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The Annual
Report 2021
Filing 56-1 (One Report)

FN Factory Outlet Public Company Limited



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FN
OUTLET

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Section 1 Business Operation

1. Corporate Group Structure and Business Operation

1.1 Policy and Overall Business Operations

1. Vision, Mission, Core Value, Objectives, goals, strategies

To create a fun and impressive experience for customers traveling in major tourist spots in Thailand, the company has set out vision and missions to meet the needs of customers as follows.

Vision

- Design Outlet : FN is the expert in having its one-of-a-kind design outlet and selected to serve our customers exclusively only at FN and to offer a fun and memorable experience to shoppers and travelers.
- Deliver Best Value : FN excels in searching, selecting, and providing only the best value-for-money products and services from around the world for our customers.
- Delight All Customers : FN selectively expands its business locally and globally through creatively designed outlet, both regular and online stores, using its expertise in best-value selection.

Mission

- Inspiring : Inspire and offer greater choices of lifestyle, shopping and leisure for consumers.
- Sourcing : Source, select and serve best value-for-money products and services from around the world.
- Expanding : Expand the partnership network of FN family both domestically and internationally.
- Building : Build greater value for investors through corporate responsibility and transparency.

Core Value

- | | |
|-----------------------|--|
| O : Openness | Open to change, open to diversity, open to new creativities, open to new opportunities |
| U : Uniqueness | Be different, be exclusive |
| T : Teamwork | Embrace differences and work towards the same goal |
| L : Learning | Never stop learning new things |
| E : Energy | Eager to serve our customers |
| T : Trust | Build credibility and create customer loyalty |

Objective and business goals

For sustainable business operations The company has set objectives And the goal is to grow and strengthen the core business. In accordance with the behavior of the customers change according to the current situation and business environment in 2021

The company aims to expand both domestic and international markets. By adding sales channels through online systems in order to increase sales by adding new sales channels Originally sold only at branch stores including to increase the relationship with customers and collaborating with business alliances to enable the strengths of both parties to increase their potential and competitive advantages as follows:

- 1) Implementing the technology system in the work process to create added value and increase the efficiency of work to be convenient, fast and accurate.
- 2) Cooperate with more trading partners to expand the market both domestically and internationally.
- 3) Develop a strong product brand to add value to the product and corporate income.

Strategies for getting to the goal

- **New Channels** The company adds new sales channels to respond to changing consumer behavior. Due to the epidemic situation of COVID-19 and the availability of technology in the daily life of consumers more making the retail business. There is more and more digital trading. The company develops its own platform. Build your own online store (FN Online Store), develop an online sales model, Facebook Live channel, Line Official Account, sell via phone (Tele Sale), sell through the Shopee, Lazada, JD, Shop24 platform, Nocnoc.com and Centralonline.com. Direct sales to customers of the group company (Corporate Sales), create instant car units for Reach more and more customers expanding the business into wholesale (Wholesales) and including Selling like FN Spider, where all employees sell directly to customers. In order to be able to respond customers with a variety of consumer behaviors, ages and different customer groups.
- **New Products** that are unique and unique and respond to changing lifestyle behaviors of customers during the epidemic of emerging diseases to create value and added value to the brand and to increase the variety of products can respond the needs of customers can be selected at a reasonable price and increase sales.
- **New Services** The company has a process develop relationships with customers both reactive and proactive (Customer Relation Management) to create a memorable experience for customers who use the service. The company analyzes data from customers' purchases and collecting data by salespersons obtained from contact and customer service directly to be used to create a relationship management project in customer care and offering products. In addition, the company emphasizes on providing excellent services with the development of the ability of sales and service staff to have awareness of service that is beyond expectation. Take care of customers with care. In addition to sales service in the outlet, salespeople also follow up after-sales service including service to the customer's home to make repeat purchases and increase sales. In addition, the company has a campaign FN Member to arrange interesting benefits for customers who are members respectively in order to build loyalty for customers to buy products with the company forever.

- **New Technology** Invests in technology systems for use in operations both in terms of sales system, customer data storage and warehouse system to increase the efficiency of work and facilitate employees, business partners and customers.
- **New Alliance** Collaborating with business alliances and partners to increase the potential and strength of organizations and alliances at home and abroad.
- **New Market** The company plans to deliver its branded products to the international market, focusing on the CLMV market. This is to increase sales by using a new market strategy. Existing products that the company has already sold.

1. Key milestones of the Company

Year	Detail
2000	<ul style="list-style-type: none"> - FN Factory Outlet Company Limited (“the Company” or “FN”) was established with the initial register capital of Baht 1,000,000. - The first outlet, was launched at Phetchaburi province.
2003	<ul style="list-style-type: none"> - The second outlet, Kanchanaburi Branch, was launched and was managed by The Boss Forum Company Limited (TBF) which was founded in 1996 with the initial registered capital of Baht 1,000,000.
2004	<ul style="list-style-type: none"> - The third outlet, Pattaya Branch, was launched and was managed by TBF. The outlet is located on land leased out by a third party who is not related to the Company’s shareholders, directors and executives.
2005	<ul style="list-style-type: none"> - The Company increased its registered capital from Baht 1,000,000 to Baht 10,000,000 for extra working capital. - The fourth outlet, Pak Chong Branch, was launched and was managed by Pre-Tact Company Limited (PT) which was founded in 2002 with the initial registered capital of Baht 1,000,000. The outlet is located on land leased out by a third party who is not related to the Company’s shareholders, directors and executives.
2006	<ul style="list-style-type: none"> - The Extraordinary General Meetings of Shareholders No. 1/2006 and No. 2/2006 of PT, respectively, passed special resolutions to approve the increase of PT’s registered capital from Baht 1,000,000 to Baht 75,000,000 for extra working capital. - The Extraordinary General Meetings of Shareholders No. 3/2006 and No. 4/2006 of TBF, respectively, passed special resolutions to approve the increase of TBF’s registered capital from Baht 1,000,000 to Baht 10,000,000 for extra working capital.
2007	<ul style="list-style-type: none"> - The fifth outlet, Sing Buri Branch, was launched and was managed by Nova Gen Company Limited (NG) which had the initial registered capital of Baht 1,000,000. Subsequently, the Extraordinary General Meetings of Shareholders No. 2/2007 and No. 3/2007, respectively, passed special resolutions to approve the increase of NG’s registered capital from Baht 1,000,000 to Baht 20,000,000 for extra working capital.
2010	<ul style="list-style-type: none"> - The sixth outlet, Hua Hin Branch, was launched and was managed by NG.
2011	<ul style="list-style-type: none"> - The seventh outlet, Sriracha Branch, was launched. It is located at 111, Moo 8, Bang Phra Sub-district, Sriracha District, Chon Buri province and was managed by Proof International Trading Company Limited (PIT) which was founded in 2006 with the initial registered capital of Baht 1,000,000. Subsequently, the Extraordinary General Meetings of Shareholders No. 1/2008 and No. 2/2008 of PIT, respectively, passed special resolutions to approve the increase of PIT’s registered capital from Baht 1,000,000 to Baht 10,000,000 for extra working capital. The outlet is located on land leased out by a related party of the Company’s shareholders, directors and executives.

Year	Detail
	-PIT started to manage Phetchaburi Branch for the Company and earned revenue from rental fee instead of from selling the outlet's goods.
2012	: -A warehouse and distribution center was established in Phetchaburi Province to enhance inventory management and to support the future growth of the factory outlet business.
2013	: -The Extraordinary General Meeting of Shareholders No. 1/2013 of PIT, passed a special resolution to approve the increase of PIT's registered capital from Baht 10,000,000 to Baht 200,000,000 for extra working capital.
2014	: -In July 2014, the Extraordinary General Meetings of Shareholders of FN, TBF, PT, PIT and NG resolved to approve the amalgamation of the five companies for the purpose of enhancing the factory outlet business management, preventing conflicts of interest that may arise in the future, and supporting the Company's IPO launch. Following the amalgamation which has been in effect since 1 October 2014, the business is operated by FN Factory Outlet Company Limited which has the registered and paid-up capital of Baht 315,000,000, divided into 3,150,000 ordinary shares at the par value of Baht 100 per share.
2015	: -The Company began the Rama 9 Office construction in 2013. The building was completed in 2015 and has since been used as the Company's head office. The building is located on land owned by QIU Asset Company Limited which is the company Shareholder.
2016	: -The 2016 Annual General Meeting of Shareholders which was held on 20 April 2016 resolved to approve the payment of dividends of Baht 222,700,000 to the existing shareholders and the increase of registered capital from Baht 315,000,000 to Baht 375,000,000 through the rights issue. -The Extraordinary General Meeting of Shareholders No. 1/2016 which was held on 9 May 2016 passed resolutions on material matters of the Company as follows: <ul style="list-style-type: none"> • To approve the investment in Save Now 2494 Company Limited (SN) to expand its customer base to middle-to-low income earners by using SN which targets a different customer segment as a fighting brand of FN to compete in major cities and cities having popular tourist attractions. SN is involved in the retail trade of apparel and non-apparel goods at a department store and currently has one retail outlet, Save Now, which is located in a building in Hat Yai District of Songkhla Province and leased out by a third party. The Company acquired 99.97% of SN's registered capital at the book value. SN is now a subsidiary of the Company. • To approve the transformation of the Company from a limited company to a public limited company. • To reduce the par value of the Company's shares from Baht 100 per share to Baht 0.50 per share. The number of FN ordinary shares thus increases to 750,000,000 in total.

Year	Detail
	<ul style="list-style-type: none"> To increase the Company's registered capital by Baht 125,000,000 through the initial public offering of 250,000,000 new ordinary shares at the par value of Baht 0.50 which will increase the Company's registered capital to Baht 500,000,000. To approve the listing of Company's common shares on the Stock Exchange of Thailand (SET) <p>-The first trading day on the Stock Exchange of Thailand was on 14 November 2016.</p> <p>-The eighth outlet, Phra Nakhon Sri Ayutthaya Branch, was launched.</p>
2017	<p>-The ninth outlet, Hat Yai branch, was launched.</p> <p>-The 2017 Annual General Meeting of Shareholders which was held on 28 April 2017 resolved to approve the payment of dividends of Baht 60,000,000.</p> <p>-The tenth outlet, Chachoengsao branch, was launched.</p>
2018	<p>-The 2018 Annual General Meeting of Shareholders which was held on 24 April 2018 resolved to approve the payment of dividends of Baht 36,000,000.</p> <p>-The eleventh outlet, Rayong branch, was launched.</p> <p>-The twelfth outlet, Diana Hat Yai branch, was launched.</p>
2019	<p>-The 2019 Annual General Meeting of Shareholders which was held on 24 April 2019 resolved to approve the payment of dividends of Baht 13,000,000.</p> <p>-Installed Solar Rooftop at Rayong Branch and Hua Hin Branch.</p> <p>-Opened a mini shop at the head office, Rama 9 Road, Bangkok.</p>
2020	<p>-The 2020 Annual General Meeting of Shareholders which was held on 31 August 2020 resolved to approve the payment of dividends of Baht 3,700,000.</p> <p>-The ninth outlet, Hat Yai branch, was closed held on 1 July 2020.</p> <p>-Installed Solar Rooftop at Pak Chong and Chachoengsao branch.</p> <p>-Starting van sale unit, Tanjai, expanding to new channel to reach customer. Easily and expanding to wholesale business.</p> <p>-The company had resolved to appoint:</p>

- Mr.Pricha Songwatana	Chairman of the Board of Directors	As of 3 April 2020
- Mr.Thammasak Jittimaporn	Director Executive Committee Chief Executive Officer	As of 29 February 2020 As of 13 March 2020 As of 1 June 2020
- Ms.Nisanee Songwatana	Executive Committee	As of 1 March 2020

Year	Detail		
	- Mr.Benyiam Songwatana	Executive Chairman	As of 31 August 2020
2021	<p>: -The 2021 Annual General Meeting of Shareholders which was held on 27 April 2021 resolved to approve the payment of dividends of Baht 3,700,000.</p> <p>-Diana Hat Yai branch, was closed held on 31 December 2021.</p> <p>-Opened a branch, JAS GREEN VILLAGE KUBON with Singer Thailand Public Company Limited in December 2021.</p> <p>-Opened a new distribution center at Bluport Hua Hin Resort Mall in October 2021</p> <p>-Launched the 4th generation cooling gel pillow for health under the brand Tempsoft by Cherish, Cooling Genesis model in September 2021.</p> <p>-Launched a new product containing hemp. Under the brand Prim, using the product name Prim Relaxing Spray Mist in collaboration with DOD Biotech Public Company Limited in December 2021.</p>		

2. Fundraising money of company

-None-

3. Obligations that the Company registration statement

-None-

4. General Information

General Information	
Thai company name	: บริษัท เอฟเอ็น แฟคตอรี่ เอาท์เลท จำกัด (มหาชน)
English company name	: FN Factory Outlet Public Company Limited
Registration Number	: 0107559000206
Type of Business	: Factory outlet distributor. Products displayed in stores are house brand products produced by domestic and foreign manufacturers, as well as products of other brands, purchased. The variety of products caters all needs of customers.
Head Office Location	: 991 FN Building, Rama 9 Road, Suan Luang, Suan Luang, Bangkok 10250
Tel	: +66 (0) 2300 4951
Fax	: +66 (0) 2300 4681

Website/Homepage	http://www.fnoutlet.com		
Industry	Services		
Sector	Commerce		
First Trading Date	14 November 2016		
authorized capital and paid-up capital	Authorized capital	500,000,000	Baht
	Paid-up Capital	500,000,000	Baht
	Ordinary shares	1,000,000,000	Shares
	Par Value	0.50	Baht

1.2 Business Description

FN Factory Outlet Public Company Limited operates the outlet business with the concept of “Export Quality at Manufacturer’s Price”. The Company’s nature of business is as follows:

1. Sales of Products Business

The Company’s core business is sale of consumer products in the types of cloths, beddings, leather items, furniture and household items under the house brands and other brands to ensure variety and response to needs of various ages of purchasers through the distribution channels i.e. the Company’s 11 outlets branches and Mini shop in Phetchaburi, Kanchanaburi, Pattaya, Pak Chong, Sing Buri, Hua Hin, Sriracha, Phra Nakhon Sri Ayutthaya, Chachoengsao, Rayong, Diana Hat Yai, And Mini shop Rama 9. The company also sells products with its partners at Singer X FN KUBON and Bluport Hua Hin Resort Mall. The said 11 branches and Mini shop are located on the main roads to important places of the provinces in Thailand, an expansion of urban communities and a growing population. In the previous year, the Company started to expand its distribution channels such as online channel to facilitate its customers who wish to purchase the Company’s products. In addition, The mini-shop is located on Rama 9 Road, head office and at present, the company has placed products with partners at Singer X FN at JAS Green Village, Khubon. The Company has 1 subsidiary i.e. Save Now 2494 Co., Ltd. which carries out the business of selling cosmetics, tourist souvenirs and consumer products in the snack category. This is to ensure that that products in the Company’s outlets fulfills and serve the customers’ needs completely.

2. Service to Leased Premises

The Company allocated a partial area of some outlets as leased premises for food shop, coffee house, general store, and etc. Other than increasing the Company’s revenue, this also attracts more customers to use services in the Company’s outlets.

2.1 Revenue Structure of the Company

The Company's revenue structure broken down by product type for 2019-2021 is as shown below:

Product	Year 2019		Year 2020		Year 2021	
	MB	Portion (%)	MB	Portion (%)	MB	Portion (%)
House Brands	663.13	63.71	488.60	64.49	331.33	61.06
Non-Apparel	492.34	47.30	370.06	48.84	255.24	47.04
Apparel	170.79	16.41	118.54	15.65	76.09	14.02
Other Brands	338.45	32.51	238.44	31.47	186.75	34.41
Total Sales Revenue	1,001.58	96.22	727.04	95.96	518.08	95.47
Service Revenue	-	-	3.62	0.48	1.38	0.25
Other Revenue	39.33	3.78	27.01	3.56	23.21	4.28
Total Revenue	1,040.91	100.00	757.67	100.00	542.67	100.00

Remark: Other revenue includes rental and service income, interest receivable, profit from sale of investment units, revenue from sale of scraps.

2.2 Product Information

1) Product Types and Characteristics

Products sold in the outlets can be categorized in 2 major groups i.e. 1) house brand products which the Company makes the design and orders the manufactures to do the production and 2) other brand products which are purchased for sale in the outlets and products on consignment. Details of individual products are as follows:



House Brand Products

House brand products are developed by the Company, are of international quality standards and uniqueness and are exclusively available at the Company's outlets. These products are designed and development by the teams who are field expertise in each group of products based on the customers' demands and tastes, as well as quality of raw materials. The house brand products are all consumer products which are divided into two categories below:








(1) Non-Apparel Products: Non-apparel products are multi-purpose products, and most of which are and manufactured both domestic and overseas. The Company selects materials and designs from the catalogues of manufacturers to assure that the products are of high quality and durable and match customers' tastes. Available products include bedding goods, home decoration items, home appliances,



furniture and portable goods such as suitcases, cosmetic bags, hats and scarves. Product brands and features are as follows:

Brand	Characteristic	Type	Target Group
	Household products in elegant styles and made from superior quality materials	Beddings, household items, kitchenware, home decoration items, furniture	General married customers with stable financial status and high income
	Household products with selection of good quality materials	Beddings, household items, home decoration items,	General customers who are at the working age or start working, single or starts to build their own families, middle class, modern style
	Health products	Health pillows, products for elders	General customers who minds their health and are elders
	Travel accessories with selection of premium quality materials	Suitcase	General customers who love travelling and high-quality products
	Products from TEMP'soft is innovation selection and design for good Health and Life	Health Beddings and Health Products	customers who love healthy for yourself and other people, also love innovation and modern style.
	Product for Mother, Children and the whole family	Diaper, Breast milk storage bags, Hand Cleaning Spray, Product for children	Mother and children group, family group, customers who have sensitive skin.
	Products for elders	Adult products, Elders product	Elders, Patient group
	Superior quality sunglasses and leather shoes	Sunglasses and leather shoes	General customers having good personality and preferring superior quality products
	Variety of bags	Work bags and shoulder bags	General customers
	Women' fashion products	Ornaments, sunglasses, shoes	Fashionista teenage girls

Brand	Characteristic	Type	Target Group
	Good quality bedding products and good value for money.	Beddings	General customers, those looking for good quality products at a good price.
	Daily necessities, good quality, worth the price.	Tissue paper	General customers, those looking for good quality products at a good price.

(2) **Apparel Products:** Apparel products are designed by the Company's designers, who possess remarkable insights into the market demand, and are manufactured to the Company's orders. These Company's products feature uniqueness and fine quality that are comparable to global brands. Choices of materials and designs are customized to each customer group to match their diverse needs and tastes. Product brands and features are as follows:

Brand	Characteristics	Type	Target Group
	Men's wear finely composed through selection of materials	Men's wear and accessories	Working-age fashionista men
	Premium quality men cloths	Men's apparel	Official and elegant men
	Elegant and fine quality women's apparel	Women's apparel, lingerie, ornaments and accessories	Women loving a contemporary-design apparel, but having a change of body shape
	Apparel for women having a major change of body shape	Women's apparel	Cloths for women with a major change of body shape
	Casual and modern-design men's wear fit for modern lifestyle	Men's wear and accessories	Men aged 20 - 35 years
	Women's casual and modern-design cloths fit for modern lifestyle	Women's cloths, lingerie and accessories	Women aged 20 - 35 years
	Children's colorful cloths with proper patterns	Cloths, underwear and socks for boys and girls	Pre-school children to early teenage boys and girls

Brand	Characteristics	Type	Target Group
SLEEP MATE	Soft and find quality pajamas for men and women	pajamas for men, women and children	All ages
	Cotton-made comfortable and non-allergenic cloths	Men-women-children's underwear and socks	All ages
	Fashion women's cloths	Women's cloths, ornaments and accessories	Fashionista teenage girls

Other Brands

Besides the sale of house brand products, the Company also selects products under other brands, both domestic and overseas, for sale in its outlets to add greater variety of products for fully responding to the customers' needs. Most of other brand products are consumer products i.e. multi-purpose non-apparel such as beddings, home decoration items, household items, furniture and travel accessories as well as cosmetics and clothes.

In addition, the Company also offers the consumers other brand products for which the Company established its own shops named "Tonkla" located in its 11 outlet branches and Mini Shop. Tonkla shops sell products of the King's Projects such as Royal Project, Doi Kham Brand, Doi Tung Development Project, and Royal Chitralada Projects, as well as agricultural products, OTOP products and products from the neighboring communities and other healthy products, so as to be a part of providing the local communities with occupation, income and helping them love their hometowns sustainably and to support the products of the government projects, with establishment of additional distribution channels for the products owners.

1) Marketing and Competition

Trends and Competition of Retail Business

In 2021, the COVID-19 epidemic situation continued to be severe and continued throughout the year, causing a huge impact and change on the overall economy around the world. Many businesses have to shut down or change their business patterns. Especially in the tourism industry, hotels and service sectors, various situations arise as a result of the epidemic situation. This caused the government to have a lockdown and lockdown policy forbidding people to travel around. As a result, retail businesses in Thailand greatly affected from occurring throughout the year continuously which caused the government to implement the country's lockdown policy from April-July As a result, purchasing power decreased, both in terms of

domestic consumption which decreased due to the closure of various businesses, causing some people to have no income and one part had decreased income. In addition, the country was closed for a long time. As a result, no tourists who come from abroad are buying from this group, which is an important source of income of Thailand, however, was greatly reduced. The government has issued various measures to promote people's purchasing power, such as the We Travel Together project, the app project, the wallet project, the half-person project. Good shopping project to stimulate domestic spending

For the years 2022-2023, the modern retail business trends to grow of purchasing power gradually recovered due to economic conditions and intense competition because of the pattern doing retail business that has shifted to focus more online. Therefore, the company had to adjust its business strategy from selling at stores in provinces that are tourist destinations into digital sales on various platforms and focus on service including fast delivery The competitive strategy are as follows:

Competitive Strategy

The Company is the first operator of outlet business in Thailand, so it has expertise and understands the heart of doing this business by focusing on differentiation in terms of procurement of products in response to the customers' needs as much as possible, reasonable prices, and marketing and promotions. The company's marketing strategies are as follows:

(1) Product Strategy

The Company gave importance to the selection of products for sale in its outlets which must have uniqueness, good quality and variety. These products are grouped in the following 3 categories:

House Brand Products:

These products are developed by focusing on achievement of the international quality standards. The unique and tasteful designs differentiate these products and creates the value to the products and brands for well recognition. The Company has more than 15 house brands such as INCO, Cheval, Sleep Mate, Cushy, Cherish and Prim. The house brand products will pass the quality assurance in all processes starting from the selection of manufactures, pre-production process, process in the production line, ex-factory to in-transit quality and delivery to guarantee the customers' satisfaction that they will receive the products with goods quality and reasonable prices.

International Brand Products:

The Company selected the products under the international brands for sale at the special prices, and the products under each brand will be analyzed in terms of quality and value-for-money as well as fitness for use.

Top Domestic Brand:

To provide alternatives to the customers that they can find more products of their tastes, the Company selected the products under the top domestic brands and products designed by the top domestic designers for sales in its outlets.

Furthermore, the Company arranged its staff to station at all branches for giving recommendation on the products and their properties to the customers with the purpose that the customers can select the products comfortably and get the products meeting their needs. These staffs are well trained throughout the year to guarantee that the Company's service quality will bring satisfaction to the customers.

(2) Price Strategy

The Company has the policy for pricing the products based on their origin because the Company has the procurement methods, both direct purchase from the manufacturers, consignment and purchase for sale, their pricings are different as per details below:

- **Director Purchase:**

The Company set the price for the products manufactured or sole under the house brands plus a margin or gross profit from the cost which is estimated from the value added from the different design and uniqueness of the products. In this respect, the Company will study and compare the quality and prices of the products from each manufacturer, and the best manufacturer will be selected for manufacturing each type of product. The products from the plants will be directly sold at the outlets by which the cost of sale and marketing is quite low, so the prices of the Company's products are low and well attract the customers.

- **Purchase of Other Brand Products for Sale in the Outlets:**

The pricing will be set by adding the margin or gross profit to the cost. However, the selling price will be compared with the market price of the product of similar style and quality as well as the demand of the consumers. The Company also has the price adjustment policy with the objectives to promote the sales and deal with any change of the market and competition and to release the products.

In adjustment of prices, the critical factors i.e. shelf life, cost, outdated and deterioration of quality will be taken into consideration. A price adjustment will be discussed between the Company's branches, warehouses, management and counterparty which refer to the owners of other brand products sold in the outlets.

(3) Place Strategy

Currently, the Company's and its subsidiaries' distribution channels are 11 outlet branches and Mini shop in Phetchaburi, Kanchanaburi, Pattaya, Pak Chong, Sing Buri, Hua Hin, Sriracha, Phra Nakhon Sri

Ayutthaya, Chachoengsao, Rayong, Diana Hat Yai and Mini Shop Rama 9 (Head Office). Each branch is located in the potential area of travel attraction province to accommodate the customers, both Thais travelers and foreigner tourists. The Company has upgraded its outlets to the places where shopping, a rest after driving, meeting with friends or experience of various food shops and stores are offered to the customer's satisfaction and impression for the purpose of continual revisits.

Table of Opening Year and Sale Premises of Each Branch 31 December 2021

No.	Branch	Year of Opening	Sale Premises (sq.m.)
1	Phetchaburi	2000	1,802.33
2	Kanchanaburi	2003	1,282.09
3	Pattaya	2004	2,748.00
4	Pak Chong	2005	5,803.00
5	Sing Buri	2007	3,641.15
6	Hua Hin	2010	7,211.00
7	Sriracha	2011	3,727.46
8	Phra Nakhon Sri Ayutthaya	2016	7,917.00
9	Chachoengsao	2017	4,705.00
10	Rayong	2018	6,495.00
11	Diana Hat Yai*	2018	531.00
12	Mini Shop (Head Office)	2019	197.00

Remark: Sale Premises can adjust according to the plans and policies of the company.

* Closed Diana Hat Yai Branch on December 31, 2021

In addition, the company also sells products with partner partners at Singer x FN KUBON. and shopping center Bluport Hua Hin Resort Mall

Other than the above-mentioned distribution channels, the company also sold the products through new channels to consistent with consumer behavior in the new normal era and the situation of the epidemic of COVID-19 and provide convenience to the existing customers who wish to repurchase and increase the number of new customers such as:

- Online channel to mobile-app, Facebook, Line Official, Facebook Live and E-Market place channel such as Shopee, LAZADA and JD Central.
- Business to Business.
- Pop-up store, Mini Shop at Head office Rama 9 Bangkok.
- Tan Jai, is a distribution channels than can reach more customer group.

- Wholesale sales, which is a wholesale trade to customers who represent products throughout the country.
- FN Spiders

(4) Promotion Strategy

The Company pays special attention to the sales promotion and public relations by issuing a member card called “FN LIFE Card” for the customers to collect points from the total purchase amounts and redeem such points in accordance with specified conditions in order to attract the customers’ purchase. In addition, this is also the complete data storage and database set-up (customer relationship management (CRM)) from which the company can analyze the target groups and customers’ needs to break down them by the following groups i.e. family, age, gender for establishing the appropriate channel for brand awareness based on the customer group. Besides the main public relations media of the company i.e. advertising boards on the highways to its outlets, the company also gives importance to the online media such as Facebook, Line Official and FN Official Website as link between the customers and the company for brand awareness. On this online media, there may be a sharing of information or impression

Furthermore, the company also conducted the sales promotion activities to activate the spending of consumers in each interval or increase an opportunity to attract the customers to use the services by arranging for activities and promotions at the branches and head office

In 2021, The company has conducted a customer satisfaction questionnaire aimed to study the level of customer satisfaction towards the service. We collected from customers who visit us, to use the information is develop up and improve up service and product quality in the future. Customer satisfaction questionnaire specified about gender, age rang, product quality, service/salesman, divided into 3 parts:

- 1) General information of a respondents.
- 2) Customers Satisfaction with product and Service Questionnaire.
- 3) Suggestions for further development.

In this from the preparation of a customer satisfaction regards, the service results satisfaction survey are as follows:

1) Gender	Male	30.0	%
	Female	70.0	%
2) Age range	25-30 years old	15.0	%
	31-40 years old	35.0	%
	40-50 years old	40.0	%
	Age 50 over	10.0	%
3) Service/Salesman	Very Good	47.3	%
	Good	48.2	%
	Moderate	4.50	%

(5) Strategies for developing trade patterns

By connecting various marketing channels both offline stores and online technology are unified, all channels will be able to help and support each other seamlessly (also known as Omni Channel) to take advantage of the convenience of shopping and shopping. online payment as well as being able to collect customer data together with the strengths of the store that have real products to experience and try It is also an area for relaxing or socializing. This is to facilitate consumers to have access to The products and services of the store are everywhere. and every time, truly

(6) Service strategy and fast delivery

Due to the current competition in the business is quite intense. Therefore, the important strategy that the company focuses on is providing services to customers that exceed the expectations of customers. In addition to providing advice on products and take care of the service while the customer Shop for products in the outlet. The company has provided training for employees at all levels. have a sense of service to customers as well Caring and thoroughness, which has contacted customers via Line Chat to inquire about their purchase needs, home delivery services and spraying service to kill the virus for the car who use the service And when it comes to home delivery services, the company is now developing the capabilities of its fast delivery system to stay competitive with other competitors.

Target Groups

As the Company operates the outlet business which offers various types of products such as apparel, beddings, leather items, furniture and household items, as well as food center. Furthermore, our 11 outlet branches and Mini Shop are located in the tourist attraction provinces. The Company's target groups are 1) travelers or tourists that the locations of the Company's outlet branches are on their travel routes 2) people in the neighboring communities and provinces. The said customer groups may be families with children, adults or elders whom the products in the outlets can respond to their needs; or traveler groups who can meet, have a meal and shop at our outlets 3) wholesale stores that can receive the company's products for sale 4) organizations that want to use their products in large quantities for their own work, such as uniforms, etc.

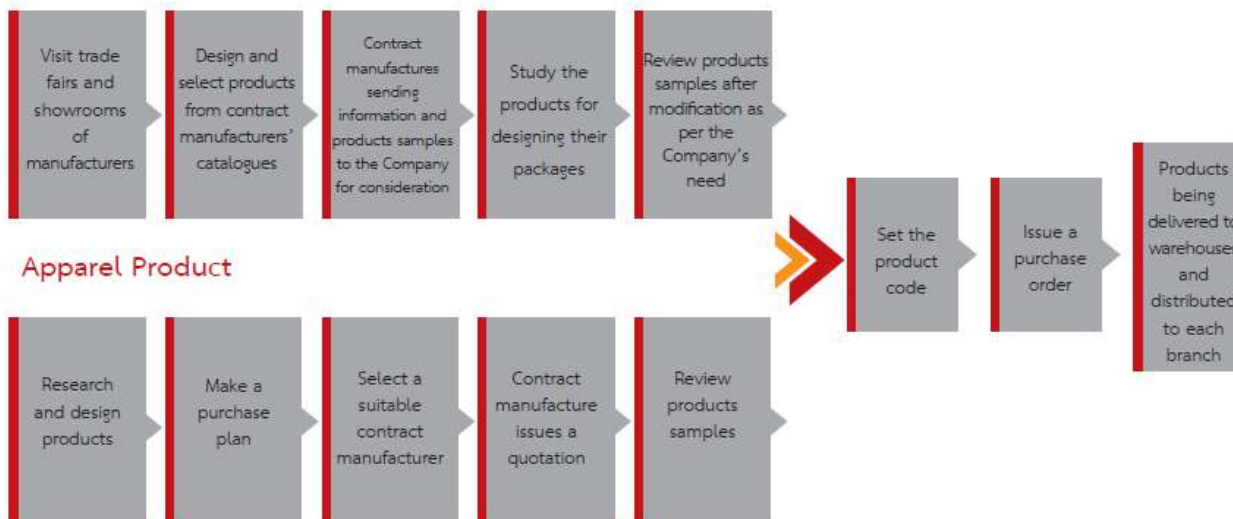
3) Product procurement

Procurement of products is an important strategy of the company. According to the vision that we expect customers to use good quality products at the most cost-effective price. With more than 2 decades of experience in doing business in this area, the company has a relationship with and Extensive network with both local and international standard sellers and contractors Available products Within the outlet, every branch is carefully selected by the company's skilled team. therefore ensuring that customers receive Good quality products and reasonable price. The method of procurement of goods varies according to the nature of the acquisition. The details are as follows.

House Brand Products

It is a product that the company develops its own brand for distribution only at the company's branches and distribution channels, whereby the company orders or orders to produce products from both domestic and international contractors that have been background checks and certified. Strict production standards satisfactory service including having operations that are consistent with the Company. This is in order to control the quality of the product and the quality of the delivery that is appropriate.

Non-Apparel Product

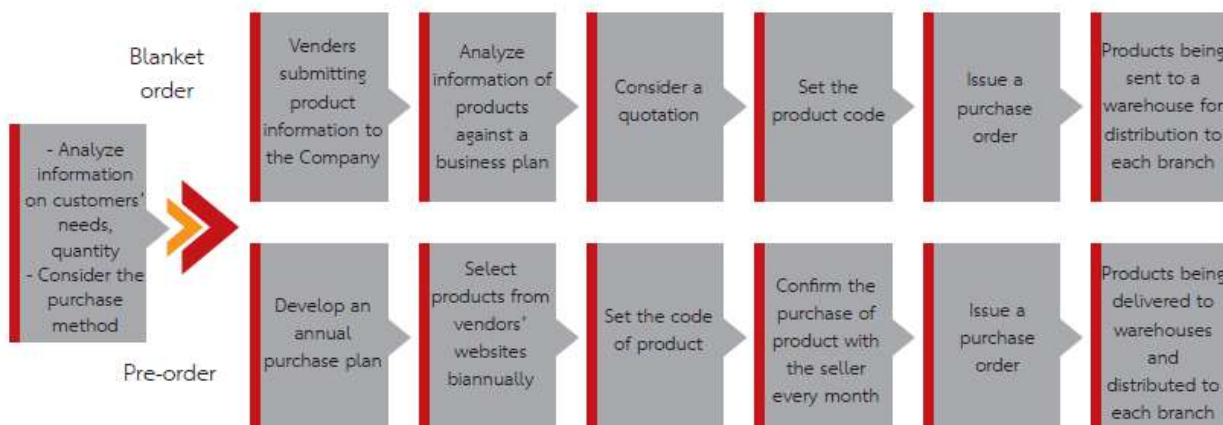


Apparel Product



Other Brand Products

Most of these products are of the popular brands in the market and the leading brands, well recognized, both domestic and overseas, have reputation in niceness, modernity and quality, which are demanded by the general customers e.g. fashion products, shoes, sports items equipment, travel accessories and child products. In this respect, the Company wishes to offer various products and fulfill the customers' needs.



1.4 Operating Asset

1. Major Fixed Operating Asset of the Company

As of 31 December 2021, the Company's fixed operating assets were:

Asset	Use	Owner	Net Book Value as of 31 December 2021 (MB)	Obligation	Mortgage/Pledge Value (MB)
1. Land and land improvements			264.50	-None-	-None-
1) Land under the title deeds nos. 1064, 1065, 1066, 1067, 1088, 1090, 1091, 9680, 28263, 28264, 28268, 29181, 33162 and 65448 in Ton Maphrao Sub-district, Mueang Phetchaburi District, Phetchaburi, with the total size of 49-2-34 rai.	Location of Phetchaburi Branch	The Company			
2) Land under the title deeds nos. 66950, 73530 and 73533 and under Nor.Sor. 3 Gor nos.266 and 2217 in Cha-am Sub-district, Cha-am District, Phetchaburi, with the total size of 32-1-0 rai.	Location of Hua Hin Branch	The Company			

Asset	Use	Owner	Net Book Value as of 31 December 2021 (MB)	Obligation	Mortgage/Pledge Value (MB)
3) Land under the title deeds nos. 624 and 16036 in In Buri Sub-district, In Buri District, Sing Buri, with the total size of 26-0-13 rai.	Location of Kanchanaburi Branch	The Company			
4) Land under the title deeds nos. 624 and 16036 in In Buri Sub-district, In Buri District, Sing Buri, with the total size of 26-0-13 rai.	Location of Sing Buri Branch	The Company			
5) Land under the title deeds nos. 624 and 16036 in In Buri Sub-district, In Buri District, Sing Buri, with the total size of 26-0-13 rai.	Location of Rayong Branch	The Company			
2. Buildings and Building improvements	Outlet buildings of the 12 branches and the Rama 9 Office which is used as the Company's office	The Company	482.59	-None-	-None-
		Subsidiary	-	-None-	-None-

Asset	Use	Owner	Net Book Value as of 31 December 2021 (MB)	Obligation	Mortgage/Pledge Value (MB)
3. Tool, equipment and furniture	Used at office and outlet branches	The Company	37.87	-None-	-None-
		Subsidiary	0.04	-None-	-None-
4. Vehicle	Used at office and outlet branches	The Company	-	-None-	-None-
		Subsidiary	-	-None-	-None-
5. Construction in progress *	Improvement of outlet branches and Company’s office	The Company	18.25	-None-	-None-
		Subsidiary	-	-None-	-None-
Total			803.25		

Remark: * Construction in progress is the construction of Rayong branch.









2. Intangible Operating Asset

As of 31 December 2021, the Company's net intangible operating assets amounted to Baht 18.17 million and were comprised of computer software and computer software under installation.



3. Trademark and Service Mark

Trademarks and service marks which have been registered by the Company with the Department of Intellectual Property, Ministry of Commerce, are as detailed below:


Logo	Owner	Type of Product/Service	No. / Country of Registration	Expiry Date
	The Company	Distribution of assorted products to buyers' best interests	Bor31402 /Thailand	10 Nov 25
	The Company	Tops (excluding brassieres and sports tops), pants (excluding underpants and sports bottoms)	Kor245540 /Thailand	10 Nov 25
	The Company	Indoor slippers and robes	Kor245541 /Thailand	10 Nov 25
	The Company	Bed covers, bedsheets, duvet covers, pillowcases, bolster cases, duvets, and towels.	Kor245542 /Thailand	10 Nov 25
	The Company	Bed covers, bedsheets, duvet covers, pillowcases, bolster cases, duvets, and towels.	Kor245543 /Thailand	10 Nov 25
	The Company	Indoor slippers and robes	Kor268685 /Thailand	10 Nov 25
	The Company	Bed covers, bedsheets, duvet covers, pillowcases,	Kor245544 /Thailand	10 Nov 25

Logo	Owner	Type of Product/Service	No. / Country of Registration	Expiry Date
		bolster cases, duvets, and towels		
	The Company	Indoor slippers and robes	Kor245545 /Thailand	10 Nov 25
	The Company	Bed covers, bedsheets, duvet covers, pillowcases, bolster cases, duvets, and towels	Kor245546 /Thailand	10 Nov 25
	The Company	Tops (excluding brassieres and sports tops) and bottoms (excluding underpants and sports bottoms)	Kor254630 /Thailand	1 May 26
	The Company	Bed covers, bedsheets, duvet covers, pillowcases, bolster cases, duvets, and towels.	Kor254686 /Thailand	1 May 26
	The Company	Skirts, trousers, belts, business suits, fabric gloves, neckties, scarves, court's	Kor268574 /Thailand	1 May 26
	The Company	Children's clothes, children's belts, girls' skirts, children's jumpsuits, and children's underwear.	171136451 /Thailand	13 Mar 26
	The Company	Beds, toppers, hangers, and neck pillows.	171136462 /Thailand	13 Mar 26
	The Company	Eyeglasses	171130043 /Thailand	13 Mar 26

Logo	Owner	Type of Product/Service	No. / Country of Registration	Expiry Date
	The Company	Suitcases, handbags, wallets	171130047 /Thailand	13 Mar 26
	The Company	Cans, glasses, ceramic bowls, glass bowls , vaccum flasks	171136465 /Thailand	13 Mar 26
	The Company	Suitcases and backpacks.	171136452 /Thailand	13 Mar 26
	The Company	Distribution of assorted products to buyers' best interests	171136472 /Thailand	13 Mar 26
	The Company	Distribution of assorted products to buyers' best interests	181111647 /Thailand	16 May 26
	The Company	baby diapers, Spray alcohol hand washing	201111934 /Thailand	10 Dec 28
	The Company	Towels	201119257 /Thailand	10 Dec 28
	The Company	Dipper	201119258 /Thailand	10 Dec 28
	The Company	Bedsheets	201119259 /Thailand	10 Dec 28
	The Company	Distribution of assorted products to buyers' interests (Except transportation)	201116895 /Thailand	2 Apr 29
	The Company	Crispy Fried Durian Crispy Coconut, Chinese Sausage, Chocolate-Coated Dessert	211105953 /Thailand	13 Mar 19

Logo	Owner	Type of Product/Service	No. / Country of Registration	Expiry Date
	The Company	tissue paper type wet for wiping Cleanliness of baby skin, disposable diapers, pants, sanitary napkins Diapers for the suppressor urinary incontinence plastic bags for disposable diapers	221107585 /Thailand	28 Jan 79
	The Company	Wet wipes for baby wipes, Hand cleaning gel, Diapers, Diaper pants, Hand cleaning spray, Plastic bags for breast milk storage.	221107586 /Thailand	28 Jan 79

Trademarks and service marks which are being registered by the Company with the Department of Intellectual Property, Ministry of Commerce, are as detailed below:

Logo	Owner	Type of Product / Service	Application No.
Trademarks			
	The Company	Shoes (excluding sports shoes) and swimsuits.	1032043
Service Marks			
	The Company	Non-medical cooling pillows	170134314
	The Company	Pillow, bolster, neck pillows, and Beds	170134315
	The Company	Distribution of assorted products to buyers' best interests (excluding transport)	190139606
	The Company	duvet covers, pillowcases, towels, duvets, and Bed covers	190139607
	The Company	Pillow, bolster, Neck pillow, Beds	200146217
	The Company	Distribution of assorted products to buyers' best interests (excluding transport)	200146218
	The Company	facial cotton, wet tissue for cleaning baby's skin, medical cotton, Diapers, Diaper pants, Diapers for Urinary Incontinence, Hand cleaning spray, Toilet, Wheelchair, Makeup Remover Wipes, Toilet paper, walking stick, walking stick with seat, Chair,	210106667

Logo	Owner	Type of Product / Service	Application No.
		Bathroom chairs, Beds, mattress, crib, Picnic mattress, Babycare mat, Back Cushion, Chair Pads, bolster, Neck pillow, pillow, Cushion, legs pillow, towels, Yoga mat, foot scraper	

4. Major Operating Lease

Lease Agreement

As of 31 December 2021, major operating leases of the Company and its subsidiary were as follows:

Lease Agreement with Related Party

1) Land Lease Agreement – Location of Si Racha Branch

- Counterparty : Pre-Proud Company Limited (PP) as the lessor.
(PP and the Company have common shareholders, directors and executives.)
- Leased Asset : Land under the title deeds nos. 12013 and 16523 in Bang Phra Sub-district, Si Racha District, Chon Buri, with the total size of 17-3-52 rai.
- Lease Purpose : Location of Si Racha Branch.
- Lease Term : 30 years from 1 March 2016 to 28 February 2046
- Lease Fee : Baht 190,000 per month (based on the lease fee appraisal by Modern Property Consultant Company Limited, an appraiser on the SEC's approved list. Mr. Wasant Kongjan, appraiser registration no. WorTor. 003, conducted the appraisal on 29 January 2016). The lease fee is paid monthly by the Company and increased annually based on the Bank of Thailand's inflation rate forecast.
- Other Key Condition : - Within two years from the end of the lease term where the lease agreement is not renewed, the lessor agrees to grant to the lessee the right of first refusal relating to the leased assets under this agreement.
- The lessee may assign the leasehold right or sub-lease the leased assets, either entirely or partly, to other parties.

- Upon the expiry of this lease agreement, the lessor shall advise the lessee to assign the ownership over the buildings and structures to the lessor without any additional charges.

2) Land Lease Agreement – Location of Rama 9 Office and Administration Department

- Counterparty : QUI Asset Company Limited (QA) as the lessor.
(QA is a major shareholder of the Company and has common shareholders, directors and executives.)
- Leased Asset : Land under title deeds nos. 2943, 83869, 134810, 134812, 134817, 134818, 134819, 134820, 134823, 134824, 134825 and 134826 in Suan Luang Sub-district, Suan Luang District, Bangkok, with the total size of 2-0-0 rai.
- Lease Purpose : Location of the Company's office and Administration Department.
- Lease Term : 30 years from 1 March 2016 to 28 February 2046.
- Lease Fee : Baht 230,000 per month (based on the lease fee appraisal by Modern Property Consultant Company Limited, an appraiser on the SEC's approved list. Mr. Wasant Kongjan, appraiser registration no. WorTor. 003, conducted the appraisal on 28 January 2016). The lease fee is paid monthly by the Company and increased annually based on the Bank of Thailand's inflation rate forecast.
- Other Key Condition : - Within two years from the end of the lease term where the lease agreement is not renewed, the lessor agrees to grant to the lessee the right of first refusal relating to the leased assets under this agreement.
- The lessee may assign the leasehold right or sub-lease the leased assets, either entirely or partly, to other parties.
 - Upon the expiry of this lease agreement, the lessor shall advise the lessee to assign the ownership over the buildings and structures to the lessor without any additional charges.

3) Land Lease Agreement – Location of Phra Nakhon Sri Ayutthaya Branch

- Counterparty : Pre-Proud Company Limited (PP) as the lessor.
(PP and the Company have common shareholders, directors and executives.)

Leased Asset	: Land under title deed no. 5303 in Ban Po (Ban Wa) Sub-district, Bang Pa-in District, Phra Nakhon Sri Ayutthaya, with the total size of 25-0-45.2 rai.
Lease Purpose	: Location of Phra Nakhon Sri Ayutthaya Branch
Lease Term	: 30 years from 15 May 2016 to 14 May 2046.
Lease Fee	: Baht 150,000 per month (based on the lease fee appraisal by Panns Integrated Property Company Limited, an independent appraiser on the SEC's approved list. Mr. Prapas Boonmasong, appraiser registration no. WorTor. 258, conducted the appraisal on 3 February 2016). The lease fee is paid monthly by the Company and increased annually based on the Bank of Thailand's inflation rate forecast. The lessee shall start paying the lease fee from the construction completion date onwards and the lessee shall notify the lessor of the change of the construction completion date, if any, in advance to mutually agree on the first lease fee payment date.
Other Key Condition	: <ul style="list-style-type: none"> - Within two years from the end of the lease term where the lease agreement is not renewed, the lessor agrees to grant to the lessee the right of first refusal relating to the leased assets under this agreement. - The lessee may assign the leasehold right or sub-lease the leased assets, either entirely or partly, to other parties. - Upon the expiry of this lease agreement, the lessor shall advise the lessee to assign the ownership over the buildings and structures to the lessor without any additional charges.

Lease Agreement with Third Party

1) Land Lease Agreement – Location of Pattaya Branch

Counterparty	: Mr. Kitja Ratanaprasit, Mrs. Pinyo Sakulpram and Ms. Boonya Ratanaprasit as the lessor.
Leased Asset	: Land under title deed no. 1883 in Na Kluea Sub-district, Bang Lamung District, Chon Buri, with the total size of 9 rai
Lease Purpose	: Location of Pattaya Branch.
Lease Term	: Three years from 1 August 2020 to 31 July 2023.
Lease Fee	: The lease fee is paid yearly by the Company at the agreed rate
Other Key Condition	: <ul style="list-style-type: none"> - Upon the end of the lease term where the land ownership is not changed, the lessor agrees to grant to the lessee the exclusive right to renew the lease agreement on an annual basis and an

increase in the lease fee shall not exceed 10% of the lease fee of the last year.

- The lessee shall be responsible for filing the utility installation requests at the lessee's expenses and for paying the utility bills within due dates.
- The lessee may partially sub-lease the asset whereby the term of the sub-lease agreement shall not outlive this lease agreement.
- The lessee agrees to assign the ownership over the buildings and structures to the lessor upon the lease agreement expiry.

