

LEADING



THROUGH DISRUPTION

56-1 ONE REPORT 2022

OSOTSPA PUBLIC COMPANY LIMITED

Building a Sustainable Future



ค่านิยมองค์กร
ITIPS

แนวคิดที่ทุกคนในองค์กรยึดถือปฏิบัติ

ITIPS Our Core Values

ปฏิรูปโครงสร้าง
**FAST
FORWARD**
10X

2022 Activity
Highlights



Glass Journey to
Sustainable Living



Osotspa Go Green
Project, Plants Trees for
Bangkok People



KILANE Event



Click image to play video



Company Information



Name	Osotspa Public Company Limited
Ticker Symbol	"OSP" (Listed in the Stock Exchange of Thailand)
Business Overview	Produces, markets and distributes consumer products with a focus on core products such as beverages, personal care, and other businesses, including healthcare, confectionery, providing product and packaging manufacturing (OEM), vending machine, and marketing technology services
Registration Number	0107561000081
Head Office	348 Ramkhamhaeng Road, Huamak, Bangkapi, Bangkok 10240
Telephone	+66 (0) 2351 1000
Corporate Website	www.osotspa.com
Registered Capital	3,003,750,000 Baht
Issued and Paid-up Capital	3,003,750,000 Baht comprising ordinary shares of 3,003,750,000 shares at par value of 1.0 Baht per share
Preferred Share	None
First Trade Date	17 October 2018
Company Secretary	Telephone: +66 (0) 63 206 0199 E-mail: corpsec@osotspa.com
Investor Relations	Telephone: +66 (0) 63 206 0173 / +66 (0) 65 984 5364 E-mail: ir@osotspa.com
Other Reference	
Registrar	Thailand Securities Depository Company Limited Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400 Telephone: +66 (0) 2009 9999 Fax: +66 (0) 2009 9991
Auditor	KPMG Phoomchai Audit Ltd. 48 th - 50 th Floor, Empire Tower 1 South Sathorn Road Yannawa, Sathorn, Bangkok 10120 Telephone: +66 (0) 2677 2000 Fax: +66 (0) 2677 2222

"The Company", "OSP", or "Osotspa" in this 56-1 One Report refers to Osotspa Public Company Limited and its subsidiaries.



Message from our Chairman of the Board of Directors

Mr. Somprasong Boongchai
Chairman of the Board of Directors



2022 is another challenging year. There are signs of the reduction of the impact of the COVID-19 epidemic which results in more spending of consumers and the increasing number of travelers, both Thais and foreigners, driving the economy to grow better. However, business situations and environments are still undergoing significant changes. There are still negative factors that put pressure on the economy, such as the impact of inflation and the rising commodity prices, including the raw materials for the Company's.

Although the company is facing with many challenges, its fast adaption and the strong unity of the management and all employees help the Company to keep moving forward strongly and stably. Our flagship brands, M-150 and C-vitt, received The Most Powerful Brands of Thailand 2022 award and maintain their leadership in the energy drinks and Vitamin-C drinks markets. Moreover, the Company maintains its financial stability and continuously pays dividends. In addition, Osotspa adheres to the principles of sustainability in its business so as to manage risk and opportunity across economic, social, and environmental aspects. As a result, it is listed in the list of Thailand Sustainability Investment (THSI) for two consecutive years. With the DNA of giving, Osotspa continues its commitment to

contributing to society, reflected in the Company's original name, Teck Heng Yoo, which means prosperity from charity. Osotspa has continually provided career supports for people with disabilities. Its vocational training project is a model for other organizations and brought the Sustainability Model Organization in the Thai Capital Market Award for Empowerment of Persons with Disabilities 2022.

On behalf of Osotspa's Board of Directors and executives, I would like to express our gratitude to all our shareholders, customers and business partners for your trust and confidence in us. On this occasion, I would like to thank the management team and all employees for their determination, dedication, perseverance and being a key force in surviving the crisis together and driving business growth. We are committed to creating long-term profitable growth, promoting consumer well-being through high-quality products, establishing a solid foundation, developing a resilient business to prepare the organization for new challenges and opportunities in the future together with enhancing the well-being of the community and protecting the environment to sustainably grow and stay with Thais.



Message from our Chief Executive Officer

Mrs. Wannipa Bhakdibutr
Chief Executive Officer



Through the alleviation of the COVID-19 pandemic after three years, 2022 is another challenging and volatile year with negative factors both domestically and internationally, including war, domestic inflation, consumer behavior, technology, climate, and especially the rise in commodity prices and fluctuation in energy prices. All these factors have affected the inflation and interest rate, which put pressure on the economic recovery and overall purchasing power.

Therefore, for Osotspa to cope with fluctuations that affect production and operating costs, the company has decided to adjust the prices of its energy drinks products, as well as develop and improve a more health-beneficial formula for the consumers and environmentally friendly packaging with lightweight glass bottles. Though the new price adjustment has a short-term effect on sales volume, the company is certain that it will generate long-term market capitalization growth. Osotspa is a leader in implementing product variety strategies with a beverage product portfolio that covers the entire market: the general market (priced at 10 baht) and the premium market (priced at 12-15 Baht), which help stabilize the market share and are set to recover. The company remains a strong market leader in both the energy drinks and functional drinks markets.

In addition to revenue and profit growth goals, Osotspa is committed to conducting business with responsibility under the principles of good governance: environmental, social, and governance (ESG). The company has started using renewable energy in its manufacturing plants through the installation of rooftop solar power generation systems and the use of biomass fuel. The use of renewable energy helps reduce energy costs and greenhouse gas emissions by 5,283 tons of carbon dioxide equivalent. Furthermore, Osotspa has developed 100% recyclable plastic packaging and lightweight glass and plastic packaging to reduce the use of raw materials, energy consumption, and the impact on the environment in the production and transportation processes. The company also awakens the green power in the community,

which is an important force in caring for the environment, through the “Bottles to Bottles” project to promote waste separation, especially glass bottle waste, in various communities to bring waste back to the recycling process. Osotspa also supports the plant a million trees policy of the Bangkok Governor in increasing green areas in Bangkok.

Osotspa believes that employees are the key force in driving the organization to succeed; therefore, it places importance on promoting a good working culture and atmosphere. The company entrusted the employees' potential and adopted a hybrid working style for more flexibility, as well as adjusting the way of working to suit the tasks and duties of employees, such as those working from plants, out in the field, and other places. We allow employees to manage their time to achieve their goals while maintaining a good life balance, resulting in increased employee happiness and productivity. The result is reflected in being awarded the Best Companies to Work for in Asia award for two consecutive years and being listed in the “Top 50 organizations that young people want to work with”. The company appreciates all management and employees who contribute their potential and cooperation to robustly drive and reform the organization for sustainable growth. All efforts have helped Osotspa overcome various obstacles, achieve outstanding growth, and maintain its leading position in the market while simultaneously tending to all stakeholders throughout the supply chain.

For the year 2023, the company will continue to enhance its potential through its strength in a variety of product brands that cover the entire market, as well as through its focus on expanding its new customer base and maintaining existing customers, creating innovations that serve the needs of consumers, especially those with an interest in health care, strengthening distribution channels, and increasing inorganic growth with a commitment to environmental, social, and corporate governance to drive sustainable growth.



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Business Overview

Osotspa was established in 1891 as a pharmacy with products focused on the health of the Thai people under the name “Teck Heng Yoo” by Mr. Pae, the first generation of the Osathanugrah family. The Company’s ticker symbol is OSP, which was listed on the Stock Exchange of Thailand (SET) on 17 October 2018 aiming for transition into the global market and sustainable growth.

Over the past century, Osotspa has steadily grown and evolved, creating innovative products in the Fast-Moving Consumer Goods (FMCG) sector aimed at improving people’s quality of life. Osotspa is among the leading manufacturers of products for many of the markets it serves. Osotspa’s core businesses comprise the production, marketing, and distribution of consumer goods, focusing on beverages, personal care, healthcare and confectionery products, as well as providing product and packaging manufacturing (OEM), vending machines, and marketing technology services.





Vision & Mission

THE POWER TO ENHANCE LIFE

through a culture of high performance, innovation, and sustainability.



CONSUMERS

To enhance the lives of consumers every day through innovative product.



BUSINESS PARTNERSHIPS

To be the preferred and trusted partner of choice by delivering customer service beyond expectations.



SHAREHOLDERS

To deliver the best value to shareholders through good corporate governance and profitable, long-term growth.



COMMUNITY

To be a positive force in our communities.



EMPLOYEES

To create a high-performance and learning organization where employees are empowered, engaged, and committed to delivering their very best with passion and integrity.



Values



INTEGRITY

We are committed to high ethical standards, honoring our commitments, taking personal responsibility for our own actions, and treating everyone fairly with trust, respect, and care.

TEAMWORK

We strive to work together effectively to achieve our goals while encouraging individual contributions.



INNOVATIVE THINKING

We foster innovative thinking to enhance value for our consumers, customers, and ourselves.

PASSION TO WIN

We are determined to be the best and have a compelling desire to improve and win in the marketplace.



SUSTAINABLE LIVING

We are committed to operate our business with good governance, coexist and grow together with the society in the long run, care, and be responsible for environmental impacts.



Osotspa's Long Term Strategic Direction



For over 130 years we have enhanced people's lives by providing products that can be loved and trusted to help consumers feel healthier, more energized, and more beautiful. Infused with the strength and richness of our Thai heritage, we have built an incredibly successful business that is widely respected.

Leveraging our long experiences, Osotspa have accumulated market insight and a profound understanding of consumers needs, that can be turned into executed strategies to capture trends and market demand. Our strong distribution network with large nationwide coverage in both the offline and online channels provides our consumers with easy and convenient access to our products and services.

Turning our eyes to the future, we at Osotspa, aim to be a leading consumer products company based in Southeast Asia. This in mind, we have set a course that draws on our deep roots and ensures our organization is built to last. We shall achieve our mission by bringing health and wellbeing to both Thailand and the world in a manner that reflects our Thai heritage by leveraging our roots and expertise in Asian health & wellbeing practices.

We will accelerate the Osotspa ways of health and wellbeing by growing competitively and sustainably in our four core business units, with further support from inorganic growth and partnership.



The Osotspa way of staying alert



To grow our energy drinks business by adding an optimal portfolio mix of healthier and value-added products that cater to health and well-being trends. In addition, we will explore new and disruptive product offerings that can capture wider consumer segments.

The Osotspa way of functioning well

To strengthen our functional drinks leadership in the holistic immunity benefit segments, maximize the use of innovative ingredients, and seed and build in-home use for future consumer need segments.



The Osotspa way of looking good



To transform Osotspa into a recognized leader in home and personal care by strengthening core brands, and building sizable drivers in selected benefits spaces e.g. adult mildness, natural, and aging.

The Osotspa way of feeling well

To help people of all ages live healthy, well-functioning lives by expanding our healthcare portfolio to cover key health benefits e.g. digestive benefits, physical strength, and mental wellness.



We aim to instill a culture and spirit of continuous innovation and capability expansion that is conducive to making intelligent choices for products, channels, and business model of smart innovation for sustainable growth.

Having the right international coverage is another key enabler of success. We will ensure that we have competitive investment in branding and route to market in our focus markets and are able to leverage the right partnerships to achieve our ambition.

In terms of our operations, we are continuously looking for ways to improve our efficiency and overall business model. Our aim is to implement a digital-led transformation to be future-ready and able to serve our consumers and business better, faster and at the right costs taking advantages of new and much more affordable technologies. We will digitize our approach to business in the context of consumer connectivity, digitalized networks and future channels by using data analytic for better and faster decision making and improving internal efficiency in terms of agility and cost optimization.

To win today and address tomorrow's challenges, we are building a future-ready Osotspa ecosystem with the processes and organization culture underpinned by our Faster, Better, Together mindset. Backed by our robust financial position, we aim to maximize benefits and develop new capabilities with assets, synergies, and partnerships (including M&A). Last but not least, sustainability will be the overarching theme to our way of life and business.

Everyone in Osotspa commits to our mission and vision to achieve the Company's operational goals, provide quality products and services, and deliver on our promises to all stakeholders. We aim to become a part of their everyday life and be a positive power, "The Power to Enhance Life".



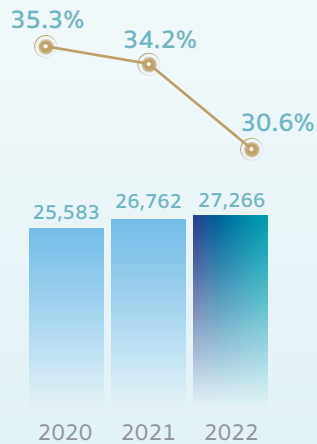
Financial Highlights

Revenue from Sales and Gross Margin

27,266

million Baht

Increased by
1.9% YoY

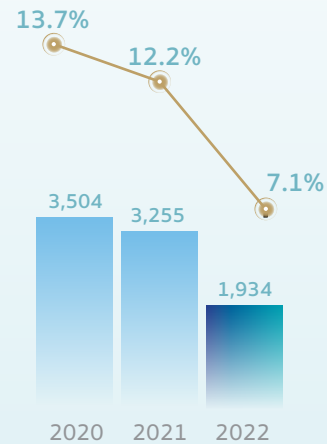


Net Profit and Net Profit Margin

1,934

million Baht

Decreased by
40.6% YoY

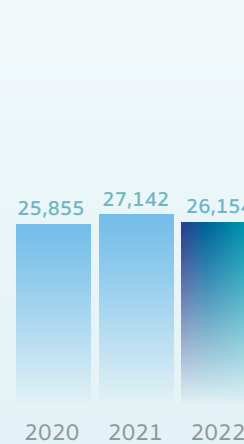


Total Assets

26,154

million Baht

Decreased by
3.6% YoY

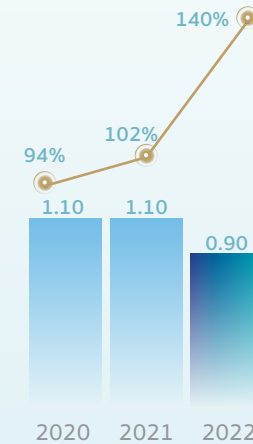


Dividend Per Share

0.90

Baht per share

Decreased by
18.2% YoY



Operating Cash Flows

2,142

million Baht

Decreased by **52.6% YoY**

Return on Equity

10.0%

Decreased by **620 bps**

Return on Assets

7.2%

Decreased by **480 bps**

Net Interest-Bearing Debt

0.04

times



Financial Highlights



Statement of Income	2020	2021	2022
Revenue from sales	25,583	26,762	27,266
Total revenue	26,129	27,278	27,482
Gross profit	9,029	9,143	8,350
Earnings before interest and tax (EBIT)	4,090	3,944	2,381
Profit for the year	3,437	3,185	1,924
Profit attributable to owners of the parent	3,504	3,255	1,934
Statement of Financial Position	2020	2021	2022
Total assets	25,855	27,142	26,154
Total liabilities	6,526	7,238	7,699
Total equity	19,329	19,904	18,455
Equity attributable to owners of the parent	19,224	19,885	18,464
Key Financial Ratios	2020	2021	2022
Gross profit margin (%)	35.3	34.2	30.6
EBIT margin (%)	16.0	14.7	8.7
Current ratio (x)	2.0	1.6	1.4
Total debt to equity (x)	0.3	0.4	0.4
Return on equity (%)	18.4	16.2	10.0
Return on asset (%)	13.7	12.0	7.2
Per Share Data (Baht/Share)	2020	2021	2022
Earnings per share	1.2	1.1	0.6
Dividend per share	1.1	1.1	0.9
Book value per share	6.4	6.6	6.1
Share Information at the End of the Year	2020	2021	2022
Share Price (Baht)	35.5	34.3	28.3
Issued and paid-up share capital (million shares)	3,004	3,004	3,004
Market capitalization (million Baht)	106,633	102,878	84,856
Price/earnings or P/E ratio (x)	30.4	31.1	43.9
Price/book value or P/BV ratio (x)	5.5	5.2	4.6



Board of Directors



MR. SOMPRASONG BOONYACHAI

Independent Director, Chairman of the Board of Directors and Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee



MR. SURIN OSATHANUGRAH

Director and Honorary Chairman



MRS. KANNIKAR CHALITAPORN

Vice Chairman of the Board of Directors and Chairman of the Executive Committee



MR. RATCH OSATHANUGRAH

Vice Chairman of the Board of Directors



GENERAL SURAPONG SUWANA-ADTH

Independent Director, Vice Chairman of the Board of Directors, and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee



MS. PENCHUN JARIKASEM

Independent Director and Chairman of the Audit Committee



MR. KRIRK VANIKKUL

Independent Director and
Member of the Audit Committee



MRS. SINEE THIENPRASIDDHI

Independent Director and
Member of the Audit Committee



MR. CHAMPORN JOTIKASTHIRA

Independent Director and
Chairman of the Risk Management Committee



MR. THANA CHAIPRASIT

Director and Senior Vice Chairman
of the Executive Committee



MR. PRATHARN CHAIPRASIT

Director and Senior Vice Chairman
of the Executive Committee



MR. TASHARIN OSATHANUGRAH

Director and Vice Chairman
of the Executive Committee

**MR. NITI OSATHANUGRAH**

Director, Member of the Executive Committee, Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, and Member of the Risk Management Committee

**MR. SALIN PINKAYAN**

Director, Member of the Executive Committee, and Member of the Risk Management Committee

**MR. NATEE OSATHANUGRAH**

Director

**MRS. WANNIPA BHAKDIBUTR**

Director, Member of the Executive Committee, Member of the Risk Management Committee, and Chief Executive Officer

**MRS. PORNTIDA BOONSA**

Director, Member of the Executive Committee, Member of the Risk Management Committee, and Chief Operating Officer & Group Chief Financial Officer



Executives



MRS. KANNIKAR CHALITAPORN

Chairman
of the Executive Committee



MR. THANA CHAIPRASIT

Senior Vice Chairman
of the Executive Committee



MR. PRATHARN CHAIPRASIT

Senior Vice Chairman
of the Executive Committee



MR. TASHARIN OSATHANUGRAH

Vice Chairman
of the Executive Committee



MRS. WANNIPA BHAKDIBUTR

Chief Executive Officer



MRS. PORNTIDA BOONSA

Chief Operating Officer &
Group Chief Financial Officer



Business Segments

Osotspa manages its operations in three main business segments, aligned with business around markets and customers. The reportable segments are beverages, personal care and others, which include healthcare and confectionery products, as well as providing product and packaging manufacturing (OEM), vending machines, and marketing technology services.

Beverages

Full portfolio of energy drinks, sport drinks, and functional drinks with established market-leading positions through innovation and strong brands in each product category.



Personal Care

Strong pillar of growth offering baby care, women's beauty care, and male grooming products.



Others

Healthcare and Confectionery

Preserving a well-established heritage and combining brand legacy of healthcare and confectionery that continue to innovate and strive to enhance people's lives and wellbeing.

OEM

Providing OEM services for glass packaging and personal care products to fully utilize the production capacity.

Vending Machines

Sell a wide range of products through vending machines.

Marketing Technology Services

Provide customer experiential marketing solution empowering by data-driven marketing strategy with O2O innovation.





History and Development

More than 130 years of Osotspa

The beginning of our history



1891

Established under the name Teck Heng Yoo as a pharmacy selling traditional herbal remedies, including Krisnaklan Tra Kilane which effectively cured stomach aches and diarrhea.



1965

Revolutionized the non-alcoholic beverage market by introducing Lipovitan-D, the first-ever energy drink brand in Thailand, licensed from Japan's Taisho Pharmaceutical Company.



1977

Invested in upstream glass packaging manufacturing facilities under Siam Glass.



1985

Launched our flagship energy drinks M-150.

Business expansion



1991

Expanded into baby care products under Babi Mild brand, bringing high-quality baby care products to families.



1992

Introduced women's beauty care products with the launch of the Twelve Plus brand.



2012

Entered into a joint venture with House Foods Corporation (Japan) and introduced functional drinks under C-vitt brand.



2007

Ventured into the functional drinks market with the launch of Peptin brand.



2013

Entered into a joint venture with Calpis Co., Ltd. to manufacture and sell beverages under Calpis brand in Thailand.



2015

Established Osotspa Loi Hein to distribute beverages in Myanmar.

Transformation journey to
being publicly listed

2016

Implemented business restructuring and transformation initiatives (People, Portfolio, Operations).

2018

- Listed on the Stock Exchange of Thailand (SET) under the ticker symbol "OSP".
- Expanded overseas growth through investment in Basecamp Brews Limited and Oventure Pte. Ltd.



2020

- Invested in new beverage filling facilities in Ayutthaya and acquired Calpis Osotspa Company Limited to expand overall beverage production capacity.
- Commenced our first overseas production facility in Thilawa, Myanmar.



- Managed through challenges of the COVID-19 pandemic with crisis management team with employees' safety and continuity of business operations as our priorities.
- Installed solar rooftop on all major production sites.

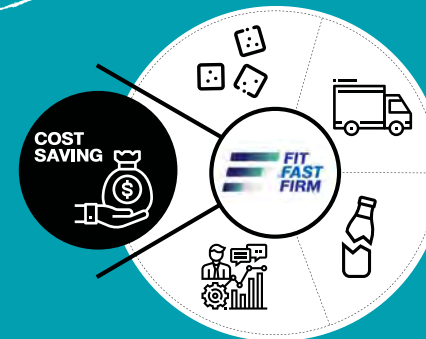
Osotspa as we know today



2019

- Completed a new glass packaging manufacturing facility in Rojana Industrial Park, Ayutthaya.
- Invested in Asia Vending Machine Operation Company Limited to capture growth opportunities in one of the fastest growing retail channels.

- Established Osotspa Innovation Center as a center of expertise to support innovation capabilities.
- Launched online platform under Osotspa Delivery and a consumer loyalty program under the M-Point LINE official account.
- Expanded overseas exposure through investment in Osotspa VTA Joint Stock Company in Vietnam and Myanmar Golden Eagle Company Limited for glass packaging manufacturing business in Myanmar.



2021

- Acquired a 80% ownership interest in Innovation of Experience Company Limited (iEx) to access startup talent and increase digital marketing capabilities.

- Completed our cost saving target of 2,500 million Baht under Fit Fast Firm project in 3 years.
- Continued managing uncertainties due to the pandemic by being agile and resilience to deliver growth with strong market share momentum.
- Distributed Yanhee Vitamin B Water through our strong distribution network.
- Started business-to-business (B2B) partnership and collaboration beyond energy drinks by capitalizing our strong brand and platform.
- Developed our sustainability roadmap towards 2025.



Delivered 2022 Priorities - Growing Sustainably

Reignite Energy Drinks



No.1
Energy Drink
Market Share
49.5%

Stepped up premiumization strategy

- Added benefit doubling Vitamin B12
- Reactivate through advertising & promotion
- Support with both online-to-offline activation campaign

Implemented portfolio strategy

To satisfy two price tiers market

- M-150 Terpene
- M-150 Honey

Incorporated sustainability in our innovation

- Low sugar
- Lighter-weight glass bottle

Expanded format and consumer groups

- Refreshing drink to boost up energy
- Target young consumers





Accelerate Functional Drinks



No.1
Functional Drink
Market Share
42.7%



Celebrate 10th year
anniversary with
No.1 Market Share
37.9%

Enter Cannabis Drinks

Offer a mood enhancing
experience and
safe cannabis-infused
water with Yanhee
cannabis water well
liked by consumers
for taste efficacy



Reactivate refreshment
category with seasonal flavors
and various formats



Upgrading
formulation and packaging
for health benefits



Collaboration & Partnership

Leverage our strong brand
& consumer group



Promote in existing
growing channels



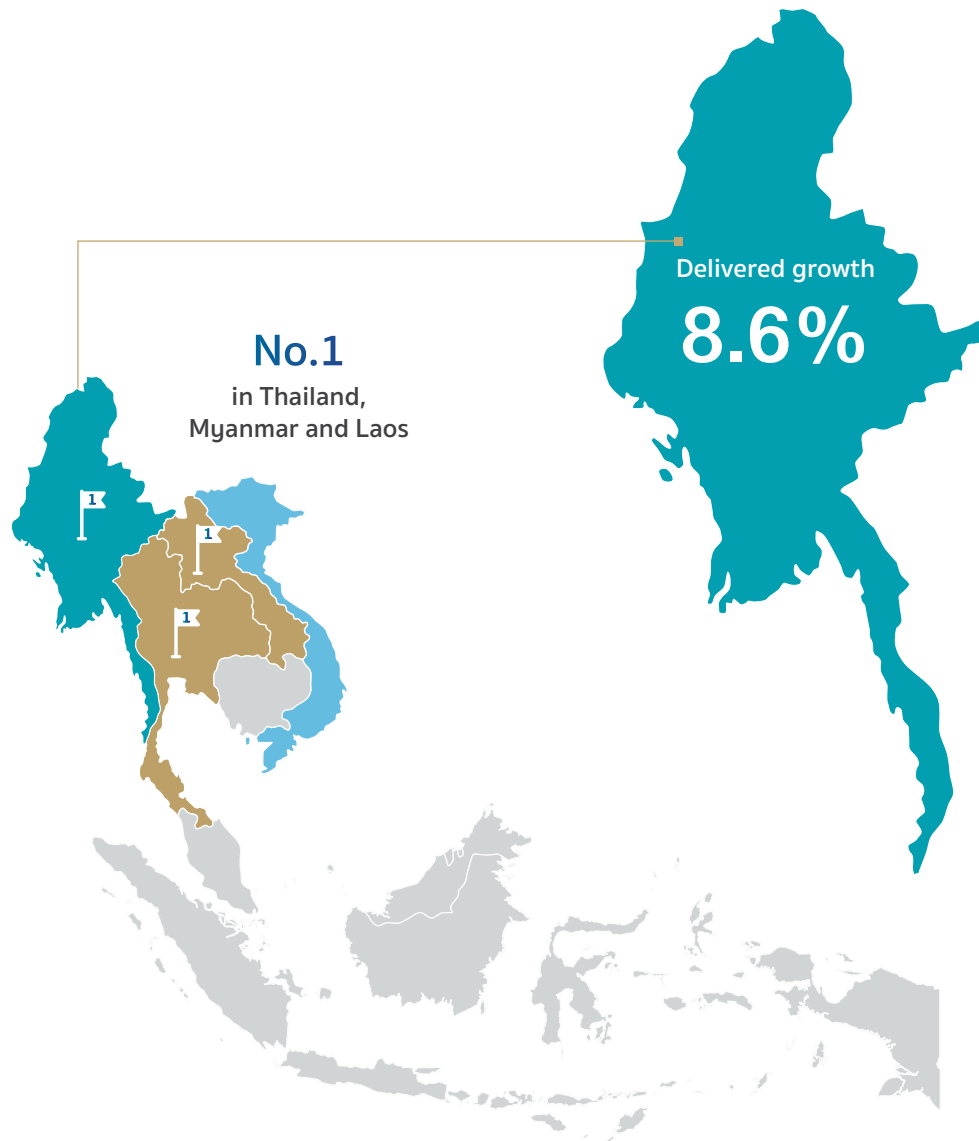
Support sports
marketing





International Business

Total international business growth in 2022



8.4%
reported

12.0%
normalized

10.3%

CLMV

Delivered strong growth with regional presence despite uncertainties

1.5%

Others

Achieved continued strong growth in Indonesia



Restart Personal Care

Expand Beyond Baby

Ultra Mild
Mildness for adults



Fabric soft

Liquid Dish wash



Liquid soap

Mild Kids by Babi Mild
Gentle and fun with iconic
cartoon character



Promote **premium fragrance**
with innovation of high value
proposition at an accessible price





Cost



Process



Asset

**FAST
FORWARD**
10XTarget of **5,000** million Baht
over **5-7** Years

Hybrid Workforce



Function

Delivered gross savings
929 million Baht in 2022



Consumer Health & Well-Being

“Inspire wholesome lifestyle through healthier products across the entire portfolio”



Expanded the range of healthy options and 90% of beverage products is lower or zero sugar



Sustainable Supply Chain

“Ensure mutual growth along the supply chain through a sustainable sourcing program”



Enhanced herb cultivation standards and enhance farmers' quality of life by focusing on science, technology, and innovation



Sustainable Packaging

“Minimize impact from packaging waste and promote circular economy through a sustainable packaging program”



Promoted waste segregation, collection, and recycling under Care the Whale



Energy & Climate Change Management

“Mitigate climate change impact through energy management and use of renewable energy”



Installed solar rooftop in Bangkok and Ayutthaya plants





For Our Communities

Osotspa is committed to improving Thai people's quality of life through corporate citizenship and philanthropy programs



"Life Must Go On" project supporting the disabled persons



Distributed survival packs to the flooded areas



Partnered with "Better Bangkok" project



Renovated home and remodeled the surrounding environment for the disabled persons



Awards and Recognition

Corporate, Business Management and Marketing

1 Thailand Corporate Excellence Award 2022

Osotspa won the distinguished award in category of marketing excellence from the Thailand Corporate Excellence Awards 2022, which was organized by Thailand Management Association (TMA) and Sasin Graduate Institute of Business Administration of Chulalongkorn University.

2 The Most Powerful Brands of Thailand Award 2022

M-150 and C-vitt received “The Most Powerful Brands of Thailand 2022 Awards” in energy drink and functional drink categories respectively. This award is organized by the Department of Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University.

3 Thailand Most Admired Company Award 2022

Osotspa won “Thailand Most Admired Company Award 2022” with the highest score in the commercial company category with outstanding innovation, business performance, corporate image, management and corporate CSR by Brandage Magazine.

4 Food & Beverage Brand of the Year Thailand 2022

Osotspa won Food & Beverage Brand of the Year Thailand 2022 from Global Banking & Finance Awards. The awards were hosted by Global Banking & Finance Review®, a leading regional financial portal and online/print magazine.



5 Best Companies to Work for in Asia Award 2022

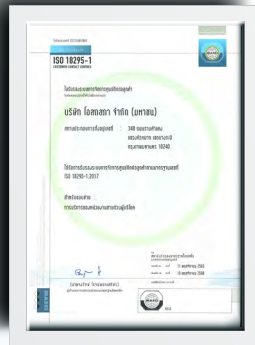
Osotspa received the “Best Companies to Work for in Asia Award 2022” from HR Asia Magazine for the 2nd consecutive year.

6 Labor Management Excellence Award 2022

Osotspa received a certificate of “Labor Management Excellence Award 2022” from the Department of Labor Protection and Welfare, Ministry of Labor for the third consecutive year as it has excellent labor management in accordance to the international standards, is a good role model of improving the employees’ quality of life and promotes sustainable relationship between the company and its employees.



Innovation, Quality, and Operational Excellence



BASES Top Breakthrough Innovation Awards 2022 (Thailand)

Lipo-Fine won the “BASES Top Breakthrough Innovation Awards 2022 (Thailand).” It was named as Thailand’s most innovative energy drink by Nielsen IQ BASES who established the award to recognize innovation and global success within the fast moving consumer goods (FMCG) space across the world.



FDA Quality Award 2022

Greensville Co., Ltd., a subsidiary of Osotspa, received the “FDA Quality Award 2022” (outstanding cosmetic manufacturer), by the Food and Drug Administration.



Thailand Kaizen Award 2022

Osotspa received the “Thailand Kaizen Award 2022” (Bronze level) in Genba Kaizen category. This award, organized by the Technology Promotion Association (Thai-Japanese), is given to organizations that use creativity and Kaizen principles to manage and improve the manufacturing process effectively.



Certificate of Commitment VISION ZERO

The subsidiaries of Osotspa Group received the “Certificate of Commitment VISION ZERO” (silver level) from Safety and Health at Work Promotion Association (Thailand) under patronage as organizations that foster a healthy and safe work environment.



Customer Contact Centres Management System Standard

Osotspa is certified with “Customer Contact Centres Management System Standard” (ISO 18295-1: 2017). Osotspa is the first FMCG company certified by this standard.



Corporate Governance



12 Excellent Score on Corporate Governance Report (CGR) 2022

Osotspa received a 5-star rating or “Excellent” score on the Corporate Governance Report (CGR) of Thai Listed Companies 2022 from the Thai Institute of Directors (IOD) in collaboration with the Stock Exchange of Thailand (SET).

13 ASEAN Asset Class PLCs Award

Osotspa received the “ASEAN Asset Class PLCs Award” from the 2021 ASEAN Corporate Governance Scorecard Project (ACGS). This award is given to listed companies in ASEAN that operate their businesses, based on good corporate governance principles and meet international standards.

14 Best Corporate Governance Company Thailand 2022

Osotspa won the Best Corporate Governance Company Thailand 2022 from Global Banking & Finance Awards, which were hosted by Global Banking & Finance Review®, a leading regional financial portal and online/print magazine.

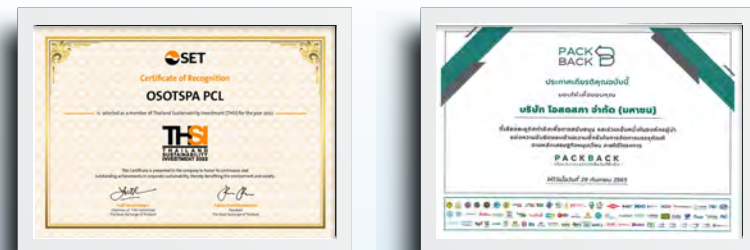
Sustainability Excellence and Environmental Conservatism

15 Thailand Sustainability Investment (THSI) 2022

Osotspa was selected to be included in Thailand Sustainability Investment (THSI) 2022 by the Stock Exchange of Thailand for the 2nd consecutive year.

16 Certificate and Honorary Pin for Being Leading Organization with Responsibility to Sustainability

Osotspa received the certificate and the honorary pin for being a leading organization with responsibility to sustainability of the “PackBack Project: Returning Packaging for Sustainability.” This project is a collaboration of Thailand Institute of Packaging and Recycling Management for Sustainable Development (TIPMSE) under Federation of Thai Industries, government sectors and private sectors, including manufacturers, distributors, collectors, recycling plants and Chonburi province (pilot area) with aims to support the principle of Extended Producer Responsibility (EPR), which promotes the responsibility to manage waste packaging to meet the Circular Economy policy.





17 Environmental Management System Certification (EMS-DIW)

Siam Cullet Co., Ltd., Osotspa's glass cullet plant, received the Environmental Management System (EMS-DIW) certificate as the Company has implemented the Environmental Management System of the Department of Industrial Works (EMS-DIW) to increase the efficiency of resource and energy management as well as to prevent and reduce environmental impacts.

18 CSR-DIW Award 2022

Siam Glass Industry Co., Ltd. (Ayutthaya), Osotspa's glass plant, received the "CSR-DIW Award 2022" from the Department of Industrial Works.

19 Call Center Award 2022

Osotspa received the "Call Center Award 2022" from the Office of the Consumer Protection Board.

20 Plaque of Honor in Recognition of Valuable Contribution to Consumer Protection

Osotspa received a plaque of honor in recognition of valuable contribution to consumer protection from the Office of the Consumer Protection Board.

21 Sustainability Model Organization in Thai Capital Market Award for Empowerment of Persons with Disabilities 2022

Osotspa received "Sustainability Model Organization in the Thai Capital Market Award for Empowerment of Persons with Disabilities 2022" (outstanding level), which was held by the Office of the Securities and Exchange Commission (SEC) together with the Ministry of Labor, Department of Skill Development, Department of Employment, Department of Empowerment of Persons with Disabilities, Thai Listed Companies Association and Disabilities Thailand.

22 Organization Supporting the Disabled Award 2022

Osotspa received "Organization Supporting the Disabled Award 2022" (outstanding level) from Ministry of Social Development and Human Security for the 3rd consecutive year.

23 Organization Creating Welfare for the Disabled Award 2022

Osotspa received "Organization Creating Welfare for the Disabled Award 2022" from Ministry of Social Development and Human Security as the Company has continuously support vocational promotion for the disabled.

Brand Portfolio Overview

Osotspa owns a broad and diversified product portfolio of iconic brands to address consumer preferences and needs

Beverages



Personal Care



Healthcare and Confectionery



Osotspa's Footprint with
our brand presence in
39 countries



Nature Business

Revenue Breakdown



By Segmentation

Beverages

81%

Personal Care

9%

Others

10%



By Geography

Domestic

83%

International

17%



By Overseas

CLMV

79%

Others

21%

(Unit: Million Baht)	2020		2021		2022	
	Amount	%	Amount	%	Amount	%
Beverages	21,547	84.2	22,709	84.9	22,020	80.8
Energy Drinks and Sport Drinks	17,706	69.2	18,159	67.9	17,271	63.3
Functional Drinks	3,841	15.0	4,550	17.0	4,749	17.5
Personal Care	2,501	9.8	2,102	7.9	2,451	9.0
Baby Care	1,688	6.6	1,549	5.8	1,757	6.4
Others	813	3.2	553	2.1	694	2.6
Others	1,535	6.0	1,951	7.2	2,795	10.2
OEM	1,045	4.1	1,508	5.6	2,168	7.9
Healthcare, Confectionery, and Others	490	1.9	443	1.6	627	2.3
Total Sales Revenue	25,583	100	26,762	100	27,266	100.0



Beverages Segment

Osotspa's beverage portfolio encompasses a wide range of products, including energy drinks, sports drinks, and functional drinks. By utilizing multiple brands, innovative products, and pricing strategies, Osotspa offers a consumer-centric portfolio that caters to a wide range of consumer tastes, habits, behaviors, and disposable income levels. At the same time, Osotspa implements tailored marketing campaigns and promotions to bolster consumption. Leveraging our wide distribution network, Osotspa is positioned as the primary distributor for a broad swathe of product categories, including snacks and “water-plus” or vitamin water.

Energy Drinks

Reigniting energy drinks

Make **the M-150** portfolio the ultimate choice to power up your day!

In the face of a decline in the energy drinks market over the past two years, Osotspa has boldly launched a new M-150 proposition to reinvigorate product value. Scaling up perceived product value and marketing efforts have supported our premiumization strategy and stimulated market activity among all industry players, thus revitalizing the overall market landscape.

M-150's efforts to reinforce its brand strength and leading position in the energy drinks category have resulted in it being named “2022 Thailand's Most Admired Brand” from BrandAge and “The Most Powerful Brands of Thailand Award 2022” by Chulalongkorn Business School, which was based on brand strength research using data collected from 24,000 Thai consumers aged between 18 and 69 years.





Pricing paradigm shift

At the beginning of 2022, Osotspa relaunched our core M-150 product with double the Vitamin B12 and a new lighter-weight bottle design. The launch of a higher-priced alternative shook up the market and caused a seismic shift from the old energy drinks paradigm that dictated energy drinks had to be priced at only 10 Baht to win in the market. As a result of our strategic move, the market has separated itself into a more proportional two-tier pricing structure with products priced above 10 Baht now accounting for a hefty 48% of the market from only 17% previously. This shift clearly indicates that consumers are willing to pay more for added value. Our product premiumization strategy, backed by effective marketing communication, catalyzed 9% YoY growth in the market value of energy drinks in 2022.

Broadening our portfolio

Leading the market shift towards a two-tier pricing structure, M-150 expanded its product portfolio to cater to various consumer segments. In addition to relaunching M-150 with double the Vitamin B12, the brand also introduced a new M-150 Terpene flavor, priced at 12 Baht, in July 2022 to offer consumers a new drinking experience that taps the cannabis product trend. This was followed by the launch of a new M-150 Honey flavor drink, priced at 10 Baht, in September 2022 as a value-for-money alternative catering to consumers of the lower priced segment. This product portfolio expansion demonstrates the brand's commitment to serving a wider range of consumers and providing options to suit various needs and preferences.

Providing a seamless consumer experience through “O2O”

In addition to our revolutionized product experience and pricing strategy, M-150 has activated new campaigns to serve a wider consumer base. M-150 transitioned from only one “O” of either offline raffle campaigns or online M-Point campaigns to a complete “O2O” approach in 2022. This involves M-150 launching its largest-ever national campaign to seamlessly connect consumers through both offline and online systems. As a result, our consumer engagement now reaches a massive audience across Thailand with over 40,000 Osotspa partner stores nationwide.





Elevating Lipo through stronger brand loyalty and expanding into the health realm

Experience **an instant energy boost and the refreshing quality of Lipo**, a premium energy drink that has stood the test of time and won the hearts of generations.



Our Lipo portfolio continues to add to its loyal consumer base through nationwide promotional campaign and consistent on-ground activation. Overall, the campaigns emphasize Lipo's superior Japanese quality and 1,000mg of taurine.

Contributing incremental growth to the portfolio, Lipo-Fine was introduced as a “healthy energizer” with 0% sugar, targeting health-conscious unisex consumers. Lipo-Fine is the only energy drinks in Southeast Asia that has been recognized by the NielsenIQ BASES Top Breakthrough Innovation Awards 2022. NielsenIQ BASES is a leading global provider of consulting, data, and research services for consumer product innovation. This award reflects broad industry recognition that Lipo-Fine addresses key consumer needs, delivers a stand-out experience, and redefines its product category. Going further, Lipo-Fine aligns with Osotspa's strategy to build brands, place consumers at the center of the innovation process with strong product differentiation, and tailor activation to drive category growth.





Functional Drinks

The perfect blend of success, product taste, and wellness properties



Celebrating its 10-year anniversary, C-vitt achieved a significant milestone in 2022 as the market leader in both Vitamin C drinks and functional drinks in Thailand. The result of a strong partnership with House Wellness Foods (Japan), which has developed Vitamin C drinks in Japan for more than 60 years, C-vitt was formulated to be easy to drink with a familiar and great taste for Thais. Besides its unique flavor and the clear understanding of its health benefits, high manufacturing standards and product quality have been major factors behind C-vitt's leading position in the Vitamin C drinks market in Thailand. C-vitt was also recognized as "The Most Powerful Brands of Thailand Award 2022" by Chulalongkorn Business School in the functional drinks category.

With health and wellbeing at the forefront of consumers' minds as a result of the pandemic and Thailand's PM2.5 pollution issues, C-vitt launched a full-scale marketing campaign in 2022 to tap millennial demand and promote a healthy body & mind trend across society. This coincided with C-vitt expanding its online sales channels to broaden customer reach. These strategies have been data-driven, utilizing customer insights to conduct marketing activities, communicate with consumers, and introduce new products to the market.

C-vitt continues to focus on R&D activities to ensure product quality and keep up with innovation and Japanese brand standards. New C-vitt products have been rolled out to consumers under the concept of healthy body & mind. In May 2022, C-vitt strengthened its holistic health brand image by launching a 0% sugar lemon drink. The new product seeks to capture growing demand for healthier, low-sugar beverage alternatives, targeting a young and health-conscious demographic.

To celebrate 10 years of success and show our gratitude to Thai consumers, C-vitt conducted a customer relationship management campaign via both the online and on-ground platforms. This included several special activities to emphasize the healthy body & mind concept, including C-vitt Run For Health 10th Anniversary Special Edition, Drink to Pose with Confidence, and other activities to foster a healthy online community that encourages customers to share and exchange health information.



In addition, C-vitt joined hands with the World Vision Foundation of Thailand and the SOS Children's Villages Thailand to fight child malnutrition through the campaign "C-vitt 10 years, Together to Create Health and Happiness for Thai Children". The campaign promotes adequate Vitamin C intake of 60 mg per a day for children, as recommended by Thailand's Food and Drug Administration Services, to strengthen their immune systems, enhance development, and prevent illness. Illustrating C-vitt's efforts to elevate the quality of life for Thai children, the Company handed out 1,000,000 boxes of a 200% Vitamin C drinks, along with school supplies and sports equipment, worth more than 14 million Baht in total, to 43,700 children across the country. In addition, C-vitt staff will organize a series of field activities to educate children about essential nutrients and assist them in developing healthy bodies and brains through recreational activities.

Driving strong growth through a healthy, refreshing proposition with unique flavor

Calpis soda offers a healthy alternative drink for consumers that features a unique, refreshing flavor distinctive from other beverages. During the year, Calpis launched two new flavors, Punch Mocktail and Amazake. These new flavors offer a unique experience and capitalize on the popular trend of non-alcoholic drinks from Japan, helping satisfy the diverse tastes of consumers. Supported by activation through online channels and a focus on product innovation that meets consumer needs, Calpis sales showed remarkable growth of 23.6% in 2022, compared to only 3.7% YoY growth in the soft drink category.





Building a brand with “brain expert” credentials

The relaunch of Peptein with an upgraded formulation and packaging that enhances the brand’s visual appeal proved a successful strategy. The new packaging highlighted core product features which benefit cognition and vision. The improved brand recognition for unique health benefits piqued consumer interest, leading to impressively strong double-digit sales growth.



Entering the cannabis drinks realm to capture healthcare trends and the new generation lifestyle

With the recent removal of cannabis from Thailand’s narcotics list, cannabis-infused water has been in the spotlight, presenting exciting growth opportunities. In response to growing demand for cannabis-related products and their relaxing, mood-enhancing, and sleep-improving benefits, our first cannabis water was launched in April under a partnership with Yanhee Vitamin Water. Yanhee cannabis water rose to number one in the cannabis drinks market after its launch on the back of the strong reputation of the “Yanhee Vitamin Water” brand and its appealing flavor. The formulation features the functional benefits of cannabis and Vitamin B12, and the appealing aroma of lavender and mixed berries. The product addresses healthcare needs in the pandemic era and helps consumers manage the daily pressures of work, making it the preferred everyday drink for modern Thai consumers.

Sustaining strong growth while managing uncertainties

The operating environments in most of our international markets continue to be challenging amid commodity costs, currency fluctuations, political conflicts, and freight irregularities. But in the face of these challenges, Osotspa has remained focused on executing plans effectively, responding to local consumer preferences, and efficiently managing business operations in Myanmar and other key markets. As a result, the Company has delivered strong growth for our international business, driven by strong growth from ASEAN countries.

The multitude of uncertainties has created an environment in which our teams look to lean on each other with a strong sense of collaboration. OSP continues to drum up very strong engagement with its people, building business resilience and stepping up its ability to thrive no matter the challenges. This has ultimately led to strong execution and us winning the hearts of consumers.



Personal Care

The Personal Care portfolio encompasses a range of products that cater to different segments of the market, including baby care under the Babi Mild brand, women's beauty care under Twelve Plus, and male grooming under Exit. Osotspa produces, markets, and distributes personal care products in Thailand and CLMV markets. In Thailand, Osotspa has long been a prominent player in the personal care industry with a strong number one market share in the baby liquid soap category and the second-highest market share in the baby talcum category.

Reinforcing market leadership from strength to strength

The introduction of Babi Mild's latest head-to-toe baby bath product built upon the brand's gentle and mild reputation while setting a new standard as its mildest formula for sensitive skin. The product is made from plant-based ingredients, infused with certified organic argan oil from France and certified organic honey suckle from the USA. Babi Mild also launched a communication campaign with our brand ambassadors, Khun Koy Rachawin and her son Nong Talay. The message, which focuses on the unique needs of babies and safeguarding their delicate skin, resonated deeply with moms. As a result, the product won the mommy's choice best natural and organic head-to-toe wash from Amarin Baby & Kids Awards 2022 for the 3rd consecutive year. This affirms our leading brand position for gentle and effective baby care products.

Babi Mild crafts **the finest products from natural ingredients**. Every mother can thus purchase with the confidence that these products are both effective and truly safe for their precious little ones.





Appealing the children demographic with the iconic cartoon character Peppa Pig

Mild Kids by Babi Mild extended our product line to the kid segment by using the beloved cartoon character Peppa Pig. This has drawn attention to our products, including the organic head-to-toe bath, 3-in-1 bath-shampoo-conditioner, shampoo, conditioner, and organic toothpaste. All Mild Kids products are made with organic ingredients and are free from any harmful chemicals such as parabens, SLS, and SLES to ensure they are safe and healthy while creating a fun and enjoyable experience for children.



The new refill packs A great value for money offer

After previously introducing a 2-in-1 fabric wash, Babi Mild offered a new 2.4 litre refill pack in 2022, helping consumers save 13% on each purchase. Not only did the packaging feature a new design, the overall product formulation was also upgraded for performance and to be eco-friendly. This includes a long-lasting fragrance, organic chamomile certified by Ecocert, and natural polymers as a fabric conditioner agent. The refill pack won the best baby laundry detergent in the natural and organic category from Amarin Baby & Kids Awards 2022. This recognition is a clear reflection of the high quality of our products, and our commitment to providing safe, effective, and environmentally-friendly options for families.





Ultra Mild – A mildness brand for adults

Babi Mild has extended its product portfolio to adults under the brand Ultra Mild. Ultra Mild by Babi Mild offers great product efficacy with a touch of mildness and an amazing sensory experience. The Ultra Mild range consists of liquid soap, fabric softener, and dishwashing liquid. This will be our starting point towards affordable luxury in the personal care and home care segments.



Bringing accessible beauty with a flair for fragrance to the masses

Our goal is to become a leading player in the personal care category through delivery of global quality products backed by local consumer insights and our inherent strength in fragrance. Both Twelve Plus and Exit incorporate innovative fragrances in personal care products, particularly in deodorant and perfume.

Reigniting fragrance with a bespoke range that brings accessibility to Luxe

Capitalizing on the resumption of consumer demand for self-pampering in the wake of the pandemic, Osotspa has launched the Twelve Plus premium counter brand perfume collection, bolstering our growth in the fragrance category. These innovative products tap the mass consumer market and offer high-end perfume scents at an affordable price point, solidifying our leading position in the mass fragrance category. The new Twelve Plus perfumes received the Elle Beauty Star Award 2022 Best Star Perfume Mist alongside the Thailand Super Brand Award.





Elevating deodorant through product differentiation

Riding the success of the “whitening plus” product range, Osotspa has launched the “Twelve Plus White and Repair Hemp Roll-On”, allowing the brand to gain strong ground in the deodorant market. The new product is a unique solution for underarm care, formulated using high-quality natural ingredients while being alcohol-free, non-irritating, and able to smooth and whiten underarms. Moreover, the use of high-quality fragrances, our core strength, has resulted in a differentiated product that has helped to uplift our position as a leading local player in the dynamic deodorant market.

Beauty with consumer consciousness

Osotspa puts consumer health and wellbeing at the forefront of our innovation and product development. Health benefits go hand-in-hand with product sustainability, which has been a growing trend in the personal care industry for years. As a result, our innovations focus more on natural and organic ingredients that are free of harmful chemicals, while our packaging is sustainable, including recyclable or biodegradable materials. Osotspa’s deodorants and perfume achieve both efficacy and safety and our fragrances comply with the 49th amendment to the IFRA code of practice, which refers to the globally accepted International Fragrance Association Standards. This ensures that fragrance ingredients are safe for their intended uses and comply with applicable regulations and laws.

Revitalizing the male grooming category with a fragrance-led solution

Exit continues to strengthen its brand positioning in the male grooming market with the successful launch of the Exit Ultra Blue range. The new product line utilized a top fragrance scent in men’s personal care products, particularly Exit Ultra Blue roll-on, which has a premium perfume scent with triple odor protection. During the year, Exit continued its brand engagement with young male consumers via partnerships with a popular anime series from Japan and enjoyed wide recognition in social media. Through our efforts, Exit has continued to cultivate a stronger connection and relevancy among its target audience, driving growth in the male grooming market.





Others

The Others segment includes healthcare, confectionery, OEM and other businesses. Revenues under this segment include (i) production of glass packaging and personal care products under OEM agreements, (ii) production of healthcare products, (iii) production of confectionery products, namely Ole and Botan, (iv) vending machines, and (v) marketing technology services.

Maximizing opportunities to achieve economies of scale

Osotspa has leveraged our best-in-class manufacturing facilities and capabilities to produce and sell both glass bottles and personal care products for both domestic and international OEM customers. OEM sales help with fixed manufacturing costs and boost overall profitability.



Rising above the competition with modern supplements

Banner has a long-standing history in Thailand as one of the country's first supplements. Introduced in 1979, Banner offers protein supplement capsules containing essential amino acids that help enhance energy, increase endurance, and aid in muscle tissue recovery and repair, restoring both physical and mental fatigue. This product suits urban working adults, aiding them in their health and nutrition amid the everyday challenges of a stressful and fast-moving lifestyle. In 2022, our Banner formulation was upgraded and offered at a more affordable price. This upgrade featured high-quality raw materials and a more sustainable design with new glass bottle packaging preserve product quality.



Combining innovation and heritage to recharge growth

As the COVID-19 pandemic eased and consumers resumed their activities and returned to shop in stores, the confectionery and mouth refresher categories have seen recovered. Osotspa has capitalized on this growth by launching new products, including Ole Berry Berry and Botan Super Kiwi, attracting new consumers and boosting brand appeal. In addition, Osotspa has launched the Botan Herbal Fresh Toothpaste, leveraging Botan's 80-year track record as a natural herbal mouth freshener that gives long-lasting fresh breath.

Steady improvement of operational efficiency

The new consumer behaviors which manifested during the pandemic and are expected to remain in place thereafter, such as contactless preference, self-service familiarity, and demand for more convenience have accelerated the growth of the vending machine business in Thailand. To harness this growing trend and widen distribution channels, Osotspa has leveraged our partner's capabilities, streamlined the operational process, improved personnel capabilities, and determined the right assortment and right location.

Facilitating startup growth

Osotspa has invested in Innovation of Experience (iEx), a new marketing technology agency providing marketing consulting and a full suite of marketing execution services. These services include total marketing communication solutions, market insight for data-driven business solutions, and technology integration to empower marketing capabilities. In 2022, Osotspa leveraged iEx's services for the nationwide M-Family promotion platform, a B2B digital loyalty program for the Company's customers. iEx also provides services to other leading corporates, specifically customer relationship management programs, customer data platforms, and mobile application integration.





Integrated Production Facilities, Capacity and Process



Osotspa owns and operates twelve production facilities in Thailand for beverage, personal care products, and healthcare products, one production facility in Myanmar, and three distribution centers. The Company boasts a fully integrated value chain for beverage manufacturing, including its own cullet treatment plant, glass bottle manufacturing facilities, beverage filling plants, and distribution centers. The Company sources bottle caps and aluminum steel cans from third-party suppliers. On aggregate, total practical capacity of the glass factory in 2022 was 521,000 tons. The beverage filling lines can accommodate 4,910 million units per year, made up of 4,530 million bottles per year across sixteen bottling lines and 380 million cans per year across two canning lines. The majority of Osotspa's beverage products are produced internally. The Company may consider using third-party manufacturers depending on need and production capacity. To support our glass production capacity, Osotspa has installed the most advanced cullet treatment factory, which has a capacity of 315,000 tons per year. Osotspa remains active in improving the efficiency of production by implementing a "Total Productive Maintenance" program and by digitalizing tools used in both the production and supply chains.

1

Recycling center

Separates packaging waste to be ready for the recycling process.

2

Cullet treatment plant

Sorts and cleans cullet to be ready for use in glass factories.

3

Glass factories

Manufactures glass containers with a fully automated inspection system.

4

Beverage mixing and filling plants

Complete end-to-end processes that support overall beverage production.

5

Distribution

Extensive distribution network of traditional trade and modern trade stores with over 470,000 points of sale across Thailand.



Raw Materials and Packaging Materials

Osotspa sources most of our raw materials and packaging materials from multiple local suppliers. Major raw materials used for beverage products include sugar, taurine, and caffeine, while major packaging materials include glass bottles, cans, caps, labels and shrink-wrapping. As Osotspa operates a vertically-integrated beverage business, the majority of glass bottles, labels and shrink-wrap are in-house manufactured. Hence, the main raw materials used in manufacturing glass packaging include cullet, natural gas, soda ash, and silica sand. Most raw materials and packaging materials are under either purchase orders or short-term supply agreements, which are generally re-examined on a yearly basis. This allows for lower cost of raw materials, low currency risk, and shorter procurement lead time in order to keep inventories low and to quickly respond to markets. For natural gas, the source of energy for glass manufacturing, Osotspa enters into purchase agreements covering 5 - 7 years.

The Company has a policy for the selection and inspection of raw materials and suppliers to ensure that the highest quality standards are met. For the agricultural raw materials we source, our vendors are required to comply with our “Raw Material Specifications” which include providing GMO-free or Non-GMO certification as well as laboratory test results. In addition, Osotspa has identified our critical suppliers and initiated vendor assessments to ensure quality, timeliness, and steadfast delivery, as well as conformance to ESG criteria.

Manufacturing Process

Throughout our production process, Osotspa undertakes extensive quality control testing of our manufacturing facilities, product quality, and packaging to ensure our quality standards and specifications are met. Osotspa has also prioritized automation and digital transformation as areas of focus for our business operations.

Recycling Center

To reduce environmental impact, the recycling center sorts packaging waste into separate parts, including paper, glass, plastic, and aluminum; this facilitates the recycling process and production of new bottles. Staying true to our sustainability roadmap, Osotspa signed a memorandum of understanding with Wongpanit, a major buyer of recyclable waste, to mitigate raw material risk and promote opportunities for small waste collectors to sell collected cullet.

Bottle to Bottle Program

While we continued our Bottle to Bottle program in collaboration with small retailers and communities surrounding the head office last year, Osotspa also scaled up by collaborating with partners under Care the Whale with the “Invisible Glass Bottle” and “Zero Waste Station @Bang Kachao River Bend” campaigns. These promote glass bottle waste separation and delivery to the recycling system among the enterprises, aiming for more effective waste management and to minimize environmental impacts.

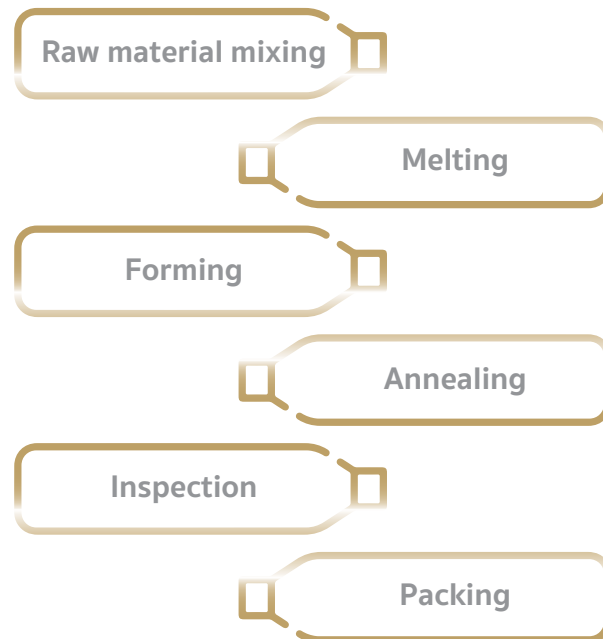




Cullet Treatment Plant

Cullet is sorted, freed of impurities, and crushed to make clean and ready to be transformed into new glass. High quality materials help improve production efficiency and reduce energy consumption. This factory plays a key role in Osotspa's Fast Forward 10X project for cost savings and efficiency improvement as it allows the Company to purchase dirty cullet at lower cost and send the cullet to the treatment line to yield cleaner raw material. This enhances the overall glass production process and yields a better end-product.

Glass Factories



Osotspa has invested heavily to enhance efficiency and generate best-in-class operations. To this end, we have a technical collaboration with Nihon Yamamura Glass that ensures higher efficiency, lower defect rate, and lower necessary manpower for our production facility. Our state-of-the-art glass factories are flexible in their recycled glass cullet usage, ranging between a usage ratio of 40% and 90%, depending on the economic feasibility of using cullet versus new raw materials. Cullet, or recycled glass, which includes production waste and glass bottles collected or reprocessed for recycling, is used as a substitute for virgin raw materials. A higher ratio of glass cullet usage enhances the glass melting process's efficiency and reduces the amount of air pollutants and GHG emissions. This aligns with Osotspa's drive to improve its economic, environmental, and social performance when it comes to sustainability while contributing to the circular economy. Optimizing the cullet ratio and implementing new technology has lowered operational cost, improved energy levels and material efficiency, and minimized environmental impact, which in turn increases resource productivity and enhances the recyclability of glass products through their life cycle. In 2022, Osotspa stepped up its premiumization strategy and applied a lighter-weight bottle design to M-150, reducing bottle weight by 10-15%. This initiative leads to lower raw materials and energy consumption and thus facilitates cost savings in the long run. Both higher cullet composition of 85% in 2022 and lighter-weight bottles contribute to our Fast Forward 10X cost savings and efficiency improvement project.

Beverage Mixing and Filling Plants

Preparing raw materials for mixing

Preparing for packaging

Filling

Packing

Final product quality check
before products are released
to our distribution network

Osotspa has invested in end-to-end processes and implemented Total Productive Maintenance (TPM), driven by our goal to be a world class manufacturer with excellent performance in quality, safety, cost, productivity, and sustainability. Striving for this goal, the Company engages in continuous process improvement, waste reduction, cost optimization and greater effectiveness in our organizational structure. Osotspa is also committed to contributing zero industrial waste to landfills.



In 2022, Osotspa focused on improving production efficiency and setting up a digitization team. This team adopted various technologies and innovations to simplify work processes and support the Company's agility and learning culture with an aim to improve the efficiency and potential of manufacturing management. Our efforts on this front were recognized by the Thailand Digital Transformation Award 2022 in the Operation Transform Thailand category, which is given to organizations that adopt digital transformation. The Company also received the Kaizen Award 2022 in the Genba Kaizen category (bronze level). This award, organized by the Technology Promotion Association (Thai-Japanese), is given to organizations that use creativity and Kaizen principles to manage and develop the manufacturing process efficiently. These efforts will continue with an emphasis on the standardization and harmonization of quality assurance and work processes to ensure high product quality, increased efficiency, and reduced water and energy consumption.

Distribution and Logistics

Osotspa has an extensive distribution network of traditional and modern trade stores with over 470,000 points of sale across Thailand. In addition, Osotspa uses cash vans for certain new products and brands in areas where market penetration is weaker. Responding to changes in lifestyle and technology, use of other complementary channels, including vending machines, social commerce, and the online marketplace, has helped Osotspa widen product availability and brand visibility. These rapidly expanding channels allow the Company to derive higher-value growth. To cover all levels of the market, a mix of distribution methods are applied, based on product type, existing level of product recognition, region, and geography.

In 2022, Osotspa successfully implemented the Automated Storage and Retrieval System (ASRS) to optimize warehouse operations management at the Ayutthaya site. The ASRS system is a state-of-the-art technology that automates the storage and retrieval of products, reducing labor requirements, lowering product losses, improving accuracy and speed of product retrieval, and allowing more effective handling of expired products and inventory management.

Personal Care Factories

Osotspa has liquid and powder product manufacturing plants that provide flexible manufacturing capabilities to quickly respond to the changing needs of both OEM and end-customers. The factories are equipped with on-site advanced personal care research and development centers to support the future growth of the personal care segment.


Healthcare Factories

Traditional medicine is Osotspa's heritage. Krisnaklan Tra Kilen is one of the first traditional medicine brands that was marketed by Osotspa in Thailand 131 years ago. Continuing our heritage, Osotspa has production facility for traditional and modern medicines and food supplements at Hua Mak. We ensure that our production facility and processes meet the required regulatory standard and continues streamline operational processes to increase production efficiency, resulting in higher batch yields, less waste, and shorter time-to-market. Our goal is to deliver high quality, safe, and effective products capturing the growing health and wellness needs and aligning with our long-term strategic direction to expanding our healthcare portfolio to cover key health benefits while improving profitability of the category.






2022 Osotspa's Footprint



Thilawa

- ① Beverage Mixing And Filling Plant 

Ayutthaya

- ① Beverage Mixing And Filling Plant 
- ② Glass Factories 
- ① Label Printing Factory 

Saraburi


- ① Cullet Treatment Plant 
- ① Recycle Center 

Bangkok


- ② Beverage Mixing And Filling Plants 
- ① PC Liquid Plant 
- ① PC Powder Plant 
- ② Beverage DCs 
- ① Personal Care DC 
- ① Healthcare Factory 

Samut Prakan

- ① Glass Factory 


- ④ Beverage Mixing and Filling Plants
Total 4,530 mn bottles/yr
Total 380 mn cans/yr 

- ③ Glass Factories
Total 521,000 tons/yr 

- ③ Distribution Centers (DC)
2 Beverage DCs
1 Personal Care DC 

- ② Personal Care Plants
Total 53,820 tons/yr 

- ① Cullet Treatment Plant
315,000 tons/yr 

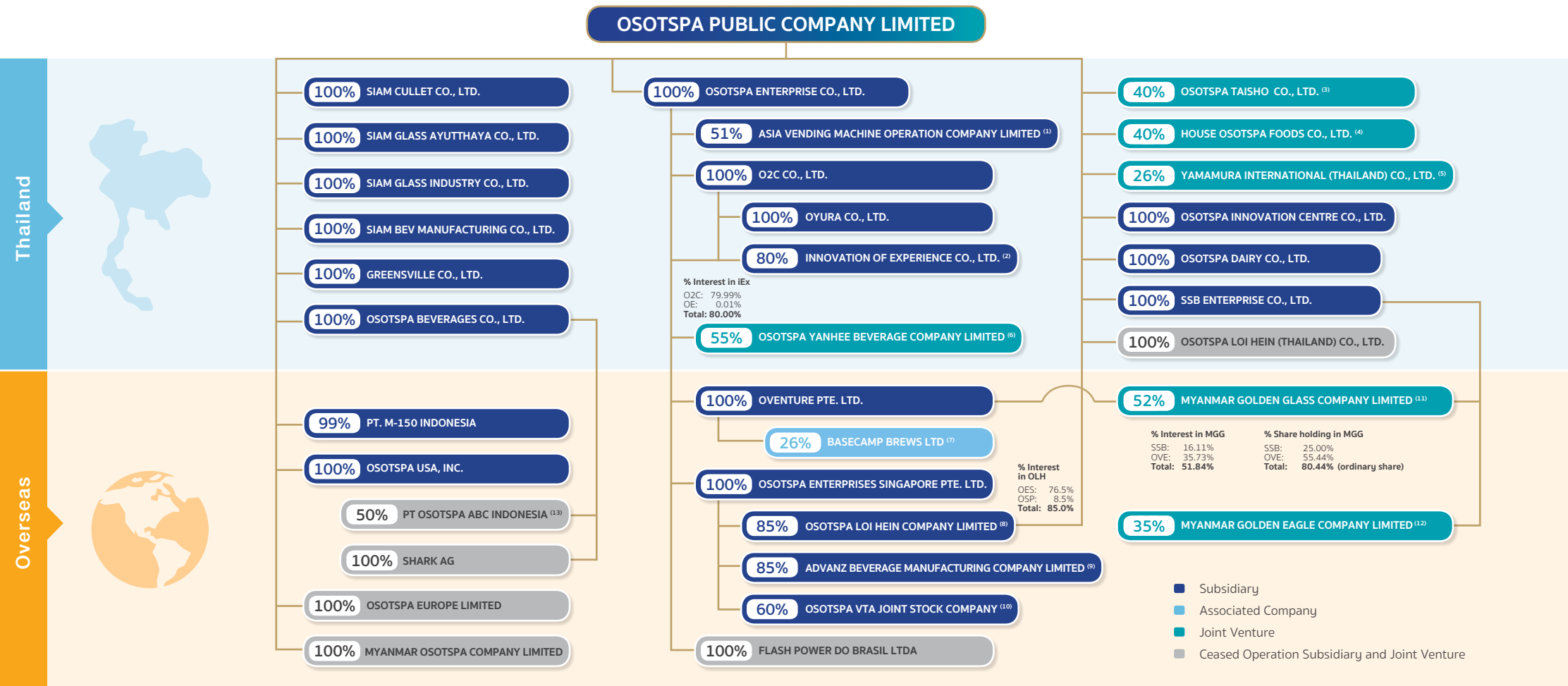
- ① Label Printing Factory
1,469 mn tons/yr (Shrink-Wrap)
3,408 mn pieces/yr (Label & Box) 

- ① Recycle Center
210,000 pieces/day 

- ① Healthcare Factory
2,564 tons/year 



Shareholding Structure



NOTE :

Thailand

1. Fuji Electric Company Limited holds a 49% of shares in Asia Vending Machine Operation Company Limited
2. Mr. Sicharin Cholpratin and Ms. Orathai Koonkuntod hold 20% of shares in INNOVATION OF EXPERIENCE CO., LTD.
3. Taisho Pharmaceutical Company Limited holds a 60% of shares in Osotspa Taisho Co., Ltd.
4. House Foods Group Asia Pacific Co., Ltd. holds a 60% of shares in House Osotspa Foods Co., Ltd.
5. Nihon Yamamura Glass Company Limited holds a 74% of shares in Yamamura International (Thailand) Co., Ltd.
6. Yanhee Vitamin Water Co.,Ltd holds a 45% of shares in OSOTSPA YANHEE BEVERAGE COMPANY LIMITED.

