

แบบแสดงรายการข้อมูลประจำปี 2564

56-1 One Report 2021



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Table of Contents

	Page
Message from Chairman	2
PART 1 STRUCTURE AND BUSINESS OPERATIONS	3
1. Structure and Business Operations	4
2. Risk Management	17
3. Driving Business for Sustainability	24
4. Management Discussion and Analysis of Operating Results	38
5. General Information and Other Significant Information	43
PART 2 CORPORATE GOVERNANCE	46
6. Corporate Governance	47
7. Governance Structure and Important Information about the Board of Directors, Sub-Committee, Management, Employees and Others	55
8. The Report of Corporate Good Governance	66
9. Internal Controls and Related Party Transactions	79
PART 3 FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021	92
PART 4 CERTIFICATION OF INFORMATION AND DATA ACCURACY	174
Attachment 1 Information of the Board of Directors, Management, Chief Financial Officer and Company Secretary	176
Attachment 2 Details of Directors of Subsidiaries	193
Attachment 3 Details of Head of Internal Audit	195
Attachment 4 Assets for Business Undertaking and Details of Asset Appraisal	198
Attachment 5 Corporate Governance Policy and Practice and Business Code of Conduct	201
Attachment 6 Audit Committee Report	203
Attachment 7 Charter of the Board of Directors and Sub-Committees	206
Attachment 8 Nomination and Remuneration Committee Report	208

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

Message from Chairman

Dear Shareholders,

The previous 2021 was a challenging year as we, N.D. Rubber Public Company Limited (“the Company”) had to encounter economic fluctuation due to several situations; concerns on worldwide pandemic of COVID-19 virus, price war in oil global market, and higher price of all kind of raw materials, resulting in globally economic contraction, diminishing export value, plummeting logistic and tourism service provisions and causing Thailand and its partner countries’ economic to shrink.



The Company have been determining to engage business to achieve continuous and sustainable operation growth for accomplishment of our corporate goal as can be seen from the Company investing in a new business on electric motorcycle manufacturer. This is an extension of the existing business and enhances the Company’s growth potential. The Company is aware of the changing of the world situation and continues to monitor and prepare a response plan to adjust its strategy to suit various situations. In addition, the Company is committed to management according to the principles of good governance with the responsibility to all stakeholders and emphasize on conducting business with transparency and fairness, continuous improvement in good corporate governance in accordance with the management approach for sustainable growth with social responsibility.

In 2021, our total revenue is 851,472,091 Million Baht, net profit of 41,904,072 Million Baht, equal to 0.13 Baht per share (as specified in consolidated financial statement) resulting from the adjustment strategies to keep pace with various situation that arise, reflect that although the Company has to face difficult situations, but the Board of Directors together with all employees have put their energy and afford to take the organization through the crisis in 2021 once again.

Ultimately, on behalf of the Board of Directors, I hereby express my gratitude towards all shareholders, partners, financial institutes, business partners and everyone for your consistent and great support for our business operation. Please be assured that we, the Board of Directors, will always perform our duties with full responsibilities and capabilities for assuring sustainable growth and shareholders’ returns.



Mr. Pongsak Swadwan
Chairman



PART 1

STRUCTURE AND BUSINESS OPERATIONS

1. STRUCTURE AND BUSINESS OPERATIONS

1.1 Structure and Business Operations

1.1.1 Vision, Mission, Strategies and Goals in Business Operation

Vision

NDR aims to enhance products, services and business through continuous development processes for sustainable growth.

Mission

We will implement continuous improvement processes in all activities of the organization to provide products and services that meet the needs of consumers and are environmentally friendly.

Strategies

- Encourage all departments to continually review the development process and apply in the main tasks that need to be done on a regular basis.
- Use modern technology to optimize the production process and environmentally friendly.
- Innovate to add value to the product to meet consumer needs.
- Promote activities to develop stakeholders as well as conducting business by adhering to transparency and fairness to trading partners throughout the supply chain.
- Seeking new partners to create opportunities and reduce the risks to the business.
- Looking for new business partners to expand or step into new businesses.
- Increase the decision-making power of employees to increase the conceptual framework, give employees more creative freedom and create an innovative culture.

Goals

We aim to be an organization with sustainable growth with good corporate governance principles, conducting business with consideration for the environment and society for the best interests of all groups of stakeholders.

1.1.2 Important Changes and Developments

Year 2014

March Completed tire mixing building and set up a compound mixing machine

- April Made a memorandum of understanding with Thai Suzuki Motors Co., Ltd. to manufacture and sell motorcycle tire in local OEM is currently under patent registration.
- May Increase registered capital another 65.0 M. shares, share value at 1.0 Baht, total registered is 215.0 Million Baht and registered its conversion into Public Companies.

Year 2015

- January Share listing with mai open for public
- May Completed tire mixing building and set up a compound mixing machine
- May Made a memorandum of understanding with CEAT Limited a customer in India to manufacture tire under "CEAT" trademarks.

Year 2016

- April Launching new product. It's new innovation to replace Tubes, In the name of "AIR LOCK", of which Safety and saving is better than Tubes.
- October Installation the Solar Cells System for 99X KW. The purpose is for own consumption.
- November Making agreement with partners to establish the joint venture company for manufacturing Car Tires.
- December Established the joint venture company "Mascasey Trading Company Limited" for increase sales channel for Motorcycle Tires and Motorcycle Tubes.

Year 2017

- November Established a subsidiary company in the name of N.D. Energy Fusion Co., Ltd. Its main business is designing, research and development and distributor of electricity transmission equipment both wired and wireless to support all types of applications.
- December Negotiations on the acquisition of all shares of Fung Keong Rubber Manufactory (Malaya) Sdn Bhd ("FKRMM"). The transaction is expected to be completed by February 2018.

Year 2018

- February Officially holding all shares of Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd.

Year 2021

- May Invested in ETRAN (Thailand) Co., Ltd., a manufacturer and distributor of electric motorcycles in Thailand.

1.1.3 Objective funding from the resolution of the 2021 Annual General Meeting of Shareholders held on 31 March 2021 which approved the increase of registered capital by General Mandate to specific persons as follows:

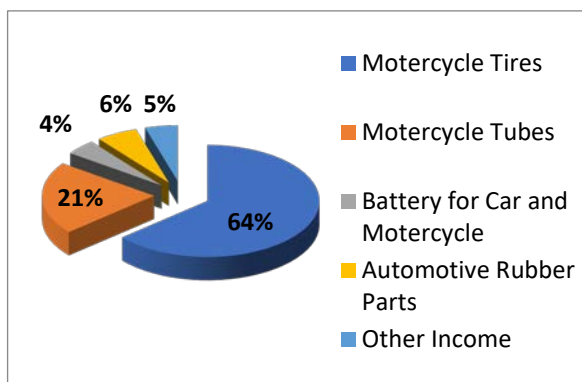
Funding	Estimated Amount of Money Spent	Estimated Time Spent	Details / The Progress of Money Spend
To invest in ETRAN (Thailand) Co., Ltd.	60,200,000 Baht	Within the date of the next Annual General Meeting of Shareholders or within the date the law requires the Company to hold the next Annual General Meeting of Shareholders (whichever comes first).	On 8 June 2021, the Company acquired shares in ETRAN (Thailand) Co., Ltd., investment value of 60.2 Million Baht or 35% of paid-up capital.
To invest in ETRAN (Thailand) Co., Ltd.	26,229,560 Baht	Within the date of the next Annual General Meeting of Shareholders or within the date the law requires the Company to hold the next Annual General Meeting of Shareholders (whichever comes first).	On 29 November 2021, the Company purchased newly issued ordinary shares of ETRAN (Thailand) Co., Ltd. with total investment value of 40,133,100 Baht to maintain the shareholding proportion, representing 35% of the paid-up capital, which is an investment from the shares sell to specific person in the amount of 26,229,560 Baht and from the Company's working capital 13,903,540 Baht.

1.2 Nature of Business

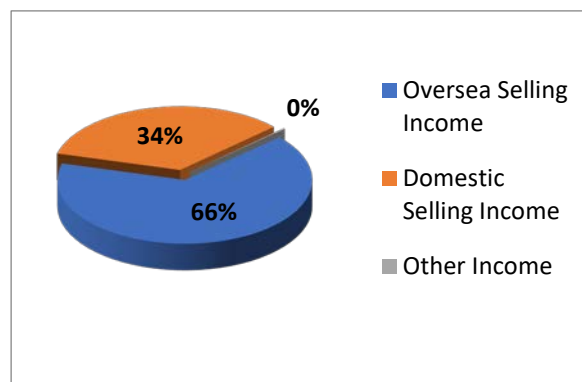
1.2.1 Revenue Structure

Product sales revenue structure divided by type of products of the Company and divided by geography in the past year as follows:

Revenue Structure by Product

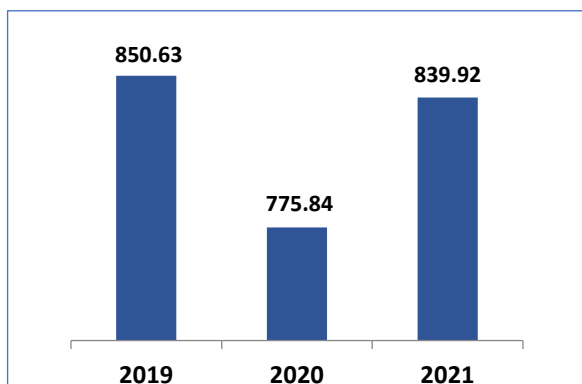


Revenue Structure by Geography



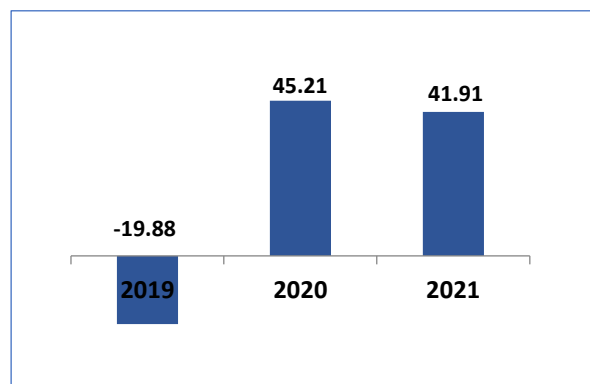
Sales Revenue

Unit : Million Baht



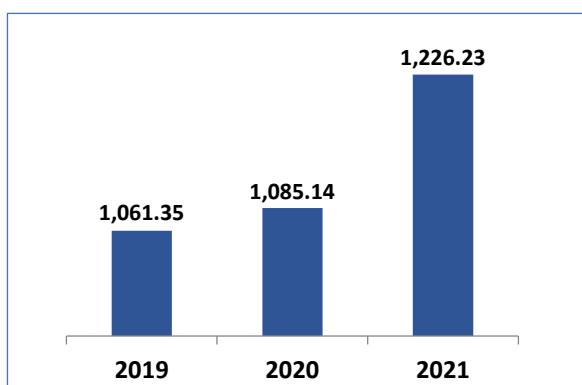
Profit for the Year

Unit : Million Baht



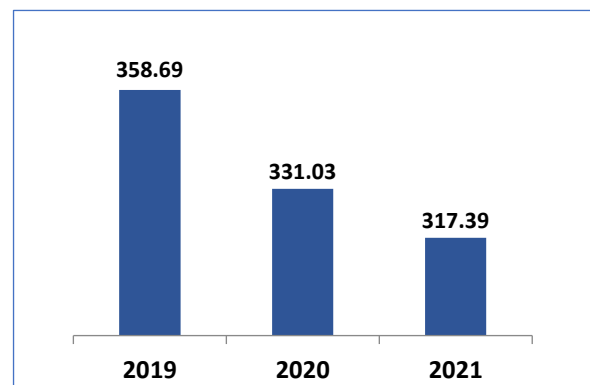
Total Assets

Unit : Million Baht



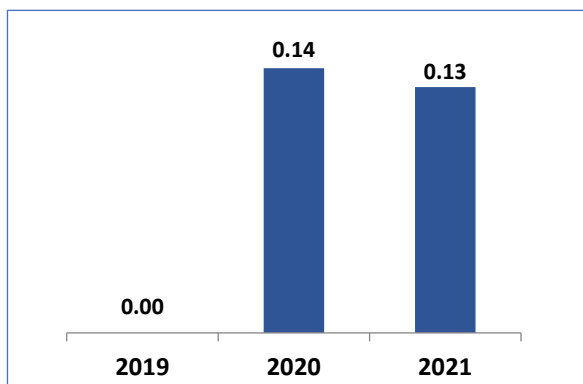
Total Liabilities

Unit : Million Baht



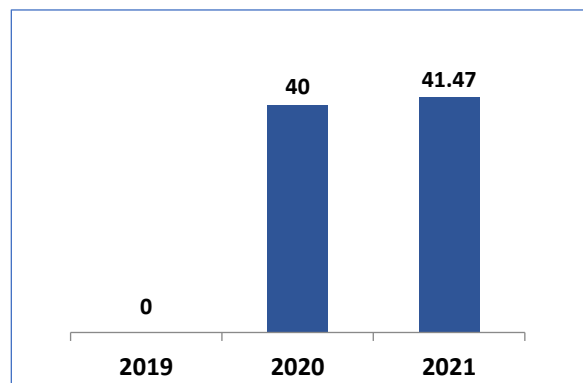
EPS

Unit : Baht per Share



Dividend Payment Ratio*

Unit : Percent



* Profit for the year attributable to owners of the parent.

1.2.2 Description of Products

1.2.2 (1) Product Characteristic

N.D. Rubber Public Company Limited

The Company manufactures and distributes motorcycle tires and tubes to both Original Equipment Manufacturer (“OEM”) and Replacement Equipment Manufacturer (“REM”) for both domestic and overseas market in various types according to usage. In addition, AIR LOCK, an innovative product, is also produced and sold to replace inner tube.



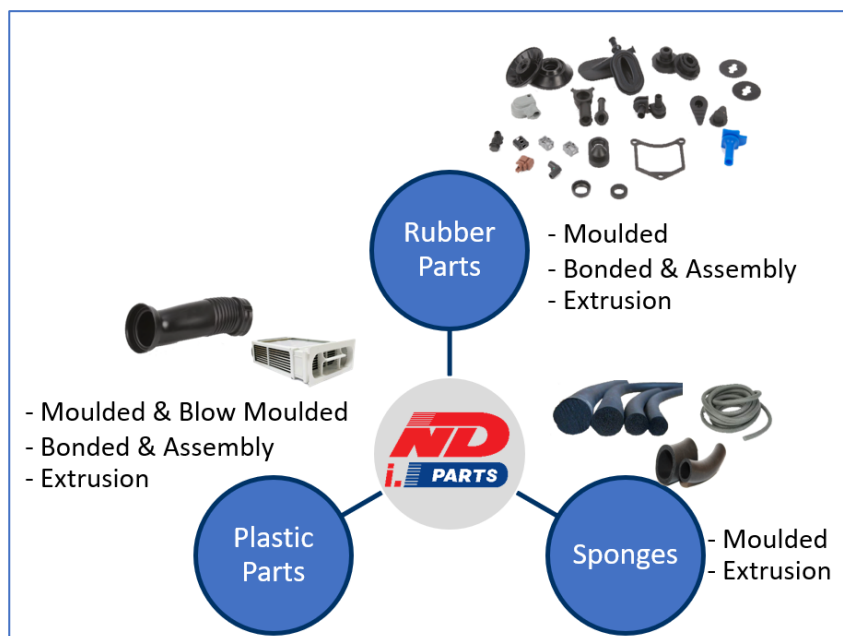
NDR is also a distributor of FB car and motorcycle batteries which will be sold to the related companies to increase the distribution channels and be traded according to the market price. The motorcycle battery will be sold to the dealer which is mostly a distributor of tires and motorcycle tires.

N.D. Interparts Company Limited

Operates the business of manufacturing and distributing rubber parts for automotive use and electronic equipment. Part characteristics can be classified by 2 manufacturing methods as follow:

Rubber Compression Method The workpiece is formed by compression molding process to produce a range of precision rubber molded components. The characteristic of workpiece will be the same as original mold. Part in this category is O-ring, seal, rubber sheet and bush.

Rubber Extrusion Method The production of rubber parts by extrusion process through die. Part in this category is door gasket, glass gasket and rubber pipelines



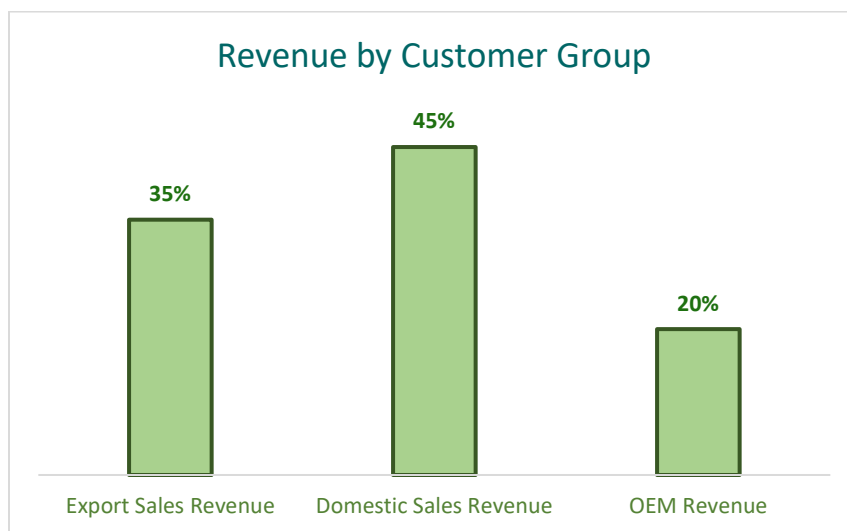
1.2.2 (2) Marketing and Competition within the Industry

Marketing Policy

Products in the motorcycle tire industry is classified as a “Me Too” product, which is a product that can be replicated which may be differences or distinctive features that are not very different. Therefore, it is classified as a group of industries that use product prices as the main competitive mechanism in the market. The Company therefore has clearly defined marketing policies as follows:

1. Target Group

The Company also focuses on expanding its business into foreign markets. Currently, our products are sold to Cambodia, Myanmar, Laos, Philippines, South Korea, Malaysia, etc. The Company also has a group of OEM customers, which consists of customers from motorcycle manufacturers and customers who request NDR to produce motorcycle tire and tube under their desired brand. In 2021, the revenue ratio is divided by customer group as follows:



2. Product Quality

The Company focuses on the quality of products that meet the needs of consumers including setting a fair price structure which suitable with product quality and able to compete in the market, and most importantly, all types of products must be certified according to industry standards as well as being certified by the standards of the partner countries that the Company produced and exported to those countries.

3. Market Survey/Consumer Needs

Although this industry is a “Me Too” product category, in order to differentiate itself from competitors, market surveys or consumer behavior surveys is the main strategy that the Company attaches with great importance in order to truly reach and understand the needs of consumers.

4. Research and Development

Research and Development Department that coordinates with the Marketing Department reflects the Company's focus on product development to truly meet the needs of consumers. In-depth information is collected and analyzed in order to formulate a product design, including the use of modern technology in the design to obtain quality products and create the highest satisfaction for consumers.

5. Brand awareness communication is the key to building recognition to create confidence in products and services, make the product valuable in the minds of consumers. The Company has two main communication strategies as follows:

- Online
 - Communication through social media to be in line with current consumer behavior
 - Public relations through mass media or news agencies
 - Influencer to communicate to draw attention in the product to target consumers
- Offline
 - Marketing promotion activities with distributors
 - Participating in Motorsport/Racing
 - Organizing seminar with distributors to build relationship
 - Joining road show/exhibition

Competitive Situation in the Market

As motorcycle tire industry is a product that is not much different in appearance and properties, and it is a product that can be used interchangeably causing consumers mainly choose products based on product price, resulting in product price being the main factor in competition in the market.

In addition, Thailand is a country that is open to trade liberalization. In the old days, products from other countries that were imported to sell in Thailand, must have to pay import tax, but at present, Thai government policies have allowed foreigners to set up factories in Thailand which is considered to increase the fierce competition because the factory of Thai nationality have to fight against foreign capitalists who set up factories in Thailand. For example, a manufacturer from China who has expanded its production base to set up a factory in Rayong which is the largest, top five in the world. From now on, the competition in Thailand will intensify.

1.2.2 (3) Procurement of Products and Services

The Company's main raw material is natural rubber, accounted for about 18.96% of total raw materials, which been ordered from a major distributor in the south of Thailand which has a good relationship and business cooperation for more than 10 years.

Ordering raw materials from each manufacturer and distributor, the purchasing department produces a comparative data on the conditions of manufacturers and distributors once a year to use as a database for ordering. If new manufacturers and distributors enter during the year, the Company will compare with existing manufactures and distributors and stored as a database. However, the Company has a policy to distribute orders and will reduce the proportion of orders if it is found that too many raw materials are purchased from one supplier and will consider the quality of raw materials as an important factor. At present, the Company does not rely on manufacturers or distributors for more than 30% of the total raw material purchases and does not have a policy to enter into any monopoly contracts with manufacturers or distributors. As for the main raw material which is natural rubber, the Company will use the subscription method for approximately 2 months in advance to reduce the risk of price fluctuations.

The Company will produce products according to customer orders classified by product line. Details of production capacity and utilization are as follows:

No.	Product	Operated By	Unit	2019	2020	2021
1	Motorcycle Tire	NDR	Pcs/Year			
	Maximum Capacity			3,000,000	3,000,000	3,000,000
	Actual Production			2,073,604	2,004,800	1,958,077
	Capacity Utilization		%	69.12	66.83	65.27%
2	Motorcycle Tube	NDR	Pcs/Year			
	Maximum Capacity			7,200,000	7,200,000	7,200,000
	Actual Production			4,235,899	3,943,837	3,295,782
	Capacity Utilization		%	58.83	54.78	45.77%
3	Rubber Parts	NDI	Kgs/Year			
	Maximum Capacity			751,263	592,309	749,975
	Actual Production			211,551	151,355	279,571
	Capacity Utilization		%	28.16	25.55	37.28%

1.2.2 (4) Assets used in Business Operations

As of 31 December 2021, fixed assets that the Company uses for business operation has a net value after deducting accumulated depreciation equal to 564,777,494 Baht.

Fixed assets details are as follows:

Asset Type	Proprietary	Net value after deduction of accumulated depreciation (Baht)	Obligation
1. Land and improvements, Title Deeds Nos. 7913-4 and 7498, area 35,337 Square Wah (3 title deeds), located at Banbueng District, Chonburi Province to be used as factory building	NDR	33,305,828	Credit Guarantee
2. Land	FKRMM	72,006,555	No Obligation
3. Land and Improvement	NDR	146,542,976	Credit Guarantee
	FKRMM	84,660,927	Credit Guarantee
	NDI	683,948	No Obligation
4. Machinery and Equipment	NDR	187,772,853	No Obligation
	FKRMM	1,427,067	No Obligation
	NDI	8,799,895	No Obligation
5. Furnishing and Appliances	NDR	682,060	No Obligation
	NDI	177,966	No Obligation
6. Vehicle	NDR	6,915,409	No Obligation
	FKRMM	722,859	No Obligation
	NDI	4,434,686	No Obligation
	Financial Tenant	1,838,959	Financial Lease
7. Assets under construction/Installation	NDR	14,805,507	No Obligation
Total		564,777,495	

Intangible property details are as follows:

Type Trademark/Copyright	Owner	Product/Service	Registration No./ Country of Registration	Protection Duration
1. Trademark 2. "ND Rubber"	N.D. Rubber Public Company Limited	- Car Tire - Motorcycle Tire - Bicycle Tire - Car Tube - Motorcycle Tube - Bicycle Tube	Kor1542/Thailand	10 Years
3. Trademark 4. "SK"	N.D. Rubber Public Company Limited	- Motorcycle Tube - Motorcycle Tire	180129073/Thailand	10 Years
5. Trademark 6. "Chang"	N.D. Rubber Public Company Limited	- Motorcycle Tube - Motorcycle Tire	201108923/Thailand	10 Years

1.3 Shareholding Structure of the Company Group

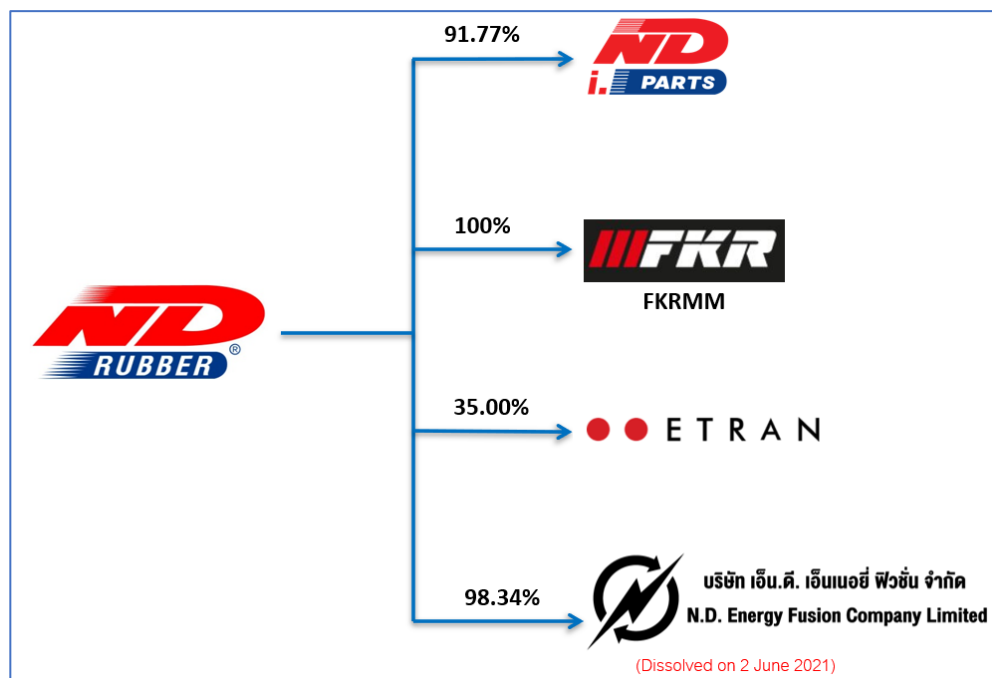
1.3.1 Shareholding Structure as of 31 December 2021

NDR started the business of manufacturing motorcycle tires by the Samrittivanicha family in 1994. Later in 2004, a subsidiary was established, N.D. Interparts Company Limited ("NDI") to engage in the business of manufacturing rubber parts for automotive use. Currently NDR holds 91.77% of the registered capital.

After that, NDR had an idea to produce new innovative products, so N.D. Energy Fusion Company Limited ("NDEF") was established in 2017 to carry out various research projects. NDR holds 98.34% shares. However, in June 2021, NDEF has registered its dissolution.

Subsequently, in 2018, NDR acquired all shares of Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd. ("FKRMM"), a major motorcycle tire dealer in Malaysia.

In 2021, NDR has invested in ETRAN (Thailand) Company Limited, a manufacturer and distributor of electric motorcycle in Thailand, where NDR holds 35% of the paid-up capital and is considered as associated company of the Company.



Information of the Company and its subsidiaries name, location of head office, type of business, telephone number and the amount of paid-up shares will be listed in Section 5, General Information and Other Significant Information.

1.3.2 Relationship with the Business Group of Major Shareholders

The Company's major shareholder is Consistent Recode Sdn. Bhd. ("CRSB"), a Malaysian juristic person, with Bank of Singapore Limited as a custodian, operating a financial service business and holding 24.95% of NDR's shares. The director of CRSB own FKRMM, which the Company acquired in 2018. In addition, the Company's main management is Mr. Chaiyasit Samrittivanicha and Mrs. Thunyarat Samrittivanicha, and the Samrittivanicha's Family as the major shareholder holding shares in aggregate 51.96%. The group has many types of business which will have some connected transactions as normal transaction. The details are shown in the Connection Transaction section.

In this regard, the Company's core business operations are not related to or significantly related to the business operations of major shareholders.

1.3.3 Major Shareholders

1.3.3 (1) The Company's 10 major shareholders as of 12 March 2021 (latest book-closing Date)

Name of the shareholders	As of 12 March 2021	
	No. (Share)	Percentage
Samrittivanicha Group		
Mrs. Nittaya Samrittivanicha	75,093,202	23.81
Mr. Chaiyasit Samrittivanicha	73,351,012	23.26
Mrs. Thunyarat Samrittivanicha	15,432,300	4.89
Samrittivanicha Group	163,876,514	51.96
10 Other Major Shareholders		
BANK OF SINGAPORE LIMITED	78,695,100	24.95
Mr. Somchai Vichitsaengrat	5,200,000	1.65
Ms. Kornchana Intrachaiya	2,600,000	0.82
Mrs. Kesuree Suntorn	2,105,287	0.67
Mrs. Sukunya Wongnak	2,100,000	0.67
Mr. Pornsak Ratanalertpaiboon	1,766,700	0.56
Mr. Supoj Tungchalermkul	1,700,000	0.54
Mrs. Varunee Soontornkijprapai	1,217,400	0.39
Ms. Kanoknart Ratanasuwanchart	1,212,062	0.38
Thai NVDR Company Limited	1,170,656	0.37
Total	97,767,205	31.00
Other minority shareholder groups	53,747,795	17.04
Total	315,391,514	100.00

Remark: Samrittivanicha Group Major shareholders has influence to regulated policy, management or even company operations significantly.

1.3.3 (2) Relationship with the major shareholders

-N/A-

1.3.3 (3) Number of registered capital and paid-up capital

As of 31 December 2021, the Company had a registered capital of 346,891,514 Baht and paid-up capital of 346,891,514 Baht, divided into 346,891,514 ordinary shares and 0 preferred shares, at par value of 1 Baht.

1.3.3 (4) Other Securities

-N/A-

1.3.3 (5) Dividend Payment Policy

The Company declared a policy to pay dividend no less than 40% of the net profit after the deduction of the corporate income tax and legal reserve for the Company's financial statement. However, such dividend may changeable depends on future investment plan, liquidity, necessity and other appropriate reason. Thus, the Board Director's resolution approved to pay dividend shall propose to get the approval from shareholder meeting except the dividend during the period which the board of director has the authorize to pay during the period and report to shareholder meeting in the next meeting.

The Company and subsidiary have defined dividend policy to the Company at 100% of the net profit after the deduction of the corporate income tax and legal reserve for the Company's financial statement. In case of there is any subsidiary company shall declared a policy to pay dividend no less than 100% of the net profit after the deduction of the corporate income tax and legal reserve for the company's financial statement. However, subsidiary and/or associated company may defined to pay dividend less than the above rate if the Company have to spend net profit to expand company business operations.

Dividend payment rate for the performance in the past 3 years

Year	Net Profit Ratio (Baht/Share)	Dividend Payment Ratio (Baht/Share)	Dividend Payment Ratio Per Net Profit** (%)
2019	-	-	-
2020	0.14	0.05	40.00
2021	0.13	0.03	41.47

** The dividend payment in 2021 remains uncertain because it must be approved by the 2022 Annual General Meeting of Shareholders on 29 March 2022.

2. RISK MANAGEMENT

2.1 Risk Management Plan and Policy

The Board of Directors and Executives of NDR realize the importance of corporate risk management. This is part of good corporate governance and it's important base to support effective operations to achieve organizational goals and drive the organization to grow sustainably. The Company has appointed the Executive Board Committee to act as Risk Management Committee responsibility to define the risk

appetite, to assess the affected of risk and seeking the prevention and report risk analysis to the committee to review every quarter as define by risk management policy as follow:

Risk Management Policy

- 1) The Company shall operate under acceptable risk so as the company can drive and growth stability.
- 2) All employees shall comply with adhere to the Company's risk management system and procedures at both the corporate and operational levels as stipulated by the Executive Committee, management, and Internal Control System.
- 3) Risk significantly and impact to company objectives must be manage as follows
 - Identify risks in a timely manner.
 - Assess consequence and affected of such event occur.
 - Manage risk accordingly.
 - Monitoring to ensure that risks are handled appropriately.
- 4) The Company has put in place a risk assessment process that takes into consideration external and internal factors that may hinder the Company from achieving its objectives, by covering key risks such as strategic risk, operational risk, financial risk, law and regulation risk, sustainability risk and new potential risks.
- 5) The Company has resolved that impact and likelihood of identified risks are assessed and that suitable risk mitigation strategies and plans are in place to manage risks and contain them within the appropriate risk appetite level.

Responsibility

- 1) The Board of Director: Responsible to overall company risk management
- 2) Audit Committee: To ensure the company has effective risk management system including risk was manage accordingly.
- 3) The executive committee: acts as a risk management committee, the managing director as a chairman has following responsibility
 - Establish risk management policy and review periodically.
 - Assess the likelihood and consequences occur.
 - Review risk and guidelines for risk management as stated as well as giving suggestion for improvement.
 - Report risk found to the audit committee.
 - Conduct risk management committee at least quarterly.

- 4) Internal Auditor: Responsible for reviewing the effectiveness of risk management controls including follow up improvement.
- 5) Management and employees: Risk identification ability and giving appropriate risk management guidelines and propose to the Board of Director or supervisor.

Risk Management for the year 2021

For the year 2021, the Risk Management Committed held a total of 8 meetings and found that there are important risk as follows:

- 1) The risk that employees may be infected with the COVID-19.

Risk Management: The Company provides a screening for the COVID-19 virus for all employees and HR announces preventive measures which are prohibiting employees from leaving rest areas and at the Company, if not necessary. International travelling is prohibited. Everyone must pass a screening point before entering the Company and must wear a surgical mask at all times including raising awareness and campaigning for employees to wear masks, wash hands regularly and keep social distancing. In addition, the Company provides necessary medicines and medical equipment, provide Bubble & Seal area to isolate infected people including supporting and coordinating with relevant departments to ensure that employees are vaccinated.

Result: During August and September 2021, there were 123 employees were infected with COVID-19. According to the formulation of preventive measures and plans to support various situations which has received good cooperation from all employees, therefore since 25 September, 2021, the Company has not found any additional infected people.

2.2 Risk Factors for the Company's Business Operation

Risk from market competition and new entrepreneur

There are a lot of existing entrepreneurs in manufacturing of motorcycle tires and tubes, thus being conducive to intense competition especially in pricing. A key factor to success in manufacturing of motorcycle tires and tubes business is effective cost management and product quality standard, standard delivery on time and complete quantities in accordance with customer requirements and developing international service standard. The Company gives importance to its employees, an important resource in business operation, by offering reasonable compensation and providing regular training to enhance their knowledge, capability, and awareness in skill development.

Risk from reliance on a major supplier (Supply Chain)

The Company procures natural rubber from one major supplier with high volume enables the Company to receive a competitive price and rest assured of natural rubber supply in shortfall situation.

Nevertheless, the Company is in the process of searching for new suppliers who can allocate natural rubber with quality that meets the specified standards at a reasonable price to be alternative at least 2 sources. Prior to placing purchase orders, our staff will compare daily selling prices quoted by at least two suppliers and traders. Procurement decision is made based on factors such as nature of products, prices, lifetime, etc.

Investment Risk

The Company still focuses on developing opportunities to expand into other business both in domestic and international, in order to grow the organization continuously in the long term. The strategy to expand investment might cause risk of return on investment which may not meet the target under economic conditions, environment, changes in laws or regulations of the investment country.

In this regard, the Company has a policy to invest in subsidiaries to operate supporting businesses in the Company's line of business and increase competitiveness. As of 31 December 2021, the Company's investment value in subsidiary is 413,614,932 Million Baht. In addition, the Company has appointed executives to serve as directors and executives in subsidiaries to participate in the administration closely and formulate important business policies and strategies including monitoring the operations of the subsidiary to ensure that it has implemented the policies set by the Company and reports the progress of the operation every quarter.

Financial Risk

- Risk from interest rate fluctuations

The Company may be exposed to interest rate increases which impact on financing costs, financial position and business performance. The Company currently has a working capital both in short-term and long-term. The Company has a risk management policy by adding various of financial instruments to manage interest rate to be suitable for the nature of the business.

- Risk from foreign exchange rate

The Company has costs of purchasing some raw materials from overseas suppliers or traders and recognize sales revenue in foreign currencies. Forward contracts will be executed in full amount with local commercial banks to hedge against foreign exchange risk that could affect its performance.

