panel installation project. This project will help reduce electricity consumption, electricity expenses while using natural energy so they assign the management team to study the information until the investment project is presented in the solar cell panel. The board of directors has considered the value and sustainability including the importance of using natural renewable energy that is available unlimitedly, helps reduce the amount of Co2 emission, not causes pollution and is environmentally friendly, so the project was approved in the second quarter of 2019. The management team has been continuing until the project was completed and started testing in the middle of December 2019. The project is expected to be able to reduce the cost of electricity for the company by approximately 300,000 baht per month for the company's solar panel installation project this time. The pilot of the operators is in the area of Band Krabao Sub-district which is considered the first operator that has solar cell panels installed and is another pride of the company that is a model for using natural renewable energy for communities in the area where the company is located.



Moreover, there are activities to raise awareness for employees as following.

2. Energy saving campaign in the organization named “Closed When Not In Use” is to make good habits in life which is an ongoing activity for creating awareness among personnel in the organization to be a part in reducing electricity usage.

3. Products’ production by showing social responsibility and being innovative of the company



The company produces a bottle of polylactic acid compostable plastic (PLA) which is biodegradable plastic produced from natural materials such as sugar cane, corn or cassava which can decompose by themselves and return to nature without being harmful to the environment (The degradation depends on the duration of the degradation, microbial environment, temperature and appropriate humidity)

But most PLA resins are imported from foreign countries resulting in a high price so it is not yet popular among entrepreneurs.

Presently, the company has some customers who buy packaging in this group to produce as a finished product to sell to premium consumers.



CSR After Process In 2019

The main objective of doing CSR is focusing on the environment



1. The Company organized activities with the goal of personal in the organization to participate In the last year.

1.1 Organizing activities forwarding to external agencies by passing used tubes in order to make pillows for bedridden patients. In this project, the company has publicized to invite employees in the organization to join and create value by changing “garbage” to be valuable and beneficial to others, just by changing our behavior which has received good response until the company has passed the good deeds in this time.

1.2 Forwarding the used desktop calendar to be braille media for the visually impaired by collecting the used desktop calendar from the employees in the company for delivery to the Department of National Parks, Wildlife and Plant Conservation. The used desktop calendar donating will be an ongoing activity the company annually.



Organizing Annual Activities by Participating with Government Agencies and Local Groups

In 2019, the company has launched the project “PDG Care Challenge #1...1 ton of mangrove forest restoration and bring back marine life by the collaboration with Mangrove Forest Resources Research and Technology Transfer Center², Samut Sakhon Province, and PRODIGY PUBLIC CO.,LTD. Including Tha Chalom Club to participate in collecting 1 ton of garbage in the mangrove forest within 1 day.

The purpose of organizing activities is to raise awareness of waste disposal that affects living organisms and cause a large amount of waste crisis in the present without appropriate management for the benefit and value of each type of waste. This 1 ton of waste collection will be forwarded to the municipality to separate the waste and recycle the waste for further processing.



This activity is one part that the company wants to talk about by going to the actual area and cultivating the participants to realize the garbage disposal and waste management by changing behavior and awareness about the impact on society, communities and the environment .

Although the plastic bottle which is the main product of the company, it will become a social defendant. However, if consumers are able to have proper waste management and proper disposal behavior, plastic waste may not be a problem that affects communities and the environment anymore.

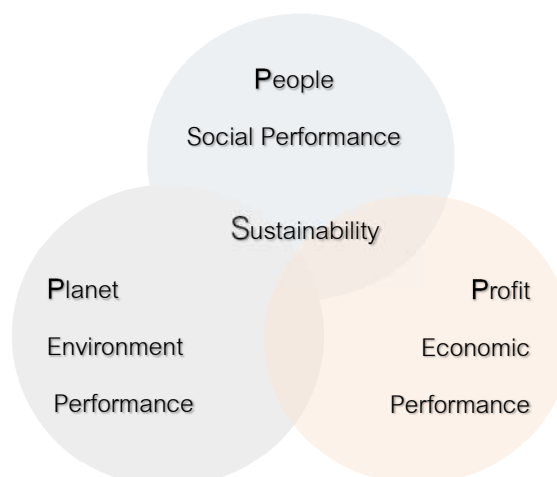
In terms of the company recognizing and supporting the organization's activities in the area of waste separation and disposal of waste at specified points, the company will start from a small point, namely the employee's body, in order to be accustomed to being used until being able to be continued in daily life.