Overseas

7. Mr. Huib Van Bockel holds 67.71%, Mr. Han Henri Frank Van and Mr. Petrus Wilhelmus Van each holds 2.95% and others holds 0.39% of shares in Basecamp Brews Ltd.
8. Loi Hein Company Limited holds a 15% of shares in OSOTSPA LOI HEIN COMPANY LIMITED
9. Loi Hein Company Limited holds a 15% of shares in ADVANZ BEVERAGE MANUFACTURING COMPANY LIMITED
10. Vietnam Trade Alliance Joint Stock Company holds a 40% of shares in OSOTSPA VTA JOINT STOCK COMPANY
11. MGE Holdings PTE LTD. (MGEH) holds a 19.56% of shares in MYANMAR GOLDEN GLASS COMPANY LIMITED (MGG). However, MGEH has 48.16% interest in MGG as the shares held by MGEH are preferred share.
12. Glass Holdings Asia Company Limited holds a 65% of shares in MYANMAR GOLDEN EAGLE COMPANY LIMITED
13. PT Anugerahutama Bina Citra holds a 50% of shares in PT Osotspa ABC Indonesia



Information of Osotspa's Subsidiaries, Associates, and Joint Ventures

Subsidiaries

Company Name	Type of Business	Country of operation	Ownership interest (%)	Paid-up Capital (million Baht)
Siam Glass Ayutthaya Co., Ltd.	Manufacturing and distribution of glass	Thailand	100.00	4,180.00
Siam Glass Industry Co., Ltd.	Manufacturing and distribution of glass	Thailand	100.00	950.00
Siam Cullet Co., Ltd.	Distribution of cullet	Thailand	99.98	1.00
Osotspa Beverages Co., Ltd.	Distribution of beverages	Thailand	100.00	354.95
PT. M-150 INDONESIA	Importation and distribution of beverages	Indonesia	99.00	4.07
Greensville Co., Ltd.	Manufacturing and distribution of personal care products	Thailand	100.00	6.50
Osotspa Innovation Centre Co., Ltd.	Research and development	Thailand	100.00	61.60
Osotspa Enterprise Co., Ltd.	Invest in other companies	Thailand	100.00	2,782.53
SSB Enterprise Co., Ltd.	Property renting	Thailand	100.00	170.00
Osotspa Dairy Co., Ltd.	Property renting	Thailand	100.00	463.57
OSOTSPA USA, INC.	Providing of marketing services	United States of America	100.00	105.16
Siam Bev Manufacturing Co., Ltd.	Manufacturing and distribution of beverages	Thailand	100.00	1,500.00
Oventure Pte. Ltd. (Held by Osotspa Enterprise Co., Ltd.)	Invest in other companies	Singapore	100.00	511.22
Osotspa Enterprises Singapore Pte. Ltd. (Held by Osotspa Enterprise Co., Ltd.)	Invest in other companies	Singapore	100.00	1,447.97
O2C Co., Ltd. (Held by Osotspa Enterprise Co., Ltd.)	Electronic commerce	Thailand	100.00	50.00
Asia Vending Machine Operation Company Limited (Held by Osotspa Enterprise Co., Ltd.)	Distribution of beverages, foods and other products	Thailand	51.00	50.00



Company Name	Type of Business	Country of operation	Ownership interest (%)	Paid-up Capital (million Baht)
ADVANZ BEVERAGE MANUFACTURING COMPANY LIMITED (Held by Osotspa Enterprises Singapore Pte. Ltd.)	Manufacturing and distribution of beverages	Republic of the Union of Myanmar	85.00	1,182.94
OSOTSPA LOI HEIN COMPANY LIMITED (Held by the Company 8.50% and Osotspa Enterprises Singapore Pte. Ltd. 76.50%)	Retail and wholesale of beverages	Republic of the Union of Myanmar	85.00	186.20
OSOTSPA VTA JOINT STOCK COMPANY (Held by Osotspa Enterprises Singapore Pte. Ltd.)	Distribution of beverages	Vietnam	60.00	108.70
Oyura Co., Ltd. (Held by O2C Co., Ltd.)	Education and sales of herbal products	Thailand	100.00	22.40
INNOVATION OF EXPERIENCE CO., LTD. (Held by O2C Co., Ltd. 79.99% and Osotspa Enterprise Co., Ltd. 0.01%)	Providing marketing services	Thailand	80.00	1.00
Osotspa Loi Hein (Thailand) Co., Ltd.	Ceased operations	Thailand	99.98	1.00
Osotspa Europe Limited	Ceased operations	Cyprus	100.00	266.24
Myanmar Osotspa Company Limited	Ceased operations	Republic of the Union of Myanmar	100.00	9.77
Flash Power do Brasil Ltda (Held by Osotspa Enterprise Co., Ltd.)	Ceased operations	Brazil	100.00	2.81
Shark AG (Held by Osotspa Beverages Co., Ltd.)	Ceased operations	Austria	100.00	346.30



Associate

Company Name	Type of Business	Country of operation	Ownership interest (%)	Paid-up Capital (million Baht)
Basecamp Brews Ltd (Held by Oventure Pte. Ltd.)	Distribution of beverages in United Kingdom	United Kingdom	26.00	326.92

Joint ventures

Company Name	Type of Business	Country of operation	Ownership interest (%)	Paid-up Capital (million Baht)
House Osotspa Foods Co., Ltd.	Distribution of food and beverages	Thailand	40.00	167.00
Osotspa Taisho Co., Ltd. (Formerly Osotspa Taisho Pharmaceutical Co., Ltd.)	Distribution of healthy drinks and healthy food	Thailand	40.00	100.00
Yamamura International (Thailand) Co., Ltd.	Distribution of packaging, machinery, spare part and equipment	Thailand	26.00	15.00
OSOTSPA YANHEE BEVERAGE COMPANY LIMITED ¹ (Held by Osotspa Enterprise Co., Ltd.)	Research, develop and marketing for beverage products	Thailand	55.00	100.00
MYANMAR GOLDEN EAGLE COMPANY LIMITED (Held by SSB Enterprise Co., Ltd.)	Manufacturing and distribution of glass bottles	Republic of the Union of Myanmar	35.00	279.52
MYANMAR GOLDEN GLASS COMPANY LIMITED ² (Held by Oventure Pte. Ltd. and SSB Enterprise Co., Ltd.)	Distribution of glass bottles	Republic of the Union of Myanmar	51.84	168.95
PT Osotspa ABC Indonesia (Held by Osotspa Beverages Co., Ltd.)	Ceased operations	Indonesia	50.00	34.48

¹ On 13 January 2022, Osotspa Enterprise Co., Ltd., invested 55% of ownership interest in OSOTSPA YANHEE BEVERAGE COMPANY LIMITED.

² MYANMAR GOLDEN GLASS COMPANY LIMITED owned by Oventure Pte. Ltd. 55.44% (%interest is 35.73%) and SSB Enterprise Co., Ltd. 25.00% (%interest is 16.11%).



BOI Promotional Privileges

Some of the Company's subsidiaries have been granted promotional privileges from Thailand's Board of Investment (BOI) or from the Special Economic Zones (SEZ) Act of the Republic of the Union of Myanmar in the Thilawa SEZ. These include tax privileges, such as exemption of import duties on machinery and equipment and the corporate income tax exemptions, as shown below.

Project	Date certificate received	Tax privilege expiration date	Tax privileges
Manufacturing of glass bottles	3 March 2014	2 October 2027	8 years from commercial commencement date; receives income tax deduction under Section 35 (1) at a rate of 50% for a further 3 years.
Manufacturing of glass bottles	7 June 2021	24 August 2024	3 years from commercial commencement date; does not receive income tax deduction under Section 35 (1)
Research and development	27 March 2019	31 March 2027	8 years from commercial commencement date; does not receive income tax deduction under Section 35 (1)
Manufacturing of beverage (Myanmar)	16 June 2018	Year 5 : 14 July 2025 Year 10 : 14 July 2030	<ul style="list-style-type: none">• Year 1 - 5: Full exemption of income tax from the commercial commencement date• Year 6 - 10: Income tax deduction at the rate of 50%• Year 11 - 15: Income tax deduction at the rate of 50% if there is additional investment, according to the specified conditions



Innovation at Osotspa

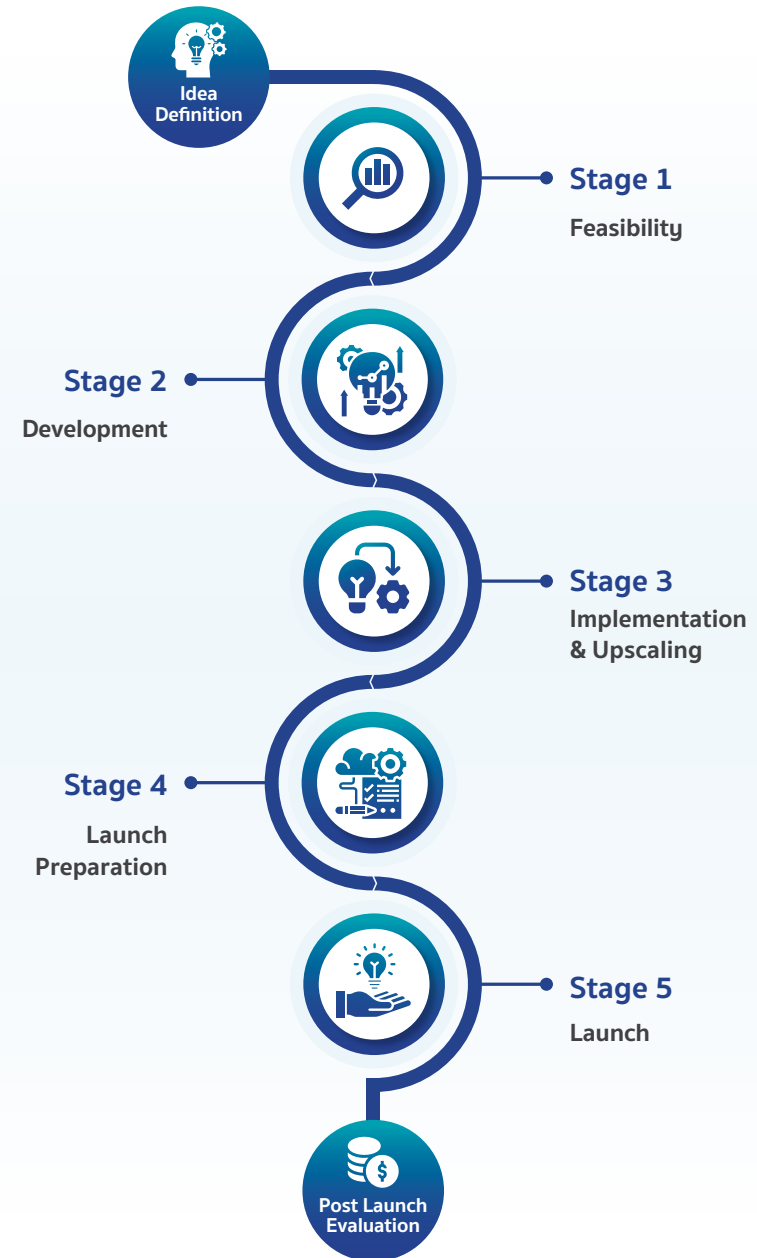
Innovation has long been a driving force behind Osotspa's ability to grow its business sustainably and has played a direct role in securing the Company's status as an outstanding consumer product manufacturer in Thailand and ASEAN.

Product and Packaging Innovation

To drive company growth, Osotspa focuses on new product development including formulation, packaging and processing and how to implement the new product. As a result, Osotspa has adopted a disciplined innovation process management which ensures efficient decision making in innovation projects which consider

- Consumer relevance
- Risks
- Investment
- Other complexities

In addition, Osotspa has internal process called Stage Gate Process to transform the idea generation till production launch. There are five basic steps after the discovery or ideation process is completed. These included feasibility, development, implementation & upscaling, launch preparation, launch and followed by review.





In each gate, there are GATEKEEPER who are cross-functional decision board for all projects executed to consider Go / Hold / No Go based on all information such as market situation, research, and finance. In addition, there is a working team called CORE TEAM, comprise of a project leader and staff cross functions, including research and development (R&D), supply chain, marketing, trade & sale, finance, manufacturing, and quality in various stages.

Our structured process and deep market insights led Osotspa creating innovative products with new benefits and exciting formats that respond to consumer trends. We innovate to capture opportunities and occasions, draw new consumers to our brands, and keep our portfolio relevant in terms of consumer tastes and preferences.

In 2022, Osotspa stepped up our premiumization strategy by introducing a new premiumized variant of M-150 with added benefit by doubling vitamin B12 to offer both brain and physical energy benefits with low sugar at 12 Baht. In addition, Osotspa speed up our innovation to strengthen our M-150 portfolio with M-150 Terpene flavor and M-150 Honey flavor during transition. Osotspa also uses our strength on consumer insight together with R&D capability to codevelop Yanhee cannabis water that yield both efficacy and safe to capture trend and consumer needs. With our innovation pipeline, structured practice, and formulation expertise, Osotspa could launch several new products tailored to extended consumer groups in various occasions in a specified timeframe. Osotspa further expanded its no-and-low-sugar portfolio across all beverages and confectionery, including all new M-150 portfolio, C-vitt 0% sugar, and other beverages with no or low sugar formulation. Our industry-leading research and development (R&D) team has formulated products which have reduced sugar content but do not compromise on taste, efficacy, quality, or safety and comply with all laws and regulations.



In addition, Osotspa continued to explore several innovative products fortified with key nutrients and organic ingredients, in line with the prevailing health trends and our sustainability roadmap.

Osotspa also made significant progress towards our sustainable packaging goals in 2022. After upgrading our production facility, Osotspa deployed lighter-weight glass bottles and plastic packaging, which reduced raw material usage, energy consumption, and environmental impact from production and transportation. The new premiumized M-150 applied lighter-weight bottle design, which could reduce bottle weight by 10 - 15%. This initiative could lead lower raw materials and energy consumption and thus achieving cost savings in the long run. Moreover, we are following our sustainability roadmap by working with our suppliers to develop sustainable packaging on 100% of recyclable plastic tubes.



Research and Development

In order to stay on top of changing consumer expectations, Osotspa continues to invest in and leverage our research and development (R&D) for products and packaging innovations, including alternative materials, moving towards overall efficiency improvement and sustainability. Our long-term target R&D spending is at least 1% of revenues and actual spending was 0.3% of net sales. We have bolstered our innovation infrastructure for growth, fully equipped with more than 65 researchers and advanced equipment. Our R&D team works with manufacturing, sales and marketing, and other cross-functional teams, as well as with our business partners and international regulatory affairs to achieve the best possible outcomes for consumers, optimize R&D processes, and exchange insights on market trends, technology, and best practices. Quality comes first and hence Osotspa has secured ISO 9001 accreditation for our label facilities at Huamak. Indeed, we remain committed to evolving our technical acumen via both training and the strengthening of our facilities and equipment at all sites.

Our main innovation and incubation facilities are the R&D Lab at the Huamak headquarters and the Innovation Center at the Thailand Science Park. Having in-house laboratory-scale facilities enhances our product and packaging development capabilities without interrupting the main production process. Osotspa collaborates with a number of researchers from the National Science and Technology Development Agency (NSTDA) and has joined hands with leading universities in Thailand, including King Mongkut's Institute of Technology Ladkrabang (KMITL), King Mongkut's University of Technology Thonburi (KMUTT), Mahidol University, and Walailak University, for in-depth study and access to abundant analytical services and information networks. These collaborations have led to a number of breakthrough innovations and initiatives.

Process Innovation

In an age of disruption, transformation is crucial to ensure an organization is future-ready. Therefore, Osotspa focuses on process innovation by integrating technology to improve business processes and operations and stay ahead of competition. Osotspa foster a culture of organization innovation and ensure employee ability to stay agile, be effective and efficient, and cope with challenges of increased competition and respond quickly to changing market needs. Investing in process innovation is critical for our long-term success and growth.





Streamlining Operations with Digital Innovation

We have implemented digital technology in various processes.

Applying digital tools for manufacturing

1) Develop application for beverage concentrates and premixes production

The application helped improved product quality with evenly distributed ingredients, increased efficiency through reduced manual mixing time and effort, better control over the mixing process for specific outcomes, enhanced safety by reducing the risk of injury, and increased production capacity. Additionally, this transformation has led to cost savings through decreased waste and improved consistency of the final product, reducing the need for rework or additional processing.

2) Platform for glass manufacturing capacity analysis with financial feasibility

The software could aggregate all database and analyze manufacturing capacity and product costing. This will help our production planning to do simulation and accurately align with the production capacity and cost analysis summary for new product or OEM decision making. This increased agility, improved decision-making process, reduced time and errors, and more convenient to adjust production with informed analysis.

3) Achieve Smarter Manufacturing with Real-Time E-Form and statistical process control (SPC)

Changing production and quality control information to e-form in allows faster workflow and data flow with real-time display and reporting, simplifying workflows, reducing work time, and increasing productivity. The data is stored in the data warehouse on the cloud system and design all repots in a format that can be analyzed and traced back to comply with audit requirements. This could eliminate paperwork, increase work efficiency, reduce data collection time, and minimize human errors. This could reduce and prevent quality problem from production process with real-time information to ensure high quality of products to consumers.

With our dedication towards continuous improvement and innovative solutions, Osotspa received Kaizen award, organized by the Technology Promotion Association (Thai-Japanese). This award is given to organizations that use creativity and Kaizen principles to manage and improve the manufacturing process effectively.





Revolutionizing Customer Experience using Data-Driven Platform

In 2022, Osotspa rolled out the M-Family promotional platform nationwide with embedded innovation tools to build an integrated Route to Market Digital Platform that provided actionable customer-centric insights to drive business growth. This platform enabled the company to build a deep understanding of their agent and sub-agents' network, allowing them to personalize their offerings to meet their unique needs and preferences. The platform enabled Osotspa to directly communicate with over 5,000 wholesale shops in every province nationwide with targeted promotional strategy at the regional and/or shop level. By leveraging data and technology, Osotspa is creating a competitive advantage that enables it to stay ahead of the competition and deliver superior value to its customers.

The company also introduced the Perfect Store Audit program, which was piloted using Vision AI to check on-shelf availability, point of purchase (POP) visibility, Share of Shelf, and team performance. By implementing best practices and standards for store operations, Osotspa was able to enhance the customer experience, increase sales, and improve brand reputation. With the ambition to improve in-store visibility, the company planned to increase the number of audits per month and reduce the cost to audit by 10 folds via customer gamification - self-service.

Process improvement

Osotspa applied digital technology to facilitate the whole end-to-end order-to-cash (O2C) process in order to reduce errors, shorten processing time, increase financial transparency, and enhance customer satisfaction. Through automating manual processes, implementing digital communication with customers, utilizing advanced analytics and performance monitoring, and enhancing collaboration between departments involved in the process can result in increased efficiency, lower costs, and improved customer relationships.

The new O-Connex platform was used to access customer information, real-time promotions, and collaboration tools at their fingertips, streamlining the sales process, reducing errors and delays, and making it easier to manage customer relationships. The platform also supports digital payment, which simplifies the payment process using various methods, such as QR Code or online banking. Furthermore, the platform provides real-time tracking of transactions and secure storage of payment information, improving security and reducing the risk of fraud. The company has also automated the process of matching customer payments to outstanding invoices, reducing errors, cutting manual labor costs, and improving accuracy and transparency in the financial reporting process.

With a commitment to eliminating unnecessary processes and automating where possible, Osotspa set out to modernize and streamline their business operations including procure-to-pay and record-to-report processes in order to increase work efficiency and work-life balance for our employees, which created a solid foundation for future expansion.



Embracing the Digital Future

In today's increasingly digital world, it's crucial for organizations to build digital proficiency and foster a culture of innovation. With this in mind, Osotspa is dedicated to empowering our employees and establishing a strong digital foundation for the future. By creating a digital workplace and promoting digital citizenship, we aim to drive sustainable success and growth for our company.

Empowering Our Employees to Embrace and Co-Create a Digital Workplace

We believe that our employees are at the heart of our success, which is why we are dedicated to empowering them to co-create a digital workplace and continue to promote an organizational culture of agility and continuous learning. Our agile scrum methodology in project management has been adopted across various business functions, promoting cross-functional collaboration and effective problem-solving.

In 2022, we made a significant investment in employee training and development, providing our employees with the tools and skills they need to effectively utilize digital workplace tools such as Microsoft 365. With over 800 employees trained in 3 sessions, we covered topics such as Microsoft Teams for meeting and

collaboration, Microsoft Office for content creation and co-authoring, OneDrive and SharePoint for file sharing and content collaboration, and Planner for collaborative work management.

In addition to technical training, we also held 3 cybersecurity awareness training sessions, ensuring our employees understand the importance of online safety and security in the workplace. We covered crucial topics such as phishing scams, password security, and the importance of keeping software updated. In total, over 800 employees participated in the training, further strengthening our commitment to building a culture of digital citizenship.



Nurturing a Culture of Digital Citizenship

Osotspa understand the importance of digital literacy and its impact on the success of individuals and organizations in the modern world. That's why we are committed to building a culture of digital citizenship, where every employee feels equipped and empowered to take advantage of digital opportunities.

To achieve this, we offer a variety of programs and initiatives that support employee growth and development. Our Osotspa Digital Clubhouse serves as a hub for employees to access resources and connect with like-minded individuals, and our Digital Citizens program provides tailored training and support to help employees build their digital skills. With over 30 individuals trained in digital tools such as Microsoft Power Automate for process automation, Microsoft Power BI for data-driven insights, Microsoft Power Apps, and Outsystems for application development, our efforts have resulted in over 30 innovative projects, including E-forms in beverage and glass production, reducing paper usage and digitizing data. Our digital citizens have also made significant contributions, as seen in their SPC real-time monitoring solution in glass plants, which was recognized with the Thailand Digital Transformation Award 2022 in the Operation Transform category.

By fostering a culture of digital literacy, we aim to cultivate a workforce that can embrace new technologies, adapting to change, and driving innovation. Our efforts are aimed at ensuring that every employee feels confident and capable in the digital world, now and in the future.

IT Service Management to Ensure Maximum Availability and Security

Osotspa has taken steps to modernize its data center to ensure better security and scalability. The Company successfully transitioned its core ERP system to the hyper-scale cloud, which provides real-time data analytics, improved performance, and a stronger infrastructure for future growth. With this change, the company can embrace innovation at pace, achieve higher service availability, and reduce the total cost of ownership through a pay-per-use model and cloud cost optimization. The company is also in the process of migrating and building cloud-native applications to process innovation strategy.

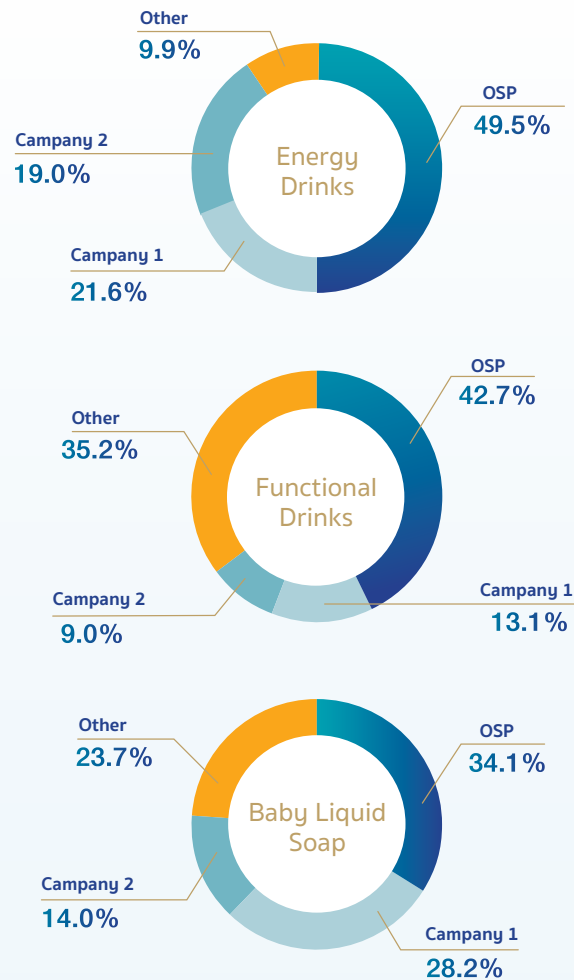
Osotspa takes the management and security of its IT systems very seriously. The company has adopted best practices and standards in IT service management (ITSM), including the globally recognized Information Technology Infrastructure Library (ITIL) standard, to ensure maximum availability, security, and continuity of its IT services. The use of ITSM tools helps manage user requests, technical support, and incidents, all within established service level agreements.

As the safety and security of sensitive information and data is of the utmost importance. To achieve this goal, the company has implemented a comprehensive, multi-layered approach to cybersecurity. Regular software updates, strict access controls, regular security audits, and employee training programs are just some of the measures taken to stay ahead of evolving cyber threats. A dedicated team of security experts is always on the lookout, monitoring and responding to potential threats 24/7.



Market, Industry Competition and Outlook for 2023

Non-Alcoholic Beverage Market



The fading of the pandemic and ending of related restrictions has revived the overall fast moving consumer goods (FMCG) market in Thailand. The value of the beverage market climbed 4.9% in 2022, helped by resumption of business activities and the return of foreign tourists in the second half of the year, according to Nielsen data. The Consumer Confidence Index (CCI) rose to 50.4%, breaking into the “confidence zone” of 50 - 100% in December 2022 for the first time since May 2019. Consumers are more optimistic on economic recovery amid the rapid recovery of tourism and lack of COVID-19 outbreaks. However, there are still concerns for this year on weak purchasing power, the continued impact of COVID-19, high inflation, higher oil prices, economic uncertainty, and the prolonged Russia-Ukraine war.

Amid the recovery, the modern trade channel has witnessed rapid expansion in Bangkok and cities with higher urbanization levels thanks to the continued growth of the tourism sector. In 2022, convenience stores achieved double-digit same-store-sales growth (SSSG) along with growth in all components, including average sales per store per day, average spending per ticket, and number of customers per store per day on the back of the pick-up in economic activities from both Thais and foreign tourists.

Energy drinks, sport drinks, functional drinks, and the drinking water markets have all recovered. The energy drinks market grew 9.1%, driven by recovery in out-of-home consumption, Osotspa's premiumization strategy as a market leader, and the marketing and promotions of other market players. After the COVID lockdowns, several new players entered the energy drinks market to penetrate new spaces and/or new consumer groups. Nevertheless, Osotspa has retained a strong market leadership position. Meanwhile, the herbal energy drinks segment has continued to grow, as has Vitamin C functional drinks at 6.6% along with the health-conscious trend, outpacing the overall functional drinks market.



Low or no-sugar drinks have emerged across markets even though the third phase of the excise tax on sugar-sweetened beverages has been postponed to April 2023. In a similar vein, consumer awareness and demand for healthier lifestyles and products that improve general health and immunity is being sustained. Beauty enhancing beverages also showed signs of recovery towards the end of the year after normalcy resumed. Other business strategies of note last year include use of hybrid products and brand collaboration projects. We have passed the peak of COVID-19 and are monitoring shifts in consumer behavior. One of note is that they are no longer satisfied with only convenience but are also seeking environmental sustainability. Indeed, sustainability is becoming a key objective for business and will create opportunities for industry growth in the future.

Personal Care Market

After COVID-19 lockdown restrictions were relaxed, the personal care and beauty industry rebounded with market value growth of 9.0%. Almost all categories rebounded, including the cologne market, which grew 25.1%. Female shoppers continue to spend even more on facial care categories and the most popular are skincare products that deliver healthy skin. The highest growth comes from premium priced beauty products that focus on advanced technology, and mass market products that are affordable and are made using natural ingredients. All sales channels have picked-up and have been led by convenience stores. However, lower in-home consumption demand and lower disposal income caused shoppers to be more careful about spending. Indeed, we have seen cuts in both shopping frequency and number of categories bought as well as spending per trip. Shoppers are focusing on essentials categories, channels which offer better value, and are putting more consideration towards brand or pack-size purchases.

International

The business climate in many international markets remained difficult in 2022 due to rising commodity prices, currency fluctuations, political conflicts, and irregularities in freight transport. Despite these challenges, Osotspa managed to deliver impressive overall growth, with Southeast Asian markets leading the way with strong growth that outpaced the global market.

In 2023, Osotspa will harness its on-ground organizational strengths and resilience, as well as its innovative powers, loyal consumer base, and various channels of understanding to expand its growth opportunities and broaden its customer reach.





Consumer Behavior and Trends

Consumers have adapted to the “new normal”, changing their purchasing behaviour and media consumption to account for external factors such as inflationary pressure which has affected both individuals and businesses.

Emerging new consumer groups

- The aging population: Thailand has recently become an aging society. The population aged over 60 is now projected to increase from 13% in 2010 to 33% in 2040. In 2022, Thailand was 2nd in ASEAN in terms of aging with a population that made up 18.3% of the total population (12M people). Life expectancy is at 75 years and projected to rise to 85 years in 2025. This demographic shift has created a significant target group for the longevity economy.
- Millennials/Generation Y (born between 1981-1996): This group makes up 28% of the Thai population and are heavily engaged with the internet and social media in their daily routines.
- New economy workers: COVID-19 and the new-normal economy have widened the proportion of the working class, in particular delivery personnel and online sellers.

In home opportunities

Following the pandemic and lockdown restrictions, consumers have shifted their behavior and mindset toward long-term, sustainable in-home lifestyles that give them more convenience and focus on necessities. Indeed, the greater amount of at-home time during COVID-19 and the advent of remote working have led to an overall preference for home activities. The entertainment channel has become a primary domestic focus, and people’s behavior has shifted from physical to digital, e.g. from free tv to online streaming and from physical game cartridges/discs to game downloads/streaming. Beverages that are becoming popular for in-home consumption include healthy and functional drinks, and tea and carbonated soda drinks.

Health and wellness trends shifting towards natural and preventive

Consumers now have greater awareness and concern for their health and hygiene, impacting their purchasing choices, especially with food and beverage.

Income plays a crucial role in how consumers make purchasing decisions on a range of products, from ready-to-drink beverages to health supplements. Consumers are also paying more attention to product labels and hence products with desired benefits and ingredients are seeing greater demand. Benefits such as immunity balance and mood enhancement and ingredients that are natural and/or organic are proving desirable in terms of consumers’ purchasing decisions. Moreover, consumers are seeking clean, minimal labels for healthier products that are sugar-free, gluten-free, low in sodium, and offer non-dairy milk.



Value for money

Shoppers are more price-sensitive post-COVID-19, seeking more affordable alternatives. Shoppers are also likely to buy less and shop at discount and convenience stores, as high inflation has reduced purchasing power and forced many middle-income consumers to trade down. They are overall more selective on categories and brands.

New channels

E-commerce has been accelerated by the pandemic and is expected to drive growth going forward. Thais of all ages and incomes are becoming more comfortable with online shopping through e-commerce and social commerce. These channels are underpinning business growth for various categories, such as consumer goods and high-involvement products. Out-of-home channels, particularly convenience stores, are also making a comeback, while “safer” out-of-home channels, such as vending machines, delivery services (to homes and offices), and drone deliveries (in other countries), are gaining traction.

Sustainability

Sustainability is currently an overarching trend among consumers. According to a new Nielsen IQ survey, 48% of consumers look for brands that support sustainable change. Environmental awareness has reached a tipping point, and with this growing awareness comes a desire for more eco-friendly and sustainable products. Consumers pay attention to eco-related information on products, such as carbon footprint or eco-score on labels. The key is to have more than just a product or service; customers are looking for brands they can relate to and a brand's impact on things they care about. To meet these desires and increase consumer loyalty, companies need to have a meaningful brand/business purpose.

More immersive experiences

Consumers are prioritizing experiences over goods. The pandemic has accelerated this trend, particularly in the food and beverage markets, which are highly competitive and see frequent innovations. To be successful on this front, brands must manage customer happiness and brand awareness, using word-of-mouth as a powerful tool for reviews and recommendations. Furthermore, brands must turn the customer experience into a thoughtful and memorable experience by creating new product formats or offering extraordinary products that can excite the market and consumers.



2023 Business Outlook

The Thai economy should continue expanding in 2023, driven by foreign tourism and private consumption. The reopening of China has substantially brightened the overall global economic growth outlook. However, there are several headwinds that could dampen Thai economic growth, including the risk of a global recession, higher interest rates, supply chain disruptions from the war, Chinese tourist arrivals, higher cost of living from inflation pressure and production costs, electricity and natural gas prices, and uncertainty with the domestic political situation. Global economic growth also face uncertainty from elevated inflation, higher interest rates, rising commodity prices, diminished investment, and disruptions caused by escalation in the Russian-Ukraine crisis.

The outlook for the global beverage industry in 2023 should remain challenging due to rising inflation and supply chain disruptions. However, the Thailand beverage industry is expected to show promising growth as the outlook for the domestic market – the primary source of industry income - improves. Gradual decline in inflation and unemployment, along with a recovery in labor income, will boost private consumption and increase domestic beverage consumption. The export of beverages to neighboring countries also enjoys a positive outlook, as demand in trade partners is recovering despite Myanmar's restrictions on cross-border trade. In 2023, demand for cosmetics, fragrances, and other beauty products is expected to recover thanks to increased consumption and growing retail sales. Consumers are likely to shift their focus from necessities to enhancing their hygiene, resulting in growth in the personal care segment.

Osotspa initiated its premiumization strategy earlier than others in 2022 to mitigate impact from commodity price increases. This provides cushion against uncertainties and we expect to reap benefits from this strategy in 2023. Osotspa aims to operate with prudence and agility in order to deliver double-digit bottom-line growth in 2023. Performance will be backed by production efficiency enhancement, volume expansion, strengthened route-to-market execution, and

recovery in domestic consumption and the tourism industry. OSP will deploy our full portfolio to strengthen our position and drive market share gain, while innovating to respond to consumer trends. At the same time, OSP is continuing our Fast Forward 10X transformation program to fatten margins through cost mitigation and operational transformation in processes, people, technology, and assets.





Our priorities for 2023 include:



Double-digit growth in revenue from sales and in profit from volume recovery, product innovation, and margin enhancement.

Domestic Beverages

- Build an “M-pire” to win two-price tier market
- Innovate new drivers for future growth
- Drive consumer offtake
- Strengthen distribution networks

Home Personal Care and Healthcare & Confectionery

- Sustain growth momentum
- Tap the health and well-being trend to generate growth in herbal and modern supplements

International Beverages

- Manage and maximize in Myanmar
- Double-digit growth in other international businesses

Cost Transformation and Margin Improvement

- Optimize production capacity and increase efficiency
- Manage commodity and energy costs
- Process transformation



Profitable market share gains with at least 2% improvement in Q4’23 market share compared to Q4’22.



Accelerate new growth engines, explore new beverage spaces, and scale up international businesses.



Make progress on ESG roadmap, moving towards carbon neutrality in 2050.



Drive inorganic growth and expand overall capabilities.

OSP is positioned to grow alongside economic recovery through new product launches, efficiency improvement, investing in our capabilities, accelerating digitalization, and building strong fundamentals for business resilience. We are confident that we can navigate the near-term challenges and deliver long-term sustainable growth that harnesses sustainability and improves the health and wellbeing of consumers, communities, and society as a whole.



Assets Used in Operation

As at 31 December 2022, the primary fixed assets used in the business operations of Osotspa and its subsidiaries had net book value, after deducting accumulated depreciation and provision for impairment, in the consolidated financial statements of the Company as detailed below.

No.	Type	Net book value (million Baht)			Obligation
		Owned assets	Right of use under lease	Total	
1.	Land and land improvements	1,392.60	230.25	1,622.85	None and contractual lease payment
2.	Building and building improvements	4,172.03	42.92	4,214.95	
3.	Machinery and factory equipment	6,218.15	161.58	6,379.73	
4.	Vehicles	7.69	171.77	179.46	
5.	Furniture, fixtures and office equipment	296.81	11.35	308.16	
6.	Assets under construction and installation	774.53	-	774.53	None
Total		12,861.81	617.87	13,479.68	



As at 31 December 2022, the Company and its subsidiaries had primary operating fixed assets for business in the consolidated financial statements of the Company as detailed below.

1) Land and land improvements

Location	Purpose of use	Net book value (million Baht)		Obligation
		Owned assets	Right of use under lease	
Huamak, Bangkok	Office, factory and warehouse	239.35	-	None
Minburi, Bangkok	Beverage factory	8.25	-	None
Ayutthaya (Khlongsuanphlu and Bankrot)	Beverage factory and glass bottle factory	333.48	-	None
Ayutthaya (Rojana)	Glass bottle factory	506.57	-	None
Samutprakan	Glass bottle factory	62.56	-	None
Saraburi	Cullet treatment factory and recycle center	188.42	-	None
Latkrabang, Bangkok	Personal Care factory	40.97	-	None
Thilawa Special Economic Zone, Myanmar	Beverage factory	12.99	230.25	None and contractual lease payment



2) Building and building improvements

Location	Purpose of use	Net book value (million Baht)		Obligation
		Owned assets	Right of use under lease	
Huamak, Bangkok	Head office	874.84	-	None
	Beverage factory	147.31	-	None
Ayutthaya (Khlongsuanphlu and Bankrot)	Office	256.04	-	None
	Beverage factory	561.39	-	None
	Glass bottle factory ⁽¹⁾	261.85	-	None
Minburi, Bangkok	Beverage factory	15.58	-	None
Samut Prakan	Glass Bottle factory	18.12	-	None
	Warehouse	20.78	-	None
	Office	7.43	-	None
Ayutthaya (Rojana)	Glass Bottle factory	1,056.16	-	None
	Warehouse	78.67	-	None
	Office	19.72	-	None
Latkrabang, Bangkok	Personal Care factory	227.85	-	None
Saraburi	Cullet treatment factory and recycle center	28.59	-	None
Thilawa Special Economic Zone, Myanmar	Beverage factory	557.83	-	None

Note ⁽¹⁾ The Company engaged Siam Glass Industry Co., Ltd. to manage the operation of the glass bottle factory.



3) Machinery and factory equipment

Location	Purpose of use	Net book value (million Baht)		Obligation
		Owned assets	Right of use under lease	
Huamak, Bangkok	Beverage production	277.18	-	None
Ayutthaya (Khlongsuanphlu and Bankrot)	Beverage production	1,544.56	47.51	None and contractual lease payment
	Production of glass bottles	1,168.39	-	None
Minburi, Bangkok	Beverage production	10.70	-	None
Samut Prakan	Production of glass bottles	278.37	-	None
Ayutthaya (Rojana)	Production of glass bottles	2,336.64	20.24	None and contractual lease payment
Latkrabang, Bangkok	Production of personal care products	139.90	6.47	None and contractual lease payment
Saraburi	For cullet treatment and recycle center	91.43	1.87	None and contractual lease payment
Bangkok and vicinity	Vending machine and equipment for distribution of goods	67.93	80.15	None and contractual lease payment
Thilawa Special Economic Zone, Myanmar	Beverage production	277.23	-	None



Intellectual Property

The Company has registered company core trademarks with Department of Intellectual Property in Thailand (“DIP”). The such important trademarks include; M-150, Shark, Shark Cool Bite, Som In Sum, Peptein, Twelve Plus, V+, Slimma, Baby Mild, Banner, and Botan. The Company has not used unregistered trademarks in Thailand that are material to our business. The Company, generally, also register variants of each of our core trademarks and, consequently, the Company has more than 1,000 registered trademarks with DIP.

Trademark registration in Thailand shall be valid for 10 years after which it can be renewed for an additional 10-year period. The Company regularly renews all of our registered trademarks within 3 months prior to its expiration date.

The application for renewal of trademark registration shall be submitted to the registrar within 3 months prior to the expiration date or within 6 months after the expiration date pursuant to Section 54 of the Trademark Act B.E. 2534 (“Trademark Act”). Any trademark, which expires and is under the process of renewal, is deemed registered and remains protected under Trademark Act if the renewal application has been duly submitted unless the registrar orders otherwise. However, the Company believes that our significant trademarks of the Company are protected in all material aspects in countries in which the Company currently operates. The trademark renewal process in Thailand generally takes up to 1 year depending on the registrar’s backlog.

The Company will seek to protect our trademarks in all jurisdictions in which our products are sold. Moreover, the Company has managed to register or initiated trademark registration process in over 130 countries worldwide in order to ensure protection of the name and logos of the Company in countries outside Thailand.









As of 31 December 2022 Our core Intellectual Properties are as follows;

Trademark	Applicant	Period of Protection	Registration No.	Obligation
Trademarks for Beverage Products				
	Company	9 October 2012 - 8 October 2032	Kor369277	None
	Company	24 December 2019 - 23 December 2029	Kor131835	None
	Company	9 March 2001 - 8 March 2031	Kor148256	None
	Company	9 March 2001 - 8 March 2031	Kor152322	None
	Company	11 October 2002 - 10 October 2032	Kor185055	None
	Company	11 April 2011 - 10 April 2031	Kor355893	None









Trademark	Applicant	Period of Protection	Registration No.	Obligation
	Company	9 November 2019 - 8 November 2029	Kor314851	None
	Company	27 July 2017 - 26 July 2027	191118485	None
	Company	17 July 2017 - 16 July 2027	191103786	None
	Company	17 July 2017 - 16 July 2027	191103787	None
	Company	31 August 2017 - 30 August 2027	191116905	None
	Company	24 January 2017 - 23 January 2027	Kor261928	None



Trademark	Applicant	Period of Protection	Registration No.	Obligation
	Company	4 April 2019 - 3 April 2029	201125219	None
	Company	4 April 2019 - 3 April 2029	201125220	None
	Company	16 May 2019 - 15 May 2029	201125221	None
Trademarks for Personal Care Products				
	Company	10 January 2014 - 9 January 2024	Kor396803	None
	Company	7 December 2017 - 6 December 2027	201110700	None
	Osotspa Beverages Co., Ltd	16 October 1998 - 15 October 2028	Kor123225	None







Trademark	Applicant	Period of Protection	Registration No.	Obligation
	Osotspa Beverages Co., Ltd	11 September 2012 - 10 September 2032	Kor386960	None
	Company	18 September 2020 - 17 September 2030	Kor143871	None
	Company	25 August 2017 - 24 August 2027	191100208	None
Micellaneous				
	Company	22 May 2009 - 21 May 2029	Kor318164	None
	Company	22 May 2009 - 21 May 2029	Kor326772	None
	Company	21 February 2007 - 20 February 2027	Kor279861	None



Trademark	Applicant	Period of Protection	Registration No.	Obligation
	Company	21 February 2007 - 20 February 2027	Kor275687	None
	Company	15 July 1988 - 14 July 2028	Kor81123	None
	Company	25 May 1988 - 24 May 2028	Kor76201	None
	Company	25 May 1988 - 24 May 2028	Kor76202	None
	Company	13 June 1988 - 12 June 2028	Kor76274	None



Trademark	Applicant	Period of Protection	Registration No.	Obligation
	Company	9 April 1999 - 8 April 2029	Kor121015	None
	Company	8 January 1999 - 7 January 2029	Kor118390	None
	Company	11 July 2008 - 10 July 2028	Kor302620	None
	Company	26 September 2014 - 25 September 2024	Kor419428	None

In accordance with the Trademark Act, if many applicants apply for the trademark registration which the registrar considers those trademarks to be identical trademarks or may cause the public to be confused or misled as to the rightful owner or origin of the products marketed under such trademarks, the first applicant shall have the right to register such trademark.



Trademark Registration in Other Countries

The Company has also registered our own principal trademarks or initiated the registration of trademarks under the Company name in many countries in which our products are sold. However, the Company generally focuses to register our trademarks in Myanmar, Cambodia, Laos, Indonesia, and Vietnam, to ensure that the Company trademarks are protected in those countries.

At present, the Company trademarks in Myanmar are filed and registered at the Office of Registration Deeds (“ORD”) and the declaration of ownership published via journal and will re-declare the Cautionary notice every 3 years (from the registered date) to publicize that the Company declared trademarks are owned and any person shall not infringe such trademarks. In the past, there is no direct law and regulation in relation to intellectual property protection in Myanmar. The Company trademarks which are used in company business in Myanmar, as a result, received no protection in accordance with intellectual property laws, contrarily to the protection of the Company trademarks which are registered in other countries. However, the Myanmar court and most of the relevant governmental authorities shall accept the Cautionary notice to give the legal protection in respect of intellectual property.

However, Myanmar Government has enacted the Trademark Act, but it has not yet become fully effective and established the Myanmar Intellectual Property Department (“MIPD”) for administration and law enforcement purposes. In the meantime, the trademarks Re-registration system are open in October 2020 for the existing trademarks which already filed and registered with the ORD.

The Company has submitted the applications for the trademark re-registration in respect of the Company’s existing trademarks (being registered with the ORD) to the MIPD and such applications are currently under the consideration process by the MIPD which may have a longer consideration period due to the unrest situation in Myanmar.

As of 31 December 2022, the trademark M-150 and trademark SHARK have been infringed in the Republic of China, the Republic of Kenya, the Arab Republic of Egypt, the Republic of India, the State of Libya Republic of Indonesia, Sultanate of Oman, the Republic of Poland, Republic of Slovenia, the Republic of Türkiye, United States of America, The United Kingdom, and Bolivarian Republic of Venezuela. The Company has taken action against those infringers in order to protect the Company’s trademark right.





Securities and Shareholders

Registered Capital and Paid-up Capital

As of 31 December 2022, the Company registered capital stood at 3,003,750,000 Baht, comprising 3,003,750,000 ordinary shares at 1 Baht par value and fully paid-up capital totalling 3,003,750,000 Baht. The Company had no other types of share apart from ordinary share under symbol “OSP” (Listed in The Stock Exchange of Thailand).

Shareholders

Top 10 Major Shareholders of the Company

(Details from a Shareholder list as of 30 December 2022)

No.	Major Shareholders	No. of Shares	% of Total Shares
1.	Mr. Niti Osathanugrah	723,097,300	24.07
2.	The Orizon Group ⁽¹⁾	451,458,000	15.03
	• Orizon Limited ⁽²⁾	261,060,475	8.69
	• Mr. Ratch Osathanugrah	40,013,100	1.33
	• Mr. Petch Osathanugrah	425	0.00
	• Mr. Purat Osathanugrah	-	-
	• Mr. Puree Osathanugrah	-	-
	• Mr. Katha Osathanugrah	75,252,650	2.51
	• Mr. Natee Osathanugrah	75,131,350	2.50
3.	Thai NVDR Company Limited	217,901,646	7.25



No.	Major Shareholders	No. of Shares	% of Total Shares
4.	Mr. Pasuree Osathanugrah	107,637,600	3.58
5.	Ms. Qesara Osathanugrah	94,188,200	3.14
6.	Mr. Tasharin Osathanugrah	86,892,500	2.89
7.	Mr. Prinya Tieanworn	79,500,000	2.65
8.	Bangkok Bank Public Company Limited	75,000,000	2.50
9.	NOMURA SINGAPORE LIMITED-CUSTOMER	67,940,900	2.26
10.	Sub. Lt. Seri Osathanugrah	61,511,000	2.05

⁽¹⁾ The Orizon Group consists of seven shareholders: 1) Orizon Limited 2) Mr. Ratch Osathanugrah 3) Mr. Petch Osathanugrah 4) Mr. Katha Osathanugrah 5) Mr. Natee Osathanugrah 6) Mr. Purat Osathanugrah and 7) Mr. Puree Osathanugrah who are a group of concert parties who intend to exercise their voting rights together with the aim of exercising control over their aggregate voting rights in the Company (acting in concert).

⁽²⁾ Orizon Limited is a limited company incorporated under the laws of Hong Kong and wholly-owned by Orizon Holding Limited, in which Mr. Ratch Osathanugrah, Mr. Natee Osathanugrah, and Mr. Katha Osathanugrah are collective beneficiaries of 100%.

The Company has no Shareholding Agreement with Major Shareholders which will Affect the Company's Management

Other Types of Shares

-None-



Dividend Policy

The Company's Dividend Payment Policy

The Board of Directors may consider a dividend payment following the regulations, laws, and Articles of Association of the Company which require shareholders' approval. However, the Board of Directors has the authority to approve an interim dividend payment whenever the Company has an appropriate profit. The Board of Directors shall subsequently inform shareholders at the next shareholders' meeting.

The Company has a dividend payout policy to shareholders of at least 60% of consolidated net profit after deducting the legal reserve specified by law or Articles of Association of the Company. Nonetheless, the consideration of a dividend payout shall depend on the Company's performance, financial position, cash flow, contractual obligations (i.e. loan payments), working capital, investment plans, general economic situation, and related factors as deemed appropriate by the Board of Directors and when in compliance with the laws & regulations. Osotspa paid dividends for the 2022 performance two times at the total amount of 0.90 Baht per share, which is equivalent to dividend payout ratio of 140% of the consolidated net profit. The dividend is paid from the dividend payment from the year 2022 performance and from unappropriated retained earnings. However, the Company does not have to allocate the net profit for the year 2022 as legal reserve since the Company has fully appropriated legal reserve.

The Dividend Payment Policy of the Company's Subsidiaries

The Board of Directors of the Company's subsidiaries may consider a dividend payment based on the subsidiary's ability to pay the dividend following the regulations, laws, and Articles of Association of the Company's subsidiaries which require shareholders' approval. However, the Board of Directors of the Company's subsidiaries has the authority to approve an interim dividend payment whenever the Company has an appropriate profit. The Board of Directors shall subsequently inform shareholders at the next shareholders' meeting.

The Board of Directors of the Company's subsidiaries may consider a dividend payout in the interest of shareholders, i.e. performance and financial position of the Company's subsidiaries, cash flow, contractual obligations (i.e. loan payments), working capital, investment plans, general economic situation, and related factors as deemed appropriate by the Board of Directors.





Risk Management

Osotspa recognizes the importance of risk management across the scope of its business operations. Risk management aims to create long-term stability so a business can achieve its goals within its risk appetite. Moreover, risk management reduces risk from critical or uncontrollable events and secures business opportunities that create added value for the Company.





Osotspa has established a risk management structure that frames a three-pronged risk management process. First, under this structure, the Board of Directors has appointed a Risk Management Committee (RMC) to advise and review Enterprise Risk Management and the risk management framework, in line with the company's goals and the current environment, and to set guidelines to ensure employees uniformly implement the process. Second, management at Osotspa Leadership Team (OLT) define clear guidelines for risk management, including direction, and regularly monitor risk management actions taken. Third, The Risk Management and Internal Control teams co-operate with functions to identify, assess, and mitigate risk, and to report to the RMC.

We consider corporate culture important for the success of risk management and sustainable development. The Company is thus focused on fostering a risk management and internal control culture that positions our executives, and senior and middle management as role models with the aim to build employee awareness and put sustainability and risk management approaches into practice.

To control and manage risks efficiently, the Company has developed a consistent risk management policy across the organization which covers all risk types. Our risk management approach includes identifying the risks our business faces and assessing the likelihood and impact of such risks. With this information, we can implement an effective mitigation plan, taking action to manage the key risks and monitoring and reporting on the risks on a continual basis to the Risk Management Committee and the Board.





Risk Factors

The Company has analyzed and assessed the key risks that have significant impact on its business, covering strategic, operational, financial, compliance, and emerging risks. The key risk factors and mitigation strategies are summarized as follows:

Risk	Potential Impact	Mitigation
Strategic Risk		
1. Consumer trends and preferences from market development and the transition into an aging society Failure to evolve our portfolio to take advantage of growth categories, the competitive landscape, or to shape/participate in critical consumer, customer, or competitor developments.	<ul style="list-style-type: none"> • Consumers move away from our brands to alternative products. • Less efficient business model compared to key competitors. • Changes in demand for our key products due to demographic effects related to the aging of the population. • Revenue and market share. 	<ul style="list-style-type: none"> • Establish a long-term business strategy covering all areas (marketing, supply chain and distribution, manufacturing, people, etc.) that adapts to the new normal and rapid changes in consumer needs. Implement half-year progress review and adapt to fit the situation. • Develop a solid innovation plan and manage a long-term, multi-brand portfolio strategy that serves the various needs of each consumer segment. Expand business through collaboration and partnerships that enhance innovation. • Study trends and analyze consumer and customer preferences as well as market, technology, and competitor developments. • Establish processes for innovation management to efficiently facilitate and convert strategies into projects; collaborate with the Technical & Research and Development teams to deliver new products to market on a timely basis. • Arrange both physical and online marketing activities to build relationships between consumers and brands in both on-ground activities and the online platform.
2. New and foreign investment Failure to grow our business internationally and diversely, in line with our strategic aims. Foreign currency fluctuations.	<ul style="list-style-type: none"> • Negatively impacts financial position and operational results. 	<ul style="list-style-type: none"> • Establish guidelines for conducting market research and analyzing feasibility and return on investment. This includes identifying key risks, developing a mitigation plan, resource planning, and staff capacity building to develop projects and facilitate management of change. • Closely oversee and monitor the performance of operations and the financial conditions of those investments. If performance does not meet the targets, it would be followed up as a special case and presented to top management for their consideration and recommended approaches. • We develop high-level scenarios and strategic options to understand impact and optimize operational costs and efficiency under uncertain or volatile environments. This is especially the case with our business in Myanmar, our biggest foreign arm, featuring both manufacturing facilities and local operations. With the local team, we closely monitor changes in local regulations and the surrounding environment, foreign currency movements, and oversea payments. We also perform situational management for business continuity in terms of sales, costs, and delivery of expected financial performance.



Risk	Potential Impact	Mitigation
3. Economic dynamics and uncertainties Local, regional, and global economic disruptions, including slow-down or recession in the general economy, reduced market growth rates, and tighter credit markets for our suppliers, vendors, and customers.	<ul style="list-style-type: none"> Liquidity issues, general downturns, difficulty in business forecasting, and/or performance. Decline in demand for our products, harming our revenue and profitability. 	<ul style="list-style-type: none"> Accelerate Fast Forward 10X program to increase agility, growth, and ability to compete in the face of economic volatility and uncertainty. This program operates through 5 transformation pillars, namely Cost, Process, Function, Hybrid Workforce, and Assets. Perform scenario planning to forecast, analyze and evaluate financial results in order to better respond to uncertain situations, ensure conservative investments and effective cash collection, and maintain strict controls on spending and credit released to customers. Corporate Treasury unit manages liquidity by monitoring and forecasting cash flow. This facilitates achievement of operational goals without interruption.
Operational Risk		
4. Product quality and food safety Contamination of raw materials or finished products, or unsafe counterfeit products supplied to the market.	<ul style="list-style-type: none"> Harm to consumers. Damage to corporate and brand reputation. Additional cost incurred. 	<ul style="list-style-type: none"> Implement Quality control, Quality assurance, and Total quality management throughout the value chain, from suppliers to consumers, and management of changes, including determining the structural quality indicators across relevant functions for full alignment and accountability. Adopt and continuously improve strategies to ensure high-quality product standards; focus on integrity and food safety along with a quality mindset and food safety culture. Certified with international safety and quality standards, including FSSC 22000 version 5.1 which has a comprehensive approach to food safety risk management throughout the food supply chain. In the process of certification with ISO45001 to maintain an occupational health and safety (OH&S) management system, provide safe and healthy workplaces, and improve OH&S performance. Implement Behavior Based Safety (BBS) with solid principles for engaging, motivating, assisting, and reinforcing safety leaders so as to promote sustainable, safe behavior and positive results. Conduct surveys of leading indicators that align with the Occupational Safety and Health Administration (OSHA) as a proactive control measure to prevent loss occurrences and reinforce safety and health outcomes in the workplace. Such indicators include employee awareness and involvement, physical assets, and maintenance plans. The Osotspa call center monitors consumer feedback and suggestions. A special taskforce led by quality assurance and site leaders cooperates with relevant functions for timely response and problem-solving.



Risk	Potential Impact	Mitigation
5. Commodity price volatility Commodity price volatility, including sugar, cullet, and natural gas. Prices can be affected by global supply and demand, government incentives/policy and controls, taxes and tariffs, and overall economic conditions.	<ul style="list-style-type: none">Supply chain impacts.	<ul style="list-style-type: none">Engage in longer-term contracts with main vendors/suppliers and establish a list of approved suppliers that meet quality standards to procure from multi-vendors.Apply market intelligence and work closely with cross-functional teams to develop sourcing strategy for key materials with approval from top management.Engage key stakeholders, including the Osotspa leadership team, in decision making.Manage freight and logistics costs by developing multi-sources and locations to secure supply and ensure cost competitiveness.Implement function transformation by building future-ready sourcing & procurement processes.
6. Digital security threats Theft, loss, and misappropriation of important digital assets.	<ul style="list-style-type: none">Financial loss, operational disruption, and reputational damage.	<ul style="list-style-type: none">Implement necessary measures, including IT security policy, information safeguarding guidelines (data classification), and appropriate use of IT resource guidelines. Implement data leak protection tools for critical functions which handle confidential data, access controls, anti-virus programs, set-up of multiple layers of firewall, cybersecurity monitoring 7/24 by external expertise, data backup, a cybersecurity incident response (CSIR) plan, and an IT disaster recovery plan.Promote awareness of harmful action, improper conduct, and cyber threats through internal communication channels. Organize cyber security awareness training by external experts that can convey proper use of digital technology.Measure employee comprehension and awareness periodically through simulated phishing e-mails, both before and after training, and/or internal communication.Continuously monitor, investigate, and improve response time to security events via the security operations center team which stands ready 7/24; conduct regular IT disaster recovery drills to ensure timely recovery to support business continuity.



Risk	Potential Impact	Mitigation
7. Management of human resources and abilities for future growth Dependence on key personnel, limited capacity and/or skilled workforce, and lack of flexibility, hindering the continued success of our business.	<ul style="list-style-type: none"> Inability to achieve the Company's objectives. 	<ul style="list-style-type: none"> Continue to promote Hybrid workforce and Hybrid work culture (FBT: Faster Better Together work culture) as part of the transformation program to prepare the organization, workforce, and HR ecosystem for the future. Identify talent and future leadership through development programs which focus on job rotation within and across functions. Construct a knowledge management platform and develop employees' fundamental skills in terms of growth mindset and digital literacy. Build employee capabilities and potential through a blended development approach that combines on-line, classroom, on-the-job training, coaching, and mentoring programs. Promote an agile learning culture with a self-starter development approach (Success made by YOU) and knowledge management program (KEPT: Knowledge Exchange Process Transformation). Ongoing build-up of employer branding to attract key talent from various sources, both offline and online, such as LinkedIn, Facebook, LINE, and university events. Continue conducting employee experience surveys to understand our employees' satisfaction and ensure that OSP is a great place to work.
8. COVID-19 pandemic The outbreak of coronavirus variants, restricting person-to-person and travel activities	<ul style="list-style-type: none"> Production difficulties, quality control problems or shortages in raw materials and supplies linked to government control measures and limited resources at the Company or suppliers. Changes in the Company's operations to the new normal. 	<ul style="list-style-type: none"> Continue implementing strict hygiene and safety measures at the workplace, as well as team splitting to avoid cluster infections. Provide antigen tests for risk cases and encourage/support employee vaccinations. Implement a Hybrid Workplace Policy, allowing employees to have a flexible working arrangement in a team with established systems and adjust work processes to accommodate new ways of working. Enhance information security measures, review, and improve cyber threat response processes. Build cybersecurity awareness across the entire organization. Continually communicate protocols for employees and visitors entering workplaces for monitoring and efficient tracking. Adjust the relevancy of the product portfolio and market execution to match new lifestyles. Ensure business continuity by securing key raw materials, finding alternative sources of materials, regularly updating demand and supply plans, and identifying backup production lines.



Risk	Potential Impact	Mitigation
Financial Risk		
9. Exchange rate fluctuations Foreign exchange risk on international sales revenue, raw material purchases, and investment in foreign subsidiaries	<ul style="list-style-type: none"> Revenue and/or cost. Balance sheet exposure from translation during the preparation of consolidated financial statements. 	<ul style="list-style-type: none"> The Company hedges most of its exposure to FX fluctuations by matching outflow and inflow denominated in foreign currency (natural hedging) and using forward exchange or spot contracts. Monitor foreign exchange rates and collect and analyze data from reliable sources. This enables the Company to estimate and forecast the balance of revenue and expenditure in foreign currencies for effective planning and timely management.
10. Regulatory and tax changes Changes to a variety of external financial factors relating to regulations and tax considerations: value-added tax, excise tax, tariffs, corporate tax, etc. and inability to realize tax benefits.	<ul style="list-style-type: none"> Higher cost of business arising from new regulations Additional tax exposure and uncertainty 	<ul style="list-style-type: none"> Assign responsible units for closely monitoring and following up on changes to rules and policies of the various markets the Company is exposed to, including defining action plans to minimize potential risks and maximize opportunities. Develop a proactive strategy with relevant functions, e.g. research & development, and manufacturing, to effectively manage manufacturing costs and other expenses arising from regulatory and tax changes.
Compliance Risk		
11. Compliance with laws and regulations Failure to comply with laws and regulations.	<ul style="list-style-type: none"> Expenses from civil and/or criminal actions, leading to damages, significant financial penalties, and damaged corporate reputation. 	<ul style="list-style-type: none"> Continuously monitor new laws and regulations that are relevant to our business operations and disseminate such information to the relevant functions to ensure understanding and acknowledgement of consequences and action plans. Consistently work within the compliance management framework, including roles and responsibilities of law owners/area owners, compliance assessment processes, and compliance data repository by compiling relevant laws and regulations into a database. Engage external local expert/consultant to help interpret local laws and provide suggestions on legal compliance for international investments and transactions. Provide training for employees in order to update their knowledge of laws and regulations and ensure that employees are alert and comply with the changes. Regarding the Thai Personal Data Protection Act (PDPA), our Data Protection Office (DPO) monitors and coordinates with other relevant parties and ensures that the Company has proper processes with respect to the collection, use, and disclosure of personal data. Provide training to employees to create awareness and ensure compliance.



Risk	Potential Impact	Mitigation
Emerging Risk		
12. ESG towards sustainability and responsibility Increasing regulatory requirements and growing societal pressure with regards to sustainability.	<ul style="list-style-type: none">• Impact on the ability to source, manufacture, and market our products.• Harm to future growth, either directly or indirectly, via reputational impact and reduced trust among consumers and other stakeholders.	<ul style="list-style-type: none">• Align corporate direction on sustainability with two key milestones: Carbon neutrality by 2050 and Net Zero by 2065, in line with the Thai government's targets.• Continue to monitor Key Performance Indicators (KPIs) to reduce CO2 emissions and the quantity of energy and water used in production.• Conduct Water Sustainability Assessment (WSA) of current and future water sustainability in order to mitigate risks and impacts of water shortage in both the short and long term.• Participate and collaborate with internal and external partners on energy usage and climate change management.• Analyze and manage climate-related financial risks, both physical and transition risks, and commercial opportunities.• Promote production efficiency to reduce energy consumption and greenhouse gas emissions and employ digital technology to provide solutions and move towards the online platform.• Offer Osotspa Sustainability e-learning as a mandatory course to create awareness for all employees• Systematic data monitoring as well as news on natural disasters and implementation of solutions for effective management of the environmental sustainability plans.
13 Climate change Exacerbated by global warming, natural disasters such as drought and floods, as well as higher global temperatures and climate extremes, can impact our operations.	<ul style="list-style-type: none">• Inability to handle flooding crises, which can impact supply chains, manufacturing, and back-office operations	<ul style="list-style-type: none">• Strengthen BCP (Business Continuity Plan), including risk assessment, and prepare flood protection equipment• Closely monitor the water levels of key dams, rivers and canals that can impact our sites, and implement an alert process for all sites and sales areas.• Set up flood relieve packages for impacted employees.



Sustainability Report 2022

Sustainability at Osotspa

Osotspa's Sustainability Roadmap

Sustainability Governance Structure

Value Chain

Stakeholder Engagement

Materiality Assessment



Ensuring Mutual Growth

with our business partners through innovation



Making a Positive Impact

on consumers, employees, and communities



Protecting the Environment

at the company and the consumer levels

Sustainability Performance

GRI Content Index

About This Report



THE POWER TO ENHANCE SUSTAINABLE LIVING



Sustainability at Osotspa

Osotspa adheres to the principles of sustainability in its business so as to better-manage risk and opportunities across economic, social, and environmental aspects. Alongside a commitment to long-term profitable growth and promotion of consumer well-being through high-quality products, sustainability at Osotspa is not just an important part of our operations, it underpins the development of our entire business.

Our corporate sustainability strategy emphasizes establishing a solid foundation that prepares the organization for new challenges and opportunities in the future. Emphasis is on developing a resilient business that thrives even in volatile business environments.

As shown in the 3+1 pillars strategy, Osotspa's sustainability efforts promote a better future for our stakeholders.



Our Business

We are a powerhouse in value creation in our interconnected economic chain, aiming for sustainable, mutual growth.

We ensure mutual growth by:



Serving our customers
top-quality products



Growing alongside our suppliers



Gearing for the future via innovation



Our Society

We operate our business with the utmost ethics & integrity, offering healthy products for all with the aim to make a positive impact on society.

We deliver positive impact:



On Consumers
through inspiring, healthier products



On Employees
through good labor practices and human capital development



On Communities
through corporate citizenship and philanthropy programs



Our Environment

We focus our resources on minimizing impact on the environment by implementing circular economy principles.

We protect the environment:



At OSP
by increasing operational eco-efficiency



At the Consumer Level
by reducing the environmental impact of our packaging



Our People

People are the power source behind Osotspa's growth. We live by a shared vision of equal opportunity, diversity, and sustainability.



Sustainability Governance Structure

At Osotspa, the sustainability department collaborates closely with every business function, including the Board of Directors, the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee (NRCSD) and the Executive Committee. The department is in charge of driving sustainable development and ensuring that all units have efficiently implemented sustainability operations and are progressing in accordance with the organization's sustainability roadmap.





Osotspa's Sustainability Roadmap

In 2022, the sustainability team (Osotspa executives) considered the challenges of corporate sustainability and reviewed the roadmap. Human Rights Due Diligence (HRDD) guidelines were studied within the scope of the Company's operations and supply chain and are set to be part of the sustainability plan for 2023 in order to ensure Osotspa's strategic plan is effective and timely which lead to reflect a commitment to achieve our goals in the realm of sustainability. We have a measurable medium-term action plan which is consistent with economic, ethical, environmental, and socially-minded practices. We connect people in our value chain with innovative solutions and skills. Our focus is on improving business capabilities throughout the supply chain, ensuring sustainable consumption, protecting the environment, enhancing the well-being of the community, and instilling a sustainability mindset in the workplace.

Sustainability Target 2025

Prioritized Areas



Sustainable Supply Chain	Consumer Health & Well-Being	Sustainable Packaging	Water Management	Energy & Climate Change Management
<p>“Ensure mutual growth along the supply chain through a sustainable sourcing program”</p> <p>8 SELECT NEW AND ECONOMIC GROWTH 9 INCREASE PRODUCTION AND INFRASTRUCTURE 12 REFORMED CONSUMPTION AND PRODUCTION</p>	<p>“Inspire wholesome lifestyles through healthier products across the entire portfolio”</p> <p>3 SOME HEALTH AND WELL-BEING</p>	<p>“Minimize impact from packaging waste and promote circular economy through a sustainable packaging program”</p> <p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION 17 TECHNOLOGIES FOR THE FUTURE</p>	<p>“Improve water efficiency through water conservation and water management initiatives”</p> <p>14 LET BLOW WATER</p>	<p>“Mitigate climate change impact through energy management and use of renewable energy”</p> <p>13 TRANSITION TO A LOW CARBON ECONOMY</p>
<p>Our 2025 Goals:</p> <p>Create economic opportunities for 450 small suppliers of cullet and herbs</p> <p>Enhance the livelihood of 500 local herbal suppliers</p> <p>100% of critical suppliers will be subject to an ESG assessment</p>	<p>Our 2025 Goals:</p> <p>100% of our beverage portfolio will be produced with less sugar</p> <p>50% of our healthcare and confectionery portfolio will be sugar free</p>	<p>Our 2030 Goal:</p> <p>100% of our product will be in recyclable, reusable, or compostable packaging</p>	<p>Our 2025 Goals:</p> <p>40% reduction in water consumption in our operations</p>	<p>Our 2025 Goals:</p> <p>10% reduction in energy consumption across our facilities</p> <p>15% reduction in Green House Gas emissions across our operations</p>



Ethical Conduct is Embedded in our Core Values

The Company commits to conduct business in an ethical, transparent manner, using our Core Values (ITIPS) and Code of Conduct (CoC) as guides to “Good Governance”.

Our Core Values represent the qualities and actions we aim to see in our employee behavior. They frame not only how we do business, but also our crucial human management processes, e.g. recruitment, career development, and individual performance management, with the end goal to create a more desirable culture.

Employees must also comply with our Code of Conduct and strive to be good role models, in line with our Core Value of “Integrity” which calls for ethics and accountability. The Code of Conduct is instilled in employees of all levels with a mandated annual refresher that must be acknowledged. An online platform has been created for employees to refer to when they are in doubt and Functional Deep Dive Activities are given to employees to gain hands-on learning experience related to their roles and responsibilities.

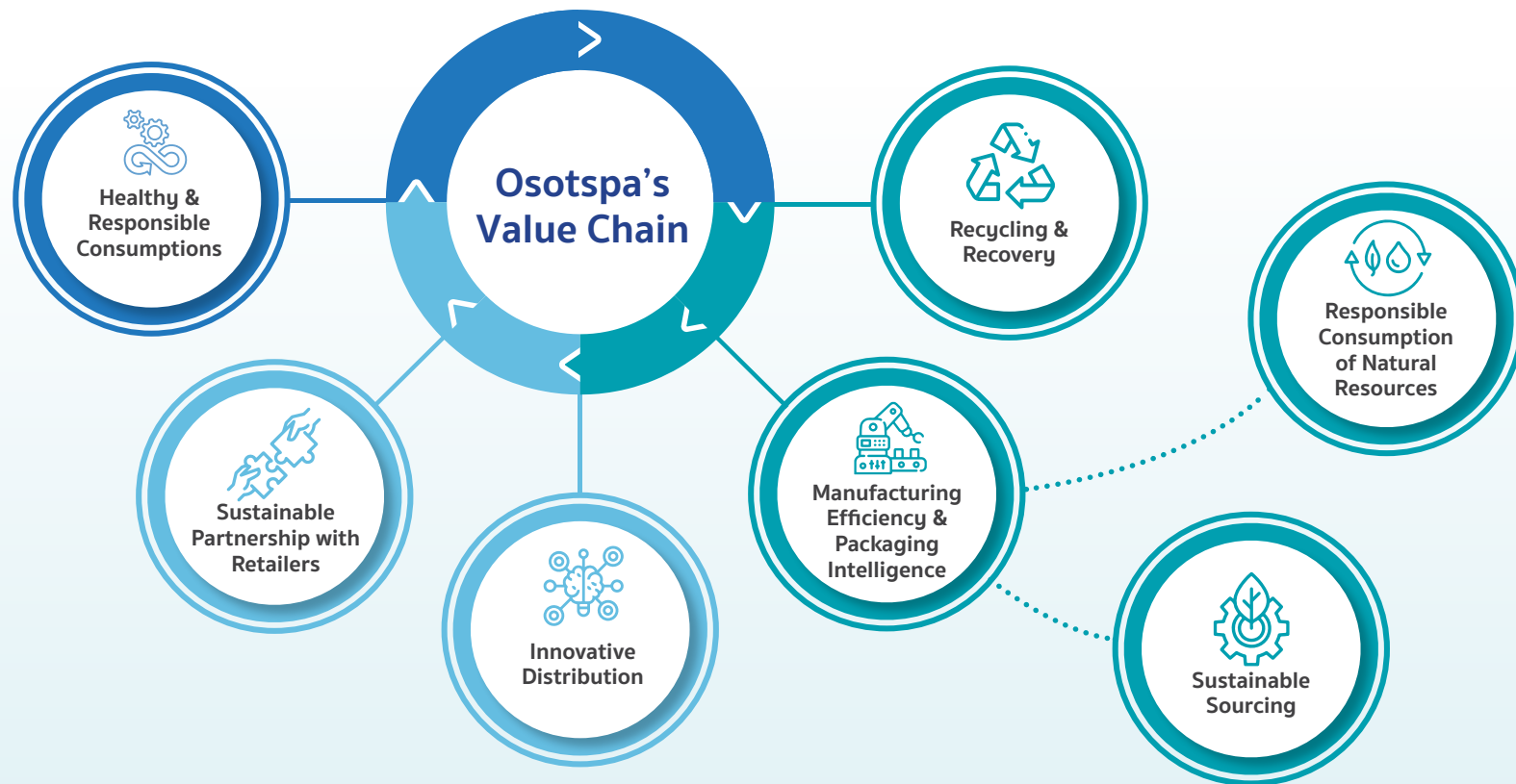




Value Chain

Osotspa conducts its business across a wide range of contexts. We thoroughly consider what we have learned from past experiences and apply such knowledge to manage impacts on a daily basis and create shared opportunities in the value chain. Our success drivers, for both the short and long term, include inputs such as raw materials and ingredients, strategic cooperation from upstream to downstream, and our talented employees, who exude passion and commitment.