- Company Liquidity Risk

As company has continuously expanded its investment both extending the existing business and improving the production process to be an automation system, working capital is considered to be so important which might impact company liquidity. Though, the Company concerned on management planning focusing on investment in the way of varies financial instruments in raising funds from shareholders and investors, with working capital management in effective operations. Simultaneously, the Company continues to operate its business with full responsibility to creditors and financial institutions throughout the terms of compliance and loan agreement. From this reliability factor, financial institution allocated credit lines and loan facilities for business expansion or working capital.

Operational Risk

- Risk from delay in collection of payments or debts from customers

The Company has a policy to distribute products by granting credit terms to customers. The Company could be exposed from risk involved with customer payment for goods and services or their late payment of debt. The Company assigned Chief Financial Officer together with General Manager of Sales Department to consider and approve a credit line and credit term for new customers and review on existing, to monitor the follow-up and collection and decide on legal action accordingly. In addition, the Finance Department was assigned to expedite the follow-up of overdue debtors, consider stopping the sale when the debtor is unable to pay the debt according to the agreement, as well as consider litigation proceedings according to the law.

- Risk from Information Technology

Due to the Company operations mainly rely on information technology system for moving the organization to support business strategies, and presently Cyber Threat is continuously developed and growing threat that is increasing in every organization. It may be impacting the credibility, the confidence of customers, and investors or may impact the business strategy. Thus, the Company has taken into consideration as a risk and find management measures to prevent such risks. Safety policy formulation on information technology systems and guidelines for the use of computers and the internet correctly and safely. Develop a system or program to monitor behavior and manage threats that

attack. Regularly test and evaluate the protection system as well as creating a plan to respond to threats in the event of an attack and regular test the plan which covering access control, confidentiality within the organization, protect the integrity of information and build confidence that information systems are ready for business continuity by creating a backup system that can restore data quickly and accurately.

- Safety, Health and Environment Risks

The Company is aware of safety, health and environment from operation in business groups which lead to loss, injury, and illness which will affect disruption and business continuity including the impact on the community society and environment such as the risk of accidents from transportation, risks from factory and working at height. The Company has determined guidelines and operational standards to manage risks of safety, health and environment as follows:

- ♦ To determine and announce the safety, health and environment policy to encourage employee to realize the importance of working under the policy of “Zero accidents at work, eliminate actions and environments that fall below safety, occupational health and working environment standard, will be eliminated”.
- ♦ Established Occupational Safety, Health and Environment Committee to manage all risks including take care of operating office in each area to prepare and respond to emergencies.
- ♦ Organizing activities to promote health, good and safe environment in the workplace.
- ♦ The Company has waste management system to prevent the impacts on environment and the community, for example, by waste segregation till the disposal of waste by reliable agency, provide a waste trap and grease and also wastewater analysis by external inspector.
- ♦ Communicating and providing preventive information to all employees about health care, the use of equipment to prevent the spread of disease, report of risk areas and temperature measurement every time before entering the work area.
- ♦ Follow up on risk management results through various risk indicators and report in Management Review Meeting and the Audit Committee for acknowledgement.

Social Risk

- Social and Community Risks

The Company realizes the importance of taking care of all groups of stakeholders and taking into account social and community risks such as human rights, social and environmental. The Company, therefore, assigned the General Manager of Human Resource and Administration Department to have a duty to supervise and take any related actions to enable the organization to comply with the policy

on social, community and environmental responsibility as well as complying with the business ethics policy. The Company supports and promotes the development and continuous implementation of the good governance policy, cultivate a good consciousness in conducting business with social responsibility. Be honest, transparent, have an ethical practice. Carrying out legal compliance strict on rules and regulations related to the Company's business operations. The Company does not support the act that violates any intellectual property or copyright together in against all forms of corruption. Give priority to basic human rights, fair practices, promote respect for rights and freedoms through non-discrimination, includes the freedom to give opinions without interference. Provide a communication channel for listening to opinions of stakeholders and a channel for receiving various complaints to the Company. There is policy to protect the whistleblowers in the organization.

- Risk of Human Rights Violations in the Supply Chain

Risk of Human Rights Violations in the Supply Chain may cause consequences, for example, resulting in collaborative processes not going according to the plan, reputational damage in case of legal action or the Company may lose group of partners or important customers, etc. In order to mitigate this potential risk, the Company has established a Code of Conduct for executives, employees, business partners and customers to strictly adhere to and have a follow-up regularly. In case of violates actions found, there are channels through which such persons can file complaints. In addition, the Company has also established a Personal Data Protection Policy to comply with the law. In 2021, the Company has not received any complaints about human rights violations in the supply chain.

- Compliance Risk

The risk which is impacted from changes in relevant laws, and regulations from both domestic and foreign governments in which the Company invests. Changes in regulations and policies may cause the Company not be able to comply with the changes or incomplete which affect the reputation and image, financial and operational impact, competitiveness and investment. The Company has implemented risk management measures by monitoring changes in laws, regulations and policies to keep up with the situation and prepare to respond to changes in order to analyze appropriate strategies. There is a Good Corporate Governance Policy and Code of Conduct which is communicated to all employees to know and adhere. Changes are monitored through the Human Resources Department and Risk Management Committee. Establishing a legal database system and tracking changes so that all units can operate in accordance with the law related rules and regulations.

3. Driving Business for Sustainability

3.1 Sustainability Management Policies and Goals

The Company conducts sustainable business by balancing a stable society and a good environment while growing the business. Corporate social responsibility is part of the Company's business operations. There are guidelines for developing and adhering to a responsibility to all stakeholders for sustainable mutual benefits in line with the Sustainable Development Goals ("SDGs") which covers the economy, society and environment. In order to ensure a balanced and consistent operation, the Company appointed the Sustainability Development Management (SDM) in 2021. The committee helps enable sustainable development operations socially and environmentally and balances business growth to create a clear and consistent policy based on good corporate governance as the most important foundation. The Company also strives to develop sustainability throughout the value chain and support stakeholders to grow sustainably along with the Company.

Good Corporate	There is a good corporate governance, risk management, control and compliance, business ethics and code of conduct which shall be comprehensively and robustly applied to ensure value creation to all stakeholders.
Conducting Business with Responsible	There is a management of various environmental issues effectively including the use of energy water resource management biodiversity and waste management.
Generating a Worthwhile Return	Committed to developing operational capabilities towards excellence to increase return on investment production volume and proven reserves.
Bring Wealth and Stability to Society	Committed to minimizing the social impact in the countries where the Company operates through cooperation in various social projects.
Creating Opportunities through Technological Advancement	Committed to developing technology to lead to operational excellence and environmentally friendly operations.
High Performance Organization	Committed to systematic improvement of operations to increase the ability to compete internationally by focusing on improving the efficiency of the organization's business resource planning, human resource development and management of safety, security, occupational health and environment.

3.2 Managing Impacts on Stakeholders in the Business Value Chain

3.2.1 Business Value Chain Analysis

N.D. Rubber Public Company Limited conducts business with responsibility according to the principles of good corporate governance and take into account the social and environmental impacts to drive organization for sustainable development. This action has been raised to the stakeholders of the Company in order to mutually drive and promote sustainable business cooperation. The Company takes into account the relationships of key stakeholders in its business operations from upstream to downstream to reflect that we are committed to creating value of products and services in order to meet the expectations of all stakeholders. The Company therefore analyzes the business value chain as follows:



The Company certified in the ISO9001:2015 and IATF16949:2016 quality management system standard to strengthen reliability of its operations from ordering, receiving, and delivering to the customer. Customers can be assured that they will receive quality products and is accurate and complete according to the needs of customers. In addition, the Company has improved and developed testing laboratories by adding

more modern testing machines, capable of performing tests quickly and providing effective results. This represents our commitment to delivering products that can fulfill consumer demands with quality that meets internal standards.

3.2.2 Stakeholders Analysis in the Business Value Chain

The Company always engages with internal and external stakeholders to maintain good working relationships. This includes creating an understanding of the management of priorities and communicating the Company's business benefit expectations. From the assessment of the expectations of each stakeholders, it was found that there is a level of impact and influence on the Company at different levels. The top 3 stakeholders are shareholders, customers and employees.

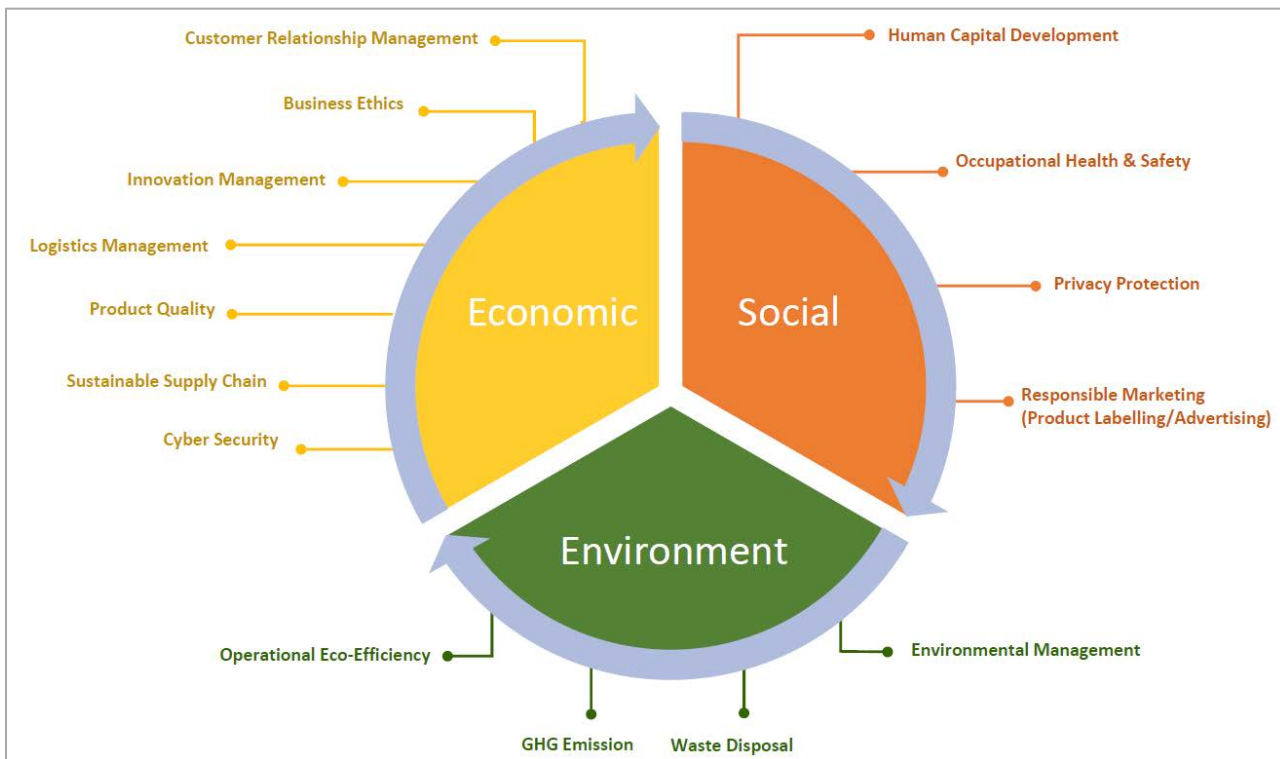
This stakeholder engagement is part of our business ethics and commitment to achieving best business practices. The Company has analyzed the stakeholders in the business value chain and divided into stakeholders within and outside the organization as follows:

Stakeholders	Stakeholder's Expectation Issues	Response to the Expectations of Stakerholders
Stakeholders within the organization		
Shareholder (Investor, Shareholder)	- Higher stock price, return, dividend - Equitable treatment of shareholders - Growing business performance	- Create a good profitable performance - Disclosure of company information through the SET's website and the Company's website. - Provide news to the media and disseminate important news through the SET continuously.
Employee (People who are directly employed by the Company / People who are employed by the Company through an outsource company)	- Income, compensation and welfare - Safety at work - Training and development - Affiliation with the organization - Growth business performance	- Compensation and welfare allocation appropriately. - Appropriate and fair performance evaluation. - Improve work environment to be suitable and safe. - Provide training to development potential of employees. - Organize activities that promote participation to create relationships between the organization, supervisors and employees at all levels.
Stakeholders outside the organization		
Consumer (Customer who buy and who use products and services)	- Want to receive quality products that meet the needs, complete quantity and on time. - Get good service and meet the specified standards.	- Deliver products and services with quality standards. - Controlling production and delivery to ensure quality and meet customer requirements.

Stakeholders	Stakeholder's Expectation Issues	Response to the Expectations of Stakerholders
	- Reasonable price and competitive in the market. - Instructions for using the product - Product warranty - Products/Services that can create sustainable growth.	- Organized marketing activities to support sales volume to customers/dealers. - Staff training to serve customers. - Invent new products that meet the needs. - Increase communication channels to cover all groups of customers. - Policy for replacement products which caused by manufacturing errors.
Partner (Manufacturers, suppliers, service providers of the Company's core processes.)	- Purchasing and procurement that is fair, transparent and in compliance with the contract. - Pay for goods/services on time.	- Payment of goods within specified period. - Selection of dealers according to the procurement policy that is transparent and fair.
Community / Social (Those who are affected both positively and negatively from the operation and use of product.)	- The Company's activities do not cause any impact on the community. - No pollution is released into the community. - Community members are safe in life and living. - Get help and solutions in the community.	- Set up a team to take care of and build a good relationship with the community. - Operate the business by managing the environment in accordance with the law and does not affect the community. - Corporate in various activities as appropriate.
Government Agency (Those who supervise, issue rules, consider allowing any related to business operations.)	- Follow the rules, legal regulations and policies. - Facilitate communication and cooperate with government agencies. - Ethics and transparency in business operations.	- Strictly comply with the laws related to business operations. - Comply and engage with government measures and activities as appropriate.
Competitor (Manufacturer and distributors of the same product)	- Fair and transparent trade competition.	- Determine strategies according to business ethics in good faith and do not misrepresent the facts to discredit competitors.

3.2.3 Sustainability Identification

According to the analysis of the business value chain above, the Company found important sustainability issues between the Company and both internal and external stakeholders in each value chain, divided into economic, social and environmental dimensions as follows:

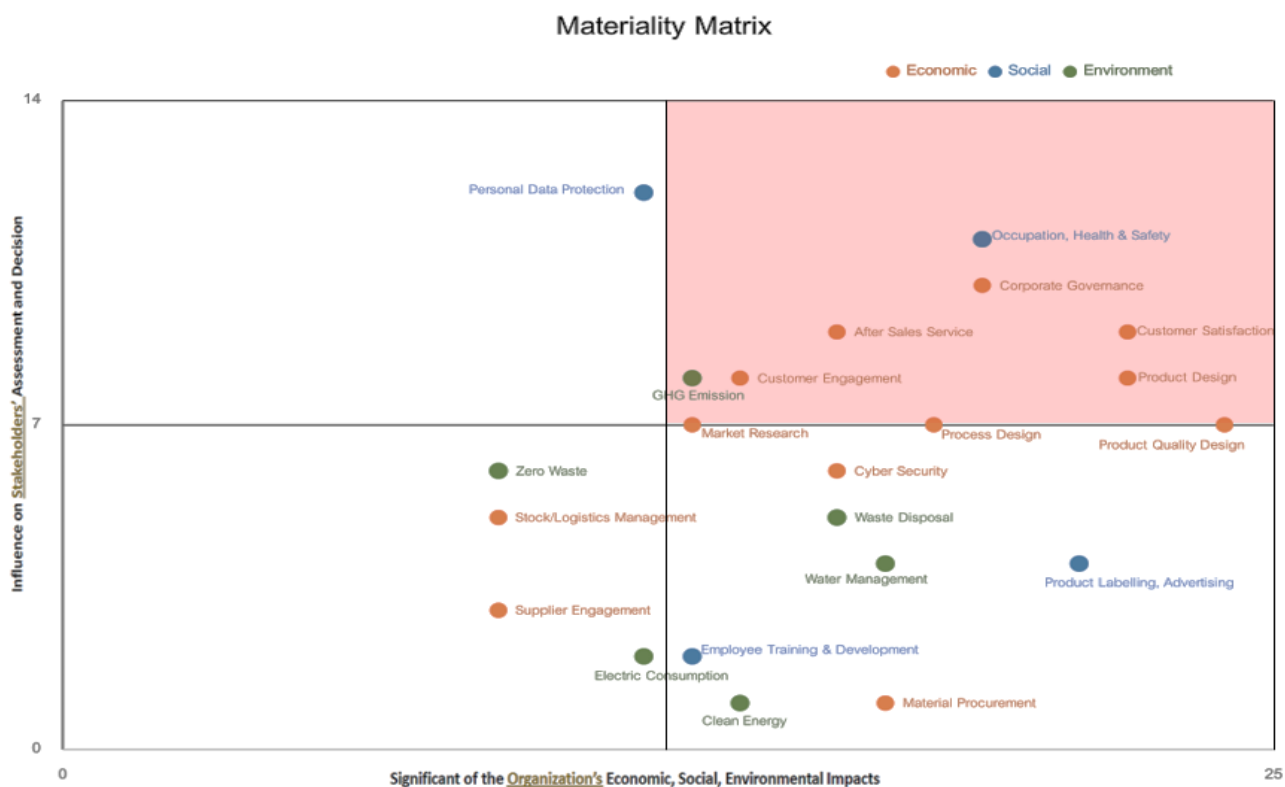


3.2.4 Materiality Analysis

The Company manages its sustainability issues by collecting and prioritizing them in connection to its business operations and considering issues arising from current and potential risk assessments that may impact NDR's businesses.

In this regard, the Company uses the process of engaging with stakeholders to get a perspective data and opinions to be analyzed before applying all the results to prioritize sustainability issues in order to manage various issues can respond appropriate stakeholder needs. Process of materiality assessment and prioritization are starting from analyze sustainability issues along the value chain, analyze the issues that matter to the stakeholders, analyze the alignment with the enterprise risk management and assess and prioritize sustainability issues with respect to importance to the Company and stakeholders.

Materiality assessment and prioritization is as follows:



3.3 Sustainability Management in Environmental Dimensions

3.3.1 Environmental Policies and Practices

The Company focuses on the use of resources that may affect the environment, therefore, Environmental Management Policy is set as part of business operations which must be subject to regulating laws and environmental regulations. It also takes into account that environmental conservation is the responsibility of all executives and employees to cooperate in the implementation to achieve the objectives. The Company focuses on minimizing its environmental impact by implementing and developing an appropriate environmental organization's energy management system.

The Company has established an Environmental Management Working Group to plan, support and evaluation of environmental performance. In addition, the Company has a project to control and reduce the amount of energy consumption and resource such as electric, water, paper and other campaign through various media including banners, e-mail, and other activities for employees to participate and to make employees realize the cost-effective use of energy, reduce unnecessary use of water and toilet paper. The Company also promotes the use of double-sided paper and requires electronic storage of documents to reduce the use of paper in the office.

Furthermore, the Company has the Occupational, Safety, and Environmental Policy focusing on risk management to prevent the loss in various forms as an accident, force of majeure arising from operations. As well as to encourage personnel and contractors to understand their duties and rights to stop working under unsafe conditions and can protect the environment which may affect life, property and community, including responding to customer needs in terms of safety, occupational health and environment.

3.3.2 Environmental Performance

Energy Management

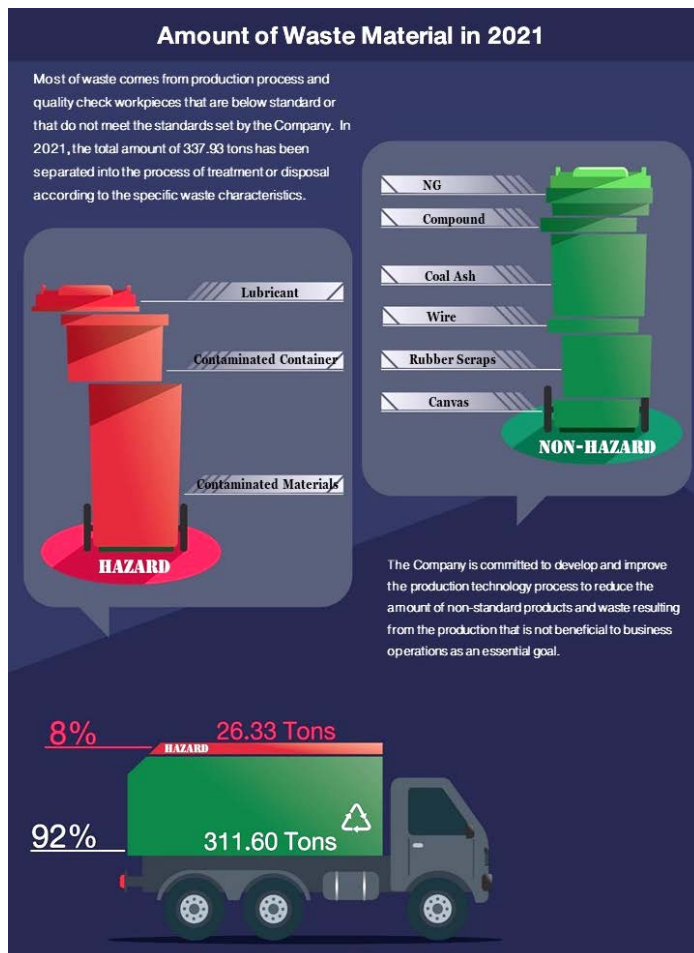
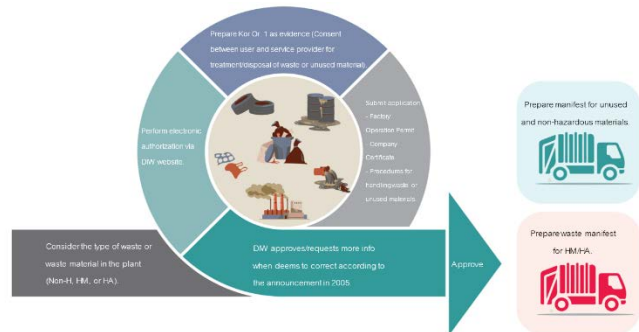
The Company has efficient energy management by installing a solar rooftop system on an area of 5,874 square meters. The solar panel takes the energy from the sun and converts it to the Direct Current (DC) electricity. After that, it will send power to inverter system to convert DC power to Alternating Current (AC) power through MDB control cabinet with protection device to connect to the electrical system of the Provincial Electricity Authority. The Company uses the electricity generated from the installation of the Solar Rooftop in the production process. In 2021, the Company can reduce the use of electricity by switching to solar energy in the amount of 1,310,000 kwh, and able to save electricity cost amount of 5,480,000 Baht. For the year 2022, the Company has set a target to reduce electricity consumption in the production process by 0.11% compared to the base year.

Water Management

The Company has efficient wastewater management with treated effluent by pumping wastewater from the production process and from the staff's dormitory to the wastewater tank to pass through the oil separator tank and through the chemical pit process to make catalyzed flocculation reaction (Reaction Tank and Flocculation Tank). After that, it will be released through a pond for settling (Sedimentation Tank) to separate the sediment from water. The water will flow into the aeration tank to fill the air or oxygen in the water and released to the water sump to make the water clearer (Clarifier Tank) and forwarded to the reservoir again (Discharge Tank), which is the last step before releasing water to the pool to reserve raw water for further use in the water supply system. There is effluent that has been treated 41% of the total amount of effluent. Of these, it can be used in the production process and employee dormitories within the Company. In 2021, the Company can reduce the use of raw water by 36,000 cubic meters, which can reduce water costs by 432,000 Baht. For the year 2022, the Company has set a target to reduce water consumption in the production process by 3% from the base year.

Waste Management from the Production Process

The Company has a systematic management of waste from the production process in accordance with the principles of 3Rs (Reduces, Reuse, Recycle), with an efficient separation system and methods of disposal according to the type of waste. The waste disposal service provider must be a person who has been approved by the Department of Industrial Works to ensure that waste from the Company will be disposed of in the right way with minimal impact on the environment.



In 2021, the Company has disposed of waste generated from the production in the amount of 337,930 Kgs. or about 338 Metric Tons divided into waste or hazardous materials in the about of 26.33 tons or equal to 8% and non-hazardous waste or unused materials, amounting to 331.60 tons or 92% of the total amount of waste disposed.

The Company has not yet had the information about greenhouse gas emission because the Company is in the process of studying the information. However, the Company will prepare such data and report in the future.

3.4 Community Sustainable Development

3.4.1 Social Policies and Practices

The Company conducts its business in accordance with the principles of corporate governance with transparency and accountability. It aims to concurrently improve its business and maintain a balance of economic, social and environmental awareness. One of the Company's pledges is to be a good corporate citizen, which operates sustainably, grows steadily and gains public recognition based on its code of ethics and corporate governance. The Company also strives for healthy returns to shareholders; however, any effects of its operations may have on all stakeholders are always taken into account.

In this regard, the Company has established a social responsibility policy which is divided into social operations or environmental activities which are part of normal business operations (in-process) and social and environmental activities that are outside of normal business operations (after-process). This includes respecting human rights by bringing Thai Labor Standards- Thai Corporate Social Responsibility (TLS8001-253) of the Ministry of Labor come into practice and upholding the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights: "UNGPs". The Company emphasizes on labor practices and respect for human rights with fairness, equality and non-discrimination both in terms of employment, compensation, promotion, training and development and is part of the achievement of the Sustainable Development Goals (SGDs) of the country and the world.

3.4.2 Social Performance

3.4.2 (1) Employee and Labor

The Company adheres to the principles of human rights stipulated in the Human Rights Policy including employment to care for employees and personnel in order for all employees and personnel to feel that they are connected to the same family as the organization. In 2021, the Company has the following key employee operations:

Employment

As of 31 December 2021, number of employees classified by type of employment as follows:

Type	Number of Employees		
	Male	Female	Handicapped
Full Time Employee	176	98	0
Daily Employee	133	57	6
Total	309	155	6

Employee Resignation

Type	Number of Employees		
	2019	2020	2021
Dismissal	0	0	0
Resignation	184	123	135
Retirement	0	0	0
Total	184	123	135

Staff Training

In 2021, the Company organizes training courses for employees to increase their skills and potential to work for employees totaling 33 courses. The average number of hours of training or knowledge development activities for employees 8 hours per person per year.

Safety, Occupational Health and Environment

In 2021, the Company continually improves and optimizes safety operations to reduce the risk of illness, injury or death and take care of the quality of life of employees appropriately. The Company provides training for employees to prevent accidents such as arranging safety training and environmental protection such as forklift driving, fire-fighting and evacuation, training on the use of protective equipment, etc. to make all employees realize safe business operations. In 2021, there were 2 cases of work injuries requiring absence from work for more than 3 days. The Company has measures to prevent such accidents by improving work processes, modifying the work area and communicate to employees to realize the importance of operating procedures in order not to repeat the incident.

In addition, the Company also provides monitoring and measurement of the working environment at least once a year by measuring as the intensity of light at workplace, the dust, including the noise and temperature from the working environment and arrange for a certificate of electrical systems and electrical

equipment. In 2021, it was found that the air quality standard, smell, sound, and light were within the normal range as required by law and there were no cases of chemical spills from business operations.

Due to the epidemic situation of the COVID-19 virus, the Company is concerned about the health and safety of its employees, therefore, it coordinates with relevant departments to ensure that employees receive vaccinations, provides medicines and necessary medical equipment, raise awareness and educate on prevention of infection, formulate daily routines including the preparation of dormitories for employees who have detected the infection and making bubble & seal to prevent and monitor the spread of the virus continuously. The Company has conducted a self-assessment through the Thai Stop COVID⁺ platform and has been certified by the Department of Health.

3.4.2 (2) Customer

The Company continually develops products and services to satisfy customers with responsibility, honesty and ethics. In 2021, the Company has received satisfaction from customers at the level of 85.12% and there are complaints from customers on significant matters at the amount of 5 cases concerning services 2 cases and product quality 3 cases. The Company has already handled such complaints.

3.4.2 (3) Community and Society

The Company operates its business with responsibility to communities and society by focusing on reducing environmental impact and avoid operations that may have a negative impact on the quality of life of communities around the establishment. In 2021, there were no complaints from the community on social or environmental issues.

3.4.2 (4) Company Activities and Social Projects

NDR has operated its business as a responsible member of Thai society for a long time, with a firm commitment to business ethics, transparency and good corporate governance, taking into account stakeholders such as customers, shareholder, employees and social. The Company aims to raise and improve the quality of life of people in society as a good foundation for building a sustainable and strong society. In 2021, the Company has supported social activities as follows:

SET Social Impact Gym 2021 - SE Empowerment Program

The Company has joined the SET Social Impact Gym 2021 under the concept of SE Empowerment Program, which is a project to develop business potential for social enterprises to conduct business with strength and efficiency with the aim of social entrepreneurs to take part in taking care of and correcting society, regardless of agriculture, vulnerable group, community development, health, education and environment including expand the results of both business and society sustainably.



In 2021, the Company joined as a volunteer coach for the World Share Foundation (Bansuan Sabaijai Community Enterprise), which is a rehabilitation center for psychiatric patients (Bansuan Saiyai-Kon Kaew Recovery Center), has helped, developed and rehabilitated psychiatric patients to live in harmony with society by using the principle of rehabilitation of patients with the new agricultural theory called “Khok-Nong-Na Model” on area of 49 Rai by allowing the patient to be part of the awakening of the vegetable. The Company has come to give advice, opinion and suggestions in terms of business plans which consists of agricultural products that are expected to be planted with rapid yields and generate income by procuring agricultural suppliers and also assisting in planning the zoning of cultivation. The important thing is to give advice on the preparation of accounting for revenue recognition and cost calculation and expenses.

Participated by	Performance	Output	SE Results by SDGs Goal
World Share Foundation (Bansuan Sabaijai Community Enterprise)			
Provide knowledge and advice	SET Social Impact Gym 2021 starting from October 2021. The Company has joined as a volunteer coach for a total of 11 hours over 5 weeks.	World Share Foundation (Bansuan Sabaijai Community Enterprise) got advice to plan and apply it to real work and bring it into the next level to create sustainability in business operations, to adjust the business model or operation to be more efficient.	<u>Goal 8</u> Decent Work and Economic Growth

Factory Visit

The Company has organized an event to visit factories and production processes by welcome the Chanthaburi Motorcycle Club and the Chanthaburi Motorcycle Mechanic Club to education and share knowledge on the manufacturing process of motorcycle tire and tube. Both clubs can use the knowledge to promote and develop in the career as well as to build confidence in the product and create a good relationship between customers and the organization as well.



Delivered 7,200 Tablets of Andrographis Paniculate

The Company has delivered 7,200 tablets of Andrographis paniculate to Banbueng Hospital in Chonburi Province which is the Company's local hospital to be used to treat people infected with the COVID-19 virus.



Safe Drive Project

The Company supports the safe driving project by delivering 20 NDR motorcycle tires to officers of the Ban Bueng Provincial Police Station for use in performing duties, service and facilitating traffic work for people. It is also building a good relationship between organizations and government agencies to create cooperation in creating a good society in the future.



Tonkla Education, The Future of Thailand Project

Furthermore, the Company has given scholarships and cooperate with Thansettakij Media and affiliated companies delivering good activities namely "Tonkla Education, the Future of Thailand" to students at Wat Arun Rangsee School in Chonburi Province for use in the development and improvement of school buildings as well as hygienic toilets for participation and community development for sustainable coexistence.



4. Management Discussion and Analysis of Operating Results

4.1 Overall Business Operations

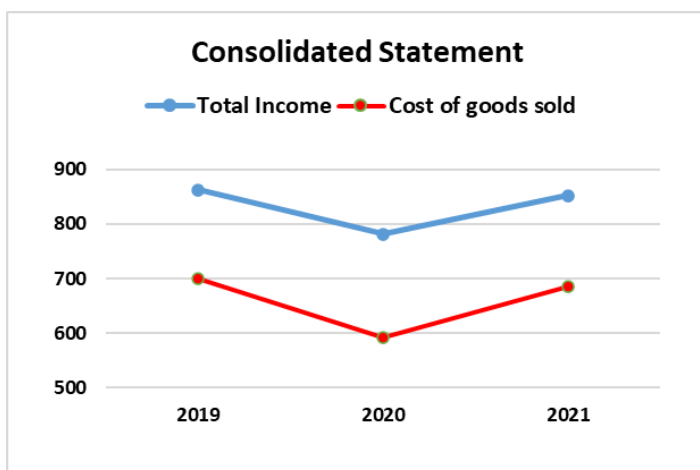
NDR would like to present the MD&A for the year ended 31 December 2021. The details are as follows:

Company's Operation

Unit: Million Baht

Profit/Loss		2019	2020	2021	2019 : 2020		2020 : 2021	
					Different	%	Different	%
Consolidated Statement	Sales Revenue	850.63	775.85	841.40	-74.78	-8.79%	65.55	8.45%
	Profit/Loss from Exchange Rate	4.61	2.55	0.57	-2.06	-44.69%	-1.98	-77.65%
	Other income	6.63	3.03	10.07	-3.60	-54.30%	7.04	232.34%
	Total Income	861.87	781.43	852.04	-80.44	-9.33%	70.61	9.04%
	Cost of Goods Sold	699.20	591.02	685.54	-108.18	-15.47%	94.52	15.99%
		81.13%	75.63%	80.46%				
	Selling Expenses	50.56	32.56	33.67	-18.00	-35.60%	1.11	3.41%
		5.87%	4.17%	3.95%				
	Administration Expenses	103.58	93.63	81.44	-9.95	-9.61%	-12.19	-13.02%
		12.02%	11.98%	9.56%				
	Gross Profit	151.4	184.80	155.85	33.39	22.05%	-28.97	-15.67%
		0.18%	0.24%	18.29%				
	Net Profit (Loss)	-19.88	45.21	41.90	65.09	-327.41%	-3.31	-7.32%
		-2.31%	5.79%	4.92%				

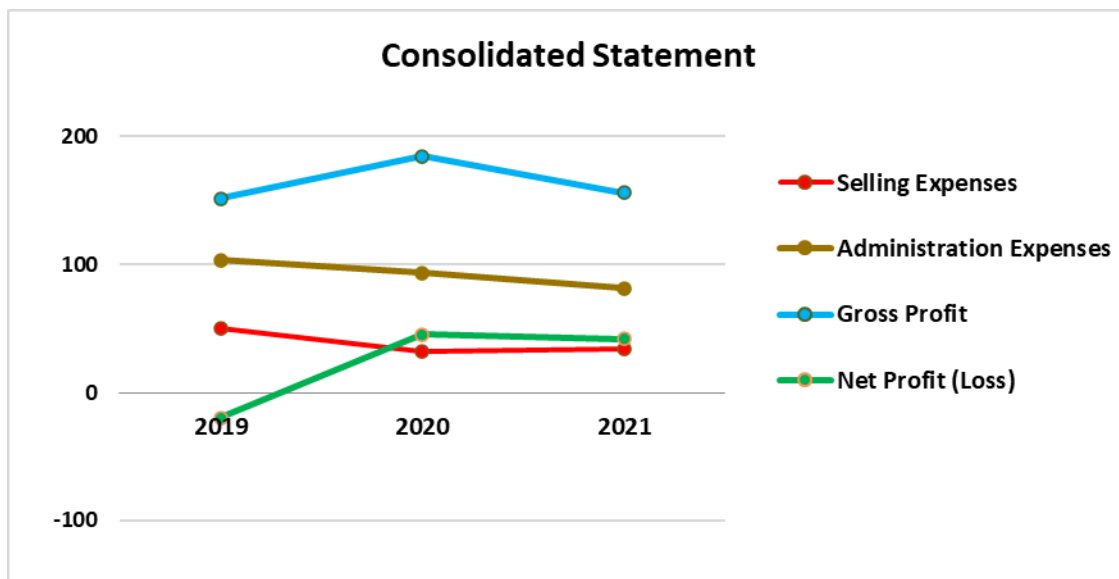
Profit/Loss		2019	2020	2021	2019 : 2020		2020 : 2021	
					Different	%	Different	%
Separated Statement	Sales Revenue	604.99	562.71	602.65	-42.28	-6.99%	39.94	7.10%
	Profit/Loss from Exchange Rate	4.61	2.55	0.57	-2.06	-44.69%	-1.98	-77.65%
	Other income	22.3	14.08	16.12	-8.22	-36.86%	2.04	14.49%
	Total Income	631.9	579.34	619.34	-52.56	-8.32%	40	6.90%
	Cost of Goods Sold	561.49	478.42	544.14	-83.07	-14.79%	65.72	13.74%
		88.86%	82.58%	87.86%				
	Selling Expenses	13.21	7.46	7.66	-5.75	-43.53%	0.20	2.68%
		2.09%	1.29%	1.24%				
	Administration Expenses	40.68	42.80	34.77	2.12	5.21%	-8.03	-18.76%
		6.44%	7.39%	5.61%				
	Gross Profit	43.50	84.29	58.51	40.79	93.77%	-25.78	-30.58%
		6.88%	14.55%	9.45%				
	Net Profit (Loss)	8.03	39.41	25.09	31.38	390.78%	-14.32	-36.34%
		1.27%	6.80%	4.05%				



Total income of the Company was increased in 2021 comparing with 2020. Our total income was nearly same with 2019 which is our target in the 2021 annual plan. Our total income of 2021 was at 852.04 Million Baht which was increased from 2020 by 70.61 Million Baht, though the Covid-19 had troubled us through out the year.