The CSR in the Business Stakeholders

It is a combination of doing CSR with business operations.

1. Supplier selection with clearness and fairness to trade partners.
2. Production and distribution of products that do not take advantage of the customers by considering the price reduction for customers. When raw material prices significantly decreased or even if the raw material price has increased, the company will inform customers in advance before adjusting prices so that they have time to plan and manage.
3. Accounting and financial management have a strict check and balance system to create responsibility for creditors and debtors.
4. According to marketing management, providing product information and features are presented to customers for considering and looking the whole picture of the supply chain system to expand and create value which is important that the company does not overlook.

As the company realizes that providing knowledge as expert information to customers will be a part that Will create a wide range of knowledge and can be continuously extended and will bring new innovations, it is a part of social responsibility which is regarded as a creative CSR which the stakeholder gets involved in business.



The Occupational Health and Safety

The company intended for the organization it's no accident at work. It was set a part of risk management. The safety health is the first for our company which determined KPI of employee performance, to arrange monthly report for management including to monitoring and reviewing of performance. The prevention is better than cure, it's principle of work.

In 2019, amount of accident at work that the staff must to absent from working 1 person. Then, the total period of safety 248 days.

The company has been conscious the safety and decreasing the accident all the parts such as operating manual machine, operating carefully to ensure the proper use of machine, safety information and all other precautions.



Beside of, the company has arranged annual training about Basic Fire Fighting and Evacuation Fire Drill Training and First Aid Training for employees.

In addition the safety at working, the company realized the importance of the health's employees, so the Annual Health Check up has determined for employees and joined with the Government campaign such as Drug free enterprise and announcement the prevention and solution to drugs problems policy.



The Quality Occupational Health and Safety

The Company's sole concern is to ensure the safety of its employees including operated to involve with stakeholders. Our principle of working transparency, ethics and the check out that's policy as follow:

1. To produce standardized products for customer satisfaction.
2. Maintain the quality of environment and prevent the pollution caused by raw materials and production process including other related activities
3. Strictly follow laws and regulations related to the business.

4. Energy and resources efficiency is the duty of every employee
5. Providing resources; human resource, budget, tools and equipment which is necessary for improving and problem resolving in regard to the quality, safety, health, environment and security.
6. Determine to prevent injuries and disease from work and develop health and safety management system continuity.
7. Quality, safety, health, environment and society policy is distributed to employees and stakeholders.
8. Encourage all employees to participate in activities or projects regarding occupational health, safety and environment of the Company.
9. Continuous policy review and improvement to be suitable for the current situation by considering the impacts of employees and stakeholders.

Corporate Social Responsibility

The Company supported, people had a job especially the community and near location. The part of our employees have been living in community or near location. We have realized in creative people with the potential development, encourage better quality of life, setting a career for them, getting income that will reduce the community problems.

The Company have given them the opportunity who live in the community have been to joint the work in company (the applicants must pass selection criterion of the Company). That's good effected both company and community the employees have been better quality of life that help maximize our operational efficiency.

Beside of the employees would be aware the environment they will be thoughtful no impact to environment both company and community.

The company interned sustainable and development , so we take into account all factors that will promote the company's sustainable growth.



The company joined with Mai Forum 2019 on July 13th, 2019. That's the annual activity about investor relation. This event arranged by Thai Listed Companies Association, Mai Forum 2019 was evidence event model of global warming. The campaign about travelling by public transportation, it could be energy saving and using

technology, to QR Code system for register that reduced quantity of papers for registration, saving electric energy via regulate higher temperature of air condition.