Revenue from customers who place their trust in us and financial resources from investors are also key factors that support our growth. These allow us to expand the diversity of our product portfolio and generate other economic benefits such as jobs, taxes paid, community investments, and positive ecosystem impacts and initiatives as well as customer and shareholder value.





Stakeholder Engagement




We believe that stakeholder engagement is part of the foundation of a sustainable organization. Stakeholders are defined as any individuals or organizations who are impacted positively or negatively by our business activities. To develop Osotspa's materiality assessment, we must work with our stakeholders. We make it a priority to understand their concerns and expectations. The issues raised are compiled and analyzed to help determine how to improve sustainability practices in ways that are appropriate and fair to all parties.

We organize brainstorming sessions for cross-functional representatives. Our internal and external stakeholders are identified and prioritized based on our relationship with them, their attitude towards us, and their interests, impact, and potential influences on our business.

Osotspa engages with its stakeholders on a regular basis through a variety of mechanisms. We strive for effective communication management with different channels of engagement that meet the needs of each stakeholder. For efficiency's sake, we categorize stakeholders into 5 groups. The table below shows the details of our approaches to managing expectations and the channels of engagement for each group.

Stakeholders	Expectations	Approaches	Channels of Engagement
Consumers 	<ul style="list-style-type: none"> Product quality & safety Product value for money Good health & well-being Environmentally friendly packaging 	<ul style="list-style-type: none"> Provide quality products and services while continuing to improve standards Disclose complete and accurate information on products and services as per legal requirements and avoid false claims 	<ul style="list-style-type: none"> Company website One Report (available on website) Annual market survey Complaint channels, including website and Call Center; Tel. +66 (0) 2351 1111
Business Partners: <ul style="list-style-type: none"> Retailers Suppliers 	<ul style="list-style-type: none"> Fair trade Consistent partnership Business growth Respect of intellectual property and copyrights Trustworthy treatment of confidential information 	<ul style="list-style-type: none"> Do not disclose confidential customer information without consent or legal grounds Any business relationship with business partners must not harm the Company's reputation and must be lawful Consider equality and mutual benefits when dealing with business partners Fair selection of business partners 	<ul style="list-style-type: none"> Company website One Report (available on website) Meetings, conferences, inspections, and factory visits Annual audits Telephone, e-mail Customer satisfaction surveys Complaint channels, including website and Call Center; Tel. +66 (0) 2351 1111



Stakeholders	Expectations	Approaches	Channels of Engagement
Shareholders and Lenders 	<ul style="list-style-type: none"> • Business performance improvement • Good corporate governance • Data transparency • Equal rights treatment • On-schedule debt repayment • Strict compliance with contract conditions 	<ul style="list-style-type: none"> • Commit to corporate governance • Protect the interests of the Company and shareholders • Treat shareholders equally and fairly • Strive to maximize shareholder satisfaction through growth in Company value • Disclose information transparently and reliably • Commit to the contract and follow the lender's conditions on paying back loan principal, interest, and any collateral 	<ul style="list-style-type: none"> • Company Investor Relations website • One Report (available on website) • Annual General Meeting • Quarterly financial reports • Telephone, e-mail
Employees 	<ul style="list-style-type: none"> • Fair compensation • Good labor practices • Life and property security • Knowledge development • Career advancement opportunities • Work-life balance • Human Right 	<ul style="list-style-type: none"> • Facilitate employee skills development • Foster a happy, healthy and safe working environment • Promote teamwork • Treat employees equally in a polite manner without discrimination • Respect individual rights • Pay for performance 	<ul style="list-style-type: none"> • Company website • One Report (available on website) • Employee Annual Performance Evaluation (Twice a year) • Employee satisfaction survey • Quarterly Town Halls • Employee Engagement Surveys • Welfare Committee meetings • OSP Life (Mobile Application) • 360 degree Leadership Assessment
Community 	<ul style="list-style-type: none"> • Responsible business operations • Life and property security • Community development to support self-sustainability, including for the underprivileged and disabled • Community economic improvement • Compliance with laws and regulations • Participation in public activities 	<ul style="list-style-type: none"> • Organize projects and activities for community and society development on a regular basis • Support activities that benefit society at large and refrain from any violation of laws • Support activities in the local communities in which the Company operates with an emphasis on environmental impact • Provide products and services which are environmentally-friendly and comply with environmental laws • Support activities that contribute to energy and environmental conservation and support the production and use of environmentally-friendly products 	<ul style="list-style-type: none"> • Company website • One Report (available on website) • Meetings, conferences, inspections, and factory visits • Telephone, e-mail • Complaint channels



Apart from regular channels of engagement for each group of stakeholders, the whistleblowing channel is also available on the Company's website for all stakeholders to freely report any suspected misconduct in good faith. The protection of the whistleblower's anonymity is guaranteed by practice throughout the investigation process. A more detailed explanation of Osotspa's approaches to Anti-corruption, Compliance, and Whistleblowing Management are depicted in the [Corporate Governance](#) section of this report.

Engaging with That Which is Larger than Ourselves

Osotspa is politically neutral and has specific policies and procedures that cover political contributions. As stated clearly in the Code of Conduct and Anti-Corruption Guidelines, which can be found in the [Corporate Governance](#) section of this report, the Company provides no financial support or donations, and takes no sides when it comes to political parties. Indeed, it avoids involvement in any activity which could lead to an understanding that the Group of Companies is related to or supporting any political party. In 2022, no contributions were made to support political campaigns or any political organization.




However, Osotspa believes that the business sector could contribute tremendously to sustainability advancement in the industry through participation in regulatory advocacy, which in turn can enhance Thailand's competitive edge in the international market. We thus consider the support of more informed and sustainability-focused development of policies, laws, and regulations as one of our responsibilities to the society in which we operate. The Company participates in this regard through industry associations or trade associations and transparently contributes to these groups via membership fees, as seen below.





Contributions to External Organizations and Associations (Baht)	2020	2021	2022
Trade associations or tax-exempt groups			
Federation of Thai Industries (FTI)	39,590	39,590	32,100
<ul style="list-style-type: none"> GS1 Thailand 	15,000	15,000	15,000
<ul style="list-style-type: none"> Thailand Institute of Packaging & Recycling Management for Sustainable Environment (TIPMSE) 	100,000	100,000	100,000
<ul style="list-style-type: none"> Food club 	-	-	4,280
<ul style="list-style-type: none"> Drug Club 	-	-	1,070
<ul style="list-style-type: none"> Herbal Club 	-	-	2,140
Efficient Consumer Response (ECR) Thailand	10,700	10,700	10,700
Thai Beverage Industry Association (TBA)	74,900	74,900	74,900
Energy Drink Manufacturers Association (EDMA)	160,000	160,000	160,000
Thai Cosmetic Manufacturers Association (TCMA)	1,500	1,500	1,500
Herbal Products Association (HPA)	1,500	1,500	1,500
Dairy and Foods Industry Association (DFIA)	5,000	5,000	5,000
Thai Chamber of Commerce (TCC)	21,400	21,400	21,400
American Chamber of Commerce in Thailand (AMCHAM)	34,240	-	-
German-Thai Chamber of Commerce (GTCC)	16,050	-	-
Regulatory Affairs Pharmacy Association of Thailand (RAPAT)	-	-	2,000

Through our active engagement in the above-mentioned associations, Osotspa works hand-in-hand with other industry members to foster awareness of the trends and needs of consumers. The Company also shares its views and advice through qualified persons whom the Company has assigned to provide assistance to the associations, with an aim to push forth collective action for tangible positive impact on society. Several prominent causes that we closely attend to are detailed in the table below.

Cause	Associations/ Institutions	Description
Consumer Health & Well-being 	TBA & EDMA	By participating in both the Thai Beverage Industry Association (TBA) and the Energy Drink Manufacturers Association (EDMA), the Company works closely with other non-alcoholic beverage and energy drink manufacturers, companies with allied interests in relevant industries, and government agencies and related private organizations under various umbrellas. Apart from promoting industry growth, we, as a whole, are also determined to improve consumer health and well-being. Common goals included reduction of sugar and sodium added and shifting what we offer towards being more nutritious and beneficial products for consumers.
Sustainable Packaging 	TIPMSE	The Thailand Institute of Packaging & Recycling Management for Sustainable Environment (TIPMSE) was established with an aim to promote at-source segregation of used packaging in order to reduce the amount of used packaging in waste across the country. The Company has contributed to enhance the appropriate management system of post-consumer packaging and recycled materials. The participation of Osotspa in the take-back program under the concept of Extended Producer Responsibility (EPR) is supporting the development of the accuracy of Thailand's database. We aim that the database will be the fundamental input to design the mitigations of the country's sustainable waste management, in accordance with the BCG Model Action plan 2021-2027.
Climate Action 	Thailand Greenhouse Gas Management Organization (Public Organization) or TGO	To better understand the guidelines and standards for GHG management in Thailand, which include GHG accounting, carbon pricing mechanisms, project guidelines for GHG emissions reduction, carbon credits offset, and the use of economic tools to mitigate the effects of climate change, such as Carbon Pricing, Carbon Taxation, and Carbon Border Adjustment Mechanism (CBAM), among others. Osotspa has participated in key activities and received valuable input from associated organizations, and plans to be a member of the Thailand Carbon Neutral Network (TCNN) in 2023.



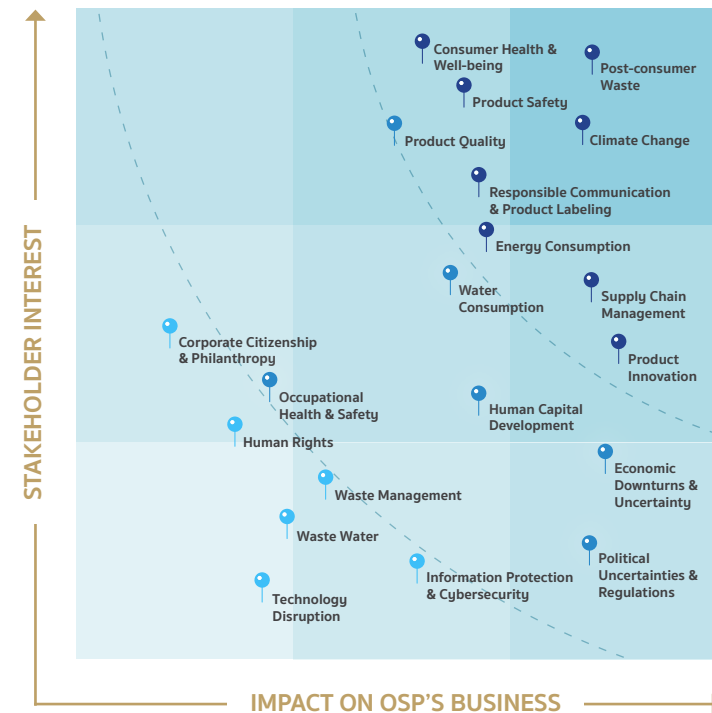
Materiality Assessment

In addition to setting development goals and key performance indicators (KPIs), both of which empower organizations to use their full potential, Osotspa believes that identifying and prioritizing the major issues which affect the organization and its stakeholders is critical to shaping our business across economic, social, environmental, and governance aspects.

We thus conduct materiality assessments in accordance with the GRI Standards to ensure that our business takes into consideration the changing economic, social, and environmental contexts. Our materiality approach consists of 5 steps that are repeated in the same order for each reporting cycle.



Once we have the results of the assessment, the Sustainability Working Team is responsible for reviewing and identifying potential issues that may arise and affect the entire value chain under the relevant global and local sustainability context. The issues are evaluated using a matrix diagram that considers the average score of each issue's level of possibility.



The materiality assessment consists of material issue identification, ranked low, medium, and high by importance, and their respective boundaries. The board-level Sustainability Committee and Board of Directors examine any crucial issues before the Board of Directors issues an endorsement. The materiality assessment also impacts how we report our business and sustainability efforts.



Ensuring Mutual Growth

with our business partners through innovation

“We are the key value creator in our interconnected economic chain and the driver of long-term mutual growth.”



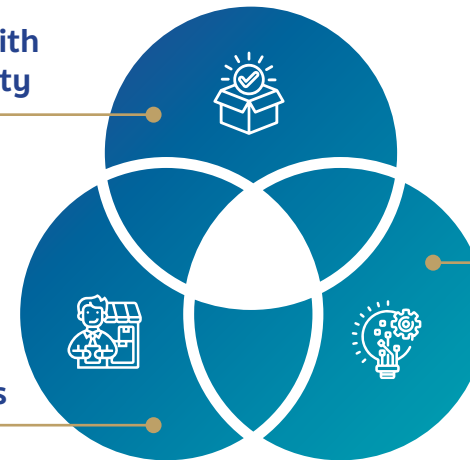
In the fast-paced and ever-changing industry landscape, Osotspa's sustainability begins by first ensuring that the Company remains viable and positioned to grow even amid unforeseen events.

Osotspa has proudly coexisted with Thais for more than 130 years. We have been, and will continue to be, committed to creating and delivering long-term value by focusing on excellence in product and service quality. We empower our business partners, especially those who are local and/or small-scale and who have supported and collaborated with us. Equally important, in our view, is the fueling of innovation efforts, as this ensures that we are equipped to seize future opportunities.

Serving our customers with utmost quality

Growing alongside our suppliers

Gearing for the future with innovation





Serving our customers with utmost quality

Osotspa's business operations place a high value on quality. For more than a century, we have delivered products that Thai people love and trust for their quality and health benefits. Our commitment to producing high-quality and environmentally friendly products under our various brands requires daily collaboration among all of the employees at our subsidiaries.

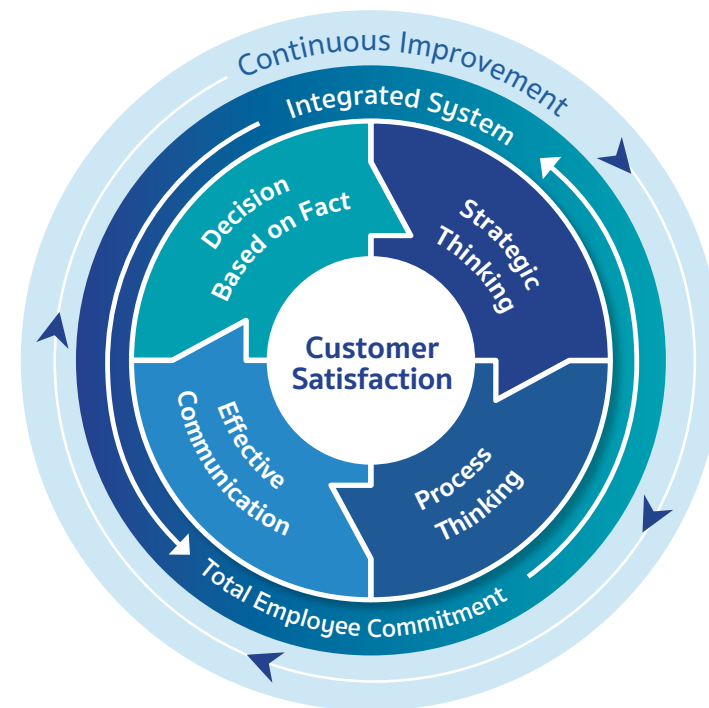
The Company makes a concerted effort to ensure that its products arrive on shelves in Thailand and abroad at the appropriate time and in the best condition. An effective delivery process has a pronounced impact on maximizing sales opportunities and brand presence while also facilitating smooth operations for our customers and business partners.

Osotspa prioritizes consumer confidence in product quality. The Company's Quality Management elements include a culture of outperformance among all employees, high-quality raw materials, and manufacturing processes aimed at achieving manufacturing excellence.



Our approach

In line with our commitment to operational excellence, we have a standardized system in place that complies with international food safety and quality standards and is used by all of the Company's subsidiaries. Throughout the manufacturing cycle, we carry out quality control and assurance for each step in the process, from design to manufacturing and distribution. These include precise production control technologies, hazard analysis and critical control points, as well as regular audit and risk assessment mechanisms.



End-to-End approach



All employees participate in working towards common goals. High-performance work systems integrate efforts to continuously improve our normal business operations.

The Company emphasizes quality services in order to guarantee the highest level of customer satisfaction. We have a standardized complaint handling system in place and work diligently to perfect our production and provision of all products and services. Osotspa welcomes complaints and suggestions directly from consumers through its call center +66 (0) 2351 1111 and promotes cooperation among relevant business functions to ensure a timely response.

We are passionate about achieving the highest levels of product quality and safety. This goes hand in hand with improving our customer and consumer complaint and product recall performance.

Performance Highlights

Beverage Finished Goods complaints were reduced by 53% year on year



As the global population has increased, so too has the demand for affordable, safe, and high-quality products. Thus, Osotspa has been relentless in its efforts to improve industrial and operational excellence. This is reflected in the international certifications that the Company has received, including GHP_s (Good Hygiene Practice), HACCP (Hazard Analysis and Critical Control Point), Halal, and FSSC 22000 (Food Safety System Certification) for beverage products.

Beverage Production Plants	Standards & Certificates			
	GHP _s	HACCP	Halal	FSSC 22000
1. Huamak, Bangkok	✓	✓	✓	✓
2. Ayutthaya	✓	✓	✓	✓
3. Ayutthaya (Siam Bev Manufacturing)	✓	✓	✓	
4. Minburi, Bangkok	✓	✓	✓	
5. Thilawa SEZ, Myanmar	✓	✓	✓	

All beverage manufacturing sites continuing to improve in order to be certified with GMP/GHP_s, HACCP, and FSSC 22000





For personal care products, the Company has received a number of global standard certifications, including GMP (Good Manufacturing Practice), Halal, ISO 9001 and ISO 22716 (Good Manufacturing Practices for Cosmetics).

Personal Care Production Plants	Standards & Certificates					
	GMP - Cosmetics (TH & ASEAN)	GMP - Hazardous	Halal (TH)	Halal (MUI)	ISO 9001: 2015	ISO 22716: 2007
1. Greenville - Liquid, Ladkrabang, Bangkok	✓	✓	✓		✓	✓
2. Greenville - Powder, Ladkrabang, Bangkok	✓		✓	✓	✓	✓

Genetically Modified Organisms

Osotspa places importance on the safety and quality of products that address the needs and health of our consumers. Our exposure to biotechnology, which can enhance the security of agricultural products by increasing yield, resistance to pests and diseases, and resilience to climate change, can be considered non-significant.

For the agricultural raw materials we source, our vendors are required to comply with our “Raw Material Specifications” which include providing GMO-free or Non-GMO certification as well as laboratory test results. We plan to implement a self-declaration protocol for natural-based raw materials and conduct random inspections on suppliers of our raw materials, particularly those with large purchasing volume.

Osotspa has been granted the FDA Quality Award 2022 in the category of outstanding cosmetic operations by the Food and Drug Administration, indicating responsible, moral, and ethical operations and delivery of safe and standardized cosmetic and personal care products to consumers.





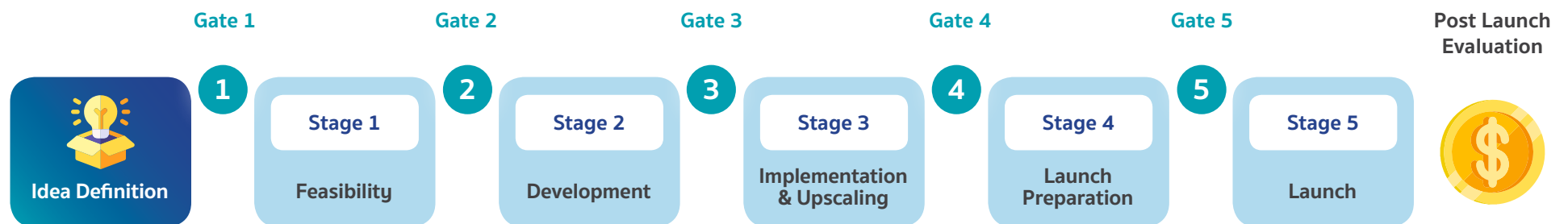
Gearing for the future with innovation

An important catalyst for company growth is new product development (NPD). This is underpinned by excellent formulation, packaging, and processing R&D skills, alongside excellent end-to-end implementation of new products, from procurement to consumer delivery.

O-IPM is our internal Osotspa process management which ensures efficient delivery and decision-making in our innovation efforts. Integral to this is consideration of:

- Consumer-relevance
- Risk assessment and management
- Investment
- Management of other complexities

The Stage Gate Process is Osotspa's internal stepwise process to transform ideas generated into commercial launches. There are up to five basic steps after discovery or ideation is completed. These include Feasibility, Development, Implementation & Upscaling, Launch Preparation, and Launch. These are later followed by a Post-Launch review. The process can be simplified for less complex projects, ensuring optimal speed with disciplined delivery for each project.



At each gate, there are GATEKEEPERS, who form a cross-functional decision-making board for all projects executed under O-IPM. They make a Go / Hold / No-Go decision based on the project status and plans (e.g. Market Situation, Research, Finance, etc.). Each project has a working CORE TEAM comprising a Project Leader and team members from all functions relevant to that project, such as Research and Development (R&D), Manufacturing, Quality, Supply Chain, Marketing, Trade & Sales, and Finance.

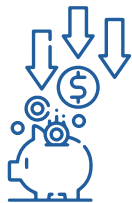


The CORE TEAM, each bringing a specific area of expertise, cooperates to move the project forward. They update the GATEKEEPERS with the latest business-critical information to facilitate Go / Hold / No-Go governance decisions at the Gates.

Osotspa is committed to providing products that go beyond the basic needs of its consumers. We hope to inspire consumers to have healthy and sustainable lifestyles through the delivery of diverse products. We thus develop new formulations and employ cutting-edge manufacturing technologies to keep our brands ahead of the competition. We also draw on our industry experience and know-how accumulated over the past two centuries.

We have refined our innovation infrastructure to ensure that our R&D investments are aligned with our business direction and overall growth. Osotspa's main innovation and incubation facilities are the R&D Lab at the Huamak headquarters and the Innovation Center at the Thailand Science Park.

Laboratory-scale facilities allow us to envision the journey of new products, from the development process in the lab to delivery to the store shelf. This avoids disrupting the main production process and helps save significant costs.



Innovative cost saving
performance

139.3 million Baht



2022 - New Product Development or Product Improvement

New

8 products

Improvement



Health & Nutrition

7 products



Packaging

12 products



Health Care & Personal Care

4 products

M-150

**new shape
and lightweight
bottle, reduced sugar,
and 2X Vitamin B12**



C-vitt

0% sugar



PEPTIN 4000 and PEPTIN PLUS

**Upgraded nutrition and
packaging material reduction**



M-150 carbonated

**new, exported
abroad, to appeal to
a younger generation**

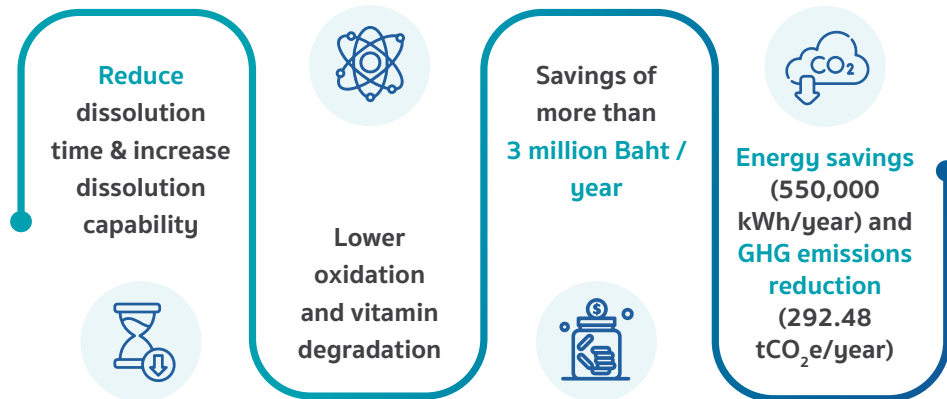


Highlights of the innovation process and open innovation

Through collaboration with internal departments and business partners, the innovation process can substantially reduce cost of production. The innovation team serves as the focal point in monitoring the results and outcomes of the initiatives.

Mixing system efficiency improvement

A collaborative project with Krones, a filling technology expert, and Limitech, a high shear mixing device expert, has saved 2 months of design time and reduced risk by optimizing both high shear equipment selection and the design process. With Limitech's deep experience and in-house process engineers, the correct high-shear devices can be developed and fabricated within a short period of time. This avoids 6 months of delay from redesign of a high-shear device. Apart from the results, Osotspa's staff have benefited from direct experience and knowledge-sharing with the specialists.



Osotspa has expanded this collaborative success to our Myanmar operations. There, we have joined forces with KHS, which is highly experienced in mixing and filling systems, to implement a new high-speed mixing system. This has resulted in energy savings to the tune of 680,000 kWh/year, GHG emissions reduction of 365.84 tCO₂e/year, and cost savings of 2.43 million Baht/year.

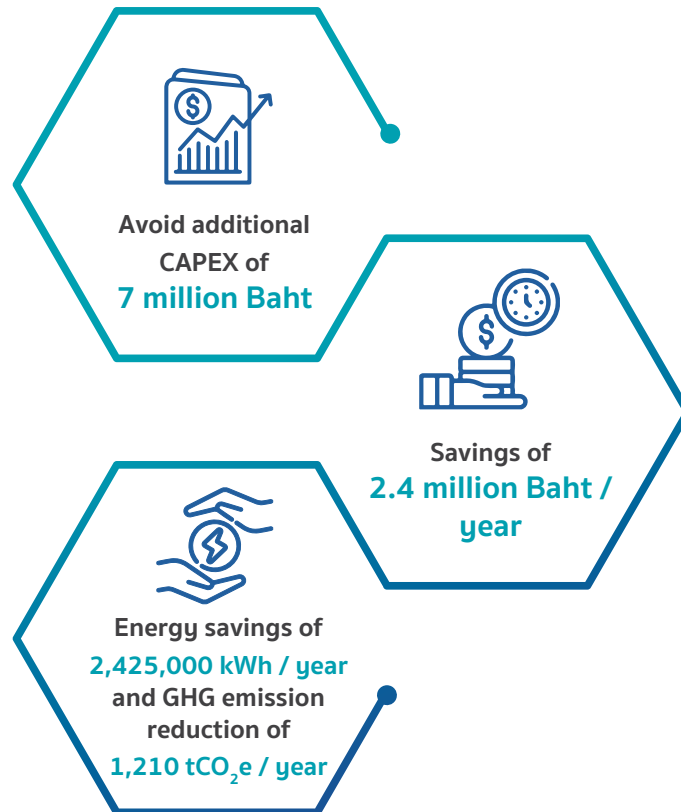




Optimization of thermal profile

Our previous process for dissolving sugar used hot water temperatures of up to 80 °C. But with the new mixing parameters and a sequence of raw material addition that optimizes the liquid mixing profile for the dissolving process, sugar can be dissolved in ambient water temperatures.

By using water without heating, this project saves significant energy.



Incubating a Culture of Innovation

Osotspa has opened channels for employees to express their ideas and provides support resources for the pilot run. The Contribution Award 2022 is one of our “innovation sandboxes” for the younger generation aimed at improving business processes and scaling up to have bigger positive impacts.

The winner in 2022 was the “Alert System initiative”, an automated alert system designed for projects or task management that gives prior notification of the expiration date of any permit or license. The initiative is expected to reduce human error, support planning, and save on penalty fees.

A collaborative project between
**the External Affairs & Sustainability
Department and the IT Department**
was developed based on SharePoint and Power
Automate programs



Facts & Figures





Growing Alongside our Suppliers

Suppliers and service providers are critical stakeholders and contribute to the success of our business. Osotspa works with its partners to expand its business and explore new opportunities that are socially and environmentally responsible. We work with our partners to ensure sustainability is managed and capabilities are enlarged so as to create positive impacts together. These collaborations lead to our products being delivered to our customers in Thailand and around the world on time, in the right quantity, and at reasonable prices.



Our Approach

Positive relationships with our business partners strengthen cooperation and increase synergies. Our Procurement Policy prioritizes the transparent and responsible sourcing of raw materials, products, and services that meet quality, innovation, and ESG compliance standards. Furthermore, sourcing must be appropriate in terms of time, location, and cost, and must effectively address the needs of business and production units.

Osotspa treats all business partners fairly and equally. We maintain systematic documentation which can be traced and verified. Although good relationships with business partners are at the heart of our supply chain management, we take a strict, no-compromise approach to integrity and compliance with business ethics, company regulations, and relevant laws.

To ensure that our partners acknowledge and comply with Osotspa's expectations for ethical business policies and practices, the Company's Code of Conduct is included as a binding appendix in agreements. To join and remain on our Approved Vendor List, our business partners must meet both business and ESG (Environmental, Social, and Governance) criteria. For existing vendors, the assessment is conducted on an annual basis.



New Vendor Evaluation

1. Specification criteria

1. Quality Management
2. Readiness of Facility and Technology
3. Professional Capability
4. Standards and Certifications

2. Business criteria

1. Experience in the field of operations
2. Reference work
3. Personnel potential and sufficiency
4. Occupational safety and health
5. Excellent customer service and coordination

3. Financial and sustainability criteria

1. Financial stability
2. ESG



Osotspa's Approved Vendor List



In 2022, **1,658** of suppliers (100%)
Acknowledge and conform with
Osotspa's Supplier Code of Conduct as
an appendix to purchasing agreement

Annual Assessment Review

Technical capability

1. Quality
2. Availability of technology and utilities
3. Professional capability

Business Potential

1. Experience and work references
2. Personnel potential and sufficiency
3. Excellent customer service and coordination

Performance (by users)

1. ESG criteria
2. Quality and on-time delivery

Collaborative and Relationship Management Program

Osotspa Vendor Relationship
Management (OSRM)



Osotspa Supplier Relationship Management

Osotspa collaborates with a wide range of suppliers, from multinational corporations to community enterprises and small and medium-sized enterprises (SMEs), to ensure high quality and reasonable pricing of raw materials and supplies for packaging and OEM production in order to achieve sustainability goals and manage supplier risk across the entire supply chain. Collaboration and relationship management with our suppliers, who are our key stakeholders, are critical for sustainable supply chain management. To this end, we help suppliers advance their innovations to maximize their potential and practice social and environmental responsibility.

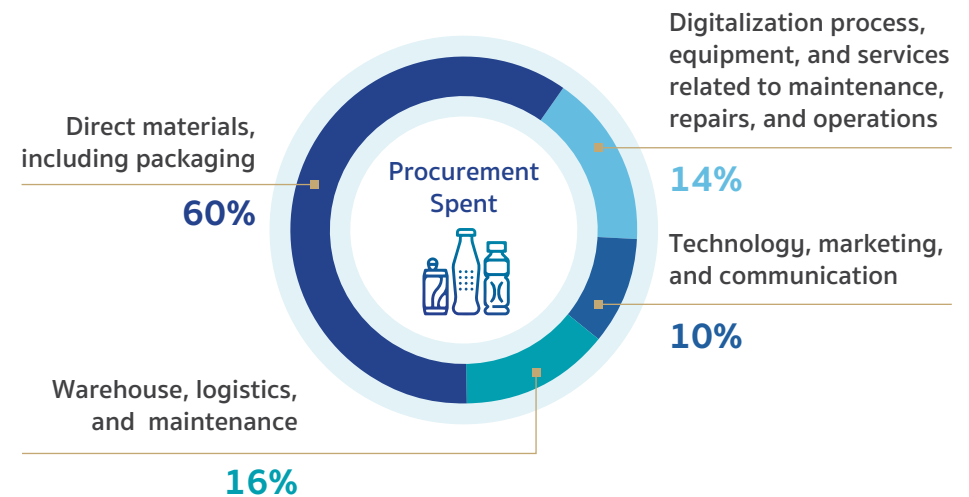
Supplier Relationship Management

- The Osotspa Vendor Relationship Management (OSRM) program strengthens business relationships with key strategic vendors through collaboration on improving the quality of products, services, and innovations.
- Site visits and other activities to help our agricultural material vendors increase their potential.
- Training for both new and existing vendors to raise awareness and understanding of ESG, laws and regulations, and the Supplier Code of Conduct (SCoC).
- Monitoring quality and ESG compliance at the operation sites of our strategic vendors.

Supplier Risk Assessment

We provide a Spending Analysis on a yearly basis. The results show a summary of relevant data such as purchasing volume, number of suppliers, and categories of materials or services. The data and information are incorporated into Osotspa's supply chain risk management process.

Our Spending by Product Category



Supplier Categorization

To enhance our sustainability strategy, Osotspa has adopted international guidelines for supplier categorization.

Critical Suppliers are those who account for more than 67% of the total purchase from total active suppliers. These include suppliers who passed the assessment and were added to the approved vendor list, strategic suppliers who participate in procurement planning or joint project initiatives, and exclusive suppliers who are difficult to be replaced.

Critical Tier 1 suppliers

Proportion of Purchase Volume



5,400 million Baht

Proportion of Purchase Volume from Critical Tier 1 Suppliers to Total Purchase Volume from all Approved Vendors

44%



Proportion of Suppliers

	Number of Suppliers	Proportion of Suppliers to Total Suppliers on the Approved List
Critical Tier 1 Suppliers	33	4.3%
All Suppliers	1,658	-
New Suppliers	15	-
New Suppliers that have Acknowledged the Supplier Code of Conduct (SCoC)	15	-

High-Risk Suppliers

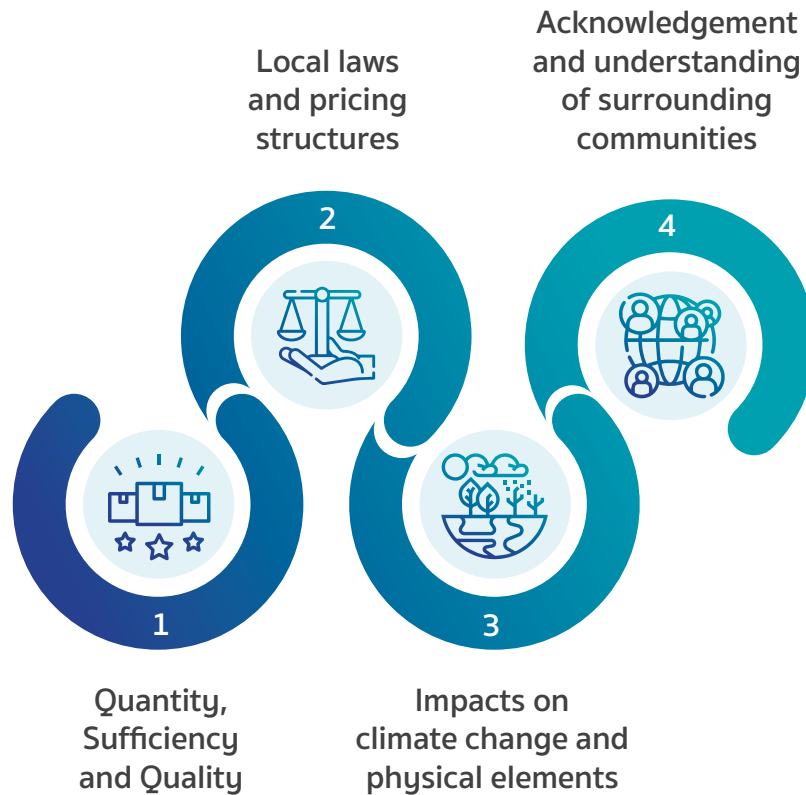
	Number of Suppliers Identified as High Risk
Critical Tier 1 suppliers	3
Tier 1 suppliers	0
Total High-Risk Suppliers	3

In addition to the sustainable supplier risk assessment, which covers scope of environment, society, governance, and local laws, Osotspa implements sustainable supply chain management of activities at our supplier sites through the Comprehensive Assessment. We also collaborate with our partners to ensure performance meets expectations and aligns with auditing items.





In 2022, Osotspa conducted a risk assessment of surface water and groundwater resources available at our suppliers' operating areas. The evaluation covered the following aspects:

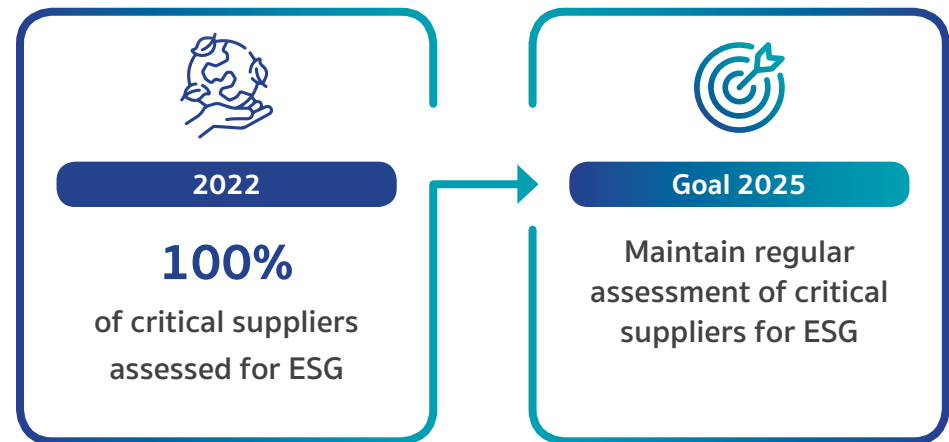


More information is available on the Osotspa website.

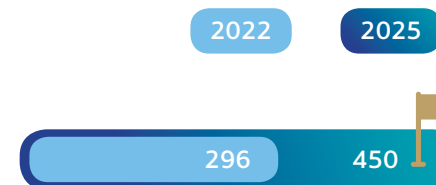
In addition to the aforementioned annual vendor assessments, Osotspa carries out virtual-based site visits at the main manufacturing facilities of our critical vendors at least once a year in order to ensure quality, timeliness, and steadfast delivery of components that are impactful to our business.

Our 2025 Targets

Osotspa has fulfilled our ambition to have 100% of critical suppliers assessed for environmental, social, and good governance performance. We aim to further incorporate ESG criteria into our proper assessment checklist which is to be conducted on critical suppliers on a regular basis.



Create economic opportunities for local / small suppliers * (Suppliers)



Enhance the livelihoods of local herbal farming suppliers (Farmers)



*Suppliers of herb, cullet, and spare parts



Sustainable Agriculture

Agricultural raw materials are important components used in the production of our beverage, healthcare, and personal care products. Osotspa values sustainable sourcing as well as environmental and social responsibility. Hence, we procure agricultural raw materials in accordance with national and global standards.

The Company has committed to sourcing agricultural raw materials, the key raw materials in our manufacturing process, from sources that adhere to high standards and are environmentally and socially responsible.

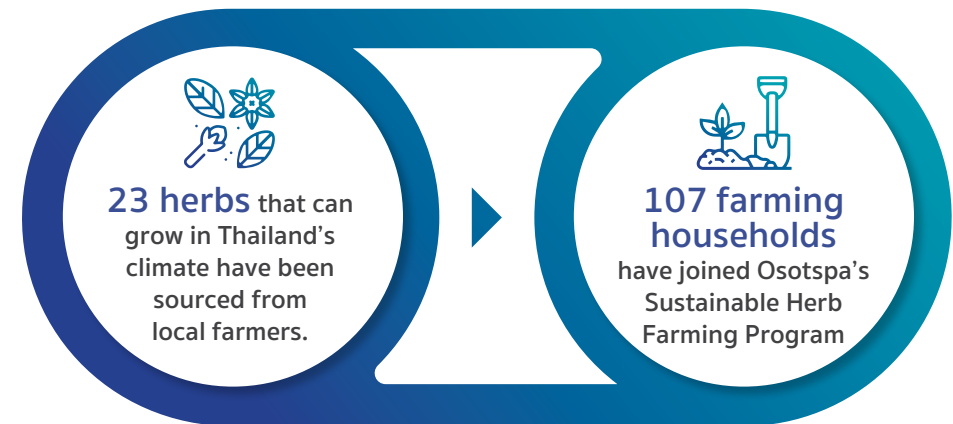
Our Exposure to Agricultural Products

	Purchase Volume (Tons)	Purchase Value Proportion
Sugar	23,000	3.51%
Herbs	433	0.05%
Juice concentrates, extracts, and others	1,000	1.63%

Sustainable Herb Farming

High-quality herbs are essential raw materials in the manufacture of our consumer products, which include energy drinks, functional drinks, personal care, and health care products. For this reason, we are committed to supporting capability development and improving the livelihoods of local herbal farming communities.

Osotspa collaborates with many parties to address the challenges associated with sustainable agriculture. Together with the Herbal Products Division of the Food and Drug Administration under Thailand's Ministry of Public Health and our suppliers, we launched the Sustainable Herb Procurement Project in 2020. The goal is to maintain a consistent supply of high-quality Thai herbs that are also environmentally friendly. This project not only helps Osotspa reduce risks in its supply chain, it also helps participating farmers gain access to markets, increase production capacity, and generate long-term income.





Osotspa collaborates with National Science and Technology Development Agency (NSTDA) to boost medicinal plant production and improve the quality of life for farmers in Thung Kula Ronghai

The Company recognizes the importance of creating economic opportunities for small business partners, such as herbal suppliers, and the use of sustainably sourced herbal ingredients. In 2022, Osotspa, together with NSTDA, universities, agricultural agencies, and farming communities, launched the project “Boosting the quality of life in Thung Kula Ronghai with science, technology, and innovation of medicinal plant” in the provinces of Sisaket, Roi Et and Maha Sarakham. The goal is to improve the production quality of three pilot herbal plants, namely ginger, plai (*Zingiber montanum*), and andrographis (*Andrographis paniculata*) in order to meet industry standards and market demand while also increasing product value. The Company also purchases products from this project in order to provide farmers with greater market access, thereby increasing income levels, improving quality of life, and supporting small business partners in growing together sustainably.



Sustainable Cullet Sourcing

Osotspa places a high value on packaging production, just as it does on high-quality beverage production. Today, the majority of our sales are beverages in sealed glass bottles. The primary material used in the packaging manufacturing process is cullet, or shattered glass, which can help with cost optimization and risk reduction in the supply chain.

To reduce raw material supply risk, we have developed sustainable cullet sourcing since 2020 by expanding our collaboration with both large and small cullet providers. We aim to increase the capacity of recycling centers, reduce the amount of waste from used glass bottles in Thailand, and support independent waste collectors and recyclers (Saleng) through a system that incentivizes supplying Osotspa with cullet.

Furthermore, the Company shall expand partnerships to a broader range of small to medium-sized local partners. This is to help us achieve our goals in accordance with the circular economy and ensure an inclusive supply chain that leaves no one behind.

More details of the Company's efforts to reduce the impact of its packaging production on the environment can be discovered in the [Environmental section](#) of this report.

In 2022, **257,000 tons of cullet** were sourced directly from **157 local suppliers**.





The Sustainable Procurement Journey (ISO 20400)

Osotspa is committed to extending performance sustainability throughout its supply chain to be consistent with the Company's vision of "The Power to Enhance Life" for consumers and society. To align with international standards, Mr. Viwat Krisdhasima, Chief Supply Chain and Digital Officer, led the adoption of the of Sustainable Procurement - Guidance ISO 20400:2017 for the supply chain operation system at Osotspa. We also support the sustainable operations of our suppliers by collaborating with SGS (Thailand) Limited in the "Journey of Sustainable Procurement ISO 20400" program, under which assessments will be conducted for the certification submission scheduled for 2023.





Making a Positive Impact

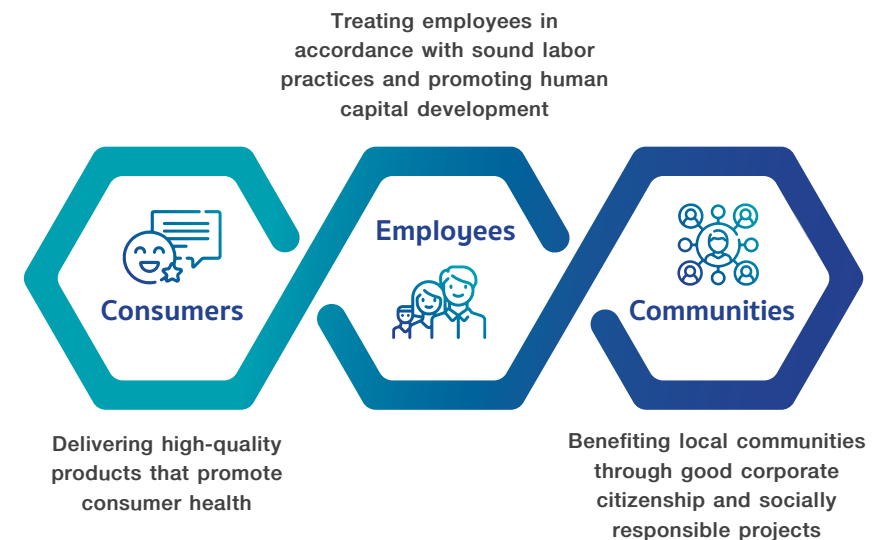
on Consumers, Employees, and Communities

“We conduct our business with ethics and integrity. Our goal is to have a positive impact on society by providing consumers with healthier products.”



A variety of factors are required for a business to be successful. At Osotspa, employees are vital to the company's success. With their support, we can provide high-quality products that meet the needs of customers across Thailand and in many other countries around the world. Another key factor is the development of the local communities in which we operate; we have a great opportunity to be part of both direct and indirect interdependence with countless local communities where we can enhance the quality of life for residents.

In short, Osotspa is dedicated to fulfilling its role as a positive global citizen and providing value to our key stakeholders.





Consumers

Delivering High-Quality Products that Promote Consumer Health

As Thailand's leading fast moving consumer goods manufacturer with a history that traces back over a century, Osotspa is proud of its success in building a portfolio of brands that stay at the top of consumers' minds. We are deeply committed to promoting healthier lives for our customers through high-quality, safe, and delicious products.

Our diverse product portfolio covers the beverage, personal care, healthcare, and confectionery spheres. In addition to improving our current products on offer, we strive to create new products that serve as healthy alternatives and respond to the needs of all consumer groups.

Our Approach

Osotspa's heritage was built on safeguarding public health and hence we actively support our consumers' current and future well-being. We are thus committed to providing high-quality, nutritious products to as many consumers as possible in Thailand and the other markets we serve.

The Company gives priority to the diverse health risks and needs of consumers when developing new products. With that in mind, the Company adopted the World Health Organization (WHO)'s Healthy Diet principles and Thailand's Healthier Choice guidelines in developing our Health & Nutrition Strategy which serves as the backbone of both the NPD and reformulation process.

Nutritious, Delicious, Forward-Looking



- Support health and immunity
- Serve the needs of aging consumers
- Support people's energy and mood

Responsible



- Appropriate serving size
- Drive sugar, calorie and salt to low levels while maintaining great-taste of products
- Comply with Responsible Marketing Principles
- Trusted external certifications

Accessible and Affordable



- Broad range of pack size
- Wide spectrum of prices
- Multi-channel business
- Reaching groups in need

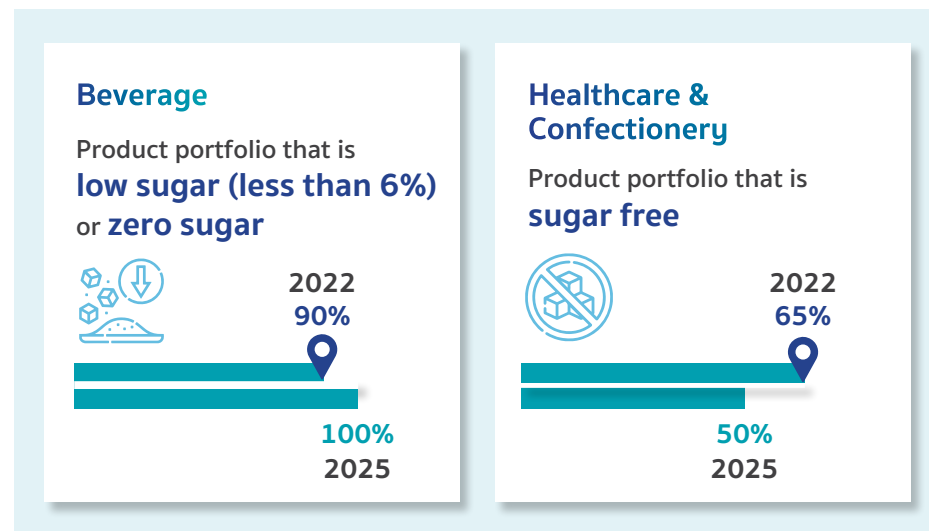


Osotspa's beverages, both energy drinks and functional drinks, provide enhanced value to consumers via the addition of functional, herbal ingredients and a reduced proportion of sugar. These qualities help our consumers balance nutrition and live a healthy lifestyle. In addition, Osotspa delivers products that meet a variety of consumer needs. Our personal care products range from baby care to beauty care for all genders. The products are designed with a focus on quality, efficiency, and safety.

More information about product quality and safety can be found in the [Economic section](#) of this report.

In addition, Osotspa strives for a healthier confectionery portfolio that meets consumers' health and well-being needs. We are committed to expanding the range of healthy options in this portfolio by adding herbal and sugar-free products.

Performance vs. 2025 Targets



Performance Recognition

Osotspa earned the Best Consumer Hotline Award, and we are the first FMCG company in Thailand to receive the certified standards for Customer Contact Center Management System (ISO 18295-1:2017)

These achievements demonstrate the effectiveness of both our standardized management system and the ability of our hotline to provide customers with information. This aligns with our long-term business goals of providing high-quality products, promoting consumer health, and delivering the best services possible to ensure consumer and customer satisfaction.





Responsible Marketing, Communication and Product Labelling

In addition to product development, we place a high value on the methods used to market products to create long-term sustainable value. We believe that communication, from product labels to advertising, must be accurate and contain vital information to assist consumers in making decisions and to maintain consumer trust in our brands.

Osotspa strictly regulates product labeling. We comply with local laws and regulations as well as applicable international standards. Our product labels are designed to be clearly visible, easy to understand, and must provide all required information, including nutrition, ingredients, package contents, storage methods, usage, date of manufacture expiry or best before date, manufacturer details, and relevant warnings. In addition to the product information that assists consumers in making a purchasing decision, our product labels provide the Company's Consumer Hotline +66 (0) 2351 1111. The hotline is intended to help consumers with their inquiries and complaints.



Our Approach to Ethical Marketing

Provide accurate information about the Company's products and services while adhering to all legal and regulatory requirements as well as international standards.

Disclose both the positive and negative environmental and societal impacts of the Company's operations.

Use creative communication and marketing that is simple to understand, particularly with vulnerable groups such as children/ youth and unsophisticated consumers, and provide them with sufficient information to make purchasing decisions for the products and services that meet their needs.

Never conduct marketing via information distortion or attacking other brands with false information.

Effective marketing and advertising can enhance our brand image and differentiate our products from those of competitors. In this regard, we are always responsible and fair to our consumers. We remain committed to professionalism in all marketing practices. This includes the prohibition of unethical advertising, false, ambiguous, and exaggerated information as well as any other type of information that may have a negative impact on society, either in the short or long term.



Employees

Treating Employees according to Sound Labor Practices and Promoting Human Capital Development

In line with Osotspa's vision - "the power to enhance life for consumers and community through a culture of high performance, innovation and sustainability" - we have developed holistic people strategies, looking to our organization's core values for guidance. Our goals in this regard are to attract, engage, develop, and retain high-quality people for our teams. These efforts have resulted in a highly competent workforce that provides long-term value to shareholders.

We go to great lengths to ensure that our employees are knowledgeable, operate in a safe environment, and are respected as individuals.

Fostering a Healthy and Safe Work Environment

Our top priority is to provide a safe and healthy work environment for our employees. To help prevent workplace accidents and illnesses, promote employee welfare, and ensure that the work environment stays in line with local laws and safety standards as well as international regulations, the Company has employed the "SHE Vision Zero" campaign. We are committed to being a sustainably safe organization, free of workplace accidents and occupational illness, where employees are healthy and environmentally conscious.



Our Performance

Despite the pandemic, Osotspa has continued to build a culture of safety and improve its overall safety management systems. The Company regularly monitors its overall approach to occupational health and safety in order to ensure that its performance standards are not only high, but adequately measurable.

The company has applied international safety indicators to monitor safety performance, such as Total Recordable Injury Rate (TRIR) and Lost Time Injury Frequency Rate (LTIFR). These are also used in the determination of workplace safety goals.

	2020	2021	2022
Total Recordable Injuries - TRIR (No./Million Man Hours)			
Employee	2.31	3.61	2.31
Contractor	0.79	2.20	1.30
Lost Time Injury Frequency - LTIFR (No./Million Man Hours)			
Employee	0.63	0.45	0.36
Contractor	0.59	0.79	0.65



Reflecting our enthusiasm for occupational health and safety management, the Company added various safety projects in 2022. By implementing effective occupational health and safety management, the Company was also able to successfully reduce the Total Recordable Injury Rate and the Lost Time Injury Frequency Rate of both employees and contractors.

Performance Update for 2022



Our Approach

Near-Miss Reports, Safety Suggestions, and Safety Patrol

Osotspa controls occupational health and safety risks in the workplace by implementing effective safety tools, including the “Near Miss Reporting, Safety Suggestions, and Safety Patrol” scheme. We follow a set of procedures that help track potential incidents in order to improve operations and enhance safety. Reported close-calls or near accidents are investigated to determine the causes and appropriate actions needed to prevent recurrence or other future accidents.

- **In the event of an accident,** the Company immediately implements proper corrective actions and launches an investigation to determine the cause. Such information must be recognized by the manager of the site where the accident occurs. Every accident must be reported to senior management as soon as possible.
- **Lesson Learned Card (LLC):** The tool allows companies in Osotspa group to share information about accidents and safety improvements. It equips operators with the knowledge they need to avoid future incidents.
- **Safety System Software:** To improve operational efficiency and reduce accidents, the company encourages employees report unsafe incidents through online systems such as the Safety Patrol for reporting unsafe accidents, the Near Miss Reporting, the Safety Suggestions for receiving suggestions, and the Kaizen system. These online systems allow operators and relevant persons to track progress in resolving issues and increases monitoring and improvement efficiency.

Emergency Response Readiness

- Every function in the Company must regularly review and improve its emergency plans, which include their response to fire incidents, chemical spills, floods, critical contagious disease outbreaks, etc. In addition, in each organization, the responsible persons and their roles in the event of an emergency must be defined and updated. Incident response drills must be conducted as planned in order to effectively prepare for and reduce the risks that may arise in the event of an emergency.
- Emergency equipment, including fire extinguishers, chemical recovery equipment, flood protection equipment, etc., must be checked and maintained to ensure availability.



Behavior-Based Safety (BBS)

We believe that a positive safety culture is a culture in which individuals within a workplace take responsibility for their own safety, in addition to the safety of those around them, enhance the overall safety culture, and expand activities associated with workplace safety. The company has thus implemented the principles of Behavior Based Safety (BBS) with the goal of reducing the number of workplace accidents by changing employee and contractor safety behavior. In 2022, BBS programs were implemented at seven of Osotspa's operational sites. The company plans to institute BBS in all departments to instill a safety culture throughout the entire group.

Benefits and Outcomes



Goal 1

โครงการสร้างพฤติกรรมความปลอดภัย

Behavior-Based Safety

เป้าหมายที่ 1

พนักงานในพื้นที่ผสมของเหลว (Mixing) สวมใส่อุปกรณ์ป้องกันอันตรายส่วนบุคคลครบถ้วน ตามกำหนดของพื้นที่ ได้แก่ รองเท้านิรภัย

โดยคณะกรรมการดำเนินงานโครงการปรับเปลี่ยนพฤติกรรมความปลอดภัย บริษัท กรีนสวิลล์ จำกัด (โรงงานของเหลว)

Goal 2

SIAM GLASS INDUSTRY SUMUTPRAKARN

Behavior-Based Safety

โครงการสร้างพฤติกรรมความปลอดภัย

เป้าหมายที่ 2

○ พนักงานเดาหลอม 3,4 ใช้การ์ดป้องกัน ขณะทำงานกับเครื่องจักรทุกครั้ง

BBS โดยคณะกรรมการดำเนินงานโครงการปรับเปลี่ยนพฤติกรรมความปลอดภัย บริษัท สยามกลาสอินดัสทรี จำกัด - สุนทรปราการ

Goal 3

Behavior-Based Safety II

โครงการสร้างพฤติกรรมความปลอดภัย 2

เป้าหมายที่ 3

○ พนักงานผลิต ใช้บันไดในการขึ้นไปคลุมผ้าใบทุกครั้ง

○ พนักงานคลังสินค้า สวมใส่อุปกรณ์ป้องกันการตกจากที่สูงทุกครั้ง

โดยคณะกรรมการดำเนินงานโครงการปรับเปลี่ยนพฤติกรรมความปลอดภัย บริษัท โอเอสพาส่ง จำกัด (มหาชน) โรงงานอยุธยา



Safety Training

Adjusting to the new normal, the Company continues to provide both online and in-person safety training for employees in order to strengthen awareness & foster a culture of safety in the workplace.

The new modes of instruction, namely the “SHE e-Learning” and “SHE Software”, enable employees to work through the material at their own pace, ensuring that they are fully comprehending occupational health and safety information that is integral to daily work activities.



All on-site contractors must receive safety training and understand the applicable standards before beginning work.



Safety Software

SHE-specialized management software was adopted for data connections across operations. The software facilitates synergies between the SHE function and other supportive operational units. In addition, SHE software helps the company ensure company-wide compliance with applicable regulations and requirements while saving time and effort in the process.

In 2022, the Company improved the statistical data of the software system for easy inspection and efficient data usage through the Incident Management system and expanded the scope of use to our overseas operations. We prioritize auditing legal compliance, revision, and monitoring using the SHE software system, which covers all laws applicable to the Company. We also encourage operators to keep a record of safety inspections and improvements in the Safety Patrol system.



Key Safety Initiatives in 2022

1. Focus on safety and environmental operations in accordance with the Safety, Occupational Health, and Environment plan for 2022-2025 and the Company's Vision Zero strategy.

Leaders must prioritize and participate in activities organized by the department's safety and environment.



2. Employee Capability and Knowledge Development Programs such as
 - The hearing conservation program by occupational health physicians
 - Kiken Yoshi Training (KYT) to raise safety awareness





3. Programs to Increase Employee Engagement

- SHE Day activities instill a sense of safety in employees as well as the importance of reducing work-related accidents.
- “We’re not overweight” project to raise awareness of healthcare among employees.
- A safety bonus to encourage employees to work safely on a consistent basis.



4. Safety Leading Indicators are utilized to set safety goals and reduce work-related accidents. All items must be completed according to the specified goals.



Safety-Related Standards & Certification

Plan to achieve the certification of Occupational Health and Safety Management system standard **ISO45001:2018**



In 2022, two subsidiaries within Osotspa group were certified ISO 45001:2018. The Company plans to expand the scope of the certification to 2 additional production sites.

Certified	On process	Starting Process in 2023
<ul style="list-style-type: none">• Siam Glass Industry Factory (SGI), Samut Prakan• Beverage Filling Plant, Ayutthaya	<ul style="list-style-type: none">• Siam Glass Industry Factory (SGI-AY), Ayutthaya• Siam Glass Ayutthaya Factory (SGA), Rojana Industrial Park, Ayutthaya	<ul style="list-style-type: none">• Liquid Personal Care Plant, Greenville Factory, Ladkrabang, Bangkok



Plant Location	Thailand Safety Excellence Award (Department of Labor Protection and Welfare)	Thailand Vision Zero Award (Safety and Health at Work Promotion Association)	Zero Accident Campaign (Institute for Occupational Safety, Health and Environment)	ISO 45001: 2018
Beverage Filling Plants				
Beverage Filling Plant, Huamak, Bangkok			✓	
Beverage Filling Plant, Ayutthaya		✓		✓
Beverage Filling Plant, Min Buri, Bangkok				
Personal Care Plants				
Liquid Personal Care Plant, Greenville Factory, Ladkrabang, Bangkok		✓		
Powder Personal Care Plant, Greenville Factory, Ladkrabang, Bangkok	✓		✓	
Glass Factories				
Siam Glass Industry Factory (SGI), Samut Prakan				✓
Siam Glass Ayutthaya Factory (SGA), Rojana Industrial Park, Ayutthaya		✓	✓	
Siam Glass Industry Factory (SGI-AY), Ayutthaya	✓		✓	
Cullet treatment plant (SCL), Saraburi	✓		✓	
Other Facilities				
Label Printing Factory			✓	
Osotspa Beverage Factory (Siam Beverage)			✓	
Warehouse, Ladkrabang, Bangkok			✓	



Human Rights at Osotspa

Treating Employees Equally, Politely, and Without Discrimination

The company adheres to the International Labor Organization (ILO)'s principles of zero tolerance for discrimination and harassment, and respects the right of employees to form or join labor associations.

Good Labor Practice

Employees are invaluable assets in our organization and propel our business forward. We are dedicated to fostering a positive corporate culture and work environment. Our employees must be treated fairly and their individuality must be respected. We adhere to human rights principles and operate in accordance with laws and regulations as well as our internal standards.

As stated in our Code of Conduct, all employees are entitled to equal opportunities for employment, appointments, and relocation regardless of ethnicity, religion, gender, marital status, or physical disability. Furthermore, our employees must never be forced into labor.

Welfare Committee

Osotspa has permitted the formation of an employee association through representatives and a welfare committee. Elected by all employees, members of the welfare committee serve as employee representatives.

Employees are the key stakeholders who drive business sustainability. In 2022, the Company collaborated with employee representatives and the Employee Welfare Committee to share dialogue and bolster relations.

Performance Results

During the collaboration with the representatives, 14 topics were discussed, including travel expenses, staff canteen renovations, living areas, and restrooms. Nine of those topics were agreed upon and resolved, resulting in improved employee well-being and morale at work.





In 2022, Osotspa received the certificate of Outstanding Establishment in Labor Relations and Labor Welfare and the Thailand Labor Management Excellence Award for the third consecutive year from the Department of Labor Protection and Welfare, Ministry of Labor. The award was granted to the Company in recognition of its good practice in employee quality of life improvement and employee relations



Fair Compensation

Remuneration strategy has a significant impact on the Company's ability to attract and retain talent. For this reason, Osotspa analyzes and reviews employee compensation and welfare strategies on a yearly basis to ensure that the company's benefits plan is competitive when compared to other leading companies. We provide employees with generous benefits and welfare programs, including salary, bonus, provident funds, healthcare, life insurance, child education aid, financial support for weddings, child delivery benefits, financial support for funerals of family members, gifts for the first-born child, etc.

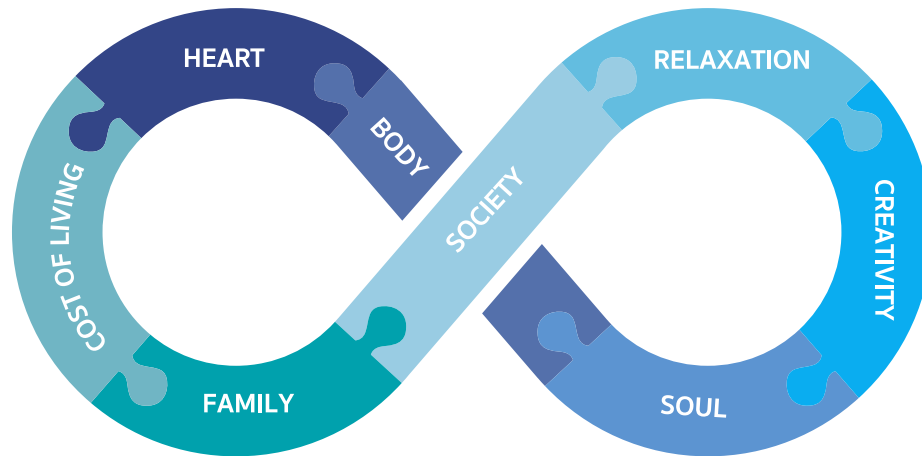
A more detailed explanation of employee remuneration & other welfare programs is available in the [Corporate Governance](#) section of this report. In addition to offering employee benefits that are competitive vs. those of other leading companies in the industry, Osotspa's employee welfare is exceptional, with the following additional benefits:

- Osotspa Employees Savings Cooperative Limited - Established to promote financial savings and lending at lower interest rates than other commercial banks. Members earn interest on their savings and receive annual dividends on their shareholdings.
- Osotspa Employees' Club - Led by an elected club chairman and a team under two-year terms. The club is in charge of organizing recreational activities for employees, such as clubs for sports and other activities based on employee interests, as well as arranging the company's annual party and traditional activities that promote organizational unity and preserve cultural heritage.



Happy Workplace

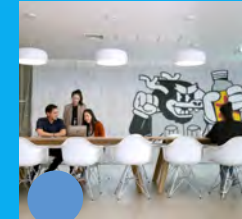
Osotspa's "Happy Workplace" Activities are in accordance with the Ministry of Social Development and Human Security guidelines, promoting a positive attitude and encouraging employees to live a happy and sustainable life.



CREATIVITY

Employee enhancement via idea contests

Co-working spaces designed to promote creativity



RELAXATION

Retirement activities and ceremony

Singing Contests



SOUL

Religious/spiritual activities

Prayer and making merit



BODY

OSP activity 'No obesity, No belly, No disease'

Fitness facilities, trainers, diet coaching

Sport activities such as darts and football

Influenza vaccination



SOCIETY

Buddhist robe-offering ceremony to support a temple

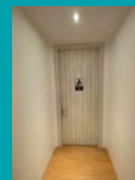
Blood donation activity every four months



FAMILY

Scholarships for employees' children/activities for employees' children

Breastfeeding facilities/ Lactation room



COST OF LIVING

Sales of consumer products at discounted prices via O-Market

A free haircut activity to help save employee expenses



HEART

Employee volunteer program with special social, environmental activities

Community activities such as donating survival bags to flood victims





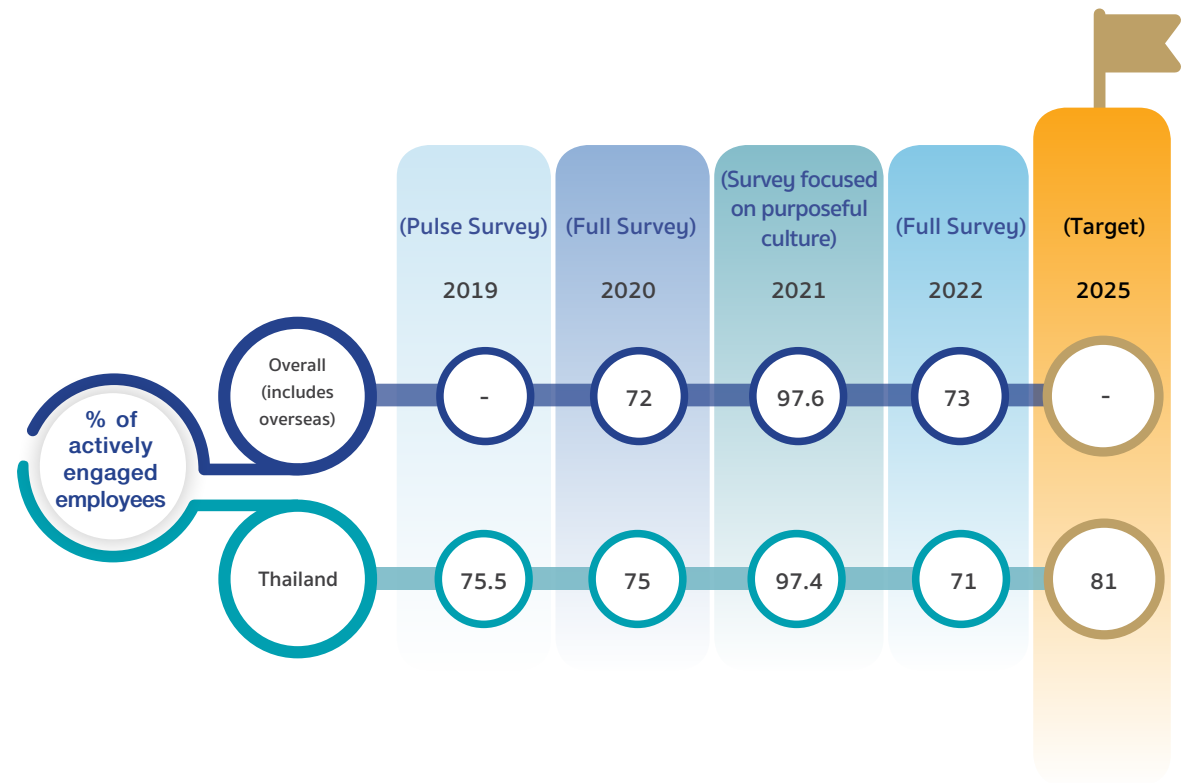
COVID-19 Care

- Employees can be reimbursed for a COVID-19 test once at a budget limit of 5,000 Baht as part of their personal OPD allowance.
- The Company provided third and fourth booster doses of the Moderna vaccine to all employees and their families from November 2021 to June 2022.
- Provided an OSP care center by HRBP with doctors and a nurse to provide health services to employees, health consultations, and to support the treatment of COVID-19 cases.

Employee Experience Survey (Engagement Survey)

Employee engagement is a critical driver of business success and organizational performance. Osotspa thus employs a variety of approaches, including “Employee Experience Surveys,” to better understand employees and to devise effective methods for increasing employee engagement and creating an overall better workplace.