2) Land Lease Agreement – Location of Pak Chong Branch

Counterparty	: Mrs. Sisuda Luanprasert as the lessor.
Leased Asset	: 1) Land under the title deeds nos. 1978 and 43392 in Klang Dong Sub-district, Pak Chong District, Nakhon Ratchasima with the total size of 8-1-35 rai. 2) Land under the title deeds nos. 43390 and 43391 in Klang Dong Sub-district, Pak Chong District, Nakhon Ratchasima with the total size of 5-3-0 rai.
Lease Purpose	: Location of Pak Chong Branch.
Lease Term	: 1) 23 years and six months from 1 January 2006 to 1 July 2029. 2) 21 years from 1 July 2008 to 1 July 2029.
Lease Fee	: The lease fee is paid monthly by the Company at the agreed rate which is increased by 10% every three years.
Other Key Condition	: - The lessee shall have the right of first refusal to renew the lease agreement upon its expiry. - The lessee may sub-lease the leased assets to other parties or assign the leasehold right to other parties or permit other parties to possess or use the leased assets either de facto or de jure. - The lessee agrees to assign the ownership over the buildings and structures to the lessor upon the lease agreement expiry.

3) Land Lease Agreement – Location of Chachoengsao Branch

Counterparty	: Mr. Narong Kunrawanit as the lessor.
Leased Asset	: Land under title deed no. 1632 in Lat Khwang Sub-district, Ban Pho District, Chachoengsao with the total size of 15-2-46 rai.
Lease Purpose	: Location of Chachoengsao Branch.
Lease Term	: 15 years and eight months from 6 August 2017 to 5 April 2033.
Lease Fee	: The lease fee is paid yearly by the Company at the agreed rate which is increased by 5% every five years.

- Other Key Condition :
- Upon the end of the lease term. The lessee shall inform the lessor in writing at least 120 days before the contract expiration.
 - The lessee may sub-lease the leased assets or assign the leasehold right to other parties to possess or use the partial or all leased assets without permission from the lessor.
 - Upon the expiry of this lease agreement, the lessee shall demolish the buildings and structures and return all leased assets to the lessor within 30 days since expiry date.

Memorandum of Agreement (MOU) on Trademark and Service Mark

- Counterparty : At Bangkok Company Limited (FLYNOW) as the promisor.
- Date of MOU : 31 May 2016 and its addendum dated 19 May 2016.
- Trademark/ Service Mark: Flynow, the owner of trademarks/service marks under the registration nos. Kor59724, Kor360964, and Kor348053.
FN, the owner of the trademark under the registration no. Bor31402 and the new service mark which is in the registration process under the registration application no. 1041556.
- Agreed Term :
1. The promisor and the Company both understand that each party to the MOU has created its own trademarks and/or service marks in good faith and does not copy or apply or mimic or infringe upon trademarks and/or service marks of the other party.
 2. The promisor agrees not to raise any objections against the trademark/service mark registration applications nor any appeals for the revocation of trademarks/service marks, and not to exercise the right to file any compensation claims or any lawsuits in relation to the trademarks/service marks that the Company has already filed for registration.
 3. The promisor agrees that, in the event of the Company's business expansion or registration of additional service marks (exclusive of trademarks), the Company may additionally apply for the registration of other related service marks. The promisor acknowledges the Company's rights and agrees not to raise any objections against the service mark registration application nor any appeals for the revocation, and not to exercise the right to file any compensation claims or any lawsuits in relation to the service marks that the Company may file for registration.

Remark: The Company focuses on designing and manufacturing products under the brands that already have registered trademarks. The Company aims to create unique products and reinforce the brand identity and recognition among consumers. The Company does not use “FN” label on its products in a bid to avoid confusion between the Company’s brands and the brands of FLYNOW.

Insurance Policy

The Company has arranged asset insurance for the buildings, equipment and inventories as well as money insurance. As of 31 December 2021, key insurance policies of the Company were as follows:

1) Asset Insurance (included Money Insurance)

Insurer	: Bangkok Insurance Public Company Limited		
Policy No.	: 721-21551-44		
Insurance Type	: Asset insurance		
Insured Asset	: 1. Buildings of the 10 outlets and the head office and the subsidiary 2. Equipment, machinery and tools of the 10 outlets and the head office and the subsidiary 3. Inventories of the 10 outlets and the head office and the subsidiary 4. Billboard of container which located at outside the building 5. Loss or damage of money		
Policy Period	: 31 December 2021 to 31 December 2022		
Sum Insured	: 1. Phetchaburi Branch Baht 135.50 million 2. Kanchanaburi Branch Baht 40.57 million 3. Pattaya Branch Baht 93.00 million 4. Pak Chong – Nakhon Ratchasima Branch Baht 149.00 million 5. Sing Buri Branch Baht 116.70 million 6. Hua Hin Branch Baht 208.47 million 7. Si Racha Branch Baht 147.50 million 8. Phra Nakhon Sri Ayutthaya Branch Baht 257.00 million 9. Chachoengsao Branch Baht 169.00 million 10. Rayong Branch Baht 203.00 million 11. Rama 9 Head Office Baht 246.60 million 12. The subsidiary Baht <u>30.00</u> million Total Baht <u>1,799.34</u> million		
Beneficiary	: The beneficiary is the Company and it subsidiary		

Credit Facility Agreement

As of 31 December 2021, the Company had credit facility agreements with 3 banks as detailed below:

Facility Limit	:	Baht 652.00 million
Facility Type	:	1. Bank Overdraft facility Baht 20.00 million
	:	2. Letter of guarantee facility Baht 30.00 million
	:	3. Revolving trade finance
	:	and B/E facility Baht <u>350.00</u> million
	:	Total Baht <u>400.00</u> million

The Company also has a foreign Exchange facility of Baht 70.00 million to mitigate the risks associated with the volatility that affects underlying transactions such as the exchange rate risk and the interest rate risk.

Interest Rate : MOR for the overdraft facility, the market rate for the B/E facility.

Long Term Loan

As of 31 December 2021, the Company had Long Term Loan agreements 51.13 MB as detailed below:

Interest Rate	:	MLR-Fixed Rate
Purpose	:	Rayong branch construction.
Agreement Date	:	5 June 2015, 16 December 2017, 18 July 2018 and 16 October 2018
Other Key Condition	:	For the long term loan, company have to maintain Debt to Equity Ratio not over than 1.5X and Debt Service Coverage Ratio at least 2X

1.3 Shareholding Structure

1. Shareholding Structure



Safe Now 2494 Co., Ltd. (SN) : Company registered on October 22, 2015, selling cosmetic products household consumables and imported snacks from abroad Its head office is located at 991 Rama 9 Road, Suan Luang Subdistrict, Suan Luang District, Bangkok, telephone 0-2300-4951. The registered capital is 10,000,000 baht, divided into 100,000 ordinary shares, with a par value of 100 baht per share, in which the Company holds 99.97% of the registered capital of SN. SN products are also available for sale in some FN outlets. branch as well

2. If a person who may have conflict of interest holds shares in a subsidiary or associate company more than 10 percent of the number of shares with voting rights of the company.

Group of major shareholders who by behavior influences policy making, management or operations of the Company as of December 31, 2021

Shareholding structure of QIU Asset Co., Ltd. :

No.	Names	Number of Shares	% Shareholding
1.	Mrs. Chortip Songwatana Vhudhibhong	1,666,666	33.33332
2.	Ms. Nisanee Songwatana	1,666,666	33.33332
3.	Mr. Benyiam Songwatana	1,666,666	33.33332
4.	Ms. Pornpimol Tungkitladawan	2	0.00004
	Total	5,000,000	100.00000

Shareholding structure of Pre-Proud Co., Ltd. :

No.	Names	Number of Shares	% Shareholding
1.	QIU Asset Co., Ltd.	840,000	42.00
2.	Mr. Somchai Songwatana	520,000	26.00
3.	Mr. Varachai Songwatana	380,000	19.00
4.	Mr. Chanachai Songwatana	260,000	13.00
	Total	2,000,000	100.00

Shareholding structure of Chonisben Co., Ltd. :

No.	Names	Number of Shares	% Shareholding
1.	QIU Asset Co., Ltd.	127,998	79.998
2.	Mrs. Chortip Songwatana Vhudhibhong	32,000	20.000
3.	Ms. Nisanee Songwatana	1	0.001
4.	Mr. Benyiam Songwatana	1	0.001
	Total	160,000	100.00

Remarks: Among major shareholders, the Company does not have any shareholding agreement, which might affect its management.

3. Relationship with the Business of major shareholders

-None-

4. Shareholder

1) As of the share register book record date on 23 March 2022, the top 10 major shareholders, number of shares, and holding percentage are as follows:

No.	Names	Number of Shares	% Shareholding
1.	Qiu Asset Co., Ltd	314,928,600	31.493
2.	Ms. Nisanee Songwatana	166,103,800	16.610
3.	Mrs. Hathairat Jurangkool	88,926,600	8.893
4.	Mr. Thaveechat Jurangkool	86,253,200	8.625
5.	Mr. Naphat Jungkhajornkij	35,000,000	3.500
6.	Mr. Somchai Songwatana	31,800,000	3.180
7.	Mr. Nuttapol Jurangkool	31,684,500	3.168
8.	Mr. Varachai Songwatana	26,000,000	2.600
9.	Mr. Omar Songwattana	25,650,000	2.565
10.	Pre-Proud Co., Ltd	23,700,000	2.370

2) Minority shareholders As of March 23, 2022, the number of minority shareholders (Free Float) totaled 2,863 representing 25.36%.

- 3) The Company has imposed limitations on the number of shares which can be held by foreigners at 49% of fully paid-up capital.

1.4 Registered and Paid Up Capital

“FN” is a listed company on the Stock Exchange of Thailand (SET). Details of the registered capital as of 31 December 2021 were shown below.

1. **Registered and Paid Up Capital:** Baht 500,000,000 comprising 1,000,000,000 ordinary shares with the par value at Baht 0.50 per share.
2. **Other shares**
-None-
3. **Convertible Debenture of the company**
-None-

1.5 The Issuance of Other Securities

-None-

1.6 Dividend Policy

The Company has a dividend policy of no less than 40 percent of net profit, after the deduction of all legal reserves based on Separated Financial Statement as required by the law. Dividend payout may be subject to changes, depending on cash flow, investment plan, legal conditions. The Company considers all related factors and needs in the future to ensure that dividend payout does not affect normal business operations. The resolution of the Board of Directors on dividend payment must be submitted to shareholders' meeting for approval, except for in-terim dividend payout which must be approved by the Board of Directors and then reported in the next shareholders' meeting.

The dividend payout ratio in the past 3 years.

Year	EPS (Baht)	Annual Dividends (Baht/share)	Dividend payout ratio on net profit (%)
2019	0.013	13,000,000	40.17
2020	0.0037	3,700,000	N/A
2021	0.0037	3,700,000	N/A

Policy on Investment in Subsidiary and Associate Company

The Extraordinary General Meeting of Shareholders No. 1/2016 on 9 May 2016 resolved to approve the investment in ordinary shares of Save Now 2494 Company Limited (SN) to expand its customer base to middle-to-low income earners by using SN which targets a different customer segment as a fighting brand of FN to enhance competitiveness. At present, SN has the registered capital of Baht 10,000,000, divided into 10,000 ordinary shares at the par value of Baht 100 per share. As a result, SN is now a subsidiary of the Company as the Company's equity in SN is equivalent to 99.97% of SN's registered capital.

When making decisions on investment in subsidiaries, associated companies and projects, the Company carefully considers the return on investment, associated risks, liquidity positions of the Company, including the economic and market conditions. Generally, the Company's investment is focused on businesses that are in the Company's fields of expertise and beneficial to the Company's businesses. Each investment must be proposed to an ad-hoc investment committee, of which members at least two-thirds are independent directors, and the Risk Management Committee prior to proposal thereof to the Board and the meeting of shareholders, as applicable, in accordance with the established approval authority framework. It is the Company's policy to assign its directors and/or executives to serve on the boards of directors of its subsidiaries to ensure that the business directions and key business policies of the subsidiaries are in line with the Company's policies.

2. Risk management

Risk Management Policy and Plan

The company has a risk management plan in comparison with the Company's strategies, goals and objectives. In this regard, the Risk Management Committee is in charge of the risk management policy formulation and the ongoing supervision and monitoring of the risk management framework and its implementation to ensure that such risks are adequately and properly managed and are within the Company's risk appetite. Risk that are relevant to the Company's operation are as follows:

2.1 Risk Factors

1. Strategic Risk

- **Risk from Economic Conditions**

As the economic changes inevitably affect the spending and purchasing power of consumers and consequently the Company's performance, the Company keeps abreast of economic news and developments in an attempt to dynamically adjust its business plan and respond to the prevailing and changing economic conditions. The competition in the retail segment is relatively stiff amid population growth, urbanization, and constantly changing consumer behaviors, which altogether prompt each retail business operator to rapidly expand its branches and distribution channels to comprehensively address customer needs. Further, the competition in the retail industry is intensified by the entrance of new players. These headwinds may cause the Company's sales to miss the target and its profitability to decline as a result of price competition. However, the Company places importance on the evaluation and monitoring of movements in the retail business as well as the ongoing assessment of business-related risk in support of its proactive strategic adjustments in response to the changing situation. In managing such risk, the Company focuses on the differentiation of diverse products and services and reasonable pricing to sharpen its competitive edge.

- **Risk from Branch Expansion Failure**

The Company plans to continuously expand its outlet branch network. In the event that the branch expansion fails to meet the plan due to uncontrollable factors, the Company's financial performance may consequentially worsen. The Company is aware of the risk and has established a well-defined branch expansion guideline. Before making an investment, the Company will study and analyze the feasibility of each investment project, identify locations which have are economically viable and in line with the Company's strategy, and consider the internal rate of return (IRR) which must be above the defined threshold. In addition, each investment must be proposed to the Risk Management Committee for recommendation and to the Board for approval. When a new branch becomes operative, its performance and progress will be consistently tracked and reviewed to enable the Company to develop a risk management plan and promptly respond to problems that may arise.

- **Risk from Changes in Consumer Behaviors**

Buying behaviors of today's consumers rapidly change and convenience has become increasingly important for consumers. As a result, the e-commerce business has continuously expanded and stolen the market share from the traditional retail stores. The Company is aware of such threat and focuses on the online distribution channel more actively to enable timely and comprehensive response to customer needs. The Company also leverages social media as a channel to communicate and promote its products and activities as well as collect customer data for in-depth analytics and development of products and services that best satisfy customers' needs.

- **Reputation and Credibility Risk**

Building and preserving the Company's reputation was vital for business operations as it affects the customers' perception of products, services and image including their purchase decisions in the current market landscape which is characterized by intense competition. As this risk could have direct, rapid and forceful impact on the organization, it should not be overlooked. Thus, the Company treats the risk as a priority and has developed a strategy to optimize brand awareness among target customers and carefully deliberate on potential favorable and unfavorable impact of the Company's endeavors on its image or reputation including the changes in the business environment in all aspects in pursuance of accurate decision-making and minimal impact on business operations.

2. Operational Risk

- **Inventory Risk**

The Company has dynamically improved its the inventory management to maintain an appropriate level of stocks through various approaches As follows: 1. sales promotions 2. improvement of product display 3. branch layout designs to increase the sales volume. The Company has also developed its work proceeds to prevent goods loss and damages or frauds and these efforts include, for example, the inventory management and counting guidelines, the installation of CCTV cameras, and the establishment of stringent work processes to minimize errors.

- **Risk of Shift in Popularity**

The Company also sells products that are sensitive to the popular trends or fashion trends. Thus, the Company needs to regularly update the collection of its products to keep up with the rapidly changing and contemporary fashion trends through joint efforts of the Warehouse Department, the Inventory Management Department, the Procurement Department, and the Design Department which are in charge of planning and selecting a variety of products that match each seasonal trend. However, a shift in popularity and consumer trends could cause the Company's goods to be obsolete and more difficult to sell, adversely affecting the Company's inventory management. To mitigate the risk, the Company uses the sales figures of the prior year to forecast the outlook and trends and accordingly

refine its product planning in terms of designs, features, quantity and types of goods in line with customer demands. The Company also has a dedicated team that is specifically in charge of monitoring trends to stay current with the latest developments and movements. Moreover, the Company has maintained good relationship with multiple manufacturers to accommodate its needs for faster production which is vital for its ability to deliver the right products at the right time.

- **Technology and Information Technology System Risk**

The Company and its subsidiary implement integrated information technology systems (IT systems) to centralize the management of all work processes and systems of the Head Office in Bangkok and all outlet branches and facilitate accurate information and communication between head office employees and branch employees. The Company is aware that the IT system failure or instability may obstruct effective operations of the Company as well as recognizes potential risks such as unauthorized access to information, impaired data integrity, and interrupted system access or data availability. To mitigate such risks, the Company has defined an access right matrix based on functional authority and responsibilities of employees at each level, secured back-up database servers which are updated regularly and stored at locations outside the Head Office, and established a disaster recovery site.

- **Personnel Risk**

As the Company distributes products through its outlet branches, it is necessary for the Company to ensure that each branch has adequate and competent personnel to deliver excellent services to customers. To this end, branch personnel, including cashiers and warehouse employees, must possess the desired levels of knowledge, abilities and expertise to effectively management the Company's inventories. Most of them are locals or residents of nearby towns. If the Company's personnel needs are not met, either quantitatively or qualitatively, the Company's branch management and expansion plan may be affected. As a risk prevention measure, the management team works closely with the Human Resources Department on the branch improvement and expansion plans to facilitate effective and timely recruitment of qualified personnel. Therefore, the Company is confident that the impact of the risk on the Company is minimal.

- **Corruption and Fraud Risk**

Because the company's business is a retail business This can cause fraud channels in many forms, such as fraud from customers. and from employees in the branch which the company realizes and attaches importance to protection Such fraud by establishing measures to prevent and deal with various incidents that may occur, including the establishment of a system Strict control from the design and layout of the branch to make it easier to control and prevent fraud. CCTV installed in every corner of the branch. In order to be able to see all aspects, including instilling honesty by preparing a manual,

code of conduct, regularly checking the work of each employee's department. Totally anti-bribery and corruption (Zero-Tolerance Policy) in which all directors, executives and employees of the Company must not participate in corruption. The practice of the Thai private sector against corruption or Collective Action Coalition of the Private Sector Against Corruption (CAC) in 2021 in order to promote the prevention of all forms of corruption. As a result, the company is confident that it will be less exposed to such risks.

- **Financial Liquidity Risk**

As of 31 December 2021, the Company's current assets and current liabilities amounted to Baht 672.59 million and Baht 125.56 million, respectively, representing the liquidity ratio of 5.36x which is considered high. In addition, the Company's revenue in cash from sales accounted for above 95% of the total revenue. Thus, the Company's financial liquidity risk was relatively low. However, if the Company experiences revenue declines or needs for additional working capital, the Company may encounter a liquidity issue. Therefore, the Company closely manages this risk, regularly forecasts its future cash flows, spends its capital expenditures with good discipline, and consistently maintains good relationship and credibility with financial institutions.

3. Risk from Epidemic and Emerging Incident

- **Risk from Epidemic and Emerging Incident**

When outbreak of Coronavirus (COVID-19) has broken, the Company is directly impacted. There are many consequents such as, the outlet branches might have been shut down according to the Government measure, risk from inadequate workforce due to COVID-19 infected, and the decrease of consumption demand. The Company closely monitor the operation to response immediately at any situation which occurs to eliminate any risks. Expanding new selling channels, adjusting selling plan to response business situation, financial stress testing, business continuing planning are prepare for any cases which might occurs. In order to avoid the infection of COVID-19 outbreak, the Company announces WFH policy, arranges groups of people and schedules them to take turn for working from and at office. Besides, wearing mask at all time, hands washing and virus buster spraying at office place, are mandatory for employees, the Company is cultivating their consciousness and culture of hygiene to stay with new normal.

4. Regulatory and Legal Risks

- **Risk from Pending Trademark and Service Mark Registration**

The Company and its subsidiaries have a total of 28 registered trademarks and service marks, the Company is filing additional registration applications for 8 trademarks and service marks with the Department of Intellectual Property, the Ministry of Commerce, in readiness for future business expansion and growth. As the registration is pending, there is an open risk that the Company is not

granted approval for the registration. Recognizing the threat, the Company has assigned a responsible team to study the issues of concerns and the probability of successful registration of the said trademarks and service marks in advance of the application filing as well as to regularly check with the officials of the Department of Intellectual Property about the registration progress. Therefore, the Company is confident that the risk of pending trademark and service mark registration will not affect the Company.

- **Risk from Changes in Laws and Government Policy**

The Company operates and manages its business in accordance with the principles of transparency and strict compliance with regulatory rules, legal requirements, and government policies such as the Consumer Protection Act, the Price of Goods and Services Act, the labor laws, including regulations of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission. Changes in applicable legal and regulatory rules and regulations may have material impact on the Company's strategy, goals, and business plans as well as may cause the Company's performance to miss the targets. Therefore, the Company has established the Legal and Compliance Department to monitor and ensure the Company's compliance with relevant laws and regulations to demonstrate transparency in accordance with the corporate governance principles to all stakeholders and ensure the Company's ability to keep pace with regulatory and legal changes in a timely manner and control impact within an acceptable level.

3. Business Driving for Sustainability

3.1 Sustainability Management Policies and Goals

The company is committed to increasing the quality of people's lives. and stakeholders by offering good quality, safe products with fair prices, unique, beautiful designs that have been carefully selected, worthwhile to deliver products. best service create happiness and fun for shoppers customers and travelers.

And is committed to continuous learning to develop To create added value for the organization for sustainable growth The Company conducts business to create value for the business with honesty, integrity, responsibility and care for the interests of stakeholders. by providing a standard operating system have good control under the ethical framework good governance and related laws Participate in social and community development Reduce environmental impact from operating activities.

Key driving strategies for sustainability

Journey of Living and Learning

- | | |
|----------------|---|
| ➤ Customer | Living well with fun and happy with our products and services |
| ➤ Community | Better quality of living and having economic security |
| ➤ Shareholders | Living wealth |
| ➤ Environment | Good quality of environment |
| ➤ People | Improving potential |
| ➤ Products | Developing for better quality |
| ➤ Partners | Learning and improving to be growth together |

With key driving strategy, the company sets guidelines to build sustainability with following aspects;

1. Fair Business Practices

1. The Company is committed to legally and ethically operating business with honesty, integrity, and social responsibility as well as is determined to contribute to the well-being of individuals, society, communities, and environment. Business is run with high standards and supervision. In addition, its operations and systems are governed rigorous standards and controls.

2. The Company does not offer benefits to government officials or other parties in an attempt to obtain preferential advantages or works.

3. The Company treats its business partners with fairness and does not demand or accept undue benefits from its business partners. Where an agreed condition cannot be met, the Company will notify its business partners to jointly identify solutions.

4. The Company follows the principle of fair competition and refrain from obtaining trade secrets of its competitors through dishonest means.

2. Anti-Corruption

The Company adopts the Zero-Tolerance Policy with the aim of fighting against corruption and bribery. In addition, it strictly abides by the anti-corruption and bribery laws and regulations of Thailand as well as refrains from the direct and indirect involvement with in bribery and corruption activities through the implementation of effective anti-corruption and bribery systems. All directors, executives and employees of the Company are prohibited from involving in corruption and in offering or receiving bribes to or from officers of government or private entities.

3. Respect for Human Rights

The Company observes the principles of human rights which are the basis rights for all individuals in recognition that every person is entitled to an existence worthy of human dignity without distinction of any kind, such as race, color, sex, language, religion, political or other opinion, national or social origin, property, birth or other status.

4. Fair Treatment of Labor

The management is obligated to treat all employees fairly and without biases, promote their growth potentials, develop their performance effectiveness, ensure their correct understanding about the codes of conduct binding upon them, and provide employees with welfare and benefits that are fair and commensurate with their performance.

5. Responsibility towards Consumers

The Company treats its customers fairly and equally without discrimination and does not disclose customers' information that is obtained through business transactions and generally must be treated as confidential unless otherwise required by laws. In addition, the Company honors all obligations under the fair terms and conditions agreed with its customers. Where an agreed condition cannot be met, the Company will notify its business partners to jointly identify solutions.

6. Environment

The Company will reduce environmental impacts from business operation activities in every aspect, and cultivate awareness of environmental and energy-saving to employees. Every year, we set solid target to reduce energy usages in working activities in our organization.

7. Social and Environmental Activities

Social and Environmental

The Company's policy is to develop community and society by cooperating, helping, volunteering and supporting all activities and operation that benefit society and community as well as developing community environment to improve standard of living of the community nearby Company's outlets and others by conducting and or enforcing to conduct all in accordance with law and relevant regulations with all responsibility.

8. Innovation and Innovation Promoted

The Company will promote within its organization and cross-organizational network, striving to encourage process improvements, new paradigms, value-added, productivity and changes positive mindsets for greater benefits to corporate and for all.

9. Anti-Corruption Policy

In operating its business, the Company upholds honesty, integrity, transparency, responsibility towards the society and all stakeholders, and anti-corruption practices. The Company also aims join the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). In this connection, to demonstrate its earnest commitment, the Company has formulated the Anti-Corruption Policy which is communicated across the organization to foster the corruption-free culture to ensure that directors, executives, and employees at all levels acknowledge and comply with this Policy. Practice guidelines for directors, executives, and employees pursuant to the Policy are as follows:

1. The Board is responsible for the formulation of the Anti-Corruption Policy and communicating the Policy to employees and all related parties. The Board shall also exercise oversight to ensure compliance with the Anti-Corruption Policy and the review of the Company's compliance with the Policy, regulations, rules, Articles of Association, and laws on a regular basis.
2. The Company encourages knowledge sessions for executives and employees with the aim of fighting against corruption and promote honesty, integrity, and responsibility in the performance of duties. In addition, the Company strictly adheres to the Anti-Corruption Policy and the Good Corporate Governance to demonstrate its earnest commitment.

3. Directors, executives and employees of the Company shall not, directly or indirectly, commit or support corruption and bribery in all forms and shall strictly comply with anti-corruption measures.
4. Directors, executives and employees shall cooperate with government and private organizations in anti-corruption efforts as and when necessary and appropriate.
5. Directors, executives and employees shall not ignore or neglect any actions which may be considered as corruption that has come to their knowledge. They shall report such cases to their supervisors or related parties for further investigation and, for material cases, escalation to a relevant committee and shall provide cooperation to investigation or inquiries.
6. The Audit Committee has the duty and responsibility to review financial reports and the internal control and internal audit systems to ensure their appropriateness and adequacy for the prevention of potential corruption risk.

3.2 Stakeholders Management Impacts in Business Value Chains

1. Business Value Chains

We are doing business of selling products not only via outlet shops but also via many more channels. There are two ways of procurement which are; it is made according to our orders by suppliers with our brands and it is bought directly from manufacturers as ready products as their own brands. Thus business value chains are divided in 2 category as below;

Primary Activities

1. Inbound Logistics
 - The products are made by suppliers according to our specification and quality control, focusing in quality, functional use, designed, modern worth valued and safety.
 - The products are ordered from manufacturers and factories in which would have been selective process of procurement, focusing in quality, functional use, designed, modern worth valued and safety.
 - After design and specify process is done, the company will select manufacturers both abroad and domestic to produce or buy which will depends on what we determine.
2. Operations
 - Here are procedures when placing orders and producing products from suppliers and traders which are designing, choosing material, confirming quantity and price, delivering purchasing order, reviewing product model, making products, then verifying again during production process, when products has been done, the examining process will be last check before accepting products.

After that delivery process will be launch to warehouses waiting for distributing to outlets and other selling channels.

3. Outbound Logistics

- We selling products by delivering via various channels as followings; 1) FN outlet at 11 branches and 1 mini shop 2) Tunjai Van units, which is directly to customers 3) Wholesalers which is specify by selling action plan 4) Digital channels such as FN Application, Line@, Facebook, and other platforms i.e. Shopee and Lazada etc.

4. Marketing and Sales

- Marketing strategy is building trust to customers that our products are quality, designed, modern and worth value products, focusing on beyond expectation services of sale persons, encouraging fun and happy shopping. Moreover we use digital media and convention media public relation to promote sales.

5. Services

- Customers services during and after sell process is our focusing, there is customer relation management (FN Member) unit, which was set up to collect data for developing products and services to response customer needs precisely by using FN Application, Facebook Fanpage, Line@ to contact customers and provide after sell services.

Support Activities

The Company provides management structure to support primary activities accomplished efficiently.

1. Operating Division is responsible on designing and procurement of products.
2. Marketing Division is planning and developing new products to response customers' requirement.
3. Accounting and Financial Division is providing financial resources and ensure that will be adequate and suitable with business operational activities.
4. Supporting Department is responsible on recruitment, employment and developing as well as perform to ensure that the Company comply with laws and relevant regulations

2. Stakeholders Analysis in Business Value Chain.

Stakeholders and Expectation

Stakeholders

Expectation

Shareholders Investors	Share value and well return
Consumers/ Customers	Good quality products, worth for money, designed, variety, modern, safety, fun shopping
Suppliers Partners	Collaboration in products development to response customers requirement and reduce cost/ long term relationship
Community	Community secured economics and well living
Employee	Secured career and its path
Environment	Reduce environment impacts from business operational activities.
Compliance	Comply with law and regulation.

The company has set an objective to engage with all stakeholders. To create sustainability for the organization, identify stakeholders and key points. Then set guidelines and action plans to meet the needs and in accordance with the goals of the organization.

Stakeholders Engagement

	Approached Method	Expectation	Responding
Customers	<ul style="list-style-type: none"> • Focus Group • Interaction between Customer and Sale person during transaction • Customer Relation Unit 	<ul style="list-style-type: none"> • Product variety in categories and sizes • New in products all the times • Worth for value of money compare to quality and satisfactory • Fun shopping center • Excellent services 	<ul style="list-style-type: none"> • Provide working procedure to procure variety of products, e.g. sizes, categories as well as new products. • Create activities to entertain customers while shopping • Staff training program about Beyond Services • Initiate, develop and review working procedures regarding design, procure and quality check of products to maintain quality and standard in order to be able to response the customers needs.
Shareholders	<ul style="list-style-type: none"> • Opportunity Day • Shareholders' meeting • Information disclosed 	<ul style="list-style-type: none"> • Sustainable Growth • Good Governance • Share value added 	<ul style="list-style-type: none"> • Transparency and verifiable operation process • Effective management • Accurate, adequate and timely disclosure of information.
Employees	<ul style="list-style-type: none"> • Employee Survey • Executives and Staff meeting activities, new year party staff • Seminar by physical and online • Town hall meeting 	<ul style="list-style-type: none"> • Having Career path and security with reasonable wages • Happy working • Good environment in workplace • Good welfare 	<ul style="list-style-type: none"> • Succession plan • Set up canteen for staff with food and drink in staff price with premium quality • Set up performance management system to evaluate performance and competency for staff development on career, potential and suitable salary

	Approached Method	Expectation	Responding
	<ul style="list-style-type: none"> Participating sustainability activities for community Intranet communication Employee visits at branches 		
Suppliers and Partners	<ul style="list-style-type: none"> Set up meeting schedule Company visit program Product's quality checking 	<ul style="list-style-type: none"> Research and Development to create innovation and strengthen products characters Products' uplifting and adding value to increase sales Reducing cost of products Long term and mutual relationship 	<ul style="list-style-type: none"> Create Research Program and develop products together. Create Company visit program Partners and suppliers continues. meeting between High-level executives and partners, suppliers to listen to problems and suggestions. And discuss business plans.
Communities	<ul style="list-style-type: none"> Meeting with community leaders Participating community event such as seasonal festival activities. Hiring Participating in community events and activities 	<ul style="list-style-type: none"> Economics stability Occupation stability Supporting community by solving problem when needs. Cooperating and supporting community development 	<ul style="list-style-type: none"> Hiring local staffs nearby outlet shops Promoting occupation development in community by campaign internship and working program for students in local schools and institutes. Promoting community products, by trading their products for selling in outlets shop Providing free space for people nearby community to open shops selling their products

Approached Method		Expectation	Responding
			<ul style="list-style-type: none"> • Providing corporate land to be public park for people in community • Cooperating and supporting local agency to solve and develop community • Providing services projects to community without any charge • Reducing energy impacts projects.
Environment	<ul style="list-style-type: none"> • Complaints/ Suggestions • Filing 56-1 One Report 	<ul style="list-style-type: none"> • Energy management and climate change • Garbage and waste management 	<ul style="list-style-type: none"> • Reduce energy project • Reduce greenhouse gas • Reduce garbage and waste project

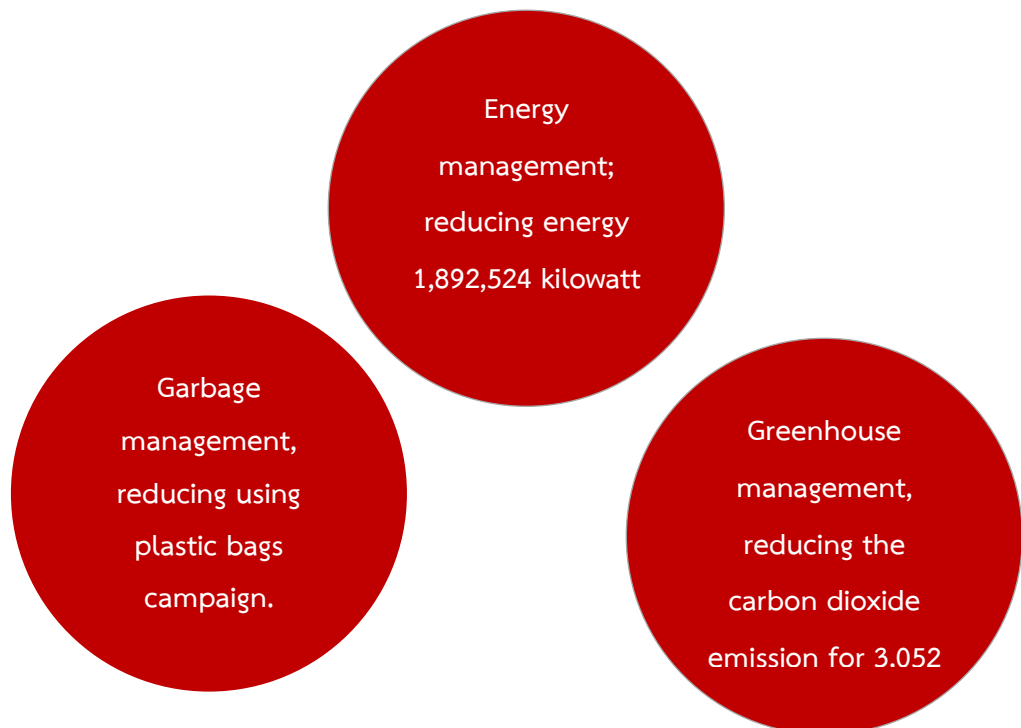
3.3 Environmental Sustainability Management

As stated in environmental policy, the Company adheres to ensure that business value chain Management will increase efficiency and able to reduce environmental impacts which would be caused during the business operation process. Each process are analyzed, starting with manage production factors, operations, distribution, selling, management and all significant supporting activities. We are aiming to reduce energy usage in operation activities to enable benefits for all.

As we have clear target to reduce energy usage, the Company set guidelines practices, starting with the awareness of employee how important and impacts of spoiled energy without concerning, the company creates and supports joining with others to do many campaigns which able to reduce using energy and environmental impacts. As a result, not only decreasing energy usage but also cost and expenses regarding energy. We disclose environmental policy on our websites. Besides, training program regarding environment topics are provided for staffs from times to times.

1) Operation Performance on Environment

In 2021, the company has implemented environmental policy. By reducing the total operating cost of 5,669,678 baht, which has the following results



The data mentioned came from below projects,

1. Reducing energy usage from electricity, running by:

1.1 Solar rooftop system has been installed to reduce electricity usage since 2018, now we have 5 branches running with solar rooftop and 3 branches are during installation process, in the future it will be installed every branches. in the future. s results, company is able to reduce environmental impacts as following details;

- Reducing cutting down trees down for 177,462 trees increasing 64,669 trees from last year which was 112,793 trees
- Reducing carbon dioxide emission 3,052,336 kg, increasing 1,112,286 kg from last year which was 1,940,050 Kg.
- Reducing water uses for 5,890,474 liter increasing 2,146,518 liter from last year which was 3,743,956 Liter.

1.2 Using LED light bulbs to reduce electricity power.

The office buildings and outlet shops were designed opened spaces more than closed spaces with high ceiling, where spaces are bright with natural light by daytime which results in using less electricity. The Company also uses LED light bulbs is another efficient way to reduce electricity. Moreover, we installed genius air cooling systems which using less electricity in office building and outlet shops to reduce using electricity. The consequents of all those methods are as following details,

- Using less electricity than other buildings and shops compares with same spaces.
- Reducing expenses on electricity.
- Install a cooling system with intelligent cooling system making it use less electricity than other places both in office and shops, reduce electricity consumption in offices and shops.

2. Garbage and waste management, there are some projects to manage garbage and waste as following;

Everyday Say No to Plastic

The company aims to reduce garbage from one time using plastic bag, as we joined the Ministry of Natural Resource and Environment project "Everyday Say No to Plastic" since 2019.

Recycle Project

The Company focuses on high utilize resources for highest profits, hence, we create Boxes recycle project, last year we are able to

- Reduce garbage
- Reduce cutting down trees which is material of boxes.

3. Greenhouse Gas management

Among operation activities, we focus on reducing electricity utility which we are able to directly and indirectly manage greenhouse gas emission.

In 2021, the company reduced carbon dioxide emission 3,052 tons which decreased emission 1,111 tons ,941 tons, from last year. The emission decrease was from installation solar rooftop at outlet branches, the greenhouse emission calculation is from our supplier's application who we bought solar rooftop systems from them.

This year, the company continues to reduce greenhouse gas to decrease environmental impact, we install solar rooftop systems at head office, outlet branches which are Petchaburi, Kanjanaburi, ,Singburi and Sriracha. Moreover, we plan to install solar rooftop system all branches in a few years.

3.4 Sustainability management in Social aspect

1. Policy and Guidelines Practices.

The Company issues social sustainability policy concerning from total cycle of business chain value particularly in operation activities which are related with human right, labor fair treatment and security of community economics aspects.

Respect for Human Rights

The Company observes the principles of human rights which are the basis rights for all individuals in recognition that every person is entitled to an existence worthy of human dignity without distinction of any kind, such as race, color, sex, language, religion, political or other opinion, national or social origin, property, birth or other status.

The company communicates to stakeholder about operation activities regarding policy and guidelines practices that we will not let the human right violation or any unresected actions happens, neither on labor transaction nor any other transaction. Moreover, the company has policy hiring people who lack of opportunities such as disable people, according to the law. Last year we have not any human right violation issues.

Fair Treatment of Labor

The Company has policy to treat labor fairly and we adhere to follow policy strongly, the management is obligated to treat all employees fairly and without biases, promote their growth potentials, develop their performance effectiveness, ensure their correct understanding about the codes of conduct binding upon them, and provide employees with welfare and benefits that are fair and commensurate more than the law comply. The wages policy is evaluate by key performance indicator measure (KPI) which is fair and at level of same industry. Moreover there are provident fund as one of employee welfares.

The company has development program to train them all year round, totaling 62 hours per person, having welfare more than enforcing by laws. We provide canteen and food shop selling for staff at staffs's rate, issue staffs rate for buying company products, allow them having holiday on their birthdays. We also provide safety environment workplaces and organize staff and management party and activities to maintain good relationship between each others. Last year, we do not have neither labor argument cases between employee and company nor sick leaving from working or accident from working record.

Responsibility towards Consumers, Customers and partners/ suppliers

The Company shall treats its customers fairly and equally without discrimination and shall not disclose customers' information that is obtained through business transactions or any information which must be treated as confidential unless it is required by laws. In addition, the Company honors all obligations under the fair terms and conditions agreed with its customers.

There are various channels that customers can reach and communicate to build relationship consistently i.e. customers relation unit, salespersons and online channel contact, FN member campaign and customers & partners visiting program. Last year we had customers focus group session to get deep and adequate information in order to response their demand.

We commit to continuously develop quality of products to response customers' need. The customers accept that our products are reliable on quality, trustworthy, safe and reasonable price.

One of our pride In 2021 is; Kumo one of our brands was nominated by customers voting to win Amarin Baby and Kids awards, which organize by mother and kid website, Ammarin Printing Public Co.,Ltd. The award was directly voting by customers who use the products.

Social and Environmental Activities

The Company shall do or enforce to operate according to laws and relevant regulation and will be responsible to society as well as cooperate, support, and volunteer all activities and operation that benefit society, community and neighbor community.

We have policy taking care of community especially nearby outlets to help them having stable economics, improving standard of living and being employed which are the direct way to stimulate sustainable of community economics. We have policy to promote community economy by distributing

social enterprises' products in outlets, opening free spaces for people in community to open local products shops in outlets, besides, we incubates local people by training them to developing the packaging, marketing planning to build up selling opportunity as well as increase incomes, we also open TONKLA shop, where products are from social enterprise, community and Royal Project since 2013.

There are many social enterprise products distribute in outlets, for example, Rice branded "Lung Yim" from social enterprise in Supanburi Province, massage oil, branded Lung Chum and instant coffee branded "ST" from social enterprise in Chumporn Province. The Company has policy to order more social enterprises products in outlets every years.

Here below are projects that we create last year to promote standard of living and economics stability to community.

Face Shield for Medical Units.

In order to reduce risk from COVID-19 outbreak of medical staffs, doctors and related persons who are on duty, the company made face shields total 10,110 pieces to local government agency and medical agency i.e. hospital, foundation, health units nearby company branches for 2 places.



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Free space for Community Stores

Following to social and community development policy, the company open community store during weekend and festive period for people who live in community nearby company branches without charge for rent, in 2021 there were community shop in 2 branches, Petchaburi and Pakchong.



Legal Disputes

As of 31 December 2021 The Company had no legal dispute that significantly affected the Company's business or posed negative effects on the Group's assets of which its overall value, was higher than 5 % of shareholders' equity.

Warming you with our Heart Project

To support the quality of living and helping people who was impacted by the pandemics of COVID-19, the Company launches Warming You with our Hearts

Project, by creating campaign that every purchase of customers, the Company will donate new clothes to women mothers and kids. We donated to Prabatnampu Temple, Women Foster house club and Yuwapat Foudation at value 300,000 bath.

4. Management Discussion and Analysis For operation of the year ended 2021

FN Factory Outlet Public Company Limited was founded in 2000 operates the outlet products business, featuring consumer products under house brand, there are Apparel products under brand Inco, Cheval, Sleep Mate, ETC brand and Non-Apparel products under brand Cherish, Prim, Rollica, Cushy, etc., and other brand products. On July 1, 2020, the Company closed Hat Yai branch to improve profitability. Currently, the Company has 11 outlets (Phetchaburi, Kanchanaburi, Pattaya, Pak Chong, Sing Buri, Hua Hin, Sriracha, Phra Nakorn Sri Ayutthaya, Chachoengsao, Rayong and Mini Shop at Head Office Bangkok.) In addition, the Company has expanded new channels especially e-commerce through owned official platforms FN application, Facebook: FN Outlet, Line Official Account: @fnoutlet, as well as other marketplaces e.g. Lazada, Shopee, JD Central and etc.

In order to increase efficiency in delivery products and services to customers directly and rapidly, the Company initiate new channels such as van unit, Tunjai, FN Spider Network and cooperate with new partners.

Industry Overview

In 2021, Thailand's economics has been continuously effected by The COVID-19 outbreak situation especially in July and August, the Company followed the Government measurement, temporary shutting down all branches. The situation directly impacted customers' behavior, they limited their spending on purchasing, consumption, in the meantime they depended more in online shopping and digital technology instead. The Company has expanded to digital channels, such as own platform, and also other platform including FN application to increase sales. Moreover the company create new distribution channel such as cash van in order to deliver products directly to customers for their convenience, establishes employees to be sale representatives so called FN Spider and wholesales which are our customers in upcountry.

The Company strictly followed government policy using hygiene and health measure to control Covid-19 outbreaks continuously, we work from home 100%, temperature check before entering building and branches, hands washing by liquid soap and hand wash gel is comply all times, 100% wearing mask while in indoor building, 2 equipment which usually touched at least every 1 hours. Moreover, the Company provide drive-thru service for shopping at all branches and cash van (Tunjai) to ensure customer safety and convenience for ours services.

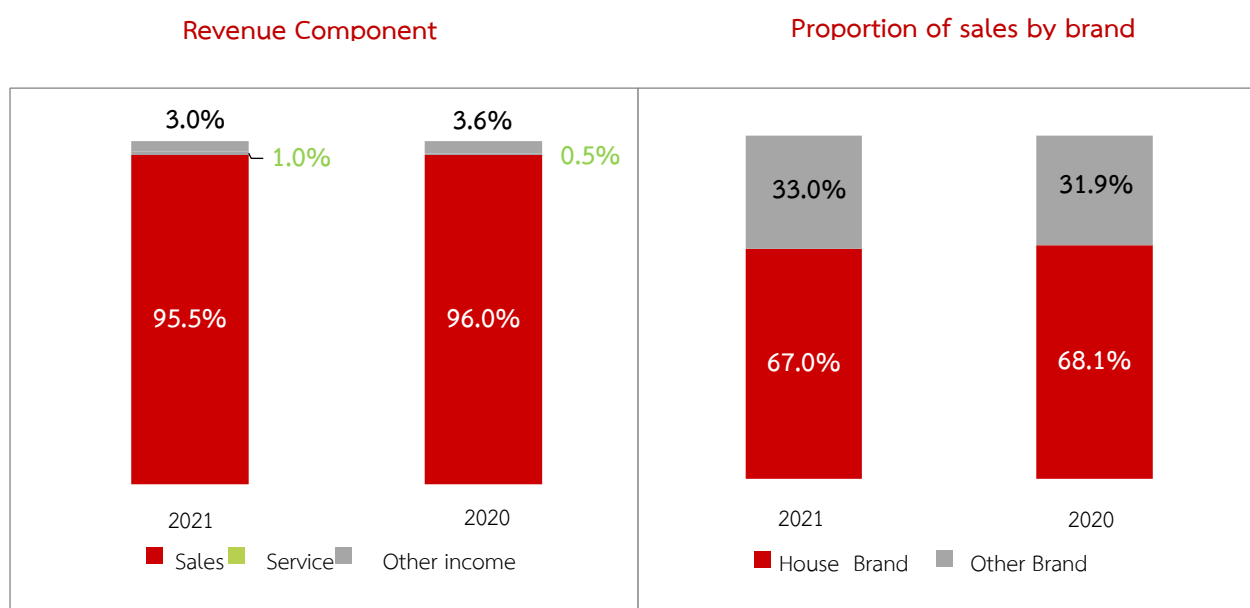
Performance Analysis

Unit : Million Baht	For the Year ended 31 December		Change	
	2021	2020	Amount	%YoY
Revenue from sales	518.07	727.03	(208.96)	(28.74)
Revenue from services	1.38	3.62	(2.24)	(61.88)
Other income	23.22	27.02	(3.80)	(14.06)
Total revenues	542.67	757.67	(215.00)	(28.38)
Cost of goods sold	288.62	434.09	(145.47)	(33.51)
Cost of services	0.05	0.24	(0.19)	(79.17)
Selling expenses and administrative expenses	322.54	351.02	(28.48)	(8.11)
Selling expenses	180.07	223.30	(43.23)	(19.36)
Administrative expenses	142.47	127.72	14.75	11.55
Earnings before interest and taxes (EBIT)	(68.54)	(27.68)	(40.86)	147.62
Financial incomes	0.67	0.86	(0.19)	(22.09)
Financial costs	(2.16)	(3.44)	(1.27)	(37.05)
Amortization financial costs - TFRS16	(5.84)	(5.11)	0.73	14.22
Income tax expenses	13.13	7.65	5.48	71.63
Net profit (loss)	(62.74)	(27.72)	(35.02)	126.33

Earnings before interest, taxes, depreciation and amortization (EBITDA)	20.41	68.16	(47.74)	(70.05)
Depreciation and amortization	64.36	74.83	(10.47)	(14.00)
Amortization – TFRS 16	24.59	21.01	3.58	17.06

Key financial ratio related with operating result (%)	For the Year ended 31 December		Change
	2021	2020	%YoY
Gross profit margin from sales (%)	44.29	40.29	4.00
Gross profit margin from services (%)	96.38	93.37	3.01
Selling expenses and administrative expenses to total revenue (%)	59.44	46.33	13.11
Net profit margin (%)	(11.56)	(3.66)	(7.90)

1. Total Revenue



The Company had revenue from sales for the year ended 2021, was 518.07 million baht, a decrease of 28.74% when compared to the same period of 2020, effected by The COVID-19 outbreak situation, weakening of purchasing power, as a result, the main revenue from the branch decreased significantly. Although the company will add new distribution channels but it is affected by the situation as well.

The Company has revenue from services, spray disinfectant aerosol level 10-50 microns in the name of Virus buster using high-efficiency liquid from Cherish brand, which is the company's brand, For the year ended 2021, was 1.38 million baht, a decrease of 61.88%, compared to the same period of 2020 due to the public and private sectors have sprayed more free disinfectants.