Our performance in 2021 was resulted from the fast adaptation of the Company strategy to match with the situation and from the expansion of the export market in Lao and Cambodia.

However, due to suddenly and continuously increasing of the commodity price in the world market, our production cost was substantially increased to 80.46% which is almost be at the same level of 2020.



As in 2021, it is continuously increasing in raw material cost, we had to apply the cost saving strategy which resulted to the decreasing in selling and administration expenses. The selling expense of 2021 was at 3.95% which is lower than 4.17% of 2020. And the administration expense of 2021 was at 9.56% which is lower than 11.98% of 2020.

Although the gross profit was less, the Company was able to keep the net profit to be closed with the year 2020. The net profit for the year 2021 was 41.90 Million Baht which is a little lower than 2020 by 3.31 Million Baht.

Assets and Liabilities

Unit: Million Baht

Balance Sheet		2019	2020	2021	2019 : 2020		2020 : 2021	
					Different	%	Different	%
Consolidated Statement	Current Assets	330.46	389.50	441.19	59.04	17.87%	51.69	13.27%
	Fixed Assets	730.89	695.64	785.05	-35.25	-4.82%	89.41	12.85%
	Total Assets	1,061.35	1,085.14	1,226.24	23.79	2.24%	141.1	13.00%
	Current Liabilities	293.75	274.20	265.89	-19.55	-6.66%	-8.31	-3.03%
	Long-term Liabilities	64.94	56.83	51.49	-8.11	-12.49%	-5.34	-9.40%
	Total Liabilities	358.69	331.03	317.38	-27.66	-7.71%	-13.65	-4.12%
	Retained Earnings	702.66	754.11	908.86	51.45	7.32%	154.75	20.52%
Separated Statement	Current Assets	137.06	172.05	196.21	34.99	25.53%	24.16	14.04%
	Fixed Assets	866.51	842.64	911.31	-23.87	-2.75%	68.67	8.15%
	Total Assets	1003.57	1,014.69	1,107.52	11.12	1.11%	92.83	9.15%
	Current Liabilities	240.60	221.21	219.48	-19.39	-8.06%	-1.73	-0.78%
	Long-term Liabilities	26.54	18.62	17.58	-7.92	-29.84%	-1.04	-5.59%
	Total Liabilities	267.14	239.83	237.06	-27.31	-10.22%	-2.77	-1.15%
	Retained Earnings	736.43	774.86	870.46	38.43	5.22%	95.60	12.34%

Assets and Liabilities as of 31 December 2021 are as follows:

- Current asset was increased from the cash and cash equivalent items and the account receivable because of higher sales and the stock of some raw materials which we kept stock because the price was expected to be increased in the first quarter of 2022.
- Fix asset was increased from the investment in ETRAN (Thailand) Co., Ltd.
- Overall debt was decreased because of usual install payment back to the financial institution.

Unit: Million Baht

Cash Flow Statement		2019	2020	2021
Consolidated Statement	Net Cash received (used) from Operation	42.25	137.76	58.27
	Net Cash received (used) from Investment	-68.23	-22.39	-20.30
	Net Cash received (used) from Financing	-20.20	-62.32	-6.13
	Net increase (decrease) of Cash and Cash equivalent	-58.58	53.11	33.44
	Cash and Cash equivalent at the end of the period	72.66	125.77	159.20
Separated Statement	Net Cash received (used) from Operation	34.97	93.09	36.91
	Net Cash received (used) from Investment	-49.03	-10.73	-30.69
	Net Cash received (used) from Financing	-15.70	-57.11	5.24
	Net increase (decrease) of Cash and Cash equivalent	-29.75	25.25	11.46
	Cash and Cash equivalent at the end of the period	5.89	31.14	42.60

In 2021, the cash and cash equivalent of the Company was increased by 33.43 Million Baht which was mostly resulted by the cash flow from operation. For the investment transaction, we had used the cash flow to invest in ETRAN (Thailand) Co., Ltd. On the other hands, we sold the unused property in Malaysia. As for the Financing transaction, we got the cash in from selling share to the specific investor and spend the cash to pay back the financial institution as usual schedule.

Due to re-pandemic of COVID-19, the company still maintain the regulation that everyone must strictly do as following:

- All employees and visitors must enter into the screening point for fever screening before entering the Company;
- Visitors must have received at least 2 doses of vaccination;
- All employees are required to wear a surgical mask at all times when in public areas;
- Encourage employees to regularly wash their hands with water or alcohol and keep social distance;
- Screening foreigner by ATK testing before allowing to enter the Company;
- Setting up the Bubble & Seal system in the factory to control the spreading (if occurring) in the limited group and controllable; and
- Setting up the Factory Isolation for infected and suspected employee and preparing medical equipment and medicine for curing.

5. General Information and Other Significant Information

5.1 General Information

Company Name	N. D. Rubber Public Company Limited
Registration No.	0107557000179
Type of Business	Manufacturer and distributor of motorcycle tires and tubes, and distributor of battery for passenger car and motorcycle.
Registered Capital	346,891,514 Baht Divided into 346,891,514 Ordinary Shares, Par Value 1 Baht
Paid-up Capital	346,891,514 Baht Divided into 346,891,514 Ordinary Shares, Par Value 1 Baht
Head Office	129 Moo 3, Nongchak–Phanasnikom Road, Tambol Nongeiroom, Amphur Banbueng, Chonburi Province 20220 Telephone: (+6638) 160707 Fax: (+6633) 047348 Website: www.ndrubber.co.th
Chairman of Audit Committee	E-mail: auditcom@ndrubber.co.th (For complaints and report corruption clues and/or non-compliance with the code of conduct and/or good corporate governance)
Investor Relations	Telephone: (+6638) 160707 Ext. 108 E-mail: malinee@ndrubber.co.th
Company Secretary	Telephone: (+6638) 160707 Ext. 112 E-mail: nopparat.c@ndrubber.co.th

Reference

Securities Registra	Thailand Securities Depository Company Limited 93 The Stock Exchange of Thailand Building Ratchadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400 Telephone: (+662) 009-9000 Fax: (+662) 009-9991
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Auditor

Grant Thornton Limited	
By Mr. Somckid Tiatragul	CPA No. 2785 or
Ms. Kanyanat Sriratchatchaval	CPA No. 6549 or
Ms. Saranya Akharamahaphanit	CPA No. 9919 or
Mr. Narin Churamongkol	CPA No. 8593 or
Ms. Amornjid Baolorpet	CPA No. 10853 or
Ms. Lakshmi Deetrakulwattanaphol	CPA No. 9056

11th Capital Tower, All Seasons Place

No. 87/1 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330

Telephone: (+662) 205-8222 Fax: (+662) 654-3339

www.grantthornton.co.th

5.2 Other Significant Information

N.D. Rubber Public Company Limited has 3 subsidiaries and 1 associate as follows:

Subsidiaries

Company Name	N.D. Interparts Company Limited
Registration No.	0205547017955
Type of Business	Manufacturer and distributor of automotive parts and part for electronic devices made of rubber
Registered Capital	6,100,000 Baht (Paid in full)
Head Office	129/2 Moo 3, Nongchak–Phanasnikom Road, Tambol Nongeiroom, Amphur Banbueng, Chonburi Province 20220 Telephone: (+6638) 160707 Fax: (+6633) 047348
Company Name	Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd.
Registration No.	19390100003 (1011-W)
Type of Business	Importer and distributors of motorcycle tires and tubes
Registered Capital	30,000,000 Malaysian Ringgit
Paid-up Capital	20,000,000 Malaysian Ringgit
Head Office	No. 2A, Jalan Wawasan 3/Ku7, Sungai Kapar Indah, 42200 Klang, Selangor, Malaysia Telephone: (+603) 3291 1901 Fax: (+603) 3291 8848
Company Name	N.D. Energy Fusion Company Limited
Registration No.	0205560036208
Type of Business	Research, develop, manufacture and sell electrical transmission equipment
Registered Capital	6,000,000 Baht (Paid in full)
Head Office	129/2 Moo 3, Nongchak–Phanasnikom Road, Tambol Nongeiroom, Amphur Banbueng, Chonburi Province 20220 Telephone: (+6638) 160707 Fax: (+6633) 047348 (Dissolved on 2 June 2021)

Associate

Company Name	ETRAN (Thailand) Company Limited
Registration No.	0105559009481
Type of Business	Manufacturer and distributor of electric motorcycle
Registered Capital	75,000,000 Baht (Paid in full)
Head Office	89/2 Soi Phahonyothin 5, Phahonyothin Road, Phaya Thai Sub-district, Phayathai District, Bangkok Telephone: (+666) 5509-8000

5.3 Legal Dispute

As of 31 December 2021, the Company does not have any legal disputes that may negative affect the Company's assets with an amount higher than 5% of the shareholders' equity and no disputes related to environmental, social and corporate governance issues.



PART 2

THE CORPORATE GOVERNANCE

6. The Corporate Governance

The Board of Director and management emphasize on the good corporate governance according to the determined practice guidelines of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission. The Board of Directors strive to develop and raise the level of the Company's corporate governance to internationally comply and appropriate for the present business operation environment of the organization for the Company to have an efficient, transparent and fair management as well as increase an ability to compete and raise value for the shareholders in long term under ethical operation framework with the responsibility to society and all stakeholders which enhances the organization's worth for sustainable growth.

6.1 Overview of Corporate Governance Policies

The Nomination and Remuneration Committee ("NRC") has been appointed by the Board of Directors in order to support the performance of the Board of Directors concerning nomination suitable candidates for the position of directors, sub-committee, and executives, in accordance with the policy of nomination of the directors and high ranking executives, as well as determination of appropriate remuneration to be proper, transparent, and support the administration of the Board of Directors to be in compliance with the principles of good corporate governance of the Company and support the personnel of the Company at all level to adhere and conform to the Good Corporate Governance and Business Code of Conduct.

Nomination and Remuneration of Directors

The Board of Directors has assigned the NRC to determine the appropriate compensation and able to motivate the Board of Directors to achieve both short-term and long-term goals before presenting to the Board of Directors and the shareholders' meeting for approval. The NRC takes into account duties and responsibilities and the Company's performance together with the overall social and economic conditions and considering from past data comparison with the remuneration of the directors in the same industry.

Independence of the Board of Directors from the Management

The Company places importance on the composition and operation of the Board of Directors to facilitate independent decision-making. Therefore, the Chairman of the Board of Directors is not the same person as the Managing Director in order to create a balance between the Board of Directors and the Management.

Director Development

The Board of Directors has promoted and facilitated training and educating those involved in the corporate governance of the Company such as Director, Audit Committee, Executive Officer, etc. in order to continually

improve performance. The training and knowledge may take place within the Company or using external institutions. In addition, once there is a change of new director, the Company will provide documents and information that are useful for the performance of the new director's duties including an introduction to the nature of the business and business practice of the Company to new directors.

In 2021, directors and executives of the Company have attended training courses to develop knowledge and skills in management as follows:

- ♦ International Trade Disputes – Risks that should not overlooked
- ♦ Business Sustainability Strategy
- ♦ TLCA CFO Professional Development Program (TLCA CFO CPD) No. 5/2021 “Fraud & Cyber Security Risk”
- ♦ Key Points and Notes on TFRS for PAEs Requirements and Amendments in 2021
- ♦ Sustainable Supply Chain Management
- ♦ Trend of MD&A
- ♦ HCM Webinar 4/2021 “Work and Well-being during COVID-19”

Supervision of subsidiaries and associated companies

Supervision of operations of subsidiaries and/or associated companies, management will be responsible for dispatching directors of the Company or selecting executives who have qualifications and experience suitable for the business operations of the subsidiary and/or associated companies to represent the administration, determine important policies and control the business operations of the subsidiaries and/or associated companies in accordance with strategies and business plans under good corporate governance principle.

Promotion of the exercise of shareholders' rights

The Board of Directors has promoted the rights of shareholders and encourage shareholders to exercise their basic rights to allow shareholders to participate in making decisions on important matters of the Company. Through the shareholders' meeting by exercising the following rights, the right to propose agenda of the shareholders' meeting, the right to attend and vote in the shareholders' meeting. Right to give a proxy to another person to attend the meeting and vote on their behalf, the right to nominate persons to be considered for appointment as the Company's directors, the right to elect or remove directors individually, the right to receive technology information sufficiently and timely, the right to appoint and determine the auditor's remuneration, the right to vote on the annual remuneration of directors, the right to participate and informed when there is a major change in the Company, the right to express opinions and ask questions in the shareholders' meeting, the right to share profits of the Company, etc. in order to protect the rights of shareholders and encourage shareholders to exercise their rights including the right to be treated as a shareholder equally. The Board of Directors established guidelines, examples:

- ♦ In each meeting of shareholders, the Company will arrange to use the meeting place in Bangkok or Chonburi which is the headquarter of the Company. The venue of the meeting of shareholders must have sufficient size to support the number of shareholders and not an obstacle to travel. There are facilities for travelers, have security and are ready to handle emergency situations appropriately.
- ♦ Allowing the shareholders to be able to vote for the election of directors individually and the right to nominate persons to be appointed as the directors of the Company, which are disclosed on the website of the Stock Exchange of Thailand and the Company's website.
- ♦ During the meeting, the Chairman in the meeting allows all shareholders to have equal rights to expressing the opinions and queries within the appropriate time. Related directors and executives can explain and give the information to all shareholders completely. Including organizing activities that disseminate information to shareholders, investors and the general public for acknowledgement.

Anti-Corruption

The Company realizes the importance of transparent business operations, adhere to the principles of good corporate governance, social responsibility and stakeholders and prevent corruption that may occur in the organization in all cases. The Company therefore has established an Anti-Corruption Policy, Whistleblowing and Complaint-making Policy. Including preparing written guidelines for not asking, not accepting, not paying and not doing business with individuals and juristic persons related to corruption which has been approved by the Board of Directors.

6.2 Business Code of Conduct

The Company is committed to ethical business conduct with transparency and treat all stakeholders fairly accordance with the Good Corporate Governance Policy. Therefore, the Business Code of Conduct has been established as a good practice for all directors, executives and employees as shown in Attachment 5 Policy and Guideline for Corporate Governance and Business Code of Conduct as a guideline for good practice for all directors, executives and employee of the Company in conducting business that is standard under the framework of ethics, integrity and honesty by requiring directors, executives and employees at all levels in the Company to give importance and adhere to the performance of duties as assigned responsibly, treat all stakeholders equally and fairly to achieve business operations according to the vision of the organization, create long-term value for the organization by driving the business to be stable and sustainable.

In 2021, the Company operates in accordance with the Business Code of Conduct by the directors, executives and employee of the companies complying with the laws, organization's regulations, regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission according to the good corporate governance policy and the business code of conduct both the conflict of interest policy and the supervision of the use of inside information to be consistent with the vision and goals of the organization. In 2021, the Company did not find any complaints or reports of violations of the Business Code of Conduct.

The Board of Directors has expressed intention to conduct business with transparency, accountability, and adherence to the duties of directors, executives and employees including related persons actions must be avoided as a stakeholder or person involved in conduct that may create a conflict of interest or seeking benefits in private affairs with the Company.

The Company's confidentiality policy requires that directors, executives and employees are obliged to maintain information without using specific information for securities trading or send such information to others for securities and does not disclose business information to competitors even after termination of the position of director, executive or employee of the Company for the benefit of all.

The Insider Information Policy is a measure to prevent the misuse of insider trading of related persons, including the directors, executives, employees and workings of the Company related in the information including the spouse and underage children of such person, including the penalty on the disclosure of the Company information or using the Company's information for personal gain and set a guidelines such as directors and executives are duty to report their securities holdings, spouses and children who have not attained legal age to the Securities and Exchange Commission under Section 59 and report the interests of the directors and executives. The information must be reported to the Company and reported online through the Securities and Exchange Commission's online system.

6.3 The Major Changes and Developments of Policy and Practice of Corporate Governance in 2021

The Company assigns the Board of Directors to be responsible for determining the Good Corporate Governance and supervise policy compliance. The Board of Directors will arrange for a regular review of the Good Corporate Governance at least once a year.

In this regard, overseeing or following up to comply with the Business Code of Conduct, the Company determines that it is the duty and responsibility of the directors, executives and all employees too acknowledge and

understand to company with the established business ethics and work code of conduct strictly which executives in the organization must supervise and it is important to ensure that employees under their command line know, understand and strictly adhere to the established Business Code of Conduct. The review of the Company's Business Code of Conduct in accordance with the laws, rules and regulations in accordance with the constantly changing environment. Therefore, the Board of Directors has required to regularly review the regulations at least once a year.

In 2021, the Company has further improved policies, practices and corporate governance systems and important developments as follows:

Review the scope of duties and responsibilities of the Board of Directors It is required the Board of Directors to review the Good Corporate Governance and Business Code of Conduct at least once a year for the Company continually developed. In addition, a performance evaluation of the Board of Directors, sub-committees, individual director and managing director at least once a year. The results of the assessment will be used for further performance development

Adding diversity in the structure of the Board of Directors and Board Skill Matrix The Board recognize the importance of diversity in the board structure. It is a factor that will increase the efficiency in decision making and the performance of duties of the Board of Directors. It helps to create a balance of perspectives, concepts, and experiences is beneficial to stakeholders. The selection of the recruiting committee to take the position of director by considering the composition according to the criteria for recruiting directors and taking into account the diversity of the structure of the board by preparing a Board Skill Matrix to examine the qualifications of the directors who want to recruit skills, knowledge, capabilities, expertise in a particular area and suitable properties. In accordance with the structure of the committee and business strategies including morality and ethics, diversity of board structures without limitation on gender, religion, age, education history, professional skills, other specializations.

Arranging the Occupational, Health and Safety Policy The Board of Directors is aware of and cares about safety, occupational health and working environment by focusing on the management and all employees to participate in the management of safety related to the Company's operations without affecting the environmental and surrounding communities to achieve the goal of accident-free work especially accidents with high levels of severity including the absence of occupational disease and

having a good working environment. This will be the foundation of the security and safety of employees and adds value and a good experience working with the Company.

Issuing the Supplier Code of Conduct The Board of Directors is committed to promoting business partners of the Company with sustainability and taking into account the environment, society and corporate governance. Therefore, the Company has established a Supplier Code of Conduct for business partners to use as a guideline for business operation, comply with requirements, laws and business ethics as well as international standards by giving importance to and supporting the Company's business partners to conduct business with transparency, consider human rights, treat workers with fairness, comply with safety, occupational health and environment standards including strictly following up on the implementation of the code of conduct.

Arranging Tax Policy The Board of Directors pays attention to tax matters and has an ideology in conducting business with integrity, social responsibility and all groups of stakeholders by providing a strict tax management adhere to the principles of accuracy in accordance with the principles of good corporate governance, as well as determined to contribute to the overall development of the country which is an important part in enhancing the country's development. The Company therefore has a Tax Policy consisting of 3 pillars which are tax code of conduct, tax risk management and tax transparency. In 2021, the actual tax rate paid is 20% compared to the tax rate that the Company legally required to pay.

In 2021, the Company has adopted the principles of good corporate governance for listed companies in 2017 (CG Code) by managing and performing the following as:

Principle 1 **Recognize the roles and responsibilities of the Board of Directors as the corporate leader who create sustainable value for the business.** The Board of Directors has regularly improved, review the rules of each committee and there are improvements to the Good Corporate Governance and Business Code of Conduct. In addition, the Board also promotes a Business Code of Conduct that supervise of the role of stakeholders.

Principle 2 **Define the business objectives and main goals for sustainability.** The Company has established a vision and mission with a focus on sustainability and operates in accordance with sustainability management policies and goals.

Principle 3 **Build effective committees.** The Company sets and reviews the board structure and the proportion of independent directors in accordance with the regulations and rules of the regulator and assigned to the NRC, remuneration and corporate governance are responsible for fair selection of directors. In 2021, the

Board of Directors has an annual performance evaluation of the Board of Directors, Sub-committees and Managing Directors.

Principle 4 **Nomination and Development of Top Executives and Personnel Management.** In 2021, the Company has implemented the recruiting directors and executives including senior management to have additional potential necessary to drive the Company to the goals according to the vision and mission and determine the compensation structure for comparison according to business types and take into account important factors and also the evaluation of the executive officer and closely monitor the development of executives and personnel in the organization.

Principle 5 **Promoting Innovation and Responsible Business Operations.** In 2021, the Company has adjusted business strategy under the crisis of the COVID-19 epidemic. The Company brings technology and work programs to help adjust the behavior to suit with the situation and the Company can also operate business efficiently and effectively by educating and empowering employees to use technology to work online more in order to ensure the safety of employees' health. As a result of the development of technological innovations, all employees are able to work even in an emergency situation, which creates value for the business, all customers and partners including all stakeholders without being affected in any way.

Principle 6 **Ensure that there is a suitable risk management and internal control system.** The Company manages risks and internal controls effectively. The Company requires the Executive Committee to analyze and assess the risks including various internal control systems within the Company to be appropriate and report the results of such analysis with solutions to the Board of Directors for acknowledgement at least once per quarter.

Principle 7 **Maintain financial credibility and disclosure of information.** The Board of Directors and the Executive Committee regularly monitor the performance and operating results especially about the financial liquidity of the Company every month including the trend of financial problems to create measures to prevent financial problems that may arise in the future. The Board of Directors has also encouraged the Managing Director and the person responsible for investor relations, increase communication with shareholders, investors, analysts and other stakeholders by participating in the activity of listed companies to meet investors (Opportunity Day). In 2021, the Company has participated in such activities 3 times and arrange documents to clarify the Company's performance, Company Snapshot or Fact Sheet that summarizes the business performance in each quarter, etc.

Principle 8 **Encourage participation and communication with shareholders.** The Board of Directors provides opportunities for shareholders to participate in proposing meeting agendas and the list of candidates selected as

the directors and also supports the shareholders' meeting to attend the annual general meeting of shareholders under the COVID-19 epidemic by strictly organizing anti-epidemic measures in accordance with government announcements and statutory provisions, the meeting's resolutions were notified and prepared minutes of the meeting according to the time limit of the law and the minutes of the meeting were also disclosed on the Company's website for shareholders to have access to the information.

2021 Annual General Meeting of Shareholders



Business Sustainability Strategy Training



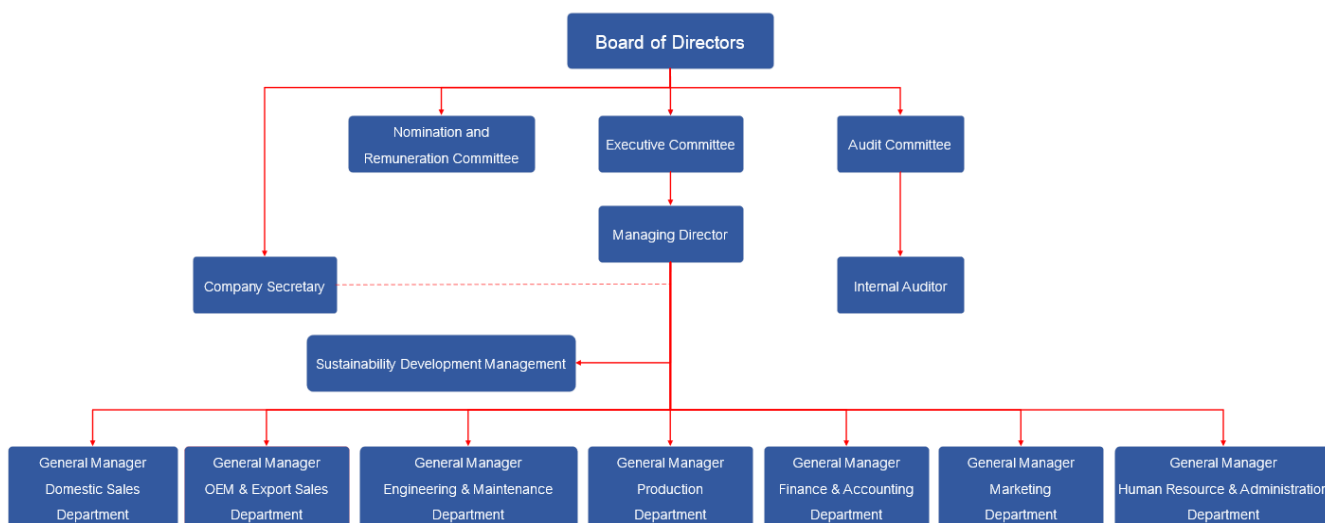
Safety Training



7. Governance Structure and Important Information about the Board of Directors, Sub-Committee, Management, Employees and Others

7.1 Governance Structure

The Company's management structure as of 31 December 2021 can be represented as follows:



Remark: The Company assigns the Executive Committee to formulate policies and manage risks in the organization for submission to the Audit Committee and the Board of Directors.

7.2 The Board of Directors Information

The Board of Directors consists of persons who do not have any prohibited qualifications, has not criminal record in property-related offences committed in corruption, no transaction history that may cause conflict of interest with NDR. Such person is knowledgeable, plays an important role in formulating the Company's policies together with senior management, plan both short-term and long-term operations as well as determine the monetary policy risk management and overview of the organization, play an important role in overseeing, auditing, evaluating the performance and the performance of senior management to be in accordance with the plan independently.

The Company's management structure consists of the Board of Directors and sub-committee, namely the Audit Committee and the Nomination and Remuneration Committee (NRC). The Board of Directors of the Company are appointed by the shareholders' meeting. At present, the Board of Directors consists of 8 members which are 2 executive directors, 3 non-executive directors, and 3 independent non-executive directors as shown in [Attachment 1](#) The Details of Directors, Executives, Chief Financial Officer and Company Secretary.

In this regard, the Company stipulates that the Chairman of the Board of Directors is not the same person as the Managing Director, to create balance and review of management and has established the scope, powers, duties and responsibilities of the directors, executives, managing director clearly with duties in the same manner as stipulated in the regulations of the Stock Exchange of Thailand as shown in Attachment 7 Charter of the Board of Directors and Sub-committees.

The Position of the Board of Directors

Name	Position
1. Mr. Pongsak Swadwan	Chairman of the Board of Directors
2. Dr. Sirada Jarutakanont	Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee / Independent Director
3. Mr. Chaiyasit Samrittivanicha*	Chairman of Executive Committee / Member of Nomination and Remuneration Committee / Managing Director
4. Ms. Nittaya Samrittivanicha	Director
5. Mr. Marco Low Peng Kiat	Director
6. Mr. Teerasak Sawangnet	Member of Audit Committee / Member of Nomination and Remuneration Committee / Independent Director
7. Mr. Kovit Krithanin	Member of Audit Committee / Independent Director
8. Mrs. Thunyarat Samrittivanicha*	Director / Executive Director

***Remark:** The Company's two directors are from the management namely, Mr. Chaiyasit Samrittivanicha (Managing Director) and Mrs. Thunyarat Samrittivanicha (Domestic Sales General Manager).

Among the Board directors, three have been appointed as authorized directors, namely, Mrs. Nittaya Samrittivanicha, Mr. Chaiyasit Samrittivanicha and Mrs. Thanyarat Samrittivanicha. Any two of the authorized directors are authorized to sign jointly with company seal affix on behalf of the Company

Term of Office

At the Annual General Meeting of Shareholders each year, one-third of the total directors must retire from office. If it is not possible to divide the total number of directors evenly by three, the number closest to one-third must retire from the term.

In choosing those directors who retire, length of service on the Board should be considered, so that those who have served longest are most eligible to retire. Nevertheless, a retiring director is eligible for re-election.

In this regard, independent directors have term of office for a maximum of 9 years, unless the shareholders' meeting considers and approves the re-election of independent directors who hold the position for more than 9 consecutive years to be independent directors.

Each director has experience and expertise related to the Company's business according to the expertise and diversity of the Board of Directors as follows:

Board Skill Matrix and Diversity as of 31 December 2021

Director's Name	Director	Independent Director	Managing Director	Female Director	Educations and Experiences							
					Rubber and Rubber Products	Accounting	Finance	Innovation and Technology	Sales and Marketing	Business Administration	International Trading	Social Enterprise / Natural Resources and Environment / Sustainable Development
1. Mr. Pongsak Swadwan	✓									✓		
2. Mr. Chaiyasit Samrittivanicha	✓		✓		✓	✓	✓	✓	✓	✓	✓	✓
3. Mrs. Nitaya Samrittivanicha	✓			✓	✓					✓		
4. Mrs. Thunyarat Samrittivanicha	✓			✓	✓				✓	✓		
5. Dr. Sirada Jarutakanont	✓	✓		✓		✓	✓			✓		
6. Mr. Teerasak Sawangnet	✓	✓				✓				✓		
7. Mr. Kovit Krithanin	✓	✓								✓		
8. Mr. Marco Low Peng Kiat	✓								✓	✓		
Total	8	3	1	3	3	3	2	1	3	8	1	1

- 1 Female Independent Director and 2 Directors
- 3 Directors with experience in rubber industry
- Average term of office is 6 years

7.3 Information of the Sub-Committee

The Board of Directors has appointed various sub-committee so that shareholders can be assured that the Company has operated carefully. There are 3 sub-committees consisting of (1) Audit Committee (2) Nomination and Remuneration Committee and (3) Executive Committee. Details are as follows:

Audit Committee

Audit Committee consists of 3 independent directors. The composition of the committee must consist of at least one-third or not less than three independent directors, has the duty to review the Company financial that reporting is accurate and adequate disclosure by coordinating with external auditors and responsible management including reviewing the Company to have an internal control system, internal audit system and a risk management system that is concise, appropriate, modern and efficient. The scope of authority and duty are defined in the charter. Details appear in [Attachment 7](#) The Charter of the Board of Directors and Sub-committees.

As of 31 December 2021, Audit Committee consists of 3 independent directors as follows:

Director's Name	Position
1. Dr. Sirada Jarutakanont	Chairman of Audit Committee (Independent Director)
2. Mr. Teerasak Sawangnet	Member of Audit Committee (Independent Director)
3. Mr. Kovit Krithanin	Member of Audit Committee (Independent Director)

***Remark:** Dr. Sirada Jarutakanont is the Audit Committee who has knowledge and experience in accounting and finance.

Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of 3 directors. The composition of the committee must consist of at least one independent director to support the performance of the Board of Directors in determining the rules and guidelines for the performance of remuneration and nominating suitable candidates for the position of the Company's director, sub-committee and the management. The scope of authority and duty are defined in the charter. Details appear in [Attachment 7](#) The Charter of the Board of Directors and Sub-committees.

As of 31 December 2021, Nomination and Remuneration Committee consists of 3 directors as follows:

Director's Name	Position
1. Dr. Sirada Jarutakanont	Chairman of Nomination and Remuneration Committee (Independent Director)
2. Mr. Teerasak Sawangnet	Member of Nomination and Remuneration Committee (Independent Director)
3. Mr. Chaiyasit Samrittivanicha	Member of Nomination and Remuneration Committee (Director)

Executive Committee

The Executive Committee consists of 8 members which are 2 directors and 6 executives who are not directors of the Company, is responsible for planning and formulating various operational policies by requiring that they be reviewed at least once a year. In addition, the Executive Committee is responsible for determining the direction, strategy, working plan, budget, organizational structure and management structure principles of the Company's business operations in accordance with the economic conditions and competitive conditions in the market including analyzing and managing risks in the organization to propose to the Board of Directors for acknowledgement and/or consideration and approval, and also monitoring and following up on the Company's performance according to the specified policy. The scope of authority and duty are defined in the charter. Details appear in Attachment 7 The Charter of the Board of Directors and Sub-committees.

As of 31 December 2021, Executive Committee consists of 8 directors as follows:

Executive's name	Position
1. Mr. Chaivasit Samrittivanicha	Chairman of the Executive Committee / Director
2. Mrs. Thunyarat Samrittivanicha	Director / General Manager – Domestic Sales
3. Ms. Nopparat Chumpolkulwong	Company Secretary
4. Ms. Malinee Charoenchaisin	General Manager – Finance & Accounting
5. Mr. Boonlai Jamparat	General Manager – Production
6. Mr. Domrongkreat Pasroy	General Manager – Machinery Engineering
7. Mr. Vinai Kajaisai	General Manager – OEM & Export Sales
8. Ms. Thitikarn Chaichonchanok	General Manager – Human Resources and Administration

Sustainability Development Management

In addition, the Executive Committee has appointed the Sustainability Development Management comprising the Managing Director, senior management, and representatives from various departments. They have duties and responsibilities in formulating policies, reviewing strategies and sustainability goals of the Company including related management systems for growth that goes hand in hand with social and environmental responsibility. In this regard, the Sustainability Development Management does not receive any compensation or any other benefits from the Company and uphold the duties in accordance with the Company's policies importantly.

7.4 Information of Management

As of 31 December 2021, the Management consists of 8 directors as follows:

Executive's name	Position
1. Mr. Chaiyasit Samrittivanicha	Director / Managing Director
2. Mrs. Thunyarat Samrittivanicha	Director / General Manager – Domestic Sales
3. Ms. Nopparat Chumpolkulwong	Company Secretary
4. Ms. Malinee Charoenchaisin	General Manager – Finance & Accounting
5. Mr. Boonlai Jamparat	General Manager – Production
6. Mr. Domrongkreat Pasroy	General Manager – Machinery Engineering
7. Mr. Vinai Kajaisai	General Manager – OEM & Export Sales
8. Ms. Thitikarn Chaichonchanok	General Manager – Human Resources and Administration

The Board of Directors and/or the person designed by the Board of Directors is considered and appointed Managing Director by Nomination and Remuneration Committee to consider recruiting and selecting persons with knowledge and abilities and experience related to the Company's business operations and the Managing Director must devote themselves and time to perform their duties effectively in order of the Company to benefit the most from the capabilities of the Managing Director.

In the event that Managing Director takes the position of director or executive, in the limited company or listed company, those are not a subsidiary of the Company must be presented to the Board of Directors for consideration and approval on the suitability of the type of business which must not be a type of business that has the same nature and is in competition with the business of the Company, in order to perform their duties fully and allocate sufficient time. The scope of authority and duty are defined in the charter. Details appear in [Attachment 7](#) The Charter of the Board of Directors and Sub-committees.

Any operations which Managing Director or attorney or those who may have conflict on benefits with the Company and/or its subsidiaries and/or relevant companies, the Managing Director shall have no authority to approve operations regarding such matter. This must be proposed at the Board of Directors and/or Shareholders' meeting to further consider for approval (as the case may be) unless it is the approval of normal business transaction with general commercial terms in accordance with the notice of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

Remuneration of Management

In 2021, the Company has paid remuneration to the Company's management which can be summarized as follows:

- (1) **Monetary Remuneration** – The Company has paid remuneration consisting of salary and bonus to 8 executives, totally 7,117,930 Million Baht.
- (2) **Other Remuneration** – The Company has provided a provident fund for the management, in which the Company contributes at the ratio of 2% of the salary. In 2021, the Company has paid contribution to provident fund for 8 executives, totally 37,868 Baht.

7.5 Information of Employee

The Company has set remuneration, benefits and other welfare which are appropriately and fairly consistent with the competence of personnel at all levels taking into account the qualifications, experience, position, duties, responsibilities by passing the assessment and analysis of the job cost to suit the current job nature. Comparable to other companies in the same or similar industry. The criteria for adjusting compensation for employees each year is based on the performance evaluation and the performance indicators (KPI), including the Company determines the minimum bonus payment to all employees and adjust the increase of the office bonus according to the Company's performance as well as the employee evaluation results.