The “Employee Experience Survey” examines employee satisfaction based on their day-to-day work experience. The survey results assist us in identifying issues that need to be addressed. A full-scale version of this survey is conducted every two years.





Best Companies to Work
for in Asia 2022 from
HR Asia for the second
consecutive year



Thailand Kaizen Award
2022 at the bronze level



Thailand Corporate
Excellence Award 2022



Certification for
the Standardon Prevention
and Solution to Drug
Problems in the Workplace
(White Factory Certificate)



CSR-DIW Award 2022



A plaque of honor in
recognition of valuable
contribution to consumer
protection



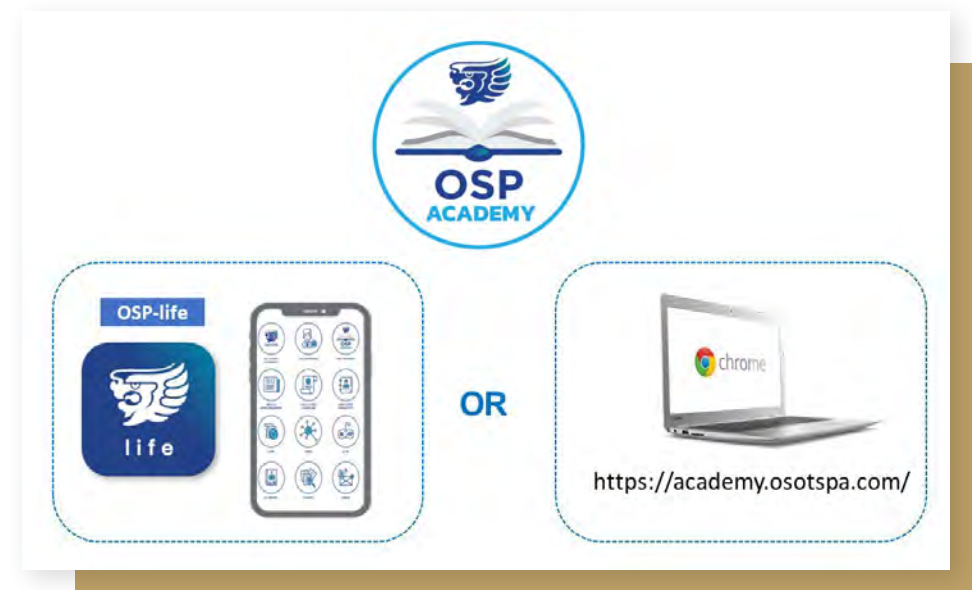
**The Most Powerful Brands
of Thailand 2022 Award
for M-150 and C-vitt**

The Company's learning materials combine online media and interactive communication through applications as well as traditional classroom-based methods (Development Impact Journey), all aimed at expanding the knowledge of our future leaders. We have high expectations for employee performance and we are committed to creating a work environment in which employees can demonstrate their full potential. Our employees gain necessary skills through on-the-job training and experience to prepare them for future increases in responsibility and job complexity.

Facilitating Staff Capability Development

It is crucial to strengthen employee capabilities in order to support domestic and international business growth. Hence, the OSP Academy was established by the Company with a focus on capability building. Additionally, with the rapid changes in the industry and trends of the digital age, it is even more important that employee capabilities be consistently examined and re-skilled/up-skilled.

To effectively deliver such knowledge, the Company employs a blended learning approach that includes classrooms, e-learning, coaching, and hands-on experiences through project assignments. This approach values lifelong learning and strikes a balance between today's essential skills and those required in the future. A more detailed explanation of the Human Capital Development & Leadership program is available in the Corporate Governance section of this report.





Cultivating a Culture of Agility

Digitalization and the Workforce

Osotspa has implemented an HR cloud digital solution, O-In-1, as a one-stop platform for HR processes and services. Employees can use their smartphones and personal computers to access the services at any time and from any location. The platform enables employees to manage individual tasks and work with the team through digital tools. Furthermore, the platform offers various activities that encourage employee engagement and foster a positive work culture, including awards and recognition of employee achievements.

Fast Forward 10X Project

A multi-dimensional organizational transformation program that includes work process improvement aimed at becoming more efficient, fast, and flexible. The program utilizes employee capability management to increase skill variety and knowledge and adopts digital technology to remain agile and progressive. This is to boost the Company's competitiveness and support sustainable growth.

Agile Workplace

Amid pandemic-related restrictions on in-office work, the Company developed a digital infrastructure that facilitates efficient remote work, employing MS Teams, e-forms, and Office Smart Service Requests. In addition, for those who need to work at the office, we have a hot desk policy in place. This is to manage health and safety risks while also encouraging employees to be agile in a flexible workplace.

Osotspa also offers a wide range of employment opportunities. This supports the Company's agility and flexibility, as well as the various needs of individuals and job requirements.

Flexible working hours

Osotspa has implemented flexible office working hours for employees since 2018. Employees are allowed to manage their work schedules at their discretion in accordance with the organizational values of morality and integrity. This practice increases productivity while maintaining work standards and responsibility.

Working-from-home arrangements

To ensure employee safety and the continuation of the business amid COVID-19 outbreaks, Osotspa has instituted guidelines for employees to work from home since March 2020. We have provided the necessary equipment, such as laptop, computers, office chairs, and mobile phones, as well as improved the Company's communication channels, allowing employees to work effectively without having to come into the office. This saves our employees both time and money on travel costs.

Childcare facilities and contributions

Since 1976, Osotspa has supported employees by alleviating the financial burden of their children's education via educational scholarships ranging from elementary to undergraduate levels.

Breast-feeding/lactation facilities or benefits

Maternal and infant health is critical. Osotspa provides a private, clean, and safe room for female employees to collect breast milk.



Communities

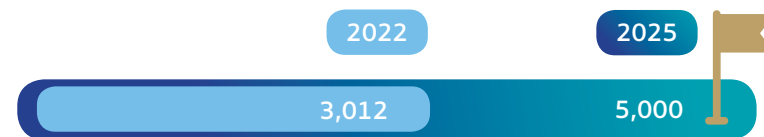
Benefiting Communities through Good Corporate Citizenship and Socially Responsible Projects

“Teck Heng Yoo” or “Prosperity from Charity” has been in the DNA of Osotspa since the Company was established. We believe that by investing in local communities, we can encourage positive changes in the world around us, in turn promoting a more appealing environment for the business to operate and grow.

As a leading health product manufacturer in Thailand, Osotspa is determined to play an important role in the economic and social development of surrounding communities by creating equal and sustainable opportunities for all. Our philanthropic programs aim to improve people's lives by promoting local talent and ensuring access to health care.

Performance in 2022

Improving quality of life through our CSR initiatives (People)

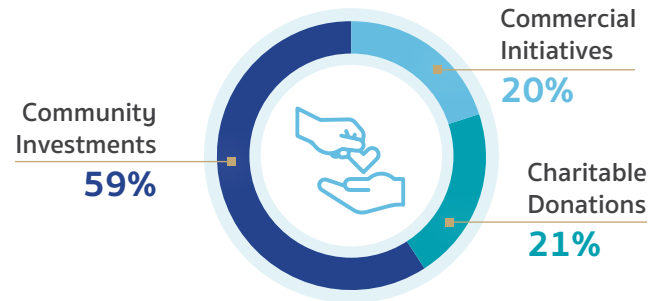


Philanthropic Contributions in 2022





By Activity Type



By Contribution Type

Cash Contributions 15.8 million Baht	In-kind Giving 15.5 million Baht
Time: value of paid working hours of corporate volunteers/employees 38.7 million Baht	Management Overhead 4.3 million Baht

Over 12 Million Baht in Support for Sports and Athletes



Thailand Boxing Association



Thai Takraw Association



Thai Amateur Weightlifting Association



The Table Tennis Association of Thailand



Thai Cycling Association



Royal Aeronautic Sports Association of Thailand

2022 Highlights

In 2022, Osotspa was granted 3 awards for supporting the disabled with career opportunities:

- 1) "Sustainability Role Model Organization in the Thai Capital Market Award for Empowerment of Persons with Disabilities 2022" (Outstanding Level) award by the Office of the Securities and Exchange Commission (SEC) together with the Ministry of Labor, Department of Skill Development, Department of Employment, Department of Empowerment of Persons with Disabilities, and Thai Listed Companies Association and Disabilities Thailand.
- 2) "Outstanding Organization in Supporting the Disabled of the Year 2022" award by the Ministry of Social Development and Human Security for the third consecutive year.
- 3) "Organization in creating benefits for people with disabilities" award granted by the Ministry of Social Development and Human Security. Granted for complying with laws on the promotion and development of people with disabilities (section 35) through building physical strength with a network of physiotherapists. Willpower and mental well-being of people with disabilities are also supported and participants can apply and generate income for themselves and their family.





Our Philanthropic Direction

In accordance with our Company's "Power to Enhance Life" vision, Osotspa is committed to improving Thai people's quality of life via three major missions: Vocational Support and Development of an online selling platform for the disabled, Educational Support, and Community Relations & Environment.



Vocational Support for the Disabled

Life Must Go On Project - Vocational Support and Online Selling Platform for the Disabled



Osotspa provides opportunities for people who were the breadwinners for their families before they became disabled as a result of a serious accident or illness. Through the "Life Must Go On" project, the Company assists such individuals in regaining the ability to move forward with self-reliance. We have created income-generating activities and vocational training while supporting a market access platform for three project categories, focusing on a sustainable vocation through the concept of "teaching a man to fish".



Throughout the project, Osotspa has gained knowledge and experience that have allowed it to expand its collaborative network with various organizations in the public and private sectors, including the Ministry of Labor, the Ministry of Social Development and Human Security, the Department of Employment, local government agencies, and the Department of Empowerment of Persons with Disabilities. We continue to develop new models that assist people with disabilities. This includes creating a community in which members can support one another by exchanging knowledge about product distribution channels and advice on marketing, sales promotion, and brand building for the disabled.

Among the brands created for this project are 'Kindee' for agricultural products, 'Handy' for basketry products, and 'Yoodee' for woodworking furniture. The online platform page 'Kindee Yoodee Handy' was created to expand into the online market and become more well-known. Importantly, it encourages the disabled participants in the project to shift from being receivers to givers by sharing their experiences with others. A learning center has been established and is run by the disabled for the disabled to pass on knowledge and skills to new members and those who are interested.



In 2022, this brand helped generate over 800,000 Baht income for people with disabilities, including more than 400 family members or carers of people with disabilities. Those who have participated in the project earned an average monthly income of 6,000 - 14,000 Baht to share with their families. We believe the project will serve as an inspiration to other organizations.



Educational Support

The Osotspa Foundation provides scholarships to students in the medical, pharmaceutical, nursing, and physical therapy fields without any obligation. These scholarships enable recipients to give back to their community by improving rural access to healthcare and services.

Scholarships granted
in 2022
6 scholarships

Total
240,000 Baht

Given-out
Scholarships
**790 scholarships
Since 1988**



Community Relations & Environment

Osotspa Promotes Green Power, Creates Opportunities, and Brings Happiness to Communities through the “Bottle to Bottle” and “Osotspa Go Green” Project

The Bottle to Bottle Program was initiated to promote green power within the community by providing waste separation equipment and employee volunteers who disseminate advice and general waste separation knowledge. The volunteer employees also help record the amount of waste collected by the community. For every 1 kg of glass bottles sent back into the recycling process, Osotspa donates 50 satang to support public benefits and help the underprivileged. The project was piloted in communities surrounding the head office in Huamak, with over 200 households participating. These projects have since expanded into new areas. In collaboration with the Stock Exchange of Thailand, we encourage partners of the ‘Care the Whale project’ in the Bang Krachao community (population over 40,000 people, 13,200 households, and 13 residential buildings along Ratchadapisek Road) to participate in waste separation and delivery to the collection points located in various buildings.





The Bottle to Bottle Program's impact on the community's green power continues to grow. The amount of recyclable waste brought to us by the community has almost doubled since the launch of the project. Indeed, over 33 tons of glass bottle waste and over 37 tons of other recycled waste have been returned into the recycling process, totaling more than 70 tons. Osotspa hence can use waste glass bottles as raw materials in the production of new packaging bottles. This has cut the amount of carbon dioxide emitted into the atmosphere by 8,067 kilograms carbon dioxide equivalents (kgCO₂e). Used glass bottles are also converted into Osotspa products and distributed to the community based on the amount initially collected. The products are given to the Wat Chak Daeng community and the Stock Exchange of Thailand to be used for charitable purposes and to support Buddhist organizations. Glass bottle collection helped fund a community sports complex near the Osotspa factory in Hua Mak.

Osotspa has also broadened the scope of its social strategy implementation by launching the "Osotspa Go Green, Plants Trees for Bangkok People" project, which aims to plant 10,000 trees in four years (2022 - 2025). The first phase involves the planting of 2,500 trees on four rai of vacant land along Srinakarin Road and Krungthep Kreetha Road to increase green space and serve as a dust filter, reduce pollution, provide shade, and promotes ecosystem diversity.





Protecting the Environment

At both the Company and Consumer Levels

“We focus our resources on minimizing environmental impact through implementation of circular economy principles.”



With a focus on creating value for society and the environment, the Company is committed to optimizing natural resource consumption and improving efficiency across our operations.

As one of Thailand's leading consumer producers, Osotspa makes its best efforts to ensure environmental sustainability for the entire life-cycle of our products and packaging through the OSP sustainable packaging strategy.

At the Company Level

by increasing
operational eco-efficiency



At the Consumer Level

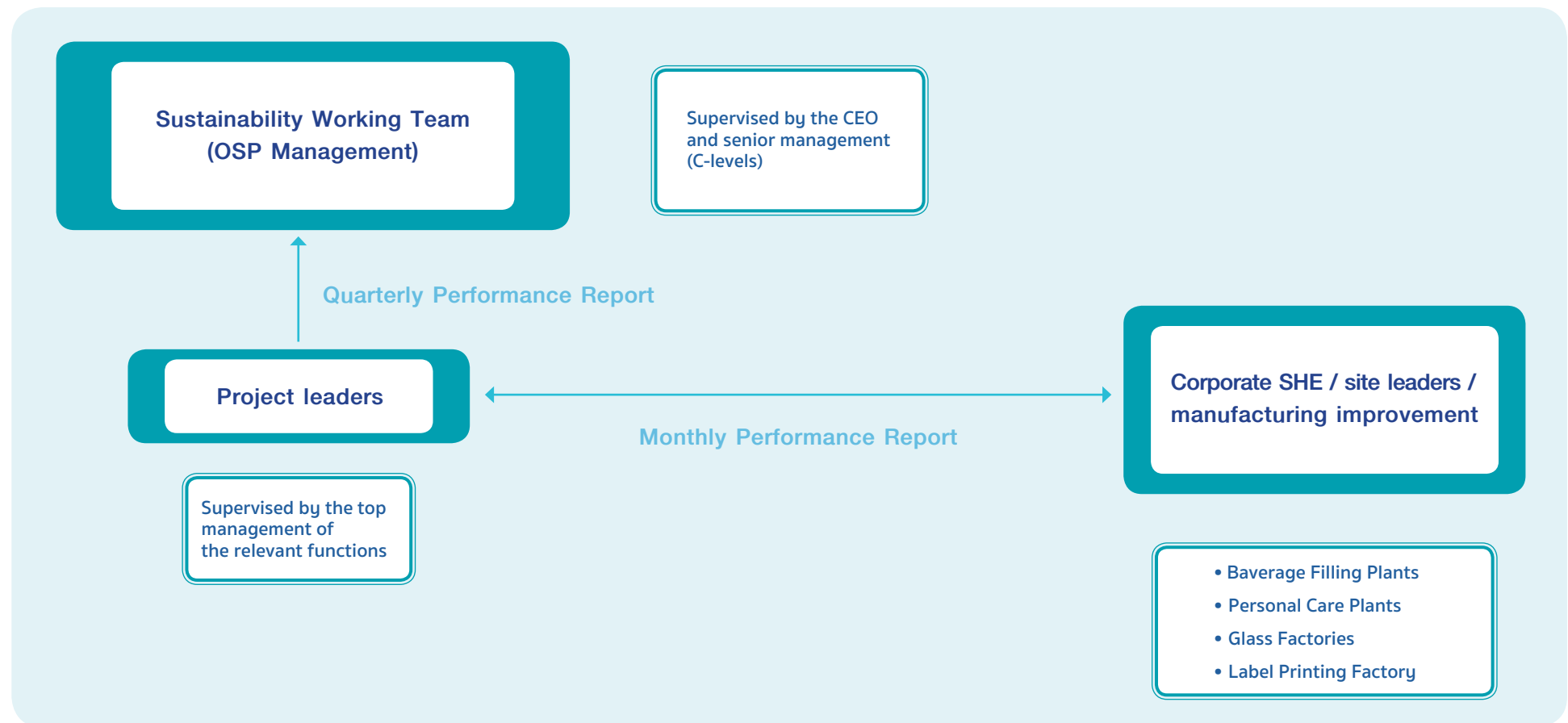
by reducing
the environmental impact
of our packaging





Governance Structure and Environmental Performance

To ensure the success of our sustainability strategies and eco-efficiency development, reduction of resource consumption and environmental impact is driven across the organization. Indeed, implementation of sustainability is a strategic goal for Osotspa. This is illustrated by the fact that sustainability in operations is part of the key performance indicators for management and employees at the Company. Progress reporting is required quarterly by the Sustainability Working Team.





At the Company Level

By Increasing Operational Eco-Efficiency

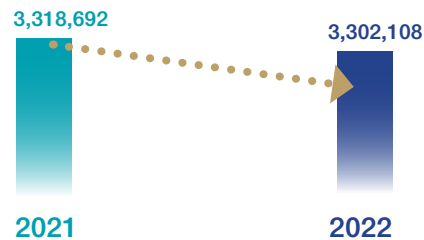
With a commitment to minimize the environmental impact of our business activities, we continually improve our processes to make operations more efficient while exploring solutions for energy & climate management, water management, and waste management.

Osotspa has set a medium-term target of more resource-efficient operations and a more climate-resilient business.

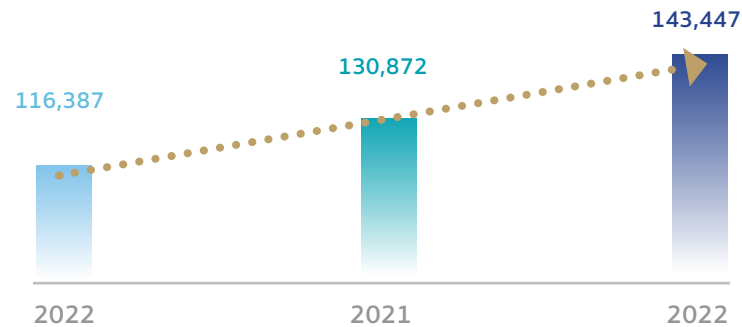
Performance in 2022

Energy Consumption

Reduction of Energy Consumption
(GJ)

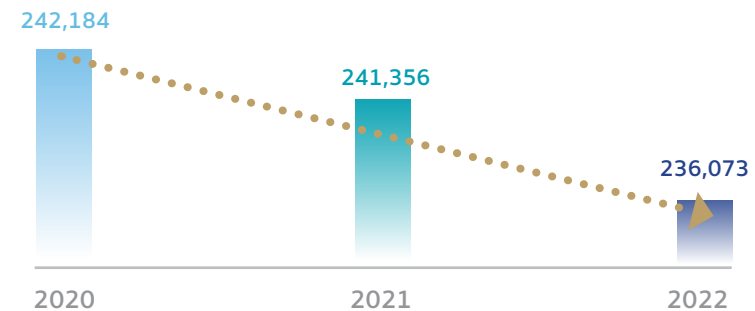


Increasing Renewable Energy Consumption
(GJ)



GHG Emissions

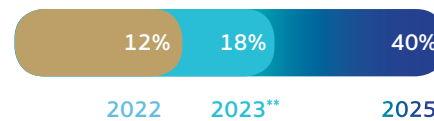
Reduction in Greenhouse Gas Emissions (Scope 1 & 2)
(tCO₂e)



Water Consumption

Reduction of water consumption
in a production unit*

(m³/ tons of production)



*Baseline year 2018

**Short-term Target



Waste Management



Maintain Zero
Waste to Landfill

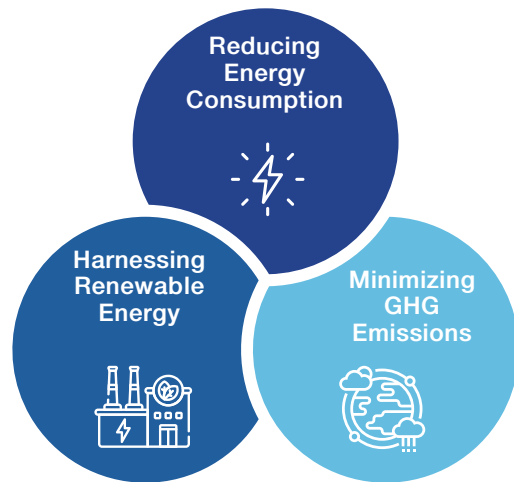
* Cover production unit areas.
Scope covers industrial waste.



Energy & Climate Management

In order to reduce the environmental footprint of our business operations, we adopt diverse solutions for energy & climate change management. These include new initiatives and collaborative actions that drive environmental innovation, both within our operations and across the value chain.

In 2022, Osotspa implemented numerous energy saving initiatives with the objectives of minimizing energy use, promoting use of renewable energy, and lowering greenhouse gas emissions from our business activities.



In 2022, Osotspa conducted a risk and opportunity assessment in accordance with the international operating framework of TCFD - Task Force on Climate-related Financial Disclosures. The assessment covers aspects such as physical risks, transition risks, etc. More information can be found on the website.



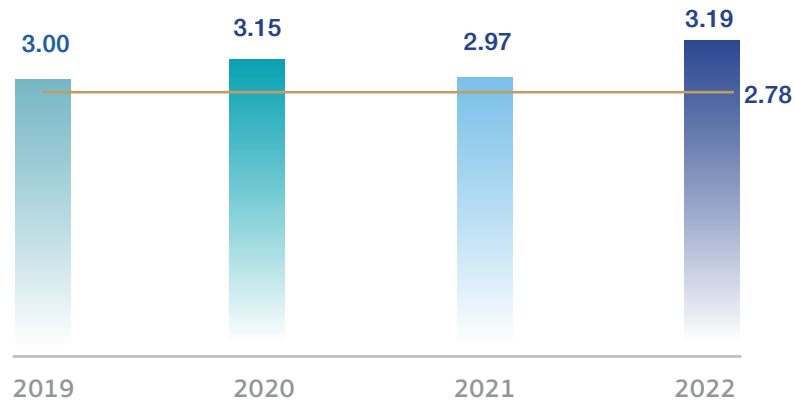
Reducing Energy Consumption

Osotspa is conscious of the adverse impact our business may have on the environment. To reduce environmental footprint, the Company prioritizes efficiency enhancement. Such enhancement is achieved by streamlining our processes and managing energy consumption in our business operations. The Company also believes that energy-efficient operations enable the business to be more competitive via reduction of energy costs.

We are committed to our 2025 target of reducing energy intensity by 15% compared to the 2018 baseline. To this end, the Company shall continue to implement diverse energy saving initiatives across our operations.



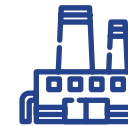
Total Energy Consumption per product unit
(GJ/Tons of production)



2022 Highlighted Projects:

Heat Recovery

Recovering heat waste from the glass bottle production facility to produce steam for the beverage production facility.



Double Pass Regenerator system

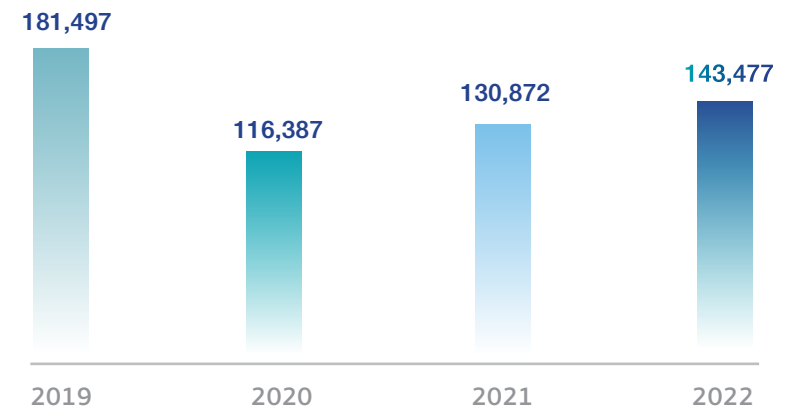
Improving efficiency of preheating by adopting a Double Pass Regenerator system.



Harnessing Renewable Energy

Osotspa believes that greater use of renewable energy sources such as wind, solar, biogas and biomass helps reduce reliance on conventional energy sources which tend to be huge contributors to global warming emissions. To support the mitigation of climate change, we are actively exploring portfolio diversification into renewable energy projects that reduce Green House Gas emissions, in line with the UN SDGs.

Renewable Energy Utilization
(GJ)





2022 Highlighted Projects: Renewable Energy

Biomass

Biomass consumption (palm shell waste from the agro-industry process and biomass pellets) to generate steam that can be used as heat in the beverage production process.

- Renewable Energy Production: **128,142** GJ

- GHG Reduction: **10,786** tCO₂e

**Compared with Fuel Oil emissions



Solar Rooftops

Installing solar rooftops at 5 Osotspa plants with a total capacity of 4,251,436 kWh

- Renewable Energy Production: **15,305** GJ

- GHG Reduction: **2,125** tCO₂e

**Compared with electricity emissions



Our combined use of **143,447** GJ

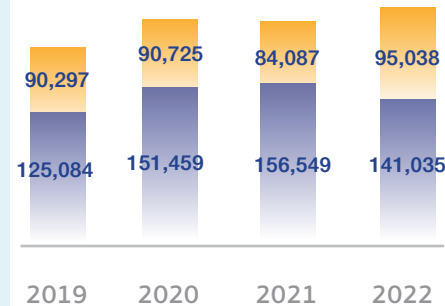
- of renewable energy saved over **12,911** tCO₂e
- or equivalent to planting **100** perennial trees

Minimizing GHG Emissions

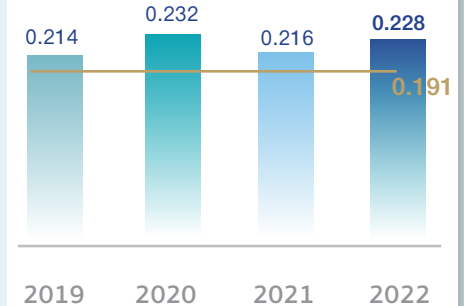
In line with the UNGC Communication on Progress (COP) & Thailand's Climate Change Policy, Osotspa is committed to reducing greenhouse gas emissions across our operations. We continue to develop new initiatives and seek alternatives to reduce carbon footprint.

To identify carbon reduction measures, the Company tracks Direct and Indirect greenhouse gas emissions (Scope 1&2) in accordance with the standards of the Thailand Green House Gas Organization (TGO) - Guidelines on GHG Accounting and Reporting for Organizations.

GHG Emissions
(tCO₂e)



Total GHG emissions per product unit
(scope 1&2)
(tCO₂e/tons of production)

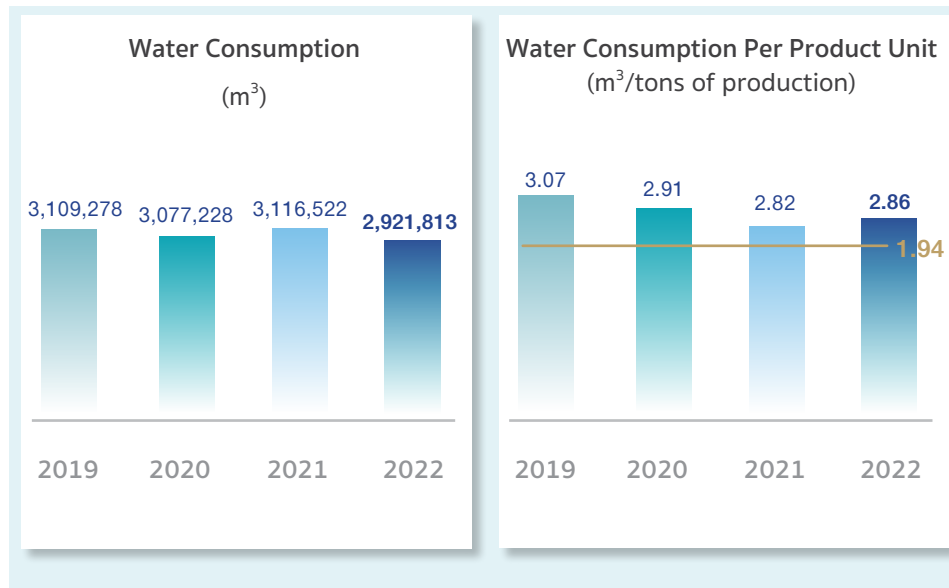




Water & Wastewater Management

With water demand growing but supply declining, it's more critical than ever for beverage producers to manage water usage and improve water efficiencies. Water is not only one of the most important ingredients in beverage production, but also a vital resource for the well-being of local communities. Osotspa therefore emphasizes the importance of water efficiency, both within our operational sites and the surrounding areas.

The Company focuses on increasing water efficiency in production, managing wastewater through our high-quality treatment unit, and evaluating business risk associated with the global water situation.



Performance in 2022: Water and Waste Water Management

Recovery Tank for Excess Cool-Down Water

Collecting excess water to be sent back to a raw water tank for treatment



Water Recycle – Phase II

Treating discharged water and reusing the treated water in Osotspa's facilities



Return of Condensate to Boiler

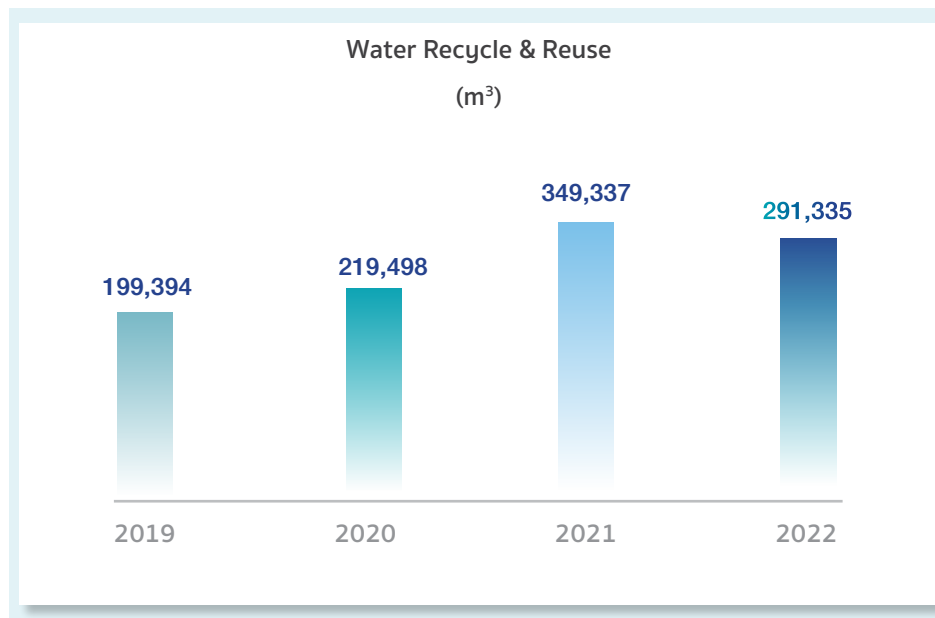
Trapping condensate water from the Washer & Pasteurizer process to be returned for use in boiler





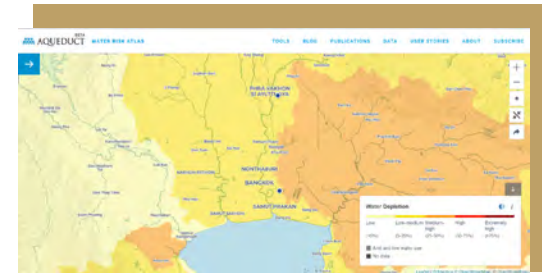
Water Reuse & Recycle

We strictly monitor wastewater quantity & quality in compliance with local requirements and regularly report the results to the responsible functions for appropriate management. By applying the 3Rs principle, the Company continues to pursue improvements in waste water management through process efficiency and technology advancement in order to increase water recycle/reuse rates.



Water Risk Assessment

As a leading beverage company in Thailand, Osotspa recognizes that effective water management is key to mitigating operational risk. The Company hence conducts water risk analysis using WRI's AQUEDUCT water risk tool to evaluate changes in water availability, assess water-related risk, and identify water stress locations.



The findings from the AQUEDUCT water risk assessments reveal that all of OSP's operations in Thailand are located in Low to Medium water stress areas. In 2022, Osotspa improved the water resources risk assessment by conducting

an exploration survey of the physical characteristics and social contexts of the main production areas in Phra Nakhon Si Ayutthaya. We also broadened the scope of the risk assessment to include social dimensions, sufficiency tendency, surface and ground water resource quality, and water consumption needs. This data will be used to plan operations and determine appropriate risk management measures. More information is available on the website.



Waste Management

We manage waste according to the 3Rs, with the aim of reducing as much waste, as possible from our business activities. This ensures that resource management is efficient and in line with the United Nation's Sustainable Development Goal No.12 - Responsible Consumption and Production.

Zero Waste to Landfill

In line with our goal of zero waste to landfill, the Company minimizes manufacturing waste from our domestic and overseas operations with a pragmatic approach, one that complies with local regulatory requirements and supports the circular economy.

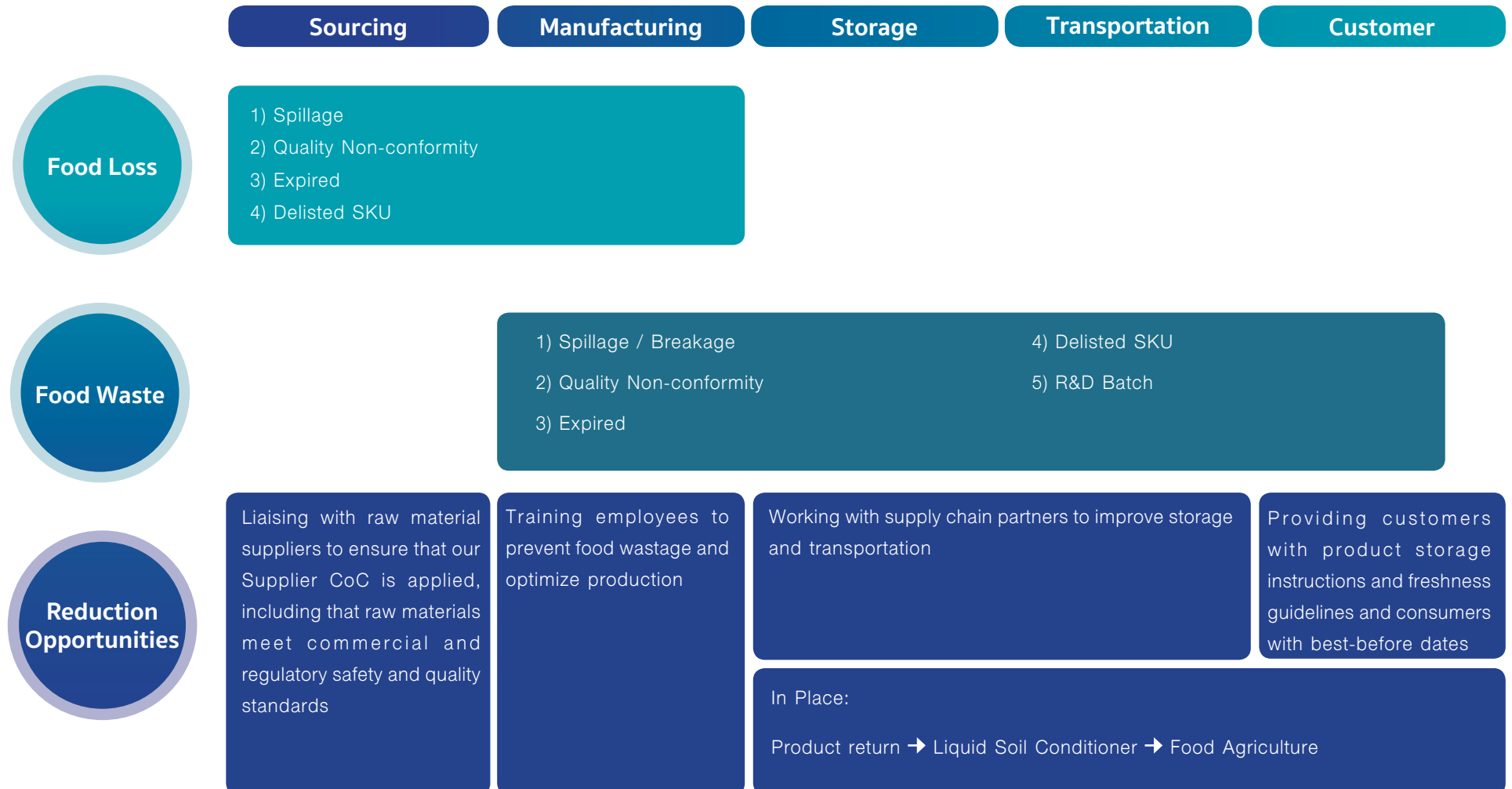




Food Loss & Food Waste

Going further, the Company has introduced a strategy that promotes reduction of Food Loss & Waste, in turn increasing efficiency across our value chain and reducing global methane emissions.

The Company's focus here covers all the steps of our value chain, measuring loss & waste in ingredients, beverage manufacturing, warehouse & distribution, and at the consumer level.





Related Standards & Certificates

Our approach involves “compliance” with applicable regulations, government approvals, and license conditions. We continue to improve our environmental performance, in accordance with both Thai & global standards.

Plant Location	Related Standards & Certification						
	GI: Green Industry	CFO: Carbon Footprint for Organization	ISO 14001: 2015	ISO 50001: 2018	3Rs	3Rs+	Zero Waste Achievement
Beverage Filling Plants							
Beverage Filling Plant, Huamak, Bangkok	✓						
Beverage Filling Plant, Ayutthaya	✓	✓	✓				
Beverage Filling Plant, Minburi, Bangkok	✓						
Personal Care Plants							
Liquid Personal Care Plant, Greenville Factory, Ladkrabang, Bangkok	✓	✓	✓		✓	✓	✓
Powder Personal Care Plant, Greenville Factory, Ladkrabang, Bangkok	✓		✓				
Glass Factories							
Siam Glass Industry Factory (SGI), Samut Prakan	✓	✓	✓				
Siam Glass Ayutthaya Factory (SGA), Rojana Industrial Park, Ayutthaya	✓	✓	✓				
Siam Glass Industry Factory (SGI-AY), Ayutthaya	✓	✓	✓	✓			
Siam Cullet Factory, Saraburi	✓						
Other Facilities							
Label Printing Factory	✓						



At the Consumer Level

Reducing the environmental impact of our packaging

The interconnected public concerns of climate change and post-consumer waste have become a focus for both businesses and consumers. As one of Thailand's leading consumer product manufacturers, Osotspa recognizes the responsibility we have in promoting a circular economy and sustainability in packaging.

With the aim to create systemic change, Osotspa's sustainable packaging strategy centers on pragmatic approaches; these range from how our packages are designed and produced to how packaging waste is recycled.

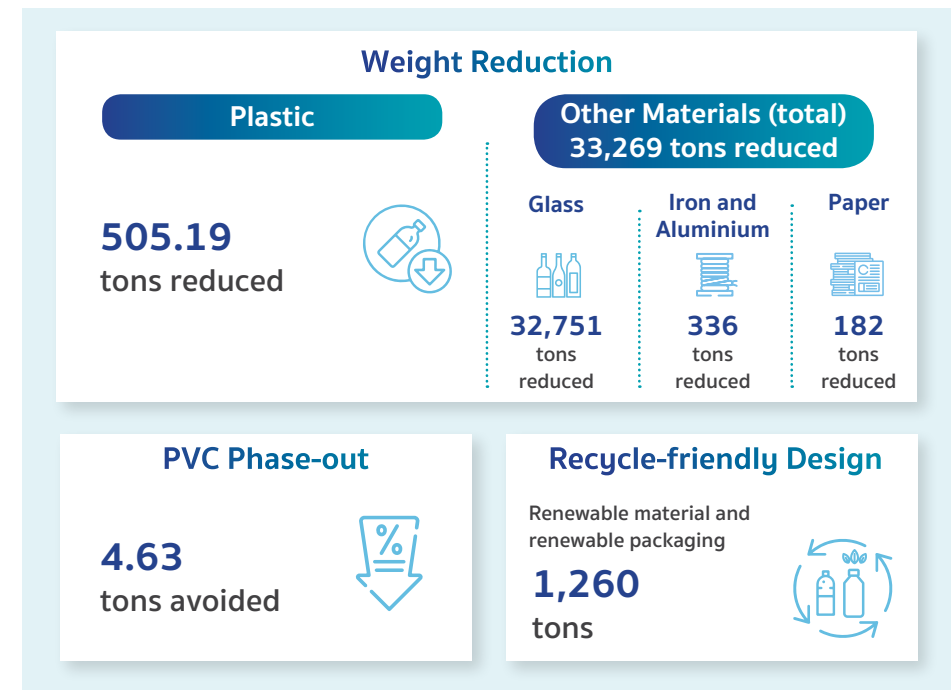
Our Sustainable Packaging Strategies

	Targets	By
Recycle-friendly Design	100% of product packaging will be recyclable, reusable or compostable.	2030
Weight Reduction	Reduce the weight of our consumer packaging by 5%.	2025
PVC Phase-out	Terminate the use of problematic packaging materials (PVC) in Osotspa products.	
Use of Recycled Materials	Increase the amount of cullet we use in glass production to 400,000 tons.	
Partnerships to 'Close the Loop'	Actively work with government, industry and strategic partners to increase recovery and recycling in Thailand.	

Sustainable Packaging

Starting with Design

To achieve our Sustainable Packaging goals and stay in line with Thailand's Bio-Circular-Green Economy (BCG) model action plan for 2021-2027, Osotspa has evolved our packaging across product groups to utilize a variety of practices including recyclable design, weight reduction, and recyclable material usage. These are all aimed at reducing environmental impact while maintaining the same quality.





Packaging Weight Reduction

Osotspa has improved its glass bottle packaging production, shifting from the Blow & Blow process (B&B) to the Narrow Neck Press and Blow process (NNPB) in order to reduce packaging materials while maintaining quality. This has been implemented in the Energy drinks and Functional drinks product packaging processes.

In 2022, the Company replicated this process improvement for four additional product categories: M-150, C-vitt, Slimma, and M-electrolyte.



Glass Consumption Reduction

32,751 tons

GHG Emissions Reduction

26,446 tCO₂e

In addition to improving the manufacturing process, Osotspa has conducted packaging design research and development with the goal of reducing the use of plastic and other materials in both existing and new products such as baby talcum, cooling powder, dishwashing products, personal care products, and other consumer products.

This includes both existing and new products.

Plastic Material Weight Reduction of

148.79 tons per year



Original Packaging



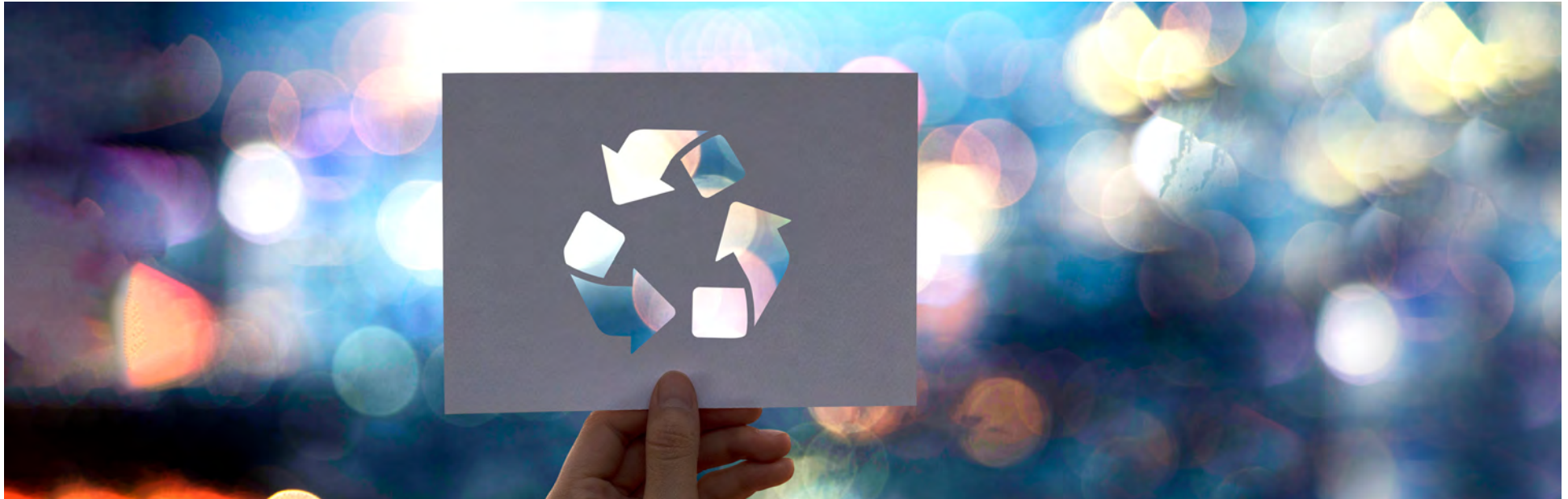
Improved Packaging



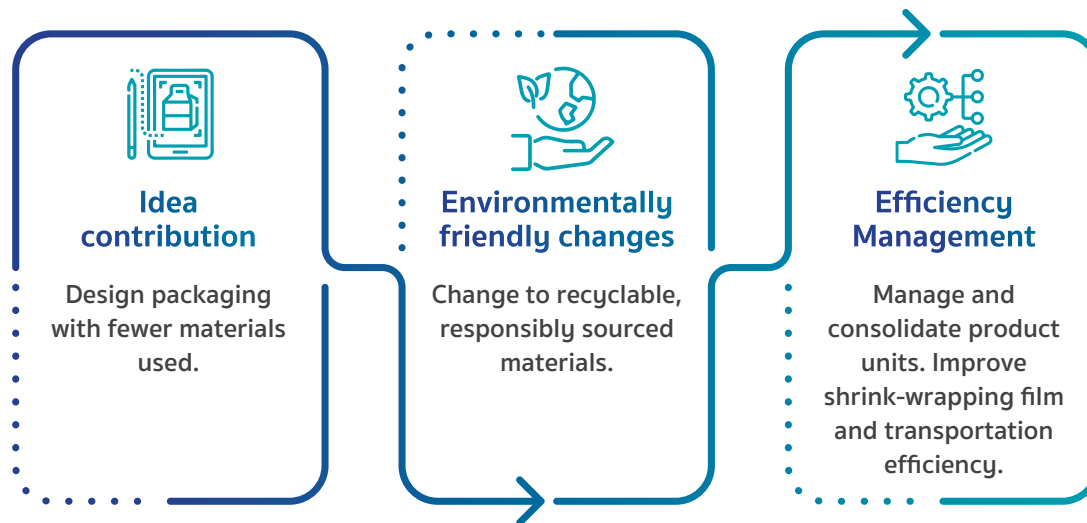
Original Packaging



Improved Packaging



Packaging Innovations



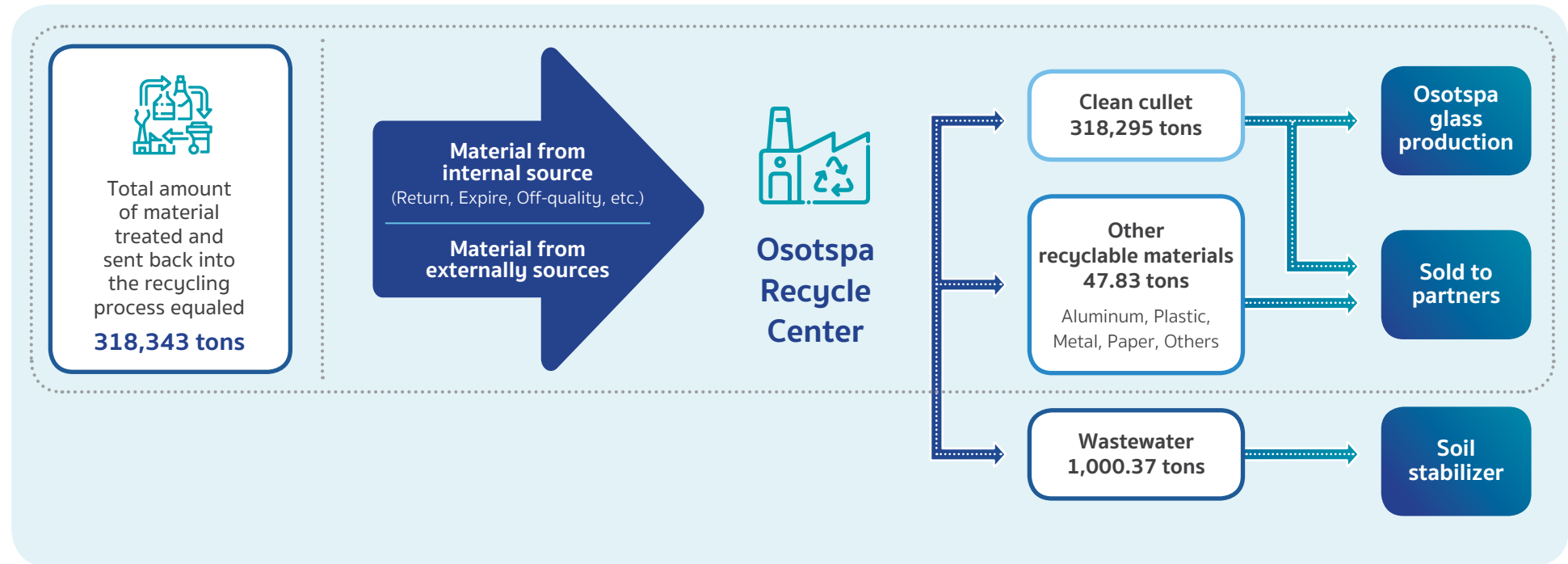
Recycling Solutions in Our Production

As a large manufacturer delivering products to be consumed across Thailand and in many other countries around the world, Osotspa does not shy from being accountable in terms of post-consumer waste management. This can be seen in our advanced recycling center in Saraburi province which contributes to the reduction and recycling of waste by way of resource optimization.

With an end goal to promote sustainable consumption and production, we at Osotspa never stop seeking ways to enhance the efficiency of our recycling center and increase the amount of local cullet used in our glass bottle production.



2022 Performance of the Osotspa Recycling Center



Partnership for Sustainable Packaging

Osotspa believes that by joining forces with those around us, we can enhance lives and protect our planet. With this in mind, we are actively working with a wide range of strategic partners in the consumer industries, including government agencies, business associations, academic institutions, suppliers, and peer firms. These partnerships drive positive change throughout our value chain and help us leverage scale in order to reach our sustainability goals.





Extended Producer Responsibility (EPR)

Industry Level

- Federation of Thai Industries (FTI)
- Thailand Institute of Packaging and Recycling Management for Sustainable Environment (TIPMSE)
- Thai Beverage Industry Association (TBA)
- Peer companies

Osotspa engages in the design process of the “Pack Back” packaging closed-loop initiative alongside industry associations and manufacturing companies with the aim of developing a pilot model for post-consumer waste management.



“Bottle to Bottle” Program

With Customers/Consumers:

- Small retailers
- Motorbike taxi riders
- Community
- Pollution Control Department (PCD)
- Bangkok Metropolitan Administration (BMA)
- Department of Internal Trade (DIT)
- Community Police

We collaborate with stakeholders, to redesign business practices so that they demonstrate and support the value of the circular economy. The collaboration seeks to develop repeatable/practical models for waste collecting & recycling to create both a culture & system for waste segregation, collecting and recycling.



Sustainable Cullet Sourcing

With Business Partners/Suppliers:

- Wongpanit - Recyclable Waste Processer

As part of our sustainable cullet sourcing program, we collaborate with cullet suppliers to encourage local scrap venture collection of cullet from the domestic waste stream and to use reverse logistics to collect and transport post-consumer glass containers. Closing the loop on glass container waste not only benefits the environment and ecosystem, but also the general health of surrounding communities.



Sustainability Performance

Environmental Performance

GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
General	Production	Total Production	Tons	1,005,175	1,044,542	1,116,794	1,036,012
GRI 302-1	Energy Consumption	Total Direct Energy Consumption	GJ	2,486,348	2,718,204	2,707,957	2,627,746
		Non - renewable energy	GJ	2,304,851	2,601,817	2,577,085	2,484,300
		• Fuel oil	GJ	32,458	65,107	22,119	12,311
		• Diesel	GJ	-	4,010	35,791	28,139
		• Natural Gas	GJ	2,272,393	2,532,701	2,519,175	2,443,850
		Renewable Energy	GJ	181,497	116,387	130,872	143,447
		• Palm shell	GJ	181,497	116,387	106,888	92,949
		• Wood pellet	GJ	-	-	15,702	35,193
		• Solae rooftop	GJ	-	-	8,282	15,305
		Total Indirect Energy Consumption	GJ	533,184	568,184	610,736	674,362
		• Electricity Purchased	GJ	533,184	568,184	610,736	674,362
			kWh	148,106,744	157,828,880	169,648,761	187,322,782
		• Electricity Generated and consumed	GJ	0	0	0	0
GRI 302-3	Energy Intensity	Energy Intensity	GJ/Tons of production	3.004	3.146	2.972	3.187



GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 305-1	Scope 1 emissions	Direct GHG emissions (Scope 1)	kgCO ₂ e	125,084,983	151,458,801	156,548,539	141,035,034
GRI 305-2	Scope 2 emissions	Indirect GHG emissios (Scope 2)	kgCO ₂ e	90,297,680	90,725,172	84,807,416	95,038,136
GRI 305-4	GHG emissions	Total Direct & Indirect GHG emissions (Scope 1+2)	kgCO ₂ e	215,382,663	242,183,973	241,355,955	236,073,170
	GHG emissions intensity	Direct & Indirect GHG emissions intensity	kgCO ₂ e/Tons of production	214.27	231.86	216.11	227.87
GRI 303-3	Water Withdrawal	Total water withdrawal	m³	3,109,278	3,077,228	3,116,522	2,921,813
		• Groundwater	m³	898,493	1,358,647	1,774,687	1,564,199
		• Municipal water	m³	2,210,786	1,718,581	1,341,835	1,357,614
		Water intensity	m³/Tons of production	3.093	2.946	2.819	2.860
GRI 303-2	Water Management	Recycled and reused water	m³	199,394	219,498	349,337	291,335
GRI 303-4		Total water discharge	m³	316,846	178,403	590,592	408,250
• BOD		mg/L	5	4	3	3	
• COD		mg/L	52	53	24	53	
• TSS		mg/L	26	12	8	39	
GRI 306-3	Waste Management	Solid waste	Tons	7,965	13,428	11,241	11,627
		Total hazardous waste	Tons	439	558	589	1,090
		Total non-hazardous waste	Tons	7,527	12,870	10,652	10,537

Remarks:

- The production and environmental data of year 2019 and 2020 were restated due to an adjustment in term of plant coverage.



Occupational Health & Safety

GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 403 - 9	Total Injury	Total Injury rate (IR)	No/Million man-hours	2.10	1.78	3.02	1.88
		• Employee	No/Million man-hours	2.08	2.31	3.61	2.31
		• Contractor	No/Million man-hours	2.19	0.79	2.20	1.30
		Total Number of Injury	Case(s)	26	26	46	27
		• Employee	Case(s)	21	22	32	19
		• Contractor	Case(s)	5	4	14	8
	Near-Miss Report	Total number of near-miss report	Case(s)	5	7	1	12
	Lost Time Injury Frequency	Lost Time Injury Frequency Rate (LTIFR)	No/Million man-hours	0.65	0.62	0.59	0.49
		• Employee	No/Million man-hours	0.59	0.63	0.45	0.36
		• Contractor	No/Million man-hours	0.88	0.59	0.79	0.65
		Total lost time injury cases	Case(s)	8	9	9	7
		• Employee	Case(s)	6	6	4	3
		• Contractor	Case(s)	2	3	5	4
	Fatalities	Total number of Fatalities	Person	0	0	0	0
		• Employee	Person	0	0	0	0
		• Contractor	Person	0	0	0	0



GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 403 - 9	Lost Day	Lost Day Rate (LDR)	Days/Million man-hours	2.50	5.63	11.17	11.04
		• Employee	Days/Million man-hours	1.68	4.42	7.90	8.14
		• Contractor	Days/Million man-hours	6.14	7.90	15.72	14.92
		Total number of lost days	Man Days	31	82	170	159
		• Employee	Man Days	17	42	70	67
		• Contractor	Man Days	14	40	100	92
	Hours worked	Total number of hours worked	Hours	12,394,724	14,568,813	15,219,004	14,399,063
		• Employee	Hours	10,116,448	9,508,285	8,856,315	8,234,155
		• Contractor	Hours	2,278,277	5,060,528	6,362,688	6,164,908
GRI 403-10	Work-Related Ill Health	Occupational Illness Frequency Rate (OIFR)	No/Million man-hours	0	0	0	0
		• Employee	No/Million man-hours	0	0	0	0
		• Contractor	No/Million man-hours	0	0	0	0
		Total number of occupational disease cases	Case(s)	0	0	0	0
		• Employee	Case(s)	0	0	0	0
		• Contractor	Case(s)	0	0	0	0



Human Resource & Human Capital

GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 2-7, GRI 405-1	Total Employee	Total Employee	Person	-	3,804	3,621	3,542
		By Gender					
		• Male	Person	-	1,600	1,550	1,514
		• Female	Person	-	2,204	2,071	2,028
		By Age					
		• >55	Person	-	133	88	48
		• 40-54	Person	-	1,412	1,279	1,283
		• 24-39	Person	-	2,105	2,132	2,074
		• <24	Person	-	154	122	137
		By Region					
		• Thailand	Person	-	3,437	3,307	3,252
		• Overseas	Person	-	367	314	290
		By Nationality					
		• Thai	Person	-	-	-	-
		• Others	Person	-	-	-	-
		By Function					
		• Commercial	Person	-	686	611	618
		• Supply Chain & Manufacturing	Person	-	2,466	2,399	2,333



GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 2-7, GRI 405-1	Total Employee	• Support	Person	-	652	611	591
		People with disability	Person	-	64	130	-
		Total Contractor	Person	-	1,506	1,570	1,686
GRI 401-1	New Employee Hires and Employee Turnover	New Employee Hires					
		Total New Employee	Person	780	408	458	517
		• Male	Person	347	216	195	225
		• Female	Person	433	192	263	292
		Total New Employee Hire Rate	New hire rate (%)	23.57%	12.39%	14.60%	16.85%
		Internal Recruitment	Percentage	-	-	-	6.32%
		Employee Turnover					
		Total Employee Turnover	Person	888	425	612	587
		• Male	Person	271	191	299	265
		• Female	Person	617	234	313	322
		Total Employee Turnover Rate	Turnover Rate	26.83%	12.91%	19.50%	19.13%
		Total Voluntary Employee Turnover Rate	Turnover Rate	11.18%	8.99%	16.00%	15.61%
GRI 404-1	Employees Training	Total training hours provided to employees	Hours	-	36,451	36,612	57,881
		Total average training hours	Hours / Employee	-	11.11	13.00	18.56
		By Gender					
		• Male	Hours / Employee	-	2,756	20,481	30,445
		• Female	Hours / Employee	-	2,426	16,131	27,436



GRI Standard	Topic	Performance Data	UoM	2019	2020	2021	2022
GRI 404-1	Employees Training	By Level					
		• Executive (OLT) and Management (head of)	Hours / Employee	-	1,873	10,905	11,771
		• Non-management (senior + exec)	Hours / Employee	-	3,309	25,707	46,110
	Employee Experiences Survey	Employee engagement score	%	-	75%	-	71%
		By Gender					
		• Male	%	-	75%	-	71%
		• Female	%	-	75%	-	71%

Remarks:

- Full-scale version of employee engagement survey is conducted every two years.



GRI Content Index

General Disclosures

Statement of use	Osotspa Public Company Limited has reported the information cited in this GRI content index for the period [1 January 2022 to 31 December 2022] with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

DISCLOSURE		LOCATION
GRI 2: General Disclosures 2021		
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2-2	Entities included in the organization's sustainability reporting	52-55, 173-174, 273, 275
2-3	Reporting period, frequency and contact point	173-174
2-4	Restatements of information	161, 166
2-5	External assurance	-
2-6	Activities, value chain and other business relationships	18-25, 98, 114
2-7	Employees	164-165, 223
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2-11	Chair of the highest governance body	197
2-12	Role of the highest governance body in overseeing the management of impacts	205-208
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2-17	Collective knowledge of the highest governance body	245-246, 323-341
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2-19	Remuneration policies	240-242
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2-24	Embedding policy commitments	Company website
2-25	Processes to remediate negative impacts	99-100
2-26	Mechanisms for seeking advice and raising concerns	99-100, 174
2-27	Compliance with laws and regulations	97, 256
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2-29	Approach to stakeholder engagement	99-100
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3-1	Process to determine material topics	103
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GRI 205: Anti-corruption 2016		
205-2	Communication and training about anti-corruption policies and procedures	97, 224



DISCLOSURE		LOCATION
GRI 415: Public Policy 2016		
415-1	Political contributions	101-102
GRI 419: Socioeconomic compliance 2016		
419-1	Non-compliance with laws and regulations in the social and economic area	262-264
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GRI 416: Customer Health and Safety 2016		
416-1	Assessment of the health and safety impacts of product and service categories	105-107
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	106
Sustainable Supply Chain		
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3-3	Management of material topics	112-118
GRI 308: Supplier Environmental Assessment 2016		
308-1	New suppliers that were screened using environmental criteria	112-113
GRI 414: Supplier Social Assessment 2016		
414-1	New suppliers that were screened using social criteria	112-113
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3-3	Management of material topics	108-111
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GRI 3: Material Topics 2021		
3-3	Management of material topics	120-123



DISCLOSURE		LOCATION
GRI 417: Marketing and Labeling 2016		
417-1	Requirements for product and service information and labeling	123
Labor Practice/Occupational Health & Safety/Human Capital Development		
GRI 3: Material Topics 2021		
3-3	Management of material topics	124-137
GRI 401: Employment 2016		
401-1	New employee hires and employee turnover	164
GRI 404: Training and Education 2016		
404-1	Average hours of training per year per employee	165-166
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GRI 405: Diversity and Equal Opportunity 2016		
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GRI 3: Material Topics 2021		
3-3	Management of material topics	138-143
GRI 203: Indirect Economic Impacts 2016		
203-1	Infrastructure investments and services supported	138-143
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GRI 413: Local Communities 2016		
413-1	Operations with local community engagement, impact assessments, and development programs	138-143
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GRI 302: Energy 2016		
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GRI 305: Emissions 2016		
305-1	Direct (Scope 1) GHG emissions	146, 149, 161
305-2	Energy indirect (Scope 2) GHG emissions	146, 149, 161
305-4	GHG emissions intensity	146, 149, 161
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GRI 303: Water and Effluents 2018		
303-1	Interactions with water as a shared resource	150-151
303-2	Management of water discharge-related impacts	150-151
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GRI 306: Waste 2020		
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GRI 3: Material Topics 2021		
3-3	Management of material topics	155-159



About This Report

Osotspa Public Company Limited has compiled an annual Sustainability Report since 2019 to communicate our unwavering commitment to economic, social, environmental, and corporate governance responsibilities. This report has prepared the reported information for the period from 1 January 2022 to 31 December 2022 with reference to the GRI Standards.

In addition to the GRI Standards, this report aligns with the United Nations' Sustainable Development Goals (SDGs). The GRI Standards set out principles for defining reporting quality. We draw on a wide range of inputs to develop a holistic view of the concerns and priorities of our internal and external stakeholders. We have taken steps to ensure that the quality of the information contained in this report is reliable. All data collected for this report is internally verified and signed off on by each department's head of assurance. We shall continue to improve the robustness and depth of our reported data over time.

Reporting Coverage

The reporting scope includes subsidiaries and joint ventures in which the Company holds more than 50% of shares and which are still in operation by the end of the reporting period. Excluded are (1) Osotspa Enterprise Co., Ltd. and its subsidiaries (except for ADVANZ BEVERAGE MANUFACTURING Co., Ltd.), (2) Osotspa Dairy Co., Ltd., (3) OSOTSPA USA, INC, and (4) PT M-150 INDONESIA which are in place for trading, marketing and sales purposes only.

Business / Company	Environmental Data				Social Data	
	Energy	Water	Waste	Emissions	Occupational Health & Safety	Human Resources
Osotspa Public Company Limited	✓	✓	✓	✓	✓	✓
Osotspa Innovation Centre Co., Ltd.	✓	✓	✓	✓	✓	✓
Beverage Production						
Osotspa Beverages Co., Ltd.	✓	✓	✓	✓	✓	✓
Siam Bev Manufacturing Co., Ltd.	✓	✓	✓	✓	✓	✓



Business / Company	Environmental Data				Social Data	
	Energy	Water	Waste	Emissions	Occupational Health & Safety	Human Resources
Glass Production						
Siam Cullet Co., Ltd.	✓	✓	✓	✓	✓	✓
Siam Glass Ayutthaya Co., Ltd.	✓	✓	✓	✓	✓	✓
Siam Glass Industry Co., Ltd.	✓	✓	✓	✓	✓	✓
Personal Care Production						
Greensville Co., Ltd.	✓	✓	✓	✓	✓	✓

Contact Details

We welcome your opinions, comments, and suggestions on our sustainability performance and on this report. Your feedback is important to us and will help to improve our reporting. Please submit any questions or comments to our Sustainability team by calling us at +66 (0) 2351 1000, e-mailing sd@osotspa.com, or through post at Osotspa's Head Office.



Mailing Address of Osotspa's Head Office:

Osotspa Public Company Limited

External Affairs & Sustainability

348 Ramkhamhaeng Road, Huamak, Bangkok,
Bangkok 10240 Thailand.



Management Discussion and Analysis

Year 2022 Highlights



Premiumization strategy for future growth

Osotspa implemented a premiumization strategy for the new M-150 to mitigate high commodity price impact and drive market growth. The new M-150 was relaunched at a price of 12 Baht with added benefits and marketing support. We faced challenges in the short term but we believe our premiumization action along with holistic portfolio strategy, strong distribution networks, and operational excellence will positively drive future category growth and our profitability in the long run.



Delivered strong savings through our Fast Forward 10X transformation program

In 2022, Osotspa achieved 929 million Baht in cost savings from the Fast Forward 10X program to offset high commodity price impact. This aligned with our saving target of 5,000 million Baht over the next 5 - 7 years to mitigate cost increase and expand margins. This is achieved through better utilization of manufacturing facilities and the streamlining of processes, people, technology, and assets.



Continued sales growth

Strong sales growth in all segments offset decline in the domestic beverages segment.

- Captured health and new consumer trend with 0% sugar or low sugar in both energy and functional drinks and Yanhee cannabis water for relaxing, mood-enhancing, and sleep-improving benefits.
- Expand consumer group in personal care from baby to kids and adult segment.
- Accelerate international businesses and manage Myanmar through responding to local consumer preferences, and efficiently managing business operations.



Continued collaboration for new growth engine

Osotspa engaged in business-to-business (B2B) partnership to reach our consumers in existing growing channels, including petrol station, explore new format to provide new consumer experience and expand consumer groups, and continuously our sport marketing support.



Drive sustainability

Osotspa delivered good progress towards 2025 roadmap, reflecting our commitment “Enhancing Sustainable Living” for all stakeholders.



Market and Competitive Environment

OSP is a leader in both the energy and functional drinks markets. OSP recorded market share of 49.5% in energy drinks market. Our energy drinks market share saw short-term impact from the premiumization of M-150. However, market share has stabilized and we expect recovery to continue in 2023. In the functional drinks market, OSP gained 550 bps YoY to a 42.7% market share, driven by C-vitt, Peptein, and Calpis. Note that C-vitt's market share accounted for two-thirds of the total vitamin C subsegment.

Financial Performance Summary for 2022

Consolidated Income Statements Summary

Unit: million Baht	2021	2022	%YoY
Total revenues	27,278	27,482	0.7%
Total revenues from sales	26,762	27,266	1.9%
Beverages	22,709	22,020	-3.0%
Personal Care	2,102	2,451	16.6%
Others	1,951	2,795	43.2%
Total other income	516	216	-58.1%
Gross profit	9,143	8,350	-8.7%
SG&A	5,978	6,500	8.7%
Selling and distribution expenses	4,250	4,712	10.9%
Administrative expenses	1,728	1,788	3.4%
EBIT	3,944	2,381	-39.6%
EBITDA	5,463	3,979	-27.2%
Profit for the period	3,185	1,924	-39.6%
Profit attributable to owners of the parent	3,255	1,934	-40.6%

Key Ratios (%)	2021	2022	%YoY
Gross profit margin	34.2%	30.6%	-3.6%
SG&A to net sales ratio	22.3%	23.8%	1.5%
EBIT margin	14.7%	8.7%	-6.0%
EBITDA margin	20.4%	14.6%	-5.8%
Net profit margin for the period	11.9%	7.1%	-4.8%
Net profit margin attributable to the owners of the parent	12.2%	7.1%	-5.1%



In 2022, our primary goal was to implement our strategic plan of energy drink premiumization and mitigate commodity price impact in order to create long-term value and generate the best returns for shareholders. OSP re-energized our flagship M-150 product with added benefits for consumers at a higher price point of 12 Baht, a move which will drive future category growth and enhance profitability in the long run. However, in the short term, our energy drink volume, revenues, and profitability will be pressured as other market players have yet to follow our premiumization strategy. Nevertheless, OSP will continue building a competitive advantage through a holistic portfolio strategy, strong distribution networks, improved manufacturing flexibility, and operational excellence, thereby delivering profitable and sustainable growth in the long run. OSP reported total revenues of 27,482 million Baht, +0.7% YoY, and revenues from sales of 27,266 million Baht, +1.9% YoY. Strong growth in personal care, international businesses, and other segments provided cushion against decline in the domestic beverages segment during our portfolio premiumization transition (other market players continued price promotions). Domestic beverage sentiment improved in November - December along with continued growth across all business segments, resulting in 4.1% QoQ sales growth. We expect recovery to continue into 2023.