The Company's other income for the year ended 2021, was 23.22 million baht, a decrease of 14.06% compared to the same period of the previous year was mainly due to rental income decreased because the company has exempted the rent or reduced the rent to the tenant and the rental income decreased due to the decrease in the number of customers from the severity of The COVID-19.

2. Cost of goods sold and gross profit

The gross profit margin for the year ended 2021 was 44.29%, an increase of 4.00%, close to the same period of 2020 due to in 2020, there are sales promotion activities to stimulate sales more than the year 2021 due to the Covid-19 situation. Moreover, in 2020 the Company have set up allowance of diminution in value of inventories.

Sales of the Company's house branded products in 2021 were 67.0%, a decrease of 1.1% compared to the same period of 2020. As the company's new distribution channels from other brands increased, and the proportion of its branded products in the apparel and fashion category declined due to the reduction of tourist travel and work from home.

However, the company saw the importance of maintaining the gross profit margin, therefore, the sales plan was adjusted by being careful about the cost of the promotion to be effective. Consider marketing activities to promote effective sales and build awareness of the company's brand.

3. Selling and administrative expenses

Selling and administrative expenses for the year ended 2021, was 322.54 million baht, a decrease of 8.11% compared to the same period of 2020, mainly due to related with lower sales and decreasing in expenses such as advertising expenses, credit card fees and selling expenses.

In addition, the company has control over the company's expenses and spending on specific needs, such as reducing sales area due to reduced traffic, resulting in lower utility bills. Reducing marketing activities employee expenses, etc.

Selling and administrative expenses to total revenue ratio for the year ended 2021, was 59.44%, an increase of 13.11% from the same period of 2020 due to total revenue decreased in the period.

4. Net loss and net loss margin

The Company had a net loss for the year ended 2021 was 62.74 million baht mainly due to effected by The COVID-19 outbreak situation, weakening of purchasing power. Although the company has measures to control the use of various expenses as efficiently as possible. But there are still fixed costs that the company cannot avoid, thus affecting the results of the past period.

Although, the Company had a net loss but still have EBITDA positive at 20.41 million baht. In the future if the Company is able to operate full branches, And there's not any factors which will decrease total sales and EBITDA, it will cover depreciation and amortization. The company operational performance will certainly gain profit.

The company focuses on the sustainable growth, thus, set up a strategy to support the business direction as below.

1. Differentiate marketing activities, promotion, and marketing campaigns to increase house brand awareness, house brand separate by Apparel under brand Inco, Cheval, Sleep Mate, ETC brand, Non-Apparel under brand Cherish, Prim, Rollica, Cushy, etc. Emphasize FN as a BEDDING DESTINATION with house brands which increases profitability.
2. Focusing and developing E-commerce with potential partners.
3. Increase of spray services to spray the chemicals into a fine mist size of 10-50 microns, named "Virus Buster" under Cherish Brand, for all types of residential buildings, offices, shops, restaurants, hotels, schools, playgrounds, auditoriums, factories, warehouses, government agencies, cars or public transports and other places.
4. Focusing cost-efficiency and productivity
 - Utilizing information technology (IT) system to optimize operation and resources
 - Cost reduction such as greater productivity, optimizing human resources
 - Installing Solar Rooftop to promote green environment and optimize utilities. The first project is in Phra Nakorn Sri Ayutthaya outlet and continues to roll-out to other outlets in the future.

Financial Position Analysis

Unit : Million Baht	As at 31 December		Change	
	2021	2020	MB	%
Cash and cash equivalents	208.36	94.37	113.99	120.79
Trend and other receivables	16.13	10.70	5.43	50.75
Inventories	353.95	425.41	(71.46)	(16.80)
Other current financial assets	74.65	181.24	(106.59)	(58.81)
Property, plant and equipment	803.25	860.91	(57.66)	(6.70)
Right-of-use assets	138.07	151.21	(13.14)	(8.69)
Other assets	71.40	60.95	10.45	17.15
Total assets	1,665.81	1,784.79	(118.98)	(6.67)
Accounts payable	69.65	72.04	(2.39)	(3.32)
Long-term loan	51.13	85.56	(34.43)	(40.24)
lease liabilities	152.68	162.75	(10.07)	(6.19)
Other liabilities	21.35	25.80	(4.45)	(17.25)
Total liabilities	294.81	346.15	(51.34)	(14.83)
Total shareholders' equity	1,371.00	1,438.64	(67.64)	(4.70)
Total liabilities and shareholders' equity	1,665.81	1,784.79	(118.98)	(6.67)

1) Assets

The Company's total assets as of 31 December 2020 were Baht 1,784.79 million, increased by Baht 58.02 million from the end of 2019. The main reason was increased in Right of use assets and Other current financial assets under new financial reporting standards that became effective in the current period - TFRS16, TFRS9, respectively, cash and cash equivalents, decreased from current investment and decrease in inventory due to the company have a policy to control product orders.

2) Liabilities

Total liabilities as at December 31, 2021 were 294.81 million baht, a decrease of 51.34 million baht from the end of 2020 from a decrease in trade accounts payable due to payment and purchasing control.

Long-term loans from payments during the period including the decrease in other liabilities caused by the decrease in rental deposits.

3) Shareholders' equity

Shareholders' equity as at December 31, 2021 were 1,371.00 million baht, a decrease from the end of 2020 by 67.64 million baht, mainly due to loss for the period and the payment of dividends.

Financial Position Analysis

	As at 31 December		Change	Reason
	2021	2020		
Liquidity Ratio (times)	5.96	5.73	0.24	Increased from a decrease in current liabilities due to payment during the period.
Quick Ratio (times)	2.38	2.24	0.14	Increased from a decrease in current liabilities due to payment during the period.
Return on Equity (%)	(4.47)	(1.93)	(2.54)	Decreased due to reduce performance.
Debt-to-Equity Ratio (Times)	0.22	0.24	(0.03)	Decrease because the entity's liabilities are reduced due to payments during the period at a rate greater than the decrease in equity.

5. General Information and Other Important Information

General Information

Company General Information

Thai company name : บริษัท เอฟเอ็น แฟคตอรี เอาท์เลท จำกัด (มหาชน)

English company name : FN Factory Outlet Public Company Limited

Registration Number : 0107559000206

Type of Business : Factory outlet distributor. Products displayed in stores are house brand products produced by domestic and foreign manufacturers, as well as products of other brands, purchased. The variety of products caters all needs of customers.

Head Office Location : 991 FN Building, Rama 9 Road, Suan Luang, Suan Luang, Bangkok 10250

Tel : +66 (0) 2300 4951

Fax : +66 (0) 2300 4681

Website/Homepage : <http://www.fnoutlet.com>

Sector : Commerce

Industry : Services

First Trading Date : 14 November 2016

Authorized capital : Authorized capital 500,000,000 Baht

and paid-up capital : Paid-up Capital 500,000,000 Baht

Ordinary shares 1,000,000,000 Shares

Par Value 0.50 Baht

Number of Branch : 11 Branches, Mini Shop

Branch		Location
1	Petchaburi	99/11 Moo 1, Tonmaprao, Muang, Phetchaburi 76000
2	Kanchanaburi	33/3 Moo 3, Tha Lo, Tha Muang Kanchanaburi 71110
3	Pattaya	19/99 Moo 1, Na Klue, Bang Lamung, Chonburi 20260
4	Pakchong	99/9 Moo 9, Klang Dong, Pak Chong, Nakorn Ratchasima 30320
5	Singburi	111/1 Moo 1, Nam Tan, Inburi, Sing Buri 16110
6	Hua Hin	199/99 Phet Kasem (Saitai) Road, Cha-am, Cha-am, Phetchaburi 76120
7	Siracha	111 Moo 8, Bang Phra, Sriracha, Chonburi 20110
8	Phra Nakhon Sri Ayutthaya	65/8 Moo 6, Ban Wa, Bangpa-in, Phra Nakhon Sri Ayutthaya 13160
9	Chachoengsao	3/33 Moo 1 Ladkhwang, Baan Pho, Chachoengsao 24140
10	Rayong	99/19 Moo 5, Tubma, Mueang Rayong, Rayong 21000
11	Diana Hat Yai *	55/3 Diana Complex Building, 3rd Floor, Phase 1, Sri Phuwanat Road, Hat Yai, Hat Yai, Songkhla 90110
Mini Shop	Rama 9, Bangkok (Head Office)	991 FN Building Rama 9, Suan Luang Bangkok 10250

Remark: * Diana Hat Yai Branch will be closed on December 31, 2021.

Subsidiaries Information

Company name (English)	:	SAVE NOW 2494 Company Limited		
Registration number	:	01005558170688		
Type of business	:	Selling cosmetics, household Products and imported snack from abroad.		
Head office	:	991 FN Building, Rama 9 Road, Suan Luang, Suan Luang, Bangkok 10250		
Tel.	:	+66 (0) 2300 4951		
Fax	:	-		
Company name (English)	:	SAVE NOW 2494 Company Limited		
Authorized capital and paid-up capital	:	Authorized capital	10,000,000	Baht
		Paid-up capital	10,000,000	Baht
		Common stock	100,000	Share
		Par Value	100	Baht

Reference Persons

Auditor	:	EY Office Limited 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Thailand Phone: +66 (0) 2264 9090 Fax: +66 (0) 2264 0789-90 Website: www.EY.Thailand@th.ey.com
Internal Auditor	:	P & L Internal Audit Company Limited 218/158, B Tower, 2nd Floor, The Fifth Avenue Condominium, Krungthep-Nonthaburi Road, Bangkhen, Muang Nonthaburi, Nonthaburi, 11000 Telephone: +66 (0) 2526 6100 Website: www.plcorporation.com
Registrar of Securities Auditor	:	Thailand Securities Depository Company Limited (TSD) The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel : +66 (0) 2009 9000 Fax : +66 (0) 2009 9991 SET Contact Center : +66 (0) 2009 9999 Email: SETContactCenter@set.or.th

Other Important Information

-None-

Legal Disputes

As of 31 December 2021 The Company had no legal dispute that significantly affected the Company's business or posed negative effects on the Group's assets of which its overall value, was higher than 5% of shareholders' equity.

Secondary market

-None-

Regularly Contacted Financial Institutions

-None-

NEW

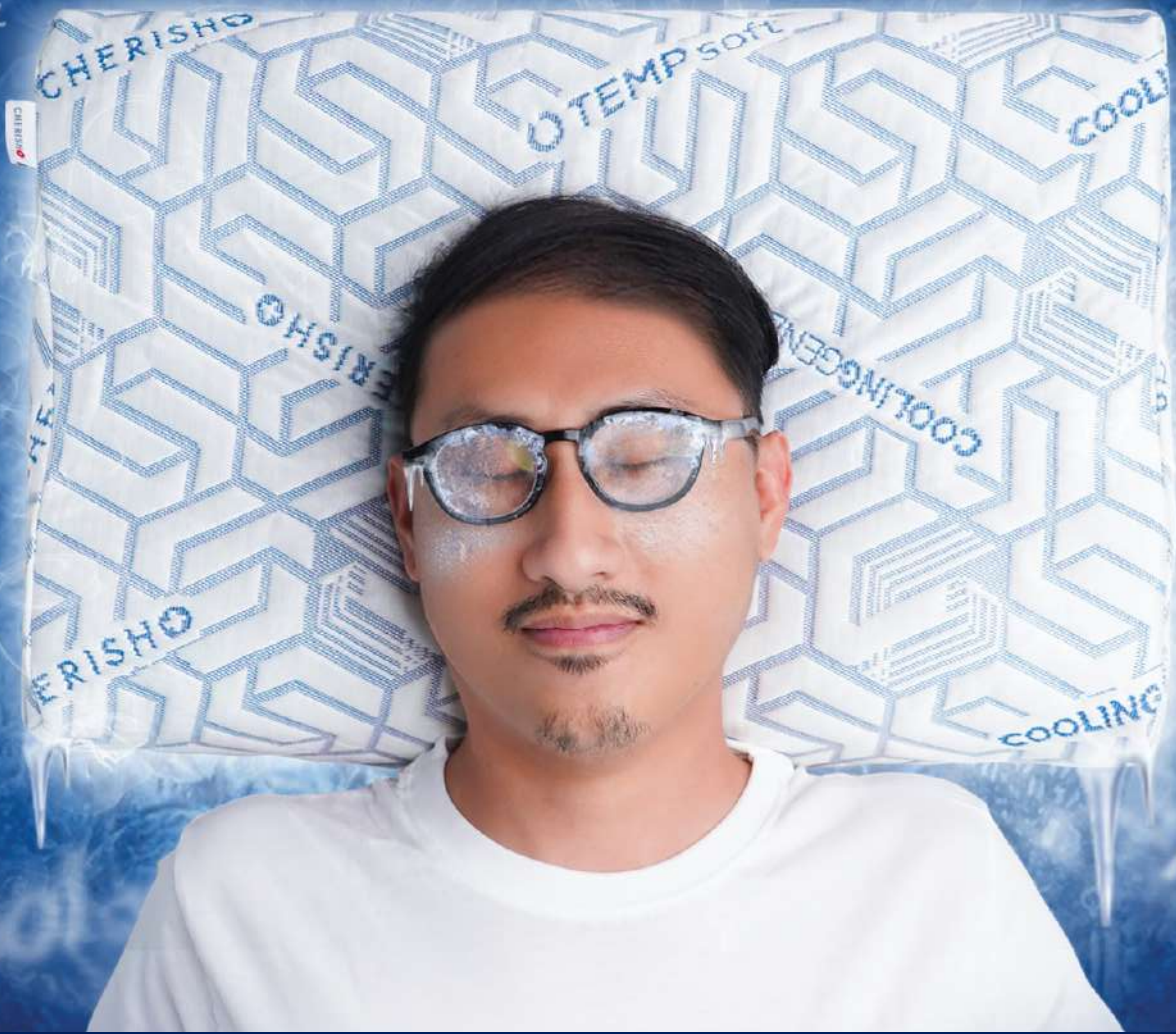
TEMP^osoft
BY CHERISHO

รุ่นใหม่ เย็น

กว่าเดิม!

New
ARRIVAL

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Section 2

Corporate Governance

6. Corporate Governance

6.1 Corporate Governance Policy

The Board has established the Corporate Governance Policy according to corporate governance principles, rules and regulations of the Stock Exchange of Thailand and applied the 2017 Corporate Governance Code (CG Code) issued by the Securities and Exchange Commission as operational framework of the Company's business. In order to determine the direction policy and business operation. The Board annually reviews and updates the Corporate Governance Policy to align with situations and gives priority to the observance of the Corporate Governance Policy to ensure equitable and fair treatment of shareholders, transparency and accurate, adequate disclosure and reliable.

In addition, the Board has appointed Board committees to oversee internal audit, internal control, risk management, and corporate governance. Also, executives and employees are encouraged to work with transparency, fairness, and social and environmental responsibility to promote the confidence of all stakeholders in the Company's adherence to the corporate governance principle and potentials for sustainable growth.

The Corporate Governance Policy, Code of Conduct, whistle blowing channel, and the Anti-Corruption Policy are available on the Company's website to promote understanding and compliance by the directors, executives, employees at all levels, and all stakeholders and are also included in the onboarding programs for new directors. The Company also sets up monitoring procedures to ensure that the policy is implemented by executives and employees of the Company and those who obliged to followed and concerns.

The Board is committed to ensuring strict compliance with the policies and best practices and continuously improving the corporate governance practices of the Company to meet internationally-recognized corporate governance standards, particularly the ASEAN corporate governance standards, with the aim of building the stability, continuous growth and sustainability for the Company, its shareholders and all stakeholders. To this end, the Company focuses on maintaining and enhancing its corporate governance standards as well as fostering the corporate governance culture through the following activities:

- Prepare a corporate governance handbook and the Code of Conduct. For Director, Employees are required to study the Code of Conduct and pledge in writing their compliance therewith. This activity has been ongoing since 2016 and applied to both existing and new employees.

- Arrange onboarding program for new employees to facilitate their assimilation in relation to the corporate culture, corporate governance practices, Code of Conduct, and the spirit of the Company's Anti-Corruption Policy.
- Arrange training programs concerning the Corporate Governance Policy and the Anti-Corruption Policy to ensure that executives and employees understand and recognize the importance of the said policies as well as properly comply with the policies in order to lead the Company towards sustainable growth.

Accordingly, the Company has formulated the Corporate Governance Policy which was divided into sections as follows:

Section: 1 Rights of Shareholders and Equitable Treatment of Shareholders

Rights of Shareholders and Meetings of Shareholders

1. The Company disclose its operating results for 2021 and necessary information to be released periodically through the Stock Exchange of Thailand and the company's website www.fnoutlet.com both in Thai and English. The Company joined the Opportunity Day of the Stock Exchange of Thailand 4 times in total as follows: No.1/2021 held on 23 March 2021, No.2/2021 held on 2 June 2021, No.3/2021 held on 2 September 2021, No.4/2021 held on 2 December 2021 to disclose the operational performance.

2. Shareholders shall have equal rights to attend and exercise their voting rights at shareholder meetings, to receive profit sharing/dividends, and to be treated equally in the Company's share buyback.

The dividend payment will be paid from 2021 retained earnings at the rate of Baht 0.0037 per share, it must be approved by the 2022 Annual General Meeting of Shareholders.

In 2021, The invitation letter of the Annual General Meeting, both in Thai and English, was published the company's website, and it was released periodically through the Stock Exchange of Thailand. The meeting was held by electronics means with a detailed description of the registration process for attending the meeting, including having a staff of facilitate the shareholders in registering for the meeting. The Company held an Annual General Meeting of Shareholders on April 27, 2021.

3. Shareholders shall have the right to appoint their proxies to participate in such meeting by filling out the proxy forms developed by the Department of Business Development, Ministry of Commerce, In the event that shareholders are unable to attend the meeting in person. For their convenience, shareholders may appoint the Company's independent directors as their proxies who execute acts per the shareholders' expressed intents. Details of such independent directors and proxy forms are made available in the notice of meeting and on the Company's website.

4. Shareholders shall have the right to attend and exercise voting right during the meeting, Each shareholder has the right to vote in the meeting as 1 share per 1 vote. Except for the agenda items in which they have conflicts of interest. The resolutions of the shareholders' meeting are in accordance with the law. In addition, the chairman of the meeting shall allow shareholders to express their opinions and ask questions, which will also be recorded in the minutes of the meeting in order that shareholders who do not attend the meeting do not miss such information.

5. Shareholders shall have the right to make decisions on important matters motioned at the meetings of shareholders, other than matters that have been delegated to the Board such as the adoption of the minutes of the previous meeting, approval of annual financial statements, approval of profit allocation and dividend payment/omission, election of new directors to replace those who retire by rotation, determination of meeting allowance, bonus/reward, and other benefits of the directors, auditor appointment and audit fee, related-party transactions, and significant asset acquisition transactions.

6. Prior to each shareholder meeting, the Company shall arrange for independent inspectors who do not have any interest in the Company and/or institution representatives to examine meeting documents, check a quorum, count votes, and validate voting results and resolutions to ensure transparency and compliance with laws and the Company' Articles of Association.

In 2021 Inventech systems (Thailand) Co.,Ltd.,who is qualified by the Ministry of Digital Economy and Society, organized electornics meeting and provided voting process by electronics system.

7. The Company shall not add agenda items or change important information without prior notice to shareholders in advance of the meetings of shareholders.

In 2021, Chairman was Chairperson in the meeting, the meeting was held in accordance with relates laws, company's article of assosiation, and it was went through agendas which was sent to shareholdes in advance. There was not any agendas added in the meeting without notice inadavance.

8. The Company shall facilitate convenience of shareholders and encourage them to attend the meetings of shareholders by holding meetings in at a venue that is easily accessible.

In 2021, the Company held the meeting by electronics means to avoid the outbreak of COVID-19 situations and for safety reasons.

Rights to receive information relevant to the meetings of shareholders

1. The Company shall prepare a notice of meeting, with the agenda of the meeting and related information, including the opinion of the Board on each proposed agenda item, related rules and procedures applicable to meeting participation. The notice of meeting shall be sent to shareholders at least 14 days prior to the meeting date and posted on the Company's website at least 30 days before the meeting date.

In 2021, The notice of the Annual General Meeting was sent on April 12, 2021, with was 15 days prior to the meeting date, and it was public on the Company website 30 days prior to the meeting date with was 28 March 2021.

2. Shareholders shall have the right to receive information and details pertaining to the agenda item of director election. The notice of meeting shall have the profiles of persons nominated for election as directors, the types of directors to be nominated, their attendance of meetings in the previous year, and the date of their first appointments as directors. Voting shall be cast for each nominee individually to allow shareholders the freedom to elect the directors as they see fit.

3. Shareholders shall have the right to receive information and details pertaining to the agenda item of auditor appointment and audit fee. The notice of meeting shall contain clear details of the auditors nominated for appointment, their companies, experience, competence, independence, and fee.

4. Shareholders shall have the right to be clearly informed of the voting procedure, the use of ballots, and vote counting applicable to each agenda item prior to the meeting.

5. For transparency and verifiability, ballots shall be used for every item on the meeting agenda. For the accurate and fast vote counting, the Company uses a computerized system for registration and voting. In 2022, The Company arranged voting in advance and during meeting via electronics means.

6. Shareholders shall have the right to be informed of the Board's resolutions pertaining to the details of the meeting, record dates for the meeting and dividend entitlement, and meeting agenda in advance of the meeting date through the Company's website and the Stock Exchange of Thailand's information system.

7. After the meeting of shareholders, The Company published the resolution of Shareholders meeting and voting results the next day after the Meeting date, on channel of the Stock Exchange of Thailand and on the company website. the minutes of the meeting, which contain records of matters discussed according to the meeting agenda, resolutions, numbers of approval votes, disapproval votes and abstentions, and opinions and questions raised at the meeting, shall be prepared and submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand within 14 days from the meeting date. It was submitted to ministry of commerce within 30 days according to laws. The minutes of meeting shall also be disseminated on the Company's website.

Rights to propose items to be included in the agenda of the meeting of shareholders and to nominate qualified candidates for directorship

The Company shall allow shareholders to propose items to be included in the meeting agenda, to nominate qualified candidates for directorship, and to submit their opinions and questions regarding the Company to the Board at least 1 month in advance of the date of the annual general meeting of shareholders according to the criteria announced on the Company's website.

For 2022 shareholders' meeting, the Company invited shareholders to propose items to be included in the meeting agenda, to nominate qualified candidates for directorship, and to submit their opinions and questions regarding the Company to the Board in advance whereby the applicable means and procedures were disclosed on the Company's website from 9 October 2021 to 31 January 2022.

Rights of the Board and Board committees to Attend the Meeting of Shareholders

1. The Company shall encourage and urge the chairman of the Board, directors, chief executive officer and executives of the Company to attend every meeting of the shareholders to meet with shareholders and answer their questions.

2. The Company shall encourage and urge the chairman of every Board committee of the Company to attend every meeting of the shareholders to answer shareholders' questions that concern such Board committees.

Section 2: Roles of Stakeholder and Business Sustainability Development

To contribute sustainable future, the Company commits to create value for business sustainably with business operation in responsible to stakeholders, communities, society and environment. The Company recognizes the equal rights of all stakeholders, whether external stakeholders such as shareholders, customers, business partners, competitors, creditors, society, communities, environment and relevant government agencies, and internal stakeholders such as employees. These stakeholders are key to the Company's development, success, continuous growth, and sustainability.

Therefore, the Company has defined and published on its website the Corporate Governance Policy and the Code of Conduct enumerating practices applicable to the treatment of each stakeholder in order to promote good understanding among stakeholders and provide guidelines for directors, executives and employees at all levels. Details are as follows:

Shareholders: The Company recognizes the basic rights that all shareholders equally share, clearly defines operating guidelines based on the corporate governance principles, and makes accurate and transparent disclosure of information. In addition, the Company implements effective internal control and risk management system and the Anti-Corruption Policy and adequately provides communication channels. These efforts are made to bolster shareholders' confidence that the Company conducts its business with transparency, strives to achieve solid growth and returns for shareholders in the long run.

Customers: The Company is committed to achieve the highest level of customer satisfaction. To this end, the Company is committed to the continuous development of products and services and their quality with environmental considerations in mind. Materials are carefully selected and the production processes of satisfactory standards are implemented to ensure the quality of goods, products and services, safety delivered at reasonable prices. To improve the quality of products and services to meet the customers requirement. The company policy preserves the confidentiality of the customer's information by

complying with the Personal Data Protection Act and other related strictly laws. There are various channels of communication with customers, including the Company's website. LINE Official Account, Facebook and telephone to facilitate customers to notify the effect of the product and service of the company. In addition, customer satisfaction surveys are regularly conducted and multiple channels for customer complaints are provided, including the channel of the Company's website. Information of customers filing complaints is treated with confidentiality and complaints that are considered significant are escalated to the Board for resolution.

Business Partners: In conducting business, the Company gives consideration to equality on the basis of fairness and mutual benefit. The business partner selection processes, procedures and practices are clearly defined and developed in recognition of fairness and transparency to protect the Company's reputation and uphold standards and good corporate governance principles. Contracts and business conditions are fair and compliant with laws. Encourage the potential of partners with cooperation in research and development products, services and innovations. It is the Company's policy to not accept money, assets or benefit that are considered undue from its business partners and not support business partners committing misconduct, being involved in corruption, or violation of human rights and labor laws.

Competitors: The Company conducts its business in accordance with the fair competition principles, trade competition laws, and business ethics. The Company refrains from committing corruption, defaming its competitors, directly or indirectly obtaining trade secrets of competitors through unlawful means, disclosing competitors' information in all circumstances, and infringing intellectual properties of others.

Creditors: The Company treats all debtors equally and fairly by strictly complying with contractual terms and conditions including the measure to prevention default payment to assure the creditors of the Company's financial position and ability to service all debts punctually. If there are changes of terms and conditions or incidents that significantly affect the Company's financial position with potential impact on its debt servicing ability, the Company shall inform its creditors accordingly to jointly identify solutions.

Community and Society: The company policies promote the well-being of communities and society, economic stability, self-reliant and support the community activities which are benefit for community, including cooperation between the government and local government departments in public activities. The company will supervise to ensure that the Company operation will comply with laws and other relevant regulations.

Environment: In conducting its business, the Company focuses and concerns the impact from business operation on environment. In consequently, the Company enforces the Occupational Health, Safety and Environment Policy and urges executives and employees at all levels to use resources efficiently and effectively and operate with safety consciousness and environmental concerns.

Employees: The Company recognizes that employees are valuable resources and key drivers of the Company's success. The Company observes the principles of the human rights and treats all level of

employees and stakeholders equally without distinction of any kind, such as race, religion, sex and culture as well as does not violate the basic human rights. The Company also upholds labor laws and fair employment practices. Employment contracts contain fair conditions and the pay structure is based on competencies, capability and functional responsibilities with appropriate compensation and benefit system. The Company provides appropriate welfare packages that are commensurate with its position to executives and employees and ensures that work environment is conducive to the safety of lives, health and assets. Employees are entitled to take leave and apply for job transfer as appropriate and the channels for communication between employees and senior executives are established. Employees are continuously encouraged to regularly participate in internal and external training programs as appropriate and necessary to develop their skills and knowledge according to their positions. The Company respects the principles of human rights and treats all employees equally without relationship-based preferential treatment.

Government: The Company supports operations of the government sector and complies with the regulations and policies of the regulators. In parallel, the Company consistently supports and participates in activities organized by the governmental organizations with the aim of contributing to the nation's growth and stability. The Company respects intellectual property and proprietary rights and conforms with laws and rules governing this aspect. The Company shall not commit or support violation of intellectual properties, whether copyright, patent, trade secret, trademark, information, trade name and geographical indication and any other types of intellectual properties. In this respect, the Company has set the policy that its directors, executives, employees and staff shall comply with the said laws to ensure transparency, fairness and verifiability of the Company's business conducts. Furthermore, the Company shall not do business or work with individuals or entities infringing intellectual property rights.

In 2021, There are not any cases of human rights violation, employment law, consumer suites, trade competition, default payment, terms of guarantee and the environment.

Section 3: Disclosure and Transparency

The Company attaches importance to accurate, complete and transparent disclosure of information in accordance with guidelines set forth by the Stock Exchanges of Thailand with a view to enabling all stakeholders, investors, analysts, related parties, and interested persons to equally receive information, both Thai and English, disclosed according to accounting periods and upon important incidents as detailed below.

1. The Company's important documents, the Corporate Governance Policy, the Code of Conduct, environmental policy the certification of incorporation, the Articles of association, the Memorandum of Association, and notices and minutes of meetings of shareholders and sustainability report.
2. Financial information, reports of the Board of Directors' responsibility for financial reporting together with auditor's reports, management discussion and analysis, general information and important information disclosed in annual reports, filing 56-1 (One-Report) and annual registration statement that are

correct, complete, timely and in accordance with requirements stipulated by the Securities and Exchange Commission and the Stock Exchanges of Thailand.

3. Structure, roles and responsibilities of the Board and Board committees including the number of meetings held and the number of meetings attended by individual director, as well as business structure, organization structure and executives management information.

4. Remunerations of directors, Chief Executive Officer and executives and comparable industry benchmark. Remunerations of Chief Executive Officer and executives are based on the guidelines and policies given by the Board in accordance with the framework approved by the meetings of shareholders and in the Company's best interest. Such remunerations are performance-based and reviewed by the Nomination and Remuneration Committee before being proposed to the Board and subsequently to the meeting of shareholders, which is depends on each case. The CEO's remuneration policy is enclosed on page 103

5. Reports on conflicts of interest of directors, executives and related parties. Upon the first appointment of each individual as director or executive or upon the change of information about conflicts of interest, the Company Secretary will prepare the report to be completed by directors and its copy must be submitted to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the report is received.

6. The Company consistently updates information and publishes important information through the Company's website and the information system of the Stock Exchange of Thailand.

The Company's Investor Relations Department is responsible for communicating with institutional investors, retail investors, shareholders, analysts and relevant government agencies equally and fairly. Shareholders may contact the Investor Relations Department via e-mail at ir@fnoutlet.com to request additional information. In 2021, meetings between the Chief Executive Officer or senior executives and institutional investors, analysts, retail investors, and shareholders were held regularly in the forms of, for example, site visits at outlets for clearer picture of the Company's business, Company Visit, One-on-One Meetings, Group Meeting, Conference Calls, and the Opportunity Day event organized by the Stock Exchange of Thailand as a forum for investors to gain information about the Company's business directions and strategy for 4 times. However, due to the epidemic situation of COVID-19, the Company suspends the activities of taking shareholders to visit the business as it had done in the past.

Section 4: Board Responsibilities

As the representatives of the shareholders, the Board is chiefly responsible for formulating the Company's vision, mission, policies and strategies, overseeing the management's performance for alignment with established policies and strategies for the best interest of shareholders, and reviewing the performance of the Company against predetermined plans. It is therefore imperative for the Board to consist of qualified individuals with diverse knowledge, abilities and experiences in order for it to be able to develop policies

that will direct the Company toward success. In the past years, Board of the Director had a meetings for revisits its vision, strategies, policies. In addition, Board of the Director continually monitors and the implementation of the strategy after the 6 months of year. In 2021, Board of Directors' Meeting had review 2021 business plan on August 11, 2021

In addition, the Board recognizes the importance of accurate, complete, transparent, inclusive and timely disclosure to shareholders and all related parties. Information disclosed includes financial reports, performance, other relevant information, including information that may affect the share price. Such disclosure is intended to support decisions of shareholders, investors and other related parties in accordance with the corporate governance principles and is made via mail, the Company's website, and the information system of the Stock Exchange of Thailand.

Board Structure

The Board has mandated that the Board structure reflect a diverse mix of gender, skills, experience and abilities that benefits and adequately contributes to the Board's effective performance. The Board of Directors was composed of 9 persons, which were 4 independent directors (equivalent to 1/2 of the total number of directors) to ensure proper checks balances. The qualifications of independent directors comply with criteria stipulated by the Securities and Exchange Commission under Clause 17 of the Capital Market Supervisory Board's Notification No. ThorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares dated 30 September 2016 (Codified). The Board appointed Board committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Good Corporate Governance Committee, and the Executive Committee. Board of Directors issues the charters of the Board of Directors and the 4 sub-committees which sets out their composition, qualifications, tenure, quorum, and scope of duties and responsibilities have been developed by the Company and published on the Company's website separately. (The scope of duties and responsibilities of the Board is disclosed under Part 7 under topic : Management Structure .)

The quorum of the Board and Board committees is defined to require at least two-thirds of the total seats to vote. Tenure is additionally incorporated in the qualification criteria applicable to independent directors as follows:

Tenure of Directors

The tenure of independent directors shall not exceed 3 consecutive terms (9 years in total). This rule shall be effective as of the Extraordinary General Meeting of Shareholders No. 1/2016 held on 9 May 2016 per the resolution to approve the appointment of the Board. Each director shall be deemed to have completed an office term at an annual general meeting of shareholders (AGM) in a year that he/she is due to retire by rotation and may be nominated by the Board, as it deems appropriate, to the AGM for re-election by shareholders but such director shall no longer be considered an independent director.

The limitation of holding directorship at listed company for the Company's Director

Each director is allowed to hold directorship in other listed companies not more than 5 listed companies, inclusive of the Company, to ensure the directors' efficiency and sufficient allocation of time to serve on the Company's Board of Directors.

Being directors of other company of CEO and high level executives management

Chairman of Executive Officer and high level executives management are allowed to be directors in other company unless he/she is able to perform his/her duty and being director in other company must be approved by Board of Directors.

Code of Conduct

The Board ensures that the Code of Conduct is developed as a guideline that directors, executives and employees and compliance therewith is considered their common duty and responsibility for the best interest of the stakeholders and the Company's credibility and sustainable growth.

The Company discloses the Code of Conduct on the website www.fnoutlet.com, please see the attachment enclosed number 268

Risk Management Policy

The Board has established the Risk Management Policy that is enterprise-wide and covers the end-to-end risk management process, from risk identification, risk assessment, risk monitoring and control, and risk management standards, for effective and continuous risk management.

Director and Executive Remuneration Criteria

The Company has a clear and transparent set of remuneration criteria. The Nomination and Remuneration Committee is responsible for proposing the director and executives management remuneration to the Board for endorsement and the Shareholders or Board of Directors for approval, it depends. The remuneration criteria are based on the financial position of the Company and the scope of work and responsibilities of each director and executive to ensure that the remuneration is competitive, comparable with the benchmarks of the same or similar industry, and effective in attracting and retaining competent directors. All directors understand their duties as Board members and are committed to independently and freely sharing their opinions and relentlessly develop themselves. In addition, they perform duties with integrity, prudence and due care for the best interest of the Company and fairness to all shareholders. Each and every director has devoted their time to fully and adequately fulfill their duties and responsibilities and to attend all meetings regularly, except in case of unavoidable necessity.

Succession Plan

The Company is cognizant of the importance of effective performance and business continuity and thus has established executive selection policies and criteria and succession planning policies which promote transparent nomination and selection processes that are based on knowledge, abilities, experience and ethics as follows:

- 1) Identify key positions of each business/unit/department.
- 2) Identify the desired qualifications of successors.
- 3) Draw up a list of executives in each business/unit/department who are qualified and ready to be successors.
- 4) Draw up a list of employees who are considered talents and potential successors in the future.
- 5) Formulate development plans for the successors and employees and executives who are potential successors.
- 6) Prepare and review a succession plan annually and propose it to the Board.

Section 5: Internal Control and Risk Management

Internal Control and Internal Audit

Recognizing the importance of the internal control and internal audit, the Company assigns the Audit Committee to oversee the internal control and the internal audit, review the adequacy of the internal control, undertake the analysis, management and improvement of internal audit and internal control for optimized effectiveness and suitability to the Company's business, and exercise oversight in a bid to prevent conflicts of interest, corruption or misconduct in a bid to promote the Company's performance effectiveness. The Audit Committee is also responsible for enabling and ensuring the Company's compliance with the Corporate Governance Policy, the Code of Conduct and applicable regulations and laws. In addition, Internal Audit team as a mechanism for proper audit and checks and balances and is mandated to directly report to the Audit Committee to ensure its independence in auditing and reviewing the effectiveness and adequacy of internal control.

Risk Management

The Company gives importance to the management of risks that may arise in business operations as a result of internal and external factors in recognition that effective risk management is a foundation for the Company's achievement of its goals and mission set out in its strategy. Therefore, the Company appointed the Risk Management Committee to oversee the Company's risk management. The Risk Management Committee to oversee the Company's risk management performance against targets, establish

risk management policies and measures to be upheld by executives and employees at all levels, and assess and manage all risk associated with the Company, i.e. strategic risk, operational risk, financial risk, IT risk, political risk, natural disaster risk, pandemic and emergency risk, sustainability risk, compliance and regulatory risk and emerging risk. The Risk Management Committee is mandated to report these risks to the Board in order to identify effective risk management solutions and methods.

Section 6: Avoidance in Conflicts of Interest

The Board has established measures to prevent potential conflicts of interest and rules that directors, executives and employees at all levels shall not seek personal gain that involves potential conflicts of interest or material transactions of the Company such as related-party transactions and/or the acquisition or disposal of the Company's assets. Accordingly, policies, practices and procedures governing the consideration and approval of these transactions have been established in accordance with the applicable internal control framework applicable to related-party transactions, the rules of authorities regulating listed companies, and the relevant laws.

6.2 Code of conduct

Observance of the highest standards of ethics for the benefit of stakeholders is crucial to Company's positive image and reputation. The Board has established the Code of Conduct which sets out practices that directors, executives, and employees should uphold to demonstrate responsibility, honesty, integrity, confidentiality, professional ethics, and compliance with rules and regulations that are a foundation for bolstering the trust and confidence of all stakeholders and related parties in the Company, which is disclosed on page 71 Under topic Good Governance.

6.3 Milestone Development on the CG Policy, Guidelines and System During the Year

6.3.1 Milestone Development on the CG Policy, Guidelines and System

In the past years, the Good Corporate Governance Committee has meeting 1 times, it was held to reviewed policy and guideline of Corporate Governance, Corporate Governance Report of Thai Listed Companies (CGR) and Corporate Governance Code 2017, This the company has considered and still used the original policy without changing. The board has assigned the management department. Follow the recommendations of the Thai Institute of Directors (IOD) from the Corporate Governance Report of Thai Listed Companies (CGR). And held meeting with the management to performance follow up to ensure that the performance of works adheres to the said Code as appropriate with the Company's business.

6.3.2 Adoption Corporate Governance Code for Listed Companies

The company is confident that it has adopted the principles of good corporate governance can be used sufficiently, suitable for the current business of the company. For the purpose that, the company there is still a development policy, for raise the level of corporate governance standards for the further better.

6.3.3 Reports on Good Corporate Governance practices

In 2020, the Company's corporate governance scores and recognition are as follows:

- The Company was rated within the range of 89 at level "Very Good" in the 2021 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors Association.
- The Company was rated within the range of 97 under the 2021 AGM Checklist assessment conducted by the Thai Investors Association.

The Supervision of the Internal Share Purchase and the Use of Internal Information

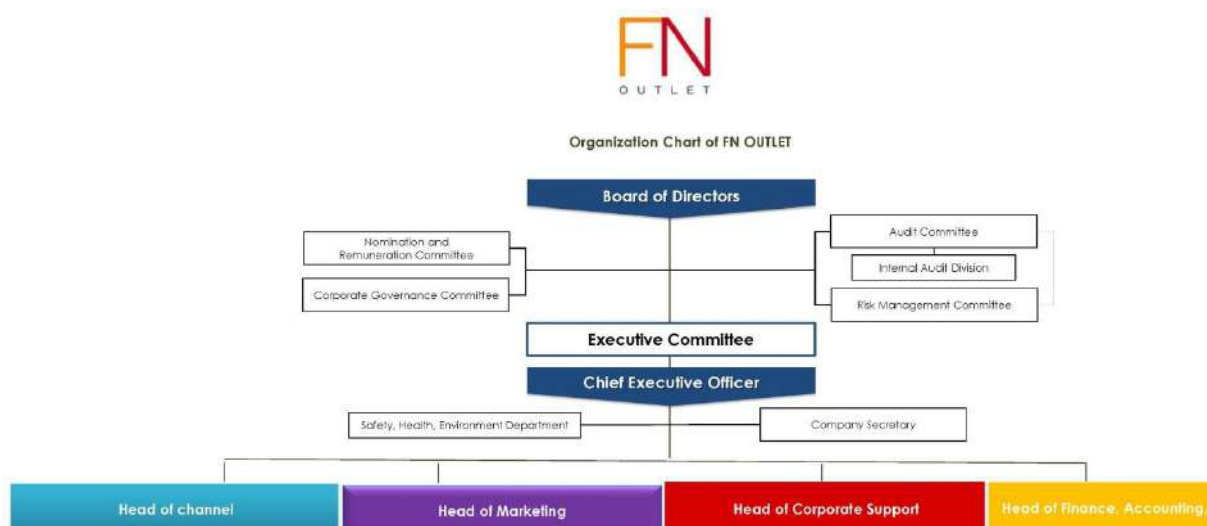
The Company has a policy prohibiting employees, executives, and those who have the knowledge of internal information, from selling or buying shares of the Company until such formation was released. Unpublished information shall not be used to build the price of stock, especially buying and selling shares within the 1 month period before the financial statements are released to the public.

The Company also has a policy to regulate the use of internal information. The Board of Directors, executives, and employees in all level are prohibited from using the information for personal benefits, whether for direct or indirect benefits. Such information is information that may have effects on the share price, undisclosed information, information that are for internal usage, information from the financial statement that have not been submitted to the Stock Exchange of Thailand, information on dividend payment, merger and acquisition, or important trade deals.

In addition, the Company requires the directors, executives to prepare and disclose their securities holding report and change of security holding report at any time of sale, purchase, transfer or accept of transfer of securities in the Company within 3 business days from the date of the sale, purchase, transfer or accept of transfer to the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as the report of their interest to the Company to ensure that the Company has information for internal use. The Corporate Secretary must submit the said report to the Chairman of the Board and Chairman of the Audit Committee within 7 days from the date of receipt.

7. Management Structure, Directors, Executives and Employees Detail

1. Management Structure



Remark: - The Company appointed P&L Internal Audit Company Limited, an external expert, as its internal auditor reporting to the Internal Audit Department.

- The resolution of Board of Directors' meeting no. 2/2022 on March 8, 2022 resolved to merge the Nomination and Remuneration Committee together with the Good Governance Committee and approve new sub-committee as the Nomination Remuneration and Good Governance Committee.

2. Board of Directors

1) Composition of the Board

As of 23 March 2022, the Board of Directors ("the Board") consists of 9 members as follows:

- 7 Non-executive directors (77.78% of the entire Board)
- 4 Independent Director (44.44% of the entire Board)
- 3 Non-Independent Director (33.33% of the entire Board)
- 2 Executive director: Chairman of Executive Committee, Chief Marketing Officer and Chief Executive Officer (22.22% of the entire Board)

The committee is sexually diverse, vocation and expert experience that are necessary and useful for business operation and there is an appropriate balance of directors as follows:

- Sexual and Gender diversity

Gender	Number	%
Male	6	66.6
Female	3	33.3
total	9	100

In order to nominate a qualified person who has knowledge, ability, suitable qualifications and company business experience to be a director, moreover their qualifications shall be in line with the objectives, goals and strategies of the Company, the Company has established the diversity structure of the board and its skills as follows:

Qualifications and knowledgeability of Directors	Mr. Picha Songwatana	Mrs. Saowanee Kamolbutr	Mrs. Pratana Mongkolkul	Mrs. Chortip Songwatana Vuchibhong	Mr. Benyam Songwatana	Mr. Thammasak Jittimaporn	Mr. Omar Songvattana	Mr. Montri Mahaplerkpong *	Mr. Pongsuk Hiranprueck *
Qualifications									
1. 25 - 50 years old				•	•		•		•
2. More 50 - 60 years old			•						
3. More 60 years old	•	•				•		•	
4. Female		•	•	•					
5. Male	•				•	•	•	•	•
6. Bachelor Degrees	•	•	•	•	•	•	•	•	•
7. Master Degrees	•	•	•	•	•	•	•	•	
8. Doctor Degrees									

Qualifications and knowledgeability of Directors	Mr. Picha Songwatana	Mrs. Saowanee Kamolbutr	Mrs. Pratana Mongkolkul	Mrs. Chortip Songwatana Vudhibhong	Mr. Benyiam Songwatana	Mr. Thammasak Jittimaporn	Mr. Omar Songwattana	Mr. Montri Mahaplerkpong *	Mr. Pongsuk Hiranprueck *
Knowledgeability									
1. Have the knowledge and experience in the Business of the Company expertly.	•		•	•	•	•	•		
2. Accounting and Finance	•	•	•			•		•	
3. Marketing Strategy	•			•	•	•	•	•	•
4. Human Resource Management		•							
5. Law			•						
6. Investment and New Business Development	•			•	•	•		•	•
7. Good Corporate Governance		•		•					
8. Information Technology		•			•		•		•
9. Risk Management		•	•						•
10. The Stock Exchange Rules & Regulations									

Remark: * Resolution of Board of Director's meeting No.2/2022 which was held on March 8, 2022 the appointment of Mr.Montri Mahaplerkpong and Mr.Pongsuk Hiranprueck to be Board of Directors

7.2.2 Information regarding the Board of Directors and Authorized Directors

As of 23 March 2022, the Board of Directors (“the Board”) consists of 9 members as follows:

No.	Name	Position
1.	Mr. Pricha Songwatana	Chairman of the Board of Directors ***/**
2.	Mrs. Saowanee Kamolbutr	1st Vice Chairman of Board / Independent Director / Audit Committee / Chairman of the Nomination Remuneration and Good Corporate Governance Committee / Chairman of the Risk Management Committee
3.	Mrs. Pratana Mongkolkul	Independent Director / Audit Committee / Nomination Remuneration and Good Corporate Governance Committee / Chairman of the Risk Management Committee
4.	Mrs. Chortip Songwatana Vhudhibhong	Director / Nomination Remuneration and Good Corporate Governance Committee / Executive Committee
5.	Mr. Benyiam Songwatana	Director / Risk Management Committee / Executive Chairman / Chief Marketing Officer / Acting Chief Business Development Officer
6.	Mr. Thammasak Jittimaporn	Director / Risk Management Committee / Executive Committee / Chief Executive Officer / Acting Chief Corporate Support Officer
7.	Mr. Omar Songwattana	Director
8.	Mr. Montri Mahaplerkpong **	Independent Director
9.	Mr. Pongsuk Hiranprueck **	Independent Director

Remark: * The 2021 Annual General Meeting of the Shareholders, held on 27 April 2021, resolved to re-appointed the directors who retired by rotation to continue their office for another term

** Resolution of Board of Director’s meeting No.2/2022 which was held on March 8, 2022 the appointment of Mr.Montri Mahaplerkpong and Mr.Pongsuk Hiranprueck to be Board of Directors replacing Mr. Poolsak Tansitthipun and Mr.Voravat Tantranont, their terms are balance as of term of directors who resigned prior to the rotation.

*** In order to be transparence, The resolution of Board of Directors no 1/2021 has passed appointment Mrs. Saowanee Kamolbutr, to be On February 24, 2021 (Lead Independent Director to consider and issue Board of Directors’ meeting agenda, due to at present Chairman of the Board is not an independent directors.

**** Mr. Pricha Songwatana is none executive directors who has knowledge and experience of company business.

Authorized Directors

Mr. Benyiam Songwatana or Mrs. Chortip Songwatana Vhudhibhong shall co-sign with Mr. Omar Songwattana with the Company's seal affixed to legally bind the Company.

Limitation of Directors' Authority: -None-

The Corporate Secretary is Mrs. Montip Suewatanakul.

Remark: The Board of Directors, at its Meeting No. 5/2020 held on 22 July 2020, resolved to appoint Mrs. Montip Suewatanakul as Corporate Secretary.