The company focuses development the organization to sustainable by jointed to activities that supported sustainability. The company considered of factors surrounding that's component carry forward for the company will be constant and sustainable growth.


The company have gotten compliance corporate governance for sustainability of business conduct that corporate governance policy separate 5 sections as follow.


Section 1: Rights of Shareholders


Valuing the rights of shareholders, the Company encourages them to exercise their rights. Their fundamental rights include the right to purchase, sell, or transfer stocks, right to earn a part of the Company's profit in the form of dividends, right to receive sufficient information, right to attend the shareholders' meetings and exercise their right to vote for appointing or dismissing the directors, appointing the auditors, and matters that affect the Company, such as the dividend allocation, formulating or amending regulations or Memorandum of Association, increasing or issuing new stocks, and approving significant transactions.




The Company sets the policies to support and facilitate the shareholders as below:

-  The Company sends the invitation letters, along with the reference documents, to the shareholders at least seven days in advance or within the timeline indicated by law or notices. The letters provide date, time, venue and related regulations of shareholders' meetings. The letters must also include the agenda with the explanation and rationale, the Board's comments, proxy form indicated by the Ministry of Commerce and the list of independent directors who will act as the proxies for the shareholders and attend the shareholders' meetings if the shareholders cannot join the meeting themselves. Furthermore, the Company discloses the important information on its website before the meetings.

 Before the meeting, the Company informs the shareholders of the voting criteria and counting method. After providing information of each agenda, the Chairman of the meeting gives the shareholders a proper amount of time to express their comments and ask the Company questions. The directors and management participate in the meeting to listen to their comments and suggestion as well as answering the questions, which can be submitted before the date of meeting.

 If the meeting consists of many agendas, such as appointing the directors, the agenda will be voted one by one.

 After each shareholders' meeting, the company makes the accurate and complete minutes, consisting of the voting process, Q&A and the voting result of each agenda – agree, disagree and no comment. It also records the list of participating and absent directors.

The report on voting result will be displayed on the website of the Stock Exchange of Thailand within the same day the meeting takes place or at 9 a.m. of the next working day as the latest. The report of shareholders' meeting will be submitted to the Stock Exchange of Thailand within 14 days after the meeting and be uploaded on the Company's website.


In addition to the shareholders can contact the company via email: ir@prodigy.co.th , Line, website: www.prodigy.co.th or Tel.034-332611-2


Section 2: Equitable Treatment of Shareholders





The Company equally and fairly treats all shareholders, including managerial, non-managerial, foreign and individual shareholders under the following principles:

 The Company sends the English invitation letter together with Thai version.



 The Company conducts the meetings in sequence as indicated in the invitation letter and will not propose additional agendas without early notice unless necessary, especially the agendas that the shareholders need sufficient time to review before making any decision.

 The Company allows the minority shareholders to nominate the directors under the Company's criteria by submitting the names, along with their letter of consent, to the Chairman of the Board.

-  The Company encourages the shareholders to vote for each agenda with the ballots, which are collected in the shareholders' meeting to count the votes and are stored by the Company to ensure the transparency and verifiability.
-  The Company values the accurate, complete and timely information disclosure to all shareholders via the website of the Stock Exchange of Thailand and the Company.
-  It is the Company's policy to prevent the directors and management from misusing the inside information for their own or shareholders' benefits.
-  It is the Company's policy to prevent the directors with conflicts of interest from participating in those meeting agendas.

Section 3: Roles of Stakeholders

The Company respects the rights of all stakeholders', namely customers, employees, business partners, shareholders or investors, creditors and surrounding communities, including other groups, namely competitors and independent auditors. It therefore fairly treats these stakeholders because it believes that the good relations with all of them will promote the Company's sustainable growth.