Beverage Segment

OSP reported total beverage revenues of 22,020 million Baht, a decline of 3.0% YoY. Amid a challenging political and economic environment across the region, overall international beverage sales showed reported growth of 8.3% YoY with normalized FX growth of 12.1% YoY, driven by CLMV at +16.3% YoY thanks to strong sales in Myanmar, Laos, and Cambodia. Having a strong brand position and local team support helped us manage the various uncertainties and effectively implement sales strategies. Domestic functional drink sales continued to grow on recovery in modern retail channels post COVID-19, greater health awareness, and product innovations. Both Calpis (a healthy refreshment drink alternative) and Peptein (upgraded formula with emphasized cognition and vision benefits) showed remarkable double-digit growth. However, overall domestic beverage sales still declined 5.5% YoY, mainly from the drop in domestic energy drink sales during our portfolio transition (other market players did not follow and continued price promotions). The domestic energy drinks market underwent a clear division into two-tier pricing, with more or less similar contribution from the 10 Baht and more than 10 Baht price segments. OSP strengthened its portfolio in both price tiers with product innovation, including M-150 Terpene (12 Baht) and M-150 Honey (10 Baht), and continued to lead the premium segment. The core products have established a baseline and are showing signs of recovery while the rest of the portfolio should speed up the improvement along with continued route-to-market execution for market share and sales improvement in 2023.



Personal Care Segment

In 2022, our total personal care revenues grew 16.6% YoY to 2,451 million Baht, driven by product innovation and the turnaround of the modern retail channels after Thailand ended its COVID-19 restrictions and business and economic activities resumed. During the year, OSP expanded the Babi Mild portfolio to kids and adults with the introduction of the Ultra Mild range (consisting of fabric softeners, liquid dish wash, and liquid soap) and the Mild Kids range. Twelve Plus, meanwhile, leveraged its strong fragrance properties into premium perfumes and roll-on deodorant with hemp seed oil. As a result, all key subsegments, including baby care under the Babi Mild brand, women's beauty care under the Twelve Plus brand, and male grooming products under the Exit brand, showed strong double-digit growth YoY. Moreover, total personal care revenues sustained growth momentum at +4.7% YoY and +16.7% QoQ in Q4'22.



Others Segment

Overall revenues from the others segment booked robust growth of 43.2% YoY to 2,795 million Baht, driven by an increase in OEM glass bottles. This helped maximize the utilization of our manufacturing facilities and the leveraging of fixed operating costs.

2022 gross margin declined by 360 bps YoY to 30.6% as a result of the increase in key materials prices, hike in energy and electricity prices, and impact of fixed cost deleveraging amid lower volume in both glass and beverage factories. The premiumization of M-150 and 929 million Baht in cost savings from the Fast Forward 10X program partially offset those impacts. OSP worked to improve production efficiency and thus Q4'22 gross margin improved 60 bps QoQ. Going forward, OSP will improve revenue and margin via increased production efficiency and sales volume recovery, backed by a full product portfolio in both price tiers that bolsters economies of scale. We retain a saving target of 5,000 million Baht from the Fast Forward 10X program over the next 5 - 7 years to mitigate cost increase and expand margins. This program builds strong fundamentals for sustainable future growth by mitigating costs and maximizing operational efficiency. This is achieved through better utilization of manufacturing facilities and the streamlining of processes, people, technology, and assets. Selling and administrative expenses (SG&A) spending increased to 23.8% of sales in 2022, compared to 22.3% in 2021. Selling expenses increased from sales execution and marketing spending aimed at supporting product launches after Thailand reopened and the market recovered. Administrative expenses were well managed after accounting for foreign exchange loss due to weakening of the MMK. Going forward, OSP will prudently control and manage overall spending while implementing technology solutions to increase productivity and drive further profit expansion. OSP reported 2022 profit attributable to owners of the parent at 1,934 million Baht with net profit margin of 7.1%. The softened profit was the result of higher prices of key materials and energy, lower volume impact due to operation transition, foreign exchange (FX) impact from the depreciation of MMK, and higher marketing and sales activation spending to support new product launches.



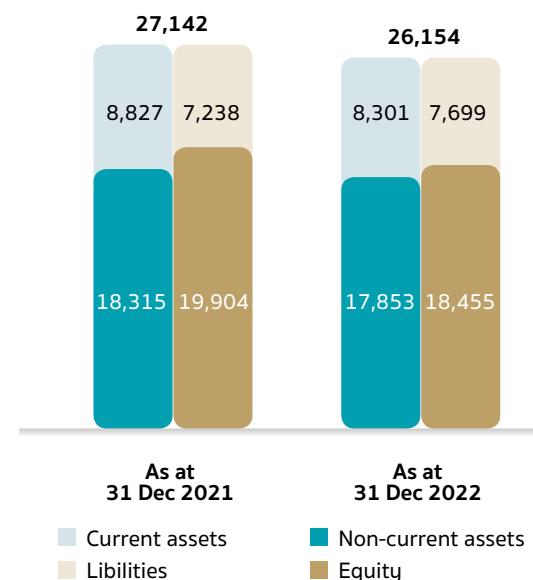
Financial Position

Balance Sheet Breakdown

Unit: million Baht

ASSETS	As at 31 Dec 2021	As at 31 Dec 2022
Cash and cash equivalents	2,493	1,087
Trade and other receivables	3,660	4,051
Inventories	2,658	3,147
Other current assets	16	16
Total Current Asset	8,827	8,301
Net PP&E	13,730	13,480
Other non-current financial assets and Long term investments	3,817	3,625
Other assets	768	748
Total Non-Current Assets	18,315	17,853
Total Assets	27,142	26,154

LIABILITIES and EQUITY	As at 31 Dec 2021	As at 31 Dec 2022
Trade and Other Payables	4,822	4,787
Loans from financial institutions	780	1,508
Other Liabilities	1,636	1,404
Total Liabilities	7,238	7,699
Issued and Paid-Up Share Capital	3,004	3,004
Share Premium	11,848	11,848
Retained Earnings	3,596	2,400
Other Components of equity	1,437	1,212
Non-Controlling Interest	19	(9)
Total Equity	19,904	18,455
Total Liabilities and Equity	27,142	26,154



As of 31 December 2022, the Company had total assets of 26,154 million Baht, a decrease of 988 million Baht (or -3.6%) from 31 December 2021, mainly from a decrease of 1,406 million Baht in cash and cash equivalents due to dividend payment.

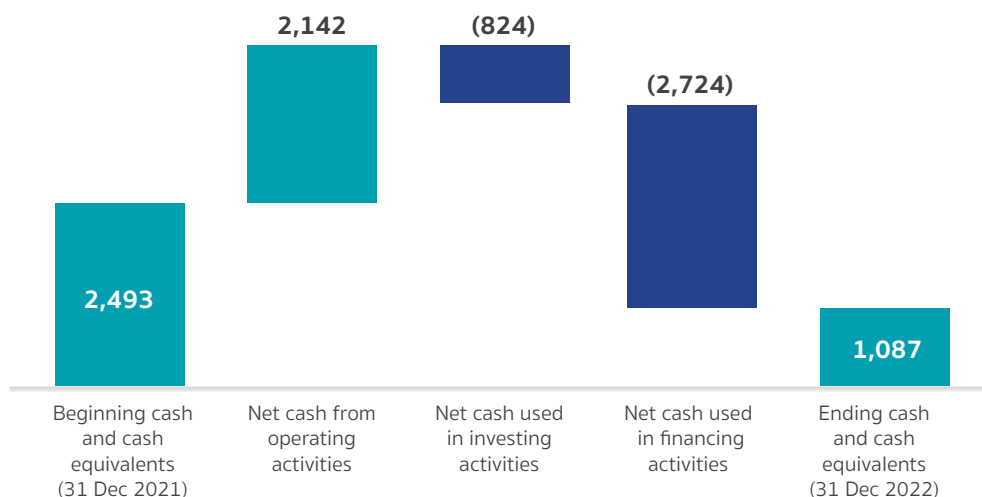
As of 31 December 2022, the Company had total liabilities of 7,699 million Baht, an increase of 461 million Baht (or +6.4%) from 31 December 2021, primarily from additional loans from financial institutions of 728 million Baht.

As of 31 December 2022, the Company had total equity of 18,455 million Baht, a decrease of 1,449 million Baht (or -7.3%) from 31 December 2021, mainly from lower retained earnings due to the final dividend payment of 2021 and the 2022 interim dividend payment in a total amount of 3,304 million Baht.



Cash Flows

Unit: million Baht



As of 31 December 2022, the Company had cash and cash equivalents of 1,087 million Baht, decreased by 1,406 million Baht compared to 31 December 2021. The Company had positive cash flow from operating activities of 2,142 million Baht. Net cash flow used in investing activities of 824 million Baht was mainly from investment in a new warehouse, improvement of glass factories to support the lighter-weight bottle technology, and investment in Osotsa Yanhee Beverage Company Limited, offsetting the dividend received. Cash outflow from financing activities of 2,724 million Baht was primarily due to the 2021 final dividend and 2022 interim dividend paid to OSP shareholders, partially offset by the net increase in loans from financial institutions.

Financial Ratio Analysis

	2021	2022
Liquidity Ratios		
Current ratio (times)	1.6	1.4
Number of days of inventory	48	55
Collection period (days)	39	42
Accounts payable (days)	42	46
Profitability Ratios		
Gross profit margin (%)	34.2	30.6
EBITDA margin (%)	20.4	14.6
Net profit margin for the period (%)	11.9	7.1
Net profit margin attributable to owners of the parent (%)	12.2	7.1
Return on equity (%) - trailing	16.2	10.0
Return on assets (%) - trailing	12.0	7.2
Other Ratios		
Total debt to equity (times)	0.4	0.4

2022 gross margin declined by 360 bps YoY to 30.6%, which resulted from the increase in key materials prices, hike in energy and electricity prices, and the impact of fixed cost deleveraging due to lower volume in both the glass and beverage factories. OSP made efforts to improve production efficiency, and thus Q4'22 gross margin improved 60 bps QoQ. Going forward, OSP will further drive revenue and margin improvement through increased production efficiency and sales volume recovery with a full product portfolio across both price tiers, bolstering our economies of scale. In addition, OSP achieved 929 million Baht in cost savings in 2022 out of a total target of 5,000 million Baht in savings from the Fast Forward 10X program over the next 5 - 7 years to mitigate cost



increase and aim for margin expansion. This program identifies actions to mitigate costs, maximize operational efficiency, achieve better utilization of manufacturing facilities, and streamline processes, people, technology, and assets, thereby building strong fundamentals for sustainable future growth.

2022 profit attributable to owners of the parent totaled 1,934 million Baht while net profit margin attributable to owners of the parent was 7.1%. The softened profit resulted from higher prices of key materials and energy costs, lower volume impact due to operational transition, foreign exchange (FX) impact from depreciation of the MMK, and higher marketing and sales activation spending to support new product launches.

Credit Term and Collection Period

Cash cycle (Number of days of inventory + Collection period - Accounts payable days) was 51 days, increased from 45 days in 2021. The increase in inventory level reflected sales volume slowdown and preparation for a scheduled furnace shutdown in 2023. The average collection period in 2022 was 42 days, increased from the same period last year due to a bigger proportion of the growing modern retail channel. However, this was within the Company's established credit term range of 14 to 100 days and OSP will continue to closely monitor credit risk exposure. Current ratio was favorable at 1.4 times, indicating a healthy liquidity position and financial strength. Debt to equity ratio was 0.4 times.

OSP ESG Updates

OSP would like to highlight a series of steps we have taken in our sustainability journey. The 3+1 sustainability strategy has been enthusiastically led by our Board of Directors, Executive Committee, and the Osotspa leadership team. The sustainability working team has engaged stakeholders to deploy the framework, policy, and strategy and ensure the delivery of targets that align with our roadmap. We exemplify our commitment to “Enhance Sustainable Living” for all stakeholders through steady progress in sustainability.

Addressing the critical global issue of climate change, Osotspa has reduced our carbon footprint, lowering GHG emissions (scopes 1 and 2) by 5,283 tCO₂e, equivalent to a 2.2% reduction compared to last year. As our production volume faced short term impact from the volume drop, GHG intensity increased 2.5% from the base year. However, Osotspa implemented several programs to achieve our emission reduction targets, including transitioning to renewable energy sources like solar rooftops and continuously implementing energy conservation programs. In addition, our recycling center and cullet treatment plant contributed to reduction of waste by recycling and circulating 318,265 tonnes of glass cullet in our production process, also helping reduce the use of new materials. To create positive change in both society and the environment, Osotspa has implemented corporate social responsibility initiatives by engaging various stakeholders, involving 3,012 beneficiaries, along with developing supply chain management skills and understanding among 296 small suppliers.



OSP has been recognized for our commitment and achievement of corporate sustainability by reputable organizations across various aspects.

- Honorary medal and certificate of appreciation from the Ministry of Natural Resources and Environment (MNRE), Pollution Control Department, and Thailand Institute of Packaging and Recycling Management for Sustainable Environment (TIPMSE) under the Federation of Thai Industries (F.T.I), for joining the “PackBack” network and demonstrating that it is a leader and responsible organization when it comes to sustainability.
- “Best Companies to Work for in Asia 2022” for the second consecutive year by HR Asia Magazine, Asia’s leading publication for HR professionals. This reflects a commitment to our Core Values (ITIPS) of Integrity, Teamwork, Innovative Thinking, Passion to Win, and Sustainable Living. These contribute to holistic human resource management, a positive work atmosphere, competent employees, and organizational agility.
- Included on the Thailand Sustainability Investment (THSI) 2022 list by the Stock Exchange of Thailand (SET) for the second consecutive year under the agriculture and food industry sector. This reaffirms OSP’s outstanding performance in environmental, social, and governance (ESG) practices and the Company’s ambition to enhance sustainable living throughout our value chain.
- ASEAN Asset Class Publicly Listed Companies award by ASEAN Corporate Governance Scorecard (ACGS) with a CG score rating of 5 stars, representing an excellent CG score (highest) by the Thai Institute of Directors Association (IOD). This was granted based on a corporate governance performance assessment and adapting governance practices to international standards.

In 2023, OSP will progress along our sustainability roadmap with plans to further strengthen our climate-related strategy and human rights efforts. Our objectives are aligned with Thailand’s national goal and the Paris Agreement to limit global warming and reach carbon neutrality by 2050 and net-zero greenhouse gas emissions by 2065. Osotspa focuses on integrating the guidelines of the Task Force on Climate-Related Financial Disclosure (TCFD), which addresses climate risks and opportunities into our strategy and targets. With respect to our human rights strategy, Osotspa plans to conduct Human Rights Due Diligence (HRDD) as a stepping stone to identifying human rights risks and improving labor practices in our operations and value chain, in line with the UN Guiding Principles on Business and Human Rights and other international and national expectations.

Dividend

OSP has a dividend payout policy to shareholders of at least 60% of consolidated net profit after deducting for the legal reserve. On 22 February 2023, the Board of Directors passed a resolution to propose to the Annual General Meeting of Shareholders, to be held on 26 April 2023, approval of a total dividend payment of 0.90 Baht per share paid from the 2022 net profit and retained earnings (comprised of the interim dividend of 0.45 Baht per share, already paid in September 2022, and the final dividend of 0.45 Baht per share). Hence, the proposed dividend payout ratio from the 2022 consolidated net profit is 140%.



2023 Business Outlook

Thailand's economy started to rebound in late 2022 thanks to wider coverage of vaccinations, acceleration of reopening to international tourists, and rapid resumption of economic activity. While the domestic business outlook points to continued growth from recovery in the tourism sector and labor market, there are still numerous challenges, namely global macro/geopolitical uncertainties, higher cost of living from inflation pressure and production costs, electricity and natural gas prices, increasing interest rates, and household debt.

For 2023, Osotspa aims to operate with prudence and agility in order to deliver double-digit bottom-line growth. Key factors are production efficiency enhancement and volume recovery with strengthened route-to-market execution along with recovery in domestic consumption and the tourism industry. OSP will deploy our full portfolio to strengthen our position and drive market share gain, while unveiling innovations that respond to consumer trends. At the same time, OSP will continue the Fast Forward 10X transformation program to widen margins through cost mitigation and operational transformation in processes, people, technology, and assets. Our priorities for 2023 include:

- **Double-digit growth** in revenue from sales and in profit from volume recovery, product innovation, and margin improvement
- **Profitable market share gains**, including raising Q4'23 market share by at least 2% compared to Q4'22
- **Accelerating new growth engines** by exploring new beverage spaces and scaling up our international businesses
- **Progressing along the ESG roadmap** as we move towards carbon neutrality by 2050
- **Driving inorganic growth** to enhance growth and our overall capabilities

OSP remains committed to gearing for growth and efficiency improvement, investing behind our capabilities, accelerating digitalization, and building strong fundamentals for business resilience. We are confident in our ability to navigate any near-term challenges and delivering long-term sustainable growth along with our commitment to improve the health and wellbeing of consumers, surrounding communities, and society as a whole.



Financial Performance Summary

Consolidated Statement of Financial Position

Unit: million Baht

	2020	%	2021	%	2022	%
Assets						
Current assets						
Cash and cash equivalents	2,531	9.8	2,493	9.2	1,087	4.2
Trade accounts receivable	2,918	11.3	2,913	10.7	3,415	13.1
Other receivables	587	2.3	747	2.8	636	2.4
Inventories	2,077	8.0	2,658	9.8	3,147	12.0
Other current financial assets	1,000	3.9	-	-	-	-
Other current assets	66	0.3	16	0.1	16	0.1
Total current assets	9,179	35.5	8,827	32.5	8,301	31.7
Non-current assets						
Other non-current financial assets	1,340	5.2	2,418	8.9	2,379	9.1
Investment in associates	389	1.5	382	1.4	377	1.4
Investment in joint ventures	1,052	4.1	1,017	3.7	869	3.3
Investment properties	204	0.8	184	0.7	181	0.7
Property, plant and equipment	12,845	49.7	13,730	50.6	13,480	51.5
Goodwill	80	0.3	91	0.3	91	0.3
Other intangible assets	319	1.2	305	1.1	268	1.0
Deferred tax assets	128	0.5	107	0.4	89	0.3
Other non-current assets	319	1.2	81	0.3	119	0.5
Total non-current assets	16,676	64.5	18,315	67.5	17,853	68.3
Total assets	25,855	100.0	27,142	100.0	26,154	100.0



Consolidated Statement of Financial Position (continue)

Unit: million Baht

	2020	%	2021	%	2022	%
Liabilities and equity						
Current liabilities						
Short-term loans from financial institution	-	-	207	0.8	1,048	4.0
Trade accounts payable	1,815	7.0	2,309	8.5	2,499	9.6
Other payables	2,279	8.8	2,514	9.3	2,288	8.7
Current portion of long-term loans from financial institution	66	0.3	100	0.4	-	-
Current portion of lease liabilities	125	0.5	162	0.6	113	0.4
Income tax payable	240	0.9	237	0.9	109	0.4
Other current liabilities	32	0.1	1	0.0	7	0.0
Total current liabilities	4,557	17.6	5,530	20.4	6,064	23.2
Non-current liabilities						
Long-term loans from financial institution	850	3.3	472	1.7	460	1.8
Lease liabilities	292	1.1	168	0.6	263	1.0
Provisions for employee benefits	673	2.6	683	2.5	503	1.9
Deferred tax liabilities	153	0.6	382	1.4	405	1.5
Other non-current liabilities	1	0.0	3	0.0	4	0.0
Total non-current liabilities	1,969	7.6	1,708	6.3	1,635	6.3
Total liabilities	6,526	25.2	7,238	26.7	7,699	29.4



Consolidated Statement of Financial Position (continue)

Unit: million Baht

	2020	%	2021	%	2022	%
Equity						
Share capital						
Authorised share capital	3,004	11.6	3,004	11.1	3,004	11.5
Issued and paid-up share capital	3,004	11.6	3,004	11.1	3,004	11.5
Share premium	11,848	45.8	11,848	43.7	11,848	45.3
Other surpluses	59	0.2	59	0.2	59	0.2
Retained earnings						
Appropriated to legal reserve	300	1.2	300	1.1	300	1.1
Unappropriated	3,345	12.9	3,296	12.1	2,100	8.0
Other components of equity	668	2.6	1,378	5.1	1,153	4.4
Equity attributable to owners of the parent	19,224	74.4	19,885	73.3	18,464	70.6
Non-controlling interests	105	0.4	19	0.1	(9)	(0.0)
Total equity	19,329	74.8	19,904	73.3	18,455	70.6
Total liabilities and equity	25,855	100.0	27,142	100.0	26,154	100.0



Consolidated Statement of Income

Unit: million Baht

	2020	%	2021	%	2022	%
Revenue						
Revenues from sales	25,583	100.0	26,762	100.0	27,266	100.0
Investment income	188	0.7	321	1.2	44	0.2
Other income	358	1.4	195	0.7	172	0.6
Total revenue	26,129	102.1	27,278	101.9	27,482	100.8
Expenses						
Cost of sales of goods	16,554	64.7	17,619	65.5	18,915	69.4
Selling and distribution expenses	3,967	15.5	4,249	16.2	4,712	17.3
Administrative expenses	1,744	6.8	1,728	6.5	1,788	6.6
Total expenses	22,265	87.0	23,596	88.2	25,415	93.2
Profit from operating activities	3,864	15.1	3,682	13.8	2,067	7.6
Finance costs	(65)	(0.3)	(96)	(0.4)	(89)	(0.3)
Share of profit of associates and joint ventures accounted for using equity method	225	0.9	263	1.0	315	1.2
Profit before income tax expense	4,024	15.7	3,849	14.4	2,293	8.4
Tax expense	(587)	(2.3)	(664)	(2.5)	(369)	(1.4)
Profit for the year	3,437	13.4	3,185	11.9	1,924	7.1
Profit attributable to:						
Owners of the parent	3,504	13.7	3,255	12.2	1,934	7.1
Non-controlling interests	(67)	(0.3)	(70)	(0.3)	(10)	(0.0)
Profit for the year	3,437	13.4	3,185	11.9	1,924	7.1
Basic earnings per share (in Baht)	1.17		1.08		0.64	



Consolidated Statement of Comprehensive Income

Unit: million Baht

	2020	2021	2022
Profit for the year	3,437	3,185	1,924
Other comprehensive income			
<i>Items that will be reclassified subsequently to profit or loss</i>			
Exchange differences on translating foreign operations	159	(165)	(199)
Loss on measurement of financial assets - debt securities	(35)	-	-
Share of other comprehensive income of associates and joint ventures accounted for using equity method	11	(20)	(16)
Income tax relating to items that will be reclassified	7	-	-
Total items that will be reclassified subsequently to profit or loss	142	(185)	(215)
<i>Items that will not be reclassified to profit or loss</i>			
Gain on remeasurements of defined benefit plans	1	-	218
Gain (loss) on measurement of financial assets - equity securities	-	1,081	(35)
Income tax relating to items that will not be reclassified	-	(216)	(37)
Total items that will not be reclassified to profit or loss	1	865	146
Other comprehensive income for the year, net of tax	143	680	(69)
Total comprehensive income for the year	3,580	3,865	1,855
Total comprehensive income attributable to:			
Owners of the parent	3,627	3,964	1,883
Non-controlling interests	(47)	(99)	(28)
Total comprehensive income for the year	3,580	3,865	1,855



Consolidated Statement of Cash Flows

Unit: million Baht

	2020	2021	2022
Cash flows from operating activities			
Profit for the year	3,437	3,185	1,924
<i>Adjustments to reconcile profit to cash receipts (payments)</i>			
Tax expense	587	664	369
Finance costs	65	96	89
Depreciation	1,244	1,471	1,551
Amortisation of other intangible assets	40	48	47
Employee benefit expenses	118	149	116
(Reversal of) impairment loss on property, plant and equipment	(3)	(2)	-
Unrealised (gain) loss on exchange rate	(2)	21	10
Exchange differences on translating foreign operation	50	(22)	(122)
Share of profit of associates and joint ventures accounted for using equity method	(225)	(263)	(315)
(Reversal of) loss for expected credit loss	(2)	6	(1)
Losses on inventories devaluation	96	67	139
Gain recognised as a result of remeasuring to fair value of the previously held interest	(36)	-	-
Gain on bargain purchase	(53)	-	-
Gain on disposal of investment	(30)	-	-
Gain on disposal of investment properties	-	(24)	-
(Gain) loss on disposal of property, plant and equipment	(20)	11	(15)
Loss on write-off of property, plant and equipment	17	5	4
Loss on disposal and write-off of other intangible assets	-	-	51
Dividends income	(135)	(305)	(20)
Interest income	(48)	(10)	(18)
	5,100	5,097	3,809



Consolidated Statement of Cash Flows (continue)

Unit: million Baht

	2020	2021	2022
<i>Changes in operating assets and liabilities</i>			
Trade accounts receivable	319	(72)	(557)
Other receivables	(108)	(167)	80
Inventories	(643)	(618)	(666)
Other current assets	13	51	-
Other non-current assets	(8)	(18)	(9)
Trade accounts payable	(464)	595	279
Other payables	(331)	475	(182)
Other current liabilities	25	(31)	6
Other non-current liabilities	-	-	3
Employee benefit obligations paid	(75)	(140)	(78)
Net cash generated from operating	3,828	5,172	2,685
Tax paid	(763)	(651)	(543)
Net cash from operating activities	3,065	4,521	2,142
Cash flows from investing activities			
Acquisition of interest in associates	(78)	-	-
Acquisition of interest in joint ventures	(137)	-	(55)
Acquisition of a subsidiary, net of cash acquired	(15)	(8)	(2)
Proceeds from sale of investment properties	-	40	-
Proceeds from sale of property, plant and equipment	30	19	12
Acquisition of property, plant and equipment	(3,230)	(2,678)	(1,273)
Acquisition of other intangible assets	(120)	(37)	(56)
(Increase) Decrease in short-term deposit at financial institution	(1,000)	1,000	-
Decrease in debt securities (in private fund)	4,020	4	4
Cash outflow on short-term loans	-	-	(60)
Proceeds from repayment of short-term loans	-	-	60
Dividend received	250	590	528
Interest received	59	12	18
Net cash used in investing activities	(221)	(1,058)	(824)



Consolidated Statement of Cash Flows (continue)

Unit: million Baht

	2020	2021	2022
Cash flows from financing activities			
Increase (decrease) in short-term loans from financial institution	(231)	221	870
Proceeds from long-term loans from financial institution	784	-	-
Repayment of long-term loans from financial institution	-	(203)	(49)
Payment of lease liabilities	(116)	(135)	(154)
Proceeds from issue of shares for non-controlling interests in a subsidiary	-	13	-
Acquisition of non-controlling interest	(200)	-	-
Dividends paid to owners of the Company	(3,304)	(3,303)	(3,304)
Interest paid	(65)	(94)	(87)
Net cash used in financing activities	(3,132)	(3,501)	(2,724)
Net decrease in cash and cash equivalents	(288)	(38)	(1,406)
Cash and cash equivalents at 1 January	2,819	2,531	2,493
Cash and cash equivalents at 31 December	2,531	2,493	1,087
Non-cash transactions			
Purchase of assets under lease agreements	64	52	240
Outstanding payable from purchases of property, plant and equipment and other intangible assets	416	203	197
Advance payment for purchasing of property, plant and equipment and other intangible assets	247	3	-
Outstanding payable from acquisition of investment in a subsidiary	-	3	2



Financial ratios

		Consolidated financial statements		
		2020	2021	2022
Liquidity ratios				
Current ratio	times	2.0	1.6	1.4
Average sale (inventory) period	days	39	48	55
Average collection period	days	43	39	42
Average payment period	days	44	42	46
Profitability ratios				
Gross profit margin	%	35.3	34.2	30.6
EBITDA margin	%	21.0	20.4	14.6
Net profit margin for the year	%	13.4	11.9	7.1
Net profit margin attributable to owners of the parent	%	13.7	12.2	7.1
Return on equity	%	18.4	16.2	10.0
Return on assets	%	13.7	12.0	7.2
Financial policy ratio				
Total debt to equity	times	0.3	0.4	0.4



APPENDIX: Ratios & Formulas

Liquidity Ratios

Current ratio (times) = Total current assets / Total current liabilities

Number of days of inventory = Average inventory / (Cost of sales of goods / Number of days in the period¹)

Collection period (days) = Average trade account receivables / (Total revenues from sales / Number of days in the period¹)

Accounts payable (days) = Average account payables / (Cost of sales of goods / Number of days in the period¹)

Profitability Ratios

Gross profit margin (%) = (Total revenues from sales – Total cost of sales of goods) / Total revenues from sales

SG&A to sales ratio (%) = (Selling and distribution expenses + Administrative expenses) / Total revenues from sales

EBIT margin (%) = (Profit before income tax expense + Finance Cost) / Total revenues from sales

EBITDA margin (%) = (Profit before income tax expense + Finance Cost + Depreciation and Amortization) / Total revenues from sales

Net profit margin for the period (%) = Net Profit for the period / Total revenues from sales

Net profit margin attributable to the owners of the parent (%) = Net Profit attributable to owners of the parent / Total revenues from sales

Return on equity (%) = Profit for the period / Average total equity

Return on assets (%) = Profit for the period / Average total assets

Other Ratios

Debt to equity (times) = Total liabilities / Total equity

¹ Number of days in the period is defined as 360 days in a year. For example, 90 days and 180 days should be used for quarterly and half-year ratio analyses, respectively.



Legal Dispute

The Company might occasionally involve in legal action or be the party in lawsuit related to business operation in normal trade of the Company, and from nature of business which the Company operated. As of 31 December 2022, the Company or Subsidiaries had no cases or disputes under legally process which might negatively affect the Company's and Subsidiaries' assets in the amount exceeding 5 percent of total shareholders of the Company's latest year ended consolidated financial statement or might essentially affect business operation, financial position, performance result and business opportunities of the Company or Subsidiaries in the way that could not calculate the affect in figures or the incident did not occur from the normal operation of the Company or Subsidiaries, excluded the followings cases;



Legal Dispute in Civil Case

In August 2018, a business operator (the "Plaintiff") filed the plaintiff against the Company (the "Defendant") to the civil court, requiring the Defendant to take liability for breach of agent appointment contract, tort, and claimed damage, with the amount in dispute of 228,680,000 Baht. The Plaintiff cited that it had contractual right to distribute the energy drink under the Defendant's brands in Thailand. The Plaintiff has ever purchased the goods from M-150 Company Limited and Union Drink Company Limited. By submitting this plaintiff, the Plaintiff, therefore, requested the court to render judgement requiring the Defendant to appoint the Plaintiff as the sole distributor for the Defendant's goods in the Plaintiff's area; requiring the Defendant to cease the distribution of the Defendant's energy drink to other business operators in some areas of Thailand; requiring the Defendant to cancel the grant of distribution right for the Defendant's energy drink to other business operators in some areas of Thailand, by requiring the Defendant to sell the goods only to the Plaintiff for further distribution; and requiring the Defendant to compensate for damage to the Plaintiff on basis of tort and breach of contract in the amount of 2 million Baht per month, from June 2018 onwards. In case the Defendant is unable to perform the action as required, the Defendant shall be required to compensate for damage in the amount of 228,680,000 Baht.

On December 12, 2019, the Court of First Instance issued a decision dismissing the Plaintiff's complaint. The Plaintiff filed an appeal with the Court of Appeal, which later upheld the Court of First Instance's decision on May 7, 2021. Following that, on August 4, 2021, the plaintiff filed an appeal with the Supreme Court after which the Company filed a response to the Plaintiff's appeal on October 11, 2021.

On June 21, 2022, the Supreme court issued a decision dismissing the request for appeal of the Plaintiff. Therefore, the judgment of the court of appeal is final



Legal Dispute in the Republic of Kenya

At the High Court of Kenya

In July 2017, Ocean Foods Limited (“Ocean”), our former distributor of SHARK beverage products in Kenya, filed a lawsuit before the High Court of Kenya against the Company and one of our European subsidiaries, Osotspa Europe Limited (“Osotspa Europe”), for certain alleged breaches of contract. Ocean has claimed damages in the amount of EUR 1.5 million together with costs estimated at USD 50,000 and interest, and alleged that the Company and Osotspa Europe had supplied beverage products to another distributor in Kenya, Extropica Foods Limited (“Extropica”), and had ceased supplying SHARK beverage products to Ocean in breach of our contractual obligations. Ocean also requested the High Court of Kenya to issue a provisional injunction prohibiting the Company, Osotspa Europe and Extropica from distributing beverage products in Kenya. The Company and Osotspa Europe argued that Ocean had breached its own contractual obligations when it failed to pay approximately EUR 1.6 million for beverage products the Company had sold them; in addition, the Company and Osotspa Europe further claimed that Ocean had confused and misled consumers by distributing its own energy drinks in a packaging that was identical or similar to that of our SHARK beverage products.

In October 2017, the High Court of Kenya issued an order to dismiss Ocean’s request for a provisional injunction against us and Osotspa Europe. The court also issued an injunction against Ocean ordering it to remove from the market its energy drinks packaged in cans and other packaging identical or similar to that of our SHARK beverage products. The court, however, has still to decide on Ocean’s claim and our counterclaim relating to breach of contract. However, the Company’s Management evaluated the risk of the aforementioned litigation in accordance with the current situation and adjusted the estimated liability remaining THB 22 million.

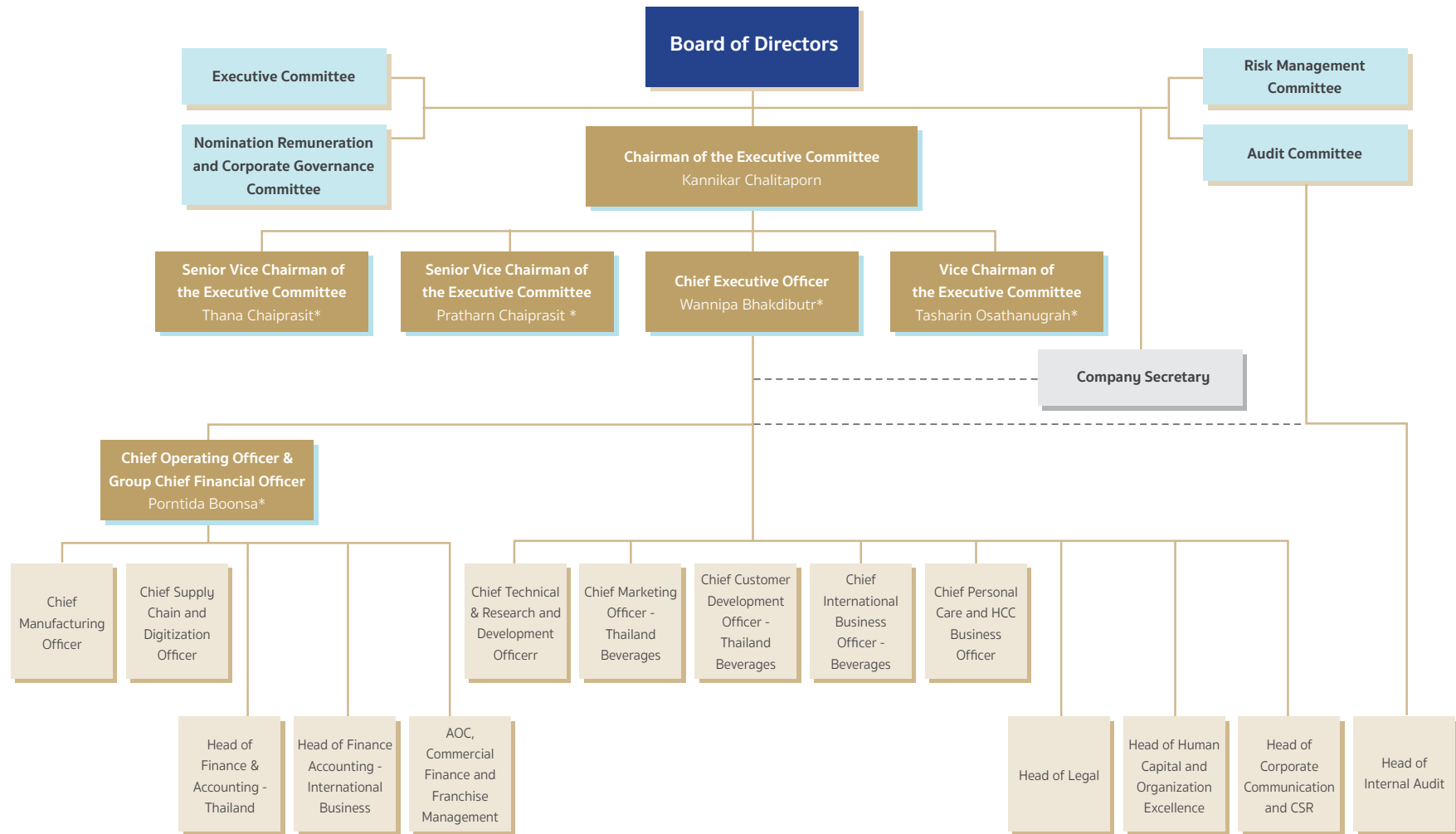
On February 4, 2021, the parties appeared in court to file and exchange additional documents. Later, the High Court of Kenya ordered that the parties hold arrangement to determine the disputed issues of the case and the court released the statement of agreed disputed issues for case on October 27, 2021.

As of December 31, 2021, this issue is now in the hearing procedure, with the parties scheduled to appear in court on January 27, 2022, to set additional court hearing dates. However, due to Kenya’s general elections, the hearing date for Osotspa case is postponed to year 2023. The estimated date for the new hearing will be around March 2023.



Management Structure

As of 31 December 2022, the management structure of the Company was as follows;



Remark * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)



The Board of Directors and Sub-committees

The Board of Directors

As of 22 February 2023, the Board of Directors was comprised of 17 members (including five women) as follows:

1.	Mr. Somprasong Boonyachai	Independent Director, Chairman of the Board of Directors, Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
2.	Mr. Surin Osathanugrah	Director and Honorary Chairman
3.	Mrs. Kannikar Chalitaporn	Vice Chairman of the Board of Directors, and Chairman of the Executive Committee
4.	Mr. Ratch Osathanugrah	Vice Chairman of the Board of Directors
5.	General Surapong Suwana-adth	Independent Director, Vice Chairman of the Board of Directors, and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
6.	Ms. Penchun Jarikasem	Independent Director and Chairman of the Audit Committee
7.	Mr. Krirk Vanikkul	Independent Director and Member of the Audit Committee
8.	Mrs. Sinee Thienprasiddhi	Independent Director and Member of the Audit Committee
9.	Mr. Charamporn Jotikasthira	Independent Director, and Chairman of the Risk Management Committee
10.	Mr. Thana Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
11.	Mr. Pratharn Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
12.	Mr. Tasharin Osathanugrah	Director and Vice Chairman of the Executive Committee
13.	Mr. Niti Osathanugrah	Director, Member of the Executive Committee, Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, and Member of the Risk Management Committee
14.	Mr. Salin Pinkayan	Director, Member of the Executive Committee, and Member of the Risk Management Committee
15.	Mr. Natee Osathanugrah	Director
16.	Mrs. Wannipa Bhakdibutr	Director, Member of the Executive Committee, Member of the Risk Management Committee, and Chief Executive Officer
17.	Mrs. Porntida Boonsa	Director, Member of the Executive Committee, Member of the Risk Management Committee, and Chief Operating Officer & Group Chief Financial Officer

Hence, the Independent Directors have completed qualification in the Board of Directors Charter of the Company and related regulation and announcement. Details about the Board of Directors are provided in the “Information of the Board of Directors, Executives and Company Secretary” section.



Authorities, Duties and Responsibilities of the Board of Directors

The resolutions of the Board of Directors' Meeting No. 2/2023 on 22 February 2023 specified the authorities, duties, and responsibilities of the Board of Directors as follows:

- (1) The Board of Directors has authorities, duties, and responsibilities in the management and business operations of the Company and in the supervision of the business operations of the Company's subsidiaries to ensure they comply with applicable laws, objectives, and Articles of Association together with the resolutions of shareholders with honesty and prudence in order to protect the interests of the Company and shareholders. This includes monitoring the Company's operations so that they are conducted in accordance with laws applicable to the business conduct of the Company and its subsidiaries, which also include laws relating to bribery or corruption.
- (2) To determine the Company's vision, mission, targets, policies, strategies, directions, business plans, and annual budgets, including managing and supervising the business performance of the Management team to be in line with these criteria, in an efficient manner and in the best interests of the Company and its shareholders.
- (3) To continuously monitor the business performance of the Company and its subsidiaries to be in line with their respective operational plans and budgets.
- (4) To arrange for the Company and its subsidiaries to put in place proper and efficient systems for accounting, financial reporting, and auditing, including the accurate disclosure of important information within a reasonable period of time and in full compliance with applicable regulations and standards. In addition, the Board of Directors shall arrange for the Company to have proper and adequate systems for internal controls, internal audit, and storage of material documents so that all data can be examined or verified at any later date.
- (5) To consider agreeing with the selection and engagement of auditors as well as their remuneration as previously proposed for consideration by the Audit Committee. Such auditors as well as their remuneration will subsequently be submitted to the Annual General Meeting of shareholders for approval.
- (6) To consider establishing policies for risk management to cover all ranges of activities within the Company and to set up systems or processes for risk management, through proper, sufficient, and efficient contingency measures and control methods to lessen the potential impact on the Company's business operations.
- (7) To put in place, and abide by, a written policy on good corporate governance as per the principles of good corporate governance and apply this policy in an efficient and responsible manner towards all people with a concern for fairness.
- (8) To determine the management and administrative structure governing the Company's subsidiaries and associated companies such that the Board of Directors can then efficiently supervise them and be responsible for their business operations.
- (9) To appoint sub-committees and determine their scope of duties so that such sub-committees can assist and support the Board of Directors in performing their responsibilities.



- (10) To put in place performance assessment arrangements and suitable mechanisms for setting remuneration for top Executives.
- (11) To consider selecting and changing the authorized Directors of the Company in accordance with the Articles of Association of the Company.
- (12) To consider and propose the remuneration of Directors including the Board of Directors and sub-committees (as recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee) to the Annual General Meeting of shareholders for approval. In considering such remuneration, such factors as (but not limited to) the Company's business operations and operational results, market conditions, industry practices, and existing economic conditions, as well as scopes of duties and responsibilities of the Directors, shall also be taken into account.
- (13) To consider and appoint the Company Secretary.
- (14) To consider and approve transactions on assets acquisitions and dispositions, and investments in new businesses, as well as to perform any other activities as required by applicable laws, notifications, and regulations.
- (15) To consider and/or give opinions on connected transactions and/or any other transactions entered into by the Company and its subsidiaries (if the value of such transactions does not require consideration and approval from the Annual General Meeting of shareholders) pursuant to applicable laws, notifications, and regulations.
- (16) To monitor, control, and prevent any conflict of interest between the Company's stakeholders and its subsidiaries.
- (17) To arrange for the proper disclosure of information on those persons who have conflicts of interest, on stakeholders, and on related persons in an accurate, complete, proper, and timely manner, and in accordance with applicable laws, notifications, and regulations.
- (18) To prepare Form 56-1 One Report as well as to prepare and disclose financial statements which represent the financial condition and business operation of the Company during the previous year, and to present same to the Annual General Meeting of shareholders for approval.
- (19) The Board of Directors may authorize any Director or any other persons to act on its behalf as deemed appropriate and/or within the period of time specified, provided that such authorization may be canceled, revoked, changed, or amended by the Board.

In so doing, such authorization shall not be in the nature of a power of attorney or sub-power of attorney that allows such authorized person(s) to have the authority to consider or approve transactions in which they or any third party may have a conflict of interest, have a vested interest in, or have any other sorts of conflicts of interest with the Company or the Company's subsidiaries (if any), except where it is the approval of transactions within the scope of policies and principles already contemplated and approved by the meetings of the Board of Directors or shareholders.

- (20) To seek opinions from external professional advisors as deemed necessary for proper decision-making on related matters.
- (21) Each Director has a duty to report their own vested interest or of those persons related to them who have a vested interest in the management and administration of the business affairs of the Company or its subsidiaries. Each Director also has a duty to report to the Company any transaction to be entered into with the Company, or with its subsidiaries or associated companies, which could give rise to a conflict of interest.



- (22) Each Director, including their respective spouses, cohabitants and minors, shall not use any inside information of the Company, or of its subsidiaries or associated companies, for their own benefit or for the benefit of other persons, whether directly or indirectly, and regardless of whether or not they earn something as a result.
- (23) To regularly examine/review the Board of Directors Charter at least once a year.
- (24) To consider and review on a regular basis, at least once a year, the suitability of the Corporate Governance Policy so as to ensure that it is in line with the Corporate Governance Code and to record it as part of the resolution of the meeting of the Board of Directors. In this regard, Form 56-1 One Report shall disclose the outcome of such a review with a statement certifying that the Board has already considered and reviewed the application of the Corporate Governance Code in a context relevant to the business of the Company.

Board Skills Matrix

The Board of Directors consists of Directors who are knowledgeable, skillful and expertised in the Company's operating business. Details of skill, experience and expertise of individual Director as of 31 December 2022 which was presented to the meeting of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee for acknowledgement, details shown as below table;

Director	Skill, Experience and Expertise															
	FMCG Business Management	Consumer Staples	Industrial (Glass / Aluminium Can)	Engineer	Energy	Utilities	Human Resource Management	Financials / Accounting / Auditing	Marketing and Communications Services	New Future Business (Strategic & Planning, Merges and Acquisition, International / Global Business, Research and Development Innovation)	Economics	Digital Information Security and Cybersecurity	Legal / Regulatory	Risk Management / Crisis Management	Environment and Sustainability	Corporate Governance
1. Mr. Somprasong Boonyachai				✓	✓	✓	✓		✓	✓		✓	✓	✓	✓	✓
2. Mr. Surin Osathanugrah	✓	✓								✓						
3. Mrs. Kannikar Chalitaporn	✓	✓					✓	✓	✓	✓	✓	✓		✓		✓
4. Mr. Ratch Osathanugrah	✓	✓	✓						✓							



Director	Skill, Experience and Expertise															
	FMCG Business Management	Consumer Staples	Industrial (Glass / Aluminium Can)	Engineer	Energy	Utilities	Human Resource Management	Financials / Accounting / Auditing	Marketing and Communications Services	New Future Business (Strategic & Planning, Merges and Acquisition, International / Global Business, Research and Development Innovation)	Economics	Digital Information Security and Cybersecurity	Legal / Regulatory	Risk Management / Crisis Management	Environment and Sustainability	Corporate Governance
5. General Surapong Suwana-adth							✓	✓	✓			✓	✓	✓	✓	✓
6. Mr. Thana Chaiprasit	✓	✓	✓				✓		✓	✓		✓				✓
7. Mr. Pratharn Chaiprasit	✓	✓	✓				✓			✓						
8. Mr. Tasharin Osathanugrah	✓	✓	✓				✓									
9. Ms. Penchun Jarikasem					✓	✓		✓		✓	✓			✓	✓	✓
10. Mr. Krirk Vanikhul								✓			✓		✓	✓		✓
11. Mrs. Sinee Thienprasiddhi							✓	✓		✓			✓		✓	✓
12. Mr. Charnporn Jotikasthira				✓				✓		✓	✓	✓	✓	✓		✓
13. Mr. Niti Osathanugrah	✓	✓	✓							✓	✓		✓	✓	✓	✓
14. Mr. Salin Pinkayan	✓	✓		✓			✓			✓				✓	✓	✓
15. Mr. Natee Osathanugrah	✓	✓							✓		✓					
16. Mrs. Wannipa Bhakdibutr	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
17. Mrs. Porntida Boonsa	✓	✓	✓		✓			✓		✓	✓	✓		✓		✓
Total	11	11	7	3	4	3	9	8	7	12	8	7	7	10	7	12



Directors Authorized to Sign for the Company with Binding Effect

Mr. Surin Osathanugrah, or Mr. Niti Osathanugrah, or Mr. Ratch Osathanugrah, one of these three jointly sign with Mr. Pratharn Chaiprasit, or Mr. Thana Chaiprasit, or Mr. Tasharin Osathanugrah, or Mrs. Wannipa Bhakdibutr, consisting of two persons and the Company's seal duly affixed, or;

Mr. Pratharn Chaiprasit, or Mr. Tasharin Osathanugrah, or Mrs. Wannipa Bhakdibutr, two of these three jointly sign with the Company's seal duly affixed, or;

Mr. Thana Chaiprasit, or Mr. Tasharin Osathanugrah, or Mrs. Wannipa Bhakdibutr, two of these three jointly sign with the Company's seal duly affixed.

The Audit Committee

As of 31 December 2022, the Audit Committee was comprised of the following three Independent Directors who qualified as prescribed in the Charter of the Audit Committee and related regulations and announcement:

Name	Position
1. Ms. Penchun Jarikasem	Independent Director and Chairman of the Audit Committee
2. Mr. Krirk Vanikkul	Independent Director and Member of the Audit Committee
3. Mrs. Sinee Thienprasiddhi	Independent Director and Member of the Audit Committee

Ms. Penchun Jarikasem, the Chairman of the Audit Committee, is well respected and has a detailed understanding of, and experience in, accounting and finance. Mrs. Kanrawee Sangnikornkiat, Head of Internal Audit, is appointed as the Secretary to the Audit Committee.

Details about the Audit Committee are provided in the "Information of the Board of Directors, Executives and Company Secretary" section.

Authorities, Duties and Responsibilities of the Audit Committee

The resolutions of the Board of Directors' Meeting No. 2/2021 on 24 February 2021, specified the authorities, duties, and responsibilities of the Audit Committee as follows:

- (1) To examine the Company's financial reports to ensure their accuracy and sufficient disclosure.
- (2) To examine the Company's internal controls and internal audit systems to ensure their suitability and efficiency and to determine the Internal Audit unit's independence, as well as to approve the appointment, transfer, and removal of Head of Internal Audit or any other person holding an equivalent position.



- (3) To examine the Company's risk management systems to ensure their suitability and efficiency.
- (4) To examine the Company's compliance with applicable laws on the securities and exchange regulations of the Stock Exchange of Thailand (SET) and laws relevant to the Company's business operations, as well as to examine the Company's subsidiaries so as to ensure that they comply with good corporate governance requirements and measures as described in the Company's Corporate Governance Policy.
- (5) To consider selecting and nominating an independent person(s) with the qualification in accordance to the Securities and Exchange Commission, Thailand (SEC) to be appointed as the auditor(s) of the Company, propose the auditor(s) remuneration, propose the removal of the auditor (s), and attend a meeting with the auditor (s) at least once a year without the presence or attendance of any the Company Executives.
- (6) To consider connected transactions or transactions that may lead to conflicts of interest and the acquisition and disposition of the Company's assets, with each case being in compliance with applicable laws and regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand (SET), including those policies relating to connected transactions and good corporate governance of the Company with a view to ensuring that they be reasonable and serve the Company's best interests.
- (7) To perform any other acts as assigned by the Board of Directors, with approval from the Audit Committee.
- (8) To prepare and disclose any other reports which the Audit Committee believes should be informed to shareholders and investors in general, within the scope of duties and responsibilities as assigned by the Board of Directors.
- (9) To prepare the Audit Committee's reports and disclose the same in the Company's annual reports and keep the Board of Directors regularly informed of the Audit Committee's activities.
- (10) In performing its duties, if the Audit Committee discovers, or is in any doubt about a transaction or act which may have a significant impact on the financial status and business operations of the Company, the committee shall report its concerns to the Board of Directors so as to rectify this within the period of time that the committee sees fit. In this circumstance, the types of transactions or acts requiring such reporting are as follows:
 - a) Transactions which constitute any conflict of interest;
 - b) Any fraud, unusual matter, or significant incompetence or defect within the Internal Control unit;
 - c) Breaches of applicable laws and regulations of the Securities and Exchange Commission (SEC), regulations of the Stock Exchange of Thailand (SET), and laws relevant to the Company's business operations.



Reports of the Audit Committee

- (1) To prepare reports and disclose the same in the Company's annual report, provided that such reports shall cover matters or items as required by the Stock Exchange of Thailand (SET) and assigned by the Chairman of the Audit Committee.
- (2) To report on the Audit Committee's activities to the Board of Directors on a regular basis including:
 - a) Minutes of the Audit Committee's meetings which expressly contain their opinions on matters requiring their consideration;
 - b) Reporting on matters considered or determined by the Audit Committee during the year;
 - c) Reporting their opinions on financial statements and the outcome of internal audit exercises;
 - d) Any other matter which the Audit Committee believes should be brought to the attention of the Board of Directors.
- (3) If any of the following matters are discovered or detected, the Audit Committee shall report this immediately to the Board of Directors so as to seek the necessary guidelines or solutions:
 - a) Any occurrence of any fraud, unusual matter, or significant incompetence or defect within the Internal Control unit;
 - b) Any occurrence of conflicts of interest;
 - c) Dubious circumstances potentially resulting in a violation of applicable laws or regulations of the Stock Exchange of Thailand (SET) and/or laws relevant to the Company's business operations;
 - d) Any other matter or occurrence which the Audit Committee believes should be brought to the attention of the Board of Directors.
- (4) If the auditor finds any act of corruption or against the law which relates to Directors and Executives, the auditor directly reports to the Audit Committee for initial investigation. The Audit Committee needs to report the investigation result to SEC and auditor within 30 days starts from the date receiving the information from the auditor.

Self-evaluation of the Audit Committee

The Audit Committee shall conduct a self-evaluation of their performance at least once a year and report the results of such self-evaluations to the Board of Directors. This Charter will be reviewed on a regular basis at least once a year.



The Risk Management Committee

As of 31 December 2022, the Risk Management Committee comprised of six members who qualified as prescribed in the Charter of the Risk Management Committee:

Name	Position
1. Mr. Charamporn Jotikasthira	Independent Director and Chairman of the Risk Management Committee
2. Mr. Salin Pinkayan	Member of the Risk Management Committee
3. Mr. Niti Osathanugrah	Member of the Risk Management Committee
4. Mrs. Wannipa Bhakdibutr	Member of the Risk Management Committee
5. Mrs. Porntida Boonsa	Member of the Risk Management Committee
6. Mr. Nukit Chonlacoop	Member of the Risk Management Committee

Details about the Risk Management Committee are provided in the “Information of the Board of Directors, Executives and Company Secretary” section.

Authorities, Duties and Responsibilities of the Risk Management Committee

The resolutions of the Board of Directors' Meeting No. 8/2021 on 11 August 2021, specified the authorities, duties, and responsibilities of the Risk Management Committee as follows:

- (1) To consider and identify key risks of the Company's business operations, such as strategic risks, financial risks, operational risks, legal risks, regulatory risks, marketing risks, and all other risks that may affect the Company's reputation, including suggestions on any protections and risk management measures. In this regard, such matters shall be set as part of the policies together with guidance on how to manage or allocate such risks in a proper and efficient manner, including advising the Board of Directors and the Management team on risk management.
- (2) To consider and identify the risk of the Company's business operations and other effect to the Company including risk management plans and processes for the Company before proposing to the Board of Director for consideration and approval
- (3) To supervise and support risk management measures so that risks can be managed successfully by way of evaluating all risk factors for appropriate decision making. The Risk Management Committee has the duty to follow and assess the Company's compliance with the risk management framework. In addition, it shall also review the sufficiency of the risk management policies and systems and improve operational procedures with a view to continually minimizing risks to suit the business conditions of the Company.



- (4) To communicate with the Audit Committee on significant risks in order to evaluate the adequacy of the Company's internal control systems.
- (5) To regularly report on the outcome of risk assessments and performance, with acknowledgement by the Board of Directors. Any significant occurrence or issue that may have a material impact on the financial status and results of the Company's performance must promptly be reported to the Board of Directors for consideration.
- (6) To perform any other acts as assigned by the Board of Directors.
- (7) To seek an independent opinion(s) from any professional advisor(s) at the expense of the Company.
- (8) To request data from other units of the Company and its subsidiaries as supporting information for further consideration on related issues.
- (9) The Risk Management Committee shall have a duty to report the operational results and other issue which needed to be reported to the Board of Directors at least twice a year. This Charter will be reviewed on a regular basis at least once a year

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

As of 22 February 2023, the Board of Director Meeting No. 2/2023 had the resolution to change the name of the Nominatio, Remuneration and Corporate Governance Committee to the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee which comprised of the following three Directors who qualified as prescribed in the Charter of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee:

Name	Position
1. Mr. Somprasong Boonyachai	Independent Director and Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
2. General Surapong Suwana-adth	Independent Director and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
3. Mr. Niti Osathanugrah	Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

Details about the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee are provided in the "Information of the Board of Directors, Executives and Company Secretary" section.



Authorities, Duties and Responsibilities of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

The resolutions of the Board of Directors' Meeting No. 2/2023 on 22 February 2023, specified the authorities, duties, and responsibilities of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee as follows:

1. Nomination

- (1) To consider the structure and composition of the Board of Directors and sub-committees to be appropriate to the business organization and surrounding circumstances;
- (2) To define the procedure and criteria in the nomination, including the qualifications of persons to be nominated as directors in sub-committees and/or Executive;
- (3) To consider, selecting and screening any person who is suitably qualified based on expertise, capacity, diversity, gender, age, nationality, ethnicity, and religion to be directors, in sub-committees and/or Executive and to propose them to the meetings of the Board of Directors and/or the shareholders for approval annually.

2. Remuneration

- (1) To determine policies and criteria on remuneration, whether in monetary or non-monetary terms, of the Board of Directors and directors in sub-committees including the structure of remuneration of Executive of the Company to be proper and fair, then further recommend to the meetings of the Board of Directors and/or shareholders for approval;
- (2) To conduct any other activities as assigned by the Board of Directors which are concerned with the nomination and remuneration matters.

3. Corporate Governance

- (1) To determine policies on good corporate governance in the conduct of business of the Company as well as policies on corporate social responsibility and to present the same to the meetings of the Board of Directors and/or shareholders for approval;
- (2) To offer a practice guideline and suggestion on good corporate governance to the Board of Directors;
- (3) To foster the organizational culture of ethics and good corporate governance and to monitor compliance by the personnel of the Company with good corporate governance, as per the principles of good corporate governance and ethics of the Company;
- (4) To review and improve the suitability of the policy on good corporate governance and present the same to the Board of Directors;
- (5) To conduct any other activities as assigned by the Board of Directors which are concerned with the nomination and remuneration matters



4. Sustainable Development

- (1) To determine appropriately policies, targets and key performance indicators of sustainable development works including being reviewed regularly;
 - (2) To drive the integration of sustainable development strategy into our business plans;
 - (3) To monitor, review and evaluate the sustainable development performance;
 - (4) To provide advice, encouragement, support, and the resources needed for material decision-making to the management team overseeing sustainable development operations;
 - (5) To consider and agree with the Company's Sustainable Report;
 - (6) To authorize to appoint a sub-committee or the sustainable development working team as needed and determine their roles and responsibilities
5. The Committee is authorized to seek independent opinion from any other professional advisors as deemed necessary at the expense of the Company.
6. The Committee is empowered to request data from other divisions of the Company and those of the Company's subsidiaries as supporting information for further consideration on any related matters.
7. The Committee shall have a duty to report the outcome of their work performance and their operational results to the Board of Directors at least once a year. This Charter will be reviewed on a regular basis at least once a year.

The Executive Committee

As of 31 December 2022, the Executive Committee was comprised of the following eight members who qualified as prescribed in the Charter of the Executive Committee:

Name	Position
1. Mrs. Kannikar Chalitaporn	Chairman of the Executive Committee
2. Mr. Thana Chaiprasit	Senior Vice Chairman of the Executive Committee
3. Mr. Pratharn Chaiprasit	Senior Vice Chairman of the Executive Committee
4. Mr. Tasharin Osathanugrah	Vice Chairman of the Executive Committee
5. Mr. Niti Osathanugrah	Member of the Executive Committee
6. Mr. Salin Pinkayan	Member of the Executive Committee
7. Mrs. Wannipa Bhakdibutr	Member of the Executive Committee
8. Mrs. Porntida Boonsa	Member of the Executive Committee

Details about the Executive Committee are provided in the "Information of the Board of Directors, Executives and Company Secretary" section.



Authorities, Duties and Responsibilities of the Executive Committee

The resolutions of the Board of Directors' Meeting No. 1/2023 on 25 January 2023 specified the authorities, duties, and responsibilities of the Executive Committee as follows:

- (1) To manage business affairs in its ordinary course of business, including to consider and set targets, policies, business plans, business strategies and directions as well as the annual budgets of the Company and those of companies within the Group. This includes any expansion of the Company's business, investments, financial plans, management structure, policies on human resource management, as well as considering and scrutinizing any proposal made by the management before presenting it to the Board of Directors for approval;
- (2) To supervise business operations and follow up on business operational results and financial condition of the Company to be in line with those policies, strategies, plans, targets and budgets as approved by the Board of Directors as well as supervising and following up on business operational results and financial condition of those companies within the Group, including considering the resource allocation and management in an efficient and effective manner, having regard to impact and development of resource through a value chain in order to sustainably achieve its objective and main targets and reporting the same on a regular basis to the Board of Directors;
- (3) To manage information technology to be in line with the Company's business requirements, as well as to ensure that information technology be implemented to enhance business' opportunities and to develop business operations such that the business operation can achieve its objectives and main targets;
- (4) To control management and set up policies on management structure of the Company's subsidiaries and associated companies so that the Executive Committee can manage, and be accountable to the management and business operation of, such subsidiaries and associated companies in an efficient manner. To follow up on the management of such subsidiaries and associated companies so as to preserve investments made by the Company, in this regard the Executive Committee is authorized by the Board of Directors to consider nominating any appropriate person to represent the Company by way of acting as directors of such subsidiaries and associated companies, including to define the scope of duties and responsibilities of those directors in such subsidiaries and associated companies;
- (5) To consider and approve the entry into contracts or the conduct of ordinary business or ancillary activities in support of such ordinary business under general commercial terms, the opening and closure of bank and financial institution accounts, the use of financial services within credit limits and/or within the budget as approved by the Board of Directors or as approved in principle by the Board of Directors, as well as in accordance with the Schedule of Authority as approved by the Board of Directors;
- (6) To consider profits and losses of the Company and to propose interim dividend payments to the Board of Directors for approval;
- (7) To consider annual dividend payments and propose the same to the Board of Directors for approval prior to further submitting the same to the meeting of shareholders;



- (8) To have power to issue any power of attorney delegating its authority to any one person or more to perform any act under the supervision of the Executive Committee or to issue any power of attorney delegating such person(s) to have authority and within the period of time as deemed appropriate by the Executive Committee. The Executive Committee may cancel, revoke, change or amend any person(s) to be so authorized or such power of attorney as the Executive Committee may consider appropriate.

In so doing, the delegation of such authority or the issue of power of attorney shall not be of such nature that allows such authorized person(s) to have authority or power to approve transactions in which they or any third person may have a conflict of interest (as this term is so defined in any applicable regulation or notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and/or competent agencies), have vested interest in, or have any other sorts of conflicts of interest with, the Company, the Company's subsidiaries and/or related companies. In this regard, the Executive Committee shall also not have authority to approve such matters as well and such matters must be proposed to the meetings of Board of Directors and/or the shareholder (as the case may be) for approval, except where such matters are of transactions in the Company's ordinary course of business with general commercial terms as per any applicable regulation or notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and/or competent agencies;

- (9) To consider and give opinion on issues which are required to be approved by the Board of Directors, except where such issues are otherwise authorized by the Board of Directors to be handled by any sub-committees;
- (10) To have power and authority to seek independent opinion from any other professional advisors at the expense of the Company;
- (11) To have power to invite and solicit the management team or any person related to the Company for opinion, meeting attendance or information, as well as to request data from other divisions of the Company and those of the Company's subsidiaries as supporting information for further consideration;
- (12) To perform any other duties as assigned by the Board of Directors;
- (13) The Executive Committee shall have a duty to report on every meetings result or other issue which needed to be reported to the Board of Directors regularly. This Charter will be reviewed on a regular basis at least once a year.



Board of Directors and Sub-committees' Meetings

The Company has scheduled the Board of Directors and Sub-committees' Meetings for the whole year.

As for the Board of Directors' Meeting: The Company has policy to convene at least once in each quarter. The meeting should be held no less than six (6) times per year. The Company also encourages each director to attend the meeting at least 75% of the total meeting of the Board of Directors held in a year, such meeting schedule was informed to the directors in advance including fixed crucial agenda for the Board of Directors' Meeting to aim the directors to be able to allocate their time to attend every meeting. In convening any meeting of the Board of Directors, the Chairman of the Board of Directors shall send an invitation letter to all directors of no less than seven (7) days in advance of the date of meeting. In the case of necessity with insufficient information or urgency, the meeting can be convened by any other means or be convened with a shorter advance notice.

As for the Sub-committees' Meeting: The policy to convene the meeting would be in accordance with the charter of each committee.

In 2022, the pandemic of COVID-19 situation was subsided. The Company therefore alternately held physical and electronic meetings in order to convene a smooth and effectiveness discussion over the Company's important business. The electronic meeting held via Microsoft Teams Meeting, such electronic meeting was in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and Notification of the Department of Business Development RE: Electronic Meetings (No. 2), B.E. 2563 (2020), dated 23 March 2020.

Furthermore, the invitation letter indicates and agenda items of the Board of Directors' and Sub-committees' Meetings shall be allocated via E-mail and Software Tools with secure access. Hence, Director who is able to access the agenda items must be the Director who is appointed in each committee only. Such allocation facilitates the fast information to the Board of Directors and Sub-committees and to reduce the process, timeframe and paper usage for the whole year.



Key agenda items of the Board of Directors' Meeting shown as follows;

Month	Regular Agenda Items
January	<ol style="list-style-type: none"> 1) To acknowledge the year Company's performance and to evaluate the corporate KPIs 2) To evaluate year ended performance and to set the annual KPIs of executives 3) To set year ended performance bonus and annual salary increase of Executives and Employees
February	<ol style="list-style-type: none"> 1) To call the Annual General Meeting of Shareholders (AGM) and consider the agenda items for AGM, details as follows; <ul style="list-style-type: none"> - The year ended financial statements - Dividend payment - Auditor appointment and fixed auditor's fee - The election of directors to replace those retired by rotation and the remuneration of the directors 2) To set the annual risk identification management and to acknowledge the report of year ended risk dashboard, safety, occupational health and environment 3) To evaluate the Company internal control adequacy assessment 4) To evaluate the self-assessment results of the Board of Directors and Sub-committees
March	To approve Annual Registration Statement and Annual Report (Form 56-1 One Report)
April	<ol style="list-style-type: none"> 1) To consider the Company's operational performance 2) To acknowledge the progress of AGM
May	To consider financial statements of the 1st quarter and the Company's operational performance
June	To consider the Company's operational performance
July	To consider the Company's operational performance
August	<ol style="list-style-type: none"> 1) To consider financial statements of the 2nd quarter 2) To consider the interim dividend payment (if any) 3) To acknowledge the risk dashboard, safety, occupational health and environment for the first half of the year
September	To consider the Company's operational performance
October	To consider the Company's operational performance
November	To consider financial statements of the 3rd quarter
December	<ol style="list-style-type: none"> 1) To consider the Company's operational performance 2) To consider annual plan and target for the next year

In 2022, the Company convened a total of 13 Board of Directors' Meetings, with an attendance ratio of 93.67%. The Sub-committees' Meetings were also held for the directors to collaboratively debate and discuss the important business and to strengthen the good corporate governance of the Company.



Non-Executive Directors Committee Meeting (NED Meeting)

According to Corporate Governance Policy, indicated that the Company shall have the NED meeting at least once a year to discuss various issue without the attendance of Management team. The Meeting result shall be reported to Chairman of the Executive Committee and Chief Executive Officer. For the year 2022, there was 1 NED Meeting.

Joint Meeting of the Audit Committee and the Risk Management Committee

In the year 2022, there were 2 joint meetings of the Audit Committee and the Risk Management Committee to acknowledge the result of the Internal Audit in a year in according with risk dashboard and planned for operational collaboration for the next year.



The details of meeting attendance in 2022 of individual director listed below:

Name	No. of attended Meetings/Total Meetings							
	AGM 2022 (1 Time)	BOD (13 Times)	AC (8 Times)	NRC (6 Times)	RMC (4 Times)	EXCOM (15 Times)	NED (1 Time)	AC&RMC (2 Times)
1. Mr. Somprasong Boonyachai	1/1	13/13	-	6/6	-	-	1/1	-
2. Mr. Surin Osathanugrah	1/1	10/13	-	-	-	-	0/1	-
3. Mrs. Kannikar Chalitaporn	1/1	12/13	-	-	-	14/15	-	-
4. Mr. Ratch Osathanugrah	0/1	12/13	-	-	-	-	1/1	-
5. General Surapong Suwana-adth	1/1	13/13	-	6/6	-	-	1/1	-
6. Ms. Penchun Jarikasem	1/1	13/13	8/8	-	-	-	1/1	2/2
7. Mr. Krirk Vanikkul	1/1	12/13	7/8	-	-	-	1/1	2/2
8. Mrs. Sinee Thienprasiddhi	1/1	13/13	8/8	-	-	-	1/1	2/2
9. Mr. Charamporn Jotikasthira	1/1	12/13	-	-	4/4	-	1/1	2/2
10. Mr. Thana Chaiprasit	1/1	12/13	-	-	-	15/15	-	-
11. Mr. Pratharn Chaiprasit	1/1	12/13	-	-	-	15/15	-	-
12. Mr. Tasharin Osathanugrah	1/1	12/13	-	-	-	15/15	-	-
13. Mr. Niti Osathanugrah	1/1	13/13	-	6/6	4/4	15/15	1/1	2/2
14. Mr. Salin Pinkayan	1/1	13/13	-	-	4/4	15/15	1/1	2/2
15. Mrs. Wannipa Bhakdibutr	1/1	13/13	-	-	4/4	15/15	-	2/2
16. Mrs. Porntida Boonsa	1/1	13/13	-	-	4/4	15/15	-	2/2
Director who was appointed during 2022								
1. Mr. Natee Osathanugrah ⁽¹⁾	-	7/9	-	-	-	-	-	-
Director who resigned during 2022								
1. Mr. Petch Osathanugrah ⁽²⁾	0/1	2/4	-	-	-	-	-	-

Definition: AGM 2022 = the 2022 Annual General Meeting of Shareholders, BOD = the Board of Directors, AC = the Audit Committee, NRC = the Nomination, Remuneration and Corporate Governance Committee, RMC = the Risk Management Committee, EXCOM = the Executive Committee, NED = the Non-Executive Director Committee, AC&RMC = the Audit Committee and the Risk Management Committee, Symbol - = Non-Director or appointed after the Meetings were held

Remark:

⁽¹⁾ Mr. Natee Osathanugrah was appointed as Director from the 2022 Annual General Meeting of Shareholders in place of Mr. Petch Osathanugrah who did not extend the Director term effective date 27 April 2022 onwards.