3) Scope of Authority, Duties and Responsibilities of the Board

- 1) Uphold the roles and responsibilities as specified by laws, business ethics, business objectives, regulations of the Company, and resolutions passed by the meetings of shareholders with honesty, integrity and due care to protect the interest of the Company and shareholders.
- 2) Approve and regularly review the Company's vision, mission, policies, strategies, plans, and budget that are proposed by the management team to ensure the appropriateness thereof in light of the Company's business operations. In addition, the Board oversees the performance of the management team and delegates to ensure performance efficiency and effectiveness, compliance with the policies approved by the Board and optimize the value to the Company and its shareholders.
- 3) Formulate and approve the written Corporate Governance Policy and review the policy and compliance therewith at least annually.
- 4) Establish internal controls over operation, financial reporting, and compliance by appointing independent individuals or entities to audit such internal controls and ensuring that important systems are reviewed at least annually and disclosed in Company's annual reports.
- 5) Establish an enterprise-wide risk management policy and require the management team to regularly report the effectiveness of the risk management policy. Review and assess the risk management system and effectiveness at least annually and disclose such information in the Company's annual reports.
- 6) Take responsibility for Company's performance and the management's operations to ensure earnest dedication, due care, long-term business continuity, employee development plan, and management succession plan.
- 7) Approve important transactions such as new business ventures, purchase and sale of assets, investments, and legal actions.
- 8) Approve or endorse related transactions between the Company and its subsidiaries in accordance with applicable notifications, regulations and guidelines stipulated by the Stock Exchange of Thailand and other relevant agencies. Prudently deliberate on transactions involving conflicts of interest with the aim of protecting the interest of the Company and its shareholders. Exercise

oversight to ensure proper compliance with procedures and disclosure requirements applicable to transactions involving potential conflicts of interest.

- 9) Select the Chairman and Vice Chairman of the Board of Directors.
- 10) Choose the person who has the qualifications And has no prohibited characteristics under the law on public companies and securities and exchange laws To become a director to fill the vacant position for reasons other than the expiration of the term.
- 11) Appoint Board committees, such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee, the Executive Committee, and any other committees to assist and support the Board.
- 12) Appoint the Corporate Secretary to assist and support the Board with regard to its performance of duties and compliance with applicable laws, regulations, rules and guidelines.

4) Roles and duty of Chairman of the Board of Directors Role.

- 1) Chairman of the Board shall not be same person as Executive Chairman and Chief Executive Officer.
- 2) Chairman of the Board shall not be working in daily operation.
- 3) Chairman of the Board shall not be hold chair or member in any sub-committee in order to keep sub-committee perform their duty independently.
- 4) Drive leadership to direct the Board of Directors to perform their duty efficiently for best interest of the company and be independent from management.
- 5) Endorses the board meeting agenda, shareholders meeting which are proposed by Executive Chairman/ Chief of Executive Officer to ensure they are align with duty and responsibility of directors and open chance to directors to propose independently any. agendas that benefit to company business.
- 6) Supports and oversees directors to perform their duty in comply with the principles of good corporate governance and corporate business ethic.

Governs and oversees management's policy and strategy execution as well as gives consultation and supports them to perform duty.

3 Sub-Committee

Now the Company has 4 sub-committees, namely the Audit Committee, the Nomination Remuneration and Good Corporate Governance Committee, the Risk Management Committee and the Executive Committee. The Board, at its Meeting No. 2/2022 on 8 March 2022, had passed the resolution to merge the Nomination and Remuneration Committee together with Good Corporate Governance Committee, and

named : the Nomination Remuneration and Good Corporate Governance Committee. And reviewed and approved the scope of duties and responsibilities of each sub-committee as follows:

1. Audit Committee

As of 31 December 2021, Audit Committee consists of 3 members as follows;

No.	Name	Position	Meeting Attendance
1.	Mr. Poolsak Tansitthipun*	Chairman of Audit Committee / Independent Committee	6/6
2.	Mr. Voravat Tantranont**	Member of Audit Committee / Independent Committee	6/6
3.	Mrs. Saowanee Kamolbutr	Member of Audit Committee / Independent Committee	6/6
4.	Mrs. Pratana Mongkolkul***	Member of Audit Committee / Independent Committee	N/A

Remark: * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

*** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

**** Nomination qualified person to be audit committee member is processing.

- The member of the Audit Committee with knowledge and experience in auditing financial statements are ;

1. Mrs. Saowanee Kamolbutr who received a Bachelor's Degree in Political Science from Thammasat University and a Master's Degree in Political Science from Thammasat University. Currently, she serves on the audit committees of 3 listed companies, namely Carabao Group Public Company Limited, Glow Energy Public Company Limited and T.K.S. Technology Pubic Company Limited.

2 Mrs. Pratana Mongkolkul who received a Bachelor's Degree in Accounting, Thammasat University and Master's Degree in Business Administration, Thammasat University, currently, serves on the audit committees of 4 listed companies, namely Total Access Communication Public Company Limited, TPBS Public Company Limited, Central Retail Corporation Pubic Company Limited, Rojukiss International Public Company Limited.

Scope of Authority, Duties and Responsibilities of the Audit Committee

- 1) Review and ensure the Company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, relevant laws governing the Company's business, and the Company's policies, rules and regulations, in order to ensure that the company's operation will be achieve the company's objectives and goals.

- 2) Review the Company's financial reporting to ensure their accuracy and conformity to the generally accepted accounting standards and other relevant specific laws. The Audit Committee is to ensure accurate, adequate and complete disclosure of information, especially in case of transactions that involve connected interests or conflicts of interest.
- 3) Review and ensure that the financial reporting system is in accordance with the generally accepted accounting standards.
- 4) Consider and propose the appointment of an external auditor and the auditor's fee to the Board and assess the independence and performance effectiveness of the appointed external auditor. The Audit Committee shall hold a meeting with the auditor without participation by the management at least once a year.
- 5) Coordinate with the external auditor to ensure the independence and fairness of the audit process.
- 6) Consider and review the observations raised by the external auditor and the internal auditor regarding transactions with connected interest and potential conflicts of interest in compliance with applicable laws and rules of the Stock Exchange of Thailand to ensure reasonableness of such transaction and the best interest of the Company.
- 7) Conduct a review to ensure that the Company's internal control and internal audit are appropriate and effective according to international standards and practices.
- 8) Review and approve the Internal Audit Charter, the internal audit plan and methodology. Assess the Company's audit performance and other operations according to the generally accepted standards and methodologies.
- 9) Exercise oversight to ensure that the Company has preventive measures and processes to mitigate or prevent the loss and waste of resources with a view to optimize benefits and operational efficiency and effectiveness of the Company.
- 10) Review the Company's risk management system and recommend improvements thereto for the continuous effectiveness of the system.
- 11) Review the suitability of IT systems that are relevant to internal control, financial reporting, and risk management, as well as recommend improvements thereto for the continuous effectiveness of the systems.
- 12) Review the internal fraud monitoring and detection system of the Company.
- 13) Approve budget and manpower plan of the Internal Audit Department.
- 14) Appoint, dismiss, transfer, or terminate the employment of the Head of the Internal Audit Department.

- 15) The Audit Committee has the authority to engage professional consultants, subject to the Board's sign-off, to provide independent opinions on matters as and when necessary. The expenses incurred shall be absorbed by the Company and the hiring process shall follow the Company's rules and regulations regarding such matter.
- 16) Perform any other tasks as required by laws or assigned by the Board. In conducting businesses under the scope of its duties and authority, the Audit Committee is vested with the authority to invite or instruct the management or department heads or employees to provide opinions, participate in meetings, or submit any document as it deems relevant and necessary.
- 17) Conduct an annual self-assessment of according to the assessment process established by the Audit Committee and report the assessment results to the Board.

Tenure of the Audit Committee Members

Each member of the Audit Committee has an office term of 3 years. In the event that a seat on the Audit Committee becomes vacant for any reasons other than the retirement by rotation, the Board may appoint an individual who is fully qualified as a replacement to fill the vacancy according to the number of total seats specified in the Charter of the Audit Committee. The term of the replacement shall be equal to the remainder of the term of the member whom he/she replaces. Members of the Audit Committee shall be considered to have vacated their office upon:

- Office term completion
- Disqualification as a member of the Audit Committee
- Death
- Resignation
- Removal from office by laws
- Being sentenced by the court's final order or lawful order to imprisonment except for offences of negligence or petty offences
- Being incompetent or quasi-incompetent
- Being bankrupt
- In cases where a member of the Audit Committee wishes to resign before the expiry of office term, he/she should notify the Company of the resignation and reasons at least 1 month in advance. The Board shall appoint an individual who is fully qualified to replace the resigned member and report the changes to the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Nomination and Remuneration Committee

As of 31 December 2021, the Nomination and Remuneration Committee is comprised of 3 members as follows:

No.	Name	Position	Meeting Attendance
1.	Mr. Poolsak Tansitthipun	Chairman of the Nomination and Remuneration Committee / Independent Committee	4/4
2.	Mr. Voravat Tantranont	Member of the Nomination and Remuneration Committee / Independent Committee	4/4
3.	Mrs. Pratana Mongkolkul	Member of the Nomination and Remuneration Committee / Independent Committee	4/4

Scope of Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

- 1) Consider the policies and criteria for identifying, selecting, and nominating qualified candidates for the positions of director, chairman of the Executive Committee, and Chief Executive Officer. The Nomination and Remuneration Committee is also responsible for determining the remuneration and benefits of directors in addition to assessing the performance and determining and proposing the annual remuneration of the Chief Executive Officer to the Board and/or the meeting of shareholders as applicable.
- 2) Assess the performance and consider the adjustment of the annual remuneration and long-term incentive of the Chief Executive Officer.
- 3) Consider the annual increasing salary and bonus payment criteria applicable to executives and employees of the Company.

Tenure of the Nomination and Remuneration Committee Members

- 1) The office term of each member of the Nomination and Remuneration Committee shall be 3 years and concurrent with their directorship. To ensure continuity, members of the Nomination and Remuneration Committee who have completed their office term may be re-appointed.
- 2) Members of the Nomination and Remuneration Committee shall be considered to have vacated their office upon:
 - Office term completion
 - Termination of directorship
 - Resignation
 - Death
 - Removal from office by the Board's resolution

3. Good Corporate Governance Committee

As of 31 December 2021, the Good Corporate Governance Committee is comprised of 3 members as follows:

No.	Name	Position	Meeting Attendance
1.	Mrs. Saowanee Kamolbutr	Chairman of the Good Corporate Governance Committee / Independent Director	1/1
2.	Mrs. Pratana Mongkolkul	Member of the Good Corporate Governance Committee / Independent Director	1/1
3.	Mrs. Chortip Songwatana Vhudhibhong	Member of the Good Corporate Governance Committee	1/1

Scope of Authority, Duties and Responsibilities of the Good Corporate Governance Committee

- 1) Consider, review and propose for the Board's approval the Corporate Governance Policy, the Code of Conduct, the Environmental and Social Responsibility Policy, and the Anti-Corruption Policy as well as encourage compliance therewith
- 2) Encourage, monitor, and support compliance with the Corporate Governance Policy, the Code of Conduct, the Environmental and Social Responsibility Policy, and the Anti-Corruption Policy among employees of the Company and its subsidiaries and stakeholders.
- 3) Monitor and review operations and systems to ensure compliance with the Corporate Governance Policy, the Code of Conduct, the Environmental and Social Responsibility Policy, and the Anti-Corruption Policy.
- 4) Monitor and report the implementation of the corporate governance plan to the Board.

Tenure of the Good Corporate Governance Committee Members

- 1) The office term of each member of the Good Corporate Governance Committee shall be 3 years and concurrent with their directorship. To ensure continuity, members of the Good Corporate Governance Committee who have completed their office term may be re-appointed.
- 2) Members of the Good Corporate Governance Committee shall be considered to have vacated their office upon:
 - Office term completion
 - Termination of directorship
 - Resignation
 - Death
 - Removal from office by the Board's resolution

4. Nomination Remuneration and Good Corporate Governance Committee

The Board of Directors' meeting on March 8, 2022 no 2/2022 had passed resolution to merge the Nomination and Remuneration Committee together with the Good Corporate Governance Committee with members as below ;

No.	Name	Position
		Chairman of the Nomination
1.	Mrs. Saowanee Kamolbutr	Remuneration and Good Corporate Governance Committee / Independent Director
2.	Mrs. Pratana Mongkolkul	Nomination Remuneration and Good Corporate Governance Committee / Independent Director
3.	Mrs. Chortip Songwatana Vhudhibhong	Nomination Remuneration and Good Corporate Governance Committee

Scope of Authority, Duties and Responsibilities of the Nomination Remuneration and Good Corporate Governance Committee

Scope on Nomination and Remuneration

- 4.1 Considering policies and criteria applicable to recruitment, selection and nomination of a qualified individual for Directors, Chairman of Executive Board and Chief Executive Officer.
- 4.2 Determine remuneration and benefit for directors and sub-committee members.
- 4.3 Assessment of performance and determine the annual remuneration of the Chief Executive Officer prior to proposal thereof to the meeting of the Board and/or the shareholders as applicable.
- 4.4 Assessment the performance and considering annual and long-term remuneration incentive of the Chief Executive Officer.
- 4.5 Consider the annual merit increase and bonus payment criteria applicable to executives management and employees of the Company.
- 4.6 Advise to propose criteria of evaluation process of Board of Directors, sub-committee Directors, and Chief of Executives officer, and review every year. The result of evaluation will be reported to Board of Directors to improve the efficiency of Board of Directors and sub-committees' performance as well as Chief Executive officer.

Scope on Good Corporate Governance

- 4.1 Consider, review and propose for the Board's approval the Good Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy as well as encourage implementation which appropriate for the company's business operations in accordance with the requirements of the Stock Exchange of Thailand.
- 4.2 Encourage, govern, monitor, and support employees, subsidiary and stakeholders to comply with the Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy.
- 4.3 Monitor and review operations and systems to ensure compliance with the Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy.
- 4.4 Monitor and report the implementation of the corporate governance plan to the Board of Directors.

The term of member of the Nomination Remuneration and Good Corporate Governance Committee

- 3) The term of member of the Nomination Remuneration and Good Corporate Governance Committee shall be 3 years and concurrent with their directorship. To ensure continuity, members of the Nomination Remuneration and Good Corporate Governance Committee who have completed their office term may be re-appointed
- 4) Members of the Nomination Remuneration and Good Corporate Governance Committee shall be considered to have vacated their office upon:
 - Office term completion
 - Termination of directorship
 - Resignation
 - Death
 - Removal from office by the Board's resolution

5. Risk Management Committee

As of 31 December 2021, the Risk Management Committee is comprised of 4 members as follows

No.	Name	Position	Meeting Attendance
1.	Mrs. Pratana Mongkolkul	Chairman of the Risk Management Committee / Independent Committee	3/3
2.	Mrs. Saowanee Kamolbutr	Member of the Risk Management Committee	3/3
3.	Mr. Benyiam Songwatana	Member of the Risk Management Committee	3/3
4.	Mr. Thammasak Jittimaporn *	Member of the Risk Management Committee	3/3

Scope of Authority, Duties and Responsibilities of the Risk Management Committee

- 1) Formulate the Risk Management Policy as well as review and endorse the risk appetite prior to proposal thereof to the Board for approval.
- 2) Oversee compliance with the Risk Management Policy approved by the Board.
- 3) Continuously improve the risk management framework to ensure effective enterprise-wide risk management system and implementation.
- 4) Review the risk management report to monitor material risks and ensure that the Company's risk management system is adequate and appropriate.
- 5) Work with the Audit Committee on key risk issues to ensure that the Company's internal control system is effective for risk management and the risk management system is appropriately implemented enterprise-wide.
- 6) Report risk issues and material risk management to the Board.
- 7) Provide advice and consultation to departments, individuals or working teams responsible for risk management and consider appropriate approaches to developing the risk management system.
- 8) Appoint employees or working team responsible for risk management activities as appropriate and define their roles, duties and responsibilities to support successful execution.
- 9) Perform any other acts relating to risk management as assigned by the Board.

Tenure of the Risk Management Committee Members

- 1) The office term of each member of the Risk Management Committee shall be 3 years and they may be re-appointed as deemed appropriate by the Board.
- 2) Members of the Risk Management Committee shall vacate their office upon their office term completion or their resignation. The Board shall appoint an individual to fill the vacant seat. The term of the replacement shall be equal to the remainder of the term of the member whom he/she replaces.

6. Executive Committee

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

No.	Name	Position	Meeting Attendance
1.	Mr. Benyiam Songwatana	Chairman of the Executive Committee	7/7
2.	Mr. Thammasak Jittimaporn	Member of the Executive Committee	7/7
3.	Mrs. Chortip Songwatana Vhudhibhong	Member of the Executive Committee	7/7
4.	Ms. Nisanee Songwatana	Member of the Executive Committee	7/7
5.	Mr. Noppol Chuklin	Member of the Executive Committee	3/7

Scope of Authority, Duties and Responsibilities of the Executive Committee

- 1) Manage and operate the Company's business in accordance with policies, guideline, handbooks, and as established, approved, endorsed or assigned by the Board and assess the performance in this respect.
- 2) Consider and review the business plan and annual budget plan before proposed thereof to the Board.
- 3) Set, review, revise and update the corporate business direction and strategy for alignment with the Company's business policies.
- 4) Consider and approve investment, asset acquisition and divestment, procurement, lending and borrowing, asset leasing, and expense disbursement according to the authority matrix and limits approved by the Board and the cancellation of agreements or acts relating to such transactions.
- 5) Consider and endorse the organization structure of the Company from the management level down.
- 6) Consider, appoint or assign the appointment of executives at the C-level.
- 7) Approve policies, handbooks, operating procedures, rules, and regulations as well as promote innovations that create value for the business and benefits for customers and stakeholders with social and environmental responsibility.
- 8) Consider annual increase and bonus payment criteria applicable to executives and employees of the Company prior to proposal thereof to the Nomination and Remuneration Committee for consideration.
- 9) Oversee the management's performance to alignment with policies, criteria, manuals, and business plans established or approved by the Board.
- 10) Screen and give recommendation on the matters to be proposed to the Board.
- 11) Consider, execute and approve any other matters as assigned by the Board.

The delegation of aforementioned authority, duties and responsibilities by the Executive Committee shall exclude the delegation or sub-delegation of authority to approve any transactions in which the Executive Committee or the delegates have conflicts of interest (as defined by the notifications of the Capital Market Supervisory Board). Such transactions shall be proposed to and approved by the Board and/or the meetings of shareholders (as applicable) in accordance with applicable rules of the Company or laws.

Tenure of the Executive Committee Members

- 1) The office term of each member of the Executive Committee shall be as stipulated by the Board, i.e. 3 years or equal to the remainder of the term of the member whom he/she replaces.
- 2) Members of the Executive Committee who has completed their office term may be re-appointed by the Board.
- 5) Members of the Executive Committee shall be considered to have vacated their office upon:
 - Office term completion
 - Termination of directorship
 - Resignation
 - Death
 - Removal from office by the Board's resolution

Executive Chairman Role.

1. Directing the Executive Committee to perform their duty efficiently for best interest of the company and being independent from management.
2. Endorses the meeting agenda, which are proposed by Executive Chairman/ director to ensure they are align with duty and responsibility of Executive Committee.
3. Supervise the executive directors to ensure that the management operate in accordance with the policy of the Board of Directors.
4. Supports and oversees directors to perform their duty in comply with the principles of good corporate governance and corporate business ethic.

7.4 Management Team Details

1) Management Team

Organization Chart Detail are as per item 7.1 Page 84

As of 31 December 2021, the management team consists of 5 members as follows:

No.	Name	Position
1.	Mr. Thammasak Jittimaporn	Chief Executive Officer / Acting Chief Corporate Support Officer
2.	Mr. Benyiam Songwatana	Chief Marketing Officer
3.	Ms. Nisanee Songwatana	Chief Channel Officer
4.	Ms. Apinya Kuljongcharoenlert	Acting Chief Financial Officer
5.	Mrs. Monthip Suewatanakul	Head of People Operations

Scope of Authority, Duties and Responsibilities of the Chief Executive Officer

- 1) Oversee and conduct the business of the Company, oversee strategic planning, and manage day-to-day operation of the Company.
- 2) Make key decisions of the Company, set the mission, objectives, direction and policies of the Company, and oversee the operations and management of each division.
- 3) Be vested with the authority to supervise, command, control, give orders and execute legal acts and contracts, documents, directives or notices within the scope specified in the authority manual.
- 4) Be vested with the authority to hire, appoint and transfer personnel including determine their scope of authority, duties and remuneration as deemed appropriate as well as to remove or dismiss employees at different levels as deemed appropriate and within the scope specified in the authority manual.
- 5) Be vested with the authority to finalize the terms of trade for the benefits of the Company.
- 6) Consider and propose new business investment opportunities or business dissolution to the Executive Committee and/or the Board.
- 7) Perform any other acts as assigned by the Executive Committee and/or the Board.

The delegation of authority, duties and responsibilities by the Chief Executive Officer shall exclude the delegation or sub-delegation of authority to approve any transactions in which the Chief Executive Officer or the delegates have conflicts of interest (as defined by the notifications of the Capital Market Supervisory Board). Such transactions shall be proposed to and approved by the Board and/or the meetings of shareholders (as applicable) in accordance with applicable rules of the Company or laws.

2) Director and Executive Remuneration Policies

The remuneration structure and remuneration criteria of the Executive Director and high level Executives consist of salary, bonus, scope of work, and responsibility. It shall be attractive and able to be retaining qualified people. It is at the same rate at same business and industry as the Company. The Remuneration and Nominating Committee considers the annual remuneration for the directors and executives, and proposes to the Board of Directors meeting for approval.

3) Remuneration of Directors and Executives

A. Remuneration of Directors

As of 31 December 2021, the meeting allowances received by the Board and the Board committees are as detailed below:

Name	Remuneration/Meeting Allowance					
	Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee	Total (Baht)
1. Mr. Picha Songwatana	220,000	-	-	-	-	220,000
2. Mrs. Saowanee Kamolbutr	280,000	270,000	165,000	-	20,000	735,000
3. Mr. Poolsak Tansitthipun	280,000	540,000	-	80,000	-	900,000
4. Mr. Voravat Tantranont	280,000	270,000	-	60,000	-	610,000
5. Mrs. Pratana Mongkolkul	280,000	-	360,000	60,000	15,000	715,000
6. Mrs. Chortip Songwatana Vhudhibhong	145,000	-	-	-	15,000	160,000
7. Mr. Benyiam Songwatana	145,000	-	120,000	-	-	265,000
8. Mr. Omar Songwattana	145,000	-	-	-	-	145,000
9. Mr. Thammasak Jittimaporn	145,000	-	120,000	-	-	265,000
Total (Bath)	1,920,000	1,080,000	765,000	200,000	50,000	4,015,000

- Other Remuneration

The bonus of the Board of Directors for the year 2021 will be proposed to the shareholders for consideration.

- Other Non-monetary Remuneration

-None-

B. The remuneration paid to top 4 Executive Committee and Executive

Executive Remuneration Years 2021	Amount (THB)
Salary, allowance, and bonus	16,844,000
Social security fund	15,300
Provident fund contribution	577,200
Total	17,436,500

Remark: The provident fund was established by the Company on 1 May 2016 and is managed by Kasikorn Asset Management Company Limited

- Other The remuneration paid to top 4 Executive Committee and Executive

-None-

4) Chief Executive Officer and Employee Remuneration Policy

Employees Remuneration Policy

The employee compensation policy is fair, attractive and be able to retain those who are well perform. Determination of its rate is appropriate with position and responsibility of job description and their supervisory, which bases on the following factors :

- 1) Situation which impacted company performance and other necessities.
- 2) Other companies, which are at the same level, compensation rates.
- 3) The wages rate in inbound labor market.
- 4) Economic situation of the country.

Composition

1) Salary	According to roles, responsibility and experience, The increasing compensation policy is depend on company operational performance, earnings, inflation rate and annual business goal.
2) Bonus	Bonus will depend on employee performance which evaluate by KPIs.
3) Welfare	There are medical fee which is beyond social welfares, life and accident insurance, provident fund, uniform, house loan, cremation expenses for case of death and the funeral of employee's family and welfare according to the laws.
4.Termination Compensation	According to laws.
5.Others Allowance	There are not any other allowance, however the Company will consider when it suitable

Chief Executive Officer Remuneration Policy

Determination of remuneration for the position of Chief Executive Officer is based on the responsibilities, competent, skills, experience and time devotion to the business. It will be an attractive amount which in line with corporate performance, size and revenue of the ,as well as the nature business in the same industry.

The Composition of short term remuneration

1) Salary	Bases on the responsibilities, competent, skills, experience
2) Annual Bonus	Bases on performance (Key Performance Indicators : KPIs) which will have been determined criteria every year.
3) Welfare	According to Company welfare and labor laws.

The composition of long term remuneration

The policy of long term remuneration will be relevant with company's growth rate which will be revenue, profits, investment budgets, market capital, Return on Asset (ROA), Return on Equity (ROE) and the growth of ESG (Environment, Social and Governance).The long term remuneration policy is during process of planning.

7.5 Employees

- **Number of Employees**

Number of employees by department and branch as of 31 December 2021 is as shown below.

No. of Persons for the years 2021	No. of Persons
Executive	5
Head Office	120
Branch	210
Total	355

Remark: The Number of head office employees and branch, excluding the number of employees who resigned during the year.

- **Employee Remuneration**

As of 31 December 2021, the total employee remuneration is as detailed below.

Employee Remuneration	Amount (THB)
Salary, allowance, and bonus*	83,487,551
Social security fund	1,532,815
Provident fund contribution	2,132,607
Total	87,152,973

Remark: * This excludes executive remuneration

7.6 Other Important Information

7.6.1 Corporate Secretary and Auditor Detail

- **Corporate Secretary**

The Board of Directors resolved to appoint Mrs. Monthip Suewatanakul as Corporate Secretary on 22 September 2020, The qualifications of Corporate Secretary detail as per Attachment 1.

Pursuant to Section 89/15 of the Public Limited Company Act B.E. 2535, the Board shall appoint a Corporate Secretary to be responsible for matters on behalf of the Company and the Board. In this connection, the Board, at its Meeting No. 5/2020 on 22 September 2020 resolved to appoint Mrs. Monthip Suewatanakul as the Corporate Secretary to replace Mr. Watsawan Limsupanark with effect from 22

September 2020 (Profile of the Corporate Secretary Attachment 1) Duties and responsibilities of the Corporate Secretary are as follows:

- 1) Ensure that all required information and reports within responsibility are disclosed to all related regulators as well as retain reports on conflicts of interest declared by directors or executives.
- 2) Prepare and retain the following documents:
 - 1) Director register;
 - 2) Board meeting notices and minutes, annual registration statements, and annual reports of the Company; and
 - 3) Notices and minutes of the meetings of shareholders.
- 3) Retain the reports on conflicts of interest filed by directors or executives and submit the copies thereof to the Board Chairman and the Chairman of the Audit Committee within seven business days from the receipt of such reports.
- 4) Arrange a system for safekeeping of the following documents, evidence and information to ensure that they are complete, correct and available for examination for at least five years from the date such documents or evidence are prepared.

Safekeeping of documents and evidence as mentioned above shall include safekeeping by means of a computerized system or any other systems and must be retrievable without any alteration.

- (1) Supporting information of motions proposed to the meetings of shareholders.
- (2) Financial statements and reports on the financial position and performance of the Company or any other reports that must be disclosed in accordance with Section 56, Section 57, Section 58, or Section 199 of the Securities and Exchange Act B.E. 2535.
- (3) The Company's opinions in the event that a general tender offer for the Company's shares is issued.
- (4) Information or any other reports prepared by the Company for disclosure to shareholders or the public as required by the Capital Market Supervisory Board.
- 5) Perform any other acts as required by the Capital Market Supervisory Board.
- 6) Perform duties with responsibility, due care, and integrity and comply with laws, objectives and articles of association of the Company, and resolutions of the Board and the meetings of shareholders as well as refrain from acts that significant conflict with the interest of the Company.
- 7) Perform duties with responsibility and due care in the same manner to be demonstrated by an ordinary person under the similar circumstance.
 - (1) Decisions are made in good faith and on reasonable grounds that they are for the best interest of the Company.

- (2) Decisions are based on information that is believed in good faith to be adequate; and
- (3) Decisions are made without his/her direct or indirect conflicts of interest.
- 8) Provide initial advices to the Board regarding laws, regulations, the Company's articles of association, corporate governance principles, and codes of conduct for directors. Conduct monitoring to ensure proper and consistent compliance and report material changes to the Board.
- 9) Prepare useful documents and information for new directors, as well as provide a briefing on the nature of business and business direction of the Company to new directors.
- 10) Arrange meetings of shareholders and Board meetings in compliance with applicable laws and the Company's articles of association.
- 11) Arrange for training sessions and seminars to expand directors' repertoire of knowledge, skills and experiences that contribute to their performance effectiveness.

In cases where a corporate secretary vacates his/her position or is incapable of performing his/her duty, the Board shall appoint a new corporate secretary within ninety days from the date the former corporate secretary has vacated his/her position or has been incapable of performing his/her duty.

In 2021, the corporate secretary has attended a seminar. Advances for Corporate Secretaries Course, listening to clarifications. And contribute opinions on various matters Organized by various departments Regulating listed companies Thai Institute of Directors To be used to improve the Corporate secretary work and corporate governance to be more efficient.

- 1) Sustainability Forum 2021.
- 2) CGR Criteria program 2023.
- 3) SD/ESG integration for sustainability.

- **Internal Audit**

The Company has appointed P&L Internal Audit Company Limited as the Company's internal auditor, led by Mr. Thanapat Wongwit being the main person responsible for the Company's internal auditor the Audit Committee reviewed the qualifications of P&L Internal Audit Company Limited and Internal Audit Team and was of the view that they are suitable to perform the said duty because of their independence, audit knowledge and abilities, and insights into the Company's business. The Company has engaged P&L Internal Audit Company Limited as its internal auditor. Detail are as per Attachment 3.

2) Investor Relations

Mr. Benyaim Songwatana, Investor Relations Department
contacted at Investor Relations Tel. 0-2300-4951

3) Audit Fee

In 2021, the Company and its subsidiaries' auditor remuneration was paid to EY Office Limited at Baht 2,350,000 (Non Audit Fee). which decreased from the year 2020 of Bath 210,000. The auditor firm was appointed by the 2021 AGM as the Company's auditor.

Such audit firm and its designated auditors do not have relationships or conflicts of interest with the Company or the Company's executives or major shareholders, including their related persons.

Audit Fee of the Company

Unit: THB	2021
1. Annual audit fee	1,220,000
2. Interim financial statements review fee	780,000
Total	2,000,000

Audit Fee of the Subsidiaries

Unit: THB	2021
1. Annual audit fee	290,000
2. Interim financial statements review fee	60,000
Total	350,000

8. Corporate Governance Milestones

8.1 Performance of the Board of Directors in the Past Year

Record of Board and Board Committee Meeting Attendance as of 31 December 2021

Name	Attendance/Total No. of Meetings						
	Board of Director	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee	Executive Committee	Annual General Meeting of Shareholders
1. Mr. Pricha Songwatana	5/5	-	-	-	-	-	1/1
2. Mrs. Saowanee Kamolbutr	5/5	6/6	3/3	-	1/1	-	1/1
3. Mr. Poolsak Tansitthipun	5/5	6/6	-	3/3	-	-	1/1
4. Mr. Voravat Tantranont	5/5	6/6	-	3/3	-	-	1/1
5. Mrs. Pratana Mongkolkul	5/5	-	3/3	3/3	1/1	-	1/1
6. Mrs. Chortip Songwatana Vhudhibhong	5/5	-	-	-	1/1	7/7	1/1
7. Mr. Benyiam Songwatana	5/5	-	3/3	-	-	7/7	1/1
8. Mr. Omar Songwattana	5/5	-	-	-	-	-	1/1
9. Mr. Thammasak Jittimaporn	5/5	-	3/3	-	-	7/7	1/1
10. Mr. Nopppl Chuklin	-	-	-	-	-	3/7	-
11. Ms. Nisanee Songwatana	-	-	-	-	-	7/7	-

1 Performance Assessment of the Board, Board Committees and Chief Executive Officer

To align with the good corporate governance principles for listed companies, the Board arranged for the assessments of the Board, the Board Committees, and the Chief Executive Officer least annually. The performance evaluation process is responsible by the Nomination Remuneration and Good Corporate Governance Committee for reviewing the assessment every year in order to be up to date and to be in accordance with the company's objectives and goals. The Corporate Secretary will compile the results of the assessment to report to the Board of Directors for the evaluation results.

The Board assessment addresses: Board structure and qualifications of directors, Board meetings, and roles, duties and responsibilities of directors. The Chief Executive Officer assessment is divided into the performance category and the development category. In 2021, the average assessment results are as follows:

Assessment	Result	
	Self Evaluate	Committee Evaluate
Self-assessment of the Board	Excellence	Excellence
Self-assessment of the Audit Committee	Excellence	Excellence
Self-assessment of the Good Corporate Governance	Excellence	Excellence
Self-assessment of the Nomination and Remuneration Committee	Good	Good
Self-assessment of the Risk Management Committee	Excellence	Good
Assessment	Result	

Self-assessment of the Chief Executive Officer Good

Remark: The definitions of scores used in the assessments are as follows:

- 1 = Disagree or minimal action on such matter (Need Improvement)
- 2 = Agree or reasonable action on such matter (Fair)
- 3 = Strongly agree or effective action on such matter (Good)
- 4 = Totally agree or excellent action on such matter (Excellence)

(1) Independent Directors

Qualifications of Independent Directors

- Must not hold shares in excess of 1% of the total number of voting shares of the Company, or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest, whilst the number of shares held by any related person of such independent director must also be counted.
- Is not or has not been a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person with controlling interest, of the Company or of the Company's parent company, subsidiaries, associated companies, sister companies, major shareholders, or of persons with controlling interest of the Company, unless such an independent director has not possessed the characteristics referred to above for at least 2 years prior to the date on which a permission is sought from the SEC. Such prohibited characteristics shall not apply to an independent director who used to be a government officer or an advisor to a government authority, which is major shareholder or person with controlling interest of the Company.
- Is not a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, child, or a spouse of a child of an executive, a major shareholder, a person with controlling interest, or a person to be nominated as an executive or a person with controlling interest of the Company or its subsidiaries.

- Does not have or has not had any business relationship with the Company, the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest in a manner that may obstruct one's independent judgment, and is not or has not been a significant shareholder or a person with controlling interest of the person that has business relationship with the Company, or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest of the Company, unless such an independent director has not possessed the characteristics referred to above for at least 2 years prior to the date on which a permission is sought from the SEC.
- Is not or has not been an auditor of the Company or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest, and is not a significant shareholder of a person with controlling interest, or a partner of any audit firm or office which the auditor of the Company, or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest of the Company is working for, unless such an independent director has not possessed the characteristics referred to above for at least 2 years prior to the date on which a permission is sought from the SEC.
- Is not or has not been any professional service provider, including legal or financial advisor who obtains fee of more than Baht 2 million per year from the Company, the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest of the Company, and is not a significant shareholder, a person with controlling interest, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least 2 years prior to the date on which a permission is sought from the SEC.
- Is not a director appointed as a representative of a director of the Company, major shareholders, or shareholders who are related parties of major shareholders.
- Does not engage in any business which is the same as or in significant rival with the Company or the Company's subsidiaries, or is not a significant partner in a partnership, or a director participating in management role, an employee, an officer, an advisor obtaining regular salary from, or a shareholder holding more than 1 percent of the shares with voting rights of other companies engaging in any business which is the same as or in significant rival with the Company or the Company's subsidiaries.
- Does not have any other characteristics which may restrict such person from rendering independent opinions on the Company's operations.

- Independent directors whose qualifications meet the above criteria may be assigned by the Board to make collective decisions about the business operations of the Company, the Company's parent company, subsidiaries, associate companies, sister companies, major shareholders or persons with controlling interest.

Nomination of the Independent Director

The company has set the criteria for the Nomination of the Independent Director. by considering the qualifications and competence suitable for the business strategy of the organization, must be independent directors with qualifications as required by the Securities and Exchange Commission and the Stock Exchange of Thailand. The Nomination and Remuneration Committee is responsible for the selection and screening of suitable persons and proposes to the board of director meeting for approval.

(2) Nomination of the Board, Board Committees and Executives

The nomination process of the positions of directors and executives has been determined on qualifications, knowledge, competence, experience, responsibilities of directors according to the diversity structure of directors (Board Diversity), which consists of age, gender, qualifications and knowledge, as well as experience related to the company's business, such person must fully meet the qualification requirements pursuant to Section 68 of the Public Limited Companies Act B.E. 2535 and the Notification of the Capital Market Supervisory Board No. 39/2559 Thor. Jor. Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares dated 30 September 2016 (Codified). Nominated individuals must have no prohibited characteristics as prescribed in the Notification of the Securities and Exchange Commission regarding executives of companies issuing securities. In addition, directors and executives must not have record of law violation during the past 10 years prior to the filing of the application, must not be declared bankrupt by the court's final judgment, nor violated the rules, regulations, notifications, orders, resolution of the boards, listing agreement with the Stock Exchange of Thailand, and the circulars of the Stock Exchange of Thailand, nor have been involved in pending dispute or litigation. The Company has set the criteria regarding the composition and nomination of each committee and executive as follows:

Board of Directors' Composition and Nomination

1) The Company has the Board which is responsible for the overall operations of the Company. The Board consists of at least 5 directors and at least one-half of the directors must be domiciled in Thailand. The directors must possess the qualifications as required by the laws.

2) At least one-third of the total number of directors, but not less than three directors, must be independent directors with qualifications as required by the Securities and Exchange Commission and the Stock Exchange of Thailand

3) The meetings of shareholders shall appoint directors according to the following criteria and method.

- a. One share equals one vote.
- b. Each shareholder may cast all their votes for a single nominee or divide their votes for multiple nominees at any number.
- c. Nominees receiving the highest totals of votes are elected for the Board according to the number of Board seats available or open for election. In case of a vote tie for the last open seat, the chairman shall have a deciding vote.

4) The Board shall elect a director as Chairman of the Board and may elect a director or directors as Vice Chairman or Vice Chairmen to perform duties as specified in the Company's Articles of Association and as assigned by the Chairman.

5) The nomination process and appointment of directors will be responsible by the Nomination Remuneration and Good Governance Committee. The committee will recruit, select and verify qualified person from various reliable sources such as director pools (IOD), the shareholders nomination and they will be nominated to Board of Directors or Shareholders' meeting. Criteria and qualification is determined according to Board Diversity and Skill Matrix together with the information from Board of Directors's valuation.

Regarding the appointment of 2 Directors which was resolved by the Board of Directors' meeting no 2/2565 on February 25, 2022, they were nominated by the Nomination and Remuneration Committee, and their qualification are according to Board Diversity and Skill Matrix.

Audit Committee Composition and Nomination

- 1) The Audit Committee consists of at least 3 independent directors.
- 2) At least 1 member of the Audit Committee shall have knowledge, background or experience in accounting or finance and current knowledge about the changes in financial reporting.
- 3) Members of the Audit Committee shall have qualifications as follows:
 - a. Having qualifications as required by the relevant laws, particularly the laws on securities and exchange, and the regulations of the Stock Exchange of Thailand
 - b. Not being appointed as representative to protect the benefit of directors, major shareholders or related parties of the major shareholders.
 - c. Being able to perform duties and provide opinions or report the performance of assigned duties with independence from the control of the Company's executives or major shareholders, including their related parties or close relatives.
 - d. Being credible and widely recognized.

- e. Being able to adequately dedicate time to their duties as members of the Audit Committee.

4) Each member of the Audit Committee shall not hold shares in excess of 1% of the total number of voting shares of the Company, or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest, whilst the number of shares held by any related person of such member of the Audit Committee must also be counted.

Qualifications of the Audit Committee

The qualification criteria applicable to the Audit Committee are the same as those applicable to independent directors with the following additional qualification requirements.

- Is not appointed by the Board to make decisions regarding the operation of the Company, the Company's parent company, subsidiaries, associated companies, sister companies, major shareholders, or persons with controlling interest.
- Is not a director of the Company's parent company, subsidiaries or sister companies that are listed companies.
- Possesses adequate knowledge and experience to fulfil his/her duties as member of the Audit Committee. At least 1 member of the Audit Committee shall have adequate knowledge and experience to review the reliability of financial statements.
- Having the duties as specified in the Stock Exchange of Thailand's Notification on Qualifications and Scope of Work of the Audit Committee.

Executive Committee Composition and Nomination

- The Executive Committee consists of at least 2 directors and/or the Chief Executive Officer and/or executives and/or the Chief Operating Officer and/or Chief Merchandising Officer and/or Chief Financial Officer and/or Chief Business Development Officer.
- The chairman of the Executive Committee and members of the Executive Committee are appointed by the Board.
- Members of the Executive Committee shall have qualifications and no prohibited characteristics under the regulations of the Securities and Exchange Commission.
- Members of the Executive Committee shall not operate or manage or be involved in the management or operation of businesses that are in competition with the Company.

Nomination Remuneration and Good Corporate Governance Committee Composition

- The Nomination Remuneration and Good Corporate Governance Committee is appointed by the Board and consists of at least 3 members.
- At least second-third of the total members of the Nomination Remuneration and Good Corporate Governance Committee shall be independent directors.
- The Nomination Remuneration and Good Corporate Governance Committee shall elect one of its members as the Chairman of the Nomination Remuneration and Good Corporate Governance Committee

Risk Management Committee Composition and Nomination

The Risk Management Committee shall be appointed by the Board and shall consist of at least 3 members whereby all members of the Risk Management Committee shall be the Company's directors. The number of independent directors and non-executive directors serving on the Risk Management Committee should constitute the majority of the Committee or should be as deemed appropriate by the Board. A member of the Risk Management Committee shall be appointed as the Chairman of the Risk Management Committee by the Board.

Nomination of Chief Executive Officer

The Nomination and Remuneration Committee is responsible for considering policies and criteria applicable to the recruitment, selection and nomination of a qualified person for the position of Chief Executive Officer as well as for conducting performance assessment and considering the annual remuneration of the Chief Executive Officer prior to proposal thereof to the meeting of the Board and/or the shareholders as applicable.

2. Meeting Attendance and Remuneration of Directors

Meeting Attendance and Remuneration of Directors. Detail are as per item 8.1 Page 108

A. Remuneration of Directors

The General Meeting of Shareholders No. 1/2021 on 27 April 2021 approved the monthly remuneration and meeting allowance of directors according to their positions as follows:

Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)	Remark									
1. Board of Directors - Chairman - Member	45,000 15,000	20,000 20,000	Remuneration of directors who are also the Company’s executives shall be as follows: <table><tr><td>Position</td><td>Monthly Remuneration (Baht/Month/Person)</td><td>Meeting Allowance (Baht/Meeting)</td></tr><tr><td>Board Chairman</td><td>10,000</td><td>20,000</td></tr><tr><td>Board members</td><td>10,000</td><td>5,000</td></tr></table> Remark: The above rates of remuneration and meeting allowance shall also be applied to non-independent directors of the Company.	Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)	Board Chairman	10,000	20,000	Board members	10,000	5,000
Position	Monthly Remuneration (Baht/Month/Person)	Meeting Allowance (Baht/Meeting)										
Board Chairman	10,000	20,000										
Board members	10,000	5,000										
2. Audit Committee - Chairman - Member	35,000 15,000	20,000 15,000	-									
3. Nomination and Remuneration Committee - Chairman - Member	- -	20,000 15,000	-									
4. Risk Management Committee - Chairman - Member	25,000 10,000	20,000 15,000	Members who were employees of the Company are not entitled to the meeting allowance.									
5. Good Corporate Governance Committee - Chairman - Member	- -	20,000 15,000	-									

B. Other Remuneration

-None-

3. Supervision of Subsidiaries

As a mechanism to supervise subsidiaries and protect the Company's investment interest, the Board assigns the Company's representatives to serve as directors, executives, and persons with controlling interest of the Company's subsidiaries as well as sets the scope of their authority, duties and responsibilities as a management guideline. Rules and requirements of relevant regulators are also applied to the subsidiaries in relation to their disclosure of financial statement and their related-party transactions. In addition, the Company monitors, reviews and checks the performance of its subsidiaries through an adequate and appropriate internal control system to protect the best interest of the Company.

4. Corporate Governance Policy and Guideline Compliance Control

Detail are as per item 6.3 Milestone Development on the CG Policy, Guidelines and System, Page. 84

(1) Avoidance in Conflicts of Interest

Detail are as per item 9.2 Related Parties Transactions, Page. 129

(2) Using internal information for benefits

The Company has a policy and measure for the directors, executives, and employees of the company disallow using internal information that has influence on the movement of securities and assign for report the changes in securities holding within 3 days. In the past years, didn't find the directors, executives, and employees using internal information for benefits.

(3) Anti-Corruption Policy

In operating its business, the Company upholds honesty, integrity, transparency, responsibility towards the society and all stakeholders, and anti-corruption practices. The Company also aims join the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). In this connection, to demonstrate its earnest commitment, the Company has formulated the Anti-Corruption Policy which is communicated across the organization to foster the corruption-free culture to ensure that directors, executives, and employees at all levels acknowledge and comply with this Policy. Practice guidelines for directors, executives, and employees pursuant to the Policy are as follows:

1) The Board is responsible for the formulation of the Anti-Corruption Policy and communicating the Policy to employees and all related parties. The Board shall also exercise oversight to ensure

compliance with the Anti-Corruption Policy and the review of the Company's compliance with the Policy, regulations, rules, Articles of Association, and laws on a regular basis.

2) The Company encourages knowledge sessions for executives and employees with the aim of fighting against corruption and promote honesty, integrity, and responsibility in the performance of duties. In addition, the Company strictly adheres to the Anti-Corruption Policy and the Good Corporate Governance to demonstrate its earnest commitment.

3) Directors, executives and employees of the Company shall not, directly or indirectly, commit or support corruption and bribery in all forms and shall strictly comply with anti-corruption measures.

4) Directors, executives and employees shall cooperate with government and private organizations in anti-corruption efforts as and when necessary and appropriate.

5) Directors, executives and employees shall not ignore or neglect any actions which may be considered as corruption that has come to their knowledge. They shall report such cases to their supervisors or related parties for further investigation and, for material cases, escalation to a relevant committee and shall provide cooperation to investigation or inquiries.

6) The Audit Committee has the duty and responsibility to review financial reports and the internal control and internal audit systems to ensure their appropriateness and adequacy for the prevention of potential corruption risk.

The Company regularly has training program of knowledge and understanding for the employees regarding anti-corruption policy. In 2022, training is scheduled to be held on April 8, 2022.

(4) Whistle Blowing Program

To promote compliance with the good corporate governance principles and the Company's Code of Conduct and Anti-Corruption Policy and to protect the best interest of all stakeholders, the Company has established the Audit Committee which is responsible for reviewing the Anti-Corruption Policy and the changes thereto, reviewing the reports on internal control and audit, assessing the corruption risk assessment, handling internal fraud complaints by initiating investigation of the reported cases and escalating the cases to the Board to jointly identify applicable punishments or solutions.

In this connection, the Company has established whistle blowing channels and whistle blower protection program as well as encourages executives, employees and stakeholders to report suspicious incidents or behaviors via the following channels:

Whistle Blowing Channels

Executives, employees and stakeholders are encouraged to submit whistle blowing complaints which contain information about their names, e-mail addresses, and telephone numbers and details of such cases to:

- Mrs. Saowanee Kamolbutr Independent Director / Member of the Audit Committee
E-mail: saowanee@fnoutlet.com
- Mrs. Pratana Mongkolkul Independent Director / Member of the Audit Committee
E-mail: pratana@fnoutlet.com
- Company Secretary
E-mail: corporatesecretary@fnoutlet.com

Whistle blowers and persons assisting with the investigation and interrogation are protected. Their names, surnames, addresses and photos including other indications of their identity as well as information supplied will be treated with anonymity and confidentiality for the purposes of safety protection and harm prevention for them. The policy concerning this matter is published on the Company's website.

8.2 Reports of Audit Committees Performance in the Past Year

1. Record of Audit Committee Meeting Attendance

Detail are as per item 8.1 Performance of the Board of Directors in the Past Year, Page. 108

2. Performance of the Audit Committee

Audit Committee Report

The Board of Directors has appointed the Audit Committee which is comprised of three independent directors and at least one of the member of the Audit Committee shall have knowledge, understanding and experience in the field of accounting or finance and shall possess updated knowledge about the causes of changes in financial reports in order to review the quarterly and annual separate and consolidated financial statements of the Company and its subsidiary, internal control systems, internal audit, related-party transactions, risk management, regulatory and legal compliance, corporate governance practices, including the nomination of the Company's auditor and the determination of audit fee.