Shareholders

1. The Company is obliged to encourage the shareholders to exercise their rights. Their fundamental rights include the right to purchase, sell, or transfer stocks, right to earn a part of the Company's profit in the form of dividends, right to receive sufficient information, right to attend the shareholders' meetings and exercise their right to vote for appointing or dismissing the directors, appointing the auditors, and matters that affect the Company, such as the dividend allocation, formulating or amending regulations or Memorandum of Association, increasing or issuing new stocks, and approving significant transactions.
2. The Company is obliged to encourage the shareholders to exercise their rights In the Annual General Meeting of Shareholders, such as right to nominate the directors and right to comment or ask questions related to the meeting agendas.
3. The Company will not do anything that violates or lessens the rights of shareholders, such as will not send the important information or documents before the shareholders' meetings and will not add the important agenda or change the crucial information without informing the shareholders in advance.

Employees

1. The Company offers the employees fair remuneration based on their performance. The evaluation is fairly conducted under the Company's criteria.
2. The Company has the policy on personnel develop by training the employees and management within the organization and assigning them to join the outsourced trainers in the topics related to their work.
3. The Company is obliged to maintain the hygienic work condition, which benefits the effective work and is safe for the employee's lives and assets.
4. The Company is obliged to guard the employees' privacy by not revealing their personal information, such as salary and medical record, to outsiders, except obligated by law or regulations.

Customers

1. The Company is obliged to build good customer relations and long-term cooperation by adhering to principle of integrity.
2. The Company focuses on providing the customers with the greatest satisfaction and confidence by delivering high-quality products and service, which are safe for the consumers and comply with the regulations. It also strictly follows the terms and conditions made with the customers.

The company arranged customers' satisfaction assessment in every year for customers were feedback to company that's get the results for improved efficiency and effectiveness. The customers will get satisfaction. In 2019, the result of customers' satisfaction assessment via there are 3 items for assessment as below:

<i>Items</i>	<i>Point Average (full point 4)</i>
1. Quality of products	3.67
2. Delivery of products	3.70
3. Services	3.70
Average	3.70

Business Partners and Creditors

1. Considering the equality, fairness and integrity in business conduct, the Company strictly complies with law and mutual agreement.
2. Maintaining the business ethics, the Company will not dishonestly request, receive, or pay any benefits to the business partners.

Competitors

1. It is the Company's policy to support and promote the free and fair competition.
2. The Company treats the competitors by adhering to the law and best practice. It will not tarnish their reputation by slandering them with false accusation or doing anything unfair to the competition.

Government Agencies

1. It is the company's duty to abide by the related law and regulations.
2. The Company values the transparency and integrity when contacting the government officials and government agencies. It formulates the policy not to bribe the government officials in any kind to facilitate or benefit the Company.

Environment, Society and Communities

1. It is the Company's policy to conduct the business with environmental responsibility. In addition to the environmental saving, it promotes the energy efficiency.



2. The Company has the policy to conduct the business by taking the quality of society and communities into consideration and strictly abiding by law and regulations.

The stakeholders can ask for the Company's information or make the complaints to the Audit Committee by mailing to the Secretary Office, in the Company's address, or sending e-mail to thitikan@prodigy.co.th. The complaints will be kept confidential and the Audit Committee will have the issues examined, propose the solution, and report it to the Board.

Section 4: Disclosure and transparency

The Company values the complete, correct, timely and transparent information disclosure so that the shareholders and stakeholders equally receive the credible information. Moreover, it regularly updates the information on its website.

It is the Company's policy to disclose the important information to the public, for example vision and mission, nature of business, list of the Board and management, financial statement, financial report, risk factors, risk management policy, risk management methods, direct and indirect shareholding of the directors, major

shareholders and top management, audit fee and other service fee of auditors and the remuneration of Board and management.

The shareholders, investors, securities analysts and public can contact Ms.Thitikan Sa-nganetpetch at Tel. (034) 332611-2 or e-mail: ir@prodigy.co.th for the Company's information.

In 2019, The company management interviews through various media in order to inform investors and related parties about the progress of the company's operations including the preparation of newsletters for distribution on the company's website. For those interested, can access the various information of the company at www.prodigy.co.th

Section 5: Board Responsibilities

As of December 31, 2019, the Company's management structure consists of the Board of Directors and four sub-committees, namely Audit Committee, Nomination, Remuneration and Corporate Governance Committee, Risk Management Committee and Executive Committee, to ensure the Company's and shareholders' long-term and maximum interest.