⁽²⁾ Mr. Petch Osathanugrah did not extend the Director term therefore the position of Directors ended effective date 27 April 2022 onwards.



Executives

As of 31 December 2022, Mrs. Kannikar Chalitaporn is the leader of Executives in the position of Chairman of the Executive Committee. There are five Executives namely as follows;

Name	Position
1. Mr. Thana Chaiprasit	Senior Vice Chairman of the Executive Committee
2. Mr. Pratharn Chaiprasit	Senior Vice Chairman of the Executive Committee
3. Mr. Tasharin Osathanugrah	Vice Chairman of the Executive Committee
4. Mrs. Wannipa Bhakdibutr	Chief Executive Officer
5. Mrs. Porntida Boonsa	Chief Operating Officer and Group Chief Financial Officer

“Executives” is defined according to the definition of the Notification of the Securities and Exchange Commission (SEC) No. KorChor.17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended). The information of Executives are shown in the “Information of the Board of Directors, Executives and Company Secretary” section.

Company Secretary

The Board of Directors Meeting No. 12/2018 on December 12, 2018, resolved to appoint Ms. Palica Mokkhavesa as the Company Secretary pursuant to section 89/15 of the Securities and Exchange Act B.E 2535 (as amended) (“**the SEC Act**”).

The Company Secretary performs functions on matters as prescribed under section 89/15 of the SEC Act and Corporate Governance policy as follows:

(1) Preparing and keeping the following documents:

- a) A register of Directors;
- b) A notice calling the Board of Directors meeting and minutes of the meeting of the Board of Directors;



- c) A notice calling the Shareholders meeting and minutes of the Shareholders meeting;
 - d) Annual report or Form 56-1 One Report of the Company.
- (2) Keeping a report on areas of interest of the Directors and the Executives and submitting a copy of the report under section 89/14 of the Securities and Exchange Act to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven (7) business days from the date on which the Company has received such a report.
 - (3) Convening the Board of Directors meeting and the Shareholders meeting.
 - (4) Advising on rules and regulations to the Board of Directors and Executives.
 - (5) Arranging training sessions and orientations and providing the necessary information for being a Director to current and new Directors.
 - (6) Co-ordinating and ensuring the Company is complying with all laws, objectives, Articles of Association of the Company, and the resolutions of the Board of Directors and the Shareholders meetings including the Corporate Governance Policy.
 - (7) Performing any other acts as specified by the Board of Directors or in notifications of the Capital Market Supervisory Board.

Details about Company Secretary is provided in the “Information of the Board of Directors, Executives and Company Secretary” section.



Remuneration of Directors and Executives

Director Remuneration

The shareholders' meeting has authority to approve remuneration of directors. Therefore, in proposing the remuneration of directors to the shareholders' meeting, the Board of Directors shall consider the remuneration structure and rate that are suitable for the responsibilities and serve an incentive for the Board of Directors to lead the organization to reach short-term and long-term goals.

- (1) The Board of Directors has set the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee (NRCSD). The chairman and majority members of the NRCSD are independent directors to perform the duties of considering policies and requirements regarding the remuneration for both Board of Directors and sub-committees.
- (2) The remuneration of directors shall be consistent with the Company's long-term strategies and targets, experience, duties, scopes, roles, accountability and responsibility, as well as the benefit that the Company expects to derive from each director. Those directors who have been assigned with additional duty and responsibility (such as acting as sub-committee members) will be considered for additional remuneration proportionately in comparable to such remuneration typically paid by those business operations in the same industry and of similar organizational size.
- (3) The shareholders' meeting have authority to approve the remuneration structure and rates for directors, either in monetary or non-monetary forms. The Board of Directors should consider and propose the appropriate structure, amount of rates, both in fixed amounts (e.g. retainer fee, meeting allowance) and variable amounts based on business performance (e.g. bonus and pensions) by linking with value that the Company has created for shareholders, in line with the business/industry of similar type, and not too high to the extent that it only focuses on short-term performance.
- (4) The Board of Directors shall disclose the policies and guidelines for determining the remuneration of directors that reflects the duties and responsibilities of each directors, as well as the form and amount of such remuneration. The disclosed amount of remuneration shall also include remuneration that each director receives from being in any sub-committee (if any).
- (5) In cases of any person being appointed as an advisor of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to give advice and recommendation on the above rules and processes, the profile and information on such advisor shall be disclosed in Form 56-1 One Report, including the independent status and any conflict of interest.



Monetary Remuneration

The 2022 Annual General Meeting of Shareholders held on 27 April 2022, approved the remuneration of the Board of Directors and Sub-committees for 2022 as follows:

A. Attendance Fee

A rate of 50,000 Baht/person/meeting is paid to every director who is not a Company employee or Company advisor and who attends the Board of Director meeting and Sub-committee meeting.

B. Monthly Remuneration

The following rates are paid to every director who is not the Company employee or a Company advisor:

The Board of Directors

Chairman	30,000 Baht/month
Vice Chairman / Honorary Chairman	20,000 Baht/month
Director	15,000 Baht/month

The Audit Committee

Chairman	20,000 Baht/month
Director	15,000 Baht/month

The Nomination, Remuneration and Corporate Governance Committee

Chairman	20,000 Baht/month
Director	-

**The Risk Management Committee**

Chairman	20,000 Baht/month
Director	-

The Executive Committee

Chairman	-
Senior Vice Chairman / Vice Chairman	-
Director	-

Gratuity of Directors for the Year 2021

According to the resolution of the 2021 Annual General Meeting of Shareholders, the gratuity rate was not exceeding 0.5 times of the total remuneration of the Board of Directors and Sub-committees for the year 2021. The gratuity was paid to all Directors who were not the Company employee or the Company advisor according to the position term in 2021. Such gratuity was appropriately considered the allocation by the Nomination, Remuneration and Corporate Governance Committee.

In 2021, the Company paid remuneration of the Board of Directors and Sub-committees (excluded gratuity) in amount approximately 12.2 million Baht. The Nomination, Remuneration and Corporate Governance Committee considered to allocate by decreasing the gratuity payment for the year 2021, as appropriate according to economic conditions, in the total of not exceeding 5 million Baht. Such gratuity was paid to the Directors who entitled to received gratuity in March 2022.



In 2022, the Company paid remuneration to the Board of Directors and Sub-committees including gratuity of 2021 totalling 17,269,990 Baht as follows:

Director	Remuneration (Baht)							
	The Board of Directors	The Audit Committee	The Nomination, Remuneration, and Corporate Governance Committee	The Risk Management Committee	The Executive Committee	The Non-Executive Director Committee	Gratuity for Year 2021	Total
1. Mr. Somprasong Boonyachai	1,010,000	-	540,000	-	-	50,000	628,570	2,228,570
2. Mr. Surin Osathanugrah ⁽¹⁾	240,000	-	-	-	-	0.00	0.00	240,000
3. Mrs. Kannikar Chalitaporn ⁽²⁾	-	-	-	-	-	-	-	-
4. Mr. Ratch Osathanugrah	840,000	-	-	-	-	50,000	628,570	1,518,570
5. General Surapong Suwana-adth	890,000	-	300,000	-	-	50,000	300,000	1,540,000
6. Ms. Petchun Jarikasem	830,000	740,000	-	-	-	50,000	628,570	2,248,570
7. Mr. Krirk Vanikkul	780,000	630,000	-	-	-	50,000	628,570	2,088,570
8. Mrs. Sinee Thienprasiddhi	830,000	680,000	-	-	-	50,000	628,570	2,188,570
9. Mr. Charnporn Jotikasthira	780,000	-	-	540,000	-	50,000	300,000	1,670,000
10. Mr. Thana Chaiprasit ⁽²⁾	-	-	-	-	-	-	-	-
11. Mr. Pratharn Chaiprasit ⁽²⁾	-	-	-	-	-	-	-	-
12. Mr. Tasharin Osathanugrah ⁽²⁾	-	-	-	-	-	-	-	-
13. Mr. Niti Osathanugrah ⁽¹⁾	180,000	-	0.00	0.00	0.00	0.00	0.00	180,000
14. Mr. Salin Pinkayan	830,000	-	-	300,000	750,000	50,000	628,570	2,558,570
15. Mrs. Wannipa Bhakdibutr ⁽²⁾	-	-	-	-	-	-	-	-
16. Mrs. Porntida Boonsa ⁽²⁾	-	-	-	-	-	-	-	-



Director	Remuneration (Baht)							
	The Board of Directors	The Audit Committee	The Nomination, Remuneration, and Corporate Governance Committee	The Risk Management Committee	The Executive Committee	The Non-Executive Director Committee	Gratuity for Year 2021	Total
The Director who Appointed during the Year 2022								
17. Mr. Natee Osathanugrah ^{(2), (3)}	-	-	-	-	-	-	-	-
The Director who Resigned during the Year 2022								
18. Mr. Petch Osathanugrah ⁽⁴⁾	180,000	-	-	-	-	-	628,570	808,570
Total	7,390,000	2,050,000	840,000	840,000	750,000	400,000	4,999,990	17,269,990

Remark: (1) Mr. Surin Osathanugrah and Mr. Niti Osathanugrah informed not receiving Attendance Fee of the Board of Directors and Sub-committees (received only monthly remuneration) in the duration of January 2022 – December 2022 and informed not receiving gratuity of Directors for the year 2021.
(2) The Directors who have been employees received a monthly salary. Such Directors did not receive remuneration and gratuity as a Director.
(3) Mr. Natee Osathanugrah was appointed as Director from the 2022 Annual General Meeting of Shareholders in place of Mr. Petch Osathanugrah who did not extend the Director term effective date 27 April 2022. Therefore, he was still received the gratuity of Director for the year 2021.
(4) Mr. Petch Osathanugrah did not extend the Director term therefore the position of Directors ended effective date 27 April 2022 onwards. Therefore, he was still received the gratuity of Director for the year 2021.

Non-Monetary Remuneration

In 2022, the Company made life insurance and health insurance for Directors who are not employees of the Company. In addition, the Company grants the right for the directors in position of Vice Chairman of the Board of Directors and higher to borrow the car for the Company's business activities during the tenure of each directorship in the Company.

Executives Remuneration

For the financial year ended 31 December 2022, the total remuneration paid to the Executives, including salary, annual bonus, and other considerations such as provident fund contributions, details compared with previous year as follows:

Year	Amount (Baht)
2021	120,204,406
2022	112,597,766

“Executives” is defined according to the definition of the Notification of the Securities and Exchange Commission (SEC) No. KorChor.17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended).



Other Remuneration

- **Employee Joint Investment Program (“EJIP”)**

The Board of Directors’ Meeting No. 7/2019 convened on 17 July 2019, passed the resolution of the approval of the EJIP as one of the employees’ remunerations of the Company and Subsidiaries. Such program was considered as long-term incentives for working with the Company. The Company’s EJIP Program started from 1 April 2020 to 31 March 2025, the total duration of 5 years. The Executives and Employees who were eligible to join EJIP Program (Excluded the Executives in Osathanugrah’s family) must have good performance results and must be approved by the Chairman of the Executive Committee (However, the Executives and Employees’ voluntary shall be considered as well). Throughout the period of contributions to the program, the Company shall transfer money to all participants as follows;

1. Employee Investment: The Company will deduct money from payroll of participants at the rate of 2 to 20 percent of total salary until reaching full reserved amount. The reserved amount of the program shall not exceed 50 percent of the annual performance bonus (The Company’s operational performance bonus of the past year);
2. Employer Contribution: The Company shall contribute in the amount of 100 to 125 percent of the deducted salary of the participants each month to the representative (Tisco Securities Limited) to buy the Company’s share at ATO price (At the open price) in the next day after employee received the salary from the Company.

In the first year (Started from April 2020 to March 2021), there were 2 Executives participated in the program, the proportion was 19.5 percent of the total shares. The Company contributed in the total amount of 6,803,472 Baht.

In the 2nd - 3rd year, there was no investment in EJIP due to the Company’s operating performance results did not meet investment condition.

- **Provident Fund**

The Company established Provident Fund for the Executives, contributed in the amount of 5 percent of the salary. In 2022, the Company contributed the Provident Fund to 6 Executives in the total amount of 877,250 Baht.



Human Resources

Number of Employees

As of 31 December 2022, the Company had a total workforce of 5,228 persons (in Thailand).

Business	No. of Employees
Main Business	
Commercial	439
Supply Chain and Manufacturing	2,259
Support	554
Overseas	290
Total	3,542
Contractor	1,686
Total	5,228

The Company's employee turnover rate (calculating from full-time employees in Thailand excluding Siam Bev Manufacturing Co., Ltd., Asia Vending Machine Co., Ltd., and Innovation of Experience Co., Ltd.) for 2022 was 15.61 percent.

Employee Remuneration

In 2022, the remuneration to the employees (monthly salary, bonus and other benefits) of the Company and its subsidiaries totaled 2,586 million Baht.

Provident Fund

The Company established a Provident Fund program under the management of Tisco Securities Limited under the name "Registered Employees Provident Fund of Osotspa Public Company Limited". The Company shall contributed in the amount of 5 percent of the salary under the management of Tisco Securities Limited who was the professional and constantly had better performance compared to other vendors.



Other Welfare

The Company realized the important of employees' welfare. Apart from employee remuneration and provident fund, the Company also provided other welfare to help supporting employees i.e. supporting on employees' health such as nursing room with specialist, exercise centre, annual health check-up, medical treatment for inpatient/outpatient and get well soon gifts, supporting on employees' families such as marriage expense, congratulation gift on first child, educational fund for first child, subsidy in case employees or family members passed away and subsidy in case disaster on resident, supporting on organization bond such as Osotspa Club, labor relation consultant in/out office hours, supporting on financial such as employee saving cooperative, saving support and residential loan programme.

Human Resources Development Policy

The Company is committing to strengthen our employees' capabilities to support business expansion domestically and internationally. The Company believe in lifelong learning development and well balance between today's required skills with skills of future need. The company is reviewing what we capabilities that need to be re-skill or up-skill in order cope with rapid changes of business environment and digital trend. And to deliver learning effectively, the Company emphasize on blended learning approach where we not only focus on class room, but also utilize e-Learning, coaching, and through hands-on experience from project assignments. The Company created Learning Model to enhance employees' capabilities in four dimensions:

1. "Mandatory Program" to improve skill and knowledge in accordance with a good Corporate Governance Policy via employees' orientation, quality control training, safety, health & environment programs. The Company commits to create organization culture under good Corporate Governance practices i.e. transparency, honesty, integrity and equality. The Company provides "Code of Conduct" training to all employees every year as well as conducts Deep Drive Activity by function to strengthen our governance policy for sustainable growth of the Company;
2. "Knowing the Business Program" to ensure our employees understand how we run the business and linkage of their work towards company goal;
3. "Functional Programs" to focuses on specific functional knowledge that required to perform work well;
4. "Leadership Program" to develop leadership capabilities which is key enablers for employees to work effectively and help them to reach their potential.

The Company regularly review employees' performances and provide feedback for employees development. The company also has succession plans in place for key positions at all levels to nurture talented employees to be ready to move up to during leadership and Executive positions.

To build employees engagement, the Company has set up the "Osotspa Club" to strengthen relationships between Company Executives and employees through Company activities such as Family Day, Sports Day, domestic and international travel program, etc. The Company also launched Employee Experiences Survey and formed Taskforce with representatives from different Functions to come up with projects and activities to increases employees' happiness. And for this year, we focused on three dimensions: Talent & Staffing, Rewards & Recognition and Collaboration. The Company will continue to launch Employee Experiences Survey to get feedback from employees every year.



In 2022, the Company had training for employees* details as follows;

Training	2022
Face-to-Face Training	52,007 Hrs.
Digital Online Learning	5,873 Hrs.
Total Average Training (Face-to-Face+Online)	18.56 Hrs./Employee

Remark: * Data only from companies in Thailand excluding Siam Bev Manufacturing Co. Ltd., Asia Vending Machine Co. Ltd., and Innovation of Experience Co., Ltd.



Corporate Governance

Corporate Governance Policy

The Board of Directors is committed to ensuring that the Company operates by following the principles of good corporate governance for long-term sustainable growth and is fully transparent to build confidence among shareholders, investors, and other stakeholders. The aim is to generate solid business performance and benefits for the Company under the guidance of the Securities and Exchange Commission of Thailand (SEC)'s Corporate Governance Code for listed companies 2017. Doing so will increase the Company's existing business performance to a higher level; establish clear, practical, and standardized guidelines; promote understanding; and create a positive work culture in the Company and Group of Companies as a whole. By working towards these objectives, the Company will be stronger and grow more sustainably in the future. The Company's Corporate Governance Policy is based on eight principles:

Principle 1 Role and Responsibilities of the Board of Directors to Lead the Company and Create Sustainable Value:

The Board of Directors understands their role and responsibilities as the principal body that supervises the Company to ensure good corporate governance, which covers: (i) setting objectives and targets; (ii) determining strategies and operating policy, as well as allocating significant resources to achieve Company objectives and targets; and (iii) monitoring, evaluating, and supervising reporting about the Company's performance in this regard;

- The Board of Directors has policies on corporate governance to create a sustainable business that will enable the Company to achieve its business targets;
- The Board of Directors has an obligation to supervise Directors and Executives to perform their obligations responsibly and with accountability, duty of care, and loyalty in the best interests of the Company, as well as in compliance with laws, objectives, Articles of Association, Board of Directors' resolutions, and Shareholders Meetings' resolutions, including the Company's policies such as the Connected Transaction Policy, Anti-Corruption Policy, Schedule of Authority, and so on;
- The Board of Directors understands their role and responsibilities which include delegating duties and responsibilities to sub-committees and management, as well as monitoring and supervising their performance.



Principle 2 Define Key Business Objectives and Targets for a Sustainable Business:

- The Board of Directors places great emphasis on setting key objectives and targets for the Company so that it grows in parallel with society in a sustainable manner; creates value and benefits for the Company, customers, partners, employees, shareholders, other stakeholders, and society as a whole; and builds an organizational culture within the framework of good corporate governance;
- The Company's business objectives, targets, and strategies, both annual and medium-term, shall incorporate and be aligned with relevant and trusted innovations and technologies.

Principle 3 Structure, Composition, and Qualifications of Directors:

- The Board of Directors has the duties and responsibilities to establish and review its structure in terms of composition, qualifications, expertise, experience, and appropriate number of Directors for the business, and the proportion of Independent Directors that is appropriate and necessary to accomplish the established objectives and key targets. Details relevant to these duties and responsibilities are described in the Board of Directors' Charter;
- The Board of Directors shall select a suitable person to be the Chairman of the Board of Directors, and ensure that the Board of Directors' member composition and operation facilitate the exercising of discretion in making independent decisions;
- The Board of Directors shall supervise and ensure that the process of Director nominations for each committee is transparent and clear and that the qualifications of each member of the Board of Directors and sub-committees meet the specified criteria;
- The shareholders' meetings have authority to approve remuneration of Directors. Therefore, in proposing the remuneration of Directors to the shareholders' meetings, the Board of Directors shall consider a remuneration structure and rate that are suitable for the responsibilities and serve as an incentive for the Board of Directors to lead the organization to reach short-term and long-term goals;
- The Board of Directors shall supervise to ensure that each Director is responsible for their own duties and allows sufficient time to fulfil such duties;
- The Board of Directors has provided the framework and mechanism for regulating policies and operation of subsidiaries and associated companies which fit in with their respective businesses, as well as to ensure that subsidiaries and associated companies have the same understanding;
- The Board of Directors has a policy to conduct an annual performance evaluation of the Board of Directors, sub-committees and each individual Director. The evaluation result will be used in improving their performance;
- The Board of Directors shall supervise and ensure that each Director has knowledge and understanding of their roles and duties, manner of business operation, and laws relating to the business operation, as well as support every Director to constantly develop the skills and knowledge required for their performance of duties;
- The Board of Directors shall supervise and ensure that its operation is smooth and they can gain access to necessary information, and have a Company Secretary who has the appropriate knowledge and experience necessary to support the Board of Directors' operation.



Principle 4 Nomination and Development of Top Executives and Human Resources Management:

- The Board of Directors shall ensure that the Chairman of the Executive Committee, Chief Executive Officer, and top Executives, who possess the knowledge, skills, experience, and attributes required to drive the Company to achieve its targets, have been nominated and advanced;
- The Board of Directors shall supervise the development of a proper remuneration structure and evaluation processes;
- The Board of Directors has a policy to understand the shareholding structure and relationships that may affect the management of the Company and their authority to control the operations of the business. This understanding will help avoid any obstacles to the Board of Directors performance of its duties. The Board of Directors shall ensure that all information that may affect the management of the business is properly disclosed;
- The Board of Directors shall monitor human resource management and development to ensure appropriate staffing levels, and that personnel are motivated and equipped with the proper knowledge, skills, and experience.

Principle 5 Nurturing Innovation and Responsible Business Operations:

- The Board of Directors strongly supports innovation to add business value together with generating benefits for all relevant stakeholders, and to be socially and environmentally responsible;
- The Board of Directors shall supervise and ensure that Management operates the business in a socially and environmentally-responsible way. These priorities will be integrated into the Company's operational plans to allow every division in the organization to operate according to the Company's objectives, key targets, and business strategies. The Board of Directors shall establish a mechanism to ensure that the operations of the Company are ethical, socially and environmentally responsible and does not infringe upon the rights of stakeholders and intellectual property including respects for human rights. Such mechanism is to serve as a guideline for every team in the organization to reach the objectives and key targets in a sustainable manner. In this regard, the Board of Directors has established guidelines on how to treat stakeholders as part of the Code of Conduct and will disclose all relevant and necessary information to stakeholders in an adequate, reliable, and timely manner;
- The Board of Directors shall supervise and ensure that Management efficiently and effectively allocates resources with regard to the impact on, and development of, resources throughout the value chain, so that the Company's objectives and key targets can be achieved in a sustainable way;
- The Board of Directors shall establish an organizational framework to regulate and manage information technology in order that it is consistent with the requirements of the Company, and ensure that information technology is utilized to increase business opportunities and operational developments as well as improve risk management, so that the Company can achieve its objectives and key targets.



Principle 6 Appropriate Risk Management and Internal Control Systems:

- The Board of Directors shall supervise and ensure that the Company has put in place risk management and internal control systems in order to achieve its objectives in an efficient manner and in compliance with all laws and relevant standards;
- The Board of Directors has appointed an Audit Committee, which shall be free to perform its duties efficiently and independently;
- The Board of Directors shall monitor and manage any potential conflicts of interest between the Company, Management, Board of Directors, and shareholders, as well as prevent any misuse of the Company's assets, data, opportunities, and transactions with persons related to the Company in an undue manner;
- The Board of Directors has a clear anti-corruption policy outlined in the Code of Conduct. The anti-corruption policy shall be communicated and distributed to employees at all levels as well as third parties, in order that it be implemented and put into practice accordingly. The Board of Directors shall develop an anti-corruption program or guidelines and support activities that encourage employees to comply with all laws and regulations with respect to anti-corruption;
- The Board of Directors shall ensure the efficient and proper handling of complaints and whistleblowers. The guidelines for all employees to follow is explicitly outlined in the Whistleblowing Policy, which includes: (i) the scope of complaints and whistleblowing; (ii) guidelines for making complaints and whistleblowing; (iii) protective measures afforded to employees who make complaints or are whistleblowers, as well as witnesses and any related persons; and (iv) appropriate channels for making complaints and whistleblowing, which must be available through more than one channel at a minimum. In this regard, the channels for making complaints and whistleblowing shall be disclosed on the Company's website or in Form 56-1 One Report.

Principle 7 Maintaining Financial Credibility and Information Disclosure:

- The Board of Directors is responsible for ensuring that the preparation of financial reports and the disclosure of significant information is accurate, adequate, provided in a timely manner, and in accordance with all applicable regulations, standards, and relevant guidelines;
- The Board of Directors shall monitor the Company's financial position to ensure sufficient financial liquidity and debt repayment capacity;
- In cases where the Company is facing financial difficulties or possible financial difficulties, the Board of Directors shall ensure that the business has a contingency plan in place or mechanisms to handle such difficulties with due regard to the rights of stakeholders;
- The Board of Directors has a policy to prepare sustainability reports as appropriate;
- The Board of Directors shall supervise and ensure that Management sets up an Investor Relations department to communicate and publicize news and information in a timely manner that may be useful to shareholders, investors, analysts, and related persons;
- The Board of Directors encourages the use of information technology for information dissemination purposes. In addition to information dissemination as required by specified rules, and through channels such as the Stock of Exchange of Thailand, the Board of Directors shall ensure that the information is disseminated in both Thai and English through other channels such as the Company's website, as well as providing information which is always up-to-date.



Principle 8 Ensure Engagement and Communications with Shareholders:

The Company appreciates and emphasizes the rights of shareholders, such as the right to trade or transfer shares; to share in profits from the business; to receive adequate and complete news and information about the Company; to attend meetings and independently and equally exercise voting rights at shareholders meetings; to participate in major decisions that impact the Company (e.g. appointing/ removing Directors, determining the remuneration of Directors, appointing/removing the auditor, determining the auditor's remuneration, dividend allocation, establishing and amending the Articles of Association and Memorandum of Association, capital reductions or increases, approving special transactions as required by law, and so on). Shareholders meetings are one of the important channels for the Company's shareholders to exercise their rights. Furthermore, the Company adheres to the principle of the equitable treatment of all shareholders;

The Board of Directors has guidelines when organizing the Company's shareholders meetings that encourage and facilitate shareholders to exercise their rights, and respects the principle of the equal treatment of all shareholders as follows:

- The Board of Directors shall supervise and ensure that shareholders are involved in the Company's major decision-making;
- The Board of Directors shall supervise and ensure that each shareholders meeting is carried out in a smooth, transparent, and efficient manner, and is conducive to shareholders exercising their rights;
- The Board of Directors shall supervise and ensure that the disclosure of resolutions from shareholders meetings and the preparation of the minutes are precise and complete.



Directors' Structure

The structure of the Company's directorship comprises the Board of Directors and four sub-committees; the Audit Committee, the Executive Committee, the Risk Management Committee, and the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.

The Board of Directors

Composition

- (1) The Board of Directors shall be composed of no less than five (5) Directors, the majority of whom shall reside in the Kingdom of Thailand.
- (2) Structure of the Board of Directors: At least one-third (1/3) of the total number of Directors shall be independent, provided that the total number of Independent Directors is not less than three (3) Directors.

Each Independent Director shall be free from any undue influence by Executives and major shareholders, and shall have no involvement or interest in financial matters or business management. Furthermore, they shall be fully qualified as required by applicable regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission (SEC), and other relevant laws.

The Board of Directors shall consist of the members of the Audit Committee of no less than three (3) persons. In this regard, the members of the Audit Committee shall be fully qualified with duties and responsibilities as required by applicable rules of the Securities and Exchange Commission (SEC), the Office of the SEC, the Stock Exchange of Thailand (SET), and other relevant laws.

- (3) The Board of Directors shall select one Director to be the Chairman of the Board of Directors and, if appropriate, the Board of Directors may select one or more Directors to be Vice Chairman of the Board of Directors.
- (4) The appointment of Directors shall be made in compliance with the Company's Articles of Association and in accordance with all applicable legal requirements. The appointment shall be clear and transparent. The educational background and professional work experience of such persons with sufficient details shall be taken into account by the Board of Directors and shareholders in making their decisions on the appointments.



Qualifications of the Board of Directors

- (1) Each Director shall possess knowledge, abilities, and experience which are of benefit to the Company's business operations. They shall have honesty, integrity, and ethics in conducting business operations. They shall also have sufficient time to fully dedicate their knowledge and abilities, as well as to perform their duties, for the Company.
- (2) Each Director shall not possess characteristics prohibited by the laws on public limited companies, securities and exchange, and any other applicable laws governing the business operations of the Company. They shall possess the credible attributes as required by the Securities and Exchange Commission (SEC).
- (3) Each Director on the Board of Directors can serve as a Director in other companies, provided that such Directorship shall not hinder their performance of duties and their expression of independent opinion in their capacity as a Director of the Company.
- (4) No Director may engage in any business of a nature similar to, and in competition with, the business of the Company or that of the Company's subsidiaries and may not become a partner or Director in any juristic entity engaging in any business of a nature similar to, and in competition with, the business of the Company or that of the Company's subsidiaries, whether such engagement will be in the interest of such Director or other persons, except where such engagement is notified to the meeting of shareholders prior to such Director being appointed by the resolution of shareholders.
- (5) Each Director shall promptly inform the Company and the Company's subsidiaries if such Director has any vested interest, whether directly or indirectly, in any contract made by the Company or the Company's subsidiaries, or increases or decreases their shareholding in the Company or the Company's subsidiaries (as the case may be).

Qualifications of Independent Directors

Independent Directors shall be free from any undue influence from Company Executives and major shareholders, shall have no interest in financial matters and business management, and shall be fully qualified by the Securities and Exchange Commission (SEC) and relevant laws as follows:

- (1) Holds no more than 1% of all shares with voting rights of the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder, or an entity with controlling authority. This includes shares held by anyone who is affiliated with them.
- (2) Not involved in the management, employees, staff, consultants with monthly salary or entities with controlling authority over the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder, or an entity with controlling authority, either at the present time or within two years prior to his/her appointment as an Independent Director.



- (3) No connection by blood or legal registration as father, mother, spouse, sibling, son/daughter, or spouse of the son/daughter of another Director. Further, an Independent Director has no such connection with an Executive, a major shareholder, or an entity with controlling authority or an individual who will be nominated as a Director, Executive, or entity with controlling authority over the Company or the subsidiary.
- (4) No business relationship with the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder, or an entity with controlling authority in such a manner that may obstruct their exercise of independent discretion. Furthermore, an Independent Director is not a significant shareholder or an entity with controlling authority over a party with a business relationship with the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder, or an entity with controlling authority, either at the present time or within two years prior to his/her appointment as an Independent Director. Such business relationships include a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, or the use of an asset as collateral against debt; and other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for an amount greater than three (3%) of net tangible assets (NTA) of the Company, or greater than twenty (20) million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission (SEC). It includes debt (s) arising within one year prior to the day of the business relationship with the same party.
- (5) An Independent Director is not an auditor of the Company, the parent company, a subsidiary, a joint/associated company, a major shareholder, or an entity with controlling authority, and not a significant shareholder (holding more than 10% of all shares with voting rights of the Company, including shares held by linked entities), an entity with controlling authority, or a partner to the audit office with which the auditors of the parent company, a subsidiary, a joint venture/associated company, a major shareholder, or an entity with controlling authority are associated at the present time, or have been within two years prior to his/her appointment as an Independent Director.
- (6) Not a person rendering any professional service or a legal or financial consultant who is paid more than two million Baht in service fees per year by the Company, the parent company, a subsidiary, a joint company, a major shareholder, or an entity with controlling authority, and not a significant shareholder or an entity with controlling authority over the Company or a partner to such a professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.
- (7) Not a Director who is appointed to be a nominee of a Director of the Company, a major shareholder, or a shareholder who is connected to a major shareholder.
- (8) An Independent Director does not engage in a business of the same nature as, and which is significantly competitive to, that of the Company, the parent company, or a subsidiary. An Independent Director is not a significant partner in a partnership, or a Director with involvement in the management, employees, staff, consultant with a monthly salary, or who holds more than 1% of all shares with voting rights, of another company which is engaged in a business of the same nature as, and which is significantly competitive to, that of the Company or a subsidiary.
- (9) An Independent Director does not have any other characteristic which prevents him or her from opining freely on the operations of the Company.



Following their appointment, Independent Directors may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the parent company, a subsidiary, a joint/associated company, a subsidiary of equal level, a major shareholder, or an entity with controlling authority, as a collective decision.

Tenure and Election of Members of the Board of Directors

- (1) The election of directors shall be made in accordance with the Company's Articles of Association and applicable laws. In so electing, the structure, size, and composition of the Board of Directors, together with the current demands and future development plans of the Company, shall be taken into consideration. The composition of the Board of Directors shall be appropriate and correspond with the Company's demands in terms of expertise, capacity, diversity, gender, age, nationality, ethnicity, and religion.
- (2) In each annual general meeting of shareholders, one-third (1/3) of the Directors shall retire from the office. If the number of Directors is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from the office.
- (3) Each Director who retires by the end of their tenure is eligible for re-election.
- (4) In addition to retiring by the end of their tenure, each Director shall retire in the following cases:
 - a) Death;
 - b) Resignation;
 - c) Lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - d) Removal by a resolution of the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of shareholders present in such meeting and having the right to vote, provided that the total number of shares held by those shareholders is in aggregate not less than half of the total number of shares held among them;
 - e) Removal by a court order.
- (5) If any Director of the Board of Directors wishes to resign from their position, they shall submit a written resignation letter to Chairman of Board of Directors. Such resignation shall be effective from the time the resignation letter reaches the Company.
- (6) In the case where any position on the Board of Directors becomes vacant due to any reason other than retirement by the end of such individual's tenure, the Board of Directors (acting upon a resolution of the meeting of the Board of Directors with votes of no less than three-fourths (3/4) of the total number of remaining Directors) will appoint any person as so recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee with qualifications meeting the requirements of, and having no characteristics prohibited by, the laws on public limited companies and/or securities and exchange as well as related regulations, to assume such position in the next Board of Directors' meeting (unless the tenure of such Director is less than two (2) months). Such appointed person shall remain in the office for the period equal to the remaining duration of the Director whom such person replaces.



The Audit Committee

The Audit Committee is appointed by the Board of Directors to monitor, review, and promote good corporate governance in the Company and confirm that the Company conducts its business operations in line with business strategies and policies; complies with all applicable requirements and laws; manages and controls business risks; prepares accurate financial reports and selects a proper accounting policy; puts in place adequate and suitable internal control systems and effective internal audit systems; and prepares connected transactions with related persons in order to avoid conflicts of interest.

Composition

- (1) The Audit Committee shall be composed of at least three (3) Independent Directors.
- (2) The Board of Directors is empowered to appoint the members of the Audit Committee and select one of the members to be the Chairman of the Audit Committee.
- (3) The Head of Internal Audit or any other person holding an equivalent position shall act as the Secretary to the Audit Committee.

Qualifications

- (1) Each member of the Audit Committee must be an Independent Director and possess full qualifications as required in the Board of Directors Charter and applicable rules of the Capital Market Supervisory Board, the Securities and Exchange Commission (SEC), the Office of the SEC, as well as other applicable laws.
- (2) Each member of the Audit Committee shall have sufficient knowledge and experience to perform their duties in their capacity as members of the Audit Committee. The Audit Committee shall include at least one member with adequate knowledge and experience in examining the reliability of financial statements.
- (3) Each member of the Audit Committee shall not be any Director authorized by the Board of Directors to make decisions on the business operations of the Company, its parent company, its subsidiaries, its associated companies, its subsidiaries at the same level in the organization, its major shareholders, or its controlling persons.
- (4) Each member of the Audit Committee can serve as a Director in other companies, provided that such directorship shall not hinder their performance of duties in their capacity as a Director of the Company.
- (5) Each member of the Audit Committee shall not serve as a Director of any parent company or subsidiary, or of any other listed company of similar status or level.



Tenure and Election of Members of the Audit Committee

- (1) Each member of the Audit Committee shall have their terms of service equal to the tenure of their Directorship of the Company. Each member who retires by the end of their tenure is eligible for re-appointment. In addition to retiring by the end of their tenure as described above, each member shall retire in the following cases:
 - a) Death;
 - b) Resignation;
 - c) Lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - d) Removal by a resolution of the Board of Directors;
 - e) Removal by a court order;
 - f) Retiring from being a Director of the Company.
- (2) If any member of the Audit Committee to resign from their position, they shall submit a resignation letter one month in advance to the Chairman of the Audit Committee, together with the reason(s) for this resignation, in which case the Chairman of the Audit Committee will propose such resignation to the Board of Directors for consideration and approval, as well as submit such resignation letter to the Stock Exchange of Thailand (SET). It is for the Board of Directors to consider appointing any other fully-qualified person as a substitute for the resigning member.
- (3) In the case where any member of the Audit Committee resigns or retires before their respective terms of service, the Company shall promptly report the same to the Stock Exchange of Thailand (SET). The resigning or retiring member of the Audit Committee can explain the reasons for such resignation or retirement to the Office of the Securities and Exchange Commission (SEC).
- (4) In the case where all members of the Audit Committee retire as a group from their terms of service, all such members shall continue as acting members of the Audit Committee and carry on with their duties until the new Audit Committee is put in place.
- (5) In the case where any position in the Audit Committee becomes vacant due to reasons other than retirement by the end of a member's tenure, which results in the number of members of the Audit Committee falling below three (3) persons, the Board of Directors will appoint any qualified person as recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to assume such position within three months following the date on which the number of members falls below the minimum number, so that the Audit Committee shall maintain the number of members as required by law.
- (6) In the event of a necessary increase of, or reduction in, the number of members of the Audit Committee, such increase or reduction shall be in accordance with a resolution of the Board of Directors.



The Executive Committee

The Executive Committee is appointed by the Board of Directors and is responsible for managing business operations to be in line with the Company's strategy, mission, policies, targets, and business plans. The Executive Committee is also responsible for controlling, scrutinizing, supervising, and performing any act as assigned by the Board of Directors. The purpose of this Charter is to ensure that the members of the Executive Committee understand their roles, duties, and responsibilities, and this Charter be adopted and followed accordingly as a guideline for the performance of their duties.

Composition

- (1) The Executive Committee shall be appointed by the Board of Directors in the total number of at least five (5) members, composing of the Non-Executive Directors at least one (1) person, Executives and/or outsider as appropriated.
- (2) The Board of Directors is empowered to appoint one member of the Executive Committee to be the Chairman of the Executive Committee.
- (3) Chief Executive Officer and Chief Operating Officer & Group Chief Financial Officer are ex-officio members of the Executive Committee.
- (4) The Company Secretary shall act as the Secretary to the Executive Committee, unless assigned otherwise by the Executive Committee.

Qualifications

- (1) Each member of the Executive Committee shall possess the knowledge, abilities, and experience which are of benefit to the Company's business operations. They shall have honesty, integrity, and ethics in conducting business operations and also have sufficient time to fully dedicate their knowledge and abilities, as well as to perform their duties, for the Company.
- (2) Each member of the Executive Committee shall be fully qualified and not possess any characteristics prohibited by the laws on public limited companies, securities and exchange, and any other applicable laws governing the business operation of the Company. They shall not lack any credible attributes which are required to be possessed by the Securities and Exchange Commission (SEC).
- (3) Each member of the Executive Committee shall immediately notify the Company if they have any vested interest, whether directly or indirectly, in any contract entered into by the Company or if they hold, or increase or decrease the holding of, shares in the Company or in any Company subsidiary.



Tenure of Members of the Executive Committee

- (1) Member(s) of the Executive Committee who are directors shall have terms of services equal to their tenure of directorship in the Company. Each member who retires by the end of their tenure is eligible for re-appointment.
- (2) Member(s) of the Executive Committee who are the Company's executives have terms of services equal to their executive positions, unless resolved otherwise by the Board of Directors.
- (3) Member(s) of the Executive Committee members who are outsiders, not being directors or executives of the Company, have terms of services as may be deemed appropriate by the Board of Directors, subject to change as maybe deemed by the Board of Directors.
- (4) Beside (1)-(3). each member of the Executive Committee shall retire in the following cases:
 - a) Death;
 - b) Resignation;
 - c) Lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - d) Removal by a resolution of the Board of Directors;
 - e) Removal by a court order;
- (5) If any member of the Executive Committee wishes to resign from their position, they shall submit a written resignation letter to the Chairman of the Executive Committee. Such resignation will be effective from the time the resignation letter is received by the Chairman of the Executive Committee.
- (6) In the case where any position in the Executive Committee becomes vacant, the Board of Directors shall appoint any qualified person as recommended by the Nomination, Remuneration, and Corporate Governance Committee to assume such position, provided that the number of members of the Executive Committee shall in no circumstances fall below the required minimum number.

Risk Management Committee

The Board of Directors appointed the Risk Management Committee, Sub-Committee. It is responsible for determining a policy on risk management covering certain types of risks, including ensuring that risk management systems and processes be put in place to control and minimize the impact of risks on the Company's business. The role of the Risk Management Committee is including consider and identify risks which are relevant to the conduct and effect of the Company's business, as well as to review risk prevention measures and to monitor the Company's observance of such measures and report with comments to the Board of Directors.



Composition

- (1) The Risk Management Committee shall be composed of Directors and Executives and have at least three (3) members with at least 1 Independent Director.
- (2) The Board of Directors is empowered to appoint one member of the Risk Management Committee who is not Executives to be the Chairman of the Risk Management Committee.
- (3) Chief Executive officer, Chief Operating Officer & Group Chief Financial Officer, and Chief Manufacturing Officer are ex-officio members of the Risk Management Committee.
- (4) The Head of Risk Management and Internal Control or any other person holding an equivalent position shall act as the Secretary of the Risk Management Committee unless the Risk Management Committee instructs otherwise.

Qualifications

- (1) Each member of the Risk Management Committee shall possess the knowledge, abilities, and experience which are of benefit to the Company's business operations. They shall have honesty, integrity, and ethics in conducting business operations. They shall also have sufficient time to fully dedicate their knowledge and abilities, as well as to perform their duties, for the Company. In particular, they shall be knowledgeable on the management of relevant risks which may arise and affect the business operations of the Company.
- (2) Each member of the Risk Management Committee shall not possess any characteristics prohibited by the laws on public limited companies, securities and exchange, and any other applicable laws governing the business operation of the Company. They shall not lack any credible attributes which are required to be possessed by the Securities and Exchange Commission (SEC).
- (3) Each member of the Risk Management Committee shall immediately notify the Company if they have any vested interest, whether directly or indirectly, in any contract entered into by the Company, or if they increase or decrease the holding of shares in the Company or in any Company subsidiary.

Tenure and Election of Members of the Risk Management Committee

- (1) Each member of the Risk Management Committee shall retire in the following cases:
 - a) Death;
 - b) Resignation;
 - c) Lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - d) Removal by a resolution of the Board of Directors;



- e) Removal by a court order;
 - f) Retiring from being a Director or a member of the Company's management team.
- (2) If any member of the Risk Management Committee wishes to resign from their position, they shall submit a written resignation letter to the Chairman of the Risk Management Committee. Such resignation will be effective from the time the resignation letter is received by the Chairman of the Risk Management Committee.
- (3) In the case where any position in the Risk Management Committee becomes vacant, the Board of Directors shall appoint any qualified person as recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to assume such position, provided that the number of members of the Risk Management Committee shall in no circumstances fall below the required minimum number.

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee is appointed by the Board of Directors with responsibilities to determine a policy on the nomination and screening of any appropriated person to be a director, sub-committees and/or executive prior to proposing such person to the meeting of the Board of Directors and/or the shareholders for appointment. The Committee is responsible for setting up the criteria on the amount of remuneration for directors, sub-committees and executives bases on benefit to the Company by comparing with the remuneration survey of other leading companies in the same business or considers the remuneration from other listed companies with similar market capital at the level which is proper and reflects their performance. The Committee will also play an important role in making a policy on corporate governance and in monitoring the compliance of business operation to be in line with good corporate governance of the Company.

Composition

- (1) The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee shall be composed of the Company's Directors and have at least three (3) members, the majority of whom (more than half) are Independent Directors.
- (2) The Board of Directors is empowered to appoint a member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to be the Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, provided that the Chairman is an Independent Director.
- (3) The Company Secretary shall act as the Secretary to the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, unless assigned otherwise by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.



Qualifications

- (1) Each member of the Nomination, Remuneration, and Corporate Governance Committee shall possess the knowledge, abilities and experience which are of benefit to the Company's business operations. They shall be knowledgeable on corporate governance and have honesty, integrity and ethics in conducting business operations. They shall also have sufficient time to fully dedicate their knowledge and abilities, as well as to perform their duties, for the Company.
- (2) Each member of the Nomination, Remuneration, and Corporate Governance Committee shall be fully qualified and not possess any characteristics prohibited by the laws on public limited companies, securities and exchange, and any other applicable laws governing the business operation of the Company. They shall not lack any credible attributes which are required to be possessed by the Securities and Exchange Commission (SEC).
- (3) Each member of the Nomination, Remuneration, and Corporate Governance Committee shall immediately notify the Company if they have any vested interest, whether directly or indirectly, in any contract entered into by the Company, or if they increase or decrease the holding of shares in the Company or in any Company subsidiary.

Tenure and Election of Members of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

- (1) Each member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee shall retire in the following cases:
 - a) Death;
 - b) Resignation;
 - c) Lack of required qualifications or having characteristics prohibited by the laws on public limited companies and/or securities and exchange;
 - d) Removal by a resolution of the Board of Directors;
 - e) Removal by a court order;
 - f) Retiring from being a Director of the Company.
- (2) If any member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee wishes to resign from their position, they shall submit a written resignation letter to the Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee, and such resignation will be effective from the time the resignation letter is received by the Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.
- (3) In the case where any position in the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee becomes vacant, the Board of Directors will appoint any qualified Director of the Company as recommended by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to assume such position, provided that the number of members of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee shall in no circumstances fall below the required minimum number.



The Nomination and Appointment of Directors and Executives

In order to nominate Company Directors and Executives, the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee drafts policies to seek appropriate Directors and/or Executives before proposing their nominations at Board of Directors and/or shareholders meetings in compliance with the Company's related charters, Articles of Association, regulations or related laws, and Corporate Governance Policy. Furthermore, the nomination of qualified director must be considered the Board of Directors' structure by using Board Skills Matrix which consists of knowledge, expertise, skill which are important to the Company's business such as business strategy, production and distribution of consumer products, consumer staples, glass bottle and aluminum industries, engineer, energy, utilities, human resource management, finance and accounting, economy, domestic and international marketing services, new future business (strategic and planning, merges and acquisition, international / global business, research and development innovation), economics, digital information security and cybersecurity, legal / regulatory, sustainable development and social and environment responsibility, opportunity initiative and business initiative, and etc. including conflict of interest which might happen.

In order to protect minority shareholders, the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee encourage the right for shareholders to nominate qualified candidate to be elected as director in advance. The Company indicate for vote casting for appointment of director individually, the shareholders shall cast the vote to each nominated directors individually.

Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer

The Board of Directors shall select suitable persons to be the Chairman of the Board of Directors and ensure that Board of Directors' member composition and operation facilitate the exercise of discretion in making independent decisions. The Board of Directors shall selects suitable persons to be Chairman of the Executive Committee and Chief Executive Officer. The Board of Directors assigns the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to conduct the procedure and nominate appropriate persons to be position as Executives such as Chairman of the Executive Committee and Chief Executive Officer.

The Board of Directors specifically indicates roles and duties of Chairman of the Board of Directors, Chairman of Executive Committee and Chief Executive Officer in order to balance the authorization and power as follows;

- (1) Roles and Duties of Chairman of the Board of Directors
 - (a) To call and to set the agenda for the Board of Directors' meeting and to be the leader of the Board of Directors in supervising, monitoring and ensuring that the Board of Directors' performance is efficient and achieves the organization's key objectives and targets;
 - (b) To support all directors to participate in promoting ethical organizational culture and good corporate governance;
 - (c) To fix agendas for the Board of Directors' meetings by discussing with the Chairman of the Executive Committee, Chief Executive Officer and President and put in place a regulating measure to ensure that all significant matters are included in the meeting agendas;



- (d) To focus on any transactions with conflict of interest by following the process with Arm-length Basis and to make sure that such transactions is taken care in accordance with related regulation bases on the best interest of the Company;
 - (e) To allocate sufficient time for the Management to present matters and to discuss significant agendas thoroughly and to encourage each director to exercise their discretion prudently and express opinion independently;
 - (f) To set the self-assessment process for the Board of Directors and to encourage the Directors to regularly improve their potential;
 - (g) To promote good relationship between executive and non-executive directors, and between each member of the Board of Directors and the Management.
- (2) Roles and Duties of Chairman of the Executive Committee
- (a) To be the leader of the Management, to be Chairman and to conduct the Executive Committee meeting including to encourage the collaboration as well as to dedicatedly work with Executive Committee and Executive for sustainability achievement of the organization;
 - (b) To monitor, audit, and control performance of the Company, its subsidiaries, and/or associated companies to ensure good performance according to the targets, and report the same to the Board of Directors on a quarterly basis in order to enhance and improve business performance;
 - (c) To focus on any transactions with conflict of interest by following the process with Arm-length Basis and to make sure that such transactions is taken care in accordance with related regulation bases on the best interest of the Company;
 - (d) To allocate sufficient time for the Management to propose agendas and for the Directors to discuss essential issues thoroughly including to encourage the Directors to exercise prudent
 - (e) To report the Executive Committee's meeting result to the Board of Directors regularly;
 - (f) To set the self-assessment process for the Executive Committee and to regularly improve the Executive's potential with the collaboration of Directors, Executive Committee and Executive.
- (3) Roles and Duties of Chief Executive Officer
- (a) To oversee the Company's business operation and/or daily management and to directly report to Chairman of the Executive Committee by working with the Executive Committee in preparing and reviewing policies, strategies, missions, financial targets, business plans and annual budgets before proposing to the Board of Directors for consideration and approval;
 - (b) To manage, supervise and perform regular work according to normal business for the interest of the Company, and in accordance with the key objectives and targets, visions, missions, policies, strategies, financial targets, business plans, and budgets as assigned and/or approved by the Board of Directors and/or shareholders' meetings;
 - (c) To issue orders, rules and notifications relating to the Company's operation to ensure consistency with the Company's policies and for the purpose of the Company's efficient management;
 - (d) To issue appropriate orders, regulations, rules, procedures, and practices, and supervise personnel in various divisions to operate according to the strategic plans and targets of each division efficiently and effectively, including to keep developing personnel continuously;



- (e) To develop the organization to ensure good operation and business performance, and regularly and continuously improve for sustainable growth of the Company;
- (f) Has the authority to execute, operate and manage any actions under the Company's Schedule of Authority;
- (g) To monitor, inspect and control to ensure good business performance according to the targets, and report overall business performance of the Company, its subsidiaries, and/or associated companies to Chief Executive Officer on a regular basis, and report to the Board of Directors on a quarterly basis, as well as find opportunities to improve or develop business performance;
- (h) To evaluate investment opportunities in new projects by conducting technical and financial studies carefully and prudently to support decision making;
- (i) To sub-authorize and/or delegate any other persons or group of persons to perform certain specified tasks on behalf of the Chairman of the Executive Committee and Chief Executive Officer, in this regard such sub-authorization and/or delegation must be under the scope of authority specified in the Power of Attorney, rules, procedures, or resolutions of the Board of Directors' meetings. However, the above delegation cannot be made if it would allow the Chairman of the Executive Committee and Chief Executive Officer or any authorized attorney who has a conflict of interest or a personal conflict with the Company to approve such transaction. In this case, the Chairman of the Executive Committee and Chief Executive Officer shall have no authority to approve such transaction and must propose such transaction to the Board of Directors' and/or shareholders' meetings (as the case may be) for consideration and approval, except for the case that such transaction is an ordinary transaction and of arm's length nature in compliance with the principles already approved by the Board of Directors;
- (j) To perform any other operations as assigned and authorized by the Board of Directors, the Executive Committee and Chairman of the Executive Committee.

Performance Evaluation of the Board of Directors

According to the good Corporate Governance, the Board of Directors and Directors of sub-committees shall evaluate the performance at least once a year. The Nomination, Remuneration and Corporate Governance Committee considers and approves self-evaluation form of the Board of Directors and sub-committees in order to review the performance and obstacle in the past year. The results will be analyzed and concluded as development plan.

The performance evaluation of the Board of Directors and sub-committees are evaluated by scoring method as follows;

4	=	Strongly agree or excellent action in that subject
3	=	Quite agree or good action in that subject
2	=	Agree or reasonable action in that subject
1	=	Slightly agree or small action in that subject
0	=	Strongly disagree or no action in that subject

The performance evaluation of the Board of Directors and sub-committees consists of 4 subjects; subjects 1-3 are evaluated as a whole and subject 1 is evaluated as an individual, summary of the performance evaluation as follows;



Summary of the Performance Evaluation as a Whole

The performance evaluation of the Board of Directors and sub-committees as a whole consists of 3 subjects, details of 2022 performance evaluation as follows;

- 1) Structure and Qualification of Directors is 3.78 point (equal to 94.50%) ;
- 2) Roles and Responsibilities of Directors is 3.73 point (equal to 93.25%);
- 3) Board of Directors' Meetings is 3.82 point (equal to 95.50%);

Summary of the Performance Evaluation as an Individual

The performance evaluation of the Board of Directors as an individual consists of 1 subject, details of 2022 performance evaluation as follows;

- 4) Duties of Directors is 3.79 point (equal to 94.75%)

Performance Evaluation of the Chairman of Executive Committee and Chief Executive Officer

The Board of Directors shall consider and approve the target setting and KPIs of the Chairman of the Executive Committee and Chief Executive Officer every year. Such target setting and KPIs must be concretely evaluated and in line with the Company's targets and business plans each year including considered and consented by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee before endorsing to the Board of Directors for consideration and approval.

Once the Company's business was operated til the end of accounting period, the Executive Committee shall acknowledge the year ended performance results and endorse the Company's performance results and evaluation results of the Chairman of the Executive Committee and Chief Executive Committee whether the performance meet the target and KPIs to the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee for consideration and consent before endorsing to the Board of Directors for consideration and approval.

Training and Development Program of Directors and Executives

The Company realizes the importance of knowledge development and capability improvement of Directors and Executives. The Company encourages Directors and Executives to attend programs, activities and seminars from related institution to develop skills and capabilities such as Securities and Exchange Commission (SEC), Stock Exchange of Thailand (SET), Thai Institute of Directors (IOD) and other government and private institutions. All the Directors, Group Chief Financial Officer and Head of Controller attended training in related programs accordingly.



In 2022, there was 1 Director attended institution to develop skills and capabilities i.e. Mr. Natee Osathanugrah attended IOD program of Director Accreditation Program (DAP) 194/2022.

The Company Secretary (Ms. Palica Mokkhavesa) prepared director introduction material of director roles and responsibilities i.e. Charter of the Board of Directors, Corporate Governance Policy, Code of Conduct etc. for Mr. Natee Osathanugrah's orientation, a new director, in order to be fully prepared to perform duties as a director.

In the past year, the Company held academic seminar by inviting an expert in economics and finance to educate the Board of Directors. The seminar was held online via Microsoft Teams Meeting under the subject "The Forecast of 2023 and Key Differences VS This Year" focused on 1) Global Economics and Commodity Trends, 2) Thailand Macroeconomic Challenges and Opportunities, and 3) CLMV Challenges and Opportunities.

Subsidiaries and Associated Companies' Governance

The Board of Directors has provided the framework and mechanism for regulating the policies and operations of the Company's subsidiaries and associated companies that fit in with their respective businesses by assigning the Executive Committee to supervise subsidiaries and associated companies and to determine the management structure of subsidiaries and associated companies i.e. nominating appropriated person as the Company's representative to be director in subsidiaries and associated companies including determining roles and responsibilities of director in subsidiaries and associated companies, details as follows:

(1) Management Structure of Subsidiaries and Associated Companies

The Company has set up a management structure that subsidiaries and associated companies must adopt, as their management are responsible for their own business performance, which can be monitored efficiently. There is also a mechanism to monitor the business operations of subsidiaries and associated companies to protect and preserve the Company's investments, as follows:

(1.1) Nomination of Individuals as Directors of Subsidiaries and Associated Companies

The Company will nominate individuals who have qualifications and competency suitable for the business operation of subsidiaries and associated companies to be Directors in numbers that reflect the proportion of shares the Company holds in the subsidiaries or associated companies. The Board of Directors will assign the Executive Committee to nominate suitable individuals to be the Company's representative as Directors in the subsidiaries and associated companies.

(1.2) Scope of Duties and Responsibilities of Directors in Subsidiaries and Associated Companies

Directors who have been appointed to serve in each subsidiary or associated company shall have the scope of duty and responsibility defined in the objectives, Articles of Association, and resolutions of the Board of Directors' meetings, as well as those required in the resolutions of shareholders'



meetings of that subsidiary or associated company. Directors also have the duty to supervise executives and employees of subsidiaries and associated companies to ensure that their conduct is in accordance with the objectives, articles of association, and resolutions of the Board of Director's meetings, as well as resolutions of the Company's shareholders' meetings.

Directors of subsidiaries have the duty to comply with business operations policies that support the Group to achieve long-term objectives and targets, and must exercise discretion in managing subsidiaries in the interests of both the subsidiaries and the Group as a whole. They will also present reports on the business performance of the subsidiaries and associated companies to the Executive Committee or Board of Directors on a regular basis.

Directors of subsidiaries must perform in accordance with the Company's Code of Conduct and policies, as well as the Corporate Governance Policy established by the Company. They also have the duty to supervise subsidiaries to ensure that there are internal control and risk management systems that are sufficiently proper, efficient, and comprehensive.

(2) Disclosing Information about Subsidiaries

Subsidiaries must report to the Company any plan regarding business operations, business expansion, major investment projects, and participation in joint investments with other operators. In this regard, the Company may request subsidiaries to provide explanations or submit documents to back up its consideration of such plans, to which the subsidiaries must strictly and immediately comply. In the case where the Company finds any significant issue, the Company may notify a subsidiary to provide further explanation and/or submit additional documents for the Company's consideration.

(3) Using Inside Information of Subsidiaries

Directors, Executives, employees, staff, or assignees of subsidiaries including their spouses and children, as well as any individual who is related to those persons, are prohibited from using inside information about the Company and its subsidiaries, either obtained from performing their duties or by any other means, which has or may have significant impact on the Company and/ or its subsidiaries, for their interest or others' interest, either directly or indirectly, and whether or not there is anything given or obtained in return.

(4) Transactions Executed by Directors, Executives, or Individuals who are Related to Subsidiaries

Directors, Executives, or individuals who are related to subsidiaries must strictly comply with the Company's policy on transactions that may lead to a conflict of interest with the Group.

(5) Financial Control of Subsidiaries

Subsidiaries must submit monthly performance and financial statements as required by law, as well as provide information supporting the preparation of these financial statements. They consent that the Company may use this information to support the preparation of consolidated financial statements or the Company's performance reports. Subsidiaries have the duty to report any major financial problems to the Company when they are detected, or after any request is made by the Company to perform an audit and provide a report on the findings.



Schedule of Authority

The Board of Directors approve the Company's Schedule of Authority to improve work efficiency by assigning Directors and Executives to operate under their authority in areas such as budgets, human resources, domestic and export sales, marketing and product development, treasury, operations management, withdrawals, accounts and financing, and so on. Significant transactions such as major investments, business expansion, mortgages, acquisition and disposition of assets, or connected transactions require the Board of Directors or shareholders approval beforehand.

Code of Conduct

The Company runs the business with transparency, ethics, responsibility and determination to follow the good Corporate Governance Policy which makes the Company sustainably grows. The Company implemented Code of Conduct as the guideline for Directors, Executives and employees to help the Company achieving transparent and ethics business in accordance with laws and avoid any circumstances that may lead to conflict of interest of the Company's business. This may help building trust and domestic & international recognition including sustainability growth.

In 2022, the Company launched mandatory program of Code of Conduct through e-Learning system so that Executives and employees can access for self-learning and acknowledge the Code of Conduct annually. The result showed that Executives and Employees access the e-Learning and acknowledge the Code of Conduct in the rate of 100% of all Executives and Employees. The Board of Directors signed the acknowledgement of Code of Conduct form that the Company provided and the Company Secretary collected the original document.

Whistleblowing

The Company provided channels for complaint and comment for employees and stakeholders to be able to freely comment and to report any illegal acts or corruption or Code of Conduct violation. The Company will protect the information of informant and process the investigation cautiously for sustainable development.

The informant can report and stated the confidentially of the document through one of the channels as follows;

1. Report to responsible supervisor directly
2. Hotline +66 (0) 2351-1234
3. Call Center of Osotspa +66 (0) 2351-1000 ext. 1234
4. Letter to complaint box of the Company and its affiliates
5. E-mail to hotline@osotspa.com or write to complaint box at www.osotspa.com
6. Contact Head of Internal Audit at Osotspa Public Company Limited, 132 Klongchan Post Office, Klongchan, Bangkok, Bangkok 10240
7. Letter to Chairman of Audit Committee or Directors at Osotspa Public Company Limited, Building 5, 348, Ramkhamhaeng Road, Huamak, Bangkok, Bangkok 10240



Information Technology Policy

The Company realizes the importance of information technology security and determines the written Information Technology Policy. The policy is publically published online via the Company's SharePoint in order for every employees to have access to the policy; the budget and resources were set appropriately. Details of brief policy shown as follows;

- (1) Information technology security;
- (2) Organization of information security;
- (3) Human resource security;
- (4) IT asset management;
- (5) Access control and network security;
- (6) Cryptographic control;
- (7) Physical security of data center management;
- (8) Operation security;
- (9) Communications technology security;
- (10) System acquisition, development and maintenance;
- (11) IT outsourcing;
- (12) Information security incident management;
- (13) Information security aspects of business continuity management

Supervision of Inside Information Usage

Directors, Executives, and employees of all levels have duties and responsibilities to supervise the group's assets usage and to keep confidential information and IT information security for utmost benefit for the group and shall not use inside information about the group for one's own interest or for the interest of others. Directors, Executives, and Employees shall appropriately manage confidential information and shall not communicate any unpublished essence information to other institutions or outsiders who should not acknowledge such information. Moreover, all shall be extremely careful in any communication in order to prevent and confine confidential information as appropriate.



The Company established the supervision of inside information usage of the group is part of the Code of Conduct which published on website. The Executives and Employees must take the survey online yearly. Moreover, the Company sends notification e-mail of blackout period on trading prohibition period of persons who knows inside information to employees, Executives, and Directors quarterly. All Directors also take further action on signing the acknowledgement on Code of Conduct yearly.

Policy on the Prevention of Insider Trading

The Company realizes the importance of preventing the use of inside information about the Group for one's own interest or for the interest of others, if such information is material and not yet disclosed to the public. Therefore, the Company has a policy that prohibits Directors, Executives, and employees of the Group, as well as related persons, from insider trading. The disclosure of the Company's inside information to third parties or non-related persons prior to the public disclosure of such information through the Stock Exchange of Thailand (SET) is forbidden. Directors, Executives, and employees of the Group are required to strictly comply with insider trading prohibitions and restrictions as prescribed in the Securities and Exchange Act, B.E. 2535 (1992) (as amended), as follows:

- (1) Directors, Executives, and the employees of the Group are prohibited from informing, disclosing, or endorsing any false information, or any information that may be materially misleading, about the Company's financial status, business performance, securities price, or any other information related to the Company, in a manner which is likely to adversely affect the prices of the Company's securities or investors' decisions to invest in the Company's securities.
- (2) Directors, Executives, and employees as well as all related persons of the Group are not allowed to analyze or forecast any financial status, business performance, securities price, or any other information relating to the Company, by using any false, incomplete, or materially misleading information for the purpose of such analysis or forecast. In addition, they shall not neglect to consider the accuracy of such information nor distort any information to be used in such analysis or forecast, and shall not give an opinion on such analysis or forecast to the public in a manner that is likely to adversely affect the price of the Company's securities or investors' decisions to invest in the Company's securities.
- (3) Directors, Executives, and employees as well as all related persons of the Group who are aware of, or possess, the Company's insider information, shall not:
 - (3.1) Purchase or sell securities, or enter into any future contracts for securities (as the case may be) in their own names, or in the names of other persons, unless it falls under the exemptions as specified by The Securities and Exchange Act B.E. 2535 (1992), as amended;
 - (3.2) Disclose any insider information to other persons, whether directly or indirectly and by whatever means, with knowledge that, or in a manner they should know that, the recipient of such information may make use of it to engage in securities trading or enter into future contracts (as the case may be), in their own names or in the names of other persons, except when such an act would not constitute any undue advantage over others, or otherwise as specified by the Securities and Exchange Commission (SEC).



For the above purposes:

“Inside Information” definition the information which is essences to securities’ price and value changes and has not yet disclosed to public.

“Securities’ Price Effect” definition the effect which cause the securities’ price to increase, decrease, fixed or stabilized securities’ price.

Directors, executives and individuals holding top executive positions in accounting and finance department (including spouse, person who lives together as husband and wife, minor child and juristic persons which hold shares more than 30% of total eligible vote and have shares proportion more than mentioned juristic persons) must inform the change in securities holding to the Board of Directors or to assigned person by the Board of Directors at least 1 day in advance and report the change in securities holding to the Securities and Exchange Commission as per Section 59 of the Securities and Exchange Act, B.E. 2535 (1992) (as amended) within 3 working days of purchase, sale or transfer of such securities, and send a copy of the report to Company Secretary for information and for summarizing the same to propose to the Board of Director’s meeting on a quarterly basis.

Report of the Company’s Securities Holding of Directors and Executives

details as of 30 December 2022 (The information as below table included spouse, cohabitant, minor child and juristic person which hold shares more than 30% of total eligible vote and have shares proportion more than mentioned juristic person)

Directors	No. of Share(s)		
	As of 30 December 2021	As of 30 December 2022	Increase / (Decrease) During the Year
1. Mr. Somprasong Boonyachai Chairman of the Board of Directors and Independent Director	0	0	-
2. Mr. Surin Osathanugrah Honorary Chairman	23,280,600	23,280,600	-
3. Mrs. Kannikar Chalitaporn Vice Chairman of the Board of Directors	792,500	809,000	16,500
4. General Surapong Suwana-adth Vice Chairman of the Board of Directors and Independent Director	0	0	-
5. Mr. Thana Chaiprasit Director	51,188,500	51,204,700	16,200
6. Mr. Pratharn Chaiprasit Director	0	60,200	60,200
7. Mr. Tasharin Osathanugrah Director	76,892,500	86,892,500	10,000,000



Directors	No. of Share(s)		
	As of 30 December 2021	As of 30 December 2022	Increase / (Decrease) During the Year
8. Ms. Penchun Jarikasem Independent Director	0	0	-
9. Mr. Krirk Vanikkul Independent Director	0	0	-
10. Mrs. Sinee Thienprasiddhi Independent Director	100,000	100,000	-
11. Mr. Charamporn Jotikasthira Independent Director	0	0	-
12. Mr. Niti Osathanugrah Director	723,097,300	723,097,300	-
13. Mr. Salin Pinkayan Director	0	0	-
14. Mrs. Wannipa Bhakdibutr Director and Chief Executive Officer	1,005,535	1,005,535	-
15. Mrs. Porntida Boonsa Director and Chief Operating Officer & Group Chief Financial Officer	600,014	675,014	75,000
16. Orizon Group (Acting in Concert)			
16.1 Mr. Ratch Osathanugrah Vice Chairman of the Board of Directors	40,013,100	40,013,100	-
16.2 Mr. Natee Osathanugrah Director	75,131,350	75,131,350	-
16.3 Orizon Limited	261,060,475	261,060,475	-
Other Shareholders in Orizon Group who are not Directors and Executives			
1) Mr. Petch Osathanugrah	425	425	-
2) Mr. Katha Osathanugrah	75,138,350	75,252,650	114,300
3) Mr. Purat Osathanugrah	0	0	-
4) Mr. Puree Osathanugrah	0	0	-



Policy on the Prevention of Conflict of Interest

In order to ensure that Directors, Executives, and employees are given guidelines on their performance of duties with integrity and without seeking personal interest that conflicts with the Company's interests, and to fully adhere to securities and exchange laws, the Company has established a policy on preventing conflicts of interest as follows:

- (1) Directors, Executives, and employees are prohibited from business operation or participation in any business that is of the same nature or competes with the business of the Company or its subsidiaries, and from becoming partners or Directors in other juristic entities that are of the same nature and compete with the business of the Company or its subsidiaries, whether for personal interest or for the interest of others.
- (2) Directors, Executives, and employees must avoid performing actions that would lead to a conflict of interest and avoid transactions that are connected to themselves or related persons. In the event that such transactions are required to be made, the Directors, Executives, and employees must notify the Company of the relationship or connection to themselves or related persons in such transactions and shall not take part in approving such transactions.
- (3) Connected transactions and conflict of interest transactions are subject to all relevant regulations of The Office of the Securities and Exchange Commission (Office of the SEC), The Capital Market Commission, and The Stock Exchange of Thailand (SET). Such transactions must be presented to the Audit Committee and the Board of Directors for careful consideration of the appropriateness of those transactions. Those transactions must also be disclosed according to the rules of The Stock Exchange of Thailand (SET) and/or other relevant agencies.
- (4) Directors and Executives must prepare interest reports for themselves and their respective related persons, to be used as basic information for supervision in terms of vested interest every year, and must always prepare such reports when any change occurs. The Board of Directors has assigned the Company Secretary to collect such information and prepare reports to the Chairman of Audit Committee and the Chairman of Board of Directors to be used for audit and supervision in terms of conflict of interest.

Directors have a duty to report their interest prior to the consideration of the agenda in question in a Board of Director's meeting and shall have it recorded in the minutes of the same meeting to ensure that Directors with a significant interest that may cause them not to express an opinion independently be excluded from attending the meeting while the agenda in question is being considered.

- (5) Directors and executives have the duty to inform the change in securities holding to the Board of Directors or to assigned person by the Board of Directors at least 1 day in advance and report the change in such securities holding in cases they, their respective spouse and immature children change securities holding. Such change must be reported to the Office of SEC in the format and method as required by the Office of SEC within 3 working days of the date of purchase, sale, transfer or acquisition in compliance with Section 59 of the Securities and Exchange Act, B.E. 2535 (1992) (as amended).
- (6) In regulating the use of insider information, the Company forbids Directors, Executives, or employees from exploiting or publishing the Company's insider information which has not yet been publicly disclosed for illegitimate benefits. Further, the Company also forbids Directors, Executives, or employees in the unit that receives inside information from exploiting such information to trade on the Company's securities during a period of one month prior to the public disclosure of the Company's financial statements and for a period of 24 hours after the time of such disclosure to the public.