As of 31 December 2021, the number of employees of the Company divided by main line of work as follows:

Main Segment	Number of Employee (person)		
	Full Time	Daily	Total
1. Domestic Sales	6	-	6
2. Export Sales	3	-	3
3. Production	210	187	397
4. Mechanical Engineer	22	-	22
5. Office Operations	33	9	42
Total	274	196	470

Remuneration of Employee

In 2021, the Company has provided monetary remuneration to its employees (excluding executives) in the form of salaries, bonuses, etc. such as commissions, overtime, allowances, contributions to the Social Security Fund, etc. which are totalled as follows:

Description	2021	2020	2019
No. of Employees (person)	597	498	525
Total Remuneration (Baht)	96,032,457	94,991,506	101,047,230

Provident Fund

The company found provident fund since 21 June 2014 with BBL Asset Management Co., Ltd. The Company has joined in the ratio of 2 percent of salary to motivate employee and morale purpose in long term. There is a policy to support the selection of fund managers who comply with investment governance principles for institutional investors (Investment Governance Code: "I Code") and is a fund manager who manages investments responsibly, taking into account environmental, social and governance factors ("ESG"). Good investment governance practices are followed and disclosed the guidelines for selecting fund managers to members, this will lead to investment management that takes into account the best interests of the Company's provident fund members in the long term.

In 2021, the Company and its subsidiaries contributions are paid to the provident fund. Details are as follows:

Company/Subsidiary Name	Yes/No PVD	No. of Employees participating in PVD (person)	Employee Participation Ratio (PVD/All Employees) (%)	Amount contributed by the Company to PVD (Baht)
N.D. Rubber Public Company Limited	Yes	60	22%	255,378.40
N.D. Interparts Company Limited	Yes	8	16%	28,255.98

7.6 Other Important Information

Information of those who are directly responsible for accounting supervision and company secretary, details appear in [Attachment 1](#) The Details of Directors, Executives, Chief Financial Officer and Company Secretary and [Attachment 3](#) Head of Internal Audit.

Company Secretary

The resolution of Board of Director meeting of 3/2018 date 10 August 2018 agreed to appoint Ms. Nopparat Chumpolkulwong, who has completed Company Secretary Program No. 83/3017 conducted by Thai Institute of Directors, as a Company Secretary and overlook the Board's activities as well as to coordinate as per the Board's resolution with the following responsibilities:

1. Prepare and maintain documents, as follows:
 - a. Register of Directors
 - b. Invitation letter to the meeting, minutes of the board of directors and shareholders
2. Maintain reports of interest reported by Directors or Executives and send a copy of the report of interest under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee knows within 7 business days from the date the Company receives the report.
3. Providing legal advice, relevant rules and supervisory practices in conducting activities of the committee to be in accordance with the law.
4. Conducting the meeting of the Board of Directors and shareholder meeting to comply with the laws and regulations of the Company.
5. Contact and coordinate with the supervisory authorities, such as the Stock Exchange of Thailand, The Office of the SEC and oversee the disclosure of information and reporting information to regulators and the public in accordance with the law.
6. Contact and coordinate with departments within the Company to comply with the resolutions of the Board of Directors and the resolutions of the shareholders' meeting.
7. Liaise with shareholders, investors and the media to provide information and news of the Company.
8. Perform other acts as specified by the Capital Market Supervisory Board.
9. Perform other duties as assigned by the Company.

Investor Relations

The Company assigns the Company Secretary, Ms. Nopparat Chumpolkulwong, to take responsible in investor relations role to communicate with the investors and stakeholders including the analysts and related public sectors to provide a complete, correct, and fair information in accordance with the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. Investor Relations can be contacted by these 3 channels as follows:

1. Telephone: +6638-160707 Ext. 112
2. Email: nopparat.c@ndrubber.co.th
3. Website: www.ndrubber.co.th

In 2021, the Company has organized activities to communicate corporate information, operating results clarification and answer questions about business with investors, shareholders and analysts such as online Opportunity Day, which has the Managing Director as a provider of information, operating results clarification and business plan of the organization as well as providing opportunities for investors, journalists, analysts and the public to inquire.

Head of Internal Audit

The Audit Committee appointed BK IA&IC Company Limited by Ms. Boonnee Kusolsopit to be the Company's internal audit. The Audit Committee is of the opinion that the qualification of the person holding the position of Head of Internal Audit is appropriate to perform such duties effectively including being appointed as Secretary of the Audit Committee as well. Qualification of Head of Internal Audit appears in Attachment 3.

Auditor's Remuneration

(1) Audit Fee

For the fiscal year 2021, the Company and its associates and subsidiaries paid for audit fees amounting to 1,776,000 Baht and 92,500 Ringgit Malaysia to Grant Thornton Company Limited, Grant Thornton Malaysia and Ms. Sawisyaporn Tungchinsujee. The auditors worked for, and to persons or businesses related to the auditors and audit firm do not have any relationships or interests involving the Company, management, including their related persons.

The Company and its subsidiaries paid audit fee as follows:

Company	Reviewed F/S fee (Quarterly)	Audit F/S (Yearly)	Total
N.D. Rubber Public Company Limited	750,000 Baht	686,000 Baht	1,436,000 Baht
N.D. Interparts Company Limited	30,000 Baht	245,000 Baht	335,000 Baht
N.D. Energy Fusion Company Limited	-	5,000 Baht	5,000 Baht
Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd.	39,000 Ringgit	53,500 Ringgit	92,500 Ringgit
Total	1,776,000 Baht and 92,500 Ringgit Malaysia		

Remark : N.D. Energy Fusion Co., Ltd. was audited by Ms. Sawisyaporn Tungchinsujee.

(2) Non-audit Fee

The Company and its subsidiaries do not use other services from the said auditors.

8. The Report of Corporate Good Governance

8.1 Summary of the Board's Performance in the Year 2021

In 2021, the Board of Directors plays an important role in strategic consideration, corporate market direction and decisions to operate under the economic crisis and the COVID-19 epidemic to get through this tough situation. In addition, the Board of Directors has approved the investment in ETRAN (Thailand) Co., Ltd., a manufacturer and distributor of electric motorcycles in Thailand in order to expand to businesses that can be extended from the original business, making the organization grow by leaps and bounds. The Board of Directors has considered of improvements to missions, policies and important criteria and others card rules that are beneficial to the organization and stakeholders, such as the corporate good governance policy, Anti-Corruption Policy, Whistleblowing and Complaint-making Policy, Corporate Social Responsibilities. The Board of Directors had the management to increase the use of Human Rights, Tax Policy Procurement Policy that will support operations in accordance with good corporate governance principles and Business Code of Conduct.

8.1.1 Nomination, Development and Evaluation of the Board's Performance

The Company's independent directors shall have specific qualifications as follows:

1. holding no more than 1% of total voting shares* including the shareholding of persons related to the independent directors.
2. not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least 2 years after the person has held the position.
3. not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least 2 years after the person has held the position.
5. not currently being or never been the company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*. Exception: It has been at least 2 years after the person has held the position.
6. not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than 2 Million Baht per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least 2 years after the person has held the position.

7. not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. not under any conditions that may impede the person from having independent views towards the company's operations.

* Including the parent company, subsidiary, or affiliate, major shareholder(s) of the Company.

After being appointed as independent director with the qualification under No. 1-9 above, the independent director may assign by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary company or associate company, provided that such decision shall be in the form of collective decision.

Qualifications of the Audit Committee are as follows:

1. Having been appointed by the Board of Directors or Shareholders' Meeting to act as Audit Committee Member.
2. Qualified for an independent director.
3. Not currently the director authorized by the Board to make administrative decisions of the Company, parent company, subsidiary, same-level subsidiary, major shareholders, or controlling persons.
4. Not currently the director of the parent company, subsidiary, or same-level subsidiary of listed companies only.
5. Having sufficient knowledge and experience to perform the duty of an Audit Committee. There must be at least one Audit Committee Member, who is sufficiently knowledgeable and experienced to review the reliability of financial statements.

Nomination and Appointment of Directors

In the appointment of directors, Nomination and Remuneration Committee which currently consists of 2 independent directors out of a total of 3 nomination committee, responsible for selecting and screening qualified persons according to the Company's Articles of Association and to nominate qualified candidates for professional and diverse director by considering the structure, size and composition of the Board and offer opinions to the Board of Directors to seek approval from the directors. The list of such directors will then be presented to the shareholders' meeting to elect directors according to the following rules.

The Nomination and Remuneration Committee has considered the nature of the business and future plans, then have set the qualifications of the directors who must be knowledgeable, capable and experienced in business operations. In addition, the Nomination and Remuneration Committee provided an opportunity for shareholders to participate in the nomination of qualified directors as well.

The appointment of directors must be approved by the shareholders' meeting as stipulated by the Company's Articles of Association which in voting for the election of directors, the Company arranges for shareholders to use ballots to elect each director individually by allowing shareholders to cast all their votes to select the persons nominated as directors one by one.

Nomination and Appointment of Top Executives (Managing Director)

The Board of Directors has considered and assigned the Nomination and Remuneration Committee to consider the criteria and methods of nominating qualified persons for the top management positions and nominate the names of persons deemed appropriate together with reasons for the Board of Directors to consider and appoint. In the nomination process, the selection of persons with complete qualifications, suitability, knowledge, abilities, skills and experiences are beneficial to the Company's operations and understand the Company's business well and be able to manage the work to achieve the objectives goals set by the Board of Directors.

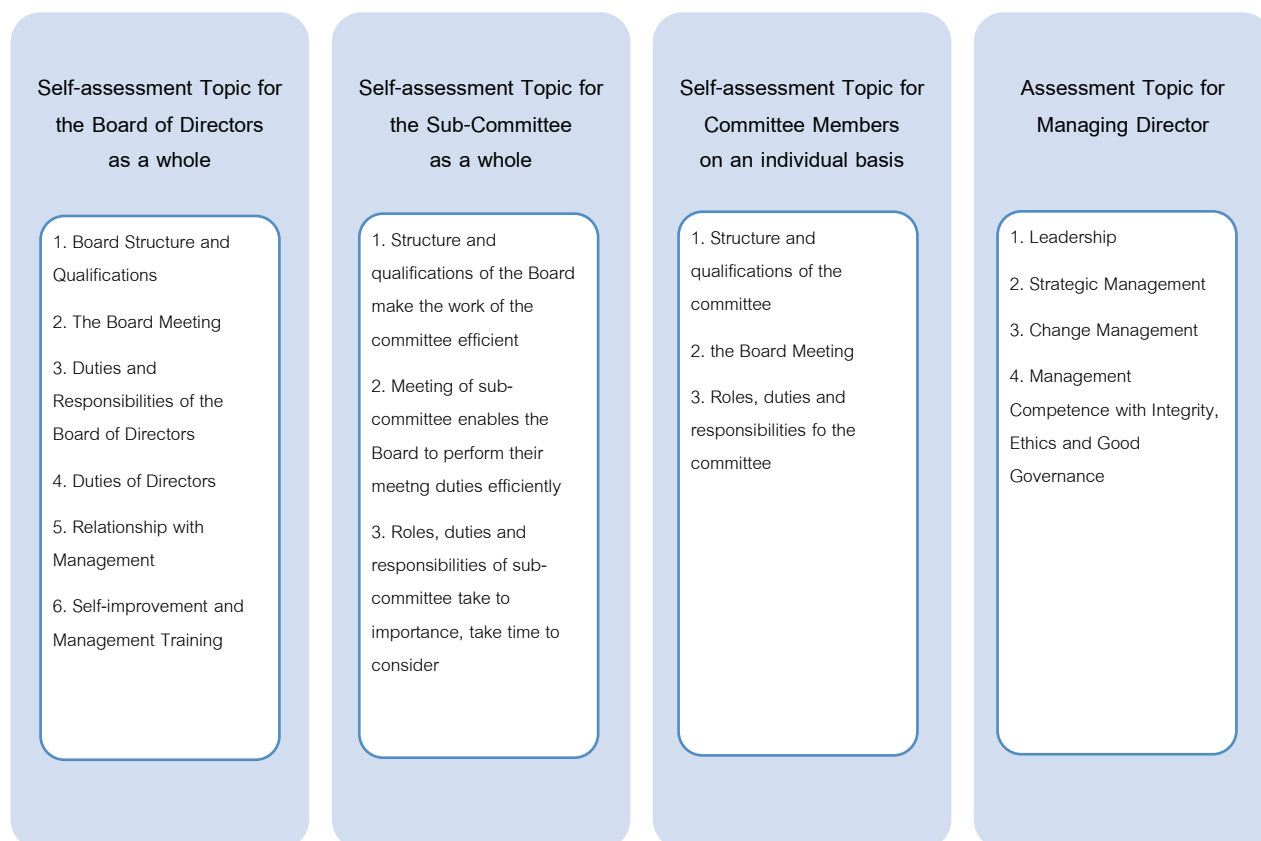
Succession Plan

The Company has a plan to select personnel who will be responsible for important positions at all levels to be appropriate and transparent to ensure that the Company has executives who are professional. The Human Resources Department will prepare the succession plan for Managing Director and management of the Company to propose to the Executive Committee for consideration. The details are as follows:

1. Managing Director In case, the position of Managing Director is vacant or the person is unable to perform the duties, the Company will have a process for executives at a similar level or a deputy acting in the position until there is a recruiting and selection of qualified persons according to the criteria set by the Company and must be a person with vision, knowledge, and abilities experience and is appropriate to the corporate culture. The Human Resources Department will bring a list of selected candidates to the Executive Committee for consideration and propose to the Nomination and Remuneration Committee for consideration and approval to appoint a suitable person to take up the position.
2. Executives In case, the position of executives (General Manager) is vacant or the person is unable to perform the duties, the Human Resources Department will present the selected successors to the Executive Committee for consideration and approval for appointment.

Self-Assessment of the Board of Directors, Sub-committees and Managing Director

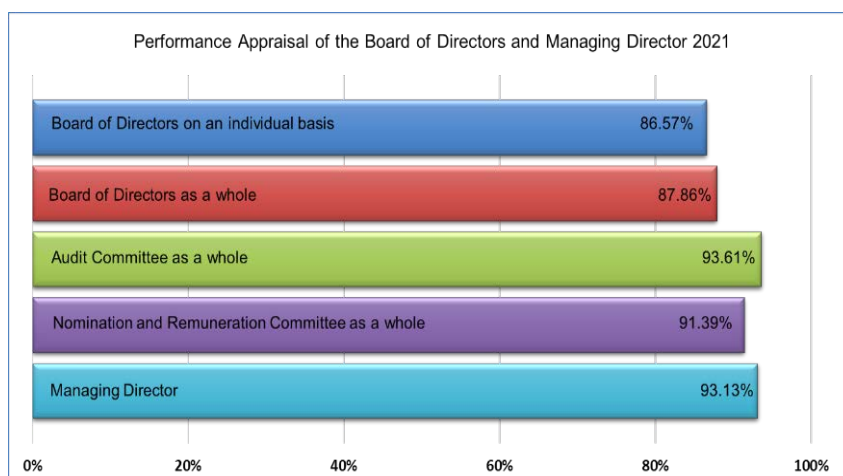
The Board of Directors has established an annual self-assessment for the Board of Directors, Sub-committees and Managing Director, in order to improve the performance of their duties to be efficient and effective by using the self-assessment form of the Stock Exchange of Thailand applied to suit the organization. The assessment topics as follows:



2021 Performance Assessment Results of the Board of Directors, Sub-committees and Managing Director

Scoring Criteria

- 0 = Strongly disagree or never conducted
- 1 = Disagree or seldom conducted
- 2 = Fair or moderately conducted
- 3 = Agree or well conducted
- 4 = Strongly agree or excellently conducted



8.1.2 Meeting attendance and remuneration of the Board of Directors individually

Meeting attendance of the Board of Directors from 1 January 2021 to 31 December 2021 are as follows:

Director's Name	Meeting Attendance			
	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	Annual General Meeting of Shareholders
1. Mr. Pongsak Swadwan	5/5	-	-	1/1
2. Dr. Sirada Jarutakanont	5/5	4/4	1/1	1/1
3. Mr. Chaiyasit Samrittivanicha*	5/5	-	1/1	1/1
4. Ms. Nittaya Samrittivanicha	3/5	-	-	1/1
5. Mr. Marco Low Peng Kiat	4/5	-	-	0/1
6. Mr. Teerasak Sawangnet	5/5	4/4	1/1	1/1
7. Mr. Kovit Kristhanin	5/5	4/4	-	1/1
8. Mrs. Thunyarat Samrittivanicha*	5/5	-	-	1/1

Due to the epidemic situation of the COVID-19, Mr. Marco Low Peng Kiat who lives abroad unable to participate in some meetings to show social responsibility and to comply with the requirements of each country.

Remuneration of Directors

The Company has proposed to the 2021 Annual General Meeting of Shareholders held on 31 March 2021 to consider and approve the directors' remuneration which has been considered from the current economic, practices of listed companies in similar industries, good corporate governance principles and duties and responsibilities of each member. The meeting resolved to determine the remuneration of the directors for the year 2021 which was set as meeting allowances only without compensation or other benefits. Details of remuneration as follows:

Title	Remuneration (Baht/Meeting)
<u>Board of Director Meeting</u>	
Chairman	30,000
Member	18,000
<u>Audit Committee Meeting</u>	
Chairman	30,000
Member	18,000
<u>Nomination and Remuneration Meeting</u>	
Chairman	30,000
Member	18,000

2021 Board of Directors's Remuneration (Individual)

Unit : Baht

Director's Name	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	Annual General Meeting of Shareholders	Total
1. Mr. Pongsak Swadwan	148,000	-	-	28,000	176,000
2. Dr. Sirada Jarutakanont	88,000	118,000	28,000	16,000	250,000
3. Mr. Chaiyasit Samrittivanicha*	-	-	-	-	-
4. Ms. Nittaya Samrittivanicha	52,000	-	-	16,000	68,000
5. Mr. Marco Low Peng Kiat	70,000	-	-	-	70,000
6. Mr. Teerasak Sawangnet	88,000	70,000	16,000	16,000	190,000
7. Mr. Kovit Krishnanin	88,000	70,000	-	16,000	174,000
8. Mrs. Thunyarat Samrittivanicha*	-	-	-	-	-

Remark: Mr. Chaiyasit Samrittivanicha and Mrs. Thunyarat Samrittivanicha who receives remuneration as an executive of the Company.

8.1.3 Supervision the Operations of Subsidiary and Affiliated Companies

Supervision the operations of subsidiary and affiliated companies, the executives shall assign company director or select the executive officer who has appropriate qualification and experiences with the business of subsidiary and affiliated companies to be a management representative to define important policy and control business operations.

In order to supervise the operations of subsidiary and affiliated companies being more effectiveness and transparency, starting from 2015 onwards, the Company has defined the procedure to propose name and right for voting in appoint personal to be Director in subsidiary shall have the approval from Board of Director. The appointed person who was appointed as Director in subsidiary and affiliated companies has responsibilities do the best benefits of subsidiary and affiliated companies as per strategies, business plan under the approval policy from Board of Director including practice with good governance. The appointed Director shall have the approval from Board of Director before voting or voting for important issue shall have the approval from Board of Director. Sending Director to be a representative in subsidiary and affiliated companies shall be a proportion of shareholding.

Furthermore, in case of subsidiary, the Company has defined the regulations the appointed person shall overlook the subsidiary to have the regulations concerning assets transaction, acquisition or selling or other important transaction of the company accuracy and completely and use the criteria of information disclosure same as the Company practice including to control data collection, accounting record of the subsidiary available for auditing and for financial statement preparation

8.1.4 Monitoring to ensure that operations compliance with corporate governance policies and guidelines

The Company focuses on the important to good corporate governance. The relevant policies and guidelines have been set in the Company's Good Corporate Governance and Business Code of Conduct as well as promoting real practice to build confidence in all stakeholders.

In 2021, the Company has followed up to ensure compliance with good corporate governance covering 1) reporting on related party transactions; 2) reporting on internal audit results; 3) analyzing various risks, etc. The follow-up results found that the Company has fully implemented the guidelines for each issue. In addition, the Company provides follow-up to ensure compliance with good corporate governance in 4 other issues as follows:

1. Prevention of Conflicts of Interest

The Company as established good practice guidelines to show its intention to operate its business with transparency, accountability, and hold on the duty of directors, executives and employees, including those involved to avoid becoming stakeholders or is a person involved in an operation in a manner that may cause a conflict of interest.

In 2021, the Company has examined cases that may cause conflicts of interest and found that there are no cases involving the Board of Directors, management and employees of the Company. In addition, to enhance corporate governance within the organization, in 2021, the Company has revised its business ethics in respect of prevention of interest by adding more issue. In the case of related party transactions which are not in accordance with general trading conditions, principles approved by the Board of Directors or the nature and size of the transaction are not under the management's jurisdiction, must pass the review and give opinions from the Audit Committee before proposing for approval from the Board of Directors or shareholders.

2. The use of inside information for benefits

The Company has supervised the use of inside information in accordance with the law and in accordance with the principles of Good Corporate Governance. In 2021, directors and executives have not found any trading in securities during the period that the Company has specified to refrain from trading. However, the Company has set a policy on the use of information. The key policies are as follows:

1. The Company provides knowledge to directors and executives regarding their duties to report the change of their securities holdings, their spouse and underage children to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535, within 3 working days from the date of change in securities holding. In addition, those directors and executives must inform the Company Secretary to prepare a memorandum of changes and summarize the number

of securities individually, so that the Company can inspect the securities trading of all directors and executives.

2. The Company has a stipulation that prohibits directors, executives and employees, who have received inside information which affects securities price, disclose such information to other persons and must be suspended in the 1-month period before the financial statements or inside information are released to the public (Blackout Period) and must not trade in the Company's securities under a period of 24 hours has elapses since the disclosure of all information to the public. In this regard, if it is found that the inside information is used in a way that will damage the Company or its shareholder by executive level and above, the Board of Directors will consider the punishment as appropriate. In case, the perpetrator is a secondary level of executive level, the Executive Committee will consider the penalties for the offender.

The Company provides the revelation of significant data both financial and non-financial data correctly, punctually, and transparently following the criteria in the revelation of data of Securities and Exchange Commission and Stock Exchange of Thailand as well as significant data affecting the price of securities and the process of decision making of the investors and stakeholders of the Company. The Company will publicize the information technology to shareholders, investors, and public via the channels and media of Stock Exchange of Thailand and website www.ndrubber.co.th both Thai and English. Moreover, the Company has assigned the Company Secretary to act as investor relations to communicate with shareholders, investors, analysts, stakeholders and related government agencies in order to receive information equally.

3. Anti-Corruption

In 2021, the Company has reviewed important policies and criteria for efficient and effective operation as well as promote the policies illustrating concrete anti-corruption such as arrange the anti-corruption activities in the organization to raise the level of anti-corruption policy to be clear, established measures and guidelines for actions related to anti-corruption, such as the Executive Committee, who responsible for the risk analysis across the organization, will assess the risks that may occur before the occurrence of corruption according to each operating process along with finding guidelines and preventive measures and monitoring plans for compliance with anti-corruption policies and report to the Board of Directors every quarter. In addition, there are training and communication of policies and additional channels for receiving suggestions, complaints, as well as informing the whistle on corruption of the organization through various channels. In this regard, the Company has disclosed its policies and guidelines for business operations and anti-corruption on the Company's website.

Furthermore, the Company shall strive to operate its business in a way which demonstrates its compliance with ethical and good corporate governance standards by upholding the principles of good governance as well as code of conduct and business ethics; displaying responsibility toward the society, the environment and every group of stakeholders; and conducting business in transparent, fair and verifiable manner. In the future, the Company has a plan to join “Private Sector Collective Action Coalition Against Corruption (CAC)” to demonstrate its clear intention and commitment in fighting against all forms of corruption.

Anti-Corruption Policy and Related Practice

The Company shall not tolerate any forms of corruption and shall be applicable to all businesses and transactions in every country worldwide and every relevant function. The Board of Directors, the management and employees of NDR including subsidiaries must strictly comply with the defined Anti-Corruption Policy and are prohibited from being involved with any forms of corruption either directly or indirectly in dealing with high-risk corruption. Executives and all employees should be cautious on political contributions, donations, sponsorships, gifts and entertainment.

Directors, executives and all employees can receive gifts or any benefits according to the festivals or normal practices. The value of such gifts and hospitality must be appropriate and does not affect practical decision or Company operation.

If in a situation that cannot deny receiving such gifts or benefits at that time, the recipient must notify the supervisor immediately and prepare a report for receiving gifts and send such gifts to the Procurement Department to be used as a reward for employees in important festivals or requesting approval to donate to the public charity as appropriate.

4. The Whistleblowing

The Company has determined measures for whistleblowing or raising complaints concerning any misconduct done by any director, executive or employee within the organization that is in violation of the laws, Business Code of Conduct 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 the incident or complaint including their contact address and phone number through the provided channels.

- **Chairman of the Audit Committee** (An external director who is independent)

E-mail: auditcom@ndrubber.co.th

Postal Mail: **Chairman of the Audit Committee**

N.D. Rubber Public Company Limited

129 Moo 3 Nongchak-Phanasnikom Road, Nongeiroom, Banbueng, Chonburi 20220

Website: www.ndrubber.co.th

- **Company Secretary**

E-mail: nopparat.c@ndrubber.co.th

Postal Mail: **Company Secretary**

N.D. Rubber Public Company Limited

129 Moo 3 Nongchak-Phanasnikom Road, Nongeiroom, Banbueng, Chonburi 20220

Phone: +6638-160-707 # 112 Website: www.ndrubber.co.th

- **General Manager of Human Resources and Administration**

E-mail: thitikarn@ndrubber.co.th

Postal Mail: **General Manager of Human Resources and Administration**

N.D. Rubber Public Company Limited

129 Moo 3 Nongchak-Phanasnikom Road, Nongeiroom, Banbueng, Chonburi 20220

Phone: +6638-160-707 # 130 Website: www.ndrubber.co.th

The Company has measures to protect and maintain confidentiality in order to protect the rights of whistleblowers and informants who act in good faith. The Company shall not disclose the identity, address or any other information pertaining to the whistleblower or informant and shall treat such information as confidential and only authorized persons involved in the investigation procedure can have access to such information. In the event that there is an act of corruption by an executive or top management, the Audit Committee shall be responsible for ensuring the protection of the whistleblower or complainant, including the witnesses and informants throughout investigation period so that they are safe from any danger, harm or mistreatment due to whistleblowing or raising a complaint or being a witness or for disclosing any information. Any person authorized to be responsible for such matter must strictly maintain the confidentiality of all relevant information and documentation concerning the complainant and informant and must not disclose such information to any irrelevant parties unless it is required by law.

Investigation procedure and penalties for fraudsters, employees who violate or do not follow the rules will be subject to disciplinary action according to the Company's working regulations, directors or employees will be punished according to the law. The investigation processes are as follows:

- 1) Upon receipt of whistleblowing information or complaints, the recipients of the information via various channels are required to respond to the whistleblower that his/her case has already been received (in case that the whistleblowers reveal their identity). The recipients are also required to gather relevant information and submit it to the assigned functions for further actions.
- 2) The assigned functions conduct investigations and gathering facts as soon as possible, performing their duties with fairness, regardless of the position, duration of work or any importance of the whistleblower to the Company.
- 3) Once the fact-finding is carried out, the assigned functions shall prepare an investigative report and propose appropriate management actions to prevent reoccurrence in each matter to the Audit Committee, Managing Director, General Manager of Finance and Accounting, General Manager of Human Resources and Administration or any related person as the case maybe.
- 4) Regarding the aforementioned process, the measures can stop the violation or non-compliance with the Business Code of Conduct while alleviating damage incurred to the impacted persons considering total damage into account. In addition, necessary measures need to be set up to protect the whistleblower who reports such misconducts or complaints and the persons who provide cooperation during fact-finding process.
- 5) The Audit Committee or Managing Director reports to the Board of Directors for acknowledgement and reports on the results of the whistleblower who submitted such complaints (in case that the whistleblowers reveal their identity).

In 2021, the Company did not find any whistleblowing or complaints about corruption or violations of good corporate governance and practices.

8.2 The Report of the Audit Committee in the Past Year

The Audit Committee of the Company consists of 3 independent directors who have expertise and experience in accounting and finance, business investment and administration and have qualification as required under the Notification of the Securities and Exchange Commission. The Audit Committee duly performed its duties within the scope of responsibilities as assigned by the Board of Directors which are prescribed in the Audit Committee Charter and in line with the regulations of the Stock Exchange of Thailand.

In 2021, the Audit Committee has conducted 4 meetings and reported its performance to the Board of Directors on quarterly basis. The details of attendance of each members are as shown below:

Director's Name	Position	Year 2021 (No. of Meeting Attended / No. of Meeting Hold)
1. Dr. Sirada Jarutakanont	Chairman of the Audit Committee	4/4
2. Mr. Teerasak Sawangnet	Member of Audit Committee	4/4
3. Mr. Kovit Krishnanin	Member of Audit Committee	4/4

Every meeting was the meeting with Auditor, Internal Auditor, Managing Director, Chief Finance Officer and other relevant executives in accordance with relevant agendas, including 1 time meeting with the Auditor without attendance of any managements for independent consultations on significant matters as well as acknowledgments of performances and recommendations, including complications and difficulties during performing of duties. The Audit Committee independently reported, made an opinion and gave recommendation to the Board of Directors which consider reviewing financial reports, review of the internal control system and internal audit, review of risk management, review of compliance with applicable laws and regulations, considered related party transactions or transactions conflict of interest, considered to nominate, appoint and determine the Auditor's remuneration and consider the report on compliance with the anti-corruption policy.

The Audit Committee performed its duties with prudent and independent in giving opinions and advices for the highest benefit of the Company and also performed its duties in accordance with the Audit Committee Charter and assignments from the Board of Directors in full of which the Audit Committee opinioned that the Company had compliance system and internal control at the sufficient and appropriate level for the Company's business. In addition, the Company conduct the business with good governance to ensure that the preparation of financial information fully and duly presented facts in material part in compliance with the general accounting standard, the disclosure of information was in accordance with laws, regulations and covenants in connection with the Company's business and the Company and its subsidiaries commit to develop continuously its operation and human resources for better quality and sustainable growth.

8.3 The Report of the Performance of Other Sub-committees

The Nomination and Remuneration Committee ("NRC") is appointed by the Board of Directors consisting of at least 3 directors and executives, of which more than half of the total number of directors must be independent directors.

In 2021, there was 1 meeting and reported, made an opinion and gave recommendation to the Board of Directors as shown in Attachment 8 Report of the Nomination and Remuneration Committee 2021. The details of attendance of each members are as shown below:

Director's Name	Position	Year 2021 (No. of Meeting Attended / No. of Meeting Hold)
1. Dr. Sirada Jarutakanont	Chairman of NRC	1/1
2. Mr. Teerasak Sawangnet	Member of NRC	1/1
3. Mr. Chaiyasit Samrittivanicha	Member of NRC / Managing Director	1/1

The Nomination and Remuneration Committee has obligations to support the implementation of the Board of Directors in promotion of good corporate governance principles, determine the criteria and policies regarding nomination, remuneration and corporate governance of the Board of Directors and sub-committee as well as search for, select and nominate a qualified person according to the prescribed criteria and procedure to nominate for the director and executive position of the Company.

The Nomination and Remuneration Committee will still continue to strive the development of the corporate governance operations for the Company to comply with the Business Code of Conduct and good corporate governance policy and believe that management under the good governance principles, including giving priority to the responsibility to all stakeholders will make the organization grow sustainably and build confidence for the shareholders and all stakeholders.

The Executive Committee consists of Managing Director as a chairman and executives from various departments totally 8 persons.

In 2021, the Executive Committee held a total of 8 meetings, with the details of the meeting attendance as follows:

Director's Name	Position	Year 2021 (No. of Meeting Attended/ No. of Meeting Hold)
1. Mr. Chaiyasit Samrittivanicha	Chairman of Executive Committee / Managing Director	8/8
2. Mrs. Thunyarat Samrittivanicha	Director / General Manager – Domestic Sales	8/8
3. Ms. Malinee Charoenchaisin	General Manager – Finance & Accounting	8/8

Director's Name	Position	Year 2021 (No. of Meeting Attended/ No. of Meeting Hold)
4. Mr. Boonlai Jamparat	General Manager – Production	8/8
5. Mr. Domrongkreat Pasroy	General Manager – Machinery Engineering	8/8
6. Mr. Vinai Kajaisai	General Manager – OEM & Export Sales	8/8
7. Ms. Thitikarn Chaichonchanok	General Manager – Human Resources and Administration	8/8
8. Ms. Nopparat Chumpolkulwong	Company Secretary	8/8

The Executive Committee has performed internal management duties, assess potential risks across the organization, oversee the performance of sales and marketing departments and closely monitor the financial status of the Company. It also controls the efficiency of the production process, follow up on the operation and maintenance of the machines, including taking care of the welfare and developing the potential of employees as well as reviewing and following up on various issues such as law related to business operations, debtor tracking, corruption report, etc. in order to effectively manage the organization within the Company.

9. Internal Control and Related Party Transactions

9.1 Internal Control

Summary of opinions of the Board of Directors

The Board of Directors Meeting No. 1/2022 on 22 February 2022, the Board of Directors assessed the Company's internal control system reviewed by the Audit Committee, in summary, based on the Company's internal control system assessment of 5 elements which are: 1) Control Environment; 2) Risk Assessment; 3) Control Activities; 4) Information and Communication, and 5) Monitoring Activities.

The Board of Directors had the opinion that the Company has an internal control and internal audit systems that is effective enough and suitable for current business, and can reasonable confidence in the reliability of the consolidated and the Company and its subsidiaries' financial statement for the year 2021, showing the financial position, profit and loss performance and cash flow which been reviewed with correctness as it should be and in accordance with financial reporting standards.

Sufficient Internal Control

The Audit Committee reviewed and assessed the sufficiency of internal control system of the Company and subsequently proposed to the Board of Directors to ensure that the Company had an appropriate and sufficient

internal control for the Company business with consideration from the internal audit report in connection with the Company's key performance management and Auditor.

1) Internal Control

The Board of Directors and management have set guidelines and practices based on honesty and conducted business in accordance with the Company Code of Conduct which have been communicated and emphasized to employees of monitoring and assessment process on their performance. The Board of Directors performs the duty independently from management in overseeing and developing internal control within the organization.

2) Risk Assessment

The Company has analyzed the risks from internal and external factors impacting the Company performance in all levels of organization, business units and departments by assessing the likelihood and impact in strategy, operation, work manual and information technology which the Company has defined clear measures and mitigations in managing the risks.

3) Control of Operation

The Company has set up control of operation for efficient operation to reduce the risks to acceptable risk level, such as setting policies and procedures on finance, guidelines in procurement, overall management including clear delegation of approval authority. In addition, the Company and its employees shall operate in accordance with ISO9001:2015 และ IATF16945:2016 which have identified a framework for performance that shows commitment and practice of employees to achieve goals.

4) Information and Communication

The Company realizes the importance of information and effective communication system in supporting internal control comprising quality internal/external information related to operation and providing sufficient information for the Board of Directors' decision in company business. The Company has arranged appropriate channels in communicating with related parties and stakeholders in business performance as well as receiving feedback information, such as customer satisfaction survey. The Company also arranges various whistleblowing channels that allows internal/external stakeholders to safely and securely disclose of fraudulent information to the Company.

5) Monitoring System

The Company always monitors and evaluates the internal control to ensure the internal control system is sufficient and appropriate and in line with quality management system. The Company has appointed Head of Internal Audit to verify the work process and report to management including corrective and tracking issues which reflects the efficiency and effectiveness of operating standard.

Consequently, the Audit Committee reviewed and assessed the sufficiency of 2021 evaluation of internal control subsequently proposed to the Board of Directors to ensure that the Company has the internal control 2021 in company business with consideration from the internal audit report in connection with risk management and auditor.

The Audit Committee has performed with high qualification and independence in expression their opinion for the Company advantages. The Audit Committee has performed professionally under Audit Committee Charter and follow the role that the Board of Directors has assigned. The Company always monitors and evaluates the internal control to ensure that the internal control system is sufficient and appropriate and in line with quality management system. The Company and subsidiaries' financial statements, it shows the summary correctly by Thai Financial Reporting Standard – TFRS and declare all information that follow the law such as terms and conditions in company business, declaration of related party transactions including subsidiaries and improve the process of operation professionally.

Information of Head of Internal Audit

In the Audit Committee Meeting No. 1/2021 dated 23 February 2021, BK IA & IC Company Limited was appointed to act as the Company's internal auditor and Ms. Boonnee Kusolsopit has assigned to be Head of Internal Audit who responsible for the performance of the Company's internal audit.