The Audit Committee has performed duties in accordance with the Charter of the Audit Committee and the scope of authority and duties assigned by the Board of Directors. In 2021, the Audit Committee held six meetings. The Auditor Committee met with the auditor without participation of the management team, and had discussions with the auditor to deliberate on material matters of the Company within the scope of duties and responsibilities assigned by the Board of Directors. Highlights of the Audit Committee's performance are as follows:

1. The Audit Committee reviewed the quarterly and 2021 annual separate financial statements of the Company and its subsidiary which had been reviewed and audited by the Company's auditor. The Audit Committee met with the auditor and the management team to review the quality of financial reports, the accounting policies, the accounting estimates and the evidence and accounting system. The Audit Committee also met with the auditor to promote open and independent discussion. The auditor were able to independently perform their duties and exercised their independent and fair judgment within the framework of auditing standards. The Audit Committee also reviewed the quality of audit works to ensure the reliability and creditability of financial statements in all material respects in accordance with the accounting standards and the financial reporting standards with adequate disclosure of information in the notes to the financial statements in light of the Company's operations before proposing the financial statements to the Board of Directors for consideration and subsequently to the meeting of shareholders for approval.

2. The Audit Committee reviewed the internal controls and internal audit. The Company has appointed P&L Internal Audit Company Limited as the Company's internal auditor and the internal audit revealed that the Company's internal controls were adequate and suitable in light of the Company's business operations. In addition, the Company's internal controls in different parts were materially adequate and met the standards specified in the Internal Control Adequacy Assessment of the Office of Securities and Exchange Commission. The Audit Committee reviewed the structure and budget of the Internal Audit term for 2018 to ensure its ability to effectively carry out the internal control system audit and monitoring plan in line with the Company's future business directions.

3. The Audit Committee conducted reviews to ensure that related-party transactions and potentially involving conflicts of interest were appropriately and adequately examined with an aim to promote compliance with the laws and the requirements under the notifications of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee also recommended the management team to escalate transactions that related-party transactions that were not normal business transactions or were not conducted on an arm's length basis to the Audit Committee for consideration and opinion prior to proposal thereof to the Board of Directors or the shareholders for approval in advance of transaction execution. These transactions were adequately disclosed in this Annual Report.

4. The Audit Committee arranged for reviews of work processes in accordance with the laws, rules, regulations and corporate governance principles and required the organization-wide compliance with the requirements under the notifications of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, accounting standards and policies of the Company. The Audit Committee also encouraged the adoption of the corporate governance principles and the anti-corruption practices and provided whistleblowing channels, through which non-compliance with the laws, rules, regulations and codes of conduct, with a view to promoting transparency and operational efficiency.

5. The Audit Committee nominated the Company's auditors and determined the audit fee by taking into consideration the auditor's qualifications, independence, insights into the Company's businesses

and operations. In this regard, the Audit Committee endorsed the nomination of EY Company Limited as the Company's auditor for 2021 accounting period which was proposed the matter to the Board of Directors for consideration prior to proposal thereof to the meeting of shareholders of the Company for approval

8.3 Summary performance of Sub-committee

1. Audit Committee Meeting Attendance

Detail of Audit Committee Meeting Attendance are as per item 8.1 Summary of the Board's Performance in the Past Year. Page 108

2. Performance of Sub-committees

Performance of Sub-committee disclosed in Audit Committee Report, Risk Management Committee Report, Nomination and Remuneration Committee Report and Good Corporate Governance Committee Report. Detail are as per Attachment 6.

8.4 Director's Development

The Company has a policy to encourage directors to develop knowledge and ability to perform duties as directors. In order to the performance of directors to be effective, the directors shall attend training courses that are beneficial to the performance of their duties. the Company Secretary is responsible to present the relevant courses to the Board of Directors for participation. Directors have participated in training with the Thai Institute of Directors (IOD) or out of a total of 9 directors, representing 100%. In 2021, there are 1 director have passed the training program Board Nomination and Compensation Program (BNCP), Class 12/2021, Director Relationship Certification Program (DLCP), Class 2/2021, and Ethical Leadership Program (ELP), Class 21/2021

8.5 Director Orientation

The Company has a policy of orientation for new directors to gain knowledge and understanding of the Company's business operations including objectives, goals and regulations, rules and policies related to Basic information such as organizational structure, laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission to provide directors with an understanding of their roles and scopes of directorship. as well as schedule meetings of the Board of Directors and other important information. The Company Secretary is responsible for conducting orientation for directors. In terms of preparing information and holding meetings between directors.

A woman with long dark hair, wearing a white long-sleeved dress with a ruffled collar and a small bow at the neck, stands by a large circular window. She is looking down and to the left. The window looks out onto a lush green mountain landscape. The scene is softly lit, suggesting a calm, early morning or late afternoon atmosphere. The woman's dress has a subtle texture and a small pocket on the side. The overall mood is serene and minimalist.

INCO

Women

9. Internal Control and Related-Party Transaction

9.1 Internal Control

9.1.1 - 9.1.3 Summary of Opinion of Board of Directors on Internal Control System

In the Board of Directors Meeting No.1/2022 on 23 February 2021, on which three members of the Audit Committee also served, assessed and reviewed the adequacy of the internal control system. The Board of Directors was of the view that the Company's internal control system in material parts was adequate to achieve the Company's business operation's objectives and the conclusion of the assessment as per the Internal Control Adequacy Assessment form of the Office of Securities and Exchange Commission was made. The Company's internal control system and the operational system were assessed through the cooperation with the Company's auditors, internal audit officers and the management on the following five topics: 1) Organization control and environment, 2) Risk management, 3) Management control, 4) Information and Communication and 5) Monitoring as per the details below:

Part 1. Organization Control

The Company has established the Corporate Governance Policy and the Code of Conduct as operating framework. In addition, the Corporate Governance Policy and the Code of Conduct, whistleblowing channel as well as the Anti-Corruption Policy are disseminated on the Company's website to promote proper understanding and compliance among directors, executives and employees at all levels. The Board is independent of the management, and the charters of the Board and Board committees have been developed to clearly define their roles, duties and responsibilities. The Audit Committee is involved in the development of the Company's internal controls and is in charge of reviewing the Company's internal control and audit to ensure their suitability. Furthermore, the Board of Directors clearly determined the vision and mission as the operational guideline for the management and employees, which has been regularly monitored to ensure achievement of the operation's objectives and restructured the organization to accommodate the business growth.

Part 2. Risk Management

The Company has adopted effective risk management processes to minimize potential risks from internal and external factors and to promote enterprise-wide risk management. In addition, the Risk Management Committee has been appointed to supervise compliance with the Risk Management Policy approved by the Board, review the risk management reports and evaluate material risk issues to the Board to ensure that the Company's risks are adequately and properly managed. The Company also arranged for a review of internal risk management plan, the progress of which will be reported to the Risk Management Committee.

Part 3. Operational Control

The Board of Directors has set 5 Committees consisting of the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee and the Executive Committee. These Committee perform duties within the scope and authority specified in their individual charters.

The Company has established the internal controls on all levels based on structure of each division and has clearly defined the authority, duties and responsibility and has developed the approval authority framework in writing. The framework has been approved by the Board and provides detailed information about the approval authority applicable to general and significant activities relating to key work processes of the Company, including the procedures and sequences of actions, such as review, sign-off and approval, and the approval limits. The management is delegated to execute acts within the scope of authority and duties assigned by the Board and such empowerment has led to extra operational agility, the decentralization based on functional duties of the delegates, and the alignment and auditability of operations. The Company requires that the approval authority framework be regularly reviewed and updated in light of its current business operations.

Part 4. Information and Communication

The Company prepared material information to support the Board of Director's decisions by communicating such material information accurately and completely such as Company's financial statements, consolidated financial statements, notes to the financial statements and financial information which are jointly reviewed by the Audit Committee, the Company's auditors and those involving in preparation of the financial statements on a quarterly basis to ensure that the accounting policy in accordance with the generally accepted accounting principles is used by the Company and appropriate for the Company's nature of business, as well as disclosure of information as required by law.

Moreover, the Company has placed importance on the information and communication systems and has conducted IT general audits which reveal that the Company's IT general controls are adequate.

The Company has also made available on its website a communication channel through which the shareholders can submit their proposals of meeting agenda items and/or the nomination of qualified persons for directorship and questions submitted in advance for the AGM, and the general public can use as a whistle blowing and complaint reporting channel to the Company's e-mail : corporatesecretary@fnoutlet.com or

Mr. Pricha Songwatana	Chairman of the Executive Committee	ps@fnoutlet.com
Mrs. Saowanee Kamolbutr	The 1st Vice Chairman of the Board of Directors / Audit Committee	Saowanee@fnoutlet.com

Part 5. Monitoring

The Company has established the mechanism for proper and ongoing monitoring and supervision. In 2021, there were 8 Board of Directors meetings to monitoring the performance of the management as to whether the goals and strategic plan are achieved and implemented. In addition, the Company has appointed P&L Internal Audit Company Limited as an internal auditor of the Company. The internal auditor has developed an internal control audit plan for the Company, monitored and independently presented the internal control audit reports to the Audit Committee to discuss key issues that have material impact on the Company's operations and solutions of such issues before proposing to the Board of Directors. The Company also arranged Executive Committee meetings in each month and a Board of directors meeting every quarter to track the Company's performance and progress against the business strategy and goals, and to determine the directions, solutions and monitoring processes to enhance the operation effectiveness.

9.1.4 Head of Internal Audit Team

The Company has appointed P&L Internal Audit Company Limited as the Company's internal auditor, led by Mr. Thanapat Wongwit being the main person responsible for the Company's internal auditor the Audit Committee reviewed the qualifications of P&L Internal Audit Company Limited and Internal Audit Team and was of the view that they are suitable to perform the said duty because of their independence, audit knowledge and abilities, and insights into the Company's business. Details are as per Attachment 3

9.1.5 Appoint, dismiss or transfer the employment of the Head of the Internal Audit Department

The Audit Committee approve budget and manpower plan of the Internal Audit Department and Appoint, dismiss, transfer, or terminate the employment of the Head of the Internal Audit Department.

9.2 Related-Party Transaction

The Company has entered into transactions with parties with potential conflicts of interest and related parties which have common shareholders or common directors or have related parties of executives, directors and shareholders of the Company as their directors, persons with controlling interest or shareholders. In this regard, the Audit Committee conducted audits and reviewed the appropriateness and reasonableness of these transactions, including their pricing and conditions which should be on an arm's length basis. Transactions between the Company and related parties with potential conflicts of interest in the fiscal year of 2021 are as follows:

Related Party	Type of Business	Relationship
1) Chonisben Company Limited	Retail and wholesales trading	<ul style="list-style-type: none"> Have a common shareholder with the Company, namely QIU Asset Company Limited which owns the equity totaling 97.99% of Keypoint Construction Company Limited's registered capital. Have a common director with the Company, namely Mr. Benyiam Songwatana and Mrs. Chortip Songwatana Vudhibhong. In this regard,
2) QIU Asset Company Limited	Real estate development	<ul style="list-style-type: none"> Be a major shareholder of the Company owning shares equivalent to 31.49% of the Company's registered capital. Have common directors and authorized signatories with the Company, namely Mrs. Chortip Songwatana Vudhibhong and Mr. Benyiam Songwatana who own shares equivalent to 33.33% and 33.33% of QIU Asset Company Limited's registered capital, respectively.
3) Pre-Proud Company Limited	Real estate development	<ul style="list-style-type: none"> Have common shareholders with the Company, namely QIU Asset Company Limited and Mr. Varachai Songwatana owning shares worth 42.00 % and 19.00% of Pre-Proud Company Limited's registered capital, respectively. Have common directors and authorized signatories with the Company, namely Mrs. Chortip Songwatana Vudhibhong.
4) Ka-Nomjeen Bangkok Company Limited	Restaurant	<ul style="list-style-type: none"> Have common directors and authorized signatories with the Company, namely Mrs. Chortip Songwatana Vudhibhong and Mr. Benyiam Songwatana who own shares equivalent to 35.00% and 35.00% of Ka-Nomjeen Bangkok Company Limited's registered capital, respectively.
5) Be Wise (Thailand) Company Limited	Restaurant and beauty product	<ul style="list-style-type: none"> Have common directors and authorized signatories with the Company, namely Mrs. Chortip Songwatana Vudhibhong.

Related Party	Type of Business	Relationship
		<ul style="list-style-type: none"> QIU Asset Company Limited, holds shares of Be Wise (Thailand) Company Limited through Pre-Proud Company Limited at 96.00% of its registered capital.
6) At Bangkok Co., Ltd	Design and distribution of ready-to-wear clothes branded “FLYNOW”	<ul style="list-style-type: none"> Have common directors, namely Miss Chutinart Songwatana, Miss Reeve Songwatana and Mr. Omar Songwatana who own shares equivalent to 58.35%, 11.75%, and 8.56% of At Bangkok Company Limited’s registered capital, respectively. Spouse of Mr. Varachai Songwatana, the Company’s shareholder and director, holds shares equivalent to 11.75% of At Bangkok Company Limited’s registered capital.
7) Health Water Company Limited	Drinking water production and distribution	<ul style="list-style-type: none"> Have a common shareholder with the Company, namely QIU Asset Company Limited which owns shares equivalent to 39.25% of Health Water Company Limited’s registered capital. Spouse of Mrs. Chortip Songwatana Vudhibhong, the Company’s shareholder and director, is a director of Health Water Company Limited and holds shares equivalent to 10.00% of Health Water Company Limited’s registered capital.
8) Neo Key Company Limited	Furniture distributor	<ul style="list-style-type: none"> Mother of the Company’s major shareholders, namely Miss Reeve Songwatana, Mrs. Keerada Songwatana, and Mr. Omar Songwatana, is a director of Neo Key Company Limited and holds shares equivalent to 99.98% of Neo Key Company Limited’s registered capital.
9) Pro-Proud Company Limited	Distribution of ready-to-wear clothes branded “Missy”	<ul style="list-style-type: none"> Have a common shareholder with the Company, namely Miss Chutinart Songwatana who owns shares equivalent to 26.00% of Pro-Proud Company Limited’s registered capital. Spouse of Mr. Varachai Songwatana, the Company’s shareholder and director, is a director of Pro-Proud Company Limited and holds shares equivalent to 42.00% of Pro-Proud Company Limited’s registered capital.
10) White Magnolia Company Limited	Distribution of ready-to-wear clothes branded “A-Dress” and “Perform”	<ul style="list-style-type: none"> Have a common shareholder with the Company, namely Mr. Varachai Songwatana who owns shares equivalent to 2.10% of White Magnolia Company Limited’s registered capital. Spouse of Mr. Varachai Songwatana, the Company’s shareholder and director, is a director of White Magnolia Company Limited and holds shares equivalent to 97.12% of White Magnolia Company Limited’s registered capital.

Related Party	Type of Business	Relationship
11) The F1 Company Limited	Real estate leasing	<ul style="list-style-type: none"> Mr. Pricha Songwatana, the Company's director, is a shareholder of The F1 Company Limited and holds shares equivalent to 99.99% of The F1Company Limited's registered capital.
12) Arting Company Limited	Distributor of furniture	<ul style="list-style-type: none"> Have a common director and authorized signatory with the Company, namely Mrs. Omar Songwatana. In this regard,

Details of the transactions between the Company and related parties with potential conflicts of interest in the fiscal year of 2021 are as follows:

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness																					
		2021 (Consolidated Financial Statements)																						
<ul style="list-style-type: none">Chonisben Company Limited	<u>Property leasing:</u> The Company leased out warehouse in Phetchaburi and Head Office of its outlet branches to Chonisben Company Limited	0.24	<p>The products of Chonisben Company Limited add a greater variety to the Company’s product range and enable the Company to better cater to customers’ needs. As of December 31, 2021, Chonisben Company Limited owed utility expenses to the Company totally of Baht 0.001 million. The Company partially leased out warehouse of its Phetchaburi and Head Office outlet branches to Chonisben Company Limited as detailed below:</p> <table><tr><th></th><th>Head Office</th><th>Phetchaburi</th></tr><tr><td>Size</td><td>10 sq.m.</td><td>30 sq.m.</td></tr><tr><td>Use</td><td>Office</td><td>Warehouse</td></tr><tr><td>Lease term</td><td>3 years</td><td>3 years</td></tr><tr><td>Lease and service fee</td><td>Baht 15,000 per month</td><td>Baht 5,100 per month</td></tr><tr><td>Security deposit</td><td>Baht 45,000</td><td>Baht 30,600</td></tr><tr><td>Reference rate</td><td colspan="2">The fee was based on the appraisal conducted by Panns Integrated Property Company Limited, an appraiser on the SEC’s approved list. Mr. Suvit Tantrakook, appraiser registration no. WorTor. 123, conducted the appraisal on 21 November 2017.</td></tr></table>		Head Office	Phetchaburi	Size	10 sq.m.	30 sq.m.	Use	Office	Warehouse	Lease term	3 years	3 years	Lease and service fee	Baht 15,000 per month	Baht 5,100 per month	Security deposit	Baht 45,000	Baht 30,600	Reference rate	The fee was based on the appraisal conducted by Panns Integrated Property Company Limited, an appraiser on the SEC’s approved list. Mr. Suvit Tantrakook, appraiser registration no. WorTor. 123, conducted the appraisal on 21 November 2017.	
		Head Office		Phetchaburi																				
	Size	10 sq.m.		30 sq.m.																				
	Use	Office		Warehouse																				
Lease term	3 years	3 years																						
Lease and service fee	Baht 15,000 per month	Baht 5,100 per month																						
Security deposit	Baht 45,000	Baht 30,600																						
Reference rate	The fee was based on the appraisal conducted by Panns Integrated Property Company Limited, an appraiser on the SEC’s approved list. Mr. Suvit Tantrakook, appraiser registration no. WorTor. 123, conducted the appraisal on 21 November 2017.																							
<u>Security deposit:</u> The Company received security deposit from Chonisben Company Limited	0.08																							
<u>Other revenue:</u> Chonisben Company Limited	0.04																							
			Remark: Chonisben Company Limited has made a letter requesting assistance for the exemption and reduction of rental fees. And service charges due to the impact of the COVID-19 situation And the																					

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	<p>paid utility expenses to the Company</p> <p><u>Product purchase:</u> The Company purchased products of Chonisben Company Limited for resale</p> <p><u>Other accounts receivable:</u> Chonisben Company Limited owed utility expenses to the Company</p>	<p>0.65</p> <p>-</p>	<p>management has considered the rental and service fee waiver for April and May 2020 and reduced the rental and service fees for June - August 2020 by 50%, the same as other tenants.</p> <ul style="list-style-type: none"> Chonisben Company Limited purchased Cleaning spray products And all purpose reagents from the company. As of 31 December 2021, the no outstanding amount of goods payment. On the warehouse leasing in Phetchaburi branch and partially leased out warehouse of its Phetchaburi and Head Office outlet branches, the transactions were related to assets or services classified as leasing of assets to a related party and benefited the Company. the lease fee that the Company received from Chonisben Company Limited was at a reasonable rate and was in line with the appraisal conducted by an independent appraiser, namely Panns Integrated Property Company Limited, an independent appraisers on the SEC's approved list.

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	<p><u>Accounts payable:</u> The Company owed payment for goods to Chonisben Company Limited</p> <p><u>Product sale:</u> The Company sold products to Chonisben Company Limited</p>	<p>0.10</p> <p>0.04</p>	<ul style="list-style-type: none"> On product purchase, the transactions were in the Company's ordinary course of business and classified as the purchase of products from a related party for resale. The transactions were conducted on an arm's length basis and in accordance with the Company's purchasing policy. The Company also had the same type of transactions with other parties. On product sale, the transactions were in the Company's ordinary course of business and classified as sale of products to its related party. The transactions were conducted on an arm's length basis and the Company also had the same type of transactions with other parties.
<ul style="list-style-type: none"> QIU Asset Company Limited 	<p><u>Property leasing:</u> The Company leased land from QIU Asset Company Limited for use as its current head office.</p>	2.76	<ul style="list-style-type: none"> The Company leased land of 2-0-0 rai on Rama 9 Road from QIU Asset Company Limited for use as an office under a 30-year lease agreement from 1 March 2016 to 28 February 2046 at the rate of Baht 230,000 per month. The lease fee is increased annually based on the Bank of Thailand's inflation rate forecast. The Company entrusted the security deposit as one month of rental fee totally Baht 230,000. The lease fee was based on the appraisal conducted by Modern Property Consultant Company Limited, an appraiser on the SEC's approved list. Mr. Wasant Kongjan, appraiser registration no. WorTor. 033, conducted the appraisal on 28 January 2016.



Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness										
		2021 (Consolidated Financial Statements)											
			<p>Panns Integrated Property Company Limited, an appraiser on the SEC’s approved list. Mr. Prapas Boonmasong, appraiser registration no. WorTor. 258, conducted the appraisal on 5 January 2016. The lease agreement specifies that the Company shall pay lease fees from the construction completion date onwards.</p> <ul style="list-style-type: none">The transaction was related to assets or services classified as leasing of assets to a related party and benefited the Company. the lease and service fee that the Company received from Pre Proud Company Limited was at a reasonable rate and was in line with the appraisal conducted by an independent appraiser, namely Panns Integrated Property Company Limited and Modern Property Consultant Company Limited, an independent appraisers on the SEC’s approved list. The leased land was sub-leased to a third party at the lease fee rate that is not lower than the Company’s cost of leasing.										
<ul style="list-style-type: none">Ka-Nomjeen Bangkok Company Limited	<p><u>Property leasing:</u></p> <p>The Company partially leased out space of its outlet branches to Ka-Nomjeen Bangkok Company Limited</p>	0.41	<p>The Company partially leased out space of its outlet branches to Ka-Nomjeen Bangkok Company Limited as detailed below:</p> <table><tr><th></th><th>Head Office</th></tr><tr><td>Size</td><td>20 sqm</td></tr><tr><td>Use</td><td>Office</td></tr><tr><td>Lease term</td><td>4 years</td></tr><tr><td>Lease and service fee</td><td>Sales of more than 300,000 baht per month.</td></tr></table>		Head Office	Size	20 sqm	Use	Office	Lease term	4 years	Lease and service fee	Sales of more than 300,000 baht per month.
	Head Office												
Size	20 sqm												
Use	Office												
Lease term	4 years												
Lease and service fee	Sales of more than 300,000 baht per month.												

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness		
		2021 (Consolidated Financial Statements)			
	<u>Security deposit:</u> The Company received security deposit from Ka-Nomjeen Bangkok Company Limited	0.09		Security deposit	Baht 90,000
	<u>Other revenue:</u> Ka-Nomjeen Bangkok Company Limited paid utility expenses to the Company	0.35		Reference rate	The fee was based on the appraisal conducted by Panns Integrated Property Company Limited, an appraiser on the SEC's approved list. MMr. Suvit Tantrakook, appraiser registration no. WorTor. 123, conducted the appraisal on 21 November 2017.
	<u>Other accounts receivable:</u> Ka-Nomjeen Bangkok Company Limited owed utility expenses to the	0.85	<p>Remark: The service fee charged includes the security service, the trash removal service, the toilet cleaning service, and the car park service. Ka-Nomjeen Bangkok Company Limited is responsible for the utility expenses as actually incurred plus the processing fee</p> <p>Ka-Nomjeen Bangkok Company Limited has made a letter requesting assistance for the exemption and reduction of rental fees. And service charges due to the impact of the COVID-19 situation And the management has considered the rental and service fee waiver for April and May 2020 and reduced the rental and service fees for June - December 2020 by 50%. And service fees of all 3 Suzette restaurants, calculated from the sales (GP) from August 2020, the same as other tenants.</p> <p>As of December 31, 2021, Ka-Nomjeen Bangkok Company Limited The outstanding balance is 0.093 million baht.</p>		

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness																								
		2021 (Consolidated Financial Statements)																									
	Company																										
<ul style="list-style-type: none"> Be Wise (Thailand) Company Limited) 	<p>Property leasing: The Company leased out warehouse in Phetchaburi and partially space of its outlet branches to Be Wise (Thailand) Company Limited</p> <p>Security deposit: The Company received security deposit from Be Wise (Thailand) Company Limited</p>	<p>0.79</p> <p>0.60</p>	<ul style="list-style-type: none"> The Company partially leased out space of its outlet branches to Be Wise (Thailand) Company Limited as detailed below: <table border="1"> <thead> <tr> <th></th><th>Pak Chong Branch</th><th>Phra Nakhon Sri Ayutthaya Branch</th><th>Hua Hin Branch</th></tr> </thead> <tbody> <tr> <td>Size</td><td>260 sqm</td><td>145 sqm</td><td>200 sqm</td></tr> <tr> <td>Use</td><td>Suzette restaurant</td><td>Suzette restaurant</td><td>Suzette restaurant</td></tr> <tr> <td>Lease term</td><td colspan="3">1 years from 1 January 2021 to 31 December 2021</td></tr> <tr> <td>Lease and service fee</td><td colspan="3"> Sales of not more than 200,000 baht, 5% rental and service charge. Sales of more than 200,000 baht but not more than 300,000 baht, 7% rent and service charge. Sales of more than 300,000 baht, 8% rental and service charge. </td></tr> <tr> <td>Security deposit</td><td>Baht 40,000 (2 months maximum of utility expenses fee per month)</td><td>Baht 90,000 (2 months maximum of utility expenses fee per month)</td><td>Baht 140,000 (2 months maximum of utility expenses fee per month)</td></tr> </tbody> </table>		Pak Chong Branch	Phra Nakhon Sri Ayutthaya Branch	Hua Hin Branch	Size	260 sqm	145 sqm	200 sqm	Use	Suzette restaurant	Suzette restaurant	Suzette restaurant	Lease term	1 years from 1 January 2021 to 31 December 2021			Lease and service fee	Sales of not more than 200,000 baht, 5% rental and service charge. Sales of more than 200,000 baht but not more than 300,000 baht, 7% rent and service charge. Sales of more than 300,000 baht, 8% rental and service charge.			Security deposit	Baht 40,000 (2 months maximum of utility expenses fee per month)	Baht 90,000 (2 months maximum of utility expenses fee per month)	Baht 140,000 (2 months maximum of utility expenses fee per month)
	Pak Chong Branch	Phra Nakhon Sri Ayutthaya Branch	Hua Hin Branch																								
Size	260 sqm	145 sqm	200 sqm																								
Use	Suzette restaurant	Suzette restaurant	Suzette restaurant																								
Lease term	1 years from 1 January 2021 to 31 December 2021																										
Lease and service fee	Sales of not more than 200,000 baht, 5% rental and service charge. Sales of more than 200,000 baht but not more than 300,000 baht, 7% rent and service charge. Sales of more than 300,000 baht, 8% rental and service charge.																										
Security deposit	Baht 40,000 (2 months maximum of utility expenses fee per month)	Baht 90,000 (2 months maximum of utility expenses fee per month)	Baht 140,000 (2 months maximum of utility expenses fee per month)																								

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness			
		2021 (Consolidated Financial Statements)				
	Other revenue: Be Wise (Thailand) Company Limited paid utility expenses to the Company	2.10		Reference rate	The fee was based on the appraisal conducted by Modern Property Consultant Company Limited, an appraiser on the SEC's approved list. Mr. Wasant Kongjan, appraiser registration no. WorTor. 033, conducted the appraisal on 18 November 2016.	
	Other accounts receivable: Be Wise (Thailand) Company Limited owed utility expenses to the Company	4.0				
	Product purchase: The Company purchased products of Be Wise (Thailand)	-				

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	<p>Company Limited for resale</p> <p>Accounts payable:</p> <p>The Company owed payments for goods to Be Wise (Thailand) Company Limited</p>	-	<p>Remark: The service fee charged includes the security service, the trash removal service, the toilet cleaning service, and the car park service. Be Wise (Thailand) Company Limited is responsible for the utility expenses as actually incurred plus the processing fee</p> <p>As of 31 December 2021, other accounts receivable associated with undue utility fee as amounted to Baht 4.00 million.</p> <ul style="list-style-type: none"> On the warehouse leasing in Phetchaburi branch and partially leased out warehouse of its Phetchaburi and outlet branches, the transactions were related to assets or services classified as leasing of assets to a related party and benefited the Company. the lease fee that the Company received from Be Wise (Thailand) Company Limited was at a reasonable rate and was in line with the appraisal conducted by an independent appraiser, namely Panns Integrated Property Company Limited, an independent appraisers on the SEC's approved list.
<ul style="list-style-type: none"> At Bangkok Company Limited 	<p>Product purchase:</p> <p>The Company purchased products of At Bangkok Company Limited for resale</p>	10.07	<ul style="list-style-type: none"> At Bangkok Company Limited produces and distributes apparel products branded FLYNOW, which are available at the Company's outlets and department stores. FLYNOW has six sub-brands that are sold at the outlets, namely FLYNOW, FLYNOW III, Casually, Garden Beach, Page9 and Lady Now. These outlets stores are another channel for FLYNOW to manage inventory goods and the designs of FLYNOW products available at department stores are different from those sold at outlet stores. The product add a greater variety to the Company's product range offered at outlet stores and enable the Company to better cater to customers' needs given

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	<u>Accounts payable:</u> The Company owed payments for goods to At Bangkok Company Limited	3.59	the fact that FLYNOW products are fashion goods in trendy styles while the Company's products focus on classic designs and simplicity. As of 31 December 2021, the outstanding amount of goods payment which the Company owed to At Bangkok Company Limited was Baht 3.59 million. • The transactions were in the Company's ordinary course of business and classified as the purchase of products from a related party for resale. The transactions were conducted on an arm's length basis and in accordance with the Company's purchasing policy. The Company also had the same type of transactions with other parties.
	<u>Product Sale:</u> The Company Product Sale of At Bangkok Company Limited	0.41 -	
	<u>accounts receivable:</u> At Bangkok Company Limited owed utility expenses to the Company	0.08 -	

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
<ul style="list-style-type: none"> Pro-Proud Company Limited 	<p><u>Product purchase:</u> The Company purchased products of Pro-Proud Company Limited for resale</p> <p><u>Accounts payable:</u> The Company owed payment for goods to Pro-Proud Company Limited</p>	<p>0.04</p> <p>0.004</p>	<ul style="list-style-type: none"> Pro-Proud Company Limited produces and distributes apparel products branded Missy which are available at the Company's outlets and The Mall department store. These products add a greater variety to the Company's product range offered at outlet stores and enable the Company to better cater to customers' needs given the fact they are fashion goods in trendy styles while the Company's products focus on classic designs and simplicity. As of 31 December 2021, the outstanding amount of goods payment which the Company owed to Pro-Proud Company Limited was Baht 0.004 million. The transactions were in the Company's ordinary course of business and classified as the purchase of products from a related party for resale. The transactions were conducted on an arm's length basis and in accordance with the Company's purchasing policy. The Company also had the same type of transactions with other parties.
<ul style="list-style-type: none"> White Magnolia Company Limited 	<p><u>Product purchase:</u> The Company purchased products of White Magnolia</p>	<p>0.03</p>	<ul style="list-style-type: none"> White Magnolia Company Limited produces and distributes apparel products branded A-Dress and Perform which are available at the Company's outlets and The Mall department store. These products add a greater variety to the Company's product range offered at outlet stores and enable the Company to better cater to customers' needs given the fact they are fashion goods in trendy styles while the Company's products focus on classic designs and simplicity.

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	Company Limited for resale <u>Accounts payable:</u> The Company owed payment for goods to White Magnolia Company Limited	0.006	As of 31 December 2021, the outstanding amount of goods payment which the Company owed to White Magnolia Company Limited was Baht 0.006 million. • The transactions were in the Company's ordinary course of business and classified as the purchase of products from a related party for resale. The transactions were conducted on an arm's length basis and in accordance with the Company's purchasing policy. The Company also had the same type of transactions with other parties.
• Arting Company Limited	<u>Product purchase:</u> The Company purchased products of Arting Public Company Limited <u>Accounts payable:</u>	0.08 -	• Arting Company Limited to operate a retail store for household furniture. These products add a greater variety to the Company's product range offered at outlet stores and enable the Company to better cater to customers' needs. As of 31 December 2021, The Company no outstanding amount of goods payment. • The transactions were in the Company's ordinary course of business and classified as the purchase of products from a related party for resale. The transactions were conducted on an arm's length basis and in accordance with the Company's purchasing policy. The Company also had the same type of transactions with other parties.

Related Party	Transaction	Value of Related-Party Transaction (MB)	Necessity and Reasonableness
		2021 (Consolidated Financial Statements)	
	The Company owed payments for goods to Be Arting Company Limited		

Remark : Connected transactions for the year 2020 and 2019 can be viewed in One Report (Form 56-1), which is disclosed on the Company's website.

Audit Committee has considered and is of the opinion that The aforementioned transaction is a normal business transaction of the Company under general trading conditions and has complied with the Company's related transaction policy fair.

9.2.1 Measures and procedures for approving related transactions

If there is an transaction between a company or its subsidiaries with related persons conflicted, Person may have a conflict of interest, or may have a future conflict of interest, which is a commercial agreement in the same way that a sensible persons would do with a general counterparty in the same situation. Without the influence of being a director, Executives or related persons and it is normal trading conditions or market prices Under reasonable conditions, verifiable and non-causing benefit transfer, The Company's management can proceed normally under the principles approved by the Board of Directors and a summary report to report to the Audit Committee quarterly.

In the case of informal trade, The Company shall have an opinion by the Audit Committee regarding the necessity and suitability of the item. In the event that the Audit Committee does not have the expertise to consider transactions. The company will consider an independent appraiser. Independent experts or auditors comment on such transactions to the Audit Committee to make decisions and report to the Board of Directors or shareholders depend on each case before making transactions. The Company will disclose the transactions on the notes of audit financial statements and Annual Report, Form 56-1 One Report. In considering and approving the said connected transaction must comply with the law of the Securities and Exchange and Regulations, notifications, orders or regulations of the Stock Exchange of Thailand. Those who may have conflicts or interests in making transactions between them will not have the right to vote on the transaction between them.

9.2.2 Approval of principle agreements under general trade terms In transactions between companies and Executive Committee or Related persons

In the future, if the company is required to make transactions between conflict of interest person. The Company will set conditions according to the nature of normal trading operations and as a market price which can be compared to the conditions or prices that occur with the same type of business that the Company does to third parties. However, The Audit Committee will give and opinion regarding price, Return rates, including the necessity and suitability of such transactions. The event that the Audit Committee does not have the expertise to consider such transactions. The company will let an independent appraiser. Independent experts or auditors of the Company give opinion on such transactions for the Audit Committee to make decisions and report to the Board of Directors or shareholders as the case may be. The Company will disclose the related transactions in the notes to the audited financial statements of the Company's auditors and disclose such related transactions in the Annual Report, Form 56-1 One Report. In accordance with the rules and laws on securities and exchanges and regulations, notices, orders or regulations of the Stock Exchange of Thailand, interconnected transactions that may occur in the future. Directors shall comply with the regulations established and directors shall not approve any transactions in which they or persons may have any other conflicts of interest with the Company and shall disclose such items to the Board of Directors for consideration, which the Company shall comply with securities and exchange laws and regulations, notices, orders or requirements of the Stock Exchange of Thailand, including

compliance with the requirements relating to the disclosure of connected transactions and the acquisition or disposition of assets of the Company or its subsidiaries, and in accordance with accounting standards strictly established by the Association of Accountants. In addition, the Company will not make transactions between each other and related companies that are not operating normal business of the Company.

9.2.3 Investor Protection Measures

In order to protect investors. In the future, if the Company's relate transactions occur with persons who may have a conflict of interest or may be a conflict of interest in the future, The Company will propose agenda to Audit Committee in order to ensure that the related transactions are fair and have appropriate pricing policies. The Board of Directors shall be obliged to comply with the securities and exchange laws and regulations, announce the requirements of the Stock Exchange of Thailand, including compliance with the requirements regarding the disclosure of connected transaction information and the acquisition or disposition of the assets of listed companies



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Section 3

Financial Statements

Report of the Board of Directors and Responsibilities for Financial Reporting

The Board of Directors is responsible for the Company's separated financial statements and the consolidated financial statements of the Company and its subsidiary, including financial information provided in this Annual Report. These financial statements were prepared in accordance with generally accepted accounting standards using appropriate accounting policies that are applied on a consistent basis. The financial statements are also prepared after careful consideration and, when applicable, use of appropriate estimates and judgments. Significant information is adequately disclosed in the notes to the financial statements in order to accurately and transparently reflect the financial positions, operating results and cash flow for the benefits of the shareholders and general investors. These financial statements have been audited by an external auditor being a certified public accountant from EY Office Limited and the auditor issued unqualified audit opinions on the financial statements. The Company provided the auditor with information and documents which enabled the auditor to conduct an audit and issue an audit opinion in accordance with the standards on auditing. The audit opinion is stated within the Auditor's Report which is part of this The Annual Report/Form 56-1 One Report.

The Board of Directors has ensured that the Company adopts and maintains appropriate and effective risk management, internal audit control and corporate governance systems to obtain reasonable assurance on the integrity, reliability and adequacy of the Company's accounting records for the safeguarding of the Company's assets and the prevention against frauds or material irregularities in its operations.

The Board of Directors has appointed the Audit Committee, consisting of independent directors, to oversee and review the quality of the Company's financial reports, accounting policies, the internal control system, the internal audit system and the risk management system, as well as to ensure that related-party transactions are completely, adequately and appropriately disclosed. In this respect, the Audit Committee's opinions with regard to these matters are stated in the Audit Committee's Report section of this The Annual Report/Form 56-1 One Report.

The Board of Directors is of the view that the Company's overall internal control system is adequate and appropriate, and can provide reasonable assurance that the Company's separated and consolidated financial

statements of the Company and its subsidiary for the year ended 31 December 2021 are reliable and in accordance with the generally accepted accounting standards and the applicable laws and regulations



(Mr. Pricha Songwatana)

Chairman of the Board of Directors



(Mr. Benyiam Songwatana)

Executive Chairman

Key Financial Information

1) Summary of Auditor's Report

Audited Financial Statements	:	Financial statements for the year 2019 ended 31 December 2019
Auditor	:	Ms. Rosaporn Dechakom, Certified Public Accountant, license no. 5659, from EY Office Limited (being on the SEC's approved list of auditors)
Auditor's Opinion	:	The auditor issued an unqualified opinion that FN Factory Outlet Public Company Limited's consolidated and separate statement of financial position as of 31 December 2019, the consolidated and separate operating results for the year then ended, and the consolidated and separate cash flows for the year then ended were presented fairly, in all material respects, in accordance with the Thai Financial Reporting Standards.
Audited Financial Statements	:	Financial statements for the year 2020 ended 31 December 2020
Auditor	:	Ms. Rosaporn Dechakom, Certified Public Accountant, license no. 5659, from EY Office Limited (being on the SEC's approved list of auditors)
Auditor's Opinion	:	The auditor issued an unqualified opinion that FN Factory Outlet Public Company Limited's consolidated and separate statement of financial position as of 31 December 2020, the consolidated and separate operating results for the year then ended, and the consolidated and separate cash flows for the year then ended were presented fairly, in all material respects, in accordance with the Thai Financial Reporting Standards.
Audited Financial Statements	:	Financial statements for the year 2021 ended 31 December 2021
Auditor	:	Ms. Rosaporn Dechakom, Certified Public Accountant, license no. 5659, from EY Office Limited (being on the SEC's approved list of auditors)
Auditor's Opinion	:	The auditor issued an unqualified opinion that FN Factory Outlet Public Company Limited's consolidated and separate statement of financial position as of 31 December 2020, the consolidated and separate operating results for the year then ended, and the consolidated and separate cash flows for the year then ended were presented fairly, in all material respects, in accordance with the Thai Financial Reporting Standards.

FN Factory Outlet Public Company Limited and its subsidiary

Report and consolidated financial statements

31 December 2021

Independent Auditor's Report

To the Shareholders of FN Factory Outlet Public Company Limited and its subsidiary

Opinion

I have audited the accompanying consolidated financial statements of FN Factory Outlet Public Company Limited and its subsidiary (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of FN Factory Outlet Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FN Factory Outlet Public Company Limited and its subsidiary and of FN Factory Outlet Public Company Limited as at 31 December 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Emphasis of matters

I draw attention to the note 1.2 to the consolidated financial statements. The Coronavirus disease 2019 (COVID-19) pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group's management has continuously monitored the ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and will record the impact when it is possible to do so. My opinion is not modified in respect of this matter.

Key Audit Matters

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

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Recognition of revenue from sales

The Group recognised revenue from sales according to the accounting policy as disclosed in Note 4.1 to the financial statements. During the year 2021, the Group recognised revenue from sales amounting to Baht 518 million, which represented 95% of total revenues. The revenue from sales is the most significant account in the statement of comprehensive income of the Group and is also the key indicator of business performance on which the users of financial statements pay particular attention. In addition, the Group has a large customer base. Therefore, I focused my audit on the occurrence of the revenue from sales.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales documents to assess whether revenue recognition was consistent with the conditions of the sales, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales transactions occurring during the year and near the end of the accounting period.
- Reviewing credit notes that the Group issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period.

Provision for diminution in value of inventories

Estimating the net realisable value of inventories, as disclosed in Note 9 to the financial statements, is an area of significant management judgment, particularly with regard to the estimation of provision for diminution in the value of obsolete and damaged inventories. This requires detailed analysis of the product life cycle, the competitive environment, economic circumstances and the situation within the industry. In addition, the Group has a large quantity and number of categories of inventory. Therefore, I focused my audit on the measurement of provision set aside for diminution in value of inventories.

I assessed and tested the internal controls of the Group relevant to the determination of provision for diminution in value of inventories by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I assessed the method and the assumptions applied by the management in determining such provision. The procedures that I performed included:

- Gaining an understanding of the basis applied in determining the provision for diminution in value of inventories and reviewing the consistency of the application of that basis, and the rationale for the recording of specific provisions.
- Comparing the inventory holding periods and inventory movements to identify product lines with indicators of lower than normal inventory turnover.
- Comparing proceeds from sales transactions occurring after the date of the financial statements to inventory cost by product line.
- Comparing historical data of actual losses on sales and write-offs of inventories during the year to the provision for diminution in value of inventories recorded as at the preceding year-end.

Other Information

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

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

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

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

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

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

In preparing the financial statements, management is responsible for assessing the 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 Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

I am responsible for the audit resulting in this independent auditor's report.



Rosaporn Decharkom

Certified Public Accountant (Thailand) No. 5659

EY Office Limited

Bangkok: 25 February 2022

Summary of Financial Position and Operating Result

Statement of Financial Position	Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)	
	ended 31 Dec 19		ended 31 Dec 20		ended 31 Dec 21	
	MB	Proportion %	MB	Proportion %	MB	Proportion %
Cash and cash equivalents	61.33	3.55	94.37	5.29	208.37	12.51
Current investments	136.64	7.91	-	-	-	-
Trade and other receivables	28.77	1.67	10.70	0.60	16.13	0.97
Short-term loan to subsidiary and accrued interest	-	-	-	-	-	-
Inventories	518.18	30.01	425.41	23.84	353.95	21.25
Other current assets	-	-	181.24	10.15	74.66	4.48
Total current assets	24.10	1.40	19.81	1.11	19.48	1.17
Cash and cash equivalents	769.02	44.54	731.54	40.99	672.59	40.38
Restricted bank deposits	-	-	-	-	-	-
Investment in subsidiary	922.13	53.40	860.91	48.24	403.25	48.22
Property, plant and equipment	-	-	151.21	8.47	138.07	8.29
Intangible assets	18.88	1.09	20.50	1.15	18.18	1.09
Leasehold rights	3.67	0.21	-	-	-	-
Deferred tax assets	9.26	0.54	17.95	1.01	31.39	1.88
Other non-current assets	3.81	0.22	2.68	0.15	2.33	0.14
Total non-current assets	957.75	55.46	1,053.26	59.01	993.22	59.62
Total assets	1,726.77	100.00	1,784.79	100.00	1,665.81	100.00
Trade and other payables	88.56	5.13	72.04	4.04	69.65	4.18
Current portion of liabilities under finance lease agreements	0.99	0.06	15.16	0.85	12.73	0.76
Current portion of long-term loans	36.60	2.12	36.60	2.05	36.60	2.20
Income tax payable	5.23	0.30	3.97	0.22	6.58	0.40
Other current liabilities	131.38	7.61	127.77	7.16	125.56	7.54
Liabilities under finance lease agreements	1.76	0.10	147.59	8.27	139.95	8.40
- net of current portion						

Statement of Financial Position	Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)	
	ended 31 Dec 19		ended 31 Dec 20		ended 31 Dec 21	
	MB	Proportion %	MB	Proportion %	MB	Proportion %
Current portion of long-term loans	82.13	4.76	48.96	2.74	14.52	0.88
Long-term loans - net of current portion	5.31	0.31	4.53	0.25	7.04	0.42
Provision for long-term employee benefits	26.58	1.54	17.29	0.97	7.74	0.46
Other non-current liabilities	115.77	6.70	218.37	12.24	169.25	10.16
Total non-current liabilities	247.15	14.31	346.15	19.39	294.81	17.70
Issued and fully paid up share capital	500.00	28.96	500.00	28.01	500.00	30.02
Premium on ordinary shares	806.88	46.73	806.88	45.21	806.88	48.44
Retained earnings						
Appropriated - statutory reserve	26.37	1.53	26.37	1.48	26.37	1.58
Unappropriated	145.41	8.42	103.76	5.81	38.96	2.33
Other components of shareholders' equity	0.97	0.06	1.65	0.09	(1.20)	(0.07)
Equity attributable to owners of the Company	1,479.63	85.69	1,438.65	80.61	1,371.01	82.30
Non-controlling interests of the subsidiary	(0.01)	-	(0.01)	-	(0.01)	-
Total shareholders' equity	1,479.62	85.69	1,438.65	80.61	1,371.00	82.30
Total liabilities and shareholders' equity	1,726.77	100.00	1,784.79	100.00	1,665.81	100.00

Statement of Comprehensive Income	Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)		Consolidated Financial Statements ^{/1} (Audited)	
	ended 31 Dec 19		ended 31 Dec 20		ended 31 Dec 21	
	MB	Proporti on %	MB	Proporti on %	MB	Proporti on %
Sales	1,001.58	100.00	730.66	100.00	519.46	100.00
Cost of sales	566.51	56.56	434.33	59.44	288.68	55.57
Gross profit	435.07	43.44	296.33	40.56	230.78	44.43
Other income ^{/1}	39.34	3.93	27.01	3.70	23.21	4.47
Profit before expenses	474.41	47.37	323.34	44.25	253.99	48.90
Selling expenses	293.25	29.28	223.30	30.56	180.07	34.66
Administrative expenses	172.65	17.24	127.72	17.48	142.47	27.43
Profit (loss) before finance cost and income tax expenses	8.51	0.85	(27.68)	(3.79)	(68.55)	(13.20)
Financial income	2.06	0.21	0.86	0.12	0.67	0.13
Finance cost	(4.75)	(0.47)	(8.55)	(1.17)	(8.00)	(1.54)
Profit (loss) before income tax expenses	5.82	0.58	(35.37)	(4.84)	(75.88)	(14.61)
Income tax expenses	(2.88)	(0.29)	(7.65)	(1.05)	(13.14)	(2.53)
Profit (loss) for the year*	8.70	0.87	(27.72)	(3.79)	(62.74)	(12.08)

Remark:^{/1}Other income of the Company comprises rental and service fee income, interest income from banks and employees' loans, gain on exchange rate and gain on sale of investments.

*net profit is derived from the division of the profit for the year by net sales and is different from the % net profit shown in table of Summary of Key Financial Ratio which uses the net sales plus other income as a divisor.