Policy on the prevention of conflict of interests is part of the mandatory course subject to Code of Conduct which Executives and employees of the Company can access self-learning via e-Learning and signing the acknowledgement yearly. The Board of Directors also sign the certification of form disclosure report of conflict of interests yearly.

Fair Business Practices

The Company determines to conduct our business with transparency and fairness, in compliance with applicable laws and regulations as well as with the full co-operation of government directives and policies. The Company strives to be a good corporate citizen by building credibility with investors and all stakeholders, creating added value and promoting sustainable growth. This includes managing the Company to international standards, encouraging employees to recognize the importance of regulatory compliance, fair competition in achieving our business goals, and maintaining operational excellence in producing and delivering high-quality products to consumers as one of our core values of being a leading company.

Anti-Corruption

The Company commits to and has a policy to counter corruption in any form. The Company values and promotes a high standard of integrity, business ethics, and transparency in the course of doing business according to our Code of Conduct, as well as an effective management system that is transparent and auditable, supports ongoing training to raise employees' awareness of business ethics and the importance of honesty, and monitors anti-corruption compliance. The Company has established key principles related to anti-corruption as follows:

1. Employees are prohibited from accepting gifts, entertainment, and any benefits from distributors, business partners, and suppliers to ensure business dealings or decisions are not influenced by such actions. Non-compliance or alleged misconduct shall be investigated, and the confirmed cases shall be subject to disciplinary actions as per the Company's regulations.
2. The Company manages procurement activities through a systematic approach with required authorization levels clearly defined in the Schedule of Authority. Procurement procedures outline transactions requiring competitive bidding or quotation comparisons, including fair and transparent selection and the basis for awarding contracts.
3. The Company has an Internal Audit function to perform business unit audits. Internal Audit also has a dedicated investigator who examines and investigates any irregularities, working closely with the Human Resources and Legal functions.
4. The Company has established well-defined and transparent procurement guidelines. High-value transactions require a review by the Procurement Committee, including a review by the external auditor.



Specific Policy and Guideline on Anti-Corruption

Recognizing the importance of anti-corruption, the Board of Directors approved a specific policy explicitly addressing Anti-Corruption, which was added to the Code of Conduct. The objective is to reaffirm the Company's position, and promote programs that increase awareness among personnel at all levels about having an anti-corruption mindset. This policy sets out guidelines that are in line with the principles of good corporate governance, which must be strictly adhered to by everybody at the Company including Directors, management, and employees.

Anti-Corruption Guidelines

Employees at all levels must follow the guidelines set out as follows:

1. Adhere to the Anti-corruption Policy, Code of Conduct, and the Company's rules and regulations, and not engage in any form of corruption directly or indirectly.
2. Do not act dishonestly or with the intent to corrupt, nor give or accept bribes to/from stakeholders to achieve business assignments or objectives for the Company, oneself, or others.
3. Do not neglect or ignore any acts which may involve the Company in any corruption. It is the duty of employees to report such acts to their supervisors or to a responsible person, and to fully co-operate in any investigation.
4. Be cautious with activities that may be sensitive or create a risk involving corruption.
5. Do not accept or demand gifts, both monetary and nonmonetary, from business counterparts or other related parties, which could affect decision making in performing job duties.
 - Giving or accepting gifts, entertainment, and donations must not have the intent as a bribe, kickback, support for a political movement, or facilitating or exchanging for an illegitimate benefit or advantage. The Gifts, Entertainment and Donations Policy announced by the Company's Chairman of the Executive Committee and CEO, which provides practical guidance, must be observed.
 - Donations to charities must be made under the name of the Company to organizations operating for social benefit and wellness, and which are well-recognized. The donation must be transparent, made through an established process, legal and monitored, and checked that it is not used for bribery. Contributions, in the form of money, company products, or assets provided to any events or activities, must be conducted under the name of the Company, with the aim of promoting the Company's business and image. Again, the process must be transparent, legal, and follow the Company's operating procedures.



6. Business dealings and procurement with the government or private sector, including interactions with personnel of government agencies or the private sector, whether local or foreign, must be transparent, honest, and in compliance with relevant laws.
7. The Company has a policy of political neutrality. Individual employees have their own political rights and freedoms under the law. In political actions or activities, the Company's name or resources shall not be involved, in order to maintain the Company's neutral position or as protection from reputational damage caused by involvement in political movements.

Measures and Compliance Program

1. The Company supports and encourages employees at all levels to recognize the importance of and to have a mindset to combat corruption. We have a system of internal controls in place to prevent corruption and bribery in all forms, including to risk-assess business processes that may be vulnerable to corruption or fraud.
2. The compliance program also extends to human resource management processes including recruitment, promotion, training, performance appraisals, and compensation administration. Supervisors have a responsibility to communicate and make sure that their subordinates have an understanding of the program and to monitor their compliance in ongoing works.
3. The Company will fairly treat and protect employees or persons who report clues or evidence involving corruption related to the Company and its affiliates, including employees who refuse corruption, by using protection measures for those who report and/or co-operate in reporting incidents as specified in the Whistleblowing Policy.
4. Engaging in corruption is considered a guilt according to personnel administration regulations. Employees involved in acts of corruption are subject to disciplinary actions as well as legal penalties, if such action is against the law.
5. The Company will review the guidelines and compliance program on a regular basis to keep them in line with changes in laws, regulations, and our operating conditions.



Disclosure of Information and Transparency

The Company gives utmost importance to disclose information to public in an accurate, sufficient, timely, and equally available to all parties with easy access to source of information. The responsible departments for providing information and replying to external queries are the Investor Relations and Corporate Communications Department.

The Company prepared the annual report, financial report, and corporate sustainability to communicate business performance and operations, consisting of both financial information and non-financial information. The financial information is disclosed through financial statements, reviewed and audited by external auditor to confirm its accuracy and complied with the Thai Financial Reporting Standards (TFRS). The financial statements are subsequently approved by the Audit Committee and the Board prior to being disclosed to the public. The Board reports their responsibilities with respect to the financial statements in the Company Annual Report. Other non-financial information includes related party transaction, dividend payments, acquisition and disposal of assets, management discussion and analysis, invitation letter to shareholders' meetings, minutes of meetings, and others according to the SET's and the Securities and Exchange Commission (SEC)'s requirements. The Company also disclosed annual corporate governance report in Form 56-1 One Report.

Investor Relations

Osotspa places a high value on professionalism in the investor relations (IR) function. Our IR objectives are to maintain healthy channels of communication and disclose financial and non-financial information that is transparent, accurate, sufficient, and timely with all shareholders, investors, and all parties concerned on an equal basis. Our key performance indicators are set to align with these objectives, including increased visibility in all channels (such as analyst coverage, meetings, roadshows, website traffic) and continuous improvement in the quality of our disclosures through survey feedback. Osotspa offers a multitude of investor activities with existing and potential shareholders as well as analysts from the brokerage community. This helps the investment community understand our business better, addresses their concerns, and gives us feedback, which is then incorporated into our strategic planning and long-term direction. The IR unit reports directly to Group Chief Financial Officer (Group CFO) and works closely with all functions and executive managements. In addition, the IR team has set up monthly meetings with Chief Executive Officer (CEO) and a yearly plan with regular updates to the Executive Committee and the Board of Directors, including presenting performance results and feedback from shareholders, investors, and analysts every quarter.

Information disclosed at www.osotspa.com or <https://investor.osotspa.com> includes Management Discussion and Analysis (MD&A), financial statements, filings with the SET, Form 56-1 One Reports, notices of shareholders' meetings, minutes of shareholders' meetings, the investor relations calendar (IR events), press releases, and company presentations. Normally, Osotspa implements a silent period of 14 days to abstain from communicating its quarterly and annual performance results to analysts and investors to avoid unfair release of information.



In addition, Osotspa regularly presents information to analysts, investors, and stakeholders at analyst meetings, roadshows, conference calls, and conferences organized by various entities. Senior executives regularly make time to join investor meetings and activities to explain the Company's policies and business directions. Relevant persons can make appointments for company visits and meet Osotspa executives for updates on the business. The Company holds quarterly earnings results within 3 business days of the release of its financial statements and documentation is made available on the Company's website within 24 hours of the meeting date. Osotspa is also active with SET Opportunity Days, participating every quarter to increase exposure to retail investors. Company visits are arranged regularly to ensure shareholders and investors receive the most accurate, up-to-date information. Moreover, the team prepares investor satisfaction surveys on meetings and services received by investors in order to improve the overall performance of the Investor Relations Department.

In 2022, Osotspa continued to proactively engage shareholders and the investment community despite the COVID-19 pandemic situation. We adjusted our communication methods by using alternative platforms such as teleconference, Zoom, Webex, and Microsoft Teams, in addition to face-to-face meetings at conferences and company visits, to access more diverse groups of investors. Investor relations activities in 2022 were summarized as below.

Investor Relations Key Statistics	Number of Meetings (instances)	
	2021	2022
1. Virtual roadshows / Conferences	19	25
2. Company visits and conference calls	27	29
3. Analyst Meeting	4	5
4. SET Opportunity Day	3	4



Investor Relations Contact Information

All stakeholders have equal access to Osotspa's public information through its website, by phone, letter, or e-mail. Contact information for the Investor Relations Department can be seen below

Head of Investor Relations:	Naruporn Ananpongsuk
Investor Relations:	Vichida Kittivittayakul
Telephone:	+66 (0) 63 206 0173, +66 (0) 65 984 5364
Website:	http://www.osotspa.com , https://investor.osotspa.com/
E-mail:	ir@osotspa.com
Address:	348 Ramkhamhaeng Road, Huamak, Bangkapi, Bangkok 10240
Shareholder Registrar:	Thailand Securities Depository Company Limited Telephone: +66 (0) 2009 9999

Queries, comments, and recommendations will be directed to the relevant department. Follow-up is completed through e-mail and/or telephone and takes no longer than seven business days. Information about Osotspa, its performance, financial statements, and reports filed with the SET can also be found at www.set.or.th, and the Osotspa website.

Respect and Non-Violation of Human Rights

The Company conducts our business with respect for human rights. We promote the protection of human rights and freedoms as well as equal treatment as a foundation of our human resource management and development. We do not discriminate against people of different nationalities, genders, or classes, nor do we employ minors.



Fair Labor Treatment

The Company has developed our human resources management function on the basis of fair treatment for our employees and respect for human rights, while enhancing opportunities for job advancement. We implement our human resources management function based on the following guidelines:

- (1) To understand and comply with all laws applicable to the Company's operations in all locations.
 - a) We do not employ illegal workers or use child labor.
 - b) We do not discriminate against any individual based on a personal relationship with that individual, or his or her ethnicity, nationality, gender and sexual preference, age, religion, disability, personal views, or any other conditions or characteristics that are not related to the workplace.
- (2) To set up and regularly review compensation and benefit packages to ensure fairness for both the Company and our employees.
- (3) To recruit, select, and employ people based on their qualifications, experience, and ability to work. Both internal and external job candidates are fairly treated during our transparent recruitment process.
- (4) To enhance employees' knowledge, skills, and capabilities by providing human resources development programs in four dimensions:
 - a) A Mandatory Program to introduce the Company's Corporate Governance Policy.
 - b) A Leadership Program to enhance employees' leadership skills so they match with each level of job functions in the Company.
 - c) A Functional Program to strengthen the necessary skills and capabilities of our employees so they can perform functional operations.
 - d) A Knowing the Business Program to provide employees with end-to-end business knowledge about the Company.
- (5) To ensure a safe working environment, the Company aims to reduce the number of work-related accidents to zero. The Company also provides food courts, a fitness center, relaxation rooms, and a health care center for all employees to encourage a happy workplace.

Additional Guideline for Executives and Employees

The Company forbids Executives and employees in any departments whom acknowledge insider trading information from using the information after the end date of fiscal year financial statements and quarterly financial statements until the financial statements is published after 24 hours.



Remuneration of Auditor



Audit Fee

In 2022, the Company and its subsidiaries paid audit fees totaling 14.0 million Baht to the audit firm, which engaged the auditor.

Non-Audit Fee

In 2022, the Company and its subsidiaries obtained other non-audit services from the audit firm and other related parties of the audit firm that employed the auditor, totaling 4.8 million Baht. This included preparation of transfer pricing document, auditing compliance with the conditions of the BOI Promotion Certificate, observation on stock destruction, tax consultancy, and consultation for registration of dissolution of overseas subsidiaries.



Audit Committee Report

Dear Shareholders,

The Audit Committee of Osotspa Public Company Limited (“OSP”) comprises of three (3) independent directors who are qualified with professional experiences in the fields of Administration, Accounting, Finance, and Law which fulfilled the compositions and qualifications stated by the applicable Stock Exchange of Thailand announcement. The Audit Committee are namely Ms. Penchun Jarikasem as the Chairman of the Audit Committee, Mr. Krirk Vanikkul as the member of the committee and Mrs. Sinee Thienprasiddhi as the member of the committee. Mrs. Kanrawee Sangnikornkiat is Head of Internal Audit and the secretary of the Audit Committee.

The Audit Committee independently performs their duties in accordance with the scope of the duties and responsibilities assigned by the Board of Directors, specified in writing in the Charter of the Audit Committee and in compliance with the requirements stipulated by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee reviewed and pushed for OSP’s compliance with corporate governance, sufficient risk management and internal control systems, efficient and effective internal audit, and a systematic structure business process as well as ensured OSP’s emphasis being a transparent organization while upgrading quality of OSP Group’s internal audit as to achieve goals and sustainable business operation.

In Y2022, the Audit Committee held eight (8) meetings which was discussed with the management, internal auditors, and external auditors. In addition, there were two (2) joint meeting between the Risk Management Committee and the Audit Committee to discuss and determine coherently the direction of risk management and internal auditing.

The summary of the significant activities and the opinions of the Audit Committee have been summarized below.

Review of Financial Report

The Audit Committee reviewed the interim financial information, the consolidated and separate financial statements jointly with the auditors and the management regarding the accuracy and completeness of the financial statements, adjustment of key journal entries and account estimations affecting the statements, adequacy and suitability of account recording, audit scope, information disclosure that was accurate, complete, and adequate, as well as the external auditor’s independence. All these ensured that the preparation of the financial statements followed legal requirements and accounting standards under generally accepted accounting principles that are credible and timely, and that adequate information was disclosed in such statements for the benefit of financial statement users.

In addition, the Audit Committee discussed exclusively with the external auditor about the audit plans, risk, and internal control as well as independence to fulfill its responsibilities and its opinions. For the Y2022 the external auditors affirmed the independency and did not find any significant observations and the suspicious circumstances. Then, the Audit Committee has the opinion that the Company has a proper financial reporting process to disclose its financial information without information that is in conflict with the material facts and prepared in accordance with Thai Financial Reporting Standards.



Review of Related-Party Transactions or Conflict-of-Interest Transactions

The Audit Committee reviewed the related-party transactions or conflicts-of-interest transactions of the company in accordance with the notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. The review suggested that related-party transactions of the company were reasonable, in the best interest of the company and did not preferentially benefit any particular parties.

Review of Risk Management

The company has given priority to Risk Management by assessing Internal and External risk factors as well as the emerging risks which occur from political and economic challenges in major or influential countries, rising of commodity and energy prices, exchange rate fluctuation together with their impacts and likelihood and regularly update its performance to the Board of Directors. The Audit Committee also follow up and acknowledge risk management outcomes from the reports and review the effectiveness of risk management practices based on the reports of individual management responsible and the audit result of internal audit and the external auditor. The Risk Management Committee and Audit Committee also have joint meeting to discuss and determine coherently the direction of risk management and improvement of internal control and internal audit. These actions can guarantee of risk management capability to ward off or mitigate potential impacts within its risk tolerance levels.

Review of Internal Control System

The Audit Committee valued the forming of awareness among the management and employees of risk management, internal control, and compliance including to focus on driving the organization by taking into account the impact on the Environment, Social and Governance (ESG). Every quarter the Audit Committee reviewed OSP's internal control system with the external auditor

by reviewing operations; resource consumption; stewardship of properties; prevention or reduction of errors or corrupt practices; credibility of financial reports; compliance with laws and relevant regulations. The external auditor agreed that no significant problems or material shortcomings had been detected.

In addition, the Audit Committee reviewed assessment result of the adequacy of internal control system in compliance with the guidelines of The Securities and Exchange Commission and Stock Exchange of Thailand. From the audit result of internal audit and external auditor, there is no material aspect or defects potentially affecting to the Company and with continual corrective actions following the advice of the Audit Committee, internal audit and external auditor, it can be sensibly concluded that the Company commanded an adequate and effective internal control system.

Review of Good Corporate Governance (Whistle Blowing Policy)

Y2022 the Audit Committee focused on the management policy in support of systematic corporate governance and supported application of the IT system in conducting corporate governance and audit for greater job efficiency and effectiveness, while preventing non-compliance with the law or OSP's regulations, including minimization of the probability of corruption. The Audit Committee also reviewed compliance with relevant laws and regulations of Securities and Stock Exchange of Thailand as well as related laws to conduct the business strictly. Finally, the committee reviewed the process of complaint-handling and whistleblowing and provided recommendations on process improvement to raise efficiency and effectiveness and ensure alignment with OSP's corporate governance and business philosophy. These included careful consideration of complaints for fairness to all parties, equipped with suitable protection of complainants and whistleblowers. The Audit Committee has opinion that the company has closely supervision and inspection of the performance for all departments in order to comply with the rule and regulation related.



Oversight of Internal Auditing

The Audit Committee provided recommendations on the upgrading of internal audit in manpower, processes, and tools and technology with a focus on professionalism and credibility of internal auditors. To this end, the efficiency and effectiveness of their works are enhanced to keep pace with the digital world's business and tide of change. Audit process also has been changed to apply with Hybrid working. OSP valued risks especially the emerging new risks those that could significantly impact the corporation.

The Audit Committee also reviewed annual internal audit plans, their performances and audit engagement reports. The Audit Committee provided recommendations and monitored corrective actions for significant issues for good governance and adequate internal control as well as reviewed personnel development and training plan to possess of proper knowledge and professional skills including independence of internal audit, adequacy and suitability of the Internal Audit's resource.

Appointment of the External Auditors Y2022

The Audit Committee considered the nomination of auditors by taking into account their independence, skills, knowledge, capabilities and experiences including the rotation of the auditor in accordance with the relevant Notifications of the Capital Market Advisory Board. The Audit Committee recommended the appointment one of the following auditors, namely 1) Mr. Thanit Osathalert, CPA License No. 5155 or 2) Mr. Bantit Tangpakorn, CPA License No. 8509 or 3) Ms. Vilaivan Pholprasert, CPA License No. 8420 or 4) Mr. Udomsak Busaraniphan, CPA License No. 10331 from KPMG Phoomchai Audit Ltd. as the approved auditor by the Securities and Exchange Commission for the Company's financial statements including the audit fee for the year ended 31st December 2022.

Quality Assurance of The Audit Committee

The Audit Committee reviewed AC Charter and assessed their own performances as a group and individuals Y2022 in line with the guidelines from the Securities and Exchange Commission and concluded that it was graded "Excellent Conducted". The Audit Committee reported their performance outcomes to the Board every quarter, with remarks and views provided for process improvement of governance, risk management, internal control, and compliance with OSP's regulations.

In summary, the Audit Committee performed their charter duties and responsibilities with competence, care, prudence, and adequate freedom while providing creative views and recommendations for the equitable benefit of all stakeholders. Their opinions are that OSP's financial statements were accurate, credible and in line with generally accepted accounting standards. In addition, OSP commanded compliance with applicable laws and business obligations, together with good governance, adequate risk management and a suitable, effective internal audit system.

For and on behalf of the Audit Committee of
Osotspa Public Company Limited

(Ms. Panchun Jarikasem)

Chairman of the Audit Committee



Nomination, Remuneration, and Corporate Governance Committee Report for Year 2022

The Charter of the Nomination, Remuneration, and Corporate Governance Committee (“the Committee”) of Osotspa Public Company Limited (“the Company”) states that the Committee must consist of at least three Directors, and that the majority of them must be Independent Directors. It also defines the Committee’s responsibilities as summarized below:

1. To review the structure and composition of the Company’s Board of Directors, Sub-Committees’ Members including the suitable number of Directors given the nature of the Company’s business and determine the rules and procedures for recruitment and qualifications, and identify, suitable candidates for the roles of Directors, Sub-Committees’ Members and Executives, before endorsing to the Board of Directors’ Meeting and/or proposing to the Shareholders’ Meeting for consideration and approval.
2. To formulate the policies for reviewing the rules for determining Monetary Remuneration and Non-Monetary Remuneration for the Directors, Sub-Committees’ Members, as well as the compensation structure for Executives to ensure that they are appropriate and fair, before proposing to the Board of Directors’ Meeting and/or the Shareholders’ Meeting for consideration and approval.
3. To formulate and introduce the policies, guidelines, and recommendations to ensure good governance of the Company’s businesses, determine corporate social responsibility policies, encourage ethical organization culture, and follow the corporate governance policy and the Company’s code of conduct including review and revise the corporate governance policy and the Company’s code of conduct as appropriate, before proposing to the Board of Directors’ Meeting for consideration.

In 2022, the Committee held six meetings, which were attended by all members of the Committee. The Company Secretary, as Secretary to the Committee, also attended all agenda of the meetings as well (excluded confidential agenda). Important summary of the Committee’s duties in 2022 were summarized as follows:

1. Nominate the persons who will replace the Directors retiring by rotation. Nominate and appoint the persons as Sub-Committees’ Members and Executives considering from working profiles, achievement history, suitable qualification and characteristics for the positions including conflict of interests (if any) before proposing to the Board of Directors’ Meeting and/or the Meeting of Shareholders for consideration.
2. Review and determine the guidelines for fixing remunerations for the Directors, Sub-Committees’ Members and Executives before proposing to Board of Directors’ Meeting and Shareholders’ Meeting for consideration and approval. The guidelines for fixing remunerations are as follows:
 - 2.1 Review and determine the guidelines for fixing the remunerations for the Directors and Sub-Committees’ Members as appropriate for their responsibilities based on the data provided in the results of a survey on the remunerations of Directors of the listed companies in the same sector and similar Market Capitalization to compare for appropriate remunerations and to be in line with corporate governance requirements for disclosure of the policy and rules applicable to fixing Directors’ remunerations that reflect each Director’s roles and responsibilities.
 - 2.2 Review and determine the guidelines for fixing the structure and the remunerations for Executives based on their performances and achievements as measured by Key Performance Indicators (KPIs), considering their assigned roles and responsibilities, the size of the business, and the overall economic situation.



3. Review the proposals of the KPIs and target setting for Executives.
4. Advise the human resource strategy and guidance the preparation of Employee Retention and Succession Plan of the Company.
5. Review capability and knowledge development plan for Directors, Executives, and Employees to encourage everyone in the Company to enroll any trainings and seminars on online and/or offline platforms in appropriated courses with role and duty for each Director and Executives. Develop Reskills & Upskills including management perspectives for sustainability business excellence, keeping up with the rapid changed situation including develop and strengthen the Company's employees in compliance with good corporate governance and code of conduct.
6. Follow up and consider the Sustainability Development Roadmap of the Company. Build awareness to organization on sustainable business operation. Set target of net zero green house emission and carbon neutrality in compliance with Thailand's target on declaration of commitment against climate change at the 26th session of the Conference of the Parties (COP26) in Glasgow subject related to commit to reach carbon neutrality within 2050 and net zero greenhouse gas emission within 2065.
7. Follow up and consider social activities and framework which show the Company's identity and truly benefit to society, community and environment under worthy budget and appropriated timeframe.
8. Promote and follow up compliance with the Company's Corporate Governance Policy and Code of Conduct in the performance of the Company's activities and for the roles of the Company's Directors, Executives, and Employees including continually develop to be recognized in global standard or S&P Global Rating onwards.
9. Plan the operation and timeframe in preparation to join Thai Private Sector Collective Action Against Corruption (CAC)

10. Give right to shareholders to propose the agenda for the 2023 Annual General Meeting of Shareholders and to nominate the candidate for the election to be the Director in advance during 1 October 2022 - 30 December 2022 and thoroughly consider every aspect to avoid any condition which may cause discrimination issue.
11. For Good Corporate Governance Policy, Non-Executive Directors Committee (NED) was held to discuss the problems and freely comment on the Company management without Executives in the meeting. In 2022, NED held one meeting in which the meeting results were reported by NRC to Chairman of Executive Committee and Chief Executive Officer for acknowledgement and improvement of the Company internal management including strengthen the cooperation between Directors and Executives.

In 2022, the Committee reviewed the Charter of the Committee and reported the outcomes of its meetings to the Board of Directors regularly. The Committee performed their roles under the Charter to the best of their ability and exercised prudence when giving their independent, useful advice to the Board of Directors, the shareholders, and all stakeholders, as appropriate.

On Behalf of the Nomination, Remuneration,
and Corporate Governance Committee

Mr. Somprasong Boonyachai
Chairman of the Nomination, Remuneration,
and Corporate Governance Committee



Risk Management Committee Report

Dear Shareholders,

Recognizing the importance of a strong risk management process, the Board of Directors has appointed a Risk Management Committee to oversee the set-up of an enterprise-wide risk management system for the Company. This mandate includes defining strategy, policy, objectives, and the overall framework. The objectives are to mitigate or control the impact of risks from external and internal factors on business operations and bring them to acceptable levels, and to ensure that the risk management process in place is effective and being continually ingrained into the Company's corporate culture. Integrating risk management into the Company's strategic and operational plans helps ensure that the Company's operations meet business objectives, support sustainable growth, and create long-term value for shareholders.

The Risk Management Committee is chartered with duties and a scope of responsibilities that are in line with the principles prescribed in the corporate governance guidelines of the Securities and Exchange Commission (SEC). The chartered duties and responsibilities include identification of risks that may impact the Company, assessing the likelihood and potential severity or impact of risks, determining plans or actions to control and mitigate risks, and providing advice and suggestions for managing risks effectively.

Currently, the Risk Management Committee is comprised of 6 members, including an Independent Director, Executive Directors, and senior Executive Officers, all of whom are knowledgeable, competent, highly experienced, and meet the qualifications specified in the Risk Management Committee Charter.

- | | |
|-------------------------------|---|
| 1. Mr. Charnporn Jotikasthira | Chairperson of the Risk Management Committee, Independent Director |
| 2. Mr. Salin Pinkayan | Member, Director, Executive Director |
| 3. Mr. Niti Osathanugrah | Member, Director, Executive Director |
| 4. Mrs. Wannipa Bhakdibutr | Member, Director, Executive Director, Chief Executive Officer |
| 5. Mrs. Porntida Boonsa | Member, Director, Executive Director, Chief Operating Officer and Group Chief Financial Officer |
| 6. Mr. Nukit Chonlacoop | Member, Chief Manufacturing Officer |

During 2022, the Risk Management Committee conducted the following activities:

- Held 4 meetings in order to discharge its function as assigned by the Board of Directors and reported its activities to the Board of Directors biannually, plus 2 meetings with the Audit Committee. Risk Management Committee meeting attendance was as follows:

Name	Attendance in 2022*	
	RMC	RMC & AC
Mr. Charnporn Jotikasthira	4 / 4	2 / 2
Mr. Salin Pinkayan	4 / 4	2 / 2
Mr. Niti Osathanugrah	4 / 4	2 / 2
Mrs. Wannipa Bhakdibutr	4 / 4	2 / 2
Mrs. Porntida Boonsa	4 / 4	2 / 2
Mr. Nukit Chonlacoop	3 / 4	2 / 2

* Remarks: RMC means Risk Management Committee; and AC means Audit Committee



2. Reviewed and concurred with the Risk Management Committee Charter, which was subsequently approved by the Board of Directors and formally implemented by the Company. The Charter lays out the scope, authority, duties, and responsibilities of the Company's Risk Management Committee. The objective is to ensure the Risk Management Committee serves as an efficient mechanism for the Board of Directors in supervising the Company's risk management. The Charter also keeps with the best practices of corporate governance.
3. Reviewed risk management and oversaw the overall risks of the Company by considering the appropriateness and effectiveness of control measures and/or mitigating actions in managing the key risks identified as having significant impact on the business. The Committee monitored the risk management progress under the Company's "Risk Management Policy" which is part of the business strategy and provided advice for continuous efficient and effective risk management, including strategic, operational, financial, and other risks, considering both external and internal factors.
4. Oversaw operational risk at the Myanmar business by monitoring plans to mitigate uncertainties such as COVID-19, civil unrest, import barriers, regulatory changes, foreign exchange, commodity price impact, and market decline. Advised on overseas payments risk and reviewed a mitigation plan.
5. Reviewed volatility in commodity prices and foreign exchange fluctuations in order to assess the implications for the Company's profitability and to provide guidance for 2023 financial planning assumptions.
6. Oversaw Cyber Security controls, including the Cyber Security Incident Response Plan, to ensure the plan's adequacy and effectiveness against cyber security threats and attacks.

7. Reviewed the reports and campaigns on the Company's work safety and social & environmental responsibility, including incidents at sites in Thailand and Myanmar. The Committee closely monitored sustainability indicators on water effluence, atmospheric emissions, and especially, reduction rates for energy, water usage, and GHG emissions. The results reflected continuous improvement and compliance with legal requirements as well as the sustainability roadmap.
8. Bolstered the organization's risk and control culture by jointly reviewing the plans and results of various activities with the Audit Committee and provided advice on strengthening risk management and internal control, in accordance with the Three Lines Model.
9. Conducted the annual self-performance assessments for 2022, both as an individual and a group, in accordance with SET guidelines. The results showed that the Committee had performed its duties and responsibilities in line with the Risk Management Committee Charter.

The Risk Management Committee assures shareholders that it is dedicated to supporting the Board of Directors in pursuing sustainable growth for the Company through the application of an appropriate and adequate risk management process.

On Behalf of the Risk Management Committee

Mr. Charamporn Jotikasthira

Chairman of the Risk Management Committee



Internal Control

Internal Control System

The Board of Directors is aware of the importance of a robust internal control system that is efficient and adequate for business operations, in accordance with the principles of good corporate governance. In this regard, the Board of Directors has assigned the Audit Committee to continuously review and evaluate the internal control system. The Audit Committee is assisted by the Internal Audit Function, which is independent from management and reports directly to the Audit Committee, in the evaluation of all business units, in accordance with the standards of the internal audit profession. Operations are conducted with effective and adequate controls to assure that business objectives are achieved and losses are minimized. Financial reports are accurate, reliable and information is disclosed adequately and in a timely manner.

Osotspa's system of internal control has continued to evolve with various enhancements in accordance with the guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The system is based on the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which is comprised of the following five components:

1. Control Environment

The Company maintains sound and effective internal controls across all business units. All management and employees are responsible for supporting these internal controls by operating the Company's business with a straightforward approach, acting with integrity and transparency, and treating stakeholders with honesty, in accordance with the principles stated in the Company's Code of Conduct and the Corporate Governance Policy. The Company communicates these policies and related expectations regularly with all management and employees and assures compliance through its internal auditing and employee performance appraisal processes.

The Company's management and leadership teams have set business objectives and developed operating plans for both the short and long-term, and have determined Key Performance Indicators for evaluating the performance of business units. The Board of Directors has appointed sub-committees to provide oversight, including the Executive Committee, Nomination, Remuneration, and Corporate Governance Committee, Audit Committee, and Risk Management Committee, with charters that clearly define each committee's roles and responsibilities.

The duties of the Board of Directors are separate from those of management. The Company has an organizational structure appropriate for operating the business that considers various factors, with critical roles appropriately segregated in accordance with good control concepts. Lines of supervision and reporting are defined, and roles and responsibilities for individual positions are documented in job descriptions. Approval authority and review levels of Company personnel are systematically defined and documented in the Schedule of Authority (SOA).



The Company has a Human Resources Administration Policy in place that provides guidelines for recruiting talented and qualified personnel, and employee development programs to strengthen their knowledge and unlock their potential.

2. Risk Assessment

The Company has a Risk Management Policy that is included as part of the Corporate Governance Policy as well as a specific policy for the risk management framework. Communications and training in this area are conducted for management and employees to integrate risk management into business processes and across all operations.

Our risk management process is in line with the best practices of the risk management framework. This includes risk identification covering external and internal factors that may impact the ability of the Company's operations to meet business objectives, including strategic, operating, financial, investment, and compliance aspects, and assessment of risks with regard to their likelihood and potential impacts. While all of management has a duty to manage risks, the Risk Management Unit has the duty to co-ordinate, advise, and monitor all units and periodically report a summarized status and progress update to the Risk Management Committee so the latter can assess the program's effectiveness and advise on appropriate mitigation efforts.

3. Control Activities

The Company defines control measures in its operating guidelines and procedures. Examples include determining approval authority limits, segregation of approval, recording/accounting, and asset custodianship duties for the purpose of checks and balances; and establishing both preventive and detective control measures. The Company sets control measures on information system security through its Information Technology Policy and Guidelines on Appropriate Use of Information Technology/ Resources. Its operations are audited by the IT Audit Unit to improve internal control activities of the information systems.

The Company has developed a clear Conflict of Interest Policy that is included as part of the Corporate Governance Policy. The policy prohibits Directors, management, and employees from seeking personal gain or benefits that pose a conflict of interest. In addition, the Company has a Connected Party Transaction Policy, which provides guidance for entering into transactions with related parties and connected persons. Transactions with a related party and/or with connected persons require a review by the Audit Committee. The Company has an Internal Control Unit staffed by employees with knowledge of and expertise in the internal control system. To stay abreast of the changing business conditions, the unit supports core business process development; this involves assessing and designing work processes and controls to fit the risk assessed. This also includes supporting business units in the development of operating guidelines and procedures, and providing advice for implementing appropriate controls for operations.



4. Information and Communication

Communication and disclosure of information must be accurate, credible, and timely. The management of information flow supports timely business decision-making, security of the information system, safeguarding and protecting information, efficient business continuity, and information system recovery plans or measures to counter cyber-security threats. The Company has also put in place guidelines for document retention with complete indexing that facilitates retrieval in the case of an audit.

The Company has established an Investor Relations Function to co-ordinate and communicate with our investors and shareholders. We also have a customer service hotline at (+66) 2351-1111 as a channel for the public to receive information about our products. In addition, the Company provides channels for insiders and outsiders to lodge complaints or communicate other matters by e-mail (hotline@osotspa.com), through our website (www.osotspa.com), or by writing directly to the Chairman of the Audit Committee, the Board of Directors, or the Head of Internal Audit.

5. Monitoring Activities

The Company has an Internal Audit function, which reports directly to and receives functional guidance from the Board's Audit Committee. The function conducts audits across all business units, in accordance with the annual audit plan approved by the Audit Committee, to evaluate the adequacy and effectiveness of established controls and compliance with company policies and procedures, in line with internationally accepted internal audit profession standards. Under the organizational design, the Internal Audit function has unrestricted access to all information and operations of the company and can independently express opinions on audit results.

The audit findings and results are reported to respective functional management, including the Chief Executive Officer and the Osotspa Leadership Team (OLT), with the summary presented and reviewed at the Audit Committee meetings. Functional management has direct responsibility in addressing the identified control gaps / weaknesses with support from the Internal Control Unit. Control gap closure is monitored and tracked by the Internal Audit regularly, with the overall progress and status of open gaps periodically reviewed with OLT for ensuring timely and appropriate corrective actions. The Audit Committee has meetings scheduled in the year for reviewing matters as chartered by the Board, including a review of the summary of audit results and effectiveness of management actions with a follow up for correction of control gaps or weaknesses with Internal Audit, review of the integrity of the company's financial reporting, and information disclosure adequacy with the management.

At meeting number 02/2023 on 22 February 2023, the Board of Directors evaluated the adequacy of the Company's internal controls. The concluded opinion was consistent with that of the Audit Committee, which was that the internal controls in place were adequate, appropriate for the size and complexity of the business and current conditions of the Company, and that there were no significant control weaknesses that would have material impacts on the Company's operations. However, the Board of Directors encouraged management to continue enhancing the standards of the internal control system. The Company believes that a sound internal control system will help to increase confidence in our corporate governance practices, which will enable sustainable business growth and, in turn, create value for stakeholders and shareholders over the long term.



Connected Transactions

Below is a list of connected transactions that the Company and/or our subsidiaries have entered into with persons/companies who may have a conflict of interest for the year ended 31 December 2022.

Connected Person/ Company	Relationship	Transaction	Value (Baht)	Necessity and rationale of the transaction
Mr. Ratch Osathanugrah	<ul style="list-style-type: none"> Vice Chairman of the Board of Directors Shareholder of the Company and one of the beneficiaries of Orizon Limited, which holds majority shares in the Company 	<ul style="list-style-type: none"> Land and building rental expense 	4,500,000	<ul style="list-style-type: none"> The Company entered into a lease agreement with Mr. Ratch Osathanugrah in order to lease 9 Rai 51 square meters (14,604 square meters, excluding the front plot of land [30m x 30m]) and the building located at No. 3/15 Moo 2, Vibhavadi-Rangsit Road, Lat Yao Sub-district, Chatuchak District, Bangkok to be used as a publishing and packaging factory. Rental rate and period: 3 years from 1 August 2019 to 31 July 2022 800,000 Baht per month from 1 August 2019 to 30 November 2019 900,000 Baht per month from 1 December 2019 to 31 July 2022 Rental rates and rental conditions are as agreed upon between the parties and the rental rate and conditions are consistent with the nearby land and building rental rates. The Company has cancelled lease contract since label printing factory moved to Ayutthaya in May 2022. The Company has written off right of use and lease liabilities regarding to lease contract in 2022.
D1- Co., Ltd. (Food and Beverages)	<ul style="list-style-type: none"> Common directors are as follows: - Mr. Thana Chaiprasit - Mr. Pratharn Chaiprasit Mr. Thana Chaiprasit, Director and Vice Chairman of the Executive Committee, holds 59.97% of the shares in D-1 Co., Ltd. Mr. Pratharn Chaiprasit, Director and Vice Chairman of the Executive Committee, holds 40.00% of the shares in D-1 Co., Ltd. 	<ul style="list-style-type: none"> Other expenses Other payables 	126,545 91,603	<ul style="list-style-type: none"> The Company purchased food and beverages from D1- Co., Ltd, for the Retired Employee and Long Service Award Recognition Ceremony for our valued employees. This event was arranged as per the Company's well-being policy. D1- Co., Ltd, is a professional catering service provider that offered a reasonable price and complied with our selection and engagement procedures.



Connected Transactions Policy

The Board of Directors of the Company has prescribed policy and guidelines for the entry of connected transactions and related party transactions of the Company with related persons or juristic persons, or persons or juristic persons who may have a conflict of interest in the future with the Company, in compliance with the laws governing securities and exchange and the relevant notifications, requirements, regulations, and rules prescribed by the Thai Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the SEC Office, and the Stock Exchange of Thailand (SET), in order to ensure that such transactions are transparent, free of any transfer of benefits, and are in the best interests of the Company and its shareholders. The Company will comply with the requirements in relation to the disclosure of the related party transactions in the auditor's notes shown in the audited financial statements.

Should any connected transaction require approval by a meeting of the Board of Directors or a meeting of the shareholders of the Company, the Company will arrange for the Audit Committee to hold a meeting to consider and approve the transaction based on necessity and reasonableness. The opinion of the Audit Committee on the transaction will be proposed at a meeting of the Board of Directors or a meeting of the shareholders of the Company, as the case may be, in order to ensure that entry into said transaction is in the best interest of the Company and its shareholders.

Future related party transactions

The Company's policy on connected transactions satisfies good corporate governance by prescribing conditions in compliance with the normal characteristics of business operations and market prices that are on an arm's length basis for non-related persons. Furthermore, such transactions shall be proposed to the Audit Committee for consideration of the suitability of the price and the reasonableness of the transaction.

For transactions in the ordinary course of business of the Company which may be recurring, the Company will determine the rules and practice guidelines according to its normal course of business and employ prices and terms it believes are appropriate, fair, reasonable, and verifiable. Any such transaction will then be proposed to the Audit Committee for consideration of reasonableness. The Company may also arrange for a qualified expert, such as an independent auditor or asset appraiser, to give an opinion on the transaction. The opinion of the Audit Committee or such qualified expert will be provided to the Board of Directors or shareholders of the Company, as the case may be.

Furthermore, any director having an interest in the related party or connected transaction being proposed to the Board of Directors will not attend the meeting of the Board of Directors at which the entry into such transaction is being considered.



Report of the Board of Directors' Responsibilities for the Financial Reports

The Board of Directors is responsible for the consolidated financial statements of Osotspa Public Company Limited (the "Company") and its subsidiaries including the separated financial statements of the Company which have been prepared in accordance with the appropriate accounting policies and have been consistently applied. The notes to the financial statements adequately and transparency disclose the important details for shareholders and normal usages. The external auditors of the Company has audited the financial statements and expressed and unqualified opinion in the auditor's report.

The Board of Directors has provided the system of controls and risk management including the effective internal controls system in order to have reasonable assurance that the financial records are accurate, complete and adequate to maintain and preserve the assets of the Company and to protect any causes of fraud or significant irregular operations.

The Board of Directors has appointed the Audit Committee, entirely comprised of independent directors, to be responsible for reviewing the accuracy and adequacy of the financial statements as well as review the internal control system, internal audit system, the risk management system including the related person transaction disclosure. The opinions of the Audit Committee on these issues is showed in the Audit Committee Report contained in this annual report (Form 56-1 One Report).

The Board of Directors considers that the internal control system and the internal audit of the Company provide credibility to the consolidated financial statements of the Company and its subsidiaries including the separated financial statements of the Company for the year ended 31 December 2022 are adequately disclosed the financial position, financial results and cash flows are fairly presented in all material respects with the financial reporting standards.

Mr. Somprasong Boonyachai
Chairman of the Board of Directors

Mrs. Wannipa Bhakdibutr
Director and Chief Executive Officer



Independent Auditor's Report

To the Shareholders of Osotspa Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Osotspa Public Company Limited and its subsidiaries (the “Group”) and of Osotspa Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of income, statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2022 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

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

Valuation of inventories	
Refer to Notes 3 (g) and 8 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
The Group and the Company's inventories are consumer products which have short lives and their sales and selling prices are subject to the market situation. Consequently, long-outstanding inventories may result. The Group's and the Company's inventories are stated at the lower of cost and net realisable value which involves management's judgment. This is an area of focus in my audit.	<p>My audit procedures included:</p> <ul style="list-style-type: none"> - Inquiry of the management to obtain an understanding of policy in relation to setting provision for net realisable value of inventories and reviewing the compliance with this policy; - Evaluating the design and implementation and also testing of operating effectiveness of internal controls relating to inventory management and attending inventory counts and observing the condition of inventories; - Testing the accuracy of inventory aging by checking samples of relevant supporting documents; - Assessing the appropriateness of the provision for realisable value for obsolete inventory by challenging the assumptions, category of inventory, comparing with historical experience and testing calculation; - Testing the valuation of inventories by comparing their costs against their expected realisable values less relevant selling expenses, and checking samples of relevant supporting documents; and - Considering the adequacy of disclosure in accordance with the financial reporting standard.
Accrued trade discounts	
Refer to Notes 3 (p) and 16 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
There is high competition in the market for energy drinks and personal care product. The Group and the Company offer several types of promotional offers to several groups of customers such as traditional trade customers, modern trade customers and end-consumers. As a result, the completeness of accrued trade discounts, which has differences in types of promotional offers, is an area of focus in my audit.	<p>My audit procedures included:</p> <ul style="list-style-type: none"> - Inquiry of the management to obtain an understanding of types and terms of trade discounts, policy in relation to accrued trade discounts and also reviewing the compliance with this policy; - Evaluating the design and implementation and also testing of operating effectiveness of internal controls relating to the sales process and accrued trade discounts; - Testing on samples of accrued trade discounts at the end of reporting period by checking relevant supporting documents and payment in subsequent period and testing computation of trade discounts; - Testing on samples of accrued trade discounts for completeness by checking outstanding approved trade discounts at the end of reporting period; - Testing on samples of trade discounts during the years by checking relevant supporting documents; - Testing on samples of trade discounts in subsequent period by checking relevant supporting document; and - Considering the adequacy of disclosure in accordance with the financial reporting standard.

*Other Information*

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

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current 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.

(Thanit Osathalert)
Certified Public Accountant
Registration No. 5155

KPMG Phoomchai Audit Ltd.
Bangkok
22 February 2023



Statement of financial position

Osotspa Public Company Limited and its Subsidiaries

Assets	Note	Consolidated		Separate		Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements				financial statements		financial statements	
		31 December		31 December				31 December		31 December	
		2022	2021	2022	2021			2022	2021	2022	2021
		(in Baht)						(in Baht)			
Current assets						Current liabilities					
Cash and cash equivalents	6	1,086,594,033	2,493,135,419	521,562,786	1,762,379,529	Short-term loans from financial institution	14	1,048,198,000	207,243,680	850,000,000	-
Trade accounts receivable	26	3,415,334,392	2,912,812,308	2,433,274,097	2,330,306,616	Trade accounts payable	15	2,499,221,169	2,308,620,169	1,352,492,066	1,463,394,136
Other receivables		635,994,350	747,065,182	303,851,315	268,851,072	Other payables	16	2,288,235,100	2,513,483,053	1,544,661,362	1,463,954,696
Dividend receivables	5	-	-	285,547,255	-	Short-term loans from related parties	5, 14	-	-	2,177,779,724	1,902,377,385
Short-term loans to related parties	5	-	-	790,422,984	832,847,138	Current portion of long-term loans from financial institution	14	-	100,268,143	-	-
Inventories	8	3,146,781,989	2,657,960,189	1,423,248,206	1,216,139,715	Current portion of lease liabilities	14	112,835,234	161,899,937	25,069,239	34,407,494
Other current assets		16,160,725	16,160,065	9,907,832	12,740,862	Income tax payable		109,413,573	237,272,580	4,247,768	65,820,655
Total current assets		8,300,865,489	8,827,133,163	5,767,814,475	6,423,264,932	Other current liabilities		6,391,992	786,423	6,341,993	389,795
						Total current liabilities		6,064,295,068	5,529,573,985	5,960,592,152	4,930,344,161
Non-current assets						Non-current liabilities					
Other non-current financial assets	7	2,378,550,000	2,417,578,163	2,378,550,000	2,417,578,163	Long-term loans from financial institution	14	459,511,069	472,709,382	-	-
Investments in associates	9	376,852,881	381,883,382	-	-	Lease liabilities	14	263,054,720	167,928,416	128,376,330	44,242,794
Investments in joint ventures	9	869,186,028	1,017,343,370	110,700,050	108,828,769	Provisions for employee benefits	17	503,184,722	683,001,457	313,192,826	440,282,560
Investments in subsidiaries	10	-	-	9,733,505,874	9,076,638,266	Deferred tax liabilities	24	405,084,820	381,793,018	388,431,216	370,417,122
Investment properties	11	180,721,491	183,945,535	447,865,203	448,306,087	Other non-current liabilities		3,677,787	2,804,735	6,089,973	5,156,172
Property, plant and equipment	12	13,479,680,664	13,730,264,217	6,656,061,894	6,159,113,610	Total non-current liabilities		1,634,513,118	1,708,237,008	836,090,345	860,098,648
Goodwill		90,596,087	90,596,087	-	-						
Other intangible assets	13	268,267,072	305,049,633	222,855,122	261,474,913	Total liabilities		7,698,808,186	7,237,810,993	6,796,682,497	5,790,442,809
Deferred tax assets	24	89,461,005	106,913,833	-	-						
Other non-current assets		119,604,108	80,899,795	7,655,528	7,655,528	Equity					
Total non-current assets		17,852,919,336	18,314,474,015	19,557,193,671	18,479,595,336	Share capital:	18				
						Authorised share capital					
						(3,003,750,000 ordinary shares, par value at Baht 1 per share)		3,003,750,000	3,003,750,000	3,003,750,000	3,003,750,000
						Issued and paid-up share capital					
						(3,003,750,000 ordinary shares, par value at Baht 1 per share)		3,003,750,000	3,003,750,000	3,003,750,000	3,003,750,000
						Share premium	18	11,847,802,049	11,847,802,049	11,847,802,049	11,847,802,049
						Other surpluses		58,842,740	58,842,740	73,950,400	73,950,400
						Retained earnings					
						Appropriated to legal reserve	19	300,375,000	300,375,000	300,375,000	300,375,000
						Unappropriated		2,099,731,247	3,295,941,860	1,444,800,116	2,000,869,396
						Other components of equity		1,153,236,808	1,377,662,451	1,857,648,084	1,885,670,614
						Equity attributable to owners of the parent		18,463,737,844	19,884,374,100	18,528,325,649	19,112,417,459
						Non-controlling interests		(8,761,205)	19,422,085	-	-
						Total equity		18,454,976,639	19,903,796,185	18,528,325,649	19,112,417,459
						Total liabilities and equity		26,153,784,825	27,141,607,178	25,325,008,146	24,902,860,268

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

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



Statement of income

Osotspa Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
		2022	2021	2022	2021
		(in Baht)			
Income					
Revenues from sales	20	27,265,681,875	26,762,282,378	18,786,648,233	19,720,638,999
Investment income		43,860,638	320,834,917	1,877,297,546	2,131,988,884
Other income	21	172,331,823	194,846,732	332,867,469	398,151,437
Total income		27,481,874,336	27,277,964,027	20,996,813,248	22,250,779,320
Expenses					
Cost of sales of goods	8	18,915,443,323	17,619,126,524	14,926,879,504	15,039,547,401
Selling and distribution expenses		4,712,113,038	4,249,836,824	2,314,157,075	2,235,144,407
Administrative expenses		1,787,720,219	1,728,183,879	1,022,695,996	1,400,749,018
Total expenses	23	25,415,276,580	23,597,147,227	18,263,732,575	18,675,440,826
Profit from operating activities		2,066,597,756	3,680,816,800	2,733,080,673	3,575,338,494
Finance costs		(88,764,006)	(95,548,521)	(12,943,117)	(6,975,562)
Share of profit of associates and joint ventures accounted for using equity method	9	314,893,085	263,405,277	-	-
Profit before income tax expense		2,292,726,835	3,848,673,556	2,720,137,556	3,568,362,932
Tax expense	24	(368,855,674)	(663,930,131)	(97,236,288)	(287,126,895)
Profit for the year		1,923,871,161	3,184,743,425	2,622,901,268	3,281,236,037
Profit attributable to:					
Owners of the parent		1,933,769,383	3,254,920,105	2,622,901,268	3,281,236,037
Non-controlling interests		(9,898,222)	(70,176,680)	-	-
Profit for the year		1,923,871,161	3,184,743,425	2,622,901,268	3,281,236,037
Basic earnings per share (in Baht)		0.64	1.08	0.87	1.09

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

Statement of comprehensive income

Osotspa Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		Year ended 31 December		Year ended 31 December	
		2022	2021	2022	2021
		(in Baht)			
Profit for the year		1,923,871,161	3,184,743,425	2,622,901,268	3,281,236,037
Other comprehensive income					
Items that will be reclassified subsequently to profit or loss					
Exchange differences on translating foreign operations		(198,941,615)	(164,502,124)	-	-
Gain (loss) on measurement of financial assets - debt securities	24	(28,163)	747	(28,163)	747
Share of other comprehensive income of associates and joint ventures accounted for using equity method	9	(15,771,744)	(19,963,795)	-	-
Income tax relating to items that will be reclassified	24	5,633	(150)	5,633	(150)
Total items that will be reclassified subsequently to profit or loss		(214,735,889)	(184,465,322)	(22,530)	597
Items that will not be reclassified to profit or loss					
Gain on remeasurements of defined benefit plans	17, 24	217,676,091	66,215	156,380,702	-
Gain (loss) on measurement of financial assets - equity securities	24	(35,000,000)	1,081,200,000	(35,000,000)	1,081,200,000
Income tax relating to items that will not be reclassified	24	(36,555,792)	(216,212,522)	(24,276,140)	(216,240,000)
Total items that will not be reclassified to profit or loss		146,120,299	865,053,693	97,104,562	864,960,000
Other comprehensive income for the year, net of tax		(68,615,590)	680,588,371	97,082,032	864,960,597
Total comprehensive income for the year		1,855,255,571	3,865,331,796	2,719,983,300	4,146,196,634
Total comprehensive income attributable to:					
Owners of the parent		1,883,438,854	3,964,368,504	2,719,983,300	4,146,196,634
Non-controlling interests		(28,183,283)	(99,036,708)	-	-
Total comprehensive income for the year		1,855,255,571	3,865,331,796	2,719,983,300	4,146,196,634



Statement of changes in equity

Osotspa Public Company Limited and its Subsidiaries

Consolidated financial statements														
Note			Other surpluses		Retained earnings			Other components of equity					Equity	
	Issued and paid-up share capital	Share premium	Surplus on business combination under common control	Deficit from the changes in the ownership interests in subsidiaries	Total other surpluses	Legal reserve	Unappropriated	Exchange differences on translating foreign operations	Gain on measurement of financial assets	Share of other comprehensive income of associates and joint ventures accounted for using equity method	Total other components of equity	Equity attributable to owners of the parent	Non-controlling interests	Total equity
(in Baht)														
For the year ended 31 December 2021														
Balance at 1 January 2021	3,003,750,000	11,847,802,049	295,201,858	(236,359,118)	58,842,740	300,375,000	3,345,023,657	(362,916,499)	1,020,710,017	10,514,227	668,307,745	19,224,101,191	104,976,378	19,329,077,569
Transactions with owners, recorded directly in equity														
<i>Contributions by and distributions to owners of the Company</i>														
Issue of shares for non-controlling interests in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	13,395,424	13,395,424
Dividends	25	-	-	-	-	-	(3,304,095,595)	-	-	-	-	(3,304,095,595)	-	(3,304,095,595)
Total contributions by and distributions to owners of the Company	-	-	-	-	-	-	(3,304,095,595)	-	-	-	-	(3,304,095,595)	13,395,424	(3,290,700,171)
<i>Changes in ownership interests in a subsidiaries</i>														
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	86,991	86,991
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	86,991	86,991
Total transactions with owners, recorded directly in equity	-	-	-	-	-	-	(3,304,095,595)	-	-	-	-	(3,304,095,595)	13,482,415	(3,290,613,180)
Comprehensive income for the year														
Profit	-	-	-	-	-	-	3,254,920,105	-	-	-	-	3,254,920,105	(70,176,680)	3,184,743,425
Other comprehensive income	-	-	-	-	-	-	93,693	(135,642,096)	864,960,597	(19,963,795)	709,354,706	709,448,399	(28,860,028)	680,588,371
Total comprehensive income for the year	-	-	-	-	-	-	3,255,013,798	(135,642,096)	864,960,597	(19,963,795)	709,354,706	3,964,368,504	(99,036,708)	3,865,331,796
Balance at 31 December 2021	3,003,750,000	11,847,802,049	295,201,858	(236,359,118)	58,842,740	300,375,000	3,295,941,860	(498,558,595)	1,885,670,614	(9,449,568)	1,377,662,451	19,884,374,100	19,422,085	19,903,796,185

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



Statement of changes in equity

Osotspa Public Company Limited and its Subsidiaries

Consolidated financial statements														
		Other surpluses				Retained earnings		Other components of equity						
			Surplus on business combination under common control	Deficit from the changes in the ownership interests in subsidiaries	Total other surpluses	Legal reserve	Unappropriated	Exchange differences on translating foreign operations	Gain on measurement of financial assets	Share of other comprehensive income of associates and joint ventures accounted for using equity method	Total other components of equity	Equity attributable to owners of the parent	Non-controlling interests	Total equity
Note	Issued and paid-up share capital	Share premium												
(in Baht)														
For the year ended 31 December 2022														
Balance at 1 January 2022	3,003,750,000	11,847,802,049	295,201,858	(236,359,118)	58,842,740	300,375,000	3,295,941,860	(498,558,595)	1,885,670,614	(9,449,568)	1,377,662,451	19,884,374,100	19,422,085	19,903,796,185
Transactions with owners, recorded directly in equity														
Contributions by and distributions to owners of the Company														
	-	-	-	-	-	-	-	-	-	-	-	-	26	26
25	-	-	-	-	-	-	(3,304,075,110)	-	-	-	-	(3,304,075,110)	-	(3,304,075,110)
Total contributions by and distributions to owners of the Company	-	-	-	-	-	-	(3,304,075,110)	-	-	-	-	(3,304,075,110)	26	(3,304,075,084)
Changes in ownership interests in a subsidiaries														
	-	-	-	-	-	-	-	-	-	-	-	-	(33)	(33)
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(33)	(33)
Total transactions with owners, recorded directly in equity	-	-	-	-	-	-	(3,304,075,110)	-	-	-	-	(3,304,075,110)	(7)	(3,304,075,117)
Comprehensive income for the year														
	-	-	-	-	-	-	1,933,769,383	-	-	-	-	1,933,769,383	(9,898,222)	1,923,871,161
	-	-	-	-	-	-	174,095,114	(180,631,369)	(28,022,530)	(15,771,744)	(224,425,643)	(50,330,529)	(18,285,061)	(68,615,590)
Total comprehensive income for the year	-	-	-	-	-	-	2,107,864,497	(180,631,369)	(28,022,530)	(15,771,744)	(224,425,643)	1,883,438,854	(28,183,283)	1,855,255,571
Balance at 31 December 2022	3,003,750,000	11,847,802,049	295,201,858	(236,359,118)	58,842,740	300,375,000	2,099,731,247	(679,189,964)	1,857,648,084	(25,221,312)	1,153,236,808	18,463,737,844	(8,761,205)	18,454,976,639

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



Statement of changes in equity

Osotspa Public Company Limited and its Subsidiaries

Separate financial statement							
			Other surpluses	Retained earnings		Other components of equity	
	Issued and paid-up share capital	Share premium	Surplus on business combination under common control	Legal reserve	Unappropriated	Gain on measurement of financial assets	Total equity
Note				(in Baht)			
For the year ended 31 December 2021							
Balance at 1 January 2021	3,003,750,000	11,847,802,049	73,950,400	300,375,000	2,023,728,954	1,020,710,017	18,270,316,420
Transactions with owners, recorded directly in equity							
Distributions to owners of the Company							
Dividends	25	-	-	-	(3,304,095,595)	-	(3,304,095,595)
Total distributions to owners of the Company		-	-	-	(3,304,095,595)	-	(3,304,095,595)
Total transactions with owners, recorded directly in equity		-	-	-	(3,304,095,595)	-	(3,304,095,595)
Comprehensive income for the year							
Profit		-	-	-	3,281,236,037	-	3,281,236,037
Other comprehensive income		-	-	-	-	864,960,597	864,960,597
Total comprehensive income for the year		-	-	-	3,281,236,037	864,960,597	4,146,196,634
Balance at 31 December 2021	3,003,750,000	11,847,802,049	73,950,400	300,375,000	2,000,869,396	1,885,670,614	19,112,417,459

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



Statement of changes in equity

Osotspa Public Company Limited and its Subsidiaries

		Separate financial statement				Other components	
			Other surpluses	Retained earnings		of equity	
	Issued and paid-up share		Surplus on business combination under			Gain on	Total
Note	capital	Share premium	common control	Legal reserve	Unappropriated	measurement of financial assets	equity
				(in Baht)			
For the year ended 31 December 2022							
Balance at 1 January 2022	3,003,750,000	11,847,802,049	73,950,400	300,375,000	2,000,869,396	1,885,670,614	19,112,417,459
Transactions with owners, recorded directly in equity							
Distributions to owners of the Company							
Dividends	25	-	-	-	(3,304,075,110)	-	(3,304,075,110)
Total distributions to owners of the Company		-	-	-	(3,304,075,110)	-	(3,304,075,110)
Total transactions with owners, recorded directly in equity		-	-	-	(3,304,075,110)	-	(3,304,075,110)
Comprehensive income for the year							
Profit		-	-	-	2,622,901,268	-	2,622,901,268
Other comprehensive income		-	-	-	125,104,562	(28,022,530)	97,082,032
Total comprehensive income for the year		-	-	-	2,748,005,830	(28,022,530)	2,719,983,300
Balance at 31 December 2022	3,003,750,000	11,847,802,049	73,950,400	300,375,000	1,444,800,116	1,857,648,084	18,528,325,649

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



Statement of cash flows

Osotspa Public Company Limited and its Subsidiaries

	Note	Consolidated		Separate		Consolidated		Separate			
		financial statements		financial statements		financial statements		financial statements			
		Year ended 31 December		Year ended 31 December		Year ended 31 December		Year ended 31 December			
		2022	2021	2022	2021	2022	2021	2022	2021		
(in Baht)						(in Baht)					
Cash flows from operating activities						Changes in operating assets and liabilities					
Profit for the year		1,923,871,161	3,184,743,425	2,622,901,268	3,281,236,037	Trade accounts receivable	(556,963,827)	(72,039,592)	(113,445,788)	(286,528,733)	
Adjustments to reconcile profit to cash receipts (payments)						Other receivables	79,964,800	(167,244,564)	(34,275,264)	(8,101,367)	
Tax expense	24	368,855,674	663,930,131	97,236,288	287,126,895	Inventories	(666,242,611)	(617,868,008)	(236,494,712)	(134,700,490)	
Finance costs		88,764,006	95,548,521	12,943,117	6,975,562	Other current assets	(285)	51,017,779	2,833,030	32,549,960	
Depreciation		1,551,065,453	1,470,818,360	680,055,121	665,719,424	Other non-current assets	(9,297,153)	(17,924,073)	-	-	
Amortisation of other intangible assets		46,690,768	47,548,143	38,466,805	41,405,759	Trade accounts payable	279,327,943	595,088,566	(110,854,760)	10,645,581	
Employee benefit expenses	17	116,175,596	149,308,401	77,633,121	103,569,354	Other payables	(181,784,313)	475,289,383	31,925,402	324,910,134	
Reversal of impairment loss on investment in a joint venture	9	-	-	(1,871,281)	-	Other current liabilities	5,609,294	(31,234,491)	5,952,198	(24,581,100)	
Reversal of impairment loss on investment in a subsidiary	10	-	-	(256,867,308)	(1,448,789)	Other non-current liabilities	2,657,198	-	933,801	90,000	
(Reversal of) impairment loss on property, plant and equipment	12	1,828	(1,643,523)	-	-	Employee benefit obligations paid	(77,785,388)	(139,873,661)	(48,342,153)	(91,931,135)	
Unrealised (gain) loss on exchange rate		10,102,638	20,834,421	8,807,033	(29,506,645)	Net cash generated from operations	2,683,981,149	5,172,189,972	997,348,614	2,071,329,724	
Exchange differences on translating foreign operations		(121,812,393)	(22,015,043)	-	-	Tax paid	(542,543,717)	(650,688,561)	(165,065,588)	(296,683,051)	
Share of profit of associates and joint ventures accounted for using equity method	9	(314,893,085)	(263,405,277)	-	-	Net cash from operating activities	2,141,437,432	4,521,501,411	832,283,026	1,774,646,673	
(Reversal of) loss for expected credit loss		(1,383,200)	6,038,084	-	(5,203,969)	Cash flows from investing activities					
(Reversal of) loss on inventories devaluation	8	138,552,852	67,260,945	32,328,645	(4,563,752)	Acquisition of interest in joint ventures	(54,999,900)	-	-	-	
(Gain) loss on disposal of investments		(16,147)	515	(16,147)	515	Cash outflows from increase of investments in subsidiaries	-	-	(400,000,300)	(1,682,944,700)	
Gain on disposal of investment properties		-	(23,522,506)	-	-	Acquisition of a subsidiary, net of cash acquired	(1,620,000)	(7,511,851)	-	-	
(Gain) loss on disposal of property, plant and equipment		(15,009,692)	11,341,248	(4,942,724)	11,239,373	Proceeds from dissolution of investment in subsidiaries	-	-	-	1,448,789	
Loss on write-off of property, plant and equipment		4,039,715	5,224,705	1,734,130	5,154,310	Proceeds from sale of investment properties	-	40,022,509	-	-	
Loss on disposal and write-off of other intangible assets		51,406,905	-	51,406,905	-	Proceeds from sale of property, plant and equipment	11,977,603	18,511,186	5,685,637	24,875,578	
Dividends income		(20,251,280)	(304,563,945)	(1,847,513,789)	(2,093,056,915)	Acquisition of property, plant and equipment	(1,272,575,025)	(2,677,704,463)	(1,027,927,744)	(954,331,979)	
Interest income		(17,665,308)	(10,467,972)	(13,184,324)	(19,670,285)	Proceeds from sale of other intangible assets	583	-	583	4,537,513	
		3,808,495,491	5,096,978,633	1,499,116,860	2,248,976,874	Acquisition of other intangible assets	(55,923,412)	(37,211,976)	(45,325,598)	(19,644,879)	
						Decrease in short-term deposit at financial institution	-	1,000,000,000	-	1,000,000,000	
						Decrease in debt securities (in private fund)	4,073,747	3,902,466	4,073,747	3,902,466	
						Cash outflow on short-term loans to related parties	(60,191,219)	-	(4,664,695,540)	(2,787,387,767)	
						Proceeds from repayment of short-term loans to related parties	60,191,219	-	4,707,119,694	3,332,612,535	
						Dividends received	527,560,363	590,038,063	1,561,966,534	2,093,056,915	
						Interest received	17,688,607	12,259,578	12,832,945	27,137,697	
						Net cash from (used in) investing activities	(823,817,434)	(1,057,694,488)	153,729,958	1,043,262,168	
The accompanying notes are an integral part of these financial statements.											

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



Statement of cash flows

Osotspa Public Company Limited and its Subsidiaries

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended 31 December		Year ended 31 December	
Note	2022	2021	2022	2021
	(in Baht)			
Cash flows from financing activities				
Increase in short-term loans from financial institution	870,155,532	221,331,692	850,000,000	-
Proceeds from short-term loans from related parties	-	-	12,357,249,572	17,600,391,228
Repayment of short-term loans from related parties	-	-	(12,081,847,233)	(16,790,064,785)
Repayment of long-term loans from financial institution	(49,404,033)	(202,930,000)	-	-
Payment of lease liabilities	(154,190,317)	(135,883,091)	(35,863,164)	(28,650,291)
Proceeds from paid-up/issue of shares for non-controlling interests				
in a subsidiary	26	13,395,424	-	-
Dividends paid to owners of the Company	(3,303,549,336)	(3,303,477,394)	(3,303,549,336)	(3,303,477,394)
Interest paid	(87,173,256)	(93,671,882)	(12,819,566)	(6,933,111)
Net cash used in financing activities	(2,724,161,384)	(3,501,235,251)	(2,226,829,727)	(2,528,734,353)
Net increase (decrease) in cash and cash equivalents	(1,406,541,386)	(37,428,328)	(1,240,816,743)	289,174,488
Cash and cash equivalents at 1 January	2,493,135,419	2,530,563,747	1,762,379,529	1,473,205,041
Cash and cash equivalents at 31 December	6 1,086,594,033	2,493,135,419	521,562,786	1,762,379,529
Non-cash transactions				
Purchase of assets under lease agreements	239,633,302	51,585,636	142,751,828	15,040,446
Outstanding payable from purchases of property, plant and equipment				
and other intangible assets	197,283,569	203,133,085	108,856,524	59,483,134
Dividend receivables	-	-	285,547,255	-
Advance payment for purchasing of property, plant and equipment	-	3,403,414	-	-
Outstanding payable from acquisition of investment in a subsidiary	1,620,000	3,240,000	-	-

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



Notes to the financial statements

Osotspa Public Company Limited and its Subsidiaries

For the year ended 31 December 2022

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These notes form an integral part of the financial statements

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements and were approved and authorised for issue by Board of Directors on 22 February 2023.

1 General information

Osotspa Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand. The Company’s registered office at 348 Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240.

The Company and its subsidiaries, the “Group”, are principally engaged in the manufacture and distribution of consumer products, comprising energy drinks and personal care products. In addition, the Group also engaged in providing manufacturing services, distribution of goods and providing marketing services.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies, described in the Note 3, have been applied consistently to all periods presented in these financial statements.

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures. The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Significant accounting policies

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

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

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group’s interest in a subsidiary that does not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition or disposal of the non-controlling interests with no change in control is accounted for as other surplus/deficit in shareholders’ equity.



When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in associates and joint ventures using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, include the Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, when the group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations

The Group applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group.

Any contingent consideration is measured at fair value at the date of acquisition and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

(b) Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's/Company's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

(c) Foreign currencies

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date. Non-monetary assets and liabilities measured at cost in foreign currencies are translated at the exchange rates at the dates that fair value was determined.

Foreign currency differences are generally recognised in profit or loss. However, foreign currency differences arising from the translation of the following items are recognised in other comprehensive income:

- an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in other comprehensive income are reclassified to profit or loss);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent the hedge is effective.

Foreign operations

The assets and liabilities of foreign operations are translated to Thai Baht at the exchange rates at the reporting date. The revenues and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

The revenues and expenses of foreign operations in hyperinflationary economies are translated to Thai Baht at exchange rates at the reporting date. Prior to translating the financial statements of foreign operations in hyperinflationary economies, the financial statements, including comparatives, are restated to account for changes in the general purchasing power of the local currency. The restatement is based on relevant price indices at the reporting date.



Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve until disposal of the investment, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity until disposal of the investment.

(d) *Financial instruments*

(d.1) *Classification and measurement*

Other financial assets and financial liabilities (except trade accounts receivables (see Note 3(f))) are initially recognised when the Group/Company becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value to other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group/Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date. On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's/Company's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(d.2) *Derecognition and offset*

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(d.3) *Interest*

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(e) *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances, call deposits, and highly liquid short-term investments which have maturities of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.

(f) *Trade and other accounts receivable*

A receivable is recognised when the Group has an unconditional right to receive consideration. A receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

**(g) Inventories**

Inventories are measured at the lower of cost and net realisable value. Cost is calculated using the average cost principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost is calculated using standard cost adjusted to approximate average cost and includes an appropriate share of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

An allowance is made for all deteriorated, damaged, obsolete and slow-moving inventories.

(h) Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed assets includes capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. No depreciation is provided on freehold land.

The estimated useful lives are as follows:

Land improvements	10 years
Buildings	20 - 30 years

Differences between the proceeds from disposal and the carrying amount of investment property are recognised in profit or loss. When the use of an investment properties changes such that it is reclassified as property, plant and equipment, its carrying amount at the date of reclassification becomes its cost for subsequent accounting.

(i) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment are recognised in profit or loss.