The Audit Committee has considered the qualifications of BK IA & IC Company Limited and Ms. Boonnee Kusolsopit and considers that they are appropriate to perform such duties as Ms. Boonnee Kusolsopit is independent and has experience in internal auditing in the same business as the Company for a period of 20 years and receive training in courses related to internal audit operations such as Intensive workshop on Business and IT Application Controls (GRCA Transformational Service), ICDL Personal Data Protection (Digital Business Consult Co., Ltd.), Road To Join THAI CAC (IOD), Adaptive System Design (Federation of Accounting Professions), Fraud Investigation in Digital Era (The Institute of Internal Auditors of Thailand), etc. The Company has also set up an internal audit department to coordinate with external auditors.

In this regard, considering and approving the appointment, removal, and transfer of the person holding the position of Head of Internal Audit of the Company must be approved by the Audit Committee. The qualifications of Head of Internal Audit as shown in Attachment 3.

9.2 Related Party Transaction

N.D. Rubber Public Company Limited (NDR) Related Party Transaction Report for the Year Ended 31 December 2021

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
N.D. Interparts Co., Ltd. (NDI) - The Company's subsidiary hold by the Company 91.77% of share and have the Co-Director Mr. Chaiyasit Samrittivanicha and Mrs. Nittaya Samrittivanicha.	Sales Revenue	167,150	180,242	NDR sells raw materials and supplies to NDI for producing certain products and sale to the Company.	The transaction is reasonable because the trading price is not lower than the cost plus margin which is the same practice as for making transactions with third parties.
	Office Equipment Revenue	43,500	-	NDR sells computers that have been used but can still be used normally for use in operations.	The transaction is reasonable because the trading price is same as market price.
	Sparparts Expenses	2,316,758	2,154,985	NDR purchases products for use in the operations of the Company	The transaction is reasonable by setting a price that is close to the price charged to third party.
	Location Services	1,656,000	1,656,000	NDR agreed to NDI to rent factory building for using in production operation.	The transaction is reasonable which rental fee assessed by the independent assessor.
	Electricity Expenses	411,675	490,139	NDR uses NDI electricity for use in offices, warehouses and canteens.	The transaction is reasonable by charging the same rate as the Provincial Electricity Authority.

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
	Labor Income	142,496	11,421	NDI employs NDR staff to produce products in the normal course of business.	The transaction is reasonable by providing remuneration at the rate stipulated by the NDR in accordance with the employment contract.
	Labor Expenses	18,690	-	In Q3/2020, the Company hires a maid of NDI.	The transaction is reasonable by providing remuneration at the rate specified in NDI employment contract.
T. Thaicharoen Rubber Co., Ltd. - Mr. Prasert, Mrs. Nittaya and Mr. Chaiyasit Samrittivanicha are director. - Mr. Prasert and Mrs. Nittaya Samrittivanicha jointly hold 90% of share. - Mr. Chaiyasit and Mrs. Thanyarat Samrittivanicha jointly hold 4.5% of share.	Spareparts and Raw Material Expenses	296,903	178,362	NDR purchased car tire for replacement parts in order to support business necessity.	The transaction is reasonable because trading price is not less than market price.
Whitehouse Plastics Partnership - Mrs. Mukda Sawasdiwan (Mr. Pongsak Sawasdiwna's spouse) is the managing partner and hold 50% of share.	Consumable Expenses	216,373	168,656	NDR has purchased plastic bag for using in normal business operation.	The transaction is reasonable because trading price is not less than market price.

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
FKR Marketing Sdn. Bhd. - The Company's subsidiary of Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd. hold by the Company 100% of share and having Mr. Chaivasit Samrittivanicha as the Co-Directors	Sales Revenue	214,715,913	216,893,169	The Company has sold motorcycle tire and tube to FKR Marketing Sdn. Bhd. to sell in Malaysia.	The transaction is reasonable because trading price is not less than the cost plus margin.
Saengcharoen Tools Center Co., Ltd. - Mr. Prasert Samrittivanicha is the director and hold 70% of share.	Sales Revenue	3,115,122	2,787,290	NDR sold battery to Saengcharoen Tools Center Co., Ltd. as a distributor in order to expand distribution channel.	The transaction is reasonable because trading price is not less than market price.
Siam Sansin Co., Ltd. - Mr. Prasert Samrittivanicha is a Director. - Mrs. Nittaya Samrittivanicha hold 10% of share.	Consumable Expenses	6,600	6,600	NDR has purchase supplies (coolant) from Siam Sansin Co., Ltd. to be used to support normal business.	The transaction is reasonable because trading price is not less than market price.
ETRAN (Thailand) Co., Ltd. - An associated company in which NDR holds 35% of share and has a common director namely Mr. Chaivasit Samrittivanicha	Purchasing Goods	-	53,115	NDR bought motorcycle tires inventory from ETRAN (Thailand) Co., Ltd. for selling in the market because ETRAN's previous seller does not accept returns.	The transaction is reasonable because trading price equal to cost plus expenses.

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
	Sales Revenue	-	673,000	NDR sold motorcycle tires to ETRAN (Thailand) Co., Ltd. for assembly in electric motorcycles which is the main product of ETRAN.	The transaction is reasonable because trading price not less than cost plus margin.
T. Thaicharoen Service Co., Ltd. - There is one common director, namely Mrs. Thunyarat Samrittivanicha - Mrs. Nittaya Samrittivanicha a hold 10% of share. - Mr. Chaivasit Samrittivanicha hold 5% of share. - Mrs. Thunyarat Samrittivanicha hold 5% of share.	Sales Revenue	2,491	477	NDR sold motorcycle tires to T. Thaicharoen Service Co., Ltd. to support logistic operations.	The transaction is reasonable because trading price not less than cost plus margin.
	Spareparts Expenses	22,056	10,174	NDR has purchased car tires as a spareparts for the use of the Company's car.	The transaction is reasonable because trading price is not less than market price.
Mr. Tanapol Samrittivanicha - Mr. Tanapol Samrittivanicha is the son of Mr. Chaivasit Samrittivanicha (Director and Shareholder)	Sales Revenue	1,027,258	502,268	NDR sold motorcycle tire to Mr. Tanapol Samrittivanicha as related transaction.	The transaction is reasonable because trading price not less than cost plus margin.

N.D. Interparts Co., Ltd. (NDI) Related Party Transaction Report for the Year Ended 31 December 2021

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
Mrs. Nittaya Samrittivanicha - Director Remark: The above guarantee has been terminated on March 2020.	Overdraft	9,500,000	-	Mrs. Nittaya Samrittivanicha guaranteed the company directors without receiving any compensation.	The transaction is reasonable because it is a guarantee on private basis.
	Electricity Guarantee	500,000	-	Mrs. Nittaya Samrittivanicha guaranteed the company directors without receiving any compensation.	The transaction is reasonable because it is a guarantee on private basis.
N.D. Rubber Public Company Limited (NDR) - The mother company has jointly director Mrs. Nittaya Samrittivanicha and Mr. Chaiyasit Samrittivanicha.	Sales Revenue	2,316,758	2,154,985	NDI has sold consumable material to NDR for using in the packaging which is not main production process.	The transaction is reasonable by setting the trading price of cost plus gross profit according to product type and use the same practice as third party.
	Raw Material Expenses	167,150	180,242	NDI bought raw material for production process.	The transaction is reasonable because trading price is not less than market price.
	Location Services	1,656,000	1,656,000	NDI has rented factory building for using in production operation.	The transaction is reasonable which rental fee assessed by the independent assessor.
	Electricity Revenue	411,675	490,139	NDI received electricity bills from NDR because NDR's canteen and office building use the same electricity meter with NDI.	The transaction is reasonable by charging the same rate as the Provincial Electricity Authority.
	Office Equipment Expenses	43,500	-	NDI purchased computer for use in normal business.	The transaction is reasonable because the trading price is same as market price.

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
	Labor Income	18,690	11,422	NDR hired a maid of NDI.	The transaction is reasonable by providing remuneration at the rate specified in NDI employment contract.
	Labor Expenses	123,650	-	NDI employs NDR staff to produce products in the normal course of business.	The transaction is reasonable by providing remuneration at the rate stipulated by the NDR in accordance with the employment contract.
T. Thaicharoen Rubber Co., Ltd. - Mr. Prasert, Mrs. Nittaya and Mr. Chaiyasit Samrittivanicha are T. Thaicharoen Rubber Co., Ltd.'s Director. - Mr. Prasert and Mrs. Nittaya Samrittivanicha jointly hold 90% of share. - Mr. Chaiyasit and Mrs. Thanyarat Samrittivanicha jointly hold 4.5% of share.	Spareparts Expenses	22,440	25,080	NDI has maintenance its vehicles by T. Thaicharoen Rubber Co., Ltd. for logistic operations.	The transaction is reasonable because product and service charges are same as general customers.
Whitehouse Plastics Partnership - Mrs. Mukda Sawasdiwan (Mr. Pongsak Sawasdiwna's spouse) is the managing partner and hold 50% of share.	Consumable Expenses	69,749	110,497	NDI has purchased plastic bag for using in normal business operation	The transaction is reasonable because trading price is not less than market price.

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
Thai Toyo Rubber Co., Ltd. - Mr. Praset Samrittivanicha (Mrs. Nittaya Samrittivanicha's husband) who acts as director and hold 15.31% of share.	Consumable and Raw Material Expenses	-	56,879	NDI has purchased raw materials from Thai Toyo Rubber Co., Ltd. to be used in the production to support the normal business.	The transaction is reasonable because trading price is not less than market price.
	Manufacturing Revenue	-	76,749	NDI contracts to produce parts for Thai Toyo Rubber Co., Ltd. due to insufficient production capacity of Thai Toyo Rubber Co., Ltd. which is considered a transaction to support normal business.	The transaction is reasonable because service charge is not less than cost plus margin.

FKR Marketing Sdn. Bhd. (FKRM) Related Party Transaction Report for the Year Ended 31 December 2021

Connected Parties / Type of Relationship	Type of Transaction	Transaction Value (Baht)		Necessity / Appropriateness for Related Transaction	Audit Committee Opinion
		FY 2020	FY 2021		
N.D. Rubber Public Company Limited (NDR) - The mother company has jointly director Mr. Chaivasit Samrittivanicha.	Consumable and Raw Material Expenses	214,715,913	216,893,169	FKR has purchase motorcycle tire from NDR to sell in Malaysia.	The transaction is reasonable because trading price is not less than the cost plus margin.

Policy for Related Party Transaction

In entering into related party transactions and connected transaction of the Company and its subsidiaries, the Company will comply with the requirements under the Securities and Exchange Act, B.E. 2535 (as amended), the Company's Articles of Association, notifications, orders and relevant requirement of the Capital Market Supervisory Board and/or the Securities and Exchange Commission and/or the Stock Exchange of Thailand including the disclosure requirement on relate party transactions in the notes to financial statements audited by auditors of the Company and its subsidiaries and the annual statement Form 56-1 One Report.

Measures and approval procedures for related party transactions and connected transactions

- 1) The Board of Directors will put in place a consideration procedure for related party transactions and connected transactions in accordance with the work procedure of the Company and its subsidiaries subject to the framework of ethics and scrutiny of the Audit Committee taking into consideration the interests of the Company and its shareholders. The Board of Directors will ensure compliance with the Company's Articles of Association, relevant notifications, orders and requirements of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors will also ensure that the disclosure requirements on related party transactions and connected transactions are complied with to ensure accurate and complete public disclosure of information.
- 2) Price suitability and reasonableness of transactions will be taken into consideration in approving the transaction. Conditions of the transactions shall be in line with the normal business within relevant industry and/or will be compared with prices offered by third parties and/or shall demonstrate reasonable or fair price or conditions. The Company will also monitor transactions that are entered into.
- 3) In approving related party transaction or connected transactions with major shareholders, directors, executives or persons with possible conflict of interests or connected persons of the Company, it is prohibited for interested directors and/or directors who are connected persons to have the rights to vote on the approval for the transaction. This is to ensure that the transactions will not amount to the relocation or siphon of interests of the Company but will be entered into for the best interests of the Company and its shareholders.
- 4) The Company or its subsidiaries will enter into related party transactions or connected transaction with directors, executives or connected persons once the transactions are approved in accordance with the requirements of the Stock Exchange of Thailand, the office of the Securities and Exchange Commission. Such transactions shall have the characteristics as prescribed under the Company's Policy except for transactions with arms' length terms and conditions without the negotiating power or influence of such directors, executives or connected persons, as the case may be and shall have the terms and conditions that have already been approved in principle by the Board of Directors.
- 5) The Company will prepare a report to summarize related party transactions and connected transactions for reporting at the quarterly meetings of the Audit Committee and the Board of Directors in order to comply with the law on securities and exchange, the Company's Articles of Association, relevant notification, order or requirement of the Office of the Securities and Exchange, the Capital Market Supervisory Board and the Stock Exchange of Thailand.

- 6) The Company by the department of internal audit will carry out audits of related party transactions or connected transactions in accordance with the Company's audit plan and will report to the Audit Committee. There will be measures for the control and audit to allow random check on the transactions to ensure that they are correct and in accordance with the agreement or the defined policies.

Policy for related party transactions and connected transactions

In entering into transactions containing general commercial terms and transactions which do not have general commercial terms, the following principles shall be complied with:

1) Transactions with general commercial terms

The management may approve related party transactions or connected transactions which contain general commercial terms or transactions which support normal business of the Company including recurring transactions in the future if such transactions contain general commercial terms with directors executives, connected persons or persons with possible conflict of interests in accordance with the requirement of the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission, and such business terms are on an arms' length basis without the negotiating power or influence of directors, executives, connected persons or persons basis with possible conflict of interest (as the case may be), and will not result in the siphon of benefits and/or could demonstrate reasonable or fair prices or conditions which have already been approved in principle by the Board of Directors or are in accordance with the principles approved by the Board of Directors.

2) Transaction without general commercial terms

Related party transactions or connected transactions without general commercial terms may be entered into subject to consideration and approval from the Audit Committee who shall approve based on the necessity of such transactions and the appropriateness of the pricing of the transactions, taking into consideration conditions that are in line with the normal course of business within the industry and/or will be compared with prices offered by third parties and/or market price and/or shall be comparable to the prices or conditions offered by third parties and/or shall demonstrate reasonable or fair price or conditions. The transactions shall be proposed to the Board of Directors for consideration and approval. However, if the transaction size is considered material in accordance with the requirement of the Stock Exchange of Thailand, requirements of the Stock Exchange of Thailand, the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission, after the transactions have been approved by the Board of Directors, they shall be further proposed to the general meeting of shareholders for approval.

Policy for future related party transactions and connected transactions

When the Company has completed its public offering of shares and has become a listed company on the Stock Exchange of Thailand, its related party transactions and connected transactions shall be in accordance with the following principles:

- 1) The Company will comply with its policy, the law on securities and exchange, the Company's Articles of Association, relevant notifications, or the Stock Exchange of Thailand. Such related party transactions or connected transactions shall not amount to the relocation or siphon of benefit between the Company or its shareholders but shall be for the best interests of the Company and all shareholders.
- 2) If transactions are entered into in the normal course of business or for the support of the normal business of the Company and are expected be regularly recurring in the future, the Company will comply with the relevant requirements and guidelines with respect to transactions with general commercial terms. Pricing and conditions of the transactions shall be appropriate, fair, reasonable and transparent. The transactions shall be entered into based on the principles for transactions with general commercial terms that have already been approved by the Board of Directors of the Company. For this purpose, the management shall prepare reports to summarize details of such transactions to be submitted to the quarterly meeting of the Audit Committee in preparation for the statement Form 56-1 One Report.
- 3) Disclosures on related party transactions or connected transactions of the Company shall be in accordance with the law and regulations prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and the accounting standards relating to the Company or its related persons as prescribed by the Federation of Accounting Professions.



PART 3

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the shareholders of N.D. Rubber Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of N.D. Rubber Public Company Limited and subsidiaries ("the Group"), which comprise the consolidated and separate statement of financial position as at 31 December 2021, the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of N.D. Rubber Public Company Limited and subsidiaries as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in the audit
<i>Impairment of intangible assets</i> The Group has trademark which arose from an acquisition of business related with distributing of motorcycle tyres and tubes, other related products, and footwear. In accordance with Thai Financial Reporting Standards, the Company is required to test the impairment of assets whenever there is an indication of impairment. For impairment test, the management has to exercise significant judgments based on the complicated assumptions especially the estimated relating to expected future cash flow forecast from the distributing of motorcycle tyres and tubes, other related products, and footwear including discount rate which varies according to the economic circumstances and market. The Group disclosed about trademark in Note 17 to financial statements.	My audit procedures included: - Assessed the reasonableness of assumptions and methodology that management applied to estimate expected future cash flow by comparing with current and historical operations. - Discussed with management to understand the basis of assumptions used and future business plan, including reviewing underlying supporting documentation. - Evaluated the reasonableness of the discount rate applied to calculate expected future cash flows from the operations. - Verified the mathematical accuracy of the model. - Assessed the adequacy and appropriateness of the disclosure of assumptions and recoverable amount of assets.

Other matter

The consolidated and separate financial statements of N.D. Rubber Public Company Limited and its subsidiaries for the year ended 31 December 2020, presented as comparative information, were audited by another auditor who used to be in the same office as mine, who expressed an unmodified opinion on those statements according to the report dated 23 February 2021.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and revised a material misstatement.

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

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

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my

opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

Ms. Saranya Akharamahaphanit

Certified Public Accountant

Registration No. 9919

Grant Thornton Limited

Bangkok

22 February 2022

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

(Unit : Baht)

	Notes	Consolidated F/S		Separate F/S	
		31 December 2021	31 December 2020	31 December 2021	31 December 2020
<u>ASSETS</u>					
CURRENT ASSETS					
Cash and cash equivalents	6	159,204,884	125,766,012	42,603,127	31,142,328
Temporary investments	8	-	14,233,261	-	14,233,261
Trade accounts receivable - general customers	9	115,882,609	103,351,111	43,009,401	39,841,487
- related parties	7, 9	551,325	647,922	21,098,294	21,567,899
Other accounts receivable - general customers		5,243,972	2,502,113	-	-
Inventories	10	146,821,284	121,190,380	78,688,792	52,287,422
Refundable value added tax		6,501,091	8,101,485	6,501,091	8,101,485
Refundable corporate income tax		2,430,946	720,356	-	-
Non-current assets held for sale	11	-	8,097,477	-	-
Other current assets		4,552,152	4,886,953	4,307,598	4,871,999
Total Current Assets		441,188,263	389,497,070	196,208,303	172,045,881
NON-CURRENT ASSETS					
Investment in subsidiary companies	12	-	-	413,614,932	418,367,180
Investment in associated company	13	100,091,025	-	100,333,100	-
Property, plant and equipment	15	564,777,494	538,709,086	391,863,595	377,623,456
Right-of-use assets	16.1	4,355,789	45,788,954	4,355,789	45,788,954
Intangible assets	17	115,371,941	110,981,278	1,141,493	865,296
Deferred tax assets	21.1	460,155	163,875	-	-
Total Non-Current Assets		785,056,404	695,643,193	911,308,909	842,644,886
TOTAL ASSETS		1,226,244,667	1,085,140,263	1,107,517,212	1,014,690,767

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

(Unit : Baht)

		Consolidated F/S		Separate F/S	
	Notes	31 December 2021	31 December 2020	31 December 2021	31 December 2020
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdraft and short-term loans from banks	18	130,526,474	128,005,548	121,101,716	107,802,751
Trade accounts payable - general suppliers		88,279,482	68,759,694	81,499,680	63,211,773
- related companies	7	217,372	98,648	609,179	499,243
Other account payable - subsidiary company	7	-	-	86,299	84,595
Accounts payable for purchases of fixed assets		222,153	2,815,998	222,153	2,815,998
Payable for purchase of investment					
in subsidiary company		-	-	-	2,900,000
Current portion :					
- Lease liabilities	16.2	685,779	13,902,089	685,779	13,902,089
- Long-term loan	19	-	4,300,000	-	4,300,000
- Employee benefits obligation	20	601,400	104,414	601,400	104,414
Accrued income tax		657,486	6,487,640	369,411	6,332,045
Accrued expenses		40,007,156	36,479,524	10,054,055	6,485,561
Other current liabilities		4,697,396	13,243,128	4,254,710	12,775,238
Total Current Liabilities		265,894,698	274,196,683	219,484,382	221,213,707
NON-CURRENT LIABILITIES					
Lease liabilities	16.2	1,153,180	1,838,959	1,153,180	1,838,959
Employee benefits obligation	20	10,405,110	9,354,736	8,682,796	7,999,293
Deferred tax liabilities	21.1	39,935,673	45,638,900	7,739,032	8,783,768
Total Non-Current Liabilities		51,493,963	56,832,595	17,575,008	18,622,020
Total Liabilities		317,388,661	331,029,278	237,059,390	239,835,727

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

(Unit : Baht)

		Consolidated F/S		Separate F/S	
Notes		31 December 2021	31 December 2020	31 December 2021	31 December 2020
LIABILITIES AND SHAREHOLDERS' EQUITY (Continued)					
SHAREHOLDERS' EQUITY					
Share capital - ordinary share, Baht 1 par value					
Registered - 346,891,514 shares					
(2020 : 387,470,188 shares)	22	346,891,514	387,470,188	346,891,514	387,470,188
Issued and fully paid - up - 346,891,514 shares					
(2020 : 315,391,514 shares)	22	346,891,514	315,391,514	346,891,514	315,391,514
Premium on common share capital	22	380,640,846	325,711,286	380,640,846	325,711,286
Retained earnings					
- Appropriated for legal reserve	23	15,220,095	13,965,366	15,220,095	13,965,366
- Unappropriated		156,440,014	132,122,127	127,705,367	119,786,874
Other component of shareholders' equity		7,616,399	(34,999,049)	-	-
Total Equity of the Company's Shareholders		906,808,868	752,191,244	870,457,822	774,855,040
Non-controlling interests	14	2,047,138	1,919,741	-	-
Total Shareholders' Equity		908,856,006	754,110,985	870,457,822	774,855,040
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY					
		1,226,244,667	1,085,140,263	1,107,517,212	1,014,690,767

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

	Notes	Consolidated F/S		Separate F/S	
		2021	2020	2021	2020
Revenue from sales	7, 28	841,399,435	775,845,936	602,653,322	562,709,497
Costs of sales	10, 26, 28	(685,544,887)	(591,022,702)	(544,140,222)	(478,422,780)
Gross profit		155,854,548	184,823,234	58,513,100	84,286,717
Gain on exchange rate		567,514	2,553,005	567,514	2,553,005
Dividend income	12	-	-	8,171,780	11,166,000
Other income	7	10,079,628	3,025,795	7,953,608	2,908,748
Profit before expenses		166,501,690	190,402,034	75,206,002	100,914,470
Selling expenses	26	(33,671,341)	(32,562,579)	(7,660,808)	(7,464,270)
Administrative expenses	7, 26	(81,442,382)	(93,633,289)	(34,769,739)	(42,801,068)
Total expenses		(115,113,723)	(126,195,868)	(42,430,547)	(50,265,338)
Profit before operations		51,387,967	64,206,166	32,775,455	50,649,132
Share of loss from investment in associated company	13	(229,128)	-	-	-
Profit before finance costs and income tax		51,158,839	64,206,166	32,775,455	50,649,132
Finance costs		(4,263,442)	(6,826,437)	(4,034,754)	(6,183,969)
Profit before income tax		46,895,397	57,379,729	28,740,701	44,465,163
Income tax expense	21.2	(4,991,325)	(12,167,131)	(3,646,124)	(5,051,569)
Profit for the year		41,904,072	45,212,598	25,094,577	39,413,594
Other comprehensive income for the period					
Items to be reclassified subsequently to profit or loss					
Translation adjustment on foreign currency financial statements		42,615,448	6,113,096	-	-
Item not to be reclassified subsequently to profit or loss					
Actuarial loss - net of tax		(303,882)	-	(151,834)	-
Other comprehensive income for the year		42,311,566	6,113,096	(151,834)	-
Total comprehensive income for the year		84,215,638	51,325,694	24,942,743	39,413,594

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

		Consolidated F/S		Separate F/S	
	Notes	2021	2020	2021	2020
PROFIT (LOSS) FOR THE YEAR ATTRIBUTABLE TO:					
Shareholders of the Company		41,633,506	45,263,690	25,094,577	39,413,594
Non-controlling interests	14	270,566	(51,092)	-	-
Total		41,904,072	45,212,598	25,094,577	39,413,594
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:					
Shareholders of the Company		83,957,585	51,376,786	24,942,743	39,413,594
Non-controlling interests	14	258,053	(51,092)	-	-
Total		84,215,638	51,325,694	24,942,743	39,413,594
BASIC EARNINGS PER SHARE					
Profit (Baht per share)		0.13	0.14	0.08	0.12
Weighted average number of ordinary shares (share)	29	330,516,227	315,391,514	330,516,227	315,391,514

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

Equity attributable to shareholders of the Company										
Notes	Issued and paid-up share capital	Premium on common share capital	Retained earnings		Other components of shareholders' equity		Equity attributable to the Company's shareholders		Non-controlling interests	Total
			Appropriated for legal reserve	Unappropriated	Surplus on change in proportion of investment in subsidiary company	Translation adjustment on foreign currency financial statements	Total			
Consolidated F/S										
Balance as at 1 January 2020 - as previous reported	315,391,514	325,711,286	11,911,000	89,902,464	550,469	(41,662,614)	(41,112,145)	701,804,119	862,902	702,667,021
Cumulative effect of changes in accounting policy for impairment - financial assets	-	-	-	-	-	-	-	-	-	-
9	-	-	-	(989,661)	-	-	-	(989,661)	-	(989,661)
Balance as at 1 January 2020 - adjusted	315,391,514	325,711,286	11,911,000	88,912,803	550,469	(41,662,614)	(41,112,145)	700,814,458	862,902	701,677,360
Sold of investment in subsidiary company	-	-	-	-	-	-	-	-	1,107,931	1,107,931
Appropriate for legal reserve	-	-	2,054,366	(2,054,366)	-	-	-	-	-	-
23	-	-	2,054,366	(2,054,366)	-	-	-	-	-	-
Transactions with shareholders	-	-	2,054,366	(2,054,366)	-	-	-	-	1,107,931	1,107,931
Profit (loss) for the year	-	-	-	45,263,690	-	-	-	45,263,690	(51,092)	45,212,598
Other comprehensive income for the year	-	-	-	-	-	6,113,096	6,113,096	6,113,096	-	6,113,096
Total comprehensive income for the year	-	-	-	45,263,690	-	6,113,096	6,113,096	51,376,786	(51,092)	51,325,694
Balance as at 31 December 2020	315,391,514	325,711,286	13,965,366	132,122,127	550,469	(35,549,518)	(34,999,049)	752,191,244	1,919,741	754,110,985
Balance as at 1 January 2021	315,391,514	325,711,286	13,965,366	132,122,127	550,469	(35,549,518)	(34,999,049)	752,191,244	1,919,741	754,110,985
Share increment during the year	31,500,000	54,929,560	-	-	-	-	-	86,429,560	-	86,429,560
22	31,500,000	54,929,560	-	-	-	-	-	86,429,560	-	86,429,560
Appropriate for legal reserve	-	-	1,254,729	(1,254,729)	-	-	-	-	-	-
23	-	-	1,254,729	(1,254,729)	-	-	-	-	-	-
Dividend payment	-	-	-	(15,769,521)	-	-	-	(15,769,521)	-	(15,769,521)
24	-	-	-	(15,769,521)	-	-	-	(15,769,521)	-	(15,769,521)
Dividend payment by subsidiary company	-	-	-	-	-	-	-	-	(50,220)	(50,220)
Non-controlling interests decreased from the dissolution of a subsidiary	-	-	-	-	-	-	-	-	(80,436)	(80,436)
14	-	-	-	-	-	-	-	-	(80,436)	(80,436)
Transactions with owners	31,500,000	54,929,560	1,254,729	(17,024,250)	-	-	-	70,660,039	(130,656)	70,529,383
Profit for the year	-	-	-	41,633,506	-	-	-	41,633,506	270,566	41,904,072
Other comprehensive income for the year	-	-	-	(291,369)	-	42,615,448	42,615,448	42,324,079	(12,513)	42,311,566
Total comprehensive income for the year	-	-	-	41,342,137	-	42,615,448	42,615,448	83,957,585	258,053	84,215,638
Balance as at 31 December 2021	346,891,514	380,640,846	15,220,095	156,440,014	550,469	7,065,930	7,616,399	906,808,868	2,047,138	908,856,006

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

		Issued and paid-up	Premium on common	Retained earnings		
	Notes	share capital	share capital	Appropriated for legal reserve	Unappropriated	Total
<u>Separate F/S</u>						
Balance as at 1 January 2020 - as previous reported		315,391,514	325,711,286	11,911,000	83,417,307	736,431,107
Cumulative effect of changes in accounting policy for impairment - financial assets	9	-	-	-	(989,661)	(989,661)
Balance as at 1 January 2020 - adjusted		315,391,514	325,711,286	11,911,000	82,427,646	735,441,446
Appropriate for legal reserve	23	-	-	2,054,366	(2,054,366)	-
Transactions with shareholders		-	-	2,054,366	(2,054,366)	-
Profit for the year		-	-	-	39,413,594	39,413,594
Total comprehensive income for the year		-	-	-	39,413,594	39,413,594
Balance as at 31 December 2020		315,391,514	325,711,286	13,965,366	119,786,874	774,855,040
Balance as at 1 January 2021		315,391,514	325,711,286	13,965,366	119,786,874	774,855,040
Share increment during the year	22	31,500,000	54,929,560	-	-	86,429,560
Appropriate for legal reserve	23	-	-	1,254,729	(1,254,729)	-
Dividend payment	24	-	-	-	(15,769,521)	(15,769,521)
Transactions with owners		346,891,514	380,640,846	15,220,095	102,762,624	845,515,079
Profit for the year		-	-	-	25,094,577	25,094,577
Other comprehensive income for the year		-	-	-	(151,834)	(151,834)
Total comprehensive income for the year		-	-	-	24,942,743	24,942,743
Balance as at 31 December 2021		346,891,514	380,640,846	15,220,095	127,705,367	870,457,822

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cash Flows from Operating Activities				
Profit before income tax	46,895,397	57,379,729	28,740,701	44,465,163
Adjustments to reconcile profit (loss) before income tax to net cash provided from (used in) operating activities:				
Depreciation and amortization	45,165,020	44,947,571	35,612,535	35,252,768
Allowance (reversal of allowance) for expected credit loss	(4,791,192)	4,952,741	(4,021,058)	4,967,063
Reversal of allowance for impairment losses of investment in subsidiary	-	-	-	1,147,752
Allowance (reversal of allowance) for obsolete stock	(1,975,922)	(2,224,074)	52,264	(42,931)
Unrealized loss on exchange rate	313,769	32,348	440,990	32,348
Unrealized gain on changing in fair value of temporary investment	-	(31,703)	-	(31,703)
Gain on disposal of temporary investments	(48,064)	(2,524)	(48,064)	(2,524)
Share of loss from investment in associated company	229,128	-	-	-
Gain on disposal of assets and non-current assets held for sales	(4,218,969)	(204,422)	(3,985,144)	(46,520)
Loss on bad debt written-off	987,563	-	987,563	-
Loss on obsolete stock written-off	2,351,388	-	-	-
Loss on assets written-off	61,625	596,256	1,370	571,626
Loss on intangible assets written-off	15	-	15	-
Dividend income	-	-	(8,171,780)	(11,166,000)
Loss on business dissolution - investment in subsidiary	-	-	10,938	-
Employee benefits obligation expenses	858,776	825,079	726,699	699,159
Interest income	(138,422)	(127,183)	(16,156)	(11,587)
Finance costs	4,263,442	6,826,437	4,034,754	6,183,969
Other	12,947	-	-	-
Cash provided from operations before changes in operating assets and liabilities	89,966,501	112,970,255	54,365,627	82,018,583
Decrease (increase) in operating assets:				
Trade accounts receivable - general customers	(8,684,178)	4,620,648	(123,270)	10,323,886
- related parties	96,597	112,798	331,235	604,399
Other receivable - general customers	(2,741,859)	-	-	-
- subsidiary company	-	-	-	88,283
Inventories	(21,754,471)	(6,138,104)	(26,453,634)	(8,666,696)
Refundable value added tax	1,600,394	(3,379,390)	1,600,394	(3,660,722)
Other current assets	334,800	261,061	564,401	(165,147)
Increase (decrease) in operating liabilities:				
Trade accounts payable - general suppliers	19,518,937	29,498,582	18,287,055	17,546,667
- related companies	118,724	(424,597)	109,936	(427,570)
Other payable - subsidiary company	-	-	1,704	31,848
Accrued expenses	3,527,632	439,208	3,568,494	(3,113,285)
Other current liabilities	(995,731)	4,752,568	(970,528)	4,523,018
Cash provided from operations	80,987,346	142,713,029	51,281,414	99,103,264

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE YEARS ENDED 31 DECEMBER

(Unit : Baht)

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cash provided from operations (Continued)	80,987,346	142,713,029	51,281,414	99,103,264
Interest received	138,422	127,183	16,156	11,587
Interest paid	(3,954,709)	(6,550,610)	(3,770,759)	(5,947,415)
Income tax paid	(18,903,396)	(9,755,712)	(10,615,535)	(78,493)
Refunded of income tax	-	11,226,248	-	-
Net cash provided from operating activities	58,267,663	137,760,138	36,911,276	93,088,943
Cash Flows from Investing Activities:				
Proceeds from disposal of temporary investments	15,731,325	20,255,948	15,731,325	20,255,948
Purchase of temporary investments	(1,450,000)	(34,200,000)	(1,450,000)	(34,200,000)
Proceeds from disposal of investment in subsidiary	-	255,266	-	500,000
Proceeds payback from a subsidiary's dissolution	4,741,310	-	4,741,310	-
Purchase investment in associated company	(40,133,100)	-	(40,133,100)	-
Purchase of fixed assets and computer software	(18,964,703)	(8,917,446)	(12,616,731)	(8,089,042)
Payment for investment in subsidiary	-	-	(2,900,000)	-
Payment for payable for purchases of fixed assets	(2,815,998)	(480,182)	(2,815,998)	(480,182)
Proceeds from disposal of fixed assets and non-current assets held for sales	22,593,459	698,500	576,939	116,444
Cash received from dividend	-	-	8,171,780	11,166,000
Net cash used in investing activities	(20,297,707)	(22,387,914)	(30,694,475)	(10,730,832)
Cash Flows from Financing Activities				
Increase (decrease) in bank overdraft and short-term loans from bank	1,665,372	(45,458,104)	12,986,048	(40,251,984)
Repayment of long-term loan	(4,300,000)	(9,900,000)	(4,300,000)	(9,900,000)
Repayment of lease liabilities	(13,902,089)	(6,958,418)	(13,902,089)	(6,958,418)
Cash received from share increment	26,229,560	-	26,229,560	-
Dividend payment	(15,769,521)	-	(15,769,521)	-
Dividend payment by subsidiary company	(50,220)	-	-	-
Net cash provided from (used in) financing activities	(6,126,898)	(62,316,522)	5,243,998	(57,110,402)
Exchange differences from foreign currency financial statements translation	1,595,814	54,146	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	33,438,872	53,109,848	11,460,799	25,247,709
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	125,766,012	72,656,164	31,142,328	5,894,619
CASH AND CASH EQUIVALENTS AT ENDING OF YEAR	159,204,884	125,766,012	42,603,127	31,142,328
Supplemental disclosures for cash flows information				
Non-cash items				
Transferred trade accounts receivable - related party				
to trade accounts receivable - general customer	-	-	-	10,353,778
Transferred property, plant and equipment				
to non-current assets held for sale	-	8,097,477	-	-
Transferred right-of-use assets to property, plant and equipment	39,811,703	-	39,811,703	-
Increment of right-of-use assets and lease liabilities	-	2,770,094	-	2,770,094
Payable for purchase of fixed assets	222,153	2,815,998	222,153	2,815,998
Share increment for investment in associated company	60,200,000	-	60,200,000	-
Reversal advance receipt for assets settlement	7,550,000	-	7,550,000	-

N.D. RUBBER PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
31 DECEMBER 2021

1. NATURE OF OPERATIONS

The Company was incorporated under the Thai Civil and Commercial Code as a limited company on 24 May 1990 in the name of N.D. Rubber Company Limited. The Company changed its status to a public company and registered the change of its name to “N.D. Rubber Public Company Limited” on 15 May 2014. The Company and subsidiaries are engaged in manufacturing and distributing motorcycle tyres and tubes, and distributing battery for automobile and motorcycle, including other related services, and manufacturing and distributing rubber and synthetic products for automobile and motorcycle, and researching, manufacturing and distributing of wireless electrical equipment and system and distributing footwear. The registered office address of the Company is 129 Moo 3, Nongsak-Phanasnikom Road, Nongaeiroon Sub-district, Banbueng, Chonburi. The major shareholders of the Company are “Samrittivanicha” Family at 51.96% shareholding.