Summary Key Financial Ratio

Financial Ratio		Consolidated Financial Statements ^{/1} (Audited)	Consolidated Financial Statements ^{/1} (Audited)	Consolidated Financial Statements ^{/1} (Audited)
		ended 31 Dec 19	ended 31 Dec 20	ended 31 Dec 21
Liquidity Ratio	x	5.85	5.73	5.36
Quick Ratio	x	1.73	2.24	2.38
Operating Cash Flow Ratio	x	(0.20)	1.29	0.62
Account Receivable Turnover	x	81.83	56.59	65.81
Average Collection Period	Day	4	6	6
Inventory Turnover	x	1.14	0.92	0.74
Average Inventory Period	Day	319	396	493
Account Payable Turnover	x	6.59	7.66	5.54
Average Payable Period	Day	55	48	66
Cash Cycle	Day	268	354	433
Gross Profit Margin	%	43.44	40.56	44.43
Operating Profit Margin	%	0.85	(3.79)	(13.20)
Cash to Profit Margin	%	(368.93)	602.67	115.66
Net Profit Margin	%	0.84	(3.66)	(11.56)
Return on Equity	%	0.59	(1.93)	(4.58)
Return on Assets	%	0.49	(1.55)	(4.11)
Return on Fixed Assets	%	9.67	7.64	3.15
Asset Turnover	x	0.59	0.43	0.31
Debt to Equity Ratio	x	0.17	0.24	0.22
Interest Coverage Ratio	x	2.22	2.30	0.85

FN Factory Outlet Public Company Limited and its subsidiary

Statements of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	7	208,364,017	94,368,286	206,475,071	92,316,120
Trade and other receivables	6, 8	16,132,878	10,703,904	28,926,954	29,757,269
Short-term loan to subsidiary and accrued interest	6	-	-	21,560,311	21,789,117
Inventories	9	353,952,593	425,411,508	347,060,484	408,956,702
Other current financial assets	10	74,654,633	181,237,540	74,654,633	181,237,540
Other current assets	11	19,482,981	19,813,814	18,853,900	19,210,354
Total current assets		672,587,102	731,535,052	697,531,353	753,267,102
Non-current assets					
Investment in subsidiary	12	-	-	-	-
Property, plant and equipment	13	803,252,370	860,914,933	803,211,605	860,743,832
Right-of-use assets	14	138,072,866	151,210,621	138,072,866	151,210,621
Intangible assets	15	18,173,472	20,502,129	18,173,470	20,502,127
Deferred tax assets	24	31,392,498	17,952,546	31,368,844	17,913,175
Other non-current assets	6	2,332,175	2,675,675	2,332,175	2,675,675
Total non-current assets		993,223,381	1,053,255,904	993,158,960	1,053,045,430
Total assets		1,665,810,483	1,784,790,956	1,690,690,313	1,806,312,532

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

FN Factory Outlet Public Company Limited and its subsidiary

Statements of financial position (continued)

As at 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	6, 16	69,645,413	72,040,948	73,141,115	73,109,270
Current portion of lease liabilities	14	12,727,224	15,161,580	12,727,224	15,161,580
Current portion of long-term loans	17	36,600,000	36,600,000	36,600,000	36,600,000
Other current liabilities		6,583,531	3,969,465	6,581,680	3,967,797
Total current liabilities		125,556,168	127,771,993	129,050,019	128,838,647
Non-current liabilities					
Lease liabilities, net of current portion	14	139,948,110	147,588,302	139,948,110	147,588,302
Long-term loans - net of current portion	17	14,526,479	48,963,893	14,526,479	48,963,893
Provision for long-term employee benefits	18	7,036,546	4,531,616	7,036,546	4,531,616
Other non-current liabilities	6	7,742,528	17,289,430	7,742,529	17,289,430
Total non-current liabilities		169,253,663	218,373,241	169,253,664	218,373,241
Total liabilities		294,809,831	346,145,234	298,303,683	347,211,888
Shareholders' equity					
Share capital					
Registered					
1,000,000,000 ordinary shares of Baht 0.5 each		500,000,000	500,000,000	500,000,000	500,000,000
Issued and fully paid up					
1,000,000,000 ordinary shares of Baht 0.5 each		500,000,000	500,000,000	500,000,000	500,000,000
Premium on ordinary shares		806,882,974	806,882,974	806,882,974	806,882,974

Retained earnings					
Appropriated - statutory reserve	19	26,365,802	26,365,802	26,365,802	26,365,802
Unappropriated		37,758,213	105,405,874	59,137,854	125,851,868
Equity attributable to owners of the Company		1,371,006,989	1,438,654,650	1,392,386,630	1,459,100,644
Non-controlling interests of the subsidiary		(6,337)	(8,928)	-	-
Total shareholders' equity		1,371,000,652	1,438,645,722	1,392,386,630	1,459,100,644
Total liabilities and shareholders' equity		1,665,810,483	1,784,790,956	1,690,690,313	1,806,312,532

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

FN Factory Outlet Public Company Limited and its subsidiary

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements	Separate financial statements		
	Note	2021	2020	2021	2020
Profit or loss:					
Revenues					
Revenue from sales	20	518,073,208	727,032,517	518,073,208	738,225,794
Revenue from services	20	1,382,520	3,623,481	1,382,520	3,623,481
Other income	6, 20	23,211,670	27,010,591	23,499,869	27,095,452
Total revenues		542,667,398	757,666,589	542,955,597	768,944,727
Expenses					
Cost of sales	6	288,621,976	434,091,943	290,273,815	449,277,008
Cost of services		53,663	236,129	53,663	236,129
Selling and distribution expenses	6	180,065,980	223,304,385	179,884,906	222,832,157

Administrative expenses	6	142,473,837	127,720,217	141,131,543	125,149,802
Total expenses		611,215,456	785,352,674	611,343,927	797,495,096
Operating loss		(68,548,058)	(27,686,085)	(68,388,330)	(28,550,369)
Finance income	21	665,729	861,626	1,421,348	1,661,332
Finance cost	22	(8,000,649)	(8,546,927)	(8,000,657)	(8,546,927)
Loss before income tax expenses		(75,882,978)	(35,371,386)	(74,967,639)	(35,435,964)
Tax income	24	13,139,380	7,653,182	13,155,097	8,276,271
Loss for the year		(62,743,598)	(27,718,204)	(61,812,542)	(27,159,693)
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain (loss)	18	(1,502,859)	2,060,164	(1,502,859)	2,060,164
Less: Income tax effect	24	300,572	(412,033)	300,572	(412,033)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods net of income tax		(1,202,287)	1,648,131	(1,202,287)	1,648,131
Other comprehensive income for the year		(1,202,287)	1,648,131	(1,202,287)	1,648,131
Total comprehensive income for the year		(63,945,885)	(26,070,073)	(63,014,829)	(25,511,562)

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

FN Factory Outlet Public Company Limited and its subsidiary

Statement of comprehensive income (continued)

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Loss attributable to:					
Equity holders of the Company		(62,746,189)	(27,718,257)	(61,812,542)	(27,159,693)
Non-controlling interests of the subsidiary		2,591	53		
		<u>(62,743,598)</u>	<u>(27,718,204)</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		(63,948,476)	(26,070,126)	(63,014,829)	(25,511,562)
Non-controlling interests of the subsidiary		2,591	53		
		<u>(63,945,885)</u>	<u>(26,070,073)</u>		
Earnings per share					
Basic loss per share	25				
Loss attributable to equity holders of the Company		(0.06)	(0.03)	(0.06)	(0.03)

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

FN Factory Outlet Public Company Limited and its subsidiary

Statement of changes in shareholders' equity

For the year ended 31 December 2021

(Unit: Baht)

Consolidated financial statements

	Equity attributable to owners of the Company						
	Issued and Fully paid- up share capital	Share premium	Retained earnings		Total equity attributable to owners of the Company	Equity attributable to non- controlling interests of the subsidiary	Total shareholders' equity
			Appropriated	Unappropriated			
Balance as at 1 January 2020	500,000,000	806,882,974	26,365,802	135,176,864	1,468,425,640	(8,981)	1,468,416,659
Loss for the year	-	-	-	(27,717,710)	(27,717,710)	(494)	(27,718,204)
Other comprehensive income for the year	-	-	-	1,648,131	1,648,131	-	1,648,131
Total comprehensive income for the year	-	-	-	(26,069,579)	(26,069,579)	(494)	(26,070,073)

Dividend (Note 28)	-	-	-	(3,700,864)	(3,700,864)	-	(3,700,864)
Balance as at 31 December 2020	<u>500,000,000</u>	<u>806,882,974</u>	<u>26,365,802</u>	<u>105,406,421</u>	<u>1,438,655,197</u>	<u>(9,475)</u>	<u>1,438,645,722</u>
Balance as at 1 January 2021	500,000,000	806,882,974	26,365,802	105,405,874	1,438,654,650	(8,928)	1,438,645,722
Loss for the year	-	-	-	(62,743,651)	(62,743,651)	53	(62,743,598)
Other comprehensive income for the year	-	-	-	(1,202,287)	(1,202,287)	-	(1,202,287)
Total comprehensive income for the year	-	-	-	(63,945,938)	(63,945,938)	53	(63,945,885)
Dividend (Note 28)	-	-	-	(3,699,185)	(3,699,185)	-	(3,699,185)
Balance as at 31 December 2021	<u>500,000,000</u>	<u>806,882,974</u>	<u>26,365,802</u>	<u>37,760,751</u>	<u>1,371,009,527</u>	<u>(8,875)</u>	<u>1,371,000,652</u>

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

FN Factory Outlet Public Company Limited and its subsidiary

Cash flow statement

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from operating activities				
Loss before income tax expenses	(75,882,978)	(35,371,386)	(74,967,639)	(35,435,964)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	88,951,368	95,836,059	88,821,032	94,771,839
Allowance for diminution in value of inventories (reversal)	(6,342,141)	36,160,780	(6,263,560)	35,978,926
Loss on write off inventories	19,915,792	-	17,180,011	
Unrealised loss (gain) on exchange rate	(145,340)	11,601	(145,340)	11,601
Gain on sales of investment in debt instruments	(1,169,894)	(290,162)	(1,169,894)	(290,162)
Loss (gain) on fair value adjustments of financial instruments	1,195,590	(1,237,540)	1,195,590	(1,237,540)
Gain on sales of assets	-	(113,456)	-	(206,525)
Loss on write off assets	445,628	4,825,312	445,628	3,323,331
Allowance for impairment loss of assets	200,000	-	200,000	-
Reversal right-of-use due to cancel rental agreement	-	42,255	-	42,255
Long-term employee benefits expenses	1,002,070	1,282,674	1,002,070	1,282,674
Provision for loss arising from litigation	30,000	281,753	30,000	281,753
Finance income	(664,473)	(861,626)	(1,421,348)	(1,661,332)
Finance cost	8,000,657	8,546,927	8,000,657	8,546,927
Profit from operating activities before changes in operating assets and liabilities	35,536,279	109,113,191	32,907,207	105,407,783
Operating assets (increase) decrease				

Trade and other receivables	(5,400,373)	18,062,113	858,916	6,783,744
Inventories	57,885,264	56,606,047	50,979,767	68,468,616
Other current assets	981,449	3,789,074	961,531	3,639,900
Other non-current assets	343,500	1,137,624	343,500	1,570,750
Operating liabilities increase (decrease)				
Trade and other payables	(3,103,442)	(10,533,624)	(676,061)	(10,218,778)
Other current liabilities	2,614,067	(1,260,634)	2,613,883	(1,207,877)
Other non-current liabilities	(9,546,902)	(9,286,156)	(9,546,902)	(9,286,156)
Cash flows from operating activities	79,309,842	167,627,635	78,441,841	165,157,982
Cash paid for corporate income tax	(713,909)	(1,049,358)	(668,369)	(974,405)
Net cash flows from operating activities	78,595,933	166,578,277	77,773,472	164,183,577

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

FN Factory Outlet Public Company Limited and its subsidiary

Cash flow statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash flows from investing activities				
Cash received from sales of investments	385,332,460	168,824,638	385,332,460	168,824,638
Cash paid for acquisition of investments	(278,775,248)	(212,000,000)	(278,775,248)	(212,000,000)
Cash received from sales of equipment	-	630,604	-	587,804
Cash paid for acquisition of property, plant and equipment	(4,806,438)	(24,867,656)	(4,806,438)	(24,867,656)
Cash paid for acquisition of right-of-use assets	(5,034,912)	(4,187,480)	(5,034,912)	(4,187,480)
Cash paid for acquisition of intangible assets	(594,380)	(4,464,290)	(594,380)	(4,464,290)
Cash received from interest income	635,872	861,626	1,621,553	2,672,297
Net cash flows from (used in) investing activities	<u>96,757,354</u>	<u>(75,202,558)</u>	<u>97,743,035</u>	<u>(73,434,687)</u>
Cash flows from financing activities				
Cash paid for long-term loans	(34,437,414)	(33,164,529)	(34,437,414)	(33,164,529)
Cash paid for lease liabilities	(21,130,084)	(12,933,238)	(21,130,084)	(12,933,238)
Cash paid for dividend	(3,635,891)	(3,700,864)	(3,635,891)	(3,700,864)
Cash paid for interest expenses	(2,154,167)	(8,540,715)	(2,154,167)	(8,540,715)
Net cash flows used in financing activities	<u>(61,357,556)</u>	<u>(58,339,346)</u>	<u>(61,357,556)</u>	<u>(58,339,346)</u>
Net increase in cash and cash equivalents	<u>113,995,731</u>	<u>33,036,373</u>	<u>114,158,951</u>	<u>32,409,544</u>
Cash and cash equivalents at beginning of year	94,368,286	61,331,913	92,316,120	59,906,576
Cash and cash equivalents at end of year	<u><u>208,364,017</u></u>	<u><u>94,368,286</u></u>	<u><u>206,475,071</u></u>	<u><u>92,316,120</u></u>

Supplemental cash flows information:

Non-cash items

Increase (decrease) in liabilities from acquisition of property, plant and equipment and intangible assets	823,246	(5,049,309)	823,246	(5,049,309)
Increase in lease liabilities	5,040,044	12,248,951	5,040,044	12,248,951
Decrease in surplus on remeasurement of fair value of debt investments from sales of debt investments	-	42,120	-	42,120

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

FN Factory Outlet Public Company Limited and its subsidiary

Notes to consolidated financial statements

For the year ended 31 December 2021

1. General information

1.1 Corporate information

FN Factory Outlet Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in merchandising of clothing and consumer products in Thailand. The registered office of the Company is at 991, FN Building, Rama 9 Road, Suan Luang Sub - District, Suan Luang District, and Bangkok.

The Company’s major shareholder is QIU Asset Co., Ltd. which holds 31.49% by list of shareholders as at 15 March 2021 and 11 March 2020.

On 31 December 2021 and 2020, the Group has 11 branches.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 (COVID-19) pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group’s management has continuously monitored the ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and will record the impact when it is possible to do so.

2. Basis of preparation

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

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of FN Factory Outlet Public Company Limited (“the Company”) and the following subsidiary company (“the subsidiary”):

Company’s name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021	2020
			%	%
Save Now 2494 Company Limited	Selling snack, household products, cosmetics and souvenir	Thailand	99.97	99.97

- b) The Company is deemed to have control over an investee or subsidiary if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiary is fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiary are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group has been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiary that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investment in subsidiary under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting

Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

3.2 Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2022

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

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

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

Rental income

Rental income is recognised on straight-line basis over the period of contracts.

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

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

4.2 Cash and cash equivalents

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

4.3 Inventories

Inventories are valued at the lower of cost (under weighted average method) and net realisable value.

4.4 Investment in subsidiary

Investment in subsidiary is accounted for in the separate financial statements using the cost method.

4.5 Property, plant and equipment/Depreciation

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

Depreciation of plant and equipment is calculated by reference to their costs or the revalued amount, on the straight-line basis over the following estimated useful lives:

Land improvements	-	5 years
Buildings	-	useful lives but not over lease period
Building improvements	-	2 - 20 years, lease period
Computer equipment	-	5 years
Furniture, fixtures and office equipment	-	3-10 years
Vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.6 Leases

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

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

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

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

Right-of-use - land	-	3 - 30 years
Buildings and building improvements	-	2 years
Fixtures and office equipment	-	5 years
Vehicles	-	4 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

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

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

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

4.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.8 Intangible assets

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

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

The Group amortised computer software as expense using the straight-line method over 10 years.

4.9 Related party transactions

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

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

4.10 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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

Gains and losses on exchange are included in determining income.

4.11 Impairment of non-financial assets

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

An impairment loss is recognised in profit or loss.

4.12 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

The Group, and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

4.13 Provisions

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

4.14 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.15 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets at FVTPL

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

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

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

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

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 180 days past due and considers a financial asset as credit impaired or default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated 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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts

and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.16 Fair value measurement

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

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

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

5. Significant accounting judgements and estimates

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

Allowance for diminution in value of inventories

The determination of allowance for diminution in the value of inventories with regard to lost, damaged or obsolete inventories, requires management to make judgements and estimates. This requires detailed analysis of the product life cycle, useful life of each type of inventory.

Allowance for expected credit losses of trade receivables

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

Leases

Determining the lease term with extension and termination options

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

The relationships between the Company and its related parties are summarised below.

Companies	Relationship
Save Now 2494 Company Limited	Subsidiary
Chonisben Co., Ltd.	Co-shareholders and directors
Be Wise (Thailand) Company Limited	Co-shareholders and directors
Pre-Proud Co., Ltd.	Co-shareholders and directors
Power Now Co., Ltd.	Co-shareholders and directors
ProPound Co., Ltd.	Co-shareholders and directors
White Magnolia Company Limited	Co-shareholders and directors
Thai HA Public Company Limited	Co-shareholders and directors
Living Etcetera Company Limited	Co-shareholders and directors
Arting Co., Ltd.	Co-shareholders and directors
Bonne Sante Company Limited	Co-shareholders and directors
The F1 Company Limited	Co-shareholders and directors
QIU Asset Co., Ltd.	Shareholders and co-directors
KA-Nomjeen Bangkok Co., Ltd.	Co-directors
Q Farm Co., Ltd.	Co-directors
P.Villa Company Limited	Co-directors
Chareanchai and Son Agriculture Company Limited	Co-directors
Management and Psychology Co., Ltd.	Co-directors
Thai Vegetable Oil Public Company Limited	Co-directors
At Bangkok Co., Ltd.	Co-shareholders
Health Water Company Limited	Co-shareholders
Fix & Wash Et Cetera Co., Ltd.	Co-shareholders
Santa Factory Co., Ltd.	Indirect controlled by related party
CRC Creation Public Company Limited	Indirect controlled by related party
Neo Key Co., Ltd.	Indirect controlled by related party
Key management personnel	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any directors (whether executive otherwise) of the Company.

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

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2021	2020	2021	2020	
<u>Transactions with subsidiary company</u>					
(eliminated from the consolidated financial statements)					
Other income	-	-	-	12	Mutual agreement
Interest income	-	-	1	1	BIBOR 1 month plus 3.24% per annum
Purchase of goods	-	-	35	42	Cost plus margin
Rental expenses	-	-	-	2	Mutual agreement
Other expenses	-	-	-	1	Mutual agreement
<u>Transactions with related companies</u>					
Sale of goods	1	1	1	1	Mutual agreement
Rental income	2	3	2	3	Mutual agreement
Other income	3	4	3	4	Mutual agreement
Purchase of goods	11	29	11	29	Cost plus margin
Rental expense	6	5	6	5	Mutual agreement

As at 31 December 2021 and 2020, the balances of the accounts between the Company and those related companies are as follows:

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
<u>Trade and other receivables - related parties (Note 8)</u>					
Subsidiary		-	-	12,840	19,115
Related companies		4,936	2,440	4,936	2,440
Total		4,936	2,440	17,776	21,555
<u>Short-term loan to subsidiary and accrued interest</u>					
Loan to subsidiary		-	-	20,000	20,000
Accrued interest		-	-	1,560	1,789
Total		-	-	21,560	21,789
<u>Trade and other payables - related parties (Note 16)</u>					
Subsidiary		-	-	9,108	10,931
Related companies		3,832	4,482	3,715	4,346
Total		3,832	4,482	12,823	15,277
<u>Rental guarantee deposits to related parties (Shown under other non-current assets)</u>					
Related companies		570	570	570	570
<u>Rental deposit to related parties (Shown under other non-current liabilities)</u>					
Related companies		596	596	596	596

Short-term loan to related party

As at 31 December 2021 and 2020, the balance of loans between the Company and the related company and the movement are as follows:

		(Unit: Thousand Baht)			
		Separate financial statements			
		1 January	Increase	Decrease	31 December
		2021	during the	during the	2021
Loan to related party	Relationship		year	year	
Short-term loan to subsidiary					
Save Now 2494					
Company Limited	Subsidiary	20,000	-	-	20,000

Short-term loan to subsidiary carries interest at BIBOR 1 Month plus 3.24% per annum and to be due at call.

Directors and management's benefits

During the year ended 31 December 2021 and 2020, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term employee benefits	13,728	18,565	13,728	18,565
Post-employment benefits	185	332	185	332
Total	13,913	18,897	13,913	18,897

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash	1,695	5,026	1,691	5,008
Bank deposits	206,669	89,342	204,784	87,308
Total	208,364	94,368	206,475	92,316

As at 31 December 2021, bank deposits in saving accounts and fixed deposits carried interests between 0.13% and 0.50% per annum (2020: between 0.13% and 0.50% per annum).

8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	18	-	18
Past due				
Less than 3 months	85	28	85	28
3 - 6 months	-	-	-	-
6 - 12 months	-	-	-	12,546
Over 12 months	-	-	12,802	6,531
Total trade receivables - related parties	85	46	12,887	19,123
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	2,094	3,815	2,094	3,815
Past due				
Less than 3 months	5,411	2,106	5,411	2,106
3 - 6 months	1,403	284	1,403	284
6 - 12 months	176	330	176	330
Over 12 months	37	-	37	-
Total trade receivables - unrelated parties	9,121	6,535	9,121	6,535
Total trade receivable	9,206	6,581	22,008	25,658
<u>Other receivables</u>				
Other receivables - related parties	4,851	2,394	4,889	2,432
Other receivables - unrelated parties	2,076	1,729	2,030	1,667
Total other receivables	6,927	4,123	6,919	4,099
Trade and other receivables	16,133	10,704	28,927	29,757

The normal credit term is 30 days.

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2021	2020	2021	2020	2021	2020
Finished goods	399,701	475,430	(47,488)	(53,830)	352,213	421,600
Goods in transit	1,740	3,812	-	-	1,740	3,812
Total	401,441	479,242	(47,488)	(53,830)	353,953	425,412

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2021	2020	2021	2020	2021	2020
Finished goods	392,690	458,778	(47,370)	(53,633)	345,320	405,145
Goods in transit	1,740	3,812	-	-	1,740	3,812
Total	394,430	462,590	(47,370)	(53,633)	347,060	408,957

During the current year, the Group reversal allowance for diminution in value of inventories by Baht 6 million (2020: recorded reduction Baht 36 million) (The Company only: Baht 6 million and 2020: recorded reduction Baht 36 million), to reflect the net realisable value. This was included in cost of sales.

10. Other current financial assets

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	2021	2020
<u>Financial assets measured at FVTPL</u>		
Investments in open-end funds	30,042	181,238
<u>Financial assets at amortised cost</u>		
Securities purchased under resale agreement	44,613	-
Total other current financial assets	74,655	181,238

The Company has investments in mutual fund. The fund focuses on investing in bonds issued by the government or corporate, money market instrument and deposit at banks.

Securities purchased under resale agreement are debt securities purchased under resale agreement with a company, where by the Company agreed to purchase the security from such company in December 2021 and resale it in January 2022, at a price equal to the amount plus interest at 1.3% per annum.

11. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deposit for purchase of inventories	10,151	11,676	10,083	11,676
Prepaid expenses	3,125	3,197	3,123	3,193
Undue input vat	948	1,564	948	1,564
Others	5,259	3,377	4,700	2,777
Total	19,483	19,814	18,854	19,210

12. Investment in subsidiary

Details of investment in subsidiary as presented in separate financial statements are as follows:

							(Unit: Thousand Baht)	
Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received	
							during the year ended	
	2021	2020	2021	2020	2021	2020	2021	2020
			(%)	(%)				
Save Now 2494 Company Limited	10,000	10,000	99.97	99.97	-	-	-	-

13. Property, plant and equipment

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Motor vehicles	Assets under installatio n and under constructi on	Total
Cost:						
1 January 2020	278,874	693,275	248,065	15,783	33,312	1,269,309

(Unit: Thousand Baht)

Consolidated financial statements

	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Motor vehicles	Assets under installatio n and under constructi on	Total
Additions	-	-	2,424	-	17,394	19,818
Disposals/ write-off	(42)	(15,267)	(1,913)	(2,070)	-	(19,292)
Transfers in (out)	-	6,187	5,229	-	(11,416)	-
31 December 2020	278,832	684,195	253,805	13,713	39,290	1,269,835
Additions	-	-	754	-	4,875	5,629
Write-off	-	(375)	(830)	-	-	(1,205)
Transfers in (out)	1,186	23,960	769	-	(25,915)	-
31 December 2021	280,018	707,780	254,498	13,713	18,250	1,274,259
Accumulated depreciation:						
1 January 2020	7,813	166,057	161,646	15,686	-	351,202
Depreciation for the year	3,913	35,659	31,999	97	-	71,668
Depreciation on disposals/ write-off	(27)	(10,493)	(1,360)	(2,070)	-	(13,950)
31 December 2020	11,699	191,223	192,285	13,713	-	408,920
Depreciation for the year	3,824	34,137	24,862	-	-	62,823
Depreciation on write-off	-	(375)	(561)	-	-	(936)
31 December 2021	15,523	224,985	216,586	13,713	-	470,807
Allowance for impairment loss:						
Increase during the year	-	200	-	-	-	200
31 December 2021	-	200	-	-	-	200
Net book value:						
31 December 2020	267,133	492,972	61,520	-	39,290	860,915
31 December 2021	264,495	482,595	37,912	-	18,250	803,252
Depreciation for the year						
2020 (Baht 60 million included in selling expenses, and the balance in administrative expenses)						71,668
2021 (Baht 56 million included in selling expenses, and the balance in administrative expenses)						62,823

(Unit: Thousand Baht)

Separate financial statements

	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Motor vehicles	Assets under installatio n and under constructi on	Total
Cost:						
1 January 2020	278,874	686,761	245,523	15,280	33,312	1,259,750
Additions	-	-	2,424	-	17,394	19,818
Disposals/ write-off	(42)	(8,752)	(1,106)	(2,070)	-	(11,970)
Transfers in (out)	-	6,187	5,229	-	(11,416)	-
31 December 2020	278,832	684,196	252,070	13,210	39,290	1,267,598
Additions	-	-	755	-	4,875	5,630
Write-off	-	(375)	(830)	-	-	(1,205)
Transfers in (out)	1,186	23,960	769	-	(25,915)	-
31 December 2021	280,018	707,781	252,764	13,210	18,250	1,272,023
Accumulated depreciation:						
1 January 2020	7,813	161,467	159,846	15,280	-	344,406
Depreciation for the year	3,913	35,221	31,580	-	-	70,714
Depreciation on disposals/ write-off	(27)	(5,466)	(703)	(2,070)	-	(8,266)
31 December 2020	11,699	191,222	190,723	13,210	-	406,854
Depreciation for the year	3,824	34,137	24,732	-	-	62,693
Depreciation on write-off	-	(375)	(561)	-	-	(936)
31 December 2021	15,523	224,984	214,894	13,210	-	468,611
Allowance for impairment loss:						
Increase during the year	-	200	-	-	-	200
31 December 2021	-	200	-	-	-	200
Net book value:						
31 December 2020	267,133	492,974	61,347	-	39,290	860,744

(Unit: Thousand Baht)

	Separate financial statements				
	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and under construction
31 December 2021	264,495	482,597	37,870	-	18,250
					803,212
Depreciation for the year					
2020 (Baht 58 million included in selling expenses, and the balance in administrative expenses)					70,714
2021 (Baht 54 million included in selling expenses, and the balance in administrative expenses)					62,693

As at 31 December 2021, the Group had vehicles and equipment with net book value of Baht 2 million (2020: Baht 4 million) which were acquired under finance lease agreements.

As at 31 December 2021, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 178 million (2020: Baht 126 million) (The Company only: Baht 177 million, 2020: Baht 126 million).

14. Leases

The Group has lease contracts for various items of land, building, commercial space, motor vehicles and equipment for use in its operation. The terms of the agreements are generally 1 - 30 years

14.1 Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements/Separate financial statements				
	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Motor vehicles	Total
1 January 2020	138,819	4,660	1,042	8,701	153,222
Additions	439	946	926	16,334	18,645
Depreciation for the year	(8,687)	(2,786)	(412)	(6,544)	(18,429)

Reversal due to cancel					
rental agreement	(2,004)	-	(223)	-	(2,227)
31 December 2020	128,567	2,820	1,333	18,491	151,211
Additions	5,035	-	-	5,209	10,244
Depreciation for the					
year	(12,117)	(2,820)	(389)	(8,056)	(23,382)
31 December 2021	121,485	-	944	15,644	138,073

14.2 Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Lease payments	226,852	240,227
Less: Deferred interest expenses	(74,177)	(77,477)
	152,675	162,750
Less: Portion due within one year	(12,727)	(15,162)
Lease liabilities - net of current portion	139,948	147,588

Movement of lease liabilities for the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Net book value at beginning of year	162,750	160,508
Addition	5,209	12,249
Interest	5,846	5,111
Cancel rental agreement	-	(2,185)
Rental payment	(21,130)	(12,933)
Net book value at end of year	<u>152,675</u>	<u>162,750</u>

A maturity analysis of lease payments is disclosed in Note 31.1 under the liquidity risk.

14.3 Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements/ Separate financial statements	
	<u>2021</u>	<u>2020</u>
Depreciation expense of right-of-use assets	23,382	18,429
Interest expense on lease liabilities	5,846	5,111
Expense on short-term lease	198	80
Expense on leases of low-value assets	671	1,174

14.4 Others

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 22 million (2020: Baht 23 million) (the Company only: Baht 22 million, 2020: Baht 23 million), including the cash outflow related to short-term lease, leases of low-value assets.

15. Intangible assets

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Computer software		
Cost		
1 January 2020	26,384	25,497
Additions	4,464	4,464
31 December 2020	30,848	29,961
Additions	417	417
31 December 2021	31,265	30,378
Accumulated amortisation		
1 January 2020	7,502	6,769
Amortisation for year	2,844	2,690
31 December 2020	10,346	9,459
Amortisation for year	2,746	2,746
31 December 2021	13,092	12,205
Net book value		
31 December 2020	20,502	20,502
31 December 2021	18,173	18,173

16. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade payables - related parties	3,832	4,482	12,823	15,277
Trade payables - unrelated parties	46,726	49,239	41,766	39,663
Other payables - unrelated parties	11,108	15,697	10,718	15,695
Accrued expenses - unrelated parties	7,979	2,623	7,834	2,474
Total trade and other payables	69,645	72,041	73,141	73,109

17. Long-term loans

			(Unit: Thousand Baht)	
			Consolidated/Separate	
			financial statements	
Loan	Interest rate (%)	Repayment schedule	2021	2020
1	MLR-fixed rate	Monthly, starting the repayment in April 2019	51,126	85,564
Less: Current portion			(36,600)	(36,600)
Long-term loans, net of current portion			14,526	48,964

The loans are non-secured. The loan agreement contains several covenants which, among other things, require the Company to maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreement.

As at 31 December 2021, the Company was unable to maintain the debt service coverage ratio stipulated in the loan agreement. However, the Company received waiver of covenant from the bank, and as at 31 December 2021, the Company therefore classified the corresponding loans in accordance with the original repayment schedules stipulated in the loan agreement.

18. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		2021	2020
Provision for long-term employee benefits			
at beginning of year		4,532	5,309
Included in profit or loss:			
Current service cost		935	1,186
Interest cost		67	97
Included in other comprehensive income:			
Actuarial loss (gain) arising from			
Financial assumptions changes		(168)	138
Experience adjustments		1,671	(2,198)
Provision for long-term employee benefits at			
end of year		7,037	4,532

The Group expects to pay Baht 2.7 million of long-term employee benefits during the next year (2020: Baht 0.2 million) (the Company only: Baht 2.7 million, 2020: Baht 0.2 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 9 years (2020: 12 years) (The Company only: 9 years 2020: 12 years).

Significant actuarial assumptions are summarised below:

(Unit: % per annum)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Discount rate	1.89	1.51	1.89	1.51
Salary increase rate	5.00	5.00	5.00	5.00
Turnover rate	5.73 - 68.76	5.73 - 68.76	5.73 - 68.76	5.73 - 68.76

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

(Unit: Million Baht)

	31 December 2021			
	Consolidated financial statements		Separate financial statements	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
Discount rate (+/- 1.0%)	(0.40)	0.46	(0.40)	0.46
Salary increase rate (+/- 1.0%)	0.45	(0.40)	0.45	(0.40)
Turnover rate (+/- 20%)	(0.84)	1.29	(0.84)	1.29

(Unit: Million Baht)

	31 December 2020			
	Consolidated financial statements		Separate financial statements	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>

Discount rate (+/- 1.0%)	(0.42)	0.49	(0.42)	0.49
Salary increase rate (+/- 1.0%)	0.47	(0.41)	0.47	(0.41)
Turnover rate (+/- 20%)	(0.89)	1.40	(0.89)	1.40

19. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

20. Revenue from contracts with customers - Disaggregated revenue information

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Type of goods or service:				
Revenue from sales	518,073	727,033	518,073	738,226
Revenue from services	1,383	3,623	1,383	3,623
Utility services ⁽¹⁾	6,622	7,178	6,622	7,178
Total revenue from contracts with customers	<u>526,078</u>	<u>737,834</u>	<u>526,078</u>	<u>749,027</u>
Timing of revenue recognition:				
Revenue recognised at a point in time	519,456	730,656	519,456	741,849
Revenue recognised over time	6,622	7,178	6,622	7,178
Total revenue from contracts with customers	<u>526,078</u>	<u>737,834</u>	<u>526,078</u>	<u>749,027</u>

⁽¹⁾ Presented included in other income in statement of comprehensive income.

21. Finance income

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Interest income on bank deposits	258	493	255	490
Interest income on loans	-	-	758	802
Interest received from debt instruments measured at FVTPL	408	369	408	369
Total	<u>666</u>	<u>862</u>	<u>1,421</u>	<u>1,661</u>

22. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Interest expenses on borrowings	2,155	3,435	2,155	3,435
Interest expenses on lease liabilities	5,846	5,112	5,846	5,112
Total	<u>8,001</u>	<u>8,547</u>	<u>8,001</u>	<u>8,547</u>

23. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Salaries and wages and other employee benefits	126,980	116,483	126,979	116,482
Depreciation and amortisation	88,951	95,836	88,821	94,772
Purchase of goods	210,210	515,517	219,837	503,544
Electric expenses	17,304	23,634	17,304	23,634
Rental expenses from operating lease agreements	198	1,240	198	1,240
Sales promotion expenses	18,497	32,453	18,497	32,435
Changes in inventories	77,801	56,606	68,160	68,469

24. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Current income tax:				
Current income tax charge	-	-	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(13,139)	(7,653)	(13,155)	(8,276)
Tax income reported in profit or loss	(13,139)	(7,653)	(13,155)	(8,276)

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deferred tax relating to actuarial gain (loss)	(301)	412	(301)	412

The reconciliation between accounting profit and income tax expense (revenue) is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Accounting profit before tax	(75,883)	(35,371)	(74,968)	(35,436)
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	(15,176)	(7,074)	(14,994)	(7,087)
Adjustment in respect of income tax of previous year	-	1,212	-	1,212
Effects of:				
Non-deductible expenses	3,726	2,639	3,528	2,029
Additional expense deductions allowed	(1,689)	(4,430)	(1,689)	(4,430)
Total	2,037	(1,791)	1,839	(2,401)
Tax income reported in profit or loss	(13,139)	(7,653)	(13,155)	(8,276)

The components of deferred tax assets and deferred tax liabilities are as follows:

	Consolidated financial		(Unit: Thousand Baht)	
	statements		Separate financial	
	2021	2020	2021	2020
Deferred tax assets				
Allowance for diminution in value of inventories	9,497	10,767	9,474	10,727
Provision for long-term employee benefits	1,407	906	1,407	906
Accumulated depreciation - plant and equipment	1,073	798	1,073	798
Allowance for impairment loss of assets	40	-	40	-
Lease	2,529	2,188	2,529	2,188
Unused tax losses	16,854	3,542	16,854	3,542
Total	31,400	18,201	31,377	18,161
Deferred tax liabilities				
Unrealised gain from revaluation of investments	(8)	248	(8)	248
Total	31,392	17,953	31,369	17,913

As at 31 December 2021, the subsidiary has deductible temporary differences and unused tax losses totaling Baht 15 million (2020: Baht 29 million), on which deferred tax assets have not been recognised as the subsidiary believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

As at 31 December 2021, the Company has unused tax losses amounting to Baht 84 million (2020: Baht 18 million) will expire by 2024-2026.

25. Earnings per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Loss attributable to equity holders of the Company (Thousand Baht)	(62,746)	(27,718)	(61,813)	(27,160)
Weighted average number of ordinary shares (Thousand shares)	1,000,000	1,000,000	1,000,000	1,000,000
Loss per share (Baht per share)	(0.06)	(0.03)	(0.06)	(0.03)

26. Segment information

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

The Group is principally engaged in the trading of consumer products in the types of cloths, beddings, leather items furniture and household items together with space rental and provide utilities service, as having revenue and/or operating profit and/or assets less than 10% of total revenue and/or total operating profit and/or total assets of all segments, which do not meet the quantitative thresholds as set out in the financial reporting standard.

Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment.

Geographic information

The Group mainly operates in Thailand. As a result, all of revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year ended 31 December 2021 and 2020, the Group has no major customer with revenue of 10% or more of an entity's revenues.

27. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 3% - 15% of basic salary. The fund, which is managed by Kasikorn Asset Management, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2021 amounting to approximately Baht 2 million (2020: Baht 2 million) were recognised as expenses.

28. Dividends

Dividends	Authorised by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Dividend from retained earnings as of 31 December 2020	Annual General Meeting of the shareholders on 27 April 2021	3,699	0.0037
Interim dividend from operating results of 2019	Board of Directors Meeting No.2/2020 on 3 April 2020	3,700	0.0037

29. Commitments and contingent liabilities

29.1 Capital commitments

As at 31 December 2021 and 2020, the Group had capital commitments under the following agreements:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Construction of projects	10	11	10	11
Installation and development of software system agreements	1	1	1	1

29.2 Service commitment

As at 31 December 2021, the Group had commitments in respect of various service contracts amounting to Baht 1 million (2020: Baht 1 million).

29.3 Guarantees

As at 31 December 2021 and 2020, the Group has remaining balance of bank guarantees totaling Baht 10 million, guarantees provided for contacts of the electricity usage with Provincial Electricity Authority and purchasing of goods (2020: Baht 5 million).

29.4 Litigation

The Company has a land dispute at Singburi Branch. On 22 April 2016, the plaintiff (the proprietor of nearby land) filed a lawsuit with respect to tort against the Company and the Court of First Instance dismissed the case on 22 March 2017. Subsequently, the plaintiff appealed against the judgment. On 15 January 2018, the Court of Appeals dismissed the verdict of the Court of First Instance. On 20 February 2018, the Company submitted the notice of appeal along with petition against the verdict of the Appeal Court to the Supreme Court. However, on 21 October 2019, the Civil Court of Taling Chan read the order of the Supreme Court objecting the notice and the petition, as a result the judgment of the Court of the Appeals is deemed final. The Company is to take action regarding the sentence to demolish the building on disputed land and pay for the compensatory damages of Baht 60,000 with interest at the rate of 7.50% per annum from the date of filing including the damage charge of Baht 5,000 per month until the building is demolished.

On 6 November 2019, the Company paid the plaintiff compensatory damages of Baht 60,000 with interest at the rate of 7.5% per annum following with the Court judgment. In addition, the Company paid damages of Baht 5,000 per month following the Court judgment from 23 April 2016 to 22 January 2022, totaling Baht 0.3 million. In addition, the Company recognised a provision for damage charge of Baht 5,000 per month from 23 January 2022 until the expected completion date of demolition, totaling Baht 0.03 million and recognised allowance for impairment loss of assets which will be dismantled amounting to Baht 0.2 million, in the financial statements.

On 21 August 2020, the Company filed a petition to withdraw the execution with Singburi Provincial Court on grounds that the plaintiff's representative identified the disputed area incorrectly as the area identified does not correspond to the map in dispute, and the order of execution violates the law. As the Company is protected by Section 1330 and Section 1332 of the Civil and Commercial Code, the Company is not required to return the disputed area to the plaintiff unless payment for repurchase is made to the Company. On 26 August 2020, Singburi Provincial Court dismissed the Company's petition. On 8 September 2020, the Company filed an appeal against the order of the Provincial Court with the Court of Appeal Region 1. Singburi Provincial Court read the order of the Court of Appeal Region 1 rendered on 25 February 2021 dismissing the petition. The Company filed an appeal for the petition on 4 June 2021. On 27 January 2022, Singburi Provincial Court read the order of the Supreme Court objecting the notice and the petition.

On 29 December 2021, the Company submitted a petition requesting a stay of execution to the Singburi Provincial Court on the grounds of non-final outcomes of the Supreme Court's order regarding the request for withdrawal of the execution and the judgment of the Civil Court in the Black Case No. Phor.5491/2563 dismissed by the Singburi Provincial Court. Subsequently, the Company filed an appeal against the order of the Singburi Provincial Court to the Court of Appeal Region 1 on 27 January 2022. The order is currently under consideration by the Court of Appeal Region 1.

On 29 October 2020, the Company filed a countersuit against the plaintiff with the Civil Court as the Black Case No. Phor.5491/2563 in response to the ongoing case regarding the construction of a building, in good faith, encroaching on a person's land under Section 1312 of the Civil and Commercial Code, and filed a request for interim injunction during the Court proceedings. On 19 November 2021, the Civil Court scheduled the inquiry on the request. However, the defendant filed a request to withdraw her lawyer and stated that she was seeking a new lawyer. Therefore, the Civil Court rescheduled the inquiry on the request for interim injunction and the settlement of issues as well as the taking of evidence of the plaintiff on 18 February 2022. After the proceedings were completed, the Court dismissed the petition for the interim injunction.

However, the Company's branch in Singburi is operated as usual.

29.5 Credit facilities

As at 31 December 2021, the Company has been granted credit facilities by banks, as follows:

- a) Letter of credit facilities and trust receipts, totaling Baht 350 million (2020: 350 million), of which Baht 344 million (2020: 341 million) of unutilised amount is outstanding.
- b) Overdraft facilities of Baht 20 million (2020: 20 million), and letter of guarantee and pre-settlement limit of Baht 100 million (2020: 100 million).

30. Fair value of financial instruments

As of 31 December 2021 and 2020, the Group had the following assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

31 December 2021			
Consolidated/Separate financial statements			
Level 1	Level 2	Level 3	Total

Financial assets measured at fair value

Financial assets measured at FVTPL

Unit trusts

-	30	-	30
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(Unit: Million Baht)

	31 December 2020			
	Consolidated/Separate financial statements			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Financial assets measured at FVTPL				
Unit trusts	-	181	-	181

31. Financial instruments

31.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, short-term borrowing, investments, trade and other payables and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables, investment in Unit trusts, loans and deposits with banks and financial institutions. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, outstanding trade receivables are regularly monitored and the Group do not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The Group does not hold collateral as security. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risk comprising interest rate risk and currency risk as follow.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its deposits with financial institutions, investments and long-term loans. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements						
	As at 31 December 2021						
	Fixed interest rates			Floating	Non-		Effective
	Within	Over	Over	interest	interest		interest
	1 year	1 - 5	5 years	rate	Bearing rate	Total	rate
		years					
							(% p.a.)
Financial assets							
Cash and cash equivalents	-	-	-	206	2	208	0.13 - 0.50
Trade and other							
receivables	-	-	-	-	16	16	-
Other current financial							
assets	45	-	-	-	30	75	1.30
	45	-	-	206	48	299	
Financial liabilities							
Trade and other payables	-	-	-	-	70	70	-
Lease liabilities	13	36	104	-	-	153	2.76 - 4.37
Long-term loans	-	-	-	51	-	51	Note 17
	13	36	104	51	70	274	

(Unit: Million Baht)

	Consolidated financial statements						
	As at 31 December 2020						
	Fixed interest rates			Floating	Non-		Effective
	Within	Over	Over	interest	interest		interest
	1 year	1 - 5 years	5 years	rate	Bearing rate	Total	rate
							(% p.a.)
Financial assets							
							0.13 -
Cash and cash equivalents	-	-	-	88	5	93	0.50
Trade and other							
receivables	-	-	-	-	11	11	-
Other current financial							
assets	-	-	-	-	181	181	-
	-	-	-	88	197	285	
Financial liabilities							
Trade and other payables	-	-	-	-	72	72	-
							2.76 -
Lease liabilities	15	44	104	-	-	163	4.37

Long-term loans

-	-	-	86	-	86
15	44	104	86	72	321

Note 17

(Unit: Million Baht)

Separate financial statements							
As at 31 December 2021							
	Fixed interest rates			Floating interest rate	Non- interest Bearing rate	Total	Effective interest rate (% p.a.)
	Within 1 year	Over 1 - 5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	204	2	206	0.13 - 0.50
Trade and other receivables	-	-	-	-	29	29	-
Short-term loans to subsidiary and accrued interest	-	-	-	22	-	22	Note 6
Other current financial assets	45	-	-	-	30	75	1.30
	45	-	-	226	61	332	
Financial liabilities							
Trade and other payables	-	-	-	-	73	73	- 2.76 -
Lease liabilities	13	36	104	-	-	153	4.37
Long-term loans	-	-	-	51	-	51	Note 17
	13	36	104	51	73	277	

(Unit: Million Baht)

Separate financial statements							
As at 31 December 2020							
	Fixed interest rates			Floating interest rate	Non- interest Bearing rate	Total	Effective interest rate (% p.a.)
	Within 1 year	Over 1 - 5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	87	5	92	0.13 - 0.50
Trade and other receivables	-	-	-	-	30	30	-
Short-term loans to subsidiary and accrued interest	-	-	-	-	181	181	Note 6

Other current financial assets	-	-	-	22	-	22	-
	-	-	-	109	216	325	
Financial liabilities							
Trade and other payables	-	-	-	-	73	73	-
							2.76 -
Lease liabilities	15	44	104	-	-	163	4.37
Long-term loans	-	-	-	86	-	86	Note 17
	15	44	104	86	73	322	

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate of long-term loans from affected as at 31 December 2021 and 2020.

	2021		2020	
	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Long-term loans	0.5	(256)	0.5	(428)
	(0.5)	256	(0.5)	428

The above analysis has been prepared assuming that the amounts of the floating rate of long-term loans and all other variables remain constant over one year. Moreover, the floating legs of these long-term loans are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies.

As at 31 December 2021 and 2020, the balance of financial assets and liabilities denominated in foreign currencies are immaterial.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	69,645	-	-	-	69,645
Lease liabilities	-	18,838	56,033	151,981	226,852
Long-term loans	-	36,600	14,526	-	51,126
Total financial liabilities	69,645	55,438	70,559	151,981	347,623

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	72,041	-	-	-	72,041
Lease liabilities	-	21,695	70,049	148,483	240,227
Long-term loans	-	36,600	48,964	-	85,564
Total financial liabilities	72,041	58,295	119,013	148,483	397,832

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	73,141	-	-	-	73,141
Lease liabilities	-	18,838	56,033	151,981	226,852
Long-term loans	-	36,600	14,526	-	51,126
Total financial liabilities	73,141	55,438	70,559	151,981	351,119

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Trade and other payables	73,109	-	-	-	73,109
Lease liabilities	-	21,695	70,049	148,483	240,227
Long-term loans	-	36,600	48,964	-	85,564
Total financial liabilities	73,109	58,295	119,013	148,483	398,900

31.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

32. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value including compliance with the financial conditions as stipulated in the loan agreement as discussed in Note 17 to the financial statements.

As at 31 December 2021, the Group's debt-to-equity ratio was 0.22:1 (2020: 0.24:1) and the Company's was 0.21:1 (2020: 0.24:1).

33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2022.

Form confirming the correctness and completeness of the remuneration paid to the auditor

As at 31 December 2021

Audit fee

No.	Company's Name	Auditor's name	Audit fee (Unit: THB)
1	FN Factory Outlet Public Company Limited and its subsidiary	EY Office Limited (Rosaporn Decharkom)	2,350,000
Total Audit fee			2,350,000

Non-audit fee

No.	Company paid	Non-audit service	Provider	Other Non-audit service (THB)	
				The paid during a year	Part to be paid in the future.
				-	-
Non-audit fee				-	-

The above information

- ☒ In this regard, I hereby confirm that there is no information on other services that the company has paid to me. Auditor's office that I belong to and persons or businesses related to me and the auditing office I am affiliated with which I know and have not disclosed above.
- ☐ Inaccurate, incomplete, ie..... Upon updating the above information (if any), I hereby certify that all information in this form reflects the audit fee and other fees paid by the company to me and the audit firm. that is completely correct

Rosaporn Decharkom

(Mr. Rosaporn Decharkom)

EY Office Limited

Auditor of FN Factory Outlet Public Company Limited

Section 4

Confirmation of information Accuracy

The annual registration statement shall be certified by the director(s) with binding authority by affixing

signature and the Company's stamp (if any) wherein, and authorizing a person to sign on the documents of the annual registration statement on his/her/their behalf. The certification shall contain the following statements in the following format: "The Company has reviewed the information on this annual registration statement with care and hereby certifies that the information is accurate, complete, not false or misleading, and does not lack material information that should be notified. In addition, the Company certifies that:

- (1) The financial statements and financial information summarized in this annual registration statement show material information accurately and completely regarding the financial condition, the operating results and the cash flows of the Company and the subsidiaries;
- (2) The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely, and has supervised compliance with such disclosure system;
- (3) The Company has provided an efficient internal control system, supervised compliance with the system, and submitted the information on the internal control assessment on December 31, 2021 to the auditor and the Audit Committee, which covers deficiencies, significant changes on the internal control system, and wrongful acts that may affect the preparation of financial reporting of the Company and the subsidiaries.