Board Structure

The Board consists of knowledgeable and capable directors with various experiences. They consider the important matters related to the Company's management. All directors are free to express comments in the shareholders' meetings and vote for agendas to ensure the proper, effective and transparent business conduct.

As of December 31, 2019, the Board consists of nine directors. Four of them are independent directors. The independent directors must account for one third of the Board and more than three. The directors must not have the prohibited characters based on the notice of Securities Exchange Commission no. Gor.Jor. 8/2010 under the subject of the directors' and management's the lack of credible character and other related laws.

Board's Role, Duties and Responsibilities

The Board has duty to consider and approve the significant matters related to the operation, such as vision and mission, financial target, risks, plan and budget. It also supervises the management to ensure the efficient and effective operation in compliance with the policies and plans. The Board uses judgment to decide and work with caution, responsibility and integrity to ensure the Company's long-term benefits.

Board's Self-Assessment

The Board of directors will arrange a self-assessment on an annual basis to evaluate the performance and to find ways to increase the efficiency of the board of directors.

Evaluation Topics	Percentage
Section 1 Structure of the Board	95.00
Section 2 Board Readiness	92.70
Section 3 Roles and Responsibilities of the Board	95.83
Section 4 Risk management and Internal Control	95.56
Section 5 Supervision to Prevent conflicts of interest and Delegation of Authority	97.33
Section 6 Board Meeting	97.78
Section 7 Duties of the Chairman	97.78
Section 8 Director's Self-Development and Executive Development	94.67
Average Percentage	95.83

In addition to the self-assessment of the managing director's performance in 2019 is with the following evaluation topics.

Evaluation Topics	Percentage
Section 1 Leadership	93.33
Section 2 Strategy Compliance	83.33
Section 3 Financial planning and performance	100.00
Section 4 Relationship with the Board	100.00
Section 5 Internal relations	100.00
Section 6 Administration and Personnel Relations	100.00
Section 7 Product Knowledge	100.00
Section 8 Personal Characteristics	95.00
Average Percentage	95.17

Remuneration of Directors and Management

The Company clearly sets the Board's remuneration, which must be approved by the Annual General Meeting (AGM). The directors, who are assigned with more duties and responsibilities, such as also being the Audit Director, will receive the suitable remuneration for those duties and responsibilities. The consideration must be based on the Company's ability and the management's remuneration must be linked with the Company's performance and the operation of each management each year.

Board's Meetings

Board's Meetings focuses on quarterly tracking and verifying the performance and report from Audit Committee so that the Executive Committee can consider and operate to ensure the Company's best interest. The Board should also report the Company's major operational risks.



In each Board's meeting, the Board's secretary works on the agendas and sends the documents to the Board at least seven days before the meeting. This includes the minutes, with suggestions and comments of each sub-committee, such as the Board, Audit Committee and Executive Committee. Overall, the Company takes the minutes and submits it to each director as seen appropriate. The minutes is systematically filed, with the Board's verification and ready for the examination by the Board or related parties.

In 2019, Board of director reviewed vision mission and strategy of company that's suitable with business and situation, the resolution's Board of director the vision mission and strategy of company have yet appropriated in present.

Internal Control System

The Company focuses on an effective internal control system, which conforms to the principles of good corporate governance having a transparent, fair and reliable operating system with an auditable checks and balances. This will lead to the ultimate benefits for shareholders, employees, business partners, communities and all concerned parties.