2. BASIS OF FINANCIAL STATEMENT PREPARATION

2.1 Statement of compliance

The accompanying financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) issued by the Federation of Accounting Professions and the financial reporting requirements promulgated by the Securities and Exchange Commission under the Securities and Exchange Act. These financial statements are officially prepared in the Thai language. The translation of these financial statements to other languages must be in compliance with the official report in Thai.

The consolidated and separate financial statements have been prepared on a historical cost basis, except as otherwise disclosed specifically.

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires management to use certain critical accounting estimates and to exercise judgement in the process of adopting and application the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

2.2 Principles of consolidation

The consolidated financial statements include the financial statements of N.D. Rubber Public Company Limited and subsidiaries which the Company can exercise control or holdings the voting shares more than 50 percentage of total voting shares as follow:

Subsidiary Companies	Country	Percentage of holding (%)		Nature of business
		2021	2020	
<u>Direct</u>				
N.D. Interparts Co., Ltd.	Thailand	91.77	91.77	Manufacturing and distributing rubber and synthetic products for automobile and motorcycle
N.D. Energy Fusion Co., Ltd.	Thailand	-	98.33	Researching, manufacturing and distributing of wireless electrical equipment and system
FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD.	Malaysia	100.00	100.00	Distributing of bicycle motorcycle and tyres and tubes and other rubber related product
<u>Indirect</u>				
FKR MARKETING SND.BHD.	Malaysia	100.00	100.00	Distributing bicycle and motorcycle tyres and tubes
GCB TRADING SDN.BHD.	Malaysia	100.00	100.00	Distributing footwear

Significant inter-company transactions with subsidiaries and indirect subsidiaries included in the consolidated financial statements have been eliminated.

The consolidated financial statements have been prepare using the same accounting policies for similar transactions or accounts of similar nature in the preparation of the Company's financial statements.

Subsidiary

Subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The total assets of subsidiaries as at 31 December 2021 and 2020 and total revenues for the years ended 31 December 2021 and 2020, as included in the consolidated financial statements presented in term of percentages as follow:

	Percentage of subsidiary's total assets		Percentage of subsidiary's total	
	to consolidated total assets		revenues to consolidated total revenues	
	31 December	31 December	For the years ended 31 December	
	2021	2020	2021	2020
<u>Subsidiary companies</u>				
N.D. Interparts Co., Ltd.	2.18	2.08	5.62	4.14
N.D. Energy Fusion Co., Ltd.	-	0.34	-	-
FUNG KEONG RUBBER				
MANUFACTORY (MALAYA)				
SDN.BHD.	26.09	26.15	37.51	38.99

3. CHANGES IN THE FINANCIAL REPORTING STANDARDS

3.1 Thai Financial Reporting Standards, Interpretations and guidance which effective for the accounting period beginning on or after 1 January 2021 are as follows:

3.1.1 Thai Accounting Standard 1, "Presentation of financial statements" and Thai Accounting Standard 8, "Accounting policies, Changes in Accounting Estimates and Errors"

The amendment definition of "Materiality" to comply with the Financial Reporting Standards and frameworks. Including the explanation that clarified the materiality application to Thai Financial Reporting Standard 1. The amendment also makes consequential amendments to other Thai Financial Reporting Standards including TAS 8, TAS 10, TAS 34 and TAS 37.

3.1.2 Thai Financial Reporting Standard 3, "Business combinations"

This standard was amended to provide more consideration as follow;

- Provide an option for the entity to use "Concentration Test" that allows a simplified assessment of whether a transaction is an acquired of assets or a business combination.

- The amendment definition of “Business” that define the business combination must include, at a minimum, an input and a substantive process that are collective significantly contribute to the ability to create outputs. Furthermore, amendment definition of “Outputs” which focus on goods and services provided to the customers and removing the reference to an ability to lower the costs.

3.1.3 Thai Financial Reporting Standard 9, “Financial instruments” and Thai Financial Reporting Standard 7, “Disclosure of Financial instruments”

These standards change specific hedge accounting requirements to relief the uncertainties arising from the impact of interest rate benchmark reform including the effects of changes to contractual cash flow or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate such as Interbank offer rates - IBORs. In addition, the amendment requires the entity to provide information of all hedging relationships directly affected by such uncertainty.

3.1.4 Conceptual Framework for Financial Reporting

The amendment conceptual framework in definition of assets and liabilities and criteria for recognizing assets and liabilities in financial statements. The principles and practices are as following:

- Measurement including factors to be considered when selecting a benchmark basis
- Presentation and disclosure including classification of revenue and expenses in other comprehensive income.
- Derecognition assets and liabilities from financial statements.

In addition, this framework describes about responsibilities by function, conservative consideration concept, and uncertainty in the measurement of values in the preparation of financial information. The revision in conceptual framework also affects the revision in Thai Financial Reporting Standards including TAS 1, TAS 8, TAS 34, TAS 37, TAS 38, TFRS 2, TFRS 3, TFRS 6, TFRIC 12, TFRIC 19, TFRIC 20, TFRIC 22 and TSIC 32.

3.1.5 Thai Financial Reporting Standard 16, “Lease”

This standard amends of Covid-19 related rent concessions which permits lessees, as a practical expedient, not to assess whether rent concessions that meet specified conditions are lease modifications.

However, the Group has initially applied revised Thai Financial Reporting Standards that are effective for annual periods beginning on or after 1 January 2021 and has not early adopted Thai Financial Reporting Standards which are not yet effective. The application has no material impact on the financial statements.

3.2 Financial Reporting Standards and guidance which effective for the accounting period beginning on or after 1 January 2022 are as follows:

Thai Financial Reporting Standard 9, “Financial instruments”, Thai Financial Reporting Standard 7, “Disclosure of Financial instruments”, Thai Financial Reporting Standard 16, “Lease”, Thai Financial Reporting Standard 4, “Insurance Contracts” and accounting guidance, financial instruments and disclosures for insurance business

Interest rate benchmark (IBOR) reform – phase 2 provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flow or hedging relationship arising from the change of interest rate benchmark to alternative benchmark rates. The significant information are as follows:

- Applying a practical expedient on relief measurement when changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), have to comply with 2 conditions are 1) the changes that are necessary as a direct result of the IBOR reform and 2) the new basis for determining contractual cash flows is considered economically equivalent, will not result in an immediate gain or loss in the statement of profit or loss. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS7 requires addition disclosures as follows:

- The nature and extent of risks arising from the IBOR reform including methods that the entity uses in managing for the transition to alternative benchmark rates.
- The quantitative information related to the financial instruments that have yet transitioning to an alternative benchmark rate as at the end of the reporting period, by separate significant benchmark rates under the IBOR reform.

- The changing to an entity's risk management strategies that the risk arising from financial instruments and transition to alternative benchmark rates.

4. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents include cash on hand and highly liquid cash in banks (which do not have restriction of usage) that are readily convertible to cash on maturity date with insignificant risk of change in value.

Trade accounts receivable and allowance for impairment losses

A receivable is recognized when the Group has an unconditional right to receive consideration. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade accounts receivable are presented at the net realizable value. The Group applies the TFRS 9 simplified approach to measure expected credit losses, which requires expected lifetime losses to be recognized from initial recognition of the trade accounts receivable. To measure the expected credit losses, trade accounts receivable have been grouped based on the days past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on economic factors affecting the ability of the customers to settle the receivables. The impairment losses are recognized in profit or loss.

Inventories

Inventories are presented at the lower of cost or net realizable value. Cost is calculated by the following methods:

Finished goods, work in process and raw materials	- At cost (FIFO method)
Other supplies	- At cost (moving average method)

Net realizable value is the estimated selling price in the ordinary course of business less the costs of completion (for work in process) and selling expenses. Provision is made, where necessary, for slow moving and defective inventories based on the Group's experiences and the current information.

Investments in subsidiaries

Investments in subsidiaries in the separate financial statements is accounted for by cost method. The Company recognizes gain or loss on disposal in the statement of profit or loss in the year which sales of investment occurred.

In case of impairment on investment, the Company will recognize loss on impairment of investment as expense in the statement of profit or loss.

Investment in associated company

Associated company is a company in which the Group has significant influence, but not control, over the financial and operating policies. Investment in associated company in the separate financial statements is accounted for using the cost method less allowance for impairment (if any).

In the consolidated financial statements, the equity method is applied which include the Group's share of the recognized gains and losses of associated company on an equity accounting basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of loss exceeds its interest in an associated company, the Group's carrying amount is reduced to zero and the recognition of further loss is discontinued except to the extent that the Group has legal or constructive obligation to make payment on behalf of the associated company.

Related parties

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

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

Property, plant and equipment

Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (If any).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalized borrowing costs.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income in profit or loss.

Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

	Years
Buildings and construction	10 - 50
Machinery and factory equipment	5 - 25
Factory equipment	2 - 20
Furniture, fixture and office equipment	3 - 15
Vehicles	7 - 10

No depreciation is provided on freehold land or assets in transit and construction in progress.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Intangible assets

Computer software

Computer software is presented at cost less accumulated amortization. Amortization is calculated by reference to cost on a straight-line method over the estimated period of 5 years.

Trademarks

The Group's trademarks represent trademarks under the name "FKR and GCB" Trademarks acquired in a business combination and are recognized at fair value at the acquisition date. The Group continues to use the trademarks in commercial; and therefore, the trademarks have a finite useful life of 28 years and carried at the cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of the trademarks.

Customer relationships

Customer relationships acquired in a business combination and are recognized at fair value at the acquisition date. The customer relationships have a finite useful life of 8 years are carried at the cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of the customer relationships.

Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less allowance for impairment.

Non-current assets held for sale

Non-current assets held for sale comprising assets that are expected to be recovered primarily through sale rather than through continuing use.

Classification of the assets as held for sale occurs only when the assets are available for immediate sale in its present condition subject only to terms that are usual, and customer and the sale must be highly probable. Management must be committed to a plan to sell the assets which are expected to qualify for recognition as a completed sale within one year from the date of classification. Action required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or plan will be withdrawn.

Immediately before classification as held for sale, the assets are remeasured in accordance with the Company's accounting policies. Thereafter generally the assets are measured at the lower of their carrying amount and fair value less costs to sell.

Property, plant and equipment once classified as non-current assets held for sale is not depreciated.

Impairment

The Group assess whether there is an indication that any asset may be impaired. If any such indication exists, the Group make an estimate of the asset recoverable amount. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment loss is recognized in the statement of profit or loss. An asset recoverable amount is the higher of fair value less costs to sell or value in use.

An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognized in profit or loss.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated into the functional currency at the exchange rates at the dates of the transactions. Foreign currency differences are recognized in profit or loss as incurred.

Foreign subsidiary

The assets and liabilities of foreign subsidiary are translated into Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign subsidiary are translated into Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Employee benefits

Short-term employment benefits

Salaries, wages, bonuses and contribution to the social security are recognized as expenses when incurred on the accrual basis.

Post-employment benefits (Defined contribution plan)

The Company and subsidiaries in Thailand with their employees have jointly established a provident fund plan whereby monthly contribution are made by employees and by the Company and subsidiaries. The fund's assets are

held in a separate trust fund from the Company's and subsidiaries assets. The Company's and subsidiaries contribution to the fund are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plan)

The Company and subsidiaries in Thailand have obligation in respect of the severance payment to employees upon retirement under the labour law. The Company and subsidiaries set up the obligation under the defined benefits plan based on actuarial techniques, using the discount method on each projected unit.

The defined benefits liability comprises the present value of the defined benefit obligation and actuarial gains (losses).

Actuarial gains or losses arising from post-employment benefits are recognized immediately in other comprehensive income.

Right-of-use assets

Leases - where the Group are the lessee

The Group recognizes a right-of-use (ROU) asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentive received.

The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease if the rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are fixed payments (including in-substance fixed payments), variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the exercise price under a purchase option that the Group is reasonably certain to exercise.

After initial cost measurement, when the lease liability is re-measured to reflect changes to the lease payments, the Group recognizes the amount of the remeasurement of the lease liability as an adjustment to the ROU asset. However, if the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the remeasurement in profit or loss.

The Group recognizes the short-term leases payment and leases of low-value assets payment associated with these leases as an expense on a straight-line basis over the lease term. The short-term leases is lease which had lease term of 12 months or less.

Revenue and expenditure recognition

Revenue is recognized when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Sale of goods

Revenue from sales of goods is recognized when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. Therefore, the amount of revenue recognized is adjusted for estimated returns, which are estimated based on the historical data.

Interest income is recognized on an accrual basis on a time proportion that reflects the effective yield on the asset.

Dividend income is recognized when the right to receive the dividend is established.

Other income is recognized on an accrual basis.

Expense are recognized base on an accrual basis during the period.

Income tax

Income tax expense for the year comprises current and deferred taxes. Current and deferred taxes are recognized in profit or loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax

Current income tax is the expected tax payable or claimable, under the income tax prevailing, on the taxable profit or loss for the year, using tax rates enacted or substantially enacted at the end of the reporting year, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of the reporting year.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax liabilities and assets, and if they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they are intended to be settled on a net basis or when income tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instrument

Recognition and derecognition

The Group shall recognize a financial asset or a financial liability when the Group becomes party to the contractual provisions of the instrument.

The Group shall derecognized a financial asset when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

Initial recognition and measurement of financial assets

The Group classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of both:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset (SPPI)

with the exception of allowance for impairment losses from trade accounts receivable as separable.

Subsequent measurement of financial assets

Financial assets at amortized cost

Financial assets are measured at amortized cost if the assets meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorized at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Impairment of financial assets

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

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

Initial recognition and measurement of financial liabilities

At initial recognition the Group's financial liabilities are recognized at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortized cost.

The Group's financial liabilities include bank overdraft and short-term loans from bank, trade accounts payables, and accounts payable for purchases of fixed assets, and long-term loan.

Subsequent measurement of financial liabilities

Financial liabilities at amortized cost

After initial recognition, carrying amounts are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or

costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

Share premium

The Company recorded cash received in excess of the par value of the shares issued as share premium in the statement of financial position, share premium are deducted from any transaction costs associated with the issuing of shares and related income tax benefits.

Dividend payment

Dividend payment is recorded in the financial statements in the year in which they are approved by the Shareholders or Board of Directors.

Basic earnings per share

Basic earnings per share is determined by dividing the profit (loss) for the year by the weighted average number of ordinary shares outstanding during the year.

Segment reporting

Segment results that are reported to chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Provisions for liabilities and expenses and contingent assets

Provisions for liabilities and expenses are recognized in the financial statements when the Group have a present legal or constructive obligation as a result of past events with probable outflow of resources to settle the obligation and where a reliable estimate of the amount can be made. The contingent assets will be recognized as separate assets only when the realization is virtually certain.

5. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTION AND JUDGMENT

Use of accounting estimates

When preparing the financial statements, management undertake judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management.

Critical accounting estimates, assumption and judgments are as follow:

5.1 Impairment losses of trade accounts receivable

The Group estimates impairment losses of trade accounts receivable by measuring the expected credit losses, trade accounts receivable have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical payment profiles, the corresponding historical credit losses experienced and the impact of potential factor to the expected loss rates.

5.2 Allowance for impairment of investments

The Company treats investments as impaired when there has been a significant or prolonged decline in their fair value. The determination of what is “significant” or “prolonged” requires management judgment.

5.3 Allowances for slow-moving and defective inventories

The Group estimates allowances for slow-moving and defective inventories to reflect impairment of inventories. The allowances are based on the consideration of inventory turnovers and deterioration of each category.

5.4 Plant, equipment and intangible assets

Management regularly determines the estimated useful lives and residual values for the Group’s plant, equipment and intangible assets, and will revise the depreciation where useful lives and residual values previously estimated have changed or subject to be written down for their technical obsolescence or when they are no longer in used.

5.5 Impairment of assets

The Group treat asset as impaired when there has been a significant or prolonged decline in the fair value. The determination of what is “significant” or “prolonged” requires management judgment.

5.6 Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by asset or the cash generated by the asset or the cash generating unit and to choose a suitable discount rate in order to calculate the present value of those cash flows.

5.7 Post-employment benefits (defined benefit plans)

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary increases, mortality rates and other demographic factors. Actual post-retirement costs may ultimately differ from these estimates.

5.8 Deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable profit against which the deductible temporary differences can be utilized. In addition, management judgment is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

5.9 Leases

Determine the lease terms

The Group shall determine the lease term is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group shall consider all relevant ducts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The Group shall revise the lease term if there is a change in the non-cancellable of a lease by may be caused by the group of companies using (or not exercising) rights. The reasonably certain assessment of certainty upon the occurrence of either a significant event or a significant change in circumstances. This has an impact on assessment of the lease term and is under the control of the Group.

Determination of the discount rate on lease liabilities

The Group assessment interest rate of incremental borrowing of lessee. Using information provided by third-party financing of each leasing entity and updating information obtained to reflect changes in the tenant's financial factors, if possible.

6. CASH AND CASH EQUIVALENTS

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cash	157,997	197,611	100,000	100,000
Cash at banks				
- Current account	96,261,241	89,221,840	15,781,606	15,218,293
- Saving account	62,785,646	36,346,561	26,721,521	15,824,035
Total	159,204,884	125,766,012	42,603,127	31,142,328

The currency denomination of cash and cash equivalents as at 31 December 2021 and 2020 are as follows:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
THB	37,390,016	32,866,075	33,199,431	21,210,260
MYR	112,411,172	88,650,273	-	5,682,404
USD	9,403,696	4,249,664	9,403,696	4,249,664
Total	159,204,884	125,766,012	42,603,127	31,142,328

7. TRANSACTIONS WITH RELATED PARTIES

The Company has certain business transactions with its related companies which are related through common shareholding and/or management. Such transactions are made under the conditions and terms of general trade practice with prices approximate the market.

Relationship with related parties were as follows:

Name	Relationship
N.D. Interparts Co., Ltd.	Subsidiary company
N.D. Energy Fusion Co., Ltd.	Subsidiary company
FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD.	Subsidiary company
FKR MARKETING SND.BHD.	Indirect subsidiary company
GCB TRADING SDN.BHD.	Indirect subsidiary company
Etran (Thailand) Co., Ltd.	Associated company
T.Thai Charoen Service Co., Ltd.	Co-director
T.Thai Chareon Rubber Co., Ltd.	Co-director
S.M.K. Industry Co., Ltd.	Co-director
Thai Saengareon Services Co., Ltd.	Co-director
Thai Chareon Service Tyre Co., Ltd.	Co-director
Siam Plastwood Co., Ltd.	Co-director
Siam sanshin Co., Ltd.	Same director and shareholders
Sangcharoen Tools Center Co., Ltd.	Family member of director
White House Plastic Limited Partnership	Family member of director
Mr.Thanapol Samrittivanicha	Family member of director

Significant transactions with related parties for the years ended 31 December 2021 and 2020 are as follows:

		(Unit : Baht)			
		Consolidated F/S		Separate F/S	
		For the years ended 31 December			
	Pricing Policy	2021	2020	2021	2020
<u>Sales of goods</u>					
- Subsidiary company	Agreed price	-	-	180,242	167,150
- Indirect subsidiary company	Agreed price	-	-	216,893,169	214,715,913
- Associated company	Agreed price	673,000	-	673,000	-
- Related parties	Agreed price	3,398,016	4,144,872	3,398,016	4,144,872
Total		4,071,016	4,144,872	221,144,427	219,027,935
<u>Purchase of raw materials</u>					
- Subsidiary company	Agreed price	-	-	2,154,985	2,316,758
- Associated company	Agreed price	12,385	-	12,385	-
- Related companies	Agreed price	474,290	541,932	363,792	541,932
Total		486,675	541,932	2,531,162	2,858,690
<u>Rental income</u>					
- Subsidiary company	Agreed price	-	-	1,656,000	1,656,000
<u>Service income</u>					
- Subsidiary company	Agreed price	-	-	11,421	142,496
<u>Sales of asset</u>					
- Subsidiary company	Agreed price	-	-	-	43,500
<u>Electricity expense</u>					
- Subsidiary company	Agreed price	-	-	490,139	430,365
<u>Key directors and management compensation</u>					
Short-term benefits		12,958,877	12,046,665	7,737,572	7,586,006
Provision for post-employment benefit		139,320	131,996	120,879	114,495
Total		13,098,197	12,178,661	7,858,451	7,700,501

As at 31 December 2021 and 2020, the outstanding balances with related parties are as follows:

	(Unit : Baht)			
	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
<u>Trade accounts receivable</u>				
- Subsidiary company	-	-	19,009	20,493
- Indirect subsidiary company	-	-	20,527,960	20,899,484
- Related parties	551,325	647,922	551,325	647,922
Total	551,325	647,922	21,098,294	21,567,899
<u>Trade accounts payable</u>				
- Subsidiary company	-	-	447,515	427,546
- Related companies	217,372	98,468	161,664	71,697
Total	217,372	98,468	609,179	499,243
<u>Other account payable</u>				
- Subsidiary company	-	-	86,299	84,595
<u>Key directors and management compensation</u>				
- Employee benefits obligation	1,546,322	1,407,002	1,312,207	1,191,328

8. TEMPORARY INVESTMENTS

	(Unit : Baht)	
	Consolidated and	
	Separate F/S	
	2021	2020
Temporary investments		
Mutual fund	-	14,201,558
Unrealized gain on changing in value of investment	-	31,703
Total	-	14,233,261

During the years ended 31 December 2021 and 2020, movements of temporary investments are as follows:

(Unit : Baht)

	Consolidated and Separate F/S	
	2021	2020
Fair value as at 1 January	14,233,261	254,982
Purchases	1,450,000	34,200,000
Disposals	(15,731,325)	(20,255,948)
Unrealized gain on changing in fair value of temporary investment	-	31,703
Gain on disposal of temporary investments	48,064	2,524
Fair value as at 31 December	-	14,233,261

On 27 March 2020, TMB Asset Management Company Limited announced the closure of the fund and on 5 June 2020, it announced the refund to unitholders in each period according to a rate specified in the such announcement.

9. TRADE ACCOUNTS RECEIVABLE

As at 31 December 2021 and 2020, the aged of trade accounts receivable are as follows:

(Unit : Baht)

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
<u>Trade accounts receivable - general customers</u>				
Not yet due	103,715,821	82,637,105	34,099,980	27,993,180
Over due :				
Less than 3 months	11,330,968	16,614,071	9,174,437	8,536,571
3 - 6 months	187,428	187,493	480	187,493
6 - 12 months	268,438	1,386,988	82,820	1,386,988
Over 12 months	3,297,414	10,201,564	2,513,533	8,620,162
Total	118,800,069	111,027,221	45,871,250	46,724,394
<u>Less</u> Impairment losses	(2,917,460)	(7,676,110)	(2,861,849)	(6,882,907)
Net	115,882,609	103,351,111	43,009,401	39,841,487
<u>Trade accounts receivable - related parties</u>				
Not yet due	291,443	424,322	20,838,412	21,344,299
Over due :				
Less than 3 months	259,882	223,600	259,882	223,600
Net	551,325	647,922	21,098,294	21,567,899

impairment losses of accounts receivable as at 31 December 2021 and 2020 are as follow:

(Unit : Baht)

The aged of accounts receivable	Consolidate F/S			
	31 December 2021		31 December 2020	
	Book Value	Impairment losses	Book Value	Impairment losses
Not yet due	104,007,264	211,515	83,061,427	242,991
Less than 3 months	11,590,850	106,701	16,837,671	548,822
3 - 6 months	187,428	47	187,493	31,401
6 - 12 months	268,438	30,053	1,386,988	381,618
Over 12 months	3,297,414	2,569,144	10,201,564	6,471,278
Total	119,351,394	2,917,460	111,675,143	7,676,110

(Unit : Baht)

The aged of accounts receivable	Separate F/S			
	31 December 2021		31 December 2020	
	Book Value	Impairment losses	Book Value	Impairment losses
Not yet due	54,938,392	211,515	49,337,479	242,991
Less than 3 months	9,434,319	106,701	8,760,171	548,822
3 - 6 months	480	47	187,493	31,401
6 - 12 months	82,820	30,053	1,386,988	381,618
Over 12 months	2,513,533	2,513,533	8,620,162	5,678,075
Total	66,969,544	2,861,849	68,292,293	6,882,907

During the years ended 31 December 2021 and 2020, the movements in impairment losses of trade accounts receivable as follow:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	7,676,110	3,501,658	6,882,907	1,915,844
Decrease from disposal of investment in subsidiary	-	(790,638)	-	-
<u>Add</u> Impairment losses	-	4,967,063	-	4,967,063
<u>Less</u> Reversal impairment losses	(4,791,192)	(14,322)	(4,021,058)	-
Exchange differences from financial statements translation	32,542	12,349	-	-
Balance as at 31 December	2,917,460	7,676,110	2,861,849	6,882,907

10. INVENTORIES

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Raw materials	38,279,779	14,948,700	37,815,930	14,634,672
Work in process	12,988,117	7,989,825	11,796,533	6,645,231
Finished goods	87,033,776	91,766,753	23,062,198	18,571,509
Supply inventories	2,948,534	2,509,047	2,356,101	2,057,566
Fuel	465,595	336,765	465,595	336,765
Packaging	3,778,961	3,325,446	3,748,539	3,286,989
Goods in transit	6,461,313	9,325,068	-	7,258,530
Total	151,956,075	130,201,604	79,244,896	52,791,262
<u>Less</u> Allowance for obsolete and declining values of inventories	(5,134,791)	(9,011,224)	(556,104)	(503,840)
Inventories - net	146,821,284	121,190,380	78,688,792	52,287,422

Inventories recognized as an expense in cost of sales during the years ended 31 December 2021 and 2020 are as follows:

	(Unit : Baht)			
	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cost of sales	689,872,197	593,246,776	544,087,958	478,465,711
Write-down to net realizable value	1,042,463	4,083,655	168,263	-
Reversal of write-down	(5,369,773)	(6,307,729)	(115,999)	(42,931)
Net	685,544,887	591,022,702	544,140,222	478,422,780

During the years ended 31 December 2021 and 2020, the movements of allowances for obsolete and declining value of inventories are as follows:

	(Unit : Baht)			
	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Beginning balance as at 1 January	9,011,224	11,081,422	503,840	546,771
Decrease from disposal of investment in subsidiary	-	(5,619)	-	-
<u>Add</u> Allowance for obsolete inventories	1,042,463	4,083,655	168,263	-
<u>Less</u> Reversal of allowance for obsolete inventories	(3,018,385)	(1,396,138)	(115,999)	(42,931)
Written-off	(2,351,388)	(4,911,591)	-	-
Exchange differences from financial statements translation	450,877	159,495	-	-
Ending balance as at 31 December	5,134,791	9,011,224	556,104	503,840

11. NON-CURRENT ASSETS HELD FOR SALE

	(Unit : Baht)
	Consolidated F/S
	Building and construction
Cost	
1 January 2020	-
Transfer from property, plant, and equipment	8,997,197
31 December 2020	8,997,197
Disposals	(8,997,197)
31 December 2021	-
Accumulated amortization	
1 January 2020	-
Transfer from property, plant, and equipment	899,720
31 December 2020	899,720
Accumulated depreciation for disposals	(899,720)
31 December 2021	-
Net book value	
31 December 2020	8,097,477
31 December 2021	-

During the year 2020 and 2021, the subsidiary in overseas entered into sales and purchase agreements with a third party for the disposal of its properties in which such transactions were completed in the year 2021.

12. INVESTMENT IN SUBSIDIARIES

(Unit : Thousand Baht)

Subsidiaries	Type of business	Separate F/S							
		Paid-up		Percentage of				Dividend income	
		Share capital		Shareholding		Cost method		during the year	
		2021	2020	2021	2020	2021	2020	2021	2020
<u>Direct subsidiaries</u>									
N.D. Interparts Co., Ltd.	Manufacturing and distributing rubber and synthetic products for motorcycle and automobile	6,100	6,100	91.77	91.77	5,598	5,598	560	-
N.D. Energy Fusion Co., Ltd.	Researching, manufacturing and distributing of wireless electrical equipment and system	-	6,000	-	98.33	-	5,900	-	-
FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD.	Distributing of motorcycle tyres and tubes and other rubber related product	161,028	161,028	100.00	100.00	408,017	408,017	7,612	11,166
Total						413,615	419,515	8,172	11,166
<u>Less Allowance for impairment losses</u>						-	(1,148)		
Investment in subsidiaries - Net						413,615	418,367		

N.D. Interparts Co., Ltd.

At the 2021 Annual General Meeting of Shareholder of N.D. Interparts Co., Ltd. (Subsidiary company), held on 19 April 2021, the shareholders of subsidiary passed the resolution to pay dividend from profit for the year ended 31 December 2020 at Baht 10.00 per share, totalling Baht 0.61 million. The dividend was paid by subsidiary on 14 May 2021.

FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD.

On 30 April 2021, the shareholders of FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD. (Subsidiary company) passed the resolution to pay dividend from profit for the year ended 31 December 2021 at MYR 0.05 per share, totalling MYR 1.00 million (equivalent to Baht 7.61 million). The dividend was paid by subsidiary on 6 July 2021.

On 31 January 2020, the shareholders of FUNG KEONG RUBBER MANUFACTORY (MALAYA) SDN.BHD. (Subsidiary company) passed the resolution to pay dividend from profit for the year ended 31 December 2020 at MYR 0.08 per share, totalling MYR 1.50 million (equivalent to Baht 11.16 million). The dividend was paid on 7 February 2020.

N.D. Energy Fusion Co., Ltd.

At the Board of Directors' Meeting No. 2/2021, held on 11 May 2021, the Board of Directors passed resolutions to approve to cease operation of N.D. Energy Fusion Co., Ltd., a subsidiary with 98.33% shareholding. The cease of the subsidiary's operation does not have any significant affect to the Company's operation and financial statements because the Company had already set up provision for impairment in investment as at 31 March 2021 to present with the recoverable amount. The subsidiary proceeds the registration of business dissolution and liquidation with the Department of Business Development under the Ministry of Commerce on 28 June 2021. The Company had received payback from subsidiary amount of Baht 4.74 million on 9 July 2021.

Mascasey Trading Co., Ltd.

On 27 February 2020, at the Board of Directors No. 1/2020, passed a resolution to disposal investment in Mascasey Trading Co., Ltd. of Baht 500,000 which equal its book value in the separate financial statements with 5 installments, each of Baht 100,000. The Company had transferred shares of said subsidiary on 2 March 2020.

13. INVESTMENT IN ASSOCIATED COMPANY

Investment in associated company as at 31 December 2021 comprise of:

(Unit : Baht)						
Associated company	Location	Type of business	Percentage of shareholding	Paid-up share capital	Cost method	Equity method
ETRAN (Thailand) Co., Ltd.	Thailand	Manufacturing and distributing electronic motorcycle	35	75,000,000	100,333,100	100,091,025

At the Board of Directors' Meeting No. 2/2021, held on 11 May 2021, the Board of Directors passed resolutions to approve to invest in ETRAN (Thailand) Co., Ltd. The Company acquired ordinary share of ETRAN (Thailand) Co., Ltd. at 35% of paid-up share capital shareholding, totalling amount of Baht 60.20 million and appoint Mr. Chaiyasit Samrittivanicha to be a director of said company. The Company settled for the investment cost by allocation of newly issued ordinary share of the Company as Private Placement, which was approved by the 2021 Annual General Meeting of Shareholder, to ETRAN (Thailand) Co., Ltd. which was determined by reference the weighted average of market price for 15 consecutive trading days prior to the date of the Board of Directors' Meeting resolved to allot offer the newly issued common share.

At the Extraordinary General Meeting of shareholders' associated company No. 3/2021, held on 29 October 2021, the shareholders passed the resolutions to approve the increased of its registered share capital from Baht 45 million to Baht 75 million, by issuing 300,000 common shares at par value of Baht 100. The associated company registered the increment of share capital with Department of Business Development under the Ministry of Commerce on 9 November 2021.

At the Board of Directors' Meeting No. 4/2021, held on 29 October 2021, the Board of Directors passed resolutions to approve to invest in share increment of ETRAN (Thailand) Co., Ltd. of Baht 40.13 million. There was no change in the percentage of shareholding in this associated company.

At the Board of Directors Meeting of associated company No. 4/2021, held on 3 November 2021, the Board of Directors of associated company passed resolutions to approve to invest in ETRAN Rental Co., Ltd. at 99.99% of paid-up share capital for 49,997 shares at Baht 100 par value, totaling Bath 4,999,700.

As at 31 December 2021, the Company was completed the purchase price allocation for the acquisition of the associated company.

The reconciliation of the financial information with the associated company's net assets is as follows:

	(Unit: Thousand Baht)
	12 May 2021 (Investment date)
Net assets of associated company at the acquisition date	9,021
Portion of shareholding in ETRAN (Thailand) Co., Ltd. (percentage)	35.00
Share of net assets	3,157
Goodwill	57,043
Carrying amount of associated company at the acquisition date	60,200

Movements in investment in associated company which are accounted for by the equity method in the consolidated financial statements for the year ended 31 December 2021 are as follows:

	(Unit : Thousand Baht)
	Consolidated F/S
Balance as at 1 January 2021	-
Acquisition of associated company	60,200
Additional investment during the year	40,133
Share of loss from associated company	(229)
Other	(13)
Balance as at 31 December 2021	100,091

Summary of the financial information of the associated company is as follow:

	(Unit: Thousand Baht)
	Consolidated F/S
	31 December 2021
Statements of financial position	
Current assets	210,265
Non-current assets	15,564
Current liabilities	(14,966)
Non-current liabilities	-
Net assets	210,863

(Unit: Thousand Baht)

Consolidated F/S

For the period from

12 May to

31 December 2021

**Statement of profit or loss and other
comprehensive Income**

Revenue	904
Profit for the period	(655)
Other comprehensive income	-
Total comprehensive income	(655)
Depreciation and amortization	667
Interest expense	17
Income tax expense	20

During the year ended 31 December 2021, the Company didn't receive dividend from the associated company.