In this regard, as proof that all the documents are identical to those certified by the Company, the Company has authorized Mr. Benyiam Songwatana to sign on every page of the documents, and the absence of the authorized signature of Mr. Benyiam Songwatana any document shall be deemed that such unsigned document has not been certified by the Company.

Name

1. Mr. Benyiam Songwatana

Position

Director

Signature

B. Songwatana.
[Signature]

2. Mr. Omar Songwattana

Director

Attorney

Name

1. Mr. Benyiam Songwatana

Position

Director

Signature

B. Songwatana
[Signature]

Attachment 1 Details of Directors, Executives, Control Persons, and Company Secretary

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
1.	Mr. Pricha Songwatana - Chairman of the Board of Directors	70	<ul style="list-style-type: none"> Master of Business Administration, Kasetsart University Certification Program by Thai Institute Directors Association (IOD) Director Accreditation Program (DAP), Class 129/2016 Thai-Chinese Leadership Studies (TCL), Class of 2018 Business Revolution and Innovation Network, BRAIN 1 (F.T.I), Class of 2017 The Executive Program in Energy Literacy for a Sustainable Future (TEA), Class 6/2015 Senior Executives on Justice Administration, 	Father of Mrs. Chortip, Miss Nisanee, and Mr. Benyiam	-	-	2000 - present	- Chairman of the Board of Director - Advisor	FN Factory Outlet Pcl.	Factory outlet business
							2018 - 2021	- Vice Chairman of The Board of Director - Executive Chairman - Acting Chief Operating Officer		
							2021 - present	- Director	The Office of SMEs Promotion	State Enterprise
							2018 - present	- Vice Chairman	The Federation of Thai Industries	Charity / Non-Profit Organisations
							2018 - present	- Chairman	Small & Medium Industrial Institute (SMI)	Charity / Non-Profit Organisations
							2017 - present	- Director	Management and Psychology Co., Ltd.	Development and training services.
							2017	- Director	THAI HA Pcl.	Rice production, packaging and quality development.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
1.	Mr. Pricha Songwatana (Cont.)		Class 18/2014 National Justice Academy, Office of Judiciary - Mahanakorn Program, Class 1/2013 - Advanced Security Management Course, Class 3/2012 - Course Certificate Senior Executive, Capital Market Academy, Class 7/2008 Certificate of National Defense, National Defense College , Class of 2003				2017	- Director	Thai Vegetable Oil Pcl.	Distribution of refined soybean oil.

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
2.	Mrs.Saowanee Kamolbutr - The 1st Vice Chairman of the Board of Directors - Independent Director - Member of Audit Committee - Member of Risk Management Committee - Chairman of the Good Corporate Governance Committee	69	- Master of Political Science (Public Administration), Thammasat University - Bachelor of Political Science (Public Administration), Thammasat University Certification Program by Thai Institute Directors Association (IOD) - IT Governance and Cyber Resilience Program (ITG), Class 15/2020 - Boards that make a difference (BMD), Class 9/2019 - Advance Audit Committee Program (AACP), Class 17/2017 - Financial Institutions Governance Program (FGP) Class 1/2010 - Role of the Chairman Program (RCP), Class 23/2010	-	-	-	2020 - present	- Independent Director - Member of Audit Committee	Thitikorn Public Company Limited	Motorcycle and Automobile Hire-Purchase
							2020 - present	- Chairman of Board of Directors	AIRA Asset Management (AIAM)	Private Fund Management
							2020 - present	- Honorary Director	Southeast Bangkok College	Educational institution
							2020 - present	- Independent Director - Chairman of the Audit Committee - Member of Nomination and Remuneration Committee	Glow Energy Pcl.	Energy and Utilities
							2017 - present	- Independent Director - Chairman of the Audit Committee - Chairman of the Risk Management Committee	Carabao Group Pcl.	Energy drink manufacturer

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
2.	Mrs.Saowanee Kamolbutr (Cont.)		<ul style="list-style-type: none"> - Role of the Compensation Committee (RCC), Class 8/2009 - Director Certification Program (DCP), Class 69/2006 - Senior Executive Program (Kellogg-Sasin) - The Management Development Program (Wharton School) - Certificate in Public Sector Reform, University of Victoria, New Zealand - National Defense College of Thailand (NDC), Class of 2005 - Capital Market Academy (CMA), Class 7 				2017 - present	<ul style="list-style-type: none"> - Vice Chairman of the Nomination and Remuneration Committee - The 1st Vice Chairman of the Board of Directors - Independent Director - Member of Audit Committee - Member of Risk Management Committee - Chairman of the Good Corporate Governance Committee 	FN Factory Outlet Pcl.	Factory outlet business
							2017 - present	<ul style="list-style-type: none"> - Independent Director - Member of the Risk Management Committee - Chairman of the Audit Committee 	T.K.S. Technologies Public Company Limited	Manufacturer of forms and continuous paper.

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
2.	Mrs.Saowanee Kamolbutr (Cont.)		- Advanced Security Management Program Alumni (ASMA.), Class 4				2017 - 2019	- Chairman - Independent Director	Pacific Pipe Pcl.	manufactures and distributes steel pipes
							2016 - 2020	- Independent Director - Chairman of the Audit Committee - Member of Nomination - Remuneration Committee	Global Power Synergy Pcl.	operates as a power, steam, and utilities producer and distributor
							2016 - 2017	- Financial Expert	Port Authority of Thailand	Water transportation
							2016 - 2019	- Advisor, The Committee on Economics, Monetary Affairs and Finance	The Committee of the National Legislative Assembly	National Legislative Assembly
							2016 - 2018	- Expert Member of the Institute Council	Rajapark Institute	Educational institute

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
2	Mrs.Saowanee Kamolbutr (Cont.)						2016 - 2017	- Independent Director - Chairman of the Executive Board	SME Development Bank	Bank
							2016 - 2017	- Independent Director - Member of the Audit Committee	Interlink Communication Pcl.	Distributor of computer network devices.
3.	Mr.Poolsak Tansitthipun - The 2nd Vice Chairman of the Board of Directors - Independent Director - Chairman of the Audit Committee - Chairman of the Nomination and Compensation Committee	63	- Master of Business Administration, Kasetsart University - Bachelor of Laws, Ramkhamhaeng University - Certification Program by Thai Institute Directors Association (IOD) - Director Accreditation Program (DAP), Class 51/2549	N/A	N/A	N/A	2016 - present	- The 2nd Vice Chairman of the Board of Directors - Independent Director - Chairman of the Audit Committee - Chairman of the Nomination and Compensation Committee	FN Factory Outlet Pcl.	Factory outlet business
							2016 - present	- Chairman of the Audit Committee - Independent Director	Union Petrochemical Pcl.	Distributor of chemical products

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
3.	Mr.Poolsak Tansitthipun (Cont.)		<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 144/2554 - Advanced Audit Committee Program(AACP), Class 31/2553 - Role of the Chairman Program (RCP), Class 35/2557 - Anti-Corruption for Executive Program (ACEP), Class 13/2557 - Professional Level - Graduate Diploma in Taxation, University of the Thai Chamber of Commerce - Certificate in Advance Legal Studies Lawyers Council - Graduate Diploma in Taxation, Institute of Legal Education of 				2016 - present	<ul style="list-style-type: none"> - Vice Chairman of the Board - Independent Director - Chairman of the Audit Committee - Member of Risk Management Committee - Member of the Nomination and Remuneration Committee 	Ananda Development Pcl.	Condominium and housing project
							2016 - present	- Advisor	Chachoengsao Chamber Of Commerce	Private entity
							2016 - present	- Directors	Chachoengsao Foundation	Foundation
							2016 - present	- Directors	Sappakit Business Co., Ltd.	Legal, accounting and taxation consultancy services

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
3.	Mr.Poolsak Tansitthipun (Cont.)		Thai Bar Association under the Royal Patronage - Labor law certificate - Certificate of Patent Agent Professional Law School By the cooperation of the Department of Intellectual Property. - "THE BOSS" Certificate, Institute of Management and Psychology							
4.	Mr.Voravat Tantranont - Independent Director - Member of Audit Committee - Member of Nomination and Compensation Committee	63	- Master of Business Administration, Saint Louis University, Missouri State, USA. - Barrister at Laws, Institute of Legal Education Thai Bar Association	-	-	-	2020 - present	- Independent Director - Member of Audit Committee - Member of Nomination and Compensation Committee	FN Factory Outlet Pcl.	Factory outlet business
							2016 - present	- Director	Tan Cafe (2018) Co., Ltd.	Restaurants activities
							2016 - present	- Director	Choice Property Co., Ltd.	

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholdin g in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
4.	Mr.Voravat Tantranont (Cont.)		- Barrister at Laws, Institute of Legal Education Thai Bar Association				2016 - present	- Director	Choice Training Co., Ltd.	Land and building leasing.
			2016 - present				- Director	T.T.Ceramic Public Company Limited	Training courses and seminars	
			2016 - present				- Director	Union Mosaic Industry Pcl.	Manufacturer and distributor of ceramic tiles.	
			2016 - present				- Director - Vice Chairman of the Board of Director		Distributor, exporter and manufacturer of floor and wall tiles.	
			2016 - present				- Director	CR Chiangmai (Thailand) Co., Ltd.	Retailer of general goods	
			2016 - present				- Director	Tantraphan Supermarket (1994) Co., Ltd.	Rim Ping Supermarket	
			2016 - present				- Director	Choice Mini Store Co., Ltd.	Convenience store (7- eleven)	
			Certification Program by Thai Institute Directors Association (IOD) - Director Accreditation Program (DAP), Class 43/2005							

[illegible]

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
5.	Mrs.Pratana Mongkolkul (Cont.)		- IT Governance and Cyber Resilience Program (ITG), Class 3/2017				2019 - present	Governance Committee	TBSP Plc.	Security printing manufacturer businesses
	Mrs.Pratana Mongkolkul (Cont.)		- Advance Audit Committee Program (AACP), Class 22/2016				2019 - present	- Independent Director - Member of the Audit Committee	Central Retail Corporation Plc.	Supercenter
			- Director Certification Program (DCP), Class 34/2003				2017 - present	- Independent Director - Chairman of the Audit Committee	Rojukiss International Plc.	Cosmetic products
			- Director Accreditation Program (DAP), Class 2/2003				2011 - present	- Vice Chairman, Independent Director - Chairman of the Audit Committee	Boutique Consulting Group Co., Ltd.	Business Support service.
			- IP Bar 2021 : IP Challenges in the Next Normal by the Central Intellectual Property and International Trade Court (Thailand)				2015 - present	- Chairman of the Board of Director	Mongkolkulwittaya School	Education
			- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 20/2017				2014 - present	- Director - Secretary - Treasurer		Court
			King Prajadhipok's Institute					- Associate Judge		

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
5.	Mrs.Pratana Mongkolkul (Cont.)		<ul style="list-style-type: none"> - Public Director Certification Program, Public Director Institute, Class 13/2015 - Thai Intelligence Investors, Class 1/2021, Thai Investors Association - Capital Market Leader Program Class 6/2008, Capital Market Academy - Chief Financial Officer Certification Program Class 1/2004, Institute of Certified Accounting and Auditors of Thailand - Director Diploma Examination 2003, The Australian Institute of Directors Association 				2014 - present 2013 - present 2010 - present 2003 - present 2018 - 2019 2017 - 2020	- Chairman of the Board of Director - Director - Secretary - Treasurer - Lecturer - Councilor - Graduated Member - Lecturer - Board of Trustees - Chairman of the Audit Committee and Risk Management Committee - Director	Central Intellectual Property and International Trade Court Boutique Property Management Ltd. Dr. Kamchad - Pranee Mongkolkul Foundation Thailand Management and Association Thai Institute of Director Association Dhurakij Pundit University Thai Airways International Pcl.	Real estate activities Private higher Foundation Non-Profit Organisations Non-Profit Organisations Education institution. Transport and Logistics.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
5.	Mrs.Pratana Mongkolkul (Cont.)							- Member of Executive Committee		
							2014 - 2018	- Director - Chairman of the Audit Committee	Port Authority of Thailand	Water Transportation
							2015 - 2019	- Director - Chairman of the Audit Committee	Thailand Post Co., Ltd.	Postal services.
							2013 - 2019	- Independent Director - Member of the Audit Committee - Chairman of Financial Risk Committee	T.K.S. Technologies Plc.	Manufacturer of forms, continuous paper, security forms, other printing materials and continuous label stickers.
							2015 - 2017	- Director - Member of Executive Committee	Government Saving Bank	Saving Bank
							2014 - 2017	- Independent Director	Dusit Thani Plc.	Hotel

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
								- Member of Executive Committee		
6.	Mr.Benyiam Songwatana - Director - Member of Risk Management Committee - Executive Chairman - Chief Marketing Officer	42	- Master of Business Administration, University of Bradford, England - Bachelor of Engineering (Electrical Engineering), University of the Thai Chamber of Commerce - Certification Program by Thai Institute of Directors (IOD) - Director Certification Program (DCP), Class 219/2016	Son of Mr. Pricha; and younger brother of Mrs. Chortip and Miss Nisanee	0.003	1,000	2020 - present 2016 - present 2014 - 2020 2019 - present 2019 - present 2016 - present 2016 - present	- Executive Chairman - Chief Marketing Officer - Director - Member of Risk Management Committee - Chief Executive Officer - Acting Chief Investment Officer - Director - Director - Director - Director	FN Factory Outlet Pcl. I Wer Co., Ltd. Chonisben Co., Ltd. Q Farm Co., Ltd. QIU Asset Co., Ltd.	Factory outlet business Software consultancy activities. Retail and wholesales trading Agricultural product processing Real property trading

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
6.	Mr.Benyiam Songwatana (Cont.)						2016 - present	- Director	Ka-Nomjeen Bangkok Co., Ltd.	Thai cuisine restaurant
							2016 - 2017	- Director	P. Villa Co., Ltd.	Real estate
7.	Mrs. Chortip Songwatana Vudhibhong - Director - Member of the Good Corporate Governance Committee	49	- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Communication Arts, Assumption University - Certification Program by Thai Institute Directors Association (IOD)	Daughter of Mr. Pricha; and elder sister of Mr. Benyiam and Miss Nisanee	0.003	N/A	2014 - present	- Director - Member of the Good Corporate Governance Committee	FN Factory Outlet Pcl.	Factory outlet business
							2018 - 2020	- Chief Business Development Officer		
							2019 - present	- Director	Chonisben Co., Ltd.	Retail and Whole sale Business
							2017 - present	- Director	Save Now 2494 Co., Ltd.	Whole sale and retail store
							2016 - present	- Member of the Executive Committee - Director	Be Wise (Thailand) Co., Ltd.	Sale of food and beverage/consignor of mother and baby products and cosmetics.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
7.	Mrs. Chortip Songwatana Vudhibhong (Cont.)		- Director Accreditation Program (DAP), Class 124/2016 - Director Certification Program (DCP), Class 219/2016 - Financial Statements for Directors (FSD), Class 26/2557 - Capital Market Academy, Top Management Program, Class 22/2016				2016 - present	- Director	Pre-Proud Co., Ltd.	Renting Real estate
							2016 - present	- Director	Q Farm Co., Ltd.	Agricultural product processing
							2016 - present	- Director	QIU Asset Co., Ltd.	Real property trading
							2016 - present	- Director	Chareanchai and Son Agriculture Co., Ltd.	Warehouse leasing.
							2016 - present	- Director	Ka-Nomjeen Bangkok Co., Ltd.	Thai cuisine restaurant
							2015 - 2020	- Director	The F1 Co., Ltd.	Hotels and resort hotels
							2016 - 2017	- Director	P.Villa Co., Ltd.	Real estate
							2013 - 2016	- Director	Key Point Construction Co., Ltd.	Construction of non-residential buildings
							2006 - 2016	- Director	Bonne Sante Co., Ltd.	Importer and distributor of health products.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
8.	Mr.Omar Songwattana - Director	32	- Master of Science (Management), Brunel University	relative	2.87	N/A	2016 - present	- Director	FN Factory Outlet Plc.	Factory outlet business
			- Bachelor of Engineering (Mechanical Engineering), Kasetsart University				2018 - present	- Managing Director	3 Links and Friend Co., Ltd.	Real estate business chattel serving locations for various products.
			Certification Program by Thai Institute Directors Association (IOD) - Director Accreditation Program (DAP), Class 124/2016				2015 - present	- Director	Arting Co., Ltd.	Distributor of furniture

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
9.	Mr. Thammasak Jittimaporn - Director - Member of the Rick Management Committee - Executive Committee - Chief Executive Officer - Acting Chief Operating Officer	61	- Master of Business Administration The University of Akron, USA - Bachelor of Accounting, Thammasat University - Certification Program by Thai Institute Directors Association (IOD) - Director Accreditation Program (DAP) Class 181, 2021 - Director Accreditation Program (DAP), 2004	-	1.47%	14,700,000	2021 - present	- Sup Committee	State Enterprise Policy Office (SEPO)	State Enterprise
							2021 - present	- CMO Council	MAT Association of Thailand	Charity / Non-Profit Organisations
							2020 - present	- Director - Member of the Rick Management Committee - Executive Committee - Chief Executive Officer - Acting Chief Corporate Support Officer	FN Factory Outlet Pcl.	Factory outlet business
							2018 - present	- Director	Thailand Trust Mark	State Enterprise
							2016 - present	- Counselor - Vice chairman of the board of director	Thailand management association (TMA)	Charity / Non-Profit Organisations
							2016 - 2019	- Chief Operating Officer	Mitr Phol Sugar Corp., Ltd.	

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
9.	Mr. Thammasak Jittimaporn (Cont.)						2016	- Managing Director	Osotspa Pcl.	Sugar Manufacturers & Distributors Fast-moving consumer goods
10.	Ms. Nisanee Songwatana - Executive Committee - Chief Operating Officer	43	- Master of Business Administration, Strayer University, USA - Bachelor of Art, Stamford International University	Daughter of Mr. Pricha; younger sister of Mrs. Chorthip; and elder sister of Mr. Benyiam	16.61%	(13,500,000)	2016 - present	- Executive Committee - Chief Operating Officer	FN Factory Outlet Pcl.	Factory outlet business
							2019 - present	- Director	Chonisben Co., Ltd.	Retail and Whole sale Business
							2016 - present	- Director - Managing Director	Save Now 2494 Co., Ltd.	Retail Stores
							2016 - present	- Director	Be Wise (Thailand) Co., Ltd.	Retailer of cosmetics
							2016 - present	- Director	Q Farm Co., Ltd.	Agricultural product processing
							2016 - present	- Director	QIU Asset Co., Ltd.	Real property trading
							2016 - present	- Director		

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
10.	Ms. Nisanee Songwatana (Cont.)						2016 - 2017	- Director	Ka-Nomjeen Bangkok Co., Ltd.	Thai cuisine Restaurant
							2016	- Assistant Manager	P.Villa Co., Ltd.	Real Estate
							2016	- Director	Jones Lang LaSalle Co., Ltd.	Real Estate
									Bonne Sante Co., Ltd.	Distributor of health products
11.	Ms. Apinya Kuljongcharoenlert - Chief Financial Officer - Acting Manager Accounting	40	- Master of Business Administration, National Institute of Development Administration (NIDA) - Bachelor's degree Graduate Accounting, Kasetsart University - Federation of Accounting Professions - Certified public accountant (CPA)	N/A	-	-	2019 - present	- Chief Financial Officer - Acting Manager Accounting	FN Factory Outlet Plc.	Factory outlet business
							2018 - 2019	- Chief Accountant	Volvo Group (Thailand) Co., Ltd.	Manufacturers and distributing Trucks and Buses, After-sale Service
							2016 - 2018	- Finance and Accounting Manager	LF Beauty (Thailand) Co., Ltd.	Manufacture of medicine and cosmetics

No.	Name/Position	Age (Yrs.)	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
11.	Ms.Apinya Kuljongcharoenlert - Chief Financial Officer - Acting Manager Accounting		- TFRS 16 Lease, NYC Management Co., Ltd. - Curriculum Vitae of TFRS, Federation of Accounting Professions under the Royal Patronage				2016	- Section Head	Sermsuk Plc.	Manufacturer and distributor of various high quality
12.	Mr.Noppol Chuklin - Executive Committee	54	- Doctor of Philosophy Program in Politics, Ramkhumhaeng University - Master of Business Administration (MBA) for CEO, Ramkhumhaeng University - BBA (Marketing) The University of Thai	N/A	-	-	2019 - present	- Executive Committee	FN Factory Outlet Pcl.	Factory outlet business
							2016 - present	- Director - Chief Executive Officer	Retail Business Solutions co., Ltd.	Maintenance and repair of motor vehicle engines and other parts Passenger land transport and freight service.
							2016 - present	- Director - Chief Executive Officer	RBS Logistics Co., Ltd.	Import materials industry.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
12.	Mr.Noppol Chuklin (Cont.)		Chamber of Commerce Bangkok				2016 - present	- Director - Chief Executive Officer	Star I Am Co., Ltd.	call center
			- Profession CFO, NIDA Business School, FTI, MAI				2016 - present	- Director - Chief Executive Officer	Nice Call Co., Ltd	Residential care activities for the elderly
			- Thai and ASEAN Community in Global Political Economy, Class 1 King Prajadhipok's Institute				2016 - present	- Member of the Executive Committee and Chairman of Advisors	The Senizens Co., Ltd.	Printing ink used in the food industry.
			- Senior Executives on Justice Administration, Class 17 National Justice Academy, Office of Judiciary				2016 - present	- Member of the Executive Committee and Chairman of Advisors	Code Master Co., Ltd.	Import and distribution of electronic.
							2016 - present	- Member of the Executive	Use Technology Co., Ltd.	

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
12.	Mr.Noppol Chuklin (Cont.)		<ul style="list-style-type: none"> - Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 18 King Prajadhipok's Institute - Bhumipalung Phandin for Top Executives, Class 4 Chulalongkorn University - Rule of Law for Democracy (RLD), Class 5 College of the Constitutional Court - Executive Program on the Rule of Law and 				2016 - present	<ul style="list-style-type: none"> Committee and Chairman of Advisors - Member of the Executive Committee and Chairman of Advisors 	Saidet Co., Ltd.	Security systems service activities.

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
12.	Mr.Noppol Chuklin (Cont.)		Development (RoLD 1) Thailand Institute of Justice (TIJ) - Advance Master of Management Program, (AMM), Class 1 National Institute of Development Administration (NIDA) - Strategic Management in Corruption Prevention and Suppression Program for Chief Executive Officers, Class 10 Office of The National Anti - Corruption Commission (ONACC)							

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
13.	Monthip Suewatanakul - Company Secretary	59	- Bachelor of Arts, Faculty of Arts Chulalongkorn University	N/A	-	-	2020 - present	- Company Secretary	FN Factory Outlet Pcl.	Factory outlet business
			- Sustainability Forum 2021				2018 - present	- Assistant to Chairman	Management and Psychology Co., Ltd.	Leadership development and training services.
			- Criteria for CGR project survey for 2023. - SD/ESG integration for sustainability. - HR After COVID-19 - Advance for Corporate Secretaries Program, Class of 2020 - Company Secretary Program, SET				2016 - 2017	- Compliance & Sustainability Development Director	Thai Vegetable Oil Plc.	Agriculture industry

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Changes in Shareholding (Number of Shares)	Work Experience in the Past 5 Years			
							Period	Position	Company/Organization	Type of Business
13.	Monthip Suewatanakul (Cont.)		<ul style="list-style-type: none"> - Preliminary to Corporate Sustainability - Corporate Sustainability Strategy - Sustainability Reporting 							

Report on Changes in Shareholding by Directors

Name	Shareholding by Directors / Spouse and minor children		
	As of 1 January 2021	As of 31 December 2021	Increase (Decrease)
1. Mr.Pricha Songwatana	-	-	-
2. Mrs.Saowanee Kamolbutr	-	-	-
3. Mr.Poolsak Tansitthipun	-	-	-
4. Mr.Voravat Tantranont	-	-	-
5. Mrs.Pratana Mongkolkul	-	-	-
6. Mr.Benyiam Songwatana	24,800	24,800	-
7. Mrs.Chortip Songwatana Vudhibhong	23,800	23,800	-
8. Mr.Omar Songwattana	28,700,000	25,650,000	(3,050,000)
9. Mr.Thammasak Jittimaporn	-	14,700,000	14,700,000
10. Ms. Nissanee Songwatana	179,603,800	166,103,800	(13,500,000)

Report on Tenure of the Board of Director and Directorship in other companies.

As of 31 December 2021

Name	Date of appointment Tenure of the Board of Director	<u>listed</u> companies (Companies)	<u>non-listed</u> companies (Companies)
1. Mr.Pricha Songwatana	October 1, 2014	-None-	-None-
2. Mrs.Saowanee Kamolbutr	May 9, 2016	4	1
3. Mr.Poolsak Tansitthipun	October 1, 2014	2	1
4. Mr.Voravat Tantranont	October 1, 2014	1	7
5. Mrs.Pratana Mongkolkul	May 9, 2016	4	2
6. Mr.Benyiam Songwatana	October 1, 2014	-None-	5
7. Mrs.Chortip Songwatana Vudhibhong	October 1, 2014	-None-	8
8. Mr.Omar Songwattana	December 25, 2015	-None-	2
9. Mr.Thammasak Jittimaporn	February 29, 2016	-None-	-None-

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company	Subsidiary	Related Companies			
	FN Factory Outlet Pcl.	1	2	3	4	
1 Mr. Pricha Songwatana	x					
2 Mrs.Saowanee Kamolbutr	xxx, xxxx					
3 Mr.Poolsak Tansitthipun *	xxx, xxxx					
4 Mr.Voravat Tantranont **	xxx, xxxx				xx, ///	(20%)
5 Mrs.Pratana Mongkolkul ***	xxx, xxxx			xxx, xxxx		
7 Mr.Benyiam Songwatana	xx, @, /, //, /// (0.003%), * (33.33%)	* (33.33%)				
6 Mrs.Chortip Songwatana Vudhibhong	xx, @, /, /// (0.003%), * (33.33%)	xx, @, * (33.33%)	xx			
8 Mr.Omar Songwattana	xx, @, /// (2.565%)					
9 Mr.Thammasak Jittimaporn	xx, /, //, /// (1.47%)					
10 Ms.Nisane Songwatana	/, //, /// (16.61%), * (33.33%)	xx, @, /// (0.10%), * (33.33%)				
11 Ms.Apinya Kuljongcharoenlert	//					
12 Mr.Noppol Chuklin	/					
13 Monthip Suewatanakul	//					

Remark: 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive Committee, // = Executive, /// = Shareholder

2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.

3) The figure in the parenthesis represents the shareholding in that company.

4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).

5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).

6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).

7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).

8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company					
	5	6	7	8	9	10
1 Mr. Pricha Songwatana						
2. Mrs.Saowanee Kamolbutr		xxx, xxxx				
3. Mr.Poolsak Tansitthipun *						
4. Mr.Voravat Tantranont **						
5. Mrs.Pratana Mongkolkul ***				xxx, xxxx	xxx, xxxx	
7. Mr.Benyiam Songwatana			xx, @, /// (0.001%), * (33.33%)			xx
6. Mrs.Chortip Songwatana Vudhibhong			xx, @, /// (20%), * (33.33%)			
8. Mr.Omar Songwattana						
9. Mr.Thammasak Jittimaporn						
10. Ms.Nisane Songwatana			xx, @, /// (0.001%), * (33.33%)			
11. Ms.Apinya Kuljongcharoenlert						
12. Mr.Noppol Chuklin						
13. Monthip Suewatanakul	//					

Remark: 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive Committee, // = Executive, /// = Shareholder

2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.

3) The figure in the parenthesis represents the shareholding in that company.

4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).

5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).

6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).

7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).

8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company					
	11	12	13	14	15	16
1 Mr. Pricha Songwatana						
2. Mrs.Saowanee Kamolbutr		xxx, xxxx				
3. Mr.Poolsak Tansitthipun *						
4. Mr.Voravat Tantranont **					xx, @, /// (20%)	xx, @, /// (20%)
5. Mrs.Pratana Mongkolkul ***						
7. Mr.Benyiam Songwatana	xx, @, /// (34.44%)		xx, @, /// (33.33%)	xx, @, /// (33.33%)		
6. Mrs.Chortip Songwatana Vudhibhong	xx, @, /// (34.44%)		xx, @, /// (33.33%)	xx, @, /// (33.33%)		
8. Mr.Omar Songwattana						
9. Mr.Thammasak Jittimaporn						
10. Ms.Nisane Songwatana	xx, @, /// (31.11%)		xx, @, /// (33.33%)	xx, @, /// (33.33%)		
11. Ms.Apinya Kuljongcharoenlert						
12. Mr.Noppol Chuklin						
13. Monthip Suewatanakul						

Remark: 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive Committee, // = Executive, /// = Shareholder

2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.

3) The figure in the parenthesis represents the shareholding in that company.

4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).

5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).

6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).

7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).

8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company					
	17	18	19	20	21	22
1 Mr. Pricha Songwatana						
2 Mrs.Saowanee Kamolbutr					xxx, xxxx	
3 Mr.Poolsak Tansitthipun *						
4 Mr.Voravat Tantranont **	xx, @, /// (20%)	xx, @, /// (10%)	xx, @, /// (20%)			xx, @
5 Mrs.Pratana Mongkolkul ***						
7 Mr.Benyiam Songwatana						
6 Mrs.Chortip Songwatana Vudhibhong						
8 Mr.Omar Songwattana				//		
9 Mr.Thammasak Jittimaporn						
10 Ms.Nisanee Songwatana						
11 Ms.Apinya Kuljongcharoenlert						
12 Mr.Noppol Chuklin						
13 Monthip Suewatanakul						

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2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.

3) The figure in the parenthesis represents the shareholding in that company.

4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisanee Songwatana).

5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).

6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).

7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).

8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company				
	23	24	25	26	27
1 Mr. Pricha Songwatana					xx, @
2 Mrs.Saowanee Kamolbutr					
3 Mr.Poolsak Tansitthipun *					
4 Mr.Voravat Tantranont **					
5 Mrs.Pratana Mongkolkul ***	xxx, xxxx		x, @, /// (95.99%)	x, @, /// (50.80%)	
7 Mr.Benyiam Songwatana		** (33.33%)			* (33.33%)
6 Mrs.Chortip Songwatana Vudhibhong		xx, @, /, /// (0.03%), ** (33.33%)			* (33.33%)
8 Mr.Omar Songwattana					xx, @
9 Mr.Thammasak Jittimaporn					
10 Ms.Nisane Songwatana		xx, @, ** (33.33%)			xx, @, * (33.33%)
11 Ms.Apinya Kuljongcharoenlert					
12 Mr.Noppol Chuklin					
13. Monthip Suewatanakul					

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2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.

3) The figure in the parenthesis represents the shareholding in that company.

4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).

5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).

6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).

7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).

8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022

9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022

10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company				
	28	29	30	31	32
1 Mr. Pricha Songwatana					
2 Mrs.Saowanee Kamolbutr					
3 Mr.Poolsak Tansitthipun *	xxx, xxxx	xx, /// (20%)		xxx,xxxx	
4 Mr.Voravat Tantranont **			xx, @, /, /// (0.68%)		
5 Mrs.Pratana Mongkolkul ***					
7 Mr.Benyiam Songwatana					
6 Mrs.Chortip Songwatana Vudhibhong					
8 Mr.Omar Songwattana					xx, @, /// (50%)
9 Mr.Thammasak Jittimaporn					
10 Ms.Nisane Songwatana					
11 Ms.Apinya Kuljongcharoenlert					
12 Mr.Noppol Chuklin					
13 Monthip Suewatanakul					

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- 2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.
- 3) The figure in the parenthesis represents the shareholding in that company.
- 4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).
- 5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).
- 6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).
- 7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).
- 8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022
- 9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022
- 10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company				
	33	34	35	36	37
1 Mr. Pricha Songwatana					
2. Mrs.Saowanee Kamolbutr		x	xxx, xxxx		
3. Mr.Poolsak Tansitthipun *					
4. Mr.Voravat Tantranont **					
5. Mrs.Pratana Mongkolkul ***					
7. Mr.Benyiam Songwatana	* (33.33%)				
6. Mrs.Chortip Songwatana Vudhibhong	* (33.33%)				
8. Mr.Omar Songwattana					
9. Mr.Thammasak Jittimaporn					
10. Ms.Nisane Songwatana	* (33.33%)				
11. Ms.Apinya Kuljongcharoenlert					
12. Mr.Noppol Chuklin				xx, //	xx, //
13. Monthip Suewatanakul					

- Remark:**
- 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive Committee, // = Executive, /// = Shareholder
 - 2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.
 - 3) The figure in the parenthesis represents the shareholding in that company.
 - 4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).
 - 5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).
 - 6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).
 - 7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).
 - 8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022
 - 9) ** Mr. Voravat Tantranont resigned from Audit Committee member and Independent Director on February 28,2022
 - 10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Positions as Executives and Control Persons of Entities

Name of Director / Executive / Control Person	The Company				
	38	39	40	41	42
1. Mr. Pricha Songwatana					
2. Mrs.Saowanee Kamolbutr					
3. Mrs.Saowanee Kamolbutr					
4. Mr.Voravat Tantranont					
5. Mrs.Pratana Mongkolkul					
7. Mr.Benyiam Songwatana					
6. Mrs.Chortip Songwatana Vudhibhong					
8. Mr.Omar Songwattana					
9. Mr.Thammasak Jittimaporn					
10. Ms.Nisane Songwatana					
11. Ms.Apinya Kuljongcharoenlert					
12. Mr.Noppol Chuklin	xx, //	xx, //	/	/	/
13. Monthip Suewatanakul					

- Remark:
- 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive Committee, // = Executive, /// = Shareholder
 - 2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.
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 - 4) * = Proportion of shareholding through QIU Asset Co., Ltd. (relating to Mrs. Chortip Songwatana Vudhibhong, Mr. Benyiam Songwatana and Mrs. Nisane Songwatana).
 - 5) ** = Proportion of shareholding through Pre-Proud Co., Ltd. (relating to QIU Asset Co., Ltd. and Mr. Varachai Songwatana).
 - 6) # = Proportion of shareholding through Boutique International Group Co., Ltd. (relating to Boutique Consulting Group Co., Ltd. and Mrs. Pratana Mongkolkul).
 - 7) & = Proportion of shareholding through Boutique Consulting Group Co., Ltd. (relating to Mrs. Pratana Mongkolkul).
 - 8) * Mr.Poolsak Tansitthipun resigned from Chairman of Audit Committee and Independent Director on February 28,2022
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 - 10) *** The Board of Directors' meeting which was held on February 25,2022, no 1/2022 had passed resolution appointing Mrs. Pratana Mongkolkul to be audit committee member replacing those who resigned prior to their term.

Subsidiary and Related Companies

Company Name	Business
Subsidiary	
1. Save Now 2494 Co., Ltd.	Whole sale and retail store
Related Companies	
2. Chareanchai and Son Agriculture	Warehouse leasing.
3. Central Retail Corporation Pcl.	Supercenter
4. Tan Cafe (2018) Co., Ltd.	Restaurants activities.
5. Management and Psychology Co., Ltd.	Leadership development and training services.
6. Global Power Synergy Pcl.	operates as a power, steam, and utilities producer and distributor
7. Chonisben Co., Ltd.	Retail and wholesales trading.
8. Total Access Communication Pcl.	Mobile Phone Network Service.
9. Rojukiss International Pcl.	Cosmetic Products.
10. I Wer Co., Ltd.	Software Consultancy Activities.
11. Ka-Nomjeen Bangkok Co., Ltd.	Thai cuisine restaurant.
12. Carabao Group Pcl.	Investment in other companies.
13. QIU Asset Co., Ltd.	Real property trading.
14. Q Farm Co., Ltd.	Agricultural product processing.
15. Choice Property Co., Ltd.	Land and building leasing.
16. Choice Mini Store Co., Ltd.	Convenience store.
17. Choice Training Co., Ltd.	Training and seminar service provider.
18. CR Chiangmai (Thailand) Co., Ltd.	Retailer of general goods.
19. Tantraphan Supermarket (1994) Co., Ltd.	Supermarket.
20. 3 Link and friend Co., Ltd.	Real estate business chattel serving locations for various products.
21. T.K.S. Technologies Pcl.	Manufacturer of forms, continuous paper, security forms, other printing materials and continuous label stickers.
22. T.T. Ceramic Pcl.	Manufacturer and distributor of ceramic tiles.
23. TBSP Pcl.	Security printing manufacturer businesses.
24. Be Wise (Thailand) Co., Ltd.	Sale of food and beverage/consignor of mother and baby products and cosmetics products branded Be Wise.
25. Boutique Consulting Group Co., Ltd.	Financial planning and solution services.
26. Boutique Property Management Co., Ltd.	Land, property and factory leasing.
27. Pre-Proud Co., Ltd.	Renting Real Estate.
28. Union Petrochemical Pcl.	Distributor of chemical products.
29. Sappakit Administration Co., Ltd,	Legal and accounting consultancy services and accounting service.

Company Name	Business
30. Union Mosaic Industry Pcl.	Distributor, exporter and manufacturer of floor and wall tiles.
31. Ananda Development Pcl.	Real estate development and real estate project management.
32. Orpak Solution Co., Ltd.	IT programming service.
33. Arting Co., Ltd.	Distributor of furniture.
34. Health Relations Co.,Ltd.	Distribution of Water Molecule modulator, Electromagnetic radiation protection device, Drinking water
35. AIRA Asset Management (AIAM)	Private Fund Management
36. Thitikorn Public Company Limited	Motorcycle and Automobile Hire-Purchase
37. Retail Business Solutions co., Ltd.	Maintenance and repair of motor vehicle engines and other parts
38. RBS Logistics Co., Ltd.	Passenger land transport and freight service
39. Star I Am Co., Ltd.	Import materials industry.
40. Nice Call Co., Ltd	call center
41. Code Master Co., Ltd.	Printing ink used in the food industry
42. Use Technology Co., Ltd.	Import and distribution of electronic.

Attachment 2 Detail of the Subsidiary's directors

No.	Name/Position	Age (Yrs).	Education	Family Relationship with Executive	Shareholding in the Company (%)	Work Experience in the Past 5 Years			
						Period	Position	Company/Organization	Type of Business
1.	Ms. Nisanee Songwatana - Member of the Board of Director	Details of Directors, Executives, Control Persons, and Company Secretary							
2.	Mrs. Chortip Songwatana Vhudhibhong - Member of the Board of Director								

Name	Save Now 2494 Co., Ltd.
Ms. Nisanee Songwatana	xx , @, /// (0.01%)
Mrs. Chortip Songwatana Vhudhibhong	xx , @

- Remark: 1) x = Chairman of the Board, xx = Director, xxx = Member of the Audit Committee, xxxx = Independent Director, @ = Director with Signing Authority, / = Member of the Executive, // = Executive, /// = Shareholder
- 2) Subsidiary under consolidated control and consolidated financial statements of the Company and subsidiary which are audited/reviewed by the auditor.
- 3) The figure in the parenthesis represents the shareholding in that company.

Attachment 3 Information about Head of Internal Audit and Head of Compliance

The Company outsources the internal controls audit to P&L Internal Audit Company Limited and the qualifications, education and work experience the Head of Internal Audit are as detailed below.

No.	Name/Position	Age (yrs)	Education / Training	Family Relationship with Management	Shareholding (%)	Work Experience
1.	Mr. Thanapat Wongwit (Assistant Vice President)	34	<ul style="list-style-type: none"> - Bachelor of Accountancy, Faculty of Accountancy, Dhurakij Pundit University - Certified Professional Internal Auditor of Thailand (Class 21), Institute of Internal Auditors of Thailand CAC SME Executive Briefing Part Corruption, Thai Institute of Directors Association (IOD) - Internal Control for Thailand 4.0, Thai Institute of Directors Association (IOD) 	-None-	-None-	<p><u>Experience as Head of Internal Audit</u></p> <ul style="list-style-type: none"> - Leading the audit teams working for IPO companies in telecommunication business, real estate business, food and non-food manufacturing business, and biomass energy business. - Leading the audit teams working for SET-listed companies in airline business, non-food manufacturing business, trading business, and hospital business. - Leading the audit teams working for private companies in restaurant business, fashion business and education institute business. <p><u>Work Experience</u></p> <ul style="list-style-type: none"> - Assistant Vice President, P & L Internal Audit Company Limited - Internal audit Supervisor P & L Internal Audit Company Limited - Senior Internal Audit, P & L Internal Audit Company Limited - Internal Audit, P & L Internal Audit Company Limited - Project Consultant for Thailand's Private Sector Collective Action against Corruption (CAC) initiatives of several SET-listed companies

No.	Name/Position	Age (yrs)	Education / Training	Family Relationship with Management	Shareholding (%)	Work Experience
1.	Mr. Thanapat Wongwit (Cont.)		<ul style="list-style-type: none"> - Working paper for better corruption prevention, Thai Institute of Directors Association (IOD) - IPO Focus “Effective Internal Control for Successful IPO”, Thai Institute of Directors Association (IOD) - Integrated Audit 1/2018, Thailand Federation of Accounting Professions 			<u>Office Address</u> P & L Internal Audit Company Limited 218/158, B Tower, 2 nd Floor, The Fifth Avenue Condominium, Krungthep-Nonthaburi Road, Bangkhen Subdistrict, Muang Nonthaburi District, Nonthaburi Province, 11000 Telephone: 02 526 6100, 094 491 3330 and 087 390 4681 Website: www.plCorporation.com E-mail: thanabhat.wo@plcorporation.com

Attachment 4 Operating Asset and Details of asset appraisal

Detail are as per item 3 Operating Asset Page 19 - 33

Attachment 5 Good Corporate Governance Policy and Code of Conduct and Charter of the Board of Directors Full version that the company has made and Sub-Committees

1. Nomination and Remuneration of Directors and Executives, Independence of the Board, Development of Directors And evaluation of the performance of the director's

Detail are as per item 8 Performance of Corporate Governance Page. 108 - 221

2. Corporate Governance Policy

Detail are as per item 6 Corporate Governance Page. 71 - 83

3. Code of Conduct

- 1) Directors, executives and employee shall perform their duty according to business ethic, they shall not provoke, promote or support the none observance code of conduct, or neglect and ignore when seeing someone do not follow code of conduct. They shall not stop but usually participate in investigation on any accusation of the none-observance code of conduct and shall not treat anyone unfair and injustice to someone who would be accused none observance code of conduct.
- 2) Responsible person shall make understanding essential regarding their own duty and responsibility and shall usually review the understanding.
- 3) Responsible person shall make other people understand what they should know regarding the duty.
- 4) If Responsible person has question, he shall ask or counsel his supervisor or the one who is in charge of code of conduct monitoring.
- 5) Responsible person shall collaborate with the investigation someone who would be nominated.
- 6) Supervisor at all level shall behave as role model in conforming to code of conduct and shall contribute good governance environment to perform their works.
- 7) When seeing violation or none observance behavior, responsible person or stakeholder shall inform trusted supervisor, board of directors, audit committee or corporate secretary.
- 8) When receiving appeal, responsible person or authorized person shall collect evidences to report related person to collect, assess and action to stop the violation or the against person.
- 9) Violating code of conduct is equal as violating company's regulation.

Code of conduct guideline

In order to comply with business ethic policy, the Company sets guidelines as a part of company's regulation and practice as following;

1. Preservation of customers and company's property and benefit

Company property mean cash, products, raw material, thing, tools, equipment, documents, vehicles, substances, data, technology, academic information, trademark, patents, copyright, certificate of ownership, company confidential.

- 1.1 Utilize company's property economically with highest benefit, shall not use for own benefit. Other people shall not use company asset for their own interest.
- 1.2 Preparing to face any situation which may cause trouble and obstacle in working.
- 1.3 Disclose and give benefit of workpiece and development while working with the company. It shall belong to company property. Do not copy, imitate sell or disclose any information, software and any forms intellectual property.
- 1.4 Use electronics devices and information or information technology for company benefits only, not for own benefits.
- 1.5 Do not install or copy any software which is not allowed by company in computer and other company electronics devices, it should be approved by the company if it is necessary to use.
- 1.6 Do not log in company data without permission to copy, publish, delete, destroy, edit, change data or make any action without permission or create damage.
- 1.7 Avoid illegal, or moral violated websites and it shall be prohibit information from those websites to others via intranet and internet system.
- 1.8 Do not do any fraud in information of technology system of the Company to gain any benefit which is not an integrity.
- 1.9 Record and report information accurately and precisely facts which shall be conform according to company standards, for example at schedules prescribe by laws with honesty, transparency and be examined.
- 1.10 Methodically or conveniently file all documents to use and keep with confidential level which prescribe by laws and regulations.
- 1.11 Ensure that the information and data which is under responsibility would be damaged at proper times at it is prescribed by law and regulations.

- 1.12 Disclose information which prescribe by laws and regulations accurately and adequately in annual report, i.e. auditor's report, financial report, audit committee's report, management report.

2. Conflicts of Interest

2.1 Conflict of interest transaction shall be approved by Board of Director, without voting of related person, price and conditions shall be executed at same standard as general customers and be complied with good governance principle.

2.2 Conflict of interest, connected and related transaction shall be disclosed according to company regulation or compliance agency such as Stock Exchange of Thailand and Securities Exchange Commission of Thailand.

2.3 Trade, transfer by using inside information which impacts security price shall be prohibited, either for self or others benefit.

2.4 Chairman of the Board, Executive Chairman and the management at 1-4th level or equivalent persons, including financial management team as well as their spouses and children under legal aged shall be obliged to disclosed their securities procession within 30 days after being appointed or when change to Securities and Exchange Commission of Thailand and Board of Directors monthly.

2.5 Responsible department shall set silence period issued by company and regularly inform those who are obliged to disclose via official communicated channels.

3. Company's confidential

3.1 Shall not disclose any information of the company and customers unless having approval from Board of Director, chairman of the Board, Executive Chairman or responsible persons.

3.2 Shall carefully and properly make copy, fax or filing document to ensure that people who do not involve are unable to reach any information.

3.3 Shall avoid speaking confidential information in public.

4. Do not accept or give incentives.

Persons who are obliged to be careful in receiving or giving incentives or instructing others to receive or give incentive benefits. Including the spouse and close relatives of the person acting that may influence

business decisions on behalf of the company or in the hope of advancement in their work or the annual merit consideration. Whether it's assets or other benefits which may be calculated as money.

5. Right and equivalent of shareholders and shareholder's meeting.

5.1 Set shareholders' meeting once a year within 4 months after financial statement ending.

5.2 In order to announce for shareholder equivalently, shareholders' invitation letters shall be sent at least 7 days, and be published in a newspaper at least 3 consecutive days prior to meeting date with enclosed document shown every details of legal identification document which is necessary for attending the meeting, together with proxy form for shareholders who would have chairman, independent directors or others to attend the meeting for them.

5.3 Each agenda in shareholders' invitation letter shall be clearly described its objectives, purposes for acknowledgement or approval, facts and rational and directors' opinion, as well as necessary document for shareholders consideration and decision.

5.4 Facilitate shareholders equally, open them to register attending the meeting in advance at least 2 hours prior meeting date and to express opinion and discussion as well as inquiry during the meeting and these shall be recorded in minute of meeting in written, as well as all votes, which are approval, disapproval, and abstain in each agenda.

6. Disclosure and Investors Relation

6.1 Disclose both financial and general information to shareholder, general investors and publics equally, adequately and timely according to related laws and regulations.

6.2 Publish information via channels such as Security and Exchange Commission Thailand, Stock Exchange of Thailand, the Ministry of Commerce, newspapers, public relation company, roadshow event, analyst meeting and post.

6.3 Investor relation is responsible to build understanding and publish the company information, which is accurate, to shareholders, investors, analysts and financial rating company both Thais and foreigners. Moreover he shall provide company information via other channels to build image and creditability of the Company.

7. Roles of Stakeholder

7.1 Shareholders: The Company recognizes the basic rights that all shareholders equally share, clearly defines operating guidelines based on the corporate governance principles, and makes accurate and transparent disclosure of information. In addition, the Company implements effective internal control and risk management system and the Anti-Corruption Policy and adequately provides communication channels. These efforts are made to bolster shareholders' confidence that the Company conducts its business with transparency, strives to achieve solid growth and returns for shareholders in the long run.