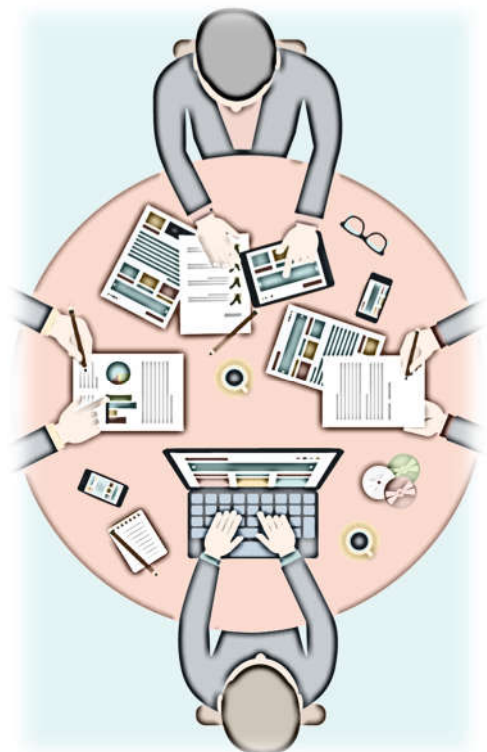
The Company has designated AT and A Management Co, Ltd. to audit and assess its internal control system, and it applies the monitoring and assessment results to constantly improve its internal control system. The Audit Committee could follow up the operational efficiency of company. The meeting of audit committee determined agenda the report of result's internal audit in each quarter. The audit committee appointed the accounting and financial Manager who serve as coordinate audit committee, internal audit and each department of company.

The auditors' notice of company about internal control in a part of accounting system. The EY office Co.,Ltd. was the company appointed from shareholder as the auditors in 2019 for financial audit in 2019. The auditor gave the opinion about internal control system a part of accounting. The financial audit of company as 31 December 2019 according to auditing standard performed in opinion, the financial statement referred to above present fairly, in all material respects, the financial position of company, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

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Assessment of the Adequacy of the Internal Control System

At the Board' meeting no. 1/2020 held on February 19, 2020, which was attended by the entire Audit Committee, the adequacy of the Company's internal control system was considered in five areas: organization and the environment, risk management, operational control of the management, the information and communication system and the monitoring system. The opinion of Board that the Company had an internal control system that was adequate, suitable and consistent with the Adequacy Assessment Form for the Internal Control System of the Office of the Securities and Exchange Commission.



Connected Transactions

The Company's connected transactions with persons who might have conflicts of interest within the fiscal year, which ended on December 31, 2019 compared to the previous fiscal year, which ended on December 31, 2018, are summarized below.

Parties with Potential Conflicts of Interest	Nature of Relationship	Nature of Transaction	Transaction Value (Million Baht)		Necessity and Reasonableness
			End of the Fiscal Year December 31, 2019	End of the Fiscal Year December 31, 2018	
1. Thai Vegetable Oil Public Company Limited (TVO), a manufacturer and distributor of soybean oil and soybean meal.	TVO is the Company's major shareholder and shares the same directors, Mr. Visuth Vitayathanagorn and Mr. Vachara Vitayatanagorn.	The Company sells PET packaging to TVO and set the selling price and trade conditions based on market price, which are same as those the Company offers to other customers.	311	329	The sale of packaging is the Company's normal transaction. The Company sells PET packaging to TVO with the same price and trade conditions as those the Company offers to other customers. The Audit Committee sees that the transaction was normal and reasonable.
		Discount on Sales of goods	-	2	
		Account receivables from packaging sales	Balance brought forward 63 Increase 311 Paid 310 Remaining 54	Balance brought forward 67 Increase 329 Paid 343 Remaining 53	
		Other payables-Discount on Sales of goods	-	-	
2. Thai Edible Oil Company Limited (TEO), a manufacturer and distributor of high quality products, including rice bran oil, defatted rice bran oil, and other rice bran products.	TEO is the Company's major shareholder and shares the same director, Mr. Pramote Santiwattana.	The Company sells PET packaging to TEO with price and trade conditions based on market price, which are the same as those the Company offered to other customers.	30	27	The sale of packaging is the Company's normal transaction. The Company sells PET packaging to TEO with the same price and trade conditions as those the Company offers to other customers. The Audit Committee sees that the transaction is normal and reasonable.
		Account receivables from packaging sales.	Balance brought forward 3 Increase 30 Paid 30 Remaining 3	Balance brought forward 3 Increase 27 Paid 27 Remaining 3	