14. NON - CONTROLLING INTERESTS

Subsidiaries with material non-controlling interests are as follow:

Name	(Unit : Thousand Baht)					
	Proportion of ownership interests and voting rights held by the NCI (%)		Total comprehensive income allocated to NCI		Accumulated NCI	
	2021	2020	2021	2020	2021	2020
N.D. Interpart Co., Ltd.	8.23	8.23	258	52	2,047	1,839
Mascasey Trading Co., Ltd.	-	-	-	(103)	-	-
N.D. Energy Fusion Co., Ltd.	-	1.67	-	-	-	80
Total			258	(51)	2,047	1,919

Summary of financial information of subsidiary companies before eliminating are as follow:

	(Unit : Thousand Baht)	
	N.D. Interpart Co., Ltd.	N.D. Energy Fusion Co., Ltd.
	For the year ended 31 December 2021	For the period from 1 January 2021 to 28 June 2021
Total revenue	60,080	-
Profit (loss) for the year attributable to Company's shareholder	3,018	(7)
Profit for the year attributable to non-controlling interest	271	-
Profit (loss) for the year	3,289	(7)
Current assets	19,100	-
Non-current assets	14,633	-
Current liabilities	(7,312)	-
Non-current liabilities	(1,722)	-
Net assets	24,699	-
Attributable to non-controlling interests	2,032	-
Net cash provided from operating activities	2,409	-
Net cash used in investing activities	(6,074)	-
Net cash used in financing activities	(610)	-
Net decrease in cash flow	(4,275)	-

(Unit : Thousand Baht)

	N.D. Interpart Co., Ltd.	Mascasey Trading Co., Ltd.	N.D. Energy Fusion Co., Ltd.
	For the year ended 31 December 2020	For the period from 1 January 2020 to 2 March 2020	For the year ended 31 December 2020
Total revenue	41,179	71	-
Profit (loss) for the year attributable to Company's shareholder	585	(104)	(3)
Profit (loss) for the year attributable to non-controlling interest	52	(103)	-
Profit (loss) for the year	637	(207)	(3)
Current assets	19,661	-	4,833
Non-current assets	9,956	-	-
Current liabilities	(6,092)	-	(5)
Non-current liabilities	(1,355)	-	-
Net assets	22,170	-	4,828
Attributable to non-controlling interests	1,839	-	80
Net cash provided from operating activities	3,846	-	-
Net cash used in investing activities	(299)	-	-
Net increase in cash flow	3,547	-	-

15. PROPERTY, PLANT AND EQUIPMENT

(Unit : Baht)

Consolidated F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
Cost								
1 January 2020	99,094,441	390,852,016	475,942,143	56,726,909	13,655,807	31,408,695	13,623,260	1,081,303,271
Impact of first-time adoption of new financial reporting standard	-	-	(44,500,000)	-	-	(8,487,570)	-	(52,987,570)
Decrease from disposal of investment in subsidiary	-	-	-	-	(77,100)	-	-	(77,100)
Acquisitions	-	128,000	3,370,881	2,556,441	1,425,840	993,738	2,560,044	11,034,944
Disposals	-	-	(664,325)	(91,407)	(414,150)	(842,160)	-	(2,012,042)
Written-off	-	-	-	(341,756)	(139,511)	-	(571,626)	(1,052,893)
Exchange differences from financial statements translation	1,019,776	1,510,239	321,383	39,102	39,651	146,561	-	3,076,712
Transfer to non-current assets held for sale	-	(8,997,197)	-	-	-	-	-	(8,997,197)
31 December 2020	100,114,217	383,493,058	434,470,082	58,889,289	14,490,537	23,219,264	15,611,678	1,030,288,125
Acquisitions	-	4,713,238	965,640	5,109,599	338,401	5,024,000	2,507,326	18,658,204
Disposals	-	(13,624,225)	(5,187,558)	(72,145)	(33,442)	(2,069,672)	-	(20,987,042)
Written-off	-	-	(9,117,893)	(607,986)	(153,933)	-	(1,370)	(9,881,182)
Exchange differences from financial statements translation	5,198,166	20,367,767	1,570,493	186,937	179,546	735,547	-	28,238,456
Transfer from right-of-use assets	-	-	44,500,000	-	-	6,070,500	-	50,570,500
Transfer in/(out)	-	-	799,575	2,512,549	-	-	(3,312,124)	-
31 December 2021	105,312,383	394,949,838	468,000,339	66,018,243	14,821,109	32,979,639	14,805,510	1,096,887,061

Consolidated F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
Accumulated depreciation								
1 January 2020	-	136,693,302	263,306,601	38,753,353	9,584,139	15,572,181	-	463,909,576
Impact of first-time adoption of new financial reporting standard	-	-	(5,786,056)	-	-	(1,688,424)	-	(7,474,480)
Decrease from disposal of investment in subsidiary	-	-	-	-	(38,040)	-	-	(38,040)
Depreciation for the year	-	13,367,325	16,994,446	3,683,295	292,168	3,302,698	-	37,639,932
Accumulated depreciation for disposals	-	-	(662,126)	(77,116)	(339,500)	(674,837)	-	(1,753,579)
Accumulated depreciation for written-off	-	-	-	(324,908)	(124,236)	-	-	(449,144)
Exchange differences from financial statements translation	-	125,240	355,891	41,904	46,865	74,594	-	644,494
Transfer to non-current asset held for sale	-	(899,720)	-	-	-	-	-	(899,720)
31 December 2020	-	149,286,147	274,208,756	42,076,528	9,421,396	16,586,212	-	491,579,039
Depreciation for the year	-	13,057,709	18,570,758	1,278,595	3,330,113	2,328,951	-	38,566,126
Accumulated depreciation for disposals	-	(12,000)	(1,070,762)	(47,403)	(26,456)	(2,003,408)	-	(3,160,029)
Accumulated depreciation for written-off	-	-	(9,117,842)	(587,305)	(114,213)	-	-	(9,819,360)
Exchange differences from financial statements translation	-	730,132	1,750,092	(41,013)	1,350,243	(120,465)	-	3,668,989
Transfer from right-of-use assets	-	-	8,998,365	-	-	2,276,437	-	11,274,802
31 December 2021	-	163,061,988	293,339,367	42,679,402	13,961,083	19,067,727	-	532,109,567
Net book value								
31 December 2020	100,114,217	234,206,911	160,261,326	16,812,761	5,069,141	6,633,052	15,611,678	538,709,086
31 December 2021	105,312,383	231,887,850	174,660,972	23,338,841	860,026	13,911,912	14,805,510	564,777,494

Consolidated F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
Depreciation for the year 2020								
Cost of sales								33,476,949
Administrative expenses								4,162,983
Total								<u>37,639,932</u>
Depreciation for the year 2021								
Cost of sales								35,054,943
Administrative expenses								3,511,183
Total								<u>38,566,126</u>

(Unit : Baht)

Separate F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
Cost								
1 January 2020	33,305,828	291,422,605	425,928,434	46,982,774	10,527,712	21,103,564	13,623,261	842,894,178
Impact of first-time adoption of new financial reporting standard	-	-	(44,500,000)	-	-	(8,487,570)	-	(52,987,570)
Acquisitions	-	128,000	3,076,011	2,270,198	1,243,699	993,738	2,560,044	10,271,690
Disposals	-	-	(664,325)	-	(367,164)	-	-	(1,031,489)
Written-off	-	-	-	-	-	-	(571,626)	(571,626)
31 December 2020	33,305,828	291,550,605	383,840,120	49,252,972	11,404,247	13,609,732	15,611,679	798,575,183
Acquisitions	-	4,400,738	435,740	4,204,405	288,023	474,000	2,507,325	12,310,231
Disposals	-	-	(5,187,558)	(64,531)	(33,442)	-	-	(5,285,531)
Written-off	-	-	(9,116,699)	(41,379)	(3,885)	-	(1,370)	(9,163,333)
Transfer from right-of-use assets	-	-	44,500,000	-	-	6,070,500	-	50,570,500
Transfer in/(out)	-	-	799,575	2,512,549	-	-	(3,312,124)	-
31 December 2021	33,305,828	295,951,343	415,271,178	55,864,016	11,654,943	20,154,232	14,805,510	847,007,050

(Unit : Baht)

Separate F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
<u>Accumulated depreciation</u>								
1 January 2020	-	127,021,731	224,590,384	29,635,654	6,997,518	9,039,657	-	397,284,944
Impact of first-time adoption of new financial reporting standard	-	-	(5,786,056)	-	-	(1,688,424)	-	(7,474,480)
Depreciation for the year	-	11,178,609	16,051,430	3,376,954	674,526	821,309	-	32,102,828
Accumulated depreciation for disposals	-	-	(662,126)	-	(299,439)	-	-	(961,565)
31 December 2020	-	138,200,340	234,193,632	33,012,608	7,372,605	8,172,542	-	420,951,727
Depreciation for the year	-	11,208,027	16,620,099	812,993	3,630,619	950,885	-	33,222,623
Accumulated depreciation for disposals	-	-	(1,070,762)	(46,516)	(26,456)	-	-	(1,143,734)
Accumulated depreciation for written-off	-	-	(9,116,699)	(41,379)	(3,885)	-	-	(9,161,963)
Transfer from right-of-use assets	-	-	8,998,365	-	-	2,276,437	-	11,274,802
31 December 2021	-	149,408,367	249,624,635	33,737,706	10,972,883	11,399,864	-	455,143,455
<u>Net book value</u>								
31 December 2020	33,305,828	153,350,265	149,646,488	16,240,364	4,031,642	5,437,190	15,611,679	377,623,456
31 December 2021	33,305,828	146,542,976	165,646,543	22,126,310	682,060	8,754,368	14,805,510	391,863,595

(Unit : Baht)

Separate F/S

	Land and improvement	Building and construction	Machinery and factory tools	Factory equipment	Furniture and office Equipment	Vehicles	Asset in transit and construction in progress	Total
Depreciation for the year 2020								
Cost of sales								30,038,877
Administrative expenses								2,063,951
Total								<u>32,102,828</u>
Depreciation for the year 2021								
Cost of sales								30,789,000
Administrative expenses								2,433,623
Total								<u>33,222,623</u>

As at 31 December 2021 and 2020, the costs of fully depreciated assets which are still remained in use amounted to Baht 134.21 million and Baht 129.82 million, respectively.

As at 31 December 2021 and 2020, land and buildings of the Company and subsidiary are mortgaged as collaterals for credit facilities with banks as mentioned in Notes 18 and 19.

16. LEASES

16.1 Right-of-use assets

(Unit : Baht)

	Consolidated and separated F/S		
	Machinery and Factory tools	Vehicles	Total
Cost			
1 January 2020	-	-	-
Impact of first-time adoption of new financial reporting standard	44,500,000	8,487,570	52,987,570
Acquisitions	-	2,770,094	2,770,094
31 December 2020	44,500,000	11,257,664	55,757,664
Transfer to property, plant and equipment	(44,500,000)	(6,070,500)	(50,570,500)
31 December 2021	-	5,187,164	5,187,164
Accumulated depreciation			
1 January 2020	-	-	-
Impact of first-time adoption of new financial reporting standard	5,786,056	1,688,424	7,474,480
Depreciation for the year	1,779,200	715,030	2,494,230
31 December 2020	7,565,256	2,403,454	9,968,710
Depreciation for the year	1,433,109	704,358	2,137,467
Transfer to property, plant and equipment	(8,998,365)	(2,276,437)	(11,274,802)
31 December 2021	-	831,375	831,375
Net book value			
31 December 2020	36,934,744	8,854,210	45,788,954
31 December 2021	-	4,355,789	4,355,789
Depreciation for the year 2020			
Cost of sales			1,779,200
Administrative expenses			715,030
Total			2,494,230
Depreciation for the year 2021			
Cost of sales			1,433,109
Administrative expenses			704,358
Total			2,137,467

16.2 Lease liabilities

		(Unit : Baht)	
		Consolidated and Separate F/S	
		2021	2020
Lease liabilities			
Due within one year		799,053	14,336,973
Due later than one year but not over five years		1,279,764	2,078,817
Total		2,078,817	16,415,790
<u>Less</u> Future finance charges on lease liabilities		(239,858)	(674,742)
		1,838,959	15,741,048
<u>Less</u> Current portion		(685,779)	(13,902,089)
Lease liabilities – net		1,153,180	1,838,959

During the years ended 31 December 2021 and 2020, the Company recognized finance cost which related to leases amounting to Baht 0.43 million and Baht 0.84 million, respectively.

Lease payments not recognized as liabilities

The Group has elected not to recognize a lease liability for short-term leases (leases with an expected term of 12 months or less) or for low value assets. The expenses relating to payments not included in the measurement of the lease liability for the year ended 31 December 2021 and 2020 are as follows:

		(Unit : Baht)	
		Consolidated and Separate F/S	
		2021	2020
Leases of low value assets		72,000	177,000

17. INTANGIBLE ASSETS

	(Unit : Baht)				
	Consolidated F/S				Separate F/S
	Computer Software	Trademarks	Customer Relationships	Total	Computer Software
Cost					
1 January 2020	8,137,953	139,512,233	443,092	148,093,278	7,972,953
Acquisitions	698,500	-	-	698,500	633,350
Exchange differences from financial statements translation	-	2,439,778	7,749	2,447,527	-
31 December 2020	8,836,453	141,952,011	450,841	151,239,305	8,606,303
Acquisitions	528,656	-	-	528,656	528,656
Written-off	(556,977)	-	-	(556,977)	(556,977)
Exchange differences from financial statements translation	-	11,044,869	35,079	11,079,948	-
31 December 2021	8,808,132	152,996,880	485,920	162,290,932	8,577,982
Accumulated amortization					
1 January 2020	7,222,902	7,750,679	92,311	15,065,892	7,085,297
Accumulated amortization for the year	685,353	4,071,607	56,449	4,813,409	655,710
Exchange differences from financial statements translation	-	695,749	1,520	697,269	-
31 December 2020	7,908,255	12,518,035	150,280	20,576,570	7,741,007
Accumulated amortization for the year	258,960	4,145,001	57,466	4,461,427	252,444
Accumulated amortization for disposals	(556,962)	-	-	(556,962)	(556,962)
Exchange differences from financial statements translation	-	2,741,532	14,967	2,756,499	-
31 December 2021	7,610,253	19,404,568	222,713	27,237,534	7,436,489
Accumulated impairment of asset					
1 January 2020	-	19,681,457	-	19,681,457	-
31 December 2020	-	19,681,457	-	19,681,457	-
31 December 2021	-	19,681,457	-	19,681,457	-
Net book value					
31 December 2020	928,198	109,752,519	300,561	110,981,278	865,296
31 December 2021	1,197,879	113,910,855	263,207	115,371,941	1,141,493
Amortization for the year 2020					
Administrative expenses				4,813,409	655,710
Amortization for the year 2021					
Administrative expenses				4,461,427	252,444

As at 31 December 2021 and 2020, the Company reviewed the valuation of trademark of subsidiary companies which derived from the business combination. As result of the recoverable amount higher than the carrying amount. Therefore, the Company do not recognize an additional adjustment for the allowance for impairment of those trademark. The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation.

The follow are principal assumptions for valuation of trademark

	Consolidated F/S	
	2021	2020
Growth rate (%)	5	5 - 14
Discount rate (%)	7.58 - 12.26	10.61 - 10.90

18. BANK OVERDRAFT AND SHORT-TERM LOANS FROM BANK

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Bank overdraft	33	335	33	335
Short-term loan	9,424,758	20,202,797	-	-
Promissory note	95,000,000	100,000,000	95,000,000	100,000,000
Liabilities under trust receipts	26,101,683	7,802,416	26,101,683	7,802,416
Total	130,526,474	128,005,548	121,101,716	107,802,751

As at 31 December 2021 and 2020, the Company and domestic subsidiary has short-term loans credit facilities comprise of bank overdraft, promissory note and liabilities under trust receipts bear interest rates at market rate and collateralized by the mortgages of the Company's land and construction as mentioned in Note 15 and personal guaranteed by certain subsidiary company's directors. (2020: the collateralized by personal guaranteed by certain subsidiary company's directors were withdrawn during the year 2021)

As at 31 December 2021 and 2020, the overseas subsidiary company has short-term loans from bank bear interest rate at market rate and secured by pledge of freehold industrial land with office and factory of the subsidiary company and guaranteed by the Company.

19. LONG-TERM LOAN

Long-term loan that the Company obtained from a local bank is as follow:

			(Unit : Baht)	
			Consolidated and Separate F/S	
	Interest rate per annum	Principal repayment conditions	2021	2020
Credit line of Baht 100 million	MLR - 3.00% p.a.	Monthly instalments by Baht 1.65 million from August 2015 to June 2020, the remaining will be paid in accordance with the postpone payment letter from bank.	-	4,300,000
<u>Less</u> Current portion			-	(4,300,000)
Long-term loan - net			-	-

On 22 April 2020, the Company has received a letter from the bank for postpone payment of long-term loans by the Company has been granted for 5-installment since May 2020 and will repay the long-term loan in October 2020. However, the Company still pays the same interest rate throughout the grace period.

Movements in the long - term loan for the years ended 31 December 2021 and 2020 are as follow:

			(Unit : Baht)	
			Consolidated and Separate F/S	
			2021	2020
Balance as at 1 January			4,300,000	14,200,000
<u>Less</u> Repayment			(4,300,000)	(9,900,000)
Balance as at 31 December			-	4,300,000

As at 31 December 2021 and 2020, Long-term loan is collateralized by the mortgages of the Company's land and construction as mentioned in Note 15.

Under the term of loan agreement, the Company is required to maintain loan covenants as specified in the agreement such as debt to equity and debt service coverage ratios, etc.

However, the Company repaid the whole amount of loan during the year 2021.

20. EMPLOYEE BENEFITS OBLIGATION

	(Unit : Baht)			
	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Statement of financial position				
Provision for post-employment benefits obligation	11,006,510	9,459,150	9,284,196	8,103,707
Statement of profit or loss and other comprehensive income:				
<i>Recognized in profit or loss:</i>				
Post-employment benefits	1,167,507	1,100,906	990,697	935,713
<i>Recognized in other comprehensive income:</i>				
Actuarial losses recognized in the year	379,853	-	189,792	-

The Group had established a defined benefit pension plan under the Thai Labour Protection Act B.E 2541 to provide retirement benefits to employees based on pensionable remuneration and length of service.

Movements in the present value of the defined benefit obligations for the years end 31 December 2021 and 2020 are as follows:

	(Unit : Baht)			
	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Beginning balance as at 1 January	9,459,150	8,358,244	8,103,707	7,167,994
<i>Recognized in profit or loss</i>				
- Current service costs	858,776	825,079	726,699	699,159
- Finance cost	308,731	275,827	263,998	236,554
<i>Recognized in other comprehensive income</i>				
- Actuarial loss	379,853	-	189,792	-
Balance as at 31 December	11,006,510	9,459,150	9,284,196	8,103,707
<u>Less</u> Current portion	(601,400)	(104,414)	(601,400)	(104,414)
Net	10,405,110	9,354,736	8,682,796	7,999,293

Actuarial loss recognized in other comprehensive income arising from:

	(Unit: Thousand Baht)	
	Consolidated F/S	Separate F/S
	2019	2018
Change in financial assumptions	(58,849)	-
Change in demographic assumptions	(911,141)	-
Experience adjustments	1,349,843	-
Total	379,853	-

Actuarial assumptions

The following are principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Discount rate	2.10 percent per annum	3.30 percent per annum	2.10 percent per annum	3.30 percent per annum
Future salary average increment rate	3.00 percent per annum	3.00 percent per annum	3.00 percent per annum	3.00 percent per annum
Normal retirement age	60 years	60 years	60 years	60 years
Mortality rate	Thai Mortality Table 2017	Thai Mortality Table 2017	Thai Mortality Table 2017	Thai Mortality Table 2017

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the employee benefit obligation by the amounts shown below:

		(Unit : Baht)			
		Consolidated F/S		Separate F/S	
		Increase	Decrease	Increase	Decrease
		1%	1%	1%	1%
Employee benefit obligation					
Discount rate					
Increment (decrement) of employee					
benefit obligation		(1,142,311)	1,343,887	(966,119)	1,141,687
Future salary growth					
Increment (decrement) of employee					
benefit obligation		1,317,277	(1,143,336)	1,119,030	(966,983)
		Increase	Decrease	Increase	Decrease
		10%	10%	10%	10%
Employee benefit obligation					
Turnover rate					
Increment (decrement) of employee					
benefit obligation		(621,166)	702,556	(545,804)	620,245

As at 31 December 2021, expected maturity of employee benefits obligation before discounting are as follow:

		(Unit : Baht)	
		Consolidated F/S	Separate F/S
Within one year		601,400	601,400
Between 2 - 9 years		5,506,437	4,583,116
		<u>6,107,837</u>	<u>5,184,516</u>

21. INCOME TAX AND DEFERRED TAX

Applicable tax rates for the Group are as follows:

	Tax rate (%)	
	2021	2020
Income tax under the Revenue Code of the Company and subsidiaries in Thailand	20	20
Corporate income tax in foreign country	24	24

21.1 Deferred tax

Deferred tax assets and liabilities are as follows:

(Unit : Baht)

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Deferred tax assets	460,155	163,875	-	-
Deferred tax liabilities	(39,935,673)	(45,638,900)	(7,739,032)	(8,783,768)
Net	(39,475,518)	(45,475,025)	(7,739,032)	(8,783,768)

Deferred tax assets and liabilities are as follows:

(Unit : Baht)

	Consolidated F/S				
		Recognized in		Exchange	
	1 January		Other	differences from	31 December
	2021	Profit or loss	comprehensive	financial statements	2021
			income	translation	
Deferred tax assets :					
From allowance for impairment losses from accounts receivable	1,376,583	(804,213)	-	-	572,370
From allowance for obsolete and declining value of inventories	234,303	9,782	-	-	244,085
From employee benefits obligation	1,891,831	271,513	75,970	-	2,239,314
Deferred tax liabilities :					
From differences from depreciation	(13,907,101)	1,141,901	-	3,266,550	(9,498,650)
From intangible assets	(27,225,977)	7,503,598	-	(8,357,452)	(28,079,831)
From revaluation of asset	(7,844,664)	(3,502,227)	-	6,394,085	(4,952,806)
	(45,475,025)	(4,620,354)	75,970	1,303,183	(39,475,518)

(Unit : Baht)

Consolidated F/S					
	1 January 2020	Recognized in		Exchange differences from financial statements translation	31 December 2020
		Profit or loss	Other comprehensive income		
Deferred tax assets :					
From allowance for impairment losses from accounts receivable	185,238	1,191,345	-	-	1,376,583
From allowance for obsolete and declining value of inventories	205,812	28,491	-	-	234,303
From employee benefits obligation	1,671,649	220,182	-	-	1,891,831
Deferred tax liabilities :					
From differences from depreciation	(12,981,216)	(911,448)	-	(14,437)	(13,907,101)
From intangible assets	(28,413,687)	1,454,584	-	(266,874)	(27,225,977)
From revaluation of asset	(7,856,721)	(133,843)	-	145,900	(7,844,664)
	(47,188,925)	1,849,311	-	(135,411)	(45,475,025)

(Unit : Baht)

Separate F/S				
	1 January 2021	Recognized in		31 December 2021
		Profit or loss	Other comprehensive income	
Deferred tax assets :				
From allowance for impairment losses				
- Trade accounts receivable	1,376,583	(804,213)	-	572,370
- Investment in subsidiary	229,550	(229,550)	-	-
From allowance for obsolete and declining value of inventories	100,767	10,454	-	111,221
From employee benefits obligation	1,620,742	198,139	37,958	1,856,839
Deferred tax liabilities :				
From differences from depreciation	(5,212,485)	(4,563,610)	-	(9,776,095)
From lease liabilities	(6,898,925)	6,395,558	-	(503,367)
	(8,783,768)	1,006,778	37,958	(7,739,032)

(Unit : Baht)

	Separate F/S		
	Recognized in		31 December 2020
	1 January 2020	Profit or loss Other comprehensive income	
Deferred tax assets :			
From allowance for impairment losses			
- Trade accounts receivable	185,238	1,191,345	- 1,376,583
- Investment in subsidiary	-	229,550	- 229,550
From allowance for obsolete and declining value of inventories	109,353	(8,586)	- 100,767
From employee benefits obligation	1,433,599	187,143	- 1,620,742
Deferred tax liabilities :			
From differences from depreciation	(11,870,927)	(240,483)	- (12,111,410)
	<u>(10,142,737)</u>	<u>1,358,969</u>	<u>- (8,783,768)</u>

As at 31 December 2021, in the consolidated financial statements have not recognized deferred tax assets from loss carrying forward not over than 10 years of indirect subsidiary company in overseas because they are expected that it will not utilized in taxable for unabsorbed business losses in the future. The expiry of the unabsorbed business losses is as follows:

	Consolidated F/S	
	MYR	Baht
Year assessment 2028	676,000	5,417,633
Year assessment 2029	495,000	3,967,054
Year assessment 2030	890,000	7,132,683
Year assessment 2031	176,000	1,410,508
Total	<u>2,237,000</u>	<u>17,927,878</u>

21.2 Income tax

Income tax recognized in profit or loss

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Current tax expense				
Current tax income	9,687,649	14,016,442	4,690,860	6,410,538
Deferred tax				
Movements in temporary differences	(4,696,324)	(1,849,311)	(1,044,736)	(1,358,969)
Total income tax	4,991,325	12,167,131	3,646,124	5,051,569

Income tax recognized in other comprehensive income:

Actuarial loss on employee benefit obligations	75,970	-	37,958	-
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Reconciliation of income tax are as follows:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Accounting profit before tax	46,895,397	57,379,729	28,740,701	44,465,163
Tax multiplied by applicable tax rate	9,379,079	11,475,946	5,748,140	8,893,033
Effects :				
Non-deductible expenses	2,623,409	4,170,274	354,508	14,000
Different in tax of overseas subsidiaries	827,909	536,410	-	-
Exemption of income and additional expenses	(7,839,072)	(2,216,001)	(2,456,524)	(2,014,568)
Decrease from disposal of investment in subsidiary	-	41,398	-	-
Loss carried forward has not recorded as deferred income tax	-	(1,840,896)	-	(1,840,896)
Income tax	4,991,325	12,167,131	3,646,124	5,051,569
Effective tax rate (%)	10.64	24.43	12.69	14.42

22. SHARE CAPITAL

At the 2021 Annual General Meeting of shareholders, held on 31 March 2021, the shareholders passed the resolutions to approve the following:

- To decrease of the Company's registered share capital from Baht 387,470,188 to Baht 315,391,514 by cancelling 72,078,674 shares at Baht 1 par value which are the remaining ordinary share which reserved for the exercise of warrants NDR-W1. The Company registered the decrease of share capital with Department of Business Development under the Ministry of Commerce on 16 April 2021.
- To increase of the Company's registered share capital that offering to specified persons (Private placement) by issuing new share capital of the Company from Baht 315,391,514 to Baht 346,891,514 by issuing not exceed 31,500,000 new common shares at Baht 1 par value. The Company registered the increase of share capital with Department of Business Development under the Ministry of Commerce on 19 April 2021.

At the Board of Directors' Meeting No.2/2021 held on 11 May 2021, passed a resolution to allocate the Company's increment 22,132,300 authorized share capital at offering price of Baht 2.72 per share (Baht 1.00 par value) which was weighted-average market price of the Company's share for 15 consecutive trading days prior to the date of the Board of Directors' Meeting resolved to allot and offer the newly issued common share totaling Baht 60,200,000 with premium on common share capital at Baht 1.72 per share, totaling Baht 38,067,700 to private placement, ETRAN (Thailand) Co., Ltd, for making the repayment on investment in such company as described in Note 13. As a result, paid-up authorized share capital were increased from Baht 315,391,514 to Baht 337,523,814. The Company registered the share capital increment with the Department of Business Development under the Ministry of Commerce on 19 May 2021.

At the Board of Directors' Meeting No.4/2021 held on 29 October 2021, the Board of Directors passed resolutions to approve to allocate newly issued ordinary share of the Company as Private Placement amount 9,367,700 authorized share capital at offering price of Baht 2.80 per share (Baht 1.00 par value) which was weighted-average market price of the Company's share for 7 consecutive trading days prior to the date of the Board of Directors' Meeting resolved to allot and offer the newly issued common share totaling Baht 26,229,560 with premium on common share capital at Baht 1.80 per share, totaling Baht 16,861,860 for making the repayment on investment in such company as described in Note 13. As a result, paid-up authorized share capital was increased from Baht 337,523,814 to Baht 346,891,514. The Company registered the share capital increment with the Department of Business Development under the Ministry of Commerce on 9 November 2021.

23. LEGAL RESERVE

Under the Public Limited Company Act. B.E. 2535, the Company is required to set aside as a legal reserve at least 5 percent of its net profit for the year net of deficit (if any), until the reserve reaches 10 percent of the registered capital. This reserve shall not be distributable for dividends.

24. DIVIDEND PAYMENT

At the 2021 Annual General Meeting of shareholders, held on 31 March 2021, the shareholders passed the resolution to pay dividend from profit for the year ended 31 December 2020 for 315,391,514 common shares capital at Baht 0.05 per share, totaling of Baht 15.77 million. The dividend was paid on 30 April 2021.

25. REVENUE

<u>Transaction</u>	<u>Description</u>
Type of good	The main product of the Company and subsidiaries consists of tires and tube for motorcycle and bicycle battery, rubber part, shoes and lube oil.
Geographic	The Company has revenue from sale domestic and overseas.
The market or type of customers	Retail customers.
Type of contract	The price has been fixed in each invoice.
Contract period	Short-term contract.
No of performance obligations	The Company has one obligation which produce and sell base on purchase order of each customer.
Revenue recognition	Revenue from sales of goods recognized as at point in time.
Sale channels	Goods are directly distributed to customer.

26. EXPENSES BY NATURE

(Unit : Baht)

	Consolidated F/S		Separate F/S	
	For the years ended 31 December			
	2021	2020	2021	2020
Raw materials and consumable supplies used	203,761,528	342,720,413	398,318,528	327,047,464
Changes in finished goods and work in process	289,784,450	69,771,383	(11,115,272)	(2,200,939)
Salaries, wages and other employee benefits	153,066,050	145,066,405	105,650,682	104,437,424
Utilities	33,705,872	33,106,650	28,455,785	29,124,369
Depreciation and amortization	45,165,020	44,947,571	35,612,535	35,252,768
Transportation	19,645,133	16,703,921	2,594,227	2,169,307
Advertising	4,910,925	18,745,588	1,266,187	1,673,089
Repair and maintenance	11,162,856	7,848,178	9,321,009	5,997,832
Factory expense	5,622,422	5,394,876	3,315,785	3,115,245
Loss on impairment of investment in subsidiary	-	-	-	1,147,752
Other	33,834,354	32,913,585	13,151,303	20,923,807

27. PROVIDENT FUND

On June 2013, the Company and subsidiary in Thailand participated to be member in "Sin Sathaporn Fund Provident Fund", which manages by BBL Asset Management Company Limited under the provisions of The Provident Fund Act. B.E.2530. Under the fund regulation, the fund is contributed equally by both the Company and the employees at 2% of their salaries and will be paid to the employees upon termination in accordance with the rules of fund, upon retirement, death or resignation from the member.

For the year ended 31 December 2021, the Company and subsidiary company in Thailand have paid for the contribution into the fund amounting to Baht 0.20 million and Baht 0.01 million, respectively, and for the year ended 31 December 2020, the Company and subsidiary companies have paid for the contribution into the fund amounting to Baht 0.09 million and Baht 0.03 million, respectively.

During the year ended 31 December 2021, the subsidiary company received the refund from the Company's contribution amounting to Baht 0.02 million of resigned employee who had working experienced less than 5 years.

28. SEGMENT REPORTING

The financial information classified by products for the years ended 31 December 2021 and 2020 are presented as follow:

(Unit : Thousand Baht)

	Consolidated F/S										
	For the year ended 31 December 2021										
	Tires		Tubes		Battery	Rubber part	Shoe	Lube Oil & synthetic			
	Domestic	Overseas	Domestic	Overseas	Domestic	Domestic	Overseas	Overseas	Others	Eliminated	Total
Revenue from sales											
At point in time	193,134	528,102	68,699	131,305	38,438	60,080	34,390	4,675	1,871	(219,295)	841,399
Cost of sales											(685,545)
Gross profit											155,854
Interest expenses											4,263
Depreciation and amortization											45,165
Profit before income tax											46,895
Trade accounts receivable - general customers											115,883
Property, plant and equipment											564,777
Other assets											545,585
Total assets											1,226,245
Total liabilities											317,389



(Unit : Thousand Baht)

Consolidated F/S

For the year ended 31 December 2020

	Tires		Tubes		Battery	Rubber part	Shoe	Lube Oil & synthetic	Others	Eliminated	Total
	Domestic	Overseas	Domestic	Overseas	Domestic	Domestic	Overseas	Overseas			
Revenue from sales											
At point in time	157,299	502,381	71,546	146,638	40,060	41,179	24,524	3,434	5,985	(217,200)	775,846
Cost of sales											(591,023)
Gross profit											184,823
Interest expenses											(6,826)
Depreciation and amortization											(44,948)
Profit before income tax											57,380
Trade accounts receivable - general customers											103,351
Property, plant and equipment											538,709
Other assets											443,080
Total assets											1,085,140
Total liabilities											331,029

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources and assess its operations.

Major Customer

For the year ended 31 December 2021, the Company got revenue from sales from major overseas customer amounting of Baht 216.89 million. (2020 : Baht 214.72 million)

29. EARNINGS PER SHARE

BASIC EARNINGS PER SHARE

Basic earnings per share for the years ended 31 December 2021 and 2020 are determined by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the years, after adjusting the number of ordinary shares in proportion to the change in the number of shares as a result of the increase in share capital of 22.13 million shares on 19 May 2021 and the number of shares 9.37 million shares on 9 November 2021 as follows:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Profit attributable to equity holders of the Company (Thousand Baht)	41,633,506	45,263,690	25,094,577	39,413,594
Number of common shares issued and paid up at beginning (shares)	315,391,514	315,391,514	315,391,514	315,391,514
Effect from issuance of new share (weighted average) (shares)	15,124,713	-	15,124,713	-
Weighted average number of common shares outstanding (basic) (shares)	330,516,227	315,391,514	330,516,227	315,391,514
Basic earnings per share (Baht)	0.13	0.14	0.08	0.12

30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows;

(Unit : Baht)

	Consolidated F/S			
	Bank overdraft and short-term loans from banks	Long-term loans from banks	Lease liabilities	Total
1 January 2020	173,045,595	14,200,000	19,929,372	207,174,967
Cash-flows:				
Repayment	(900,537,135)	(9,900,000)	(6,958,418)	(917,395,553)
Proceeds	855,079,031	-	-	855,079,031
Non-cash:				
Increased in right-of-use assets	-	-	2,770,094	2,770,094
Unrealized loss from exchange rate	21,775	-	-	21,775
Translation adjustment	396,282	-	-	396,282
31 December 2020	128,005,548	4,300,000	15,741,048	148,046,596
Cash-flows:				
Repayment	(332,556,010)	(4,300,000)	(13,902,089)	(350,758,099)
Proceeds	333,643,153	-	-	333,643,153
Non-cash:				
Unrealized loss from exchange rate	312,917	-	-	312,917
Translation adjustment	1,120,866	-	-	1,120,866
31 December 2021	130,526,474	-	1,838,959	132,365,433

(Unit : Baht)

	Separate F/S			
	Bank overdraft and short-term loans from banks	Long-term loans from banks	Lease liabilities	Total
1 January 2020	148,032,960	14,200,000	19,929,372	182,162,332
Cash-flows:				
Repayment	(895,331,015)	(9,900,000)	(6,958,418)	(912,189,433)
Proceeds	855,079,031	-	-	855,079,031
Non-cash:				
Increased in right-of-use assets	-	-	2,770,094	2,770,094
Unrealized loss from exchange rate	21,775	-	-	21,775
31 December 2020	107,802,751	4,300,000	15,741,048	127,843,799
Cash-flows:				
Repayment	(320,657,105)	(4,300,000)	(13,902,089)	(338,859,194)
Proceeds	333,643,153	-	-	333,643,153
Non-cash:				
Unrealized loss from exchange rate	312,917	-	-	312,917
31 December 2021	121,101,716	-	1,838,959	122,940,675

31. DISCLOSURE OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities carried on the statement of financial position include cash and cash equivalents, restricted deposits with banks, trade accounts receivable and payable, short-term loan and long-term loan. The accounting policies on recognition and measurement of these items are disclosed in the respective accounting policies.

Liquidity Risk

Liquidity risk arises from the possibility that customers may not be able to settle obligations to the Group within the normal terms of trade. To manage this risk, the Group periodically assess the financial viability of customers.