7.2 Customers: The Company is committed to achieve the highest level of customer satisfaction. To this end, the Company is committed to the continuous development of products and services and their quality with environmental considerations in mind. Materials are carefully selected and the production processes of satisfactory standards are implemented to ensure the quality of goods, products and services delivered at reasonable prices. In addition, customer satisfaction surveys are regularly conducted and multiple channels for customer complaints are provided, including the channel of the Company's website. Information of customers filing complaints is treated with confidentiality and complaints that are considered significant are escalated to the Board for resolution.

7.3 Business Partners: In conducting business, the Company gives consideration to equality on the basis of fairness and mutual benefit. The business partner selection processes, procedures and practices are clearly defined and developed in recognition of fairness and transparency to protect the Company's reputation and uphold standards and good corporate governance principles. Contracts and business conditions are fair and compliant with laws. It is the Company's policy to not accept money, assets or benefit that are considered undue from its business partners and not support business partners committing misconduct, being involved in corruption, or infringing human rights.

7.4 Competitors: The Company conducts its business in accordance with the fair competition principles, trade competition laws, and business ethics. The Company refrains from committing corruption, defaming its competitors, directly or indirectly obtaining trade secrets of competitors through unlawful means, disclosing competitors' information in all circumstances, and infringing intellectual properties of others.

7.5 Creditors: The Company treats all debtors equally and fairly by strictly complying with contractual terms and conditions to assure the creditors of the Company's financial position and ability to service all debts punctually. If there are changes of terms and conditions or incidents that significantly affect the Company's financial position with potential impact on its debt servicing ability, the Company shall inform its creditors accordingly to jointly identify solutions.

7.6 Community, Society, and Environment: In conducting its business, the Company gives consideration to the impact on communities, society, and environment and attaches importance to social activities and activities of communities in which it operates. In addition, the Company enforces the Occupational Health, Safety and Environment Policy and urges executives and employees at all levels to use resources efficiently and effectively and operate with safety consciousness, environmental concerns, and stakeholder consideration to drive the Company towards sustainable growth.

7.7 Employees: The Company recognizes that employees are valuable resources and key drivers of the Company's success. The Company observes the principles of the human rights and treats all level of employees and stakeholders equally without distinction of any kind, such as race, religion, sex and culture as well as does not violate the basic human rights. The Company also upholds labor laws and fair employment practices. Employment contracts contain fair conditions and the pay structure is based on competencies, capability and functional responsibilities with appropriate compensation and benefit system. The Company provides appropriate welfare packages that are commensurate with its position to executives and employees and ensures that work environment is conducive to the safety of lives, health and assets. Employees are entitled to take leave and apply for job transfer as appropriate and the channels for communication between employees and senior executives are established. Employees are continuously encouraged to regularly participate in internal and external training programs as appropriate and necessary to develop their skills and knowledge according to their positions. The Company respects the principles of human rights and treats all employees equally without relationship-based preferential treatment.

7.8 Government: The Company supports operations of the government sector and complies with the regulations and policies of the regulators. In parallel, the Company consistently supports and participates in activities organized by the governmental organizations with the aim of contributing to the nation's growth and stability. The Company respects intellectual property and proprietary rights and conforms with laws and rules governing this aspect. The Company shall not commit or support violation of intellectual properties, whether copyright, patent, trade secret, trademark, information, trade name and geographical indication and any other types of intellectual properties. In this respect, the Company has set the policy that its directors, executives, employees and staff shall comply with the said laws to ensure transparency, fairness and verifiability of the Company's business conducts. Furthermore, the Company shall not do business or work with individuals or entities infringing intellectual property rights

8. Corporate social responsibility

- 8.1 Support the creation of projects and activities of the company and those with partners. That benefit society and environmental conservation, such as education, arts, religion, sports programs.
- 8.2 Participate in activities it's expresses the power to do good things. Have a sense of giving back to the Social and Environmental it's an important mechanism in enhancing the quality of life for stakeholders.
- 8.3 Support and assistance to the Social and Environmental. both at the local and national level as appropriate
- 8.4 Opportunities for Social, Environmental and other stakeholders. Participate in the activities of the company

Guideline Compliance control

This Code of Conduct manual covers Code of Conduct for Directors, Code of Executive and employee ethics. The company has disseminated to those who have the duty of self-learning through various learning materials. and arranges to test the knowledge of those in charge every year.

The Company has monitored and supervised the compliance with the Code of Business Conduct Manual. As part of the regulation Discipline and regulations in the performance of work which all duty-bearers must follow. It is the duty of all supervisors at all levels to monitor and report to the Board of Directors.

Code of Conduct for Executives and Employees

To be the norm for the performance of the executives and employees of FN Factory Outlet Public Company Limited therefore deem it appropriate to set the employee ethical standards as a guideline for the conduct of the executives and employees of the company as follows:

- 1. Perform duties with honesty, integrity, responsibility, discipline and good conscience for the public and oneself. Not against the position of seeking benefits for oneself and/or for oneself or for others who have no wrongful rights.
- 2. Commitment to good service and willing to serve.
- 3. Treat all involved fairly.

4. Maintain interests and assets of the company. Do not use the company's information and assets for the benefit of oneself and / or others who have no rights.
5. Do not join and do not support any other person in doing Business competitors of the company.
6. Adhere to working together with the cooperation, assistance in working with team for the benefit of the company. And respect each other.
7. Do not accept any personal money or other benefits from the company's clients or from third parties in connection with the performance of the company.
8. Prohibit executives or employees who are in the relevant departments or an agency that has an opportunity to get inside information, Trading in the company's securities or providing information to any person within the 1month period before the financial statements are released to the public.
9. Do not borrow money from customers. Those related to customer or those doing business with the company unless it is a loan from a bank or financial institutions.
10. Receiving gifts according to tradition, if an employee receives a gift that is worth more than normal from people doing business with companies, report to the supervisor.
11. Compliance with the rules and regulations of the company. And to the relevant laws.
12. In the event of a conflict in the operation, provide consult with the superiors in the hierarchy. If there are still conflicts to take the decision of the chairman of the Executive Committee, Chief Executive Officer, Director according to each hierarchy is the most.

4. Charter of the Board of Directors

1. Objective

The Board of Directors is the representative of shareholders, hence they play significant roles to contribute value added toward the organization, as well as to generate return on shareholder investment. Board of Directors will delegate Executive Board to manage operation activities. Its roles and duties are as following:

- 1) To set vision, mission, direction, strategies and policies pertaining to business operation of the company and ensure that the company will conduct its business for shareholders' highest benefit.
- 2) Overseeing, assessing, balancing and being responsible to Executive Board's performance.
- 3) Having authority duty and responsibility in accordance with law, company's article of association and shareholders' resolutions, in which significant details are shown in Board of Directors' role, authority, duty and responsibility.

2. The compositions of the Board of Directors are as follows:

- 1) The Company has the Board which is responsible for the overall operations of the Company. The Board consists of at least 5 directors and at least one-half of the directors must be domiciled in Thailand. The directors must possess the qualifications as required by the laws.
- 2) At least one-third of the total number of directors, but not less than three directors, must be independent directors with qualifications as required by the Securities and Exchange Commission and the Stock Exchange of Thailand
- 3) Shareholders' meeting will appoint director by following rules and method;
 - a. One share equals one vote.
 - b. Each shareholder may cast all their votes for a single nominee or divide their votes for multiple nominees at any number.
 - c. Nominees receiving the highest totals of votes are elected for the Board according to the number of Board seats available or open for election. In case of a vote tie for the last open seat, the chairman shall have a deciding vote.
- 4) The Board shall elect a director as Chairman of the Board and may elect a director or directors as Vice Chairman or Vice Chairmen to perform duties as specified in the Company's Articles of Association and as assigned by the Chairman.

- 5) The nomination process and appointment of directors will be responsible by the Nomination Remuneration and Good Governance Committee. The committee will recruit, select and verify qualified person from various reliable sources such as director pools (IOD), the shareholders nomination and they will be nominated to Board of Directors or Shareholders' meeting. Criteria and qualification is determined according to Board Diversity and Skill Matrix together with the information from Board of Directors valuation.

3. Qualifications of Board of Directors

- 1) Directors shall be person who have expertise, knowledge, honesty, business ethical, and time to devote and perform their duty to contribute FN business.
- 2) Company directors must be qualified pursuant to the requirements set forth in the Public Limited Company Act and Company's Articles of Association, and they must have not have qualification of untrustworthiness according to Notification of the Office of Securities and Exchange Commission.
- 3) Each director must not hold directorship in no more than a total of 5 other listed companies on The Stock Exchange of Thailand.
- 4) Board of Directors, Executive Directors, Management teams or related persons are able to do any regular and general business activity of the Company and its subsidiaries, the activity shall be as general business agreement as any other person does with his partners in same circumstance without influence of any bargaining power, except any activity which is forbidden by laws, government agency's command or company's compliance agency.
- 5) Independent directors shall have their qualifications pursuance to regulations of the Security and Exchange Commission and The Stock Exchange of Thailand or other agency and shall be align with audit committee's qualification and scope of work. They shall be responsible to shareholders' benefit equally without conflict of interests. Besides they shall be able to attend the Board of Directors' meeting and give independently opinion.
- 6) Board of Directors shall organize Board structure, consisting of directors with diversified qualifications, such as genders, profession, expertise and experience in business and industrial that benefit to company business. Moreover, board of directors shall consist of, at least one none executive director.

4. Terms of Office

Board of directors' term is 3 years, the term shall be renewed, and re-appointed. At the annual general meeting of shareholders, one third of the directors, or if their number is not multiple of three, then the number nearest to one-third must retire from the office. However, a retiring director is eligible for re-election. First and second year, the retiring directors shall be terminated by drawing, later the director who has held office longest shall retire. Apart from the vacancy upon the expiration under the Company's Articles of Association, a director shall vacate office when:

- 1) he/she dies,
- 2) he/she resign,
- 3) he/she lacks of director's qualification or has prohibit qualification according to Public Limited Company Acts., or has untrustworthy qualification to manage the company that is held by public shareholders pursuant to Security and Exchange Acts section 89/3.
- 4) The shareholders meeting may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote.
- 5) Removal by a court order. Any director wishing to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the letter reaches the Company.

In case of a vacancy in the Board of Directors for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who is fully qualified as the substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than 2 months. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces. The board of directors resolution will be $\frac{3}{4}$ of remaining members.

5. Scope of Duties

The Board of Directors has roles and duty to govern corporate for best interest of the Company and to perform its duties responsibly to shareholders with his visionary, leadership and independent to make any decision for the best interest of the Company and all stakeholders. By all means, it is clearly set roles, authority, duty and responsibility of Board of Directors and Executive Directors to ensure that the Company shall be conducted in accordant with laws and ethics.

- 1) Uphold the roles and responsibilities as specified by laws, business ethics, business objectives, regulations of the Company, and resolutions passed by the meetings of shareholders with honesty, integrity and due care to protect the interest of the Company and shareholders.
- 2) Approve and regularly review the Company's vision, mission, policies, strategies, plans, and budget that are proposed by the management team to ensure the appropriateness thereof in light of the Company's business operations. In addition, the Board oversees the performance of the management team and delegates to ensure performance efficiency and effectiveness, compliance with the policies approved by the Board and optimize the value to the Company and its shareholders.
- 3) Formulate and approve the written Corporate Governance Policy and review the policy and compliance therewith at least annually.
- 4) Establish internal controls over operation, financial reporting, and compliance by appointing independent individuals or entities to audit such internal controls and ensuring that important systems are reviewed at least annually and disclosed in Company's annual reports.
- 5) Establish an enterprise-wide risk management policy and require the management team to regularly report the effectiveness of the risk management policy. Review and assess the risk management system and effectiveness at least annually and disclose such information in the Company's annual reports.
- 6) Take responsibility for Company's performance and the management's operations to ensure earnest dedication, due care, long-term business continuity, employee development plan, and management succession plan.
- 7) Approve important transactions such as new business ventures, purchase and sale of assets, investments, and legal actions.
- 8) Approve or endorse related transactions between the Company and its subsidiaries in accordance with applicable notifications, regulations and guidelines stipulated by the Stock Exchange of Thailand and other relevant agencies. Prudently deliberate on transactions involving conflicts of interest with the aim of protecting the interest of the Company and its shareholders. Exercise oversight to ensure proper compliance with procedures and disclosure requirements applicable to transactions involving potential conflicts of interest.
- 9) Select the Chairman and Vice Chairman of the Board of Directors.

- 10) Choose the person who has the qualifications and has no prohibited characteristics under the law on public companies and securities and exchange laws To become a director to fill the vacant position for reasons other than the expiration of the term.
- 11) Appoint Board committees, such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Good Corporate Governance Committee, the Executive Committee, and any other committees to assist and support the Board.
- 12) Appoint the Corporate Secretary to assist and support the Board with regard to its performance of duties and compliance with applicable laws, regulations, rules and guidelines.

6. The meeting.

- 1) The meeting shall be at least 4 times a year, the schedule shall be fixed a year ahead and be informed in advance, besides the meeting shall be held for special agenda, if it is necessary
- 2) Agenda of the meeting shall be set by chairman,
- 3) Corporate secretary shall send the meeting invitation and agendas to members 7 days prior the meeting date,
- 4) The chairman shall hold the Board of Directors' meeting and perform his duty to oversee and manage adequate time for each agenda in order to open directors giving their opinion and discussion freely and independently on important agenda for best and fairest interests of shareholders and other stakeholders,
- 5) Director who has conflicts of interest shall leave the meeting before resolving conflicted agenda, and she/he would not have right to vote for that, corporate secretary shall record his/her leaving in minute of meeting under that agenda,
- 6) Each agenda shall be resolved by majority votes of director attending the meeting and cast his/her votes. In case of disapproval on any agenda, it shall be recorded in minute of meeting,
- 7) Management or related staffs shall join the meeting to present, declare or hand on meeting document for board's consideration.
- 8) The corporate secretary shall finish the minute of meeting within 14 days after the meeting was held and file minute of meeting as well as enclosed documents. His/her duty is to support and enable board of directors performing their duty complied by laws, regulations, shareholders' resolutions as well as to collaborate with related people and agency,
- 9) In order to obtain an independency to discuss and exchange some opinion, board of directors shall set meeting as needed with none executive directors, without management team.

7. Quorum

At a board of directors meeting, not less than one-half (1/2) of the total number of directors must be present to constitute a quorum. The chairman of the board shall preside over the meeting. In case the chairman is not present or unable to perform his/her duties, the vice chairman (if any) shall act as the presiding chairman. If there is no vice chairman or the vice chairman is unable to perform his/her duties, the directors present at the meeting shall elect one director as the presiding chairman.

Decision at the meeting shall be made by a majority vote. Each director shall have one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.

8. Director Remuneration

Board of Directors assigns a Nomination and Remuneration committee to consider and set directors' remuneration policy both in cash and none cash remuneration. The consideration procedure shall be transparent and suitable and it shall base on Company's financial status, scope of duty and responsibility of directors and each executive. The remuneration must be attractive amount to motivate and maintain directors who have expertise and knowledge and beneficial to company business and at the same level of same business industry or even close. The remuneration shall be propose to shareholder's meeting for approval.

9. Other Sub-Committee

Board of Director shall appoint sub-committee to screen specific task and to support board of directors performing their duties in order to enable effectiveness and efficiency and to ensure that the company would have good governance systems. Sub-committees' scope of duty shall be entitled to its charters.

10. Chairman of the Board of Directors Role.

- 1) Chairman of the Board shall not be same person as Executive Chairman and Chief Executive Officer.
- 2) Chairman of the Board shall not be working in daily operation.
- 3) Chairman of the Board shall not be hold chair or member in any sub-committee in order to keep sub-committee perform their duty independently.
- 4) Drive leadership to direct the Board of Directors to perform their duty efficiently for best interest of the company and be independent from management.

- 5) Endorses the board meeting agenda, shareholders meeting which are proposed by Executive Chairman/ Chief of Executive Officer to ensure they are align with duty and responsibility of directors and open chance to directors to propose independently any. agendas that benefit to company business.
- 6) Supports and oversees directors to perform their duty in comply with the principles of good corporate governance and corporate business ethic.
- 7) Governs and oversees management's policy and strategy execution as well as gives consultation and supports them to perform duty.

11. Scope of Authority, Duties and Responsibilities of the Chief Executive Officer

- 1) Oversee and conduct the business of the Company, oversee strategic planning, and manage day-to-day operation of the Company.
- 2) Make key decisions of the Company, set the mission, objectives, direction and policies of the Company, and oversee the operations and management of each division.
- 3) Be vested with the authority to supervise, command, contact, give orders and execute legal acts and contracts, documents, directives or notices within the scope specified in the authority manual.
- 4) Be vested with the authority to hire, appoint and transfer personnel including determine their scope of authority, duties and remuneration as deemed appropriate as well as to remove or dismiss employees at different levels as deemed appropriate and within the scope specified in the authority manual.
- 5) Be vested with the authority to finalize the terms of trade for the benefits of the Company.
- 6) Consider and propose new business investment opportunities or business dissolution to the Executive Committee and/or the Board.
- 7) Perform any other acts as assigned by the Executive Committee and/or the Board.

The delegation of authority, duties and responsibilities by the Chief Executive Officer shall exclude the delegation or sub-delegation of authority to approve any transactions in which the Chief Executive Officer or the delegates have conflicts of interest (as defined by the notifications of the Capital Market Supervisory Board). Such transactions shall be proposed to and approved by the Board and/or the meetings of shareholders (as applicable) in accordance with applicable rules of the Company or laws.

12. Directors and Management Development

The Company's policy to promote in adding knowledge and developing of directors, management and company secretary in order to perform and govern duty of company by joining seminar program both in-house and outsides such as Stock and Exchange of Thailand, Security and Exchange Commission of Thailand and Thai Institute of Directors.

13. Orientation for new Directors

Board of Directors shall provide orientation program for new directors to ensure that they will understand company business operation, acknowledge role and responsibility of being directors or independent director as well as related regulations by giving them immediate company information for example; organization chart, nature of business operation, major products, company regulations, relevant laws and regulation issued by Stock Exchange of Thailand and Securities and Exchange Commission of Thailand.

14. Succession Plan

The Company is cognizant of the importance of effective performance and business continuity and thus has established executive selection policies and criteria and succession planning policies which promote transparent nomination and selection processes that are based on knowledge, abilities, experience and ethics as follows:

- 1) Identify key positions of each business/unit/department.
- 2) Identify the desired qualifications of successors.
- 3) Draw up a list of executives in each business/unit/department who are qualified and ready to be successors.
- 4) Draw up a list of employees who are considered talents and potential successors in the future.
- 5) Formulate development plans for the successors and employees and executives who are potential successors.
- 6) Prepare and review a succession plan annually and propose it to the Board.

This 1st Amendment Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 23 February 2018 onwards.

Announced on 23 February 2018

A handwritten signature in blue ink, consisting of stylized, cursive letters that appear to be 'V' and 'W'.

(Mr. Visuth Vitayathanagorn)

Chairman of the Board of Directors

5. Charter of the Audit Committee

1. Objectives

- 1.1 To be a tool or significant mechanism ensuring that company has good corporate governance.
- 1.2 To ensure that company shall conduct business effectively, efficiently, fairly and suitably and it shall comply with laws, regulations, guidelines and ethic standard.
- 1.3 To ensure that the company shall have good quality of financial report and accurately and adequately be disclosed in accordance with related notifications and standards in order to ensure shareholders, investor and stakeholders.

2. Audit Committee Composition

- 2.1 The Audit Committee consists of at least 3 independent directors.
- 2.2 At least 1 member of the Audit Committee shall have knowledge, background or experience in accounting or finance and current knowledge about the changes in financial reporting.
- 2.3 Members of the Audit Committee shall have qualifications as follows:
 - 2.3.1 Having qualifications as required by the relevant laws, particularly the laws on securities and exchange, and the regulations of the Stock Exchange of Thailand
 - 2.3.2 Not being appointed as representative to protect the benefit of directors, major shareholders or related parties of the major shareholders.
 - 2.3.3 Being able to perform duties and provide opinions or report the performance of assigned duties with independence from the control of the Company's executives or major shareholders, including their related parties or close relatives.
 - 2.3.4 Being credible and widely recognized.
 - 2.3.5 Being able to adequately dedicate time to their duties as members of the Audit Committee.
- 2.4 Each member of the Audit Committee shall not hold shares in excess of 1% of the total number of voting shares of the Company, or the Company's parent company, subsidiaries, associated companies, major shareholders, or persons with controlling interest, whilst the number of shares held by any related person of such member of the Audit Committee must also be counted.

3. Appointment and Tenure of the Audit Committee

- 3.1 Appointment
 - 3.1.1 The Board of Directors has appointed the Audit Committee shall consist of at least 3 members. The Board of Directors has appointed the Audit Committee. And The chairman

of the audit committee of the appointed audit committee must have all the qualifications under the charter in item 2.

3.1.2 Internal Audit Manager of the Company acts as the secretary of the Audit Committee. or the Audit Committee shall appoint a person who has knowledge, capability and experience in performing such tasks. Serves as the secretary of the Audit Committee.

3.2 Terms of Office

3.2.1 Term of member audit committee shall be 3 years, in case of the position is vacant by other reason, not by ending of term, Board of Directors shall appoint a qualify person to be audit committee member to fulfill quorum which stated in charter. The validity of his term shall be valid according to the substituted member.

3.3 Members of the Audit Committee shall be considered to have vacated their office upon:

3.3.1 Office term completion

3.3.2 Disqualification as a member of the Audit Committee

3.3.3 Death

3.3.4 Resignation

3.3.5 Removal from office by laws

3.3.6 Being sentenced by the court's final order or lawful order to imprisonment except for offences of negligence or petty offences

3.3.7 Being incompetent or quasi-incompetent

3.3.8 Being bankrupt

3.3.9 In cases where a member of the Audit Committee wishes to resign before the expiry of office term, he/she should notify the Company of the resignation and reasons at least 1 month in advance. The Board shall appoint an individual who is fully qualified to replace the resigned member and report the changes to the Securities and Exchange Commission and the Stock Exchange of Thailand.

4. Duties and Responsibilities

4.1 Review and ensure the Company's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand, relevant laws governing the Company's business, and the Company's policies, rules and regulations. In this regard, in order to operate the Company properly Achieve the objectives and goals of the company

4.2 Review the Company's financial reporting to ensure their accuracy and conformity to the generally accepted accounting standards and other relevant specific laws. The Audit Committee

is to ensure accurate, adequate and complete disclosure of information, especially in case of transactions that involve connected interests or conflicts of interest.

- 4.3 Review and ensure that the financial reporting system is in accordance with the generally accepted accounting standards.
- 4.4 Consider and propose the appointment of an external auditor and the auditor's fee to the Board and assess the independence and performance effectiveness of the appointed external auditor. The Audit Committee shall hold a meeting with the auditor without participation by the management at least once a year.
- 4.5 Coordinate with the external auditor to ensure the independence and fairness of the audit process.
- 4.6 Consider and review the observations raised by the external auditor and the internal auditor regarding transactions with connected interest and potential conflicts of interest in compliance with applicable laws and rules of the Stock Exchange of Thailand to ensure reasonableness of such transaction and the best interest of the Company.
- 4.7 Conduct a review to ensure that the Company's internal control and internal audit are appropriate and effective according to international standards and practices.
- 4.8 Review and approve the Internal Audit Charter, the internal audit plan and methodology. Assess the Company's audit performance and other operations according to the generally accepted standards and methodologies.
- 4.9 Exercise oversight to ensure that the Company has preventive measures and processes to mitigate or prevent the loss and waste of resources with a view to optimize benefits and operational efficiency and effectiveness of the Company.
- 4.10 Review the Company's risk management system and recommend improvements thereto for the continuous effectiveness of the system.
- 4.11 Review the suitability of IT systems that are relevant to internal control, financial reporting, and risk management, as well as recommend improvements thereto for the continuous effectiveness of the systems.
- 4.12 Review the internal fraud monitoring and detection system of the Company.
- 4.13 Approve budget and manpower plan of the Internal Audit Department.
- 4.14 Appoint, dismiss, transfer, or terminate the employment of the Head of the Internal Audit Department.
- 4.15 The Audit Committee has the authority to engage professional consultants, subject to the Board's sign-off, to provide independent opinions on matters as and when necessary. The expenses incurred shall be absorbed by the Company and the hiring process shall follow the Company's rules and regulations regarding such matter.

- 4.16 Perform any other tasks as required by laws or assigned by the Board. In conducting businesses under the scope of its duties and authority, the Audit Committee is vested with the authority to invite or instruct the management or department heads or employees to provide opinions, participate in meetings, or submit any document as it deems relevant and necessary.
- 4.17 Conduct an annual self-assessment of according to the assessment process established by the Audit Committee and report the assessment results to the Board.

5. Meeting

5.1 Number of meetings

- 5.1.1 Audit committee shall have meeting at least 4 times a year.
- 5.1.2 Chairman of audit committee may call special meeting if there are requested from members, external auditor or chairman of the board to consider some issues which need to be discuss.

5.2 Attendance

- 5.2.1 Quorum of meeting of audit committee shall consist of at least half of members, chairman of audit committee preside chair of the meeting.
- 5.2.2 When chairman of the committee is not in the meeting or he cannot perform his duty, member of the committee shall choose other member preside the meeting for him.
- 5.2.3 Audit committee shall invite management or related person join the meeting for discussion.

5.3 Voting

- 5.3.1 The meeting resolution shall be solved with majority votes of members attending the meeting. One member has one vote, if the votes are equal, chairman shall preside his vote as decisive vote. Secretary of the meeting has no right to vote.
- 5.3.2 Member who has conflict of interest shall not cast his vote and give opinion.

5.4 Minutes of the meeting

- 5.4.1 Secretary of the meeting or assigned person is responsible for taking minute of meeting.

6. Report

- 6.1 Audit committee shall provide report which shall be signed by chairman of the committee and disclose in annual report.
- 6.2 When audit committee has any suspicious or doubts at following transactions which may significantly effect on financial report and operational performance, they shall report to board of directors to correct and improve within specific time of agreement;

- 6.2.1 Conflicts of interest transaction,
- 6.2.2 Fraud or unusual or major impaired on internal control system,
- 6.2.3 Laws and notification violation of Stock Exchange of Thailand and relevant laws.
- 6.3 If the correction is not made at agreed time without reasonable explanation, audit committee shall report directly to Security and Exchange Commission of Thailand and Stock Exchange of Thailand.

7. Performance

Audit committee shall evaluate themselves their performance and the obstacle that interfere their duty and may not be reasons that they could not achieve objectives in setting the committee to board of directors every years.

8. Compensation

The Board of Directors shall determine the remuneration for the Chairman of the Audit Committee. And the Audit Committee as deemed appropriate.

This 2nd Amendment Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 8 March 2022 onwards.

Announced on 8 March 2022



(Mr. Pricha Songwatana)

Chairman of the Board of Directors

6. Charter of the Risk Management Committee

1. Objectives

Risk management committee is one of an important tool to manage the company operation, they will support and act on behalf of board of directors base on good corporate governance which relates to corporate vision, mission and goal. They shall provide COSO enterprise risk management framework or COSO ERM, support and promote risk management all activities as well as a part of corporate culture to obtain stakeholders' confident that the company will conduct its strategy and able to achieve goal and objectives which align with good governance policy and corporate business ethic.

2. Risk Management Committee Composition and Properties

The Risk Management Committee shall be appointed by the Board and shall consist of at least 3 members whereby all members of the Risk Management Committee shall be the Company's directors. The number of independent directors and non-executive directors serving on the Risk Management Committee should constitute the majority of the Committee or should be as deemed appropriate by the Board. A member of the Risk Management Committee shall be appointed as the Chairman of the Risk Management Committee by the Board.

Qualifications of the Risk Management Committee Must be knowledgeable be honest Honest, Ethical There is enough time to devote to the company's duties. and has all the qualifications that are not prohibited by the relevant laws

3. The compositions of the Risk Management Committee Members

- 3.1 The office term of each member of the Risk Management Committee shall be 3 years and they may be re-appointed as deemed appropriate by the Board.
- 3.2 Members of the Risk Management Committee shall vacate their office upon their office term completion or their resignation. The Board shall appoint an individual to fill the vacant seat. The term of the replacement shall be equal to the remainder of the term of the member whom he/she replaces.

4. Tenure of the Risk Management Committee Members

- 4.1 Formulate the Risk Management Policy as well as review and endorse the risk appetite prior to proposal thereof to the Board for approval.
- 4.2 Oversee compliance with the Risk Management Policy approved by the Board.
- 4.3 Continuously improve the risk management framework to ensure effective enterprise-wide risk management system and implementation.

- 4.4 Review the risk management report to monitor material risks and ensure that the Company's risk management system is adequate and appropriate.
- 4.5 Work with the Audit Committee on key risk issues to ensure that the Company's internal control system is effective for risk management and the risk management system is appropriately implemented enterprise-wide.
- 4.6 Report risk issues and material risk management to the Board.
- 4.7 Provide advice and consultation to departments, individuals or working teams responsible for risk management and consider appropriate approaches to developing the risk management system.
- 4.8 Appoint employees or working team responsible for risk management activities as appropriate and define their roles, duties and responsibilities to support successful execution.
- 4.9 When necessary The Risk Management Committee can seek independent opinions and recommendations. From any other professional consultants with reasonable company expenses.
- 4.10 Review of the Risk Management Committee Charter to be consistent with the circumstances. At least one (1) time a year, including assessing the performance of the Risk Management Committee and propose to the Board of Directors for consideration.
- 4.11 Perform any other acts relating to risk management as assigned by the Board.

5. Report


Risk Management Committee Responsible to the Board of Directors

6. Meeting

- 6.1 The Risk Management Committee, the meeting must be held at least two a year, where additional meetings can be called if it deems appropriate.
- 6.2 At a Risk Management Committee meeting, not less than one-half (1/2) of the total number of directors must be present to constitute a quorum. The Risk Management Committee shall preside over the meeting. In case the chairman of Risk Management Committee is not present or unable to perform his/her duties, the Risk Management Committee present at the meeting shall elect one Risk Management Committee as the presiding chairman.
- 6.3 The Risk Management Committee meeting shall be made by a majority vote, in which one person has the right to vote one (1) vote and the director who has interests in any matter shall not be entitled to vote on such matter.
- 6.4 The Risk Management Committee is able to meet the relevant persons in the meeting to clarify facts and provide information or documents to the Risk Management Committee for consideration of risk management.

This 2nd Amendment Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 8 March 2022 onwards.

Announced on 8 March 2022

A handwritten signature in blue ink, appearing to be 'Pricha Songwatana', with a stylized flourish at the end.

(Mr. Pricha Songwatana)

Chairman of the Board of Directors

9. Charter of the Nomination Remuneration and Good Corporate Governance Committee

1. Objectives

The Board of Directors has appointed the Nomination Remuneration and Good Corporate Governance Committee to deliberate on policies and criteria applicable to the screening, selection and nomination of qualified persons to serve as directors, the Chairman of the Executive Committee and the Chief Executive Officer of the Company, including to determine remunerations and benefits of the Company's directors, with the principles of transparency and the good corporate governance standards. as well as supervise and encourage the Company to comply with the principles of good corporate governance. As well as other operations as assigned and presented to the Board of Directors And / or the shareholders' as applicable, to promote the Company's transparency and sustainability.

2. Nomination Remuneration and Good Corporate Governance Committee Composition

- 2.1 The Nomination Remuneration and Good Corporate Governance Committee shall be appointed by the Board and shall consist of at least 3 members.
- 2.2 The Nomination Remuneration and Good Corporate Governance Committee shall be appointed by the Board. At least second-third of the total members of the Good Corporate Governance Committee shall be independent directors.
- 2.3 The Nomination Remuneration and Good Corporate Governance Committee shall elect one of its members as the Chairman of the Good Corporate Governance Committee.

3. Appointment and Tenure of the Nomination Remuneration and Good Corporate Governance Committee

- 3.1 Appointment of the Nomination Remuneration and Good Corporate Governance Committee
 - 3.1.1 The Board of Directors has appointed the Nomination Remuneration and Good Corporate Governance Committee shall consist of at least 3 members.
 - 3.1.2 The Nomination Remuneration and Good Corporate Governance Committee Must not operate a business or operate a business Or taking part in business administration or operating a business that is in competition with the business or business of the company. Unless approved by the Board of Directors
 - 3.1.3 In case an office of directors is vacant for reasons other than a retirement by rotation, the board of directors shall elect a person unless the remaining term of the former director is

less than 1 months. the replacement director shall hold office only for the remaining term of office of the director whom he/she replaces.

3.2 Tenure of the Nomination Remuneration and Good Corporate Governance Committee

3.2.1 The office term of each member of the Nomination Remuneration and Good Corporate Governance Committee shall be 3 years and concurrent with their directorship. To ensure continuity, members of the Nomination Remuneration and Good Corporate Governance Committee who have completed their office term may be re-appointed.

3.2.2 Members of the Nomination Remuneration and Good Corporate Governance Committee shall be considered to have vacated their office upon:

- 1) Office term completion
- 2) Termination of directorship
- 3) Resignation
- 4) Death
- 5) Removal from office by the Board's resolution

4. Scope of Authority, Duties and Responsibilities of the Nomination Remuneration and Good Corporate Governance Committee

4.1 Scope on Nomination and Remuneration

- 4.1.1 Considering policies and criteria applicable to recruitment, selection and nomination of a qualified individual for Directors, Chairman of Executive Board and Chief Executive Officer.
- 4.1.2 Determine remuneration and benefit for directors and sub-committee members.
- 4.1.3 Assessment of performance and determine the annual remuneration of the Chief Executive Officer prior to proposal thereof to the meeting of the Board and/or the shareholders as applicable.
- 4.1.4 Assessment the performance and considering annual and long-term remuneration incentive of the Chief Executive Officer.
- 4.1.5 Consider the annual merit increase and bonus payment criteria applicable to executives management and employees of the Company.
- 4.1.6 Advise to propose criteria of evaluation process of Board of Directors, sub-committee Directors, and Chief of Executives officer, and review every year. The result of evaluation will be reported to Board of Directors to improve the efficiency of Board of Directors and sub-committees' performance as well as Chief Executive officer.

4.2 Scope on Good Corporate Governance

- 4.2.1 Consider, review and propose for the Board's approval the Good Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy as well as encourage implementation which appropriate for the company's business operations in accordance with the requirements of the Stock Exchange of Thailand.
- 4.2.2 Encourage, govern, monitor, and support employees, subsidiary and stakeholders to comply with the Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy.
- 4.2.3 Monitor and review operations and systems to ensure compliance with the Corporate Governance Policy, the Code of Conduct, the Sustainability Policy, and the Anti-Corruption Policy.
- 4.2.4 Monitor and report the implementation of the corporate governance plan to the Board of Directors.

5. Meeting

- 5.1 The Nomination and Remuneration Committee, the meeting must be held at least once a year, where additional meetings can be called if it deems appropriate.
- 5.2 At a Nomination and Remuneration Committee meeting, not less than one-half (1/2) of the total number of directors must be present to constitute a quorum.
- 5.3 The Nomination and Remuneration Committee meeting shall be made by a majority vote, the director who has interests in any matter shall not be entitled to vote on such matter.

6. Report

- 6.1 The Nomination Remuneration and Good Corporate Governance Committee Responsible to the Board of Directors And to report operational results (if any) at every Board of Directors meeting.

7. Advisor

- 7.1 The Nomination Remuneration and Good Corporate Governance Committee An independent expert can be consulted as appropriate at the company's expense. With approval from the Board of Directors

This Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 8 March 2022 onwards.

Announced on 8 March 2022



(Mr.Pricha Songwatana)

Chairman of the Board of Directors

10. Charter of the Executive Committee

1. Executive Committee Composition

- 1.1 The Executive Committee consists of at least 2 directors and/or the Chief Executive Officer and/or executives and/or the Chief Operating Officer and/or Chief Merchandising Officer and/or Chief Financial Officer and/or Chief Business Development Officer.
- 1.2 The chairman of the Executive Committee and members of the Executive Committee are appointed by the Board.
- 1.3 Members of the Executive Committee shall have qualifications and no prohibited characteristics under the regulations of the Securities and Exchange Commission.
- 1.4 Members of the Executive Committee shall not operate or manage or be involved in the management or operation of businesses that are in competition with the Company.

2. Tenure of the Executive Committee Members

2.1 Appointment of the Executive Committee Members

- 2.1.1 The Board of Directors has appointed the Executive Director Committee of the Executive Committee.

2.2 Tenure of the Executive Committee Members

- 2.2.1 The office term of each member of the Executive Committee shall be as stipulated by the Board, i.e. 3 years or equal to the remainder of the term of the member whom he/she replaces.
- 2.2.2 Members of the Executive Committee who has completed their office term may be re-appointed by the Board.
- 2.2.3 Members of the Executive Committee shall be considered to have vacated their office upon:
 - Office term completion
 - Termination of directorship
 - Resignation
 - Death
 - Removal from office by the Board's resolution

3. Scope of Authority, Duties and Responsibilities of the Executive Committee

- 3.1 Manage and operate the Company's business in accordance with policies, guideline, handbooks, and as established, approved, endorsed or assigned by the Board and assess the performance in this respect.
- 3.2 Consider and review the business plan and annual budget plan before proposed thereof to the Board.
- 3.3 Set, review, revise and update the corporate business direction and strategy for alignment with the Company's business policies.
- 3.4 Consider and approve investment, asset acquisition and divestment, procurement, lending and borrowing, asset leasing, and expense disbursement according to the authority matrix and limits approved by the Board and the cancellation of agreements or acts relating to such transactions.
- 3.5 Consider and endorse the organization structure of the Company from the management level down.
- 3.6 Consider, appoint or assign the appointment of executives at the C-level.
- 3.7 Approve policies, handbooks, operating procedures, rules, and regulations as well as promote innovations that create value for the business and benefits for customers and stakeholders with social and environmental responsibility.
- 3.8 Consider annual increase and bonus payment criteria applicable to executives and employees of the Company prior to proposal thereof to the Nomination and Remuneration Committee for consideration.
- 3.9 Oversee the management's performance to alignment with policies, criteria, manuals, and business plans established or approved by the Board.
- 3.10 Screen and give recommendation on the matters to be proposed to the Board.
- 3.11 Consider, execute and approve any other matters as assigned by the Board. The delegation of aforementioned authority, duties and responsibilities by the Executive Committee shall exclude the delegation or sub-delegation of authority to approve any transactions in which the Executive Committee or the delegates have conflicts of interest (as defined by the notifications of the Capital Market Supervisory Board). Such transactions shall be proposed to and approved by the Board and/or the meetings of shareholders (as applicable) in accordance with applicable rules of the Company or laws.

4. Report

The Executive Committee is responsible to the Board of Directors. And report the results of management and operations to the Board of Directors meeting.

5. Role of the Chairman of the Executive Committee

- 5.1 In leadership, overseeing the efficient performance of duties of the Executive Directors for the best interests of the Company. And independent from the management
- 5.2 To consider and approve the agenda as specified by the Chairman of the Executive Committee / Managing Director. Propose to align the agenda with duties and responsibilities of the Executive Committee
- 5.3 Supervise the Executive Directors to ensure that the management takes the policy received from the Board of Directors to perform in accordance with the policy of the Board of Directors.
- 5.4 Oversee and encourage Executive Directors to abide by the good corporate governance policy. And code of business conduct of the company

This 3rd Amendment Charter was approved by the Board of Directors of FN Factory Outlet Public Company Limited, effective from 8 March 2022 onwards.

Announced on 8 March 2022



(Mr. Pricha Songwatana)

Chairman of the Board of Directors

Attachment 6 Report of Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Good Corporate Governance Committee

Audit Committee Report

The Board of Directors has appointed the Audit Committee which is comprised of three independent directors and at least one of the member of the Audit Committee shall have knowledge, understanding and experience in the field of accounting or finance and shall possess updated knowledge about the causes of changes in financial reports in order to review the quarterly and annual separate and consolidated financial statements of the Company and its subsidiary, internal control systems, internal audit, related-party transactions, risk management, regulatory and legal compliance, corporate governance practices, including the nomination of the Company's auditor and the determination of audit fee.

The Audit Committee has performed duties in accordance with the Charter of the Audit Committee and the scope of authority and duties assigned by the Board of Directors. In 2021, the Audit Committee held six meetings. The Auditor Committee met with the auditor without participation of the management team, and had discussions with the auditor to deliberate on material matters of the Company within the scope of duties and responsibilities assigned by the Board of Directors. Highlights of the Audit Committee's performance are as follows:

1. The Audit Committee reviewed the quarterly and 2020 annual separate financial statements of the Company and its subsidiary which had been reviewed and audited by the Company's auditor. The Audit Committee met with the auditor and the management team to review the quality of financial reports, the accounting policies, the accounting estimates and the evidence and accounting system. The Audit Committee also met with the auditor to promote open and independent discussion. The auditor were able to independently perform their duties and exercised their independent and fair judgment within the framework of auditing standards. The Audit Committee also reviewed the quality of audit works to ensure the reliability and creditability of financial statements in all material respects in accordance with the accounting standards and the financial reporting standards with adequate disclosure of information in the notes to the financial statements in light of the Company's operations before proposing the financial statements to the Board of Directors for consideration and subsequently to the meeting of shareholders for approval.

2. The Audit Committee reviewed the internal controls and internal audit. The Company has appointed P&L Internal Audit Company Limited as the Company's internal auditor and the internal audit revealed that the Company's internal controls were adequate and suitable in light of the Company's business operations. In addition, the Company's internal controls in different parts were materially adequate and met the standards specified in the Internal Control Adequacy Assessment of the Office of Securities and Exchange Commission. The Audit Committee reviewed the structure and budget of the Internal Audit term for 2020 to ensure its ability to effectively carry out the internal control system audit and monitoring plan in line with the Company's future business directions.
3. The Audit Committee conducted reviews to ensure that related-party transactions and potentially involving conflicts of interest were appropriately and adequately examined with an aim to promote compliance with the laws and the requirements under the notifications of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee also recommended the management team to escalate transactions that related-party transactions that were not normal business transactions or were not conducted on an arm's length basis to the Audit Committee for consideration and opinion prior to proposal thereof to the Board of Directors or the shareholders for approval in advance of transaction execution. These transactions were adequately disclosed in this Annual Report.
4. The Audit Committee arranged for reviews of work processes in accordance with the laws, rules, regulations and corporate governance principles and required the organization-wide compliance with the requirements under the notifications of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, accounting standards and policies of the Company. The Audit Committee also encouraged the adoption of the corporate governance principles and the anti-corruption practices and provided whistle blowing channels, through which non-compliance with the laws, rules, regulations and codes of conduct, with a view to promoting transparency and operational efficiency.

5. The Audit Committee nominated the Company's auditors and determined the audit fee by taking into consideration the auditor's qualifications, independence, insights into the Company's businesses and operations. In this regard, the Audit Committee endorsed the nomination of EY Company Limited as the Company's auditor for 2021 accounting period which was proposed the matter to the Board of Directors for consideration prior to proposal thereof to the meeting of shareholders of the Company for approval.



(Mr.Saowanee Kamolabutr)

Chairman of the Audit Committee

22 March 2022

Risk Management Committee Report

The Board of Directors has established the enterprise risk management policies and frameworks that are based on integrative risk management approaches. Also, the Board of Directors has appointed the Risk Management Committee which is in charge of drafting the risk management policies, overseeing compliance with the risk management policies approved by the Board of Directors, and dynamically refining the Company's risk management frameworks to ensure effective risk management and enterprise-wide compliance therewith to foster the confidence of stakeholders in the Company's operations.

The Risk Management Committee has performed duties in accordance with the Charter of the Risk Management Committee and the scope of authority and duties assigned by the Board of Directors. In 2020, the Risk Management Committee held three meetings to deliberate on material matters of the Company within the scope of duties and responsibilities assigned by the Board of Directors as summarized below:

1. Reviewed detail of corporate risk policy and management.
2. Reviewed risk factors of corporate strategy to achieve the goal of added value and sustainability.
3. Reviewed company investment to evaluate investment risk of new branch expansion and an important investment project.
4. Stress Test to assess the strength and readiness of the company to cope with various situations.

Based on the aforementioned activities, the Risk Management Committee is of the opinion that the Company has comprehensively identified and addressed risk issues associated with its business operations and has adequately, appropriately and continuously managed its risks.



(Mrs. Pratana Mongkolkul)

Chairman of the Risk Management Committee

24 January 2022

Nomination and Remuneration Committee Report

The Board of Directors has appointed the Nomination and Remuneration Committee which is comprised of three independent directors to deliberate on policies and criteria applicable to the screening, selection and nomination of qualified persons to serve as directors, the Chairman of the Executive Committee and the Chief Executive Officer of the Company, including to determine remunerations and benefits of the Company's directors, to evaluate the performance and determine the annual remuneration of the Chief Executive Officer in accordance with the principles of transparency and the good corporate governance standards.

The Nomination and Remuneration Committee has performed duties in accordance with the Charter of the Nomination and Remuneration Committee and the scope of authority and duties assigned by the Board of Directors. In 2021, the Nomination and Remuneration Committee held four meeting to deliberate on material matters of the Company within the scope of duties and responsibilities assigned by the Board of Directors as summarized below:

1. The Nomination and Remuneration Committee screened the qualifications of candidates to be nominated as the Company's directors in replacement for those retiring by rotation. In doing so, the Nomination and Remuneration Committee took into account the candidates' credentials, experiences, knowledge and abilities that were beneficial and relevant to the Company's businesses and their suitability as the Company's directors.
As the Company's directors. In 2021, there were three directors retiring by rotation. As the qualifications, knowledge and abilities of the three outgoing directors were considered suitable for the position of the Company's directors, the re-appointment of the three directors as the Company's directors for another term was proposed to the Board of Directors for endorsement and the meeting of shareholders for approval.
2. The Nomination and Remuneration Committee deliberated on the remuneration of the directors and the members of the Sub Committees for the year 2021 in light of their scope of duties and responsibilities, the comparable industry benchmarks, the Company's performance, and the business growth. The remuneration for the year 2021 was then proposed to the Board of Directors for endorsement and subsequently to the annual general meeting of shareholders for approval.
3. Consider the renewal of the employment contract, goals and performance indicators of the Chief Executive Officer, including determining criteria for performance evaluation. and consider the remuneration for the year 2021, taking into account the obligations responsibility and the performance of the company and are comparable to those of general industry practice.

The Nomination and Remuneration Committee performed duties with prudence, transparency, fairness and independence in accordance with the good corporate governance principles for the best interests of the Company and all stakeholders



(Mr. Poolsak Tansitthipun)

Chairman of the Nomination and Remuneration Committee

11 February 2022

Good Corporate Governance Committee Report

The Board of Directors has appointed the Good Corporate Governance Committee which has the duties and responsibilities to formulate the Good Corporate Governance Policy, oversee the Company's compliance, reinforce the Company's conformity to the good corporate governance principles, and perform other duties as assigned. The Good Corporate Governance Committee shall also report relevant matters to the Board of Directors and/or the meeting of shareholders, as applicable, to promote the Company's transparency and sustainability.

The Good Corporate Governance Committee has supported the Company's adherence to the corporate governance principles and compliance with the requirements stipulated by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand. In 2020, the Good Corporate Governance Committee held one meetings to deliberate on material matters of the Company within the scope of duties and responsibilities assigned by the Board as summarized below:

1. The Good Corporate Governance Committee reviewed the Company's good corporate governance practices against the criteria under the Corporate Governance Report of Thai Listed Companies (CGR) and considered adopting the 2017 Corporate Governance Code (CG Code). It was found that the Company's practices were in line with the criteria in most categories.
2. The arrangements for the 2021 annual general meeting of shareholders (AGM) were guided by the Good Corporate Governance Policy and the Company attached importance to the rights of shareholders in accordance with the good corporate governance principles. These were evident in the Company's invitation to shareholders to propose matters to be included on the agenda of the 2021 AGM in advance and/or to nominate qualified candidates for directorship, including to submit their questions for the 202- AGM in accordance with the guideline stipulated by the Company and published on the Company's website.
3. The Good Corporate Governance Committee arranged for the evaluation of the performance of the Board of Directors, the Sub-Committees and the Chief Executive Officer at least annually to offer the Board a forum to jointly review the prior year's performance of the Board of Directors, the Sub-Committees and the Chief Executive Officer and identify areas for improvement. This also promoted the Company's adoption of the good corporate governance principles applicable to listed companies.

The Company recognized the significance of the good corporate governance principles and was encouraged to operate business in accordance with ethical standards. Disclosures of the Company's operations have been properly and regularly made in the best interest of all stakeholders.

A handwritten signature in blue ink, appearing to be 'S. Kamolbutr'.

(Mrs. Saowanee Kamolbutr)

Chairman of the Good Corporate Governance Committee

20 January 2022



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