As at 31 December 2021 and 2020, the financial instrument classified by the periods of time from the date on the statements of financial position to their maturity dates are as follows:

(Unit : Baht)

Consolidated F/S				
2021				
	At call	Within 1 year	Over 1 year	Total
<u>Financial assets/ liabilities</u>				
Cash and cash equivalents	159,204,884	-	-	159,204,884
Trade accounts receivable	116,433,934	-	-	116,433,934
Other accounts receivable	5,243,972	-	-	5,243,972
Bank overdraft and short-term loans from banks	9,424,791	121,101,683	-	130,526,474
Trade accounts payable	88,496,854	-	-	88,496,854
Payable for purchases of fixed assets	222,153	-	-	222,153
Lease liabilities	-	685,779	1,153,180	1,838,959

(Unit : Baht)

Consolidated F/S				
2020				
	At call	Within 1 year	Over 1 year	Total
<u>Financial assets/ liabilities</u>				
Cash and cash equivalents	125,766,012	-	-	125,766,012
Temporary investment	14,233,261	-	-	14,233,261
Trade accounts receivable	103,999,033	-	-	103,999,033
Other accounts receivable	2,502,113	-	-	2,502,113
Bank overdraft and short-term loans from banks	20,203,132	107,802,416	-	128,005,548
Trade accounts payable	68,858,342	-	-	68,858,342
Payable for purchases of fixed assets	2,815,998	-	-	2,815,998
Lease liabilities	-	13,902,089	1,838,959	15,741,048
Long-term loans from banks	-	4,300,000	-	4,300,000

(Unit : Baht)

	Separate F/S			
	2021			
	At call	Within 1 year	Over 1 year	Total
<u>Financial assets/ liabilities</u>				
Cash and cash equivalents	42,603,127	-	-	42,603,127
Trade accounts receivable	64,107,695	-	-	64,107,695
Bank overdraft and short-term loans from banks	33	121,101,683	-	121,101,716
Trade accounts payable	82,108,859	-	-	82,108,859
Amount due to subsidiary company	86,299	-	-	86,299
Payable for purchases of fixed assets	222,153	-	-	222,153
Lease liabilities	-	685,779	1,153,180	1,838,959

(Unit : Baht)

	Separate F/S			
	2020			
	At call	Within 1 year	Over 1 year	Total
<u>Financial assets/ liabilities</u>				
Cash and cash equivalents	31,142,328	-	-	31,142,328
Temporary investment	14,233,261	-	-	14,233,261
Trade accounts receivable	61,409,386	-	-	61,409,386
Bank overdraft and short-term loans from banks	335	107,802,416	-	107,802,751
Trade accounts payable	63,711,016	-	-	63,711,016
Amount due to subsidiary company	84,595	-	-	84,595
Payable for purchases of fixed assets	2,815,998	-	-	2,815,998
Lease liabilities	-	13,902,089	1,838,959	15,741,048
Long-term loans from bank	-	4,300,000	-	4,300,000

Credit Risk

The Group provide credit term on its trade transactions. The Group manage its exposure to credit risk by closely monitoring collection of accounts receivable and focuses on overdue accounts.

The Group measurement by expected credit loss that occur over the life for all the receivables. It is no longer necessary for a credit event to occur before credit losses are recognizes.

Interest Rate Risk

Interest rate risk arises is that future movement of market interest rates, which may have a negative effect to current and future operations of the Group. Management believes that the interest rate risk is minimum, hence, the Group have no hedging agreement to protect against such risk.

(Unit : Baht)

	Consolidated F/S				
	2021				
	Floated rate	Fixed rate	No interest	Total	Interest rate (% per annum)
<u>Financial assets/ liabilities</u>					
Cash and cash equivalents	62,785,646	-	96,419,238	159,204,884	0.2% - 0.85%
Trade accounts receivable	-	-	116,433,934	116,433,934	-
Other receivables	-	-	5,243,972	5,243,972	-
Bank overdraft and short-term loans from banks	130,526,474	-	-	130,526,474	Market rate
Trade accounts payable	-	-	88,496,854	88,496,854	-
Payable for purchases of fixed assets	-	-	222,153	222,153	-
Lease liabilities	-	1,838,959	-	1,838,959	6.89% - 14.39%

(Unit : Baht)

	Consolidated F/S				
	2020				
	Floated rate	Fixed rate	No interest	Total	Interest rate (% per annum)
<u>Financial assets/ liabilities</u>					
Cash and cash equivalents	36,346,561	-	89,419,451	125,766,012	0.05% - 0.80%
Temporary investment	-	-	14,233,261	14,233,261	-
Trade accounts receivable	-	-	103,999,033	103,999,033	-
Other receivables	-	-	2,502,113	2,502,113	-
Bank overdraft and short-term loans from banks	128,005,548	-	-	128,005,548	Market rate
Trade accounts payable	-	-	68,858,342	68,858,342	-
Payable for purchases of fixed assets	-	-	2,815,998	2,815,998	-
Lease liabilities	-	15,741,048	-	15,741,048	3.84% - 14.39%
Long-term loans from banks	4,300,000	-	-	4,300,000	MLR - 3.00%

(Unit : Baht)

Separate F/S					
2021					
	Floated rate	Fixed rate	No interest	Total	Interest rate (% per annum)
<u>Financial assets/ liabilities</u>					
Cash and cash equivalents	26,721,521	-	15,881,606	42,603,127	0.05% - 0.13%
Trade accounts receivable	-	-	64,107,695	64,107,695	-
Bank overdraft and short-term loans from banks	121,101,716	-	-	121,101,716	Market rate
Trade accounts payable	-	-	82,108,859	82,108,859	-
Other payable	-	-	86,299	86,299	-
Payable for purchases of fixed assets	-	-	222,153	222,153	-
Lease liabilities	-	1,838,959	-	1,838,959	6.89% - 14.39%

(Unit : Baht)

Separate F/S					
2020					
	Floated rate	Fixed rate	No interest	Total	Interest rate (% per annum)
<u>Financial assets/ liabilities</u>					
Cash and cash equivalents	15,824,035	-	15,318,293	31,142,328	0.05% - 0.13%
Temporary investment	-	-	14,233,261	14,233,261	-
Trade accounts receivable	-	-	61,409,386	61,409,386	-
Bank overdraft and short-term loans from banks	107,802,751	-	-	107,802,751	Market rate
Trade accounts payable	-	-	63,711,017	63,711,017	-
Other payable	-	-	84,595	84,595	-
Payable for purchases of fixed assets	-	-	2,815,998	2,815,998	-
Lease liabilities	-	15,741,048	-	15,741,048	3.84% - 14.39%
Long-term loan from bank	4,300,000	-	-	4,300,000	MLR - 3.00 %

Foreign Currency Risk

The Company exposure for foreign currency risk relates primarily to its trade accounts receivable and payable which are denominated in foreign currencies. The Company entering into the forward exchange contracts for accounts receivable to reduce exposure on foreign currency risk.

As at 31 December 2021, the Group has financial assets and liabilities in foreign currencies as follow:

	Consolidated and Separate F/S		
	31 December 2021		
	Foreign currencies	Exchange rate	Baht equivalent
<u>Cash and Cash at bank</u>			
USD	282,790	33.2469	9,401,891
MYR	227	8.0143	1,819
<u>Trade accounts receivable</u>			
USD	72,875	33.2469	2,422,868
<u>Liabilities under trust receipt</u>			
USD	777,000	33.5929	26,101,683
<u>Trade accounts payable</u>			
USD	74,679	33.5929	2,508,684

Fair value of financial instruments

The following methods and assumptions are used to estimate the fair value of each class of the Company's financial instruments.

- Financial assets are shown at estimated fair value.
- Financial liabilities are shown at the book value which is considered fair value because such liabilities will be matured in short term.

32. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability.

As at 31 December 2021 and 2020, Financial assets and financial liabilities measured at fair value are as follows:

(Unit : Thousand Baht)

Consolidated and Separate F/S				
31 December 2021				
	Level 1	Level 2	Level 3	Total
Financial assets				
Fixed income fund	-	-	-	-

(Unit : Thousand Baht)

Consolidated and Separate F/S				
31 December 2020				
	Level 1	Level 2	Level 3	Total
Financial assets				
Fixed income fund	-	14,233	-	14,233

33. COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2021

33.1 The Company has commitments for machinery under installation of Baht 5.77 million.

33.2 The Group have credit facilities and contingent liabilities from financial institution as at 31 December 2021 as follows:

(Unit : Baht)

Consolidated F/S			
	Credit line	Used	Balance
Credit facilities			
Bank overdraft	30,000,000	33	29,999,967
Short-term loan and promissory note	217,092,625	104,080,745	113,011,880
Long-term loan	100,000,000	-	100,000,000
Forward agreements	120,000,000	-	120,000,000
Contingent liabilities			
Letter of guarantee	16,000,000	5,963,600	10,036,400
Letter of credit and trust receipts (occasionally)	90,000,000	26,101,683	63,898,317
Hire-purchase	51,943,652	1,838,959	50,104,693

(Unit : Baht)

	Separate F/S		
	Credit line	Used	Balance
Credit facilities			
Bank overdraft	30,000,000	33	29,999,967
Promissory note	165,000,000	95,000,000	70,000,000
Long-term loan	100,000,000	-	100,000,000
Forward agreements	120,000,000	-	120,000,000
Contingent liabilities			
Letter of guarantee	16,000,000	5,485,000	10,515,000
Letter of credit and trust receipts (occasionally)	90,000,000	26,101,683	63,898,317
Hire-purchase	51,943,652	1,838,959	50,104,693

The letter of guarantees issued by bank are for electricity usage and purchasing raw material.

33.3 The subsidiary company has entered into service agreement which has committed to pay the service for one year of Baht 0.69 million.

34. CAPITAL RISK MANAGEMENT

The Company's objectives in the management of capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust policy for distribution dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

35. EVENTS AFTER REPORTING PERIOD

At the Board of Directors' Meeting No.1/2022 held on 22 February 2022, the Board of Directors passed resolutions as follow:

- Approve for issuing 86,722,878 units of the warrants to the existing shareholders, at an offering ratio of 4 ordinary shares to 1 unit of warrant. The warrants are issued for specific holders and transferable. The terms of the warrants

do not exceed 2 years from the date of which they are granted with right of 1 warrants to 1 ordinary share. The exercise price is Baht 3.50 per share, unless the exercise ratio is adjusted under the conditions of the rights adjustment. The warrant holders can exercise their warrants in June and December of each year. The first exercise date will be on 1 December 2022 and the last exercise date is within 2 years from the date of issuance of the warrants.

The Company allots 86,722,878 shares to support exercisable warrants, equivalent to 25% of total shares issued, within 14 days from the resolution of the Shareholders' Meeting for share increment.

- Approve for proposing to the Shareholders' Meeting to approve for dividend payment from profits for the year ended 31 December 2021 for 346,891,514 common shares capital at Baht 0.03 per share, totaling of Baht 10.41 million.

36. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on 22 February 2022.



PART 4

CERTIFICATION OF INFORMATION AND DATA ACCURACY

Certification of Information and Data Accuracy

Report on the Board of Directors' Responsibilities for Financial Statement

The Board of Directors of N.D. Rubber Public Company Limited is responsible for the financial statements of the Company and its subsidiaries, which have been prepared in accordance with financial reporting standards under the Accounting Act B.E. 2543, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535 and its amendments. The Board considers the accounting policies pursued to be appropriate, and that they have been applied consistently with adequate disclosure of important information in the notes to the financial statements. The Company's external auditor has reviewed and audited the financial statements and expressed an unqualified opinion with an emphasis of matters/others in the auditor's report.

The Board oversees and reviews corporate governance as well as establishes and maintains a proactive risk management system and internal control system to ensure that accounting records are accurate, complete and timely, and that the Company's assets are properly safeguarded against fraud, operational irregularities and other risks. The Board has appointed an Audit Committee consisting of independent directors to provide effective and efficient oversight of the financial statements, internal control system and internal audit. The Audit Committee's views are reported in Attachment 6.

The Board is confident that the internal control system and the internal audit of the Company provide credibility and reliability that the separate financial statements and consolidated financial statements of N.D. Rubber Public Company Limited and its subsidiaries for the year ended 31 December 2021 represent the financial position, results of operations, and each flows that give a true and fair view in accordance with Thai Financial Reporting Standards.



Mr. Pongsak Sawadwan
Chairman



Mr. Chaiyasit Samrittivanicha
Executive Chairman / Managing Director

ATTACHMENT 1

INFORMATION OF THE BOARD OF DIRECTORS, MANAGEMENT, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Pongsak Swadwan

Age 70 Years Old

Position Chairman

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education

- Bachelor Degree, Engineering in Mechanical, King Mongkut's University of Technology North Bangkok

Expertise

- Business and industry relating to NDR

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Manager White House Plastic Limited Partnership

Experiences (In 5 years) :

- 1996-Present : Manager White House Plastic Limited Partnership

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- Mrs. Nittaya Samrittivanicha's brother-in-law
- Mr. Chaiyasit Samrittivanicha's uncle-in-law

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 5/5 Equal to 100%



Dr. Sirada Jarutakanont

Age 43 Years Old

Position Chairman of the Audit Committee /

Chairman of the Nomination and Remuneration Committee /

Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education

- Doctor of Business Administration , Faculty of Commerce and Accountancy, Thammasat University (The Joint Doctoral Program in Business Administration (JDBA) Chulalongkorn University, Thammasat University and The National Institute of Development Administration (NIDA)
- Master of Accounting, Faculty of Finance and Accountancy, Thammasat University
- Bachelor of Business Administration (1st class honor) Faculty of Humanities and Social Sciences, Burapha University.

Expertise

- Accounting and Finance

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Partner : Siam Truth Audit Co., Ltd.
- Independent / Member of Audit Committee / Chairman of the Risk Management Committee : Gunkul Power Development Co., Ltd.

Experiences (In 5 years)

- 2016-Present : Lecturer, Accounting and Finance Program, Faculty of Management and Tourism, Burapha University
- 2016-Present : Partner - Siam Truth Audit Co., Ltd.
- 2012 –2016 : Vice Dean - Faculty of Management and Tourism, Burapha University

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 5/5 Equal to 100%
- The Audit Committee 4/4 Equal to 100%
- The Nomination and Remuneration Committee 1/1 Equal to 100%



Mr. Teerasak Sawangnet

Age 48 Years Old

Position Member of the Audit Committee /

Member of the Nomination and Remuneration Committee /

Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education

- Bachelor Degree in Finance and Banking, Assumption University
- Master of Business Administration, Assumption University

Expertise

- Accounting and Finance

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Present: Managing Director Winner Petroleum Co., Ltd.

Experiences (In 5 years)

- Present: Managing Director Winner Petroleum Co., Ltd.

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 5/5 Equal to 100%
- The Audit Committee 4/4 Equal to 100%
- The Nomination and Remuneration Committee 1/1 Equal to 100%



Mr. Kovit Kristhanin

Age 47 Years Old

Position Member of the Audit Committee / Independent Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education

- Bachelor Degree in Business Management, Bangkok University

Expertise

- Business and industry relating to NDR

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director Winner Insurance Broker Co., Ltd.
- Director Now End of Waste Co., Ltd.

Experiences (In 5 years)

- 2001 – Present: Director Winner Insurance Broker Co., Ltd.
- 2021 – Present Director Now End of Waste Co., Ltd.

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 5/5 Equal to 100%
- The Audit Committee 4/4 Equal to 100%



Mr. Marco Low Peng Kiat

Age 49 Years Old

Position Director

Appointment Date

- 2 February 2018

No. of Years being the Company's Director

- 4 Years

Education/Seminar

- Bachelor of Science in Management & Systems, City University, England

Expertise

- Business and industry relating to NDR and real estate

Director Training

- N/A

Position in Other Listed Company

- Managing Director Low Keng Huat (Singapore) Limited, Singapore

Position in Non-Listed Company

- Director Consistent Record Sdn. Bhd., Malaysia

Experiences (In 5 years)

- Present : Director Consistent Record Sdn. Bhd., Malaysia

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive (s)

- N/A

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 0/1 Equal to 0%
- Board of Directors Meeting 4/5 Equal to 80%



Mrs. Nittaya Samrittivanicha

Age 70 Years Old

Position Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education/Seminar

- Secondary

Expertise

- Business and industry relating to NDR

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director N.D. Interparts Co., Ltd.
- Director Siam Plaswood Co., Ltd.
- Director Thai Charoen Tire Service Co., Ltd.
- Director T. Thai Charoen Rubber Co., Ltd.
- Director Kaset Sumrit Co., Ltd.

Experiences (In 5 years)

- Present: Managing Director T. Thai Charoen Rubber Co., Ltd.

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally 23.81%
- Held by spouse or minor children (None)

Relationship with Company's Executive (s)

- Mr. Chaiyasit Samrittivanicha's mother
- Mr. Pongsak Swadwan's sister-in-law
- Mrs. Thunyarat Samrittivanicha's mother-in-law

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 3/5 Equal to 60%



Mr. Chaiyasit Samrittivanicha

Age 48 Years Old

Position Chairman of the Executive Committee / Director /

Member of the Nomination and Remuneration Committee / Managing Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education

- Bachelor of Business Administration Program in Finance and Banking, Assumption University

Expertise

- Business and industry relating to NDR and Accounting and Finance

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director N.D. Interparts Co., Ltd.
- Director N.D. Tower Co., Ltd.
- Director Thai Charoen Tire Service Co., Ltd.
- Director T. Thaicharoen Rubber Co., Ltd.
- Director Fung Keong Rubber Manufactory (Malaya) Sdn. Berhad
- Director FKR Marketing Sdn. Bhd.
- Director GCB Trading Sdn. Bhd.
- Director ETRAN (Thailand) Co., Ltd.

Other Position

- Chairman Rubber Based Industry Club, The Federation of Thai Industries for the Year 2020-2022

Benefits of Community Participation

- Consultant Tire Development for Electric Motorcycles Project
(Rubber Technology Research Centre, Mahidol University)
- Consultant SET Social Impact Gym 2021
(The Stock Exchange of Thailand)
- Speaker Upgrading Rubber Product Industry with IoT & Automation
(The Federation of Thai Industries)
- Contest Judge Smart Rubber Products Champion Contest
(Rubber Authority of Thailand and Natural Rubber Innovation Research Institute, Prince of Songkla University)



Experiences (In 5 years)

- Present Director ETRAN (Thailand) Co., Ltd.

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally 23.26%
- Held by spouse or minor children 4.89%

Relationship with Company's Executive(s)

- Mrs. Nittaya Samrittivanicha's son
- Mrs. Thanyarat Samrittivanicha's husband
- Mr. Pongsak Swadwan's nephew

Meeting Attendance of Board Meeting/Sub-Committee

- | | | |
|--|-----|---------------|
| - The Annual General Meeting of Shareholders | 1/1 | Equal to 100% |
| - Board of Directors Meeting | 5/5 | Equal to 100% |
| - The Nomination and Remuneration Committee | 1/1 | Equal to 100% |

Mrs. Thunyarat Samrittivanicha

Age 47 Years Old

Position Director / Executive Director

Appointment Date

- 15 May 2014

No. of Years being the Company's Director

- 7 Years

Education/Seminar

- Bachelor Degree, Hospitality and Tourism Management Program, Assumption University

Expertise

- Business and industry relating to NDR

Director Training

- DAP 106/2013 Thai Institute of Directors Association (IOD)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- Director Thai Saengcharoen Service Co., Ltd.
- Director T. Thai Charoen Service Co., Ltd.

Experiences (In 5 years)

- 2009-Present Director / General Manager, Domestic Sales Department at N.D. Rubber Public Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally 4.89%
- Held by spouse or minor children 23.26%

Relationship with Company's Executive (s)

- Mr. Chaiyasit Samrittivanicha's wife
- Mrs. Nittaya Samrittivanicha's daughter-in-law

Meeting Attendance of Board Meeting/Sub-Committee

- The Annual General Meeting of Shareholders 1/1 Equal to 100%
- Board of Directors Meeting 5/5 Equal to 100%



Ms. Nopparat Chumpolkulwong

Age 43 Years Old

Position Executive Director / Company Secretary

Education/Seminar

- Master Degree, Marketing & Business Management, University of Bedfordshire

Expertise

- Rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission related to public companies
- Planning Management
- Document Storage

Training

- Company Secretary Program (CSP 83/2017) conducted by Thai Institute of Directors
- Corporate Sustainability Strategy
- Carbon Footprint for Organization (CFO)
- Carbon Footprint for Product (CFP)
- THSI Exclusive Coaching 2021
- Road to Join CAC 4/2021
- Putting Circular Economy Principle into Practice

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2017 - Present Company Secretary N.D. Rubber Public Company Limited
- 2013 – 2016 General Manager, OEM and Export Sales Department N.D. Rubber Public Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- Held personally (None)
- Held by spouse or minor children (None)

Relationship with Company's Executive(s)

- Younger Sister of Mrs. Thunyarat Samrittivanicha

Duties and Responsibilities

The Company Secretary must perform duties as stipulated in Section 89/15 and Section 86/16 of the Securities and Exchange Act (No. 4) B.E. 2551, which came into force on 31 August, 2008 with responsibly caution and honesty as well as to comply with the law, objectives, company regulations, Board resolution as well as the resolutions of the shareholders' meeting. The legal duties of the Company Secretary are as follows:



1. Prepare and maintain documents, as follows:
 - a. Register of Directors
 - b. Invitation letter to the meeting, minutes of the board of directors and shareholders
2. Maintain reports of interest reported by Directors or Executives and send a copy of the report of interest under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee knows within 7 business days from the date the Company receives the report.
3. Providing legal advice, relevant rules and supervisory practices in conducting activities of the committee to be in accordance with the law.
4. Conducting the meeting of the Board of Directors and shareholder meeting to comply with the laws and regulations of the Company.
5. Contact and coordinate with the supervisory authorities, such as the Stock Exchange of Thailand, The Office of the SEC and oversee the disclosure of information and reporting information to regulators and the public in accordance with the law.
6. Contact and coordinate with departments within the Company to comply with the resolutions of the Board of Directors and the resolutions of the shareholders' meeting.
7. Liaise with shareholders, investors and the media to provide information and news of the Company.
8. Perform other acts as specified by the Capital Market Supervisory Board.
9. Perform other duties as assigned by the Company.

Ms. Malinee Charoenchaisin

Age 44 Years Old

Position Executive Director / General Manager, Finance & Accounting Department /
Chief Financial Officer

Education/Seminar

- Bachelor Degree in Accountancy, Dhurakij Pundit University

Expertise

- Accounting Management and System

Training

- Key Points of TFRS for PAEs
- CFO CPD Re: Fraud & Cyber Security Risk
- M&A Trend

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2020 - Present General Manager, Finance & Accounting Department N.D. Rubber Public Company Limited
- 2014 – 2018 Accountant Shower King Manufacturing Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



Mr. Domrongkreat Pasroy

Age 48 Years Old

Position Executive Director / General Manager, Machinery Engineering Department

Education/Seminar

- High Vocational Certificate in Electrical Technology, Siam University

Expertise

- Programmable Logic Control (PLC) and Human Machine Interface (HMI)
- Conservation of Electricity and Heat

Training

- Corporate Sustainability Strategy
- Carbon Footprint for Organization (CFO)
- Carbon Footprint for Product (CFP)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2020 - Present General Manager, Machinery Engineering Department N.D. Rubber Public Company Limited
- 1998 - 2020 Unit Manager, Electric Power Department N.D. Rubber Public Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



Mr. Boonlai Jamparat

Age 44 Years Old

Position Executive Director / General Manager, Production Department

Education/Seminar

- High Vocational Certificate in Mechanical Power Technology,
Ubon Ratchathani Technical College

Expertise

- Manufacture of Motorcycle Tire and Tube

Training

- Corporate Sustainability Strategy

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2015 - Present General Manager, Production Department N.D. Rubber Public Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



Ms. Thitikarn Chaichonchanok

Age 41 Years Old

Position Executive Director / General Manager, Human Resource and Administration Department

Education/Seminar

- High Vocational Certificate in Business Computer, Eastern Technological College

Expertise

- Human Resource Management
- Employee Relationship Management

Training

- Corporate Sustainability Strategy
- Carbon Footprint for Organization (CFO)
- Work and Well-being during COVID-19

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2020 - Present General Manager, Human Resource and Administration Department N.D. Rubber Public Company Limited
- 2013 – 2019 Deputy General Manager, Human Resource and Administration Department N.D. Rubber Public Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



Mr. Vinai Kajaisai

Age 40 Years Old

Position Executive Director / General Manager, OEM and Export Sales Department

Education/Seminar

- Bachelor Degree, Business Management

Expertise

- Parts for Importing into a Motorcycle Assembly Plant

Training

- Corporate Sustainability Strategy
- Carbon Footprint for Organization (CFO)

Position in Other Listed Company

- N/A

Position in Non-Listed Company

- N/A

Experiences (In 5 years)

- 2019 - Present General Manager, OEM & Export Sales Department N.D. Rubber Public Company Limited
- 2007 – 2019 Head of Sales & Marketing Department Daido Sittipol Company Limited

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



ATTACHMENT 2

DETAILS OF DIRECTORS OF SUBSIDIARIES

Details of Directors of Subsidiaries

Director Name	Name of Subsidiaries	
	N.D. Interparts Company Limited	Fung Keong Rubber Manufactory (Malaya) Sdn. Bhd
Mrs. Nittaya Samrittivanicha	D	
Mr. Chaiyasit Samrittivanicha	D / MD	D
Mr. Pornpoj Swadwan		D / MD

Remark: D = Director

MD = Managing Director

ATTACHMENT 3

DETAILS OF HEAD OF INTERNAL AUDIT

Details of Head of Internal Audit

The Audit Committee is responsible for appointing, removing and relocating the person acting as the Head of Internal Audit. In this regard, BK IA & IC Company Limited was appointed and assigned Ms. Boonnee Kusolsopit to be the Company's internal audit. The Audit Committee is of the opinion that the qualifications of the person holding the position of Head of Internal Audit are appropriate and independent to perform such duties efficiently, including being appointed as Secretary of the Audit Committee. Details are as follows:

Appointed Company as Head of the Internal Audit: BK IA & IC Company Limited

Date of Appointment as Head of the Internal Audit: 22 February 2022

Name of Person to perform Internal Audit: Ms. Boonnee Kusolsopit

Education Background and Special Qualifications

2005-2006	Chulalongkorn University
	Endorsed Internal Auditing Program
2001-2003	Burapha University
	Master's degree in MBA (Executive)
1996-1997	Chulalongkorn University
	Graduated Diploma (Auditing)
1993-1996	Ramkhamhaeng University
	Bachelor's degree in B.A. (Mass Communication)
1991-1995	Rajamangala University of Technology Krungthep
	Bachelor's degree in B.B.A. (Accounting)

Related Qualifications

- Certified Public Accountant No. 5623 (1998)
- Certified Personal Internal Audit of Thailand (CPIAT) No. 346 (2015)
- Member of Federation of Accounting Professions
- Member of the Institute of Internal Auditors of Thailand
- Independent Auditors assessing materials for SEM who participating in the CAC SME Certification in 2018

Training in 2021

- Intensive workshop on Business and IT Application Controls (GRCA Transformational Service)
- ICDL Personal Data Protection (Digital Business Consult Co., Ltd.)
- Road To Join THAI CAC (IOD)
- Adaptive System Design (Federation of Accounting Professions)
- Fraud Investigation in the Digital Era (The Institute of Internal Auditors of Thailand)

Work Experiences

Jun'2004 - Present	Partner, Chief Audit Executive	BK IA & IC Company Limited
Feb'2003 – Present	Audit and Consultant	K&A Audit Company Limited
Jun'2002 -May'2004	Auditor and Consultant	A Accounting & Tax Business Company Limited
Apr'1995 – Feb'2003	Audit Supervisor	SAM NAK-NGAN A.M.C. Company Limited

Special Instructor/Lecturer on Accounting, Internal Control and Audit

2018 - Present	SET (Internal Control for IPO)
2018 - Present	Yannawa Business Administration, Technological College
2005 - 2017	Sarasas Business Administration School
2013	Modernform Group PCL.
2012	Siam University
2011	Graduate School of Commerce Burapha University

Responsibilities

- Prepare an annual audit plan according to the risk basis with appropriate risk assessment and presented to the Audit Committee for approval including regular presentation of audit results and audit activities.
- Perform audit according to the plan including conducting special audit as requested by Management and the Audit Committee.
- Follow up on remediation results from observed observations and suggestions given to each department and report directly to the Audit Committee.
- Conduct an audit in accordance with the international standard for the practice of internal audit.
- Seeking knowledge, capability and auditing skills of internal auditors to be able to perform their work effectively.

Percentage of Shareholding (%) (as of 12 March, 2021)

- N/A

Relationship with Company's Executive(s)

- N/A



ATTACHMENT 4

ASSETS FOR BUSINESS UNDERTAKING AND DETAILS OF ASSET APPRAISAL

Assets for Business Undertaking and Details of Asset Appraisal

As of 31 December 2021, fixed assets that the Company uses for business operation has a net value after deducting accumulated depreciation equal to 564,777,494 Baht.

Fixed assets details are as follows:

Asset Type	Proprietary	Net value after deduction of accumulated depreciation (Baht)	Obligation
1. Land and improvements, Title Deeds Nos. 7913-4 and 7498, area 35,337 Square Wah (3 title deeds), located at Banbueng District, Chonburi Province to be used as factory building	NDR	33,305,828	Credit Guarantee
2. Land	FKRMM	72,006,555	No Obligation
3. Land and Improvement	NDR	146,542,976	Credit Guarantee
	FKRMM	84,660,927	Credit Guarantee
	NDI	683,948	No Obligation
4. Machinery and Equipment	NDR	187,772,853	No Obligation
	FKRMM	1,427,067	No Obligation
	NDI	8,799,895	No Obligation
5. Furnishing and Appliances	NDR	682,060	No Obligation
	NDI	177,966	No Obligation
6. Vehicle	NDR	6,915,409	No Obligation
	FKRMM	722,859	No Obligation
	NDI	4,434,686	No Obligation
	Financial Tenant	1,838,959	Financial Lease
7. Assets under construction/Installation	NDR	14,805,507	No Obligation
Total		564,777,495	

Intangible property details are as follows:

Type Trademark/Copyright	Owner	Product/Service	Registration No./ Country of Registration	Protection Duration
1. Trademark “ND Rubber”	N.D. Rubber Public Company Limited	- Car Tire - Motorcycle Tire - Bicycle Tire - Car Tube - Motorcycle Tube - Bicycle Tube	Kor1542/Thailand	10 Years
2. Trademark “SK”	N.D. Rubber Public Company Limited	- Motorcycle Tube - Motorcycle Tire	180129073/Thailand	10 Years
3. Trademark “Chang”	N.D. Rubber Public Company Limited	- Motorcycle Tube - Motorcycle Tire	201108923/Thailand	10 Years

ATTACHMENT 5

CORPORATE GOVERNANCE POLICY AND PRACTICE AND BUSINESS CODE OF CONDUCT

Corporate Governance Policy and Practice and Business Code of Conduct

The Company has disclosed “Corporate Governance Policy and Business Ethics” as shown in the Company’s website (www.ndrubber.co.th) under “Corporate Governance”.

Corporate Governance Policy <https://www.ndrubber.co.th/en/corporate-governance/good-corporate-governance/>

Business Code of Conduct <https://www.ndrubber.co.th/corporate-governance/business-code-of-conduct/>

ATTACHMENT 6

AUDIT COMMITTEE REPORT

Audit Committee Report

N.D. Rubber Public Company Limited's Audit Committee consists of 3 Independent Directors - Dr.Sirada Jaruttakanont, Chairman of Audit Committee, Mr.Teerasak Sawangnet and Mr.Kovit Kristanin. They are not only qualified and experienced in finance and accounting, marketing; organization management including motorcycle tires business but also has the qualification comply to the good requirements and regulations of audit committee defined by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Audit Committee has performed their duty under the scope and responsibility assigned from the Board of Director. In 2021, the Audit Committee conducted 4 meetings with the Management Team, The internal auditors and Auditors. In addition, at the Audit Committee Meeting No. 1/2021, the Audit Committee set a specific agenda for the meeting with the Auditors without the participation of Management to ensure that the Auditors are able to perform their duties and express their opinions independently. The following activities had been discussed in the meeting.

Review Financial Statements – The Audit Committee conducted financial statement review for the year of 2021 with the auditor and the management to ensure the financial statement prepare according to the general certified accounting standards in adequate, accuracy and accountability information disclosure comply to law and related notification including consideration new accounting standard, new financial report, new financial and accounting standard interpretation, and the revision of accounting principle that related to the Company.

Review Connected Transactions – The Audit Committee has considered the disclosure of the Company, associated Companies and subsidiaries Companies In the event of a transaction or any conflicts of interest between stakeholders for accuracy and adequacy to ensure the audit process is comply to the Stock Exchange of Thailand's good governances.

Review Internal Control System – The Audit Committee has reviewed the adequacy of internal control systems of the Company in 2020 by review internal auditor and accounting auditor's report which given the suggestion there's no significance conformance found. So that, the audit committee give the comment the internal control system still adequate and appropriate to the management's operation and comply to policy and the authority defined.

Oversee the Internal Control – Consider and approved the scope of internal audit year plan for 2021 based on the principles of internal control assessment and the scope that covered major important process including review audit results which is directly report from the auditor to ensure independent of the auditor.

Review Risk Assessment Management – To review Risk Management with the Management and follow up the implementation including propose the effectiveness of risk management process to ensure the Company shall have risk management continuously and to consider the preventive and the eliminate important business risk both existing and in the future including setting additional measurement for better improvement.

To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business – The Audit Committee has reviewed the Company's compliance with the notification of the Securities and Exchange Commission and the Stock Exchange of Thailand and the laws relating to the Company's business regularly for the purpose of extremely efficiency and effectiveness. Including any action with stakeholders with fairness and transparency can be trace according to good governance best practice so that to creditability to our investor and stakeholders.

Consider, select and nominate an independent person to the Company's auditor – The Audit Committee has considered and selected the auditor for 2022 by review the auditor's qualification from business knowledge and experiences including the appropriation of remuneration and propose the resolution to the Board for approve from the Annual General Meeting of Shareholder in 2022 to appoint BDO Audit Company Limited by 1) Mr. Teerasak Chuasrisakul Certified Public Account No. 6624 or 2) Mr. Narin Churamongkol Certified Public Account No. 8593 or 3) Ms. Supachanya Thongpan Certified Public Account No. 10505, to be the auditing firm of the Company for the year 2022.

Dated: 22 February 2022

On behalf of the Audit Committee



Dr. Sirada Jaruttakanon

(Chairman of the Audit Committee)

ATTACHMENT 7

CHARTER OF THE BOARD OF DIRECTORS AND SUB-COMMITTEES

Charter of the Board of Directors and Sub-Committees

The Company has disclosed “Charter of the Board of Directors and Sub-Committees” as shown in the Company’s website (www.ndrubber.co.th) under “Corporate Governance”.

Charter of the Board of Directors and Sub-Committees <https://www.ndrubber.co.th/en/corporate-governance/charter/>



ATTACHMENT 8

NOMINATION AND REMUNERATION COMMITTEE REPORT

Nomination and Remuneration Committee Report

The Nomination and Remuneration Committee consists of 3 directors, with Dr. Sirada Jarutakanont as the Chairman and Mr. Teerasak Sawangnet and Mr. Chaiyasit Samrittivanicha are the directors. The defined process to propose to be appointed as a director as well as the selection of the Company's directors to act as sub-committee members. This includes considering the format and principles of the directors' remuneration criteria to present to the Board of Directors and the shareholders' meeting respectively.

In 2021, the Nomination and Remuneration Committee has performed all duties as assigned by the Board of Directors by strictly adhering to the principles of good corporate governance. This is to balance the benefits of all stakeholders sustainably. The summary of the essentials of the Nomination and Remuneration Committee's work in the year 2021 as follows:

1. Consider recruiting qualified persons to take the position of the Company's directors and to replace the directors who retired by rotation. Also, to present to the Board of Directors to consider appointment to have enough directors and in line with the company's growth.
2. Opportunities for small shareholders are a proponent of the agenda of the meeting. Also, the names of persons nominated as directors of the Company before the 2022 Annual General Meeting of Shareholders 2 months in advance. The period is from 1 December 2021 to 31 January 2022. To comply with the principles of good corporate governance and the overall benefit of the company as all stakeholders is important. It appeared that no shareholders nominated persons to enter the nomination process for the directors at the 2022 Annual General Meeting of Shareholders.
3. Considering, screening and proposing the remuneration to the Board of Directors and committees in comparison with other companies in the same industry. This is to suit the duties and responsibilities of the directors. As it is linked with the overall performance of the company, in accordance with a basis for consideration. Then, to propose to the Board of Directors for approval before proposing to the Annual General Meeting of Shareholders for approval.
4. To consider and nominate qualified directors to be members of the sub-committee. Moreover, to present to the Board of Directors Consider and appoint as appropriate.

In summary, the Nomination and Remuneration Committee has performed the above duties according to their roles including responsibilities assigned by the Board of Directors. According to the opinion in 2021 acknowledge that the Company's directors and various sub-committees are knowledgeable, competent, and considering remuneration which is disclosed in the annual report. They are suitable for duties and responsibilities in line with economic conditions, and the overall performance of the company.

Dated: 22 February 2022

For and on behalf of the Nomination and Remuneration Committee



Dr. Sirada Jarutakanont

(Chairman of the Nomination and Remuneration Committee)



พาวเวอร์...ตลอดไป



LINE@ :
@ndrubber

 **HOTLINE : 089-131-5000**

 **ND Rubber** - ผลิตและจำหน่ายยางรถจักรยานยนต์ ND

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