Reclassification to investment properties

When the use of a property changes from owner-occupied to investment properties, its carrying amount is recognised and reclassified as investment properties.

Subsequent costs

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

Depreciation

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

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land, major spare parts and assets under construction.

The estimated useful lives are as follows:

	Owned assets	Right-of-use assets
Right-of-use land	-	49 years
Land improvements	5 - 20 years	-
Building	10 - 30 years	3 - 20 years
Building improvements	3 - 20 years	5 years
Machinery and factory equipment	2 - 12 years	2 - 16 years
Vehicles	5 - 10 years	3 - 5 years
Furniture, fixtures and office equipment	3 - 10 years	3 - 5 years

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

(j) Goodwill and other intangible assets**Goodwill**

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment. Internally generated goodwill and brands are recognised in profit or loss as incurred.

Other intangible assets

Other intangible assets that have indefinite useful lives are measured at cost less impairment losses. Other intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Computer software and others	3 - 10 years
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**(k) Leases**

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

As a lessee

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of the lease payments that shall be paid under the lease. The Group uses the Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

The Group recognises finance lease receivables at the net investment in the lease, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of rental income and other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as rental income and other income in the accounting period in which they are earned.

The Group derecognises and determines impairment on the lease receivables as disclosed in Note 3(d).

(l) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and other intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an assets exceeds its recoverable amount.

The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss of asset recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(m) Employee benefits*Defined contribution plans*

Obligations for contributions to the Group's provident funds are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.



The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(o) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss immediately. However, for the fair value categorised as level 3, such difference is deferred and will be recognised in profit or loss on an appropriate basis over the life of the instrument or until the fair value level is transferred or the transaction is closed out.

(p) Revenue

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

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue and cost of sale for this transaction and remains recognition of inventory for the estimated products to be returned.

Payment to a customer

The Group makes payments to its retailers for product placement ("slotting fees"), promotion events or advertising. The Group considers whether the Group receives distinct goods or services from the customer. If so, then the Group recognises such payments as an expense when the distinct goods or services are consumed. In contrast, if not, such payments are recognised as a reduction of revenue. If the payment exceeds the fair value of the goods or services received, then the excess is recognised as a reduction of revenue. As a result, this results in decreases in revenue and distribution costs.

(q) Investment income

Investment income comprises dividend, interest income and others. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established. Interest income is recognised in profit or loss as it accrues.

(r) Income tax

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(s) **Earnings per share**

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

4 Acquisition of a subsidiary

2021

Acquisitions of investments in INNOVATION OF EXPERIENCE CO., LTD.

On 1 March 2021, the Group invested 80% of ownership interest in INNOVATION OF EXPERIENCE CO., LTD., providing marketing services, for a consideration of Baht 10.8 million. The payment will be made to a group of the former shareholders according to terms and conditions in the agreement. Fair value of identifiable net assets acquired is Baht 0.3 million, resulting in goodwill of Baht 10.5 million in consolidated financial statements.

5 Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that is under common control or under the same significant influence as the Group; or a person or entity over which the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

Relationships with subsidiaries, associates and joint ventures are described in Notes 9 and 10. Other related parties which the Group had significant transactions with during the year were as follows:

Related Parties	Country of incorporation/ nationality	Nature of relationships
Key management personnel	Thai	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Advanced Information Technology Public Company Limited	Thailand	Common directors with the Company
Bangkok University	Thailand	Common directors with the Company
BU Property Company Limited	Thailand	Common directors with the Company
D-1 Co., Ltd.	Thailand	Common directors with the Company
Bell Peppers Co., Ltd.	Thailand	The Company's key management as a director and shareholder

**Significant transaction with related parties
Year ended 31 December**

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Subsidiaries				
Sales of goods	-	-	9,921,468	11,751,518
Purchases of goods	-	-	5,486,198	5,740,934
Dividend income	-	-	1,319,953	1,503,019
Management income	-	-	181,380	170,708
Royalty income	-	-	16,938	17,101
Rental income	-	-	15,455	18,259
Other income	-	-	33,433	42,481
Management fee	-	-	252,424	243,937
Research and development expenses	-	-	109,586	148,031
Royalty fee	-	-	20,690	9,993
Interest income	-	-	9,641	14,119
Interest expenses	-	-	2,900	2,663
Other expenses	-	-	32,526	19,309
Sales of assets	-	-	-	18,234
Purchases of assets	-	-	70,863	2,783
Joint ventures				
Sales of goods	1,287,654	1,185,299	4,222,615	4,202,440
Purchases of goods	2,430,668	2,094,415	703,609	589,080
Dividend income	-	-	507,309	285,474
Other income	16,640	24,151	7,480	20,973
Sales of assets	-	3,339	-	3,339
Key management personnel				
Sales of goods	-	47	-	-
Key management personnel compensation				
Short-term employee benefits	191,167	185,758	167,183	168,636
(including director's remuneration)	7,802	10,619	6,756	8,773
Post-employment benefits				
Total key management personnel compensation	198,969	196,377	173,939	177,409
Other related parties				
Sales of goods	-	4	-	-
Purchases of goods	-	5	-	-
Other expenses	5,817	4,226	5,817	3,759
Purchases of assets	4,068	-	4,068	-



	Consolidated financial statements		Separate financial statements	
<i>Balances with related parties</i>	2022	2021	2022	2021
<i>At 31 December</i>	(in thousand Baht)			
<i>Trade accounts receivable</i>				
Subsidiaries	-	-	677,851	878,230
Joint ventures	885,526	721,359	817,412	689,750
Total	885,526	721,359	1,495,263	1,567,980
<i>Other receivables</i>				
Subsidiaries	-	-	127,380	99,330
Joint ventures	196,472	163,664	7,408	21,663
	196,472	163,664	134,788	120,993
Less allowance for expected credit loss	(22,332)	(21,588)	(7,852)	(7,591)
Net	174,140	142,076	126,936	113,402
<i>Dividend receivables</i>				
Subsidiaries	-	-	285,547	-
<i>Short-term loans to</i>				
Subsidiaries	-	-	790,423	832,847
Joint ventures	64,484	62,338	-	-
	64,484	62,338	790,423	832,847
Less allowance for expected credit loss	(64,484)	(62,338)	-	-
Net	-	-	790,423	832,847
<i>Reversal of loss for expected credit loss</i>				
<i>Year ended 31 December</i>	2022	2021	2022	2021
	(in thousand Baht)			
Trade account receivables	-	-	-	-
Other receivables	-	-	-	(5,189)

	Consolidated financial statements		Separate financial statements	
<i>Balances with related parties</i>	2022	2021	2022	2021
<i>At 31 December</i>	(in thousand Baht)			
<i>Other current assets</i>				
Subsidiaries	-	-	200	200
<i>Trade accounts payable</i>				
Subsidiaries	-	-	676,618	913,702
Joint ventures	1,152,378	933,310	67,650	32,764
Total	1,152,378	933,310	744,268	946,466
<i>Other payables</i>				
Subsidiaries	-	-	220,698	132,333
Joint ventures	-	100	-	-
Key management personnel	1,031	1,185	1,025	1,185
Other related parties	1,781	27	1,781	25
Total	2,812	1,312	223,504	133,543
<i>Short-term loans from</i>				
Subsidiaries	-	-	2,177,780	1,902,377
<i>Lease liabilities</i>				
Subsidiaries	-	-	62,049	-
Key management personnel	-	35,999	-	35,999
Total	-	35,999	62,049	35,999
<i>Other non-current liabilities</i>				
Subsidiaries	-	-	4,946	4,946
Joint ventures	2	-	2	-
Total	2	-	4,948	4,946

Factory management service agreement

The Company has entered into a factory management service agreement with a subsidiary whereby the latter provided managing to manufacture glassware and consulting in managing glassware factory commencing 1 January 2022 and terminated on 31 December 2022. The Company agrees to pay the monthly fee at the rate specified in the agreement and shall consider the service fee annually.

Cash pooling system agreement

The Company has entered into cash pooling system agreement with some subsidiaries. Any interest income and expense to be derived out of this pooling system is calculated at average fixed deposit for 1 year interest rate from commercial banks plus 0.5% or average borrowing rates at call plus 0.6% and fixed deposit for 1 month or 1 year interest rate from commercial banks, respectively. The principal outstanding balances resulting from the pooling system at the reporting date were presented as "Short-term loans to related parties" and "Short-term loans from related parties", respectively in the statement of financial position.

**6 Cash and cash equivalents**

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Cash on hand	4,450	22,577	-	-
Cash at banks - current accounts	291,014	329,459	10,223	1,439
Cash at banks - savings accounts	791,130	1,890,280	511,340	1,760,771
Cash at banks - fixed accounts (maturity period less than 3 months from the acquisition date)	-	250,649	-	-
Cash at bank - savings account (in private fund)	-	170	-	170
Total	1,086,594	2,493,135	521,563	1,762,380

7 Other financial assets

	Consolidated financial statements / Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
<i>Other non-current financial assets</i>		
Debt securities (in private fund)	-	4,028
Non-marketable equity securities	2,378,550	2,413,550
Total	2,378,550	2,417,578

Movements during the years ended 31 December of debt securities (in private fund) were as follows:

	Consolidated financial statements / Separate financial statements				
	At 1 January	Purchase	Sale / maturity	Fair value adjustment and others	At 31 December
	<i>(in thousand Baht)</i>				
2022					
Debt securities (in private fund)	<u>4,028</u>	-	(4,058)	30	<u>-</u>
2021					
Debt securities (in private fund)	<u>7,927</u>	-	(3,903)	4	<u>4,028</u>

8 Inventories

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Finished goods	1,562,403	1,224,088	691,121	572,568
Work in progress	50,244	62,772	30,611	38,400
Raw materials	597,540	551,129	318,671	221,809
Packing materials	654,065	499,919	275,316	243,605
Spare part and factory supplies	381,719	373,745	155,063	170,669
Goods in transit	17,378	57,241	2	14,214
	3,263,349	2,768,894	1,470,784	1,261,265
Less allowance for decline in value	(116,567)	(110,934)	(47,536)	(45,125)
Net	3,146,782	2,657,960	1,423,248	1,216,140

Inventories recognised in 'cost of sales of goods':

- Cost of goods sold	18,776,890	17,551,866	14,894,551	15,044,111
- Write-down to net realisable value	138,553	67,261	32,329	(4,564)
Total	18,915,443	17,619,127	14,926,880	15,039,547

9 Investments in associates and joint ventures

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Associates				
At 1 January	381,883	389,099	-	-
Share of net loss of associates	(3,442)	(10,662)	-	-
Share of other comprehensive income of associates	(1,588)	3,446	-	-
At 31 December	376,853	381,883	-	-
Joint ventures				
At 1 January	1,017,343	1,052,161	108,829	108,829
Acquisitions	55,000	-	-	-
Share of net profit of joint ventures	318,335	274,067	-	-
Dividend income	(507,309)	(285,474)	-	-
Share of other comprehensive income of joint ventures	(14,183)	(23,411)	-	-
Reversal of loss on impairment	-	-	1,871	-
At 31 December	869,186	1,017,343	110,700	108,829
Total investments in associates and joint ventures	1,246,039	1,399,226	110,700	108,829



Investments in associates and joint ventures as at 31 December and dividend income from those investments for the years then ended, were as follows:

	Type of business	Country of operation	Consolidated financial statements						Separate financial statements				Dividend income for the year	
			Ownership interest		Equity		Cost		Impairment		At cost - net			
			2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
			(%)		(in thousand Baht)									
Associates														
Basecamp Brews Ltd	Distribution of beverages	United Kingdom	26.00	26.00	376,853	381,883	-	-	-	-	-	-	-	-
					376,853	381,883	-	-	-	-	-	-	-	-
Joint ventures														
House Osotspa Foods Co., Ltd.	Distribution of food and beverages	Thailand	40.00	40.00	543,073	709,229	66,800	66,800	-	-	66,800	66,800	399,463	-
Osotspa Taisho Co., Ltd. (Formerly “Osotspa Taisho Pharmaceutical Co., Ltd”.)	Distribution of medicine, healthy drinks and healthy food	Thailand	40.00	40.00	109,076	150,121	40,000	40,000	-	-	40,000	40,000	107,846	285,474
Yamamura International (Thailand) Co., Ltd.	Distribution of packaging, machinery, spare part and equipment	Thailand	26.00	26.00	12,487	10,202	3,900	3,900	-	(1,871)	3,900	2,029	-	-
PT Osotspa ABC Indonesia	Ceased operations	Indonesia	50.00	50.00	-	-	-	-	-	-	-	-	-	-
MYANMAR GOLDEN EAGLE COMPANY LIMITED	Manufacturing and distribution of glass bottle	Republic of the Union of Myanmar	35.00	35.00	-	5,345	-	-	-	-	-	-	-	-
MYANMAR GLODEN GLASS COMPANY LIMITED	Distribution of glass bottle	Republic of the Union of Myanmar	51.84	51.84	158,200	142,446	-	-	-	-	-	-	-	-



Consolidated financial statements															Separate financial statements				Dividend income for the year	
	Type of business	Country of operation	Ownership interest		Equity		Cost		Impairment		At cost - net		for the year							
			2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021						
			(%)		(in thousand Baht)															
Joint ventures																				
OSOTSPA YANHEE BEVERAGE COMPANY LIMITED	Research, develop and marketing for beverage products	Thailand	55.00	-	46,350	-	-	-	-	-	-	-	-	-						
					869,186	1,017,343	110,700	110,700	-	(1,871)	110,700	108,829	507,309	285,474						
Total					1,246,039	1,399,226	110,700	110,700	-	(1,871)	110,700	108,829	507,309	285,474						

None of the Group's associates and joint ventures are publicly listed and consequently do not have published price quotations.

2022

Acquisitions of investments in joint venture

In January 2022, a subsidiary invested in 55% of the issued and paid-up capital of OSOTSPA YANHEE BEVERAGE COMPANY LIMITED (OYB) to research, develop and market for beverage products, which consist of cannabis or hemp, for a consideration of Baht 110 million. A subsidiary has gradually paid the amount of Baht 55 million which was completed in June 2022 and will pay the remaining amount of Baht 55 million within December 2023. It is an arrangement in which the subsidiary has joint control. Therefore, OYB is classified as a joint venture of the Group.

*Material associates and joint ventures*

The following table summarises the financial information of the material associates and joint ventures as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in these companies.

	Basecamp Brews Ltd		House Osotspa Foods Co., Ltd.		Osotspa Taisho Co., Ltd. (Formerly "Osotspa Taisho Pharmaceutical Co., Ltd.")		MYANMAR GOLDEN EAGLE COMPANY LIMITED		MYANMAR GOLDEN GLASS COMPANY LIMITED	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	<i>(in thousand Baht)</i>									
Revenue	193,339	131,563	3,327,979	3,200,552	2,723,412	3,109,413	253,256	-	265,423	-
Profit (loss) from operations	(13,239)	(41,009)	583,269	566,355	167,001	266,887	(15,148)	(251,497)	57,663	49,343
Other comprehensive income	(6,109)	13,257	-	-	-	-	(123)	(20,465)	(27,275)	(31,340)
Total comprehensive income	(19,348)	(27,752)	583,269	566,355	167,001	266,887	(15,271)	(271,962)	30,388	18,003
Group's share of total comprehensive income	(5,030)	(7,216)	233,307	226,542	66,801	106,754	(5,345)	(95,187)	15,754	9,334
Dividend income from associate/joint venture for the year	-	-	399,463	-	107,846	285,474	-	-	-	-
Current assets	89,400	120,646	2,195,508	2,488,942	760,129	934,168	404,348	134,608	281,174	179,911
Non-current assets	1,808	1,505	8,248	8,928	10,960	13,891	1,421,483	1,215,310	205	234
Current liabilities	(23,904)	(35,086)	(844,873)	(724,070)	(495,917)	(570,755)	(1,136,613)	(560,600)	(70,851)	(5)
Non-current liabilities	-	(412)	(1,200)	(725)	(2,481)	(2,000)	(945,640)	(778,381)	-	-
Net assets	67,304	86,653	1,357,683	1,773,075	272,691	375,304	(256,422)	10,937	210,528	180,140
Carrying amount of interest in associate/joint venture	376,853	381,883	543,073	709,229	109,076	150,121	-	5,345	158,200	142,446
a Includes:										
- depreciation and amortisation	-	-	1,116	1,164	1,844	2,208	49,399	555	-	-
- interest expense	-	-	-	2	-	-	70,688	2,052	-	-
- income tax expense	-	-	145,673	140,220	40,673	67,353	-	-	6,810	-
b Includes cash and cash equivalents	-	-	1,439,372	1,734,343	336,002	377,137	67,290	47,368	21,206	12,779
c Includes current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	-	-	804,170	526,628	-	-
d Includes non-current financial liabilities (excluding trade and other payables and provisions)	-	-	-	-	-	-	945,640	778,381	-	-

*Immaterial joint ventures*

The following is summarised financial information for the Group's interest in immaterial joint ventures based on the amounts reported in the Group's consolidated financial statements:

	Immaterial joint ventures	
	2022	2021
	<i>(in thousand Baht)</i>	
Carrying amount of interests in immaterial joint ventures	58,837	10,202
Group's share of:		
- Profit from operations	(6,365)	3,213
- Other comprehensive income	-	-
- Total comprehensive income	(6,365)	3,213

10 Investments in subsidiaries

	Separate financial statements	
	2022	2021
	<i>(in thousand Baht)</i>	
At 1 January	9,076,638	7,393,693
Increase of investment in subsidiaries	400,000	1,682,945
Proceeds from redemption of investment in subsidiaries	-	(1,449)
Reversal of loss on impairment	256,868	1,449
At 31 December	9,733,506	9,076,638



Details of subsidiaries and indirect subsidiaries as at 31 December 2022 and 2021 were as follows:

Name of subsidiaries and indirect subsidiaries	Country of operation	Type of business	Ownership interest		Name of subsidiaries and indirect subsidiaries	Country of operation	Type of business	Ownership interest	
			2022	2021				2022	2021
			(%)					(%)	
Subsidiaries					Indirect subsidiaries				
Osotspa Beverages Co., Ltd.	Thailand	Distribution of beverage	100.00	100.00	Held by Osotspa Beverages Co., Ltd.				
Greensville Co., Ltd.	Thailand	Manufacturing and distribution of personal care products	100.00	100.00	Shark AG	Austria	Ceased operations	100.00	100.00
Siam Glass Industry Co., Ltd.	Thailand	Manufacturing and distribution of glass	100.00	100.00	Held by Osotspa Enterprise Co., Ltd.				
Siam Glass Ayutthaya Co., Ltd.	Thailand	Manufacturing and distribution of glass	100.00	100.00	Osotspa Enterprises Singapore Pte. Ltd.	Singapore	Invest in other companies	100.00	100.00
Siam Cullet Co., Ltd.	Thailand	Distribution of cullet	99.98	99.98	Oventure Pte. Ltd.	Singapore	Invest in other companies	100.00	100.00
SSB Enterprise Co., Ltd.	Thailand	Property renting	100.00	100.00	O2C Co., Ltd.	Thailand	Electronic commerce	100.00	100.00
		(2021: Manufacturing of beverage concentrates and premises)			Asia Vending Machine Operation Company Limited	Thailand	Distribution of beverages, foods and other products	51.00	51.00
Osotspa Innovation Centre Co., Ltd.	Thailand	Research and development	100.00	100.00	INNOVATION OF EXPERIENCE CO., LTD.	Thailand	Providing marketing services	0.01 ⁽²⁾	0.01 ⁽²⁾
Osotspa Dairy Co., Ltd.	Thailand	Property renting	100.00	100.00	Flash Power do Brasil Ltda	Brazil	Ceased operations	100.00	100.00
Osotspa Enterprise Co., Ltd.	Thailand	Invest in other companies	100.00	100.00	Held by Osotspa Enterprises Singapore Pte. Ltd.				
OSOTSPA USA, INC.	United States of America	Providing of marketing services	100.00	100.00	ADVANS BEVERAGE MANUFACTURING COMPANY LIMITED	Republic of the Union of Myanmar	Manufacturing and distribution of beverages	85.00	85.00
OSOTSPA LOI HEIN COMPANY LIMITED	Republic of the Union of Myanmar	Retail and wholesale of beverages	8.50 ⁽¹⁾	8.50 ⁽¹⁾	OSOTSPA LOI HEIN COMPANY LIMITED	Republic of the Union of Myanmar	Retail and wholesale of beverages	76.50 ⁽¹⁾	76.50 ⁽¹⁾
PT. M-150 INDONESIA	Indonesia	Importation and distribution of beverages	99.00	99.00	OSOTSPA VTA JOINT STOCK COMPANY	Vietnam	Distribution of beverages	60.00	60.00
Siam Bev Manufacturing Co., Ltd.	Thailand	Manufacturing and distribution of beverages	100.00	100.00	Held by O2C Co., Ltd.				
Osotspa Loi Hein (Thailand) Co., Ltd.	Thailand	Ceased operations	99.98	99.98	Oyura Co., Ltd.	Thailand	Education and sales of herbal products	100.00	100.00
Myanmar Osotspa Company Limited	Republic of the Union of Myanmar	Ceased operations	100.00	100.00	INNOVATION OF EXPERIENCE CO., LTD.	Thailand	Providing marketing services	79.99 ⁽²⁾	79.99 ⁽²⁾
Osotspa Europe Limited	Cyprus	Ceased operations	100.00	100.00					

⁽¹⁾ Held by the Company 8.50% and held by Osotspa Enterprises Singapore Pte. Ltd. 76.50%, totaling 85.00%

⁽²⁾ Held by Osotspa Enterprise Co., Ltd. 0.01% and held by O2C Co., Ltd. 79.99%, totaling 80.00%



Investments in subsidiaries as at 31 December 2022 and 2021, and dividend income from those investments for the years then ended, were as follows:

Name of subsidiaries	Separate financial statements								Dividend income	
	Paid-up capital		Cost		Impairment		At cost - net		for the year	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	<i>(in thousand Baht)</i>									
Osotspa Beverages Co., Ltd.	354,950	354,950	354,950	354,950	-	-	354,950	354,950	425,939	674,405
Greensville Co., Ltd.	6,500	6,500	6,500	6,500	-	-	6,500	6,500	558,983	19,499
Siam Glass Industry Co., Ltd.	950,000	950,000	979,782	979,782	-	-	979,782	979,782	-	-
Siam Glass Ayutthaya Co., Ltd.	4,180,000	3,780,000	4,180,000	3,780,000	-	-	4,180,000	3,780,000	144,660	680,400
Siam Cullet Co., Ltd.	1,000	1,000	1,000	1,000	-	-	1,000	1,000	69,986	-
SSB Enterprise Co., Ltd.	170,000	170,000	170,000	170,000	-	-	170,000	170,000	68,850	83,300
Osotspa Innovation Centre Co., Ltd.	61,600	61,600	61,600	61,600	-	-	61,600	61,600	22,440	16,320
Osotspa Dairy Co., Ltd.	463,567	463,567	90,000	90,000	-	-	90,000	90,000	-	-
Osotspa Enterprise Co., Ltd.	2,782,535	2,782,535	2,782,535	2,782,535	-	-	2,782,535	2,782,535	29,095	29,095
OSOTSPA USA, INC.	105,162	105,162	160,644	160,644	(160,644)	(160,644)	-	-	-	-
OSOTSPA LOI HEIN COMPANY LIMITED	186,203	186,203	16,646	16,646	-	-	16,646	16,646	-	-
PT. M-150 INDONESIA	4,071	4,071	5,384	5,384	(5,384)	(5,384)	-	-	-	-
Siam Bev Manufacturing Co., Ltd.	1,500,000	1,500,000	1,089,983	1,089,983	-	(256,868)	1,089,983	833,115	-	-
Osotspa Loi Hein (Thailand) Co., Ltd.	1,000	1,000	510	510	-	-	510	510	-	-
Myanmar Osotspa Company Limited	9,771	9,771	8,232	8,232	(8,232)	(8,232)	-	-	-	-
Osotspa Europe Limited	266,237	266,237	307,119	307,119	(307,119)	(307,119)	-	-	-	-
Total			10,214,885	9,814,885	(481,379)	(738,247)	9,733,506	9,076,638	1,319,953	1,503,019

None of the Company's subsidiaries are publicly listed and consequently do not have published price quotations.



2022

Acquisitions of investments in subsidiaries*Acquisitions of investments in O2C Co., Ltd. by Osotspa Enterprise Co., Ltd.*

On 4 March 2022, the Board of Directors of O2C Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from Osotspa Enterprise Co., Ltd. amounting to Baht 6.5 million by calling up additional paid-up capital and received payment for the additional paid-up capital in April 2022.

Acquisitions of investments in Siam Glass Ayutthaya Co., Ltd.

On 26 August 2022, the Extraordinary General Meeting of Shareholders of Siam Glass Ayutthaya Co., Ltd., a subsidiary of the Company, approved to increase the registered share capital amounting to Baht 400.0 million by calling up additional paid-up capital and received payment for all additional paid-up capital in August 2022.

Reduction of investments in subsidiaries*Capital reduction of investments in Osotspa Enterprises Singapore Pte. Ltd.*

On 14 June 2022, the Extraordinary General Meeting of Osotspa Enterprises Singapore Pte. Ltd., a subsidiary of the Company, approved to reduce the registered share capital amounting to USD 7.5 million.

2021

Acquisitions of investments in subsidiaries*Acquisitions of investments in Oyura Co., Ltd. by O2C Co., Ltd.*

On 24 December 2020, the Board of Directors of Oyura Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from O2C Co., Ltd. amounting to Baht 9.9 million by calling up additional paid-up capital and received payment for the additional paid-up capital in January 2021.

On 23 July 2021, the Board of Directors of Oyura Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from O2C Co., Ltd. amounting to Baht 5.0 million by calling up additional paid-up capital and received payment for the additional paid-up capital in August 2021.

Acquisitions of investments in O2C Co., Ltd. by Osotspa Enterprise Co., Ltd.

On 24 December 2020 and 4 February 2021, the Board of Directors of O2C Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from Osotspa Enterprise Co., Ltd. amounting to Baht 10.0 million and Baht 16.0 million, respectively, by calling up additional paid-up capital and received the additional paid-up capital in January and February 2021.

On 23 July 2021, the Board of Directors of O2C Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from Osotspa Enterprise Co., Ltd. amounting to Baht 5.0 million, by calling up additional paid-up capital and received payment for the additional paid-up capital in August 2021.

*Acquisitions of investments in Siam Glass Ayutthaya Co., Ltd.*

On 18 February 2021, the Board of Directors of Siam Glass Ayutthaya Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from the Company amounting to Baht 1,125 million by calling up additional paid-up capital and received payment for the additional paid-up capital in February 2021.

Acquisitions of investments in INNOVATION OF EXPERIENCE CO., LTD. by Osotspa Enterprise Co., Ltd. and by O2C Co., Ltd

On 1 March 2021, O2C Co., Ltd. and Osotspa Enterprise Co., Ltd., subsidiaries of the Company, invested 80% of ownership interest in INNOVATION OF EXPERIENCE CO., LTD. amounting to Baht 10.8 million according to the resolution of the Executive Committee's Meeting. (Details in Note 4)

Acquisitions of investments in Osotspa Enterprise Co., Ltd.

On 23 July 2021, the Board of Directors of Osotspa Enterprise Co., Ltd., a subsidiary of the Company, approved to call up the additional paid-up capital from the Company amounting to Baht 7.9 million, by calling up additional paid-up capital and received the additional paid-up capital in August 2021.

Acquisitions of investments in OSOTSPA VTA JOINT STOCK COMPANY by Osotspa Enterprises Singapore Pte. Ltd.

On 10 March 2021, the General Meeting of shareholders of OSOTSPA VTA JOINT STOCK COMPANY, a subsidiary in Vietnam, approved to increase the paid-up capital amounting to VND 23,000 million. Osotspa Enterprise Singapore Pte. Ltd. invested VND 13,800 million, equivalent to 60% interests of the issued and paid-up capital in November 2021.

Acquisitions of investments in Siam Glass Industry Co., Ltd.

On 7 December 2021, the Extraordinary General Meeting of shareholders of Siam Glass Industry Co., Ltd., a subsidiary of the Company, approved to increase the paid-up capital amounting to Baht 550.0 million by calling up additional paid-up capital and received payment for all additional paid-up capital in December 2021.

*Reduction of investments in subsidiaries**Capital reduction of investments in Osotspa Enterprises Singapore Pte. Ltd. and Oventure Pte. Ltd.*

On 30 September 2021, the Extraordinary General Meeting of Osotspa Enterprises Singapore Pte. Ltd. and Oventure Pte. Ltd., subsidiaries of the Company, approved to reduce the registered share capital amounting to USD 5.55 million and USD 11.4 million, respectively.

11 Investment properties

	Consolidated financial statements				Separate financial statements		
	Land	Land improvements	Buildings	Total (in thousand Baht)	Land	Building	Total
Cost							
At 1 January 2021	193,077	28,552	141,504	363,133	443,721	28,893	472,614
Disposal	(16,500)	-	(62,845)	(79,345)	-	-	-
At 31 December 2021 and 2022	176,577	28,552	78,659	283,788	443,721	28,893	472,614
Depreciation and impairment losses							
At 1 January 2021	-	28,552	130,830	159,382	-	23,786	23,786
Depreciation charge for the year	-	-	3,305	3,305	-	522	522
Disposal	-	-	(62,845)	(62,845)	-	-	-
At 31 December 2021 and 1 January 2022	-	28,552	71,290	99,842	-	24,308	24,308
Depreciation charge for the year	-	-	3,225	3,225	-	441	441
At 31 December 2022	-	28,552	74,515	103,067	-	24,749	24,749
Net book value							
At 31 December 2021	176,577	-	7,369	183,946	443,721	4,585	448,306
At 31 December 2022	176,577	-	4,144	180,721	443,721	4,144	447,865

Investment properties comprise vacant land, land and buildings that are leased to other parties for a period of 2 to 3 years. Subsequent renewals are negotiated with the lessees.

The fair value of investment properties as at 31 December 2022 of the Group and the Company was Baht 558.2 million and Baht 994.1 million, respectively (2021: Baht 558.2 million and Baht 994.1 million, respectively). The fair value determined by independent professional valuers, at open market values on an existing use basis and income approach. The fair value of measurement for investment property has been categorised as a Level 3 fair value.



12 Property, plant and equipment

Consolidated financial statements

	Note	Land	Land improvements	Buildings	Building improvements	Machinery and factory equipment (in thousand Baht)	Vehicles	Furniture, fixtures and office equipment	Major spare parts	Assets under construction and installation	Total
Cost											
At 1 January 2021		1,540,121	444,410	5,415,812	1,540,663	12,487,623	454,315	1,122,990	181,722	1,015,913	24,203,569
Additions		-	2,253	1,446	4,697	87,849	20,222	31,170	30,645	2,585,790	2,764,072
Addition from business acquisition	4	-	-	-	-	-	-	158	-	-	158
Transfers		-	43,725	435,838	145,979	2,575,820	-	20,555	(116,346)	(3,105,571)	-
Transfers to inventories		-	-	-	-	-	-	-	(80,059)	-	(80,059)
Disposals and write-off		-	(3,263)	(56,847)	(5,959)	(76,268)	(13,149)	(17,762)	(14,140)	(2,650)	(190,038)
Effect of translation for foreign operations		(56,897)	(3,290)	(115,267)	(34,659)	(80,206)	(1,562)	(26,632)	-	(523)	(319,036)
At 31 December 2021 and 1 January 2022		1,483,224	483,835	5,680,982	1,650,721	14,994,818	459,826	1,130,479	1,822	492,959	26,378,666
Additions		11,927	1,303	3,657	9,774	173,476	145,145	39,853	2,724	1,126,584	1,514,443
Transfers		-	6,985	36,469	76,053	690,423	-	28,442	(1,604)	(836,768)	-
Transfers to inventories		-	-	-	-	-	-	-	(2,942)	-	(2,942)
Transfers to intangible assets		-	-	-	-	-	-	-	-	(7,483)	(7,483)
Disposals and write-off		(50,982)	-	(7,183)	(3,925)	(65,653)	(153,032)	(28,988)	-	-	(309,763)
Effect of translation for foreign operations		(35,368)	(2,056)	(72,324)	(22,068)	(51,786)	(1,920)	(17,742)	-	(763)	(204,027)
At 31 December 2022		1,408,801	490,067	5,641,601	1,710,555	15,741,278	450,019	1,152,044	-	774,529	27,368,894



Consolidated financial statements

	Land	Land improvements	Buildings	Building improvements	Machinery and factory equipment (in thousand Baht)	Vehicles	Furniture, fixtures and office equipment	Major spare parts	Assets under construction and installation	Total
Depreciation and impairment losses										
At 1 January 2021	27,056	212,353	1,954,426	492,350	7,657,325	312,614	702,880	-	-	11,359,004
Depreciation charge for the year	15,683	21,169	249,419	130,964	890,653	61,339	98,286	-	-	1,467,513
(Reversal of) impairment losses	-	(1,332)	(370)	-	58	-	-	-	-	(1,644)
Disposals and write-off	-	(2,113)	(54,427)	(3,167)	(65,514)	(12,764)	(16,968)	-	-	(154,953)
Effect of translation for foreign operations	(3,397)	(136)	(5,032)	(2,749)	(6,712)	(1,027)	(2,465)	-	-	(21,518)
At 31 December 2021 and 1 January 2022	39,342	229,941	2,144,016	617,398	8,475,810	360,162	781,733	-	-	12,648,402
Depreciation charge for the year	8,813	22,823	259,686	133,901	965,706	61,204	95,708	-	-	1,547,841
Impairment losses	-	-	-	-	2	-	-	-	-	2
Disposals and write-off	(21,581)	-	(2,432)	(2,229)	(68,594)	(149,741)	(28,340)	-	-	(272,917)
Effect of translation for foreign operations	(3,095)	(223)	(8,634)	(4,498)	(11,382)	(1,066)	(5,217)	-	-	(34,115)
At 31 December 2022	23,479	252,541	2,392,636	744,572	9,361,542	270,559	843,884	-	-	13,889,213



Consolidated financial statements

	Land	Land improvements	Buildings	Building improvements	Machinery and factory equipment (in thousand Baht)	Vehicles	Furniture, fixtures and office equipment	Major spare parts	Assets under construction and installation	Total
Net book value										
At 31 December 2021										
Owned assets	1,143,145	253,894	3,475,259	1,032,675	6,364,428	13,171	343,916	1,822	492,959	13,121,269
Right-of-use assets	300,737	-	61,707	648	154,580	86,493	4,830	-	-	608,995
	<u>1,443,882</u>	<u>253,894</u>	<u>3,536,966</u>	<u>1,033,323</u>	<u>6,519,008</u>	<u>99,664</u>	<u>348,746</u>	<u>1,822</u>	<u>492,959</u>	<u>13,730,264</u>
At 31 December 2022										
Owned assets	1,155,072	237,526	3,206,168	965,862	6,218,153	7,693	296,808	-	774,529	12,861,811
Right-of-use assets	230,250	-	42,797	121	161,583	171,767	11,352	-	-	617,870
	<u>1,385,322</u>	<u>237,526</u>	<u>3,248,965</u>	<u>965,983</u>	<u>6,379,736</u>	<u>179,460</u>	<u>308,160</u>	<u>-</u>	<u>774,529</u>	<u>13,479,681</u>

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2022 amounted to Baht 7,562.0 million (2021: Baht 7,404.3 million).



Separate financial statements

	Land	Land improvements	Buildings	Building improvements	Machinery and factory equipment (in thousand Baht)	Vehicles	Furniture, fixtures and office equipment	Major spare parts	Assets under construction and installation	Total
Cost										
At 1 January 2021	798,845	272,613	2,781,739	1,257,649	6,511,329	121,024	791,615	91,707	737,624	13,364,145
Additions	-	1,981	-	4,437	15,051	11,458	23,027	9,924	737,531	803,409
Transfers	-	43,725	5,950	82,569	980,306	-	19,966	(41,087)	(1,091,429)	-
Transfers to inventories	-	-	-	-	-	-	-	(45,228)	-	(45,228)
Disposals and write-off	-	-	(55,863)	(3,820)	(42,128)	(10,675)	(15,203)	(14,140)	-	(141,829)
At 31 December 2021 and 1 January 2022	798,845	318,319	2,731,826	1,340,835	7,464,558	121,807	819,405	1,176	383,726	13,980,497
Additions	11,927	1,303	65,244	4,184	114,564	17,408	28,878	2,724	974,770	1,221,002
Transfers	-	6,394	35,635	60,384	549,239	-	23,836	(958)	(674,530)	-
Transfers to inventories	-	-	-	-	-	-	-	(2,942)	-	(2,942)
Transfers to intangible assets	-	-	-	-	-	-	-	-	(6,927)	(6,927)
Disposals and write-off	(50,982)	-	(2,986)	(3,925)	(3,126)	(30,463)	(19,400)	-	-	(110,882)
At 31 December 2022	759,790	326,016	2,829,719	1,401,478	8,125,235	108,752	852,719	-	677,039	15,080,748
Depreciation and impairment losses										
At 1 January 2021	9,267	117,357	1,352,950	467,390	4,664,393	97,563	547,826	-	-	7,256,746
Depreciation charge for the year	9,267	15,207	117,617	105,702	332,468	11,394	73,542	-	-	665,197
Disposals and write-off	-	-	(53,789)	(1,028)	(20,994)	(10,290)	(14,459)	-	-	(100,560)
At 31 December 2021 and 1 January 2022	18,534	132,564	1,416,778	572,064	4,975,867	98,667	606,909	-	-	7,821,383
Depreciation charge for the year	3,047	16,951	119,859	105,023	352,821	11,112	70,801	-	-	679,614
Disposals and write-off	(21,581)	-	(1,267)	(2,229)	(3,076)	(30,332)	(17,826)	-	-	(76,311)
At 31 December 2022	-	149,515	1,535,370	674,858	5,325,612	79,447	659,884	-	-	8,424,686



Separate financial statements

	Land	Land improvements	Buildings	Building improvements	Machinery and factory equipment <i>(in thousand Baht)</i>	Vehicles	Furniture, fixtures and office equipment	Major spare parts	Assets under construction and installation	Total
Net book value										
At 31 December 2021										
Owned assets	747,863	185,755	1,303,571	768,771	2,488,691	773	209,136	1,176	383,726	6,089,462
Right-of-use assets	32,448	-	11,477	-	-	22,367	3,360	-	-	69,652
	780,311	185,755	1,315,048	768,771	2,488,691	23,140	212,496	1,176	383,726	6,159,114
At 31 December 2022										
Owned assets	759,790	176,501	1,231,929	726,620	2,752,110	959	181,783	-	677,039	6,506,731
Right-of-use assets	-	-	62,420	-	47,513	28,346	11,052	-	-	149,331
	759,790	176,501	1,294,349	726,620	2,799,623	29,305	192,835	-	677,039	6,656,062

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at 31 December 2022 amounted to Baht 5,491.9 million (2021: Baht 5,357.2 million).



In 2022, additions to the right-of-use assets of the Group and the Company were Baht 239.6 million and Baht 142.8 million, respectively (2021: Baht 51.6 million and Baht 15.0 million, respectively).

The Group leased land, building, building improvements, machinery and factory equipment, vehicles and furniture, fixtures and office equipment, with extension options at the end of lease term. The rental is payable monthly as specified in the contract. The Group evaluates rights to use leased assets for periods of 2 - 49 years.

Extension options

The Group has extension options on property leases exercisable up to one year before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

According to TFRS 16 *Leases*, expenses related to those leases were as follows:

	Consolidated financial statements		Separate financial statements	
<i>For the year ended 31 December</i>	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Amounts recognised in profit or loss				
Depreciation of right-of-use assets:				
- Land	8,813	15,683	3,047	9,267
- Buildings	14,606	15,553	11,804	9,074
- Building improvements	527	527	-	-
- Machinery and factory equipment	39,121	33,926	1,653	333
- Vehicles	55,572	54,553	10,778	10,677
- Furniture, fixtures and office equipment	5,422	1,157	4,651	282
Interest on lease liabilities	17,322	21,607	5,271	3,689
Expenses relating to short-term leases	96,741	77,028	36,453	24,880
Expenses relating to leases of low-value assets	45,077	35,231	43,783	33,746

**13 Other intangible assets**

	Consolidated financial statements				Separate financial statements		
	Computer software	Others	Intangible assets under installation	Total	Computer software	Intangible assets under installation	Total
	<i>(in thousand Baht)</i>						
Cost							
At 1 January 2021	468,863	858	38,117	507,838	406,944	38,117	445,061
Additions	7,298	-	28,186	35,484	4,642	13,253	17,895
Transfers	61,145	-	(61,145)	-	50,887	(50,887)	-
Effect of translation for foreign operations	(1,600)	-	-	(1,600)	-	-	-
At 31 December 2021 and 1 January 2022	535,706	858	5,158	541,722	462,473	483	462,956
Additions	10,119	-	44,490	54,609	7,668	36,659	44,327
Transfers from property, plant and equipment	7,483	-	-	7,483	6,927	-	6,927
Transfers	11,396	-	(11,396)	-	4,858	(4,858)	-
Disposals and write-off	(63,650)	-	-	(63,650)	(63,447)	-	(63,447)
Effect of translation for foreign operations	(1,033)	-	-	(1,033)	-	-	-
At 31 December 2022	500,021	858	38,252	539,131	418,479	32,284	450,763
Amortisation							
At 1 January 2021	189,180	135	-	189,315	160,076	-	160,076
Amortisation charge for the year	47,441	107	-	47,548	41,405	-	41,405
Effect of translation for foreign operations	(191)	-	-	(191)	-	-	-
At 31 December 2021 and 1 January 2022	236,430	242	-	236,672	201,481	-	201,481
Amortisation charge for the year	46,583	108	-	46,691	38,467	-	38,467
Disposals and write-off	(12,242)	-	-	(12,242)	(12,040)	-	(12,040)
Effect of translation for foreign operations	(257)	-	-	(257)	-	-	-
At 31 December 2022	270,514	350	-	270,864	227,908	-	227,908
Net book value							
At 31 December 2021	299,276	616	5,158	305,050	260,992	483	261,475
At 31 December 2022	229,507	508	38,252	268,267	190,571	32,284	222,855



14 Interest-bearing liabilities

	Consolidated financial statements					
	Secured	2022 Unsecured	Total	Secured	2021 Unsecured	Total
			(in thousand Baht)			
Short-term loans from financial institution	-	1,048,198	1,048,198	-	207,244	207,244
Long-term loans from financial institution	-	459,511	459,511	-	572,978	572,978
Lease liabilities	-	375,890	375,890	-	329,828	329,828
Total interest-bearing liabilities	-	1,883,599	1,883,599	-	1,110,050	1,110,050

	Note	Separate financial statements				
		Secured	2022 Unsecured	Total	Secured	2021 Unsecured
				(in thousand Baht)		Total
Short-term loans from financial institution	-	-	850,000	850,000	-	-
Short-term loans from related parties	5	-	2,177,780	2,177,780	-	1,902,377
Lease liabilities	-	-	153,446	153,446	-	78,650
Total interest-bearing liabilities	-	-	3,181,226	3,181,226	-	1,981,027

Short-term loans from financial institution

On 30 December 2022, the Company issued a promissory note to a financial institution in amount of Baht 850 million with an interest rate at 1.60% and repayment at call.

Long-term loans from financial institution

Consolidated financial statements			
Agreement dated	Interest rate (% per annum)	Term of loan	Repayment term
9 December 2019	Lending interest rate that refer from Central Bank of Myanmar + 2.75%	5 years	Credit facilities of the long-term loan is amount of MMK 45,150 million. The loan has been partially paid, the remaining loan is amount of MMK 27,849 million. Repayment every quarter, divided into 9 quarters as follow: Period 1st - 3rd each installment MMK 2,709.0 million Period 4th - 7th each installment MMK 3,386.3 million Period 8th each installment MMK 4,063.5 million Period 9th each installment MMK 2,190.5 million The first payment will be paid in March 2024 and the last repayment will be paid in March 2026.

As at 31 December 2022, the Group and the Company had unutilised credit facilities covering bank overdrafts, short-term loans from financial institutions and long-term loans from financial institutions totaling Baht 9,794.2 million and 8,747.2 million, respectively (2021: Baht 10,594.2 million and 9,596.7 million, respectively).

15 Trade accounts payable

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
			(in thousand Baht)		
Related parties	5	1,152,378	933,310	744,268	946,466
Other parties		1,346,843	1,375,310	608,224	516,928
Total		2,499,221	2,308,620	1,352,492	1,463,394

16 Other payables

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
			(in thousand Baht)		
Related parties	5	2,812	1,312	223,504	133,543
Other parties					
Accrued promotion and trade discounts		737,912	853,067	459,598	446,814
Accrued expenses		546,917	543,628	264,391	287,791
Accrued excise tax and sugar tax		197,859	263,360	197,859	263,360
Payables for purchase of assets		195,860	203,133	107,133	59,164
Accrued advertising expenses		146,576	111,664	141,736	108,266
Revenue department payable		93,324	116,125	48,755	33,158
Deposit and advance received		69,591	77,062	17,900	32,861
Others		297,384	344,132	83,785	98,998
		<u>2,285,423</u>	<u>2,512,171</u>	<u>1,321,157</u>	<u>1,330,412</u>
Total		2,288,235	2,513,483	1,544,661	1,463,955



17 Provisions for employee benefits

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		(in thousand Baht)			
Statement of financial position					
Obligations as of 31 December					
Post-employment benefits		480,601	661,367	297,737	425,380
Other long-term employee benefits		22,584	21,634	15,456	14,903
Total		503,185	683,001	313,193	440,283
Year ended 31 December					
Statement of income:					
Recognised in profit or loss:					
Post-employment benefits	22	81,296	108,521	48,165	74,458
Other long-term employee benefits	22	2,567	2,443	1,679	1,600
Termination benefits	22	32,313	38,344	27,789	27,511
Total		116,176	149,308	77,633	103,569
Statement of comprehensive income:					
Recognised in other comprehensive income:					
Actuarial gain recognised in the year		(217,676)	(66)	(156,381)	-

The Group and the Company operate a defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group and the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Present value of the defined benefit obligations				
At 1 January	683,001	673,247	440,283	428,644
Include in profit or loss:				
Current service cost	85,884	101,841	53,601	69,377
Interest on obligation	8,778	9,123	6,281	6,681
Curtailement gain	(10,799)	-	(10,038)	-
	<u>83,863</u>	<u>110,964</u>	<u>49,844</u>	<u>76,058</u>
Included in other comprehensive income				
Actuarial (gain) loss - Post-employment benefits				
- Demographic assumptions	5,562	-	-	-
- Financial assumptions	(98,057)	(103)	(61,816)	-
- Experience adjustment	(125,181)	37	(94,565)	-
	<u>(217,676)</u>	<u>(66)</u>	<u>(156,381)</u>	<u>-</u>
Others				
Transfer	-	-	1,935	-
Effect of translation for foreign operations	(530)	386	-	-
Benefit paid	(45,473)	(101,530)	(22,488)	(64,419)
	<u>(46,003)</u>	<u>(101,144)</u>	<u>(20,553)</u>	<u>(64,419)</u>
At 31 December	503,185	683,001	313,193	440,283

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Principle actuarial assumptions				
Discount rate (%)	1.41 – 5.63	1.36 - 6.47	1.41 – 5.56	1.40 - 2.54
Future salary growth (%)	4.00 – 10.00	4.00 - 9.00	5.00 – 6.00	6.00 - 7.00
Gold price (Baht)	22,050	22,050	22,050	22,050
	increased	increased	increased	increased
	2.5% per year	2.5% per year	2.5% per year	2.5% per year
Employee turnover rate (%)	0 - 35	0 - 35	0 - 20	0 - 20

Assumptions regarding future mortality have been based on published statistics and mortality tables.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant below.

	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Effect to the defined benefit obligation				
		(in thousand Baht)		
At 31 December 2022				
Discount rate (1% movement)	(39,003)	44,679	(22,786)	26,013
Future salary growth (1% movement)	42,621	(37,873)	24,113	(21,555)
Gold price (20% movement)	4,947	(4,947)	3,400	(3,400)
Employee turnover rate (20% movement)	(15,530)	17,816	(7,677)	8,650
Future mortality (1% movement)	1,106	(1,248)	661	(745)
At 31 December 2021				
Discount rate (1% movement)	(61,676)	71,387	(39,718)	45,879
Future salary growth (1% movement)	80,189	(70,211)	51,538	(45,222)
Gold price (20% movement)	4,714	(4,714)	3,253	(3,253)
Employee turnover rate (20% movement)	(33,271)	38,958	(19,423)	22,322
Future mortality (1% movement)	1,746	(1,958)	1,139	(1,276)

18 Share capital**Share premium**

Section 51 of the Public Limited Companies Act B.E. 2535 (1992) requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

19 Legal reserves

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

20 Segment information and disaggregation of revenue

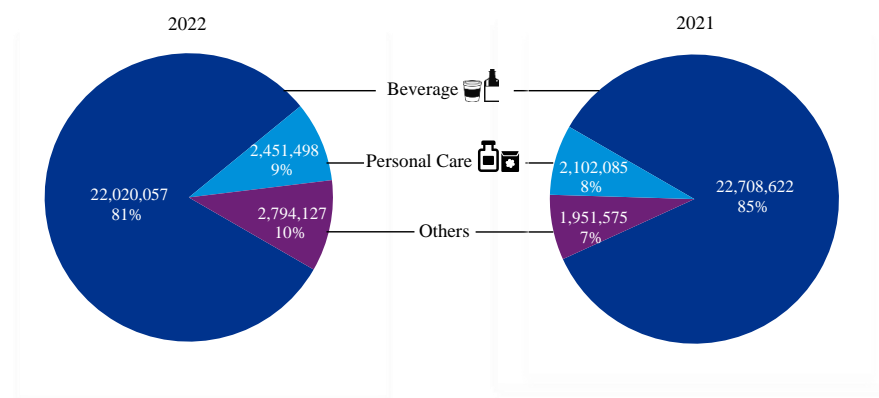
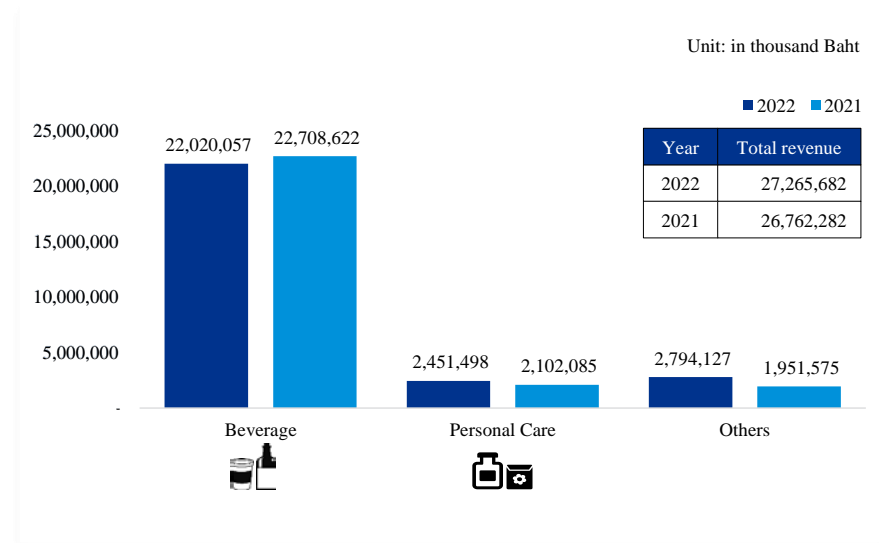
Management determined that the Group has 3 reportable segments which are the Group's strategic divisions for different products and services and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

- Segment 1 Beverage
- Segment 2 Personal care
- Segment 3 Others

Each segment's performance is measured based on segment profit before unallocated revenue and expenses, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before unallocated revenue and expenses is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Information about reportable segments

Revenue from sales in consolidated financial statement
For the year ended 31 December



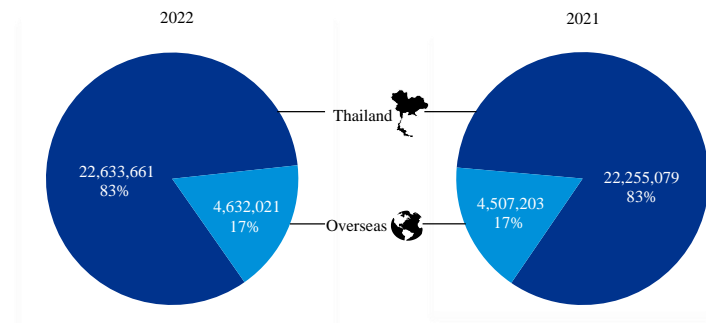
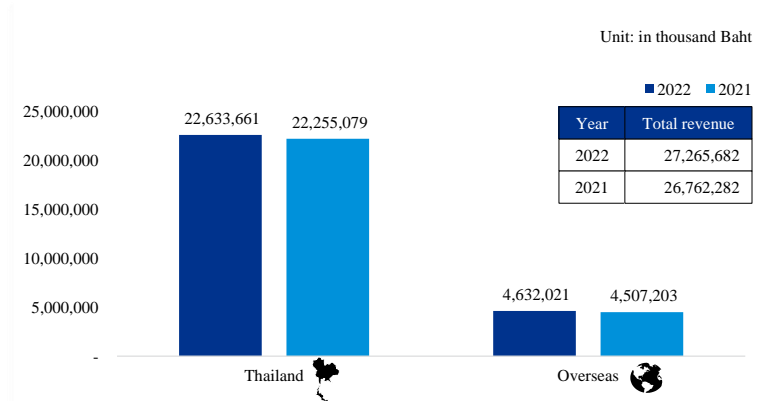


	Segment 1		Segment 2		Segment 3		Total reportable segments		Eliminate		Total	
<i>For the year ended 31 December</i>	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	<i>(in thousand Baht)</i>											
Information about reportable segments												
External revenue	22,020,057	22,708,622	2,451,498	2,102,085	2,794,127	1,951,575	27,265,682	26,762,282	-	-	27,265,682	26,762,282
Inter-segment revenue	255,462	148,706	-	-	146,078	160,557	401,540	309,263	(401,540)	(309,263)	-	-
Total revenue	22,275,519	22,857,328	2,451,498	2,102,085	2,940,205	2,112,132	27,667,222	27,071,545	(401,540)	(309,263)	27,265,682	26,762,282
Depreciation and amortisation	(1,216,630)	(1,316,253)	(70,572)	(72,235)	(310,554)	(129,879)	(1,597,756)	(1,518,367)	-	-	(1,597,756)	(1,518,367)
Profit from operating by segment	2,370,215	3,591,755	171,140	(17,079)	(136,901)	175,125	2,404,454	3,749,801	63,328	125,167	2,467,782	3,874,968
Unallocated revenue and expense												
Interest income											17,665	10,468
Gain on disposal of investment properties											-	23,523
Gain (loss) on disposal and write-off of property, plant and equipment											10,970	(16,566)
Loss on disposal and write-off of other intangible assets											(51,406)	-
(Reversal of) impairment loss on property, plant and equipment											(2)	1,644
Loss on exchange rate											(214,314)	(100,548)
Other income											150,796	150,733
Finance costs											(88,764)	(95,549)
Tax expense											(368,856)	(663,930)
Net profit from operations											1,923,871	3,184,743
Loss of non-controlling interests											9,898	70,177
Net profit attribute to owners of the parent											1,933,769	3,254,920

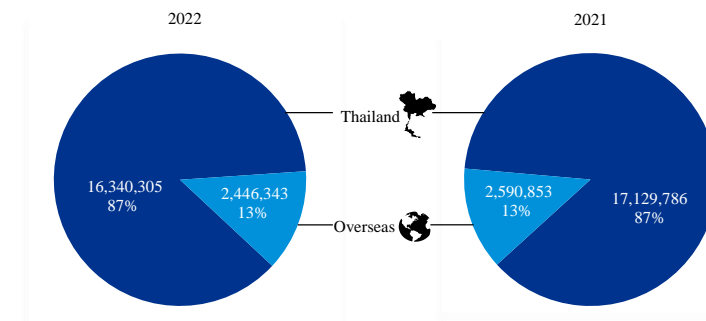
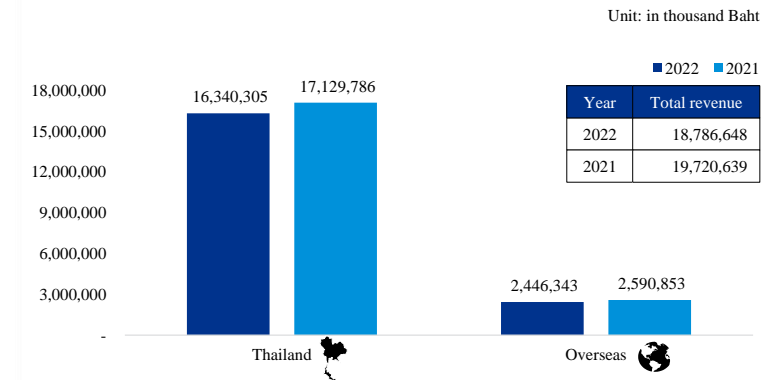
**Disaggregation of revenue**

The Group and the Company's operation and main revenue is derived from contracts with customers.

Revenue from sales by geographic segment in consolidated financial statement
For year ended 31 December



Revenue from sales by geographic segment in separate financial statement
For year ended 31 December



Timing of revenue recognition of the Group and the Company comes from sales entirely which are recognised at a point in time.

**Promotional privileges**

The Group has been granted promotional certificates by the Office of the Board of Investment relating to manufacturing of glass or glass products and research and development. In addition, by virtue of the provisions of the Republic of the Union of Myanmar Special Economic Zones Law, a subsidiary which is located in the Republic of the Union of Myanmar has been granted privileges by investing in the Thilawa Special Economic Zone. The Group has been granted several privileges including exemption and/or reduction from payment of income tax on the net profit derived from promoted operations with certain terms and conditions prescribed in the promotional certificates, which the Company must comply with.

The following summary describes the revenue from promoted and non-promoted businesses:

Year ended	Consolidated financial statements					
	2022			2021		
	Revenue from promoted businesses	Revenue from non-promoted businesses	Total	Revenue from promoted businesses	Revenue from non-promoted businesses	Total
31 December			(in thousand Baht)			
Revenue from sales	4,180,472	45,623,787	49,804,259	3,130,071	47,829,631	50,959,702
Eliminations	(3,319,520)	(19,219,057)	(22,538,577)	(2,963,875)	(21,233,545)	(24,197,420)
Total	860,952	26,404,730	27,265,682	166,196	26,596,086	26,762,282

21 Other income

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Income from the sale of scrap	84,632	62,340	39,359	36,994
Gain on disposal of assets	15,011	23,523	4,943	-
Management fee	6,261	5,134	187,641	175,842
Royalty income	247	15,456	17,185	32,557
Gain on disposal of investments	16	-	16	-
Gain on exchange rate	-	-	32,348	80,109
Others	66,165	88,394	51,375	72,649
Total	172,332	194,847	332,867	398,151

22 Employee benefit expenses

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		(in thousand Baht)			
Salaries, wages and bonus		2,148,036	2,233,690	1,219,239	1,285,901
Defined benefit plans	17	83,863	110,964	49,844	76,058
Defined contribution plans		61,068	65,417	37,044	40,613
Termination benefits	17	32,313	38,344	27,789	27,511
Others		260,558	246,916	71,456	77,188
Total	23	2,585,838	2,695,331	1,405,372	1,507,271

Defined contribution plans

The defined contribution plan comprise provident fund established by the Group and the Company for its employees. Membership to the fund is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 15% of their basic salaries and by the Group and the Company at rates ranging from 3% to 5% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as juristic entity and is managed by licensed Fund Managers.

Employee Joint Investment Program

In April 2020, the Group has contributed to Employee Joint Investment Program (EJIP) in accordance with the resolution of the Company's Board of Directors' Meeting approval of EJIP on 17 July 2019 as follows:

Description	Detail of EJIP
1) Objectives	To create motivation to work and maintain employee retention with the Company.
2) The period of EJIP (including Silent Period)	Starting from 1 April 2020 to 31 March 2025, the total duration of 5 years.
3) Eligible participants under EJIP	Management of the Group, approved by the Chairman of the Executive Committee and CEO, on a voluntary basis.
4) EJIP contribution period	Starting from April 2020 to March 2023, the total duration of 3 years.
5) EJIP arrangement	<ul style="list-style-type: none"> The Company will deduct money from EJIP participants at the rates of 2% - 20% of their monthly basic salaries, until this amount reaches an amount not exceeding 50% of annual performance bonus (previous year's performance bonus) and The Company will contribute at the rates of 100% - 125% of such a monthly deducted amount from participants to TISCO Securities Company Limited (TISCO) <p>TISCO will bring the said fund to buy the Company's shares (OSP) or Non-Voting Depository Receipt: NVDR shares (OSP-R) under the criterions, procedures and conditions as stipulated in the terms and conditions of EJIP to be approved by the Office of the Securities and Exchange Commission.</p>



Description	Detail of EJIP
6) Conditions for securities holding (Silent period)	<p>Each EJIP participants has the right to sell OSP or OSP-R shares accumulated under EJIP program each year as follows:</p> <p>The year that shares accumulated: Participant cannot sell any OSP shares.</p> <p>2nd - 3rd subsequent year: Participant cannot sell any OSP shares.</p> <p>4th subsequent year: Participant can sell 100% OSP shares.</p> <p>The above conditions are not applicable for the participant who is no longer the employee of the Group, according to the agreements among the Group, the participant and TISCO.</p>

23 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
		(in thousand Baht)			
Changes in inventories of finished goods and work in progress		(343,840)	(271,930)	(110,764)	(31,447)
Purchased goods and raw materials and consumables used		15,415,195	14,326,616	13,326,366	13,515,859
Employee benefit expenses	22	2,585,838	2,695,331	1,405,372	1,507,271
Selling and marketing expenses		1,947,777	1,659,604	1,217,138	1,168,135
Depreciation and amortisation		1,597,756	1,518,367	718,522	707,125
Transportation expenses		1,043,960	1,066,261	269,332	304,906
Utilities expenses		790,269	661,527	328,599	288,810
Others		2,378,322	1,941,371	1,109,168	1,214,782
Total		25,415,277	23,597,147	18,263,733	18,675,441

24 Income tax

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	(in thousand Baht)			
Income tax recognised in profit or loss				
Current tax expense				
Current year	364,780	629,296	103,493	280,665
Deferred tax expense				
Movements in temporary differences	4,075	34,634	(6,257)	6,462
	368,855	663,930	97,236	287,127

Income tax

Recognised in other comprehensive income
Gain (loss) on measurement of financial assets
Gain on remeasurements of defined benefit plans
Total

Consolidated financial statements					
	2022		2021		
	Before tax	Tax (expense) benefit	Before tax	Tax (expense) benefit	Net of tax
	(in thousand Baht)				
Gain (loss) on measurement of financial assets	(35,028)	7,005	(28,023)	1,081,201	(216,240)
Gain on remeasurements of defined benefit plans	217,676	(43,555)	174,121	66	27
Total	182,648	(36,550)	146,098	1,081,267	(216,213)

Income tax

Recognised in other comprehensive income
Gain (loss) on measurement of financial assets
Gain on remeasurements of defined benefit plans
Total

Separate financial statements					
	2022		2021		
	Before tax	Tax (expense) benefit	Before tax	Tax (expense) benefit	Net of tax
	(in thousand Baht)				
Gain (loss) on measurement of financial assets	(35,028)	7,005	(28,023)	1,081,201	(216,240)
Gain on remeasurements of defined benefit plans	156,381	(31,276)	125,105	-	-
Total	121,353	(24,271)	97,082	1,081,201	(216,240)

**Reconciliation of effective tax rate**

	Consolidated financial statements				Separate financial statements			
	2022	2021	2022	2021	2022	2021	2022	2021
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit before income tax expense		2,292,727		3,848,674		2,720,138		3,568,363
Income tax using the Thai corporation tax rate	20	458,545	20	769,735	20	544,028	20	713,673
Effect of different tax rates in foreign jurisdictions		4,249		(351)		-		-
Share of (profit) loss of joint ventures and associates accounted for using equity method		(62,979)		(52,681)		-		-
Income not subject to tax		(38,694)		(126,879)		(369,503)		(418,611)
Additional deductible expenses for tax purposes		(39,376)		(28,787)		(28,271)		(14,213)
Expenses (income) not deductible for tax purposes and others		15,302		28,724		(49,018)		6,278
Recognition of previously unrecognised tax losses		-		(152)		-		-
Current year losses for which no deferred tax asset was recognised		31,809		74,321		-		-
Total	16	368,856	17	663,930	4	97,236	8	287,127



<i>Deferred tax</i> <i>At 31 December</i>	Consolidated financial statements			
	Assets		Liabilities	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Total	184,339	226,339	(499,963)	(501,218)
Set off of tax	(94,878)	(119,425)	94,878	119,425
Net deferred tax assets (liabilities)	89,461	106,914	(405,085)	(381,793)

<i>Deferred tax</i> <i>At 31 December</i>	Separate financial statements			
	Assets		Liabilities	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
Total	79,263	103,504	(467,694)	(473,921)
Set off of tax	(79,263)	(103,504)	79,263	103,504
Net deferred tax assets (liabilities)	-	-	(388,431)	(370,417)

<i>Deferred tax</i> <i>2022</i> <i>Deferred tax assets</i>	Consolidated financial statements (Charged) / credited to:				
	At 1 January	Profit or loss	Other comprehensive income	Exchange difference	At 31 December
	<i>(in thousand Baht)</i>				
Trade accounts receivable and other receivables (Allowance for expected credit loss)	562	(69)	-	-	493
Inventories (Allowance for decline in value)	14,638	8,452	-	-	23,090
Provisions for employee benefits	133,843	7,990	(43,555)	(118)	98,160
Unrealised intercompany profit	19,401	(4,970)	-	-	14,431
Provisions	4,412	-	-	-	4,412
Tax losses carry forward	49,063	(7,910)	-	-	41,153
Others	4,420	(1,818)	-	(2)	2,600
Total	226,339	1,675	(43,555)	(120)	184,339
<i>Deferred tax liabilities</i>					
Financial assets measured at FVOCI (Increase in fair value)	(473,921)	-	7,005	-	(466,916)
Other current assets	(2,367)	(1,401)	-	-	(3,768)
Fair value of machinery from business acquisition	(24,930)	3,646	-	-	(21,284)
Others	-	(7,995)	-	-	(7,995)
Total	(501,218)	(5,750)	7,005	-	(499,963)
Net	(274,879)	(4,075)	(36,550)	(120)	(315,624)

<i>Deferred tax</i> <i>2021</i> <i>Deferred tax assets</i>	Consolidated financial statements (Charged) / credited to:				
	At 1 January	Profit or loss	Other comprehensive income	Exchange difference	At 31 December
	<i>(in thousand Baht)</i>				
Trade accounts receivable and other receivables (Allowance for expected credit loss)	494	68	-	-	562
Inventories (Allowance for decline in value)	25,361	(10,723)	-	-	14,638
Provisions for employee benefits	129,817	3,792	27	207	133,843
Unrealised intercompany profit	25,795	(6,394)	-	-	19,401
Provisions	4,412	-	-	-	4,412
Tax losses carry forward	67,732	(19,140)	-	471	49,063
Others	7,448	(3,031)	-	3	4,420
Total	261,059	(35,428)	27	681	226,339
<i>Deferred tax liabilities</i>					
Financial assets measured at FVOCI (Increase in fair value)	(257,681)	-	(216,240)	-	(473,921)
Other current assets	-	(2,367)	-	-	(2,367)
Fair value of machinery from business acquisition	(28,091)	3,161	-	-	(24,930)
Total	(285,772)	794	(216,240)	-	(501,218)
Net	(24,713)	(34,634)	(216,213)	681	(274,879)



	At 1 January	Separate financial statements (Charged) / credited to:		At 31 December
		Profit or loss	Other comprehensive income	
		(in thousand Baht)		
Deferred tax				
2022				
Deferred tax assets				
Trade accounts receivable and other receivables				
(Allowance for expected credit loss)	491	-	-	491
Inventories				
(Allowance for decline in value)	9,025	482	-	9,507
Other current assets	2,200	870	-	3,070
Provisions for employee benefits	87,376	5,683	(31,276)	61,783
Provisions	4,412	-	-	4,412
Total	103,504	7,035	(31,276)	79,263
Deferred tax liabilities				
Financial assets measured at FVOCI				
(Increase in fair value)	(473,921)	-	7,005	(466,916)
Others	-	(778)	-	(778)
Total	(473,921)	(778)	7,005	(467,694)
Net	(370,417)	6,257	(24,271)	(388,431)

	At 1 January	Separate financial statements (Charged) / credited to:		At 31 December
		Profit or loss	Other comprehensive income	
		(in thousand Baht)		
Deferred tax				
2021				
Deferred tax assets				
Trade accounts receivable and other receivables				
(Allowance for expected credit loss)	494	(3)	-	491
Inventories				
(Allowance for decline in value)	19,025	(10,000)	-	9,025
Other current assets	1,317	883	-	2,200
Provisions for employee benefits	84,718	2,658	-	87,376
Provisions	4,412	-	-	4,412
Total	109,966	(6,462)	-	103,504
Deferred tax liabilities				
Financial assets measured at FVOCI				
(Increase in fair value)	(257,681)	-	(216,240)	(473,921)
Total	(257,681)	-	(216,240)	(473,921)
Net	(147,715)	(6,462)	(216,240)	(370,417)

Unrecognised deferred tax assets	Consolidated financial statements		Separate financial statements	
	2022	2021	2021	2021
			(in thousand Baht)	
Temporary differences	87,162	89,951	96,276	148,023
Tax losses carry forward	180,170	131,138	-	-
Total	267,332	221,089	96,276	148,023

The Group have not recognised some of the tax losses which will expire from 2021 onwards and the deductible temporary differences which do not expire under current tax legislation as deferred tax assets because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

As at 31 December 2022 and 2021, no deferred tax liability has been recognised in respect of temporary differences associated with investments in subsidiaries and joint ventures, where the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such difference will not reverse in the foreseeable future.

**25 Dividends****2022**

On 27 April 2022, the 2022 Annual General Meeting of the Company's shareholders approved dividend payment at Baht 1.10 per share for 2021 performance in the amount of Baht 3,304.09 million which the Company paid an interim dividend of Baht 0.45 per share, or amounting to Baht 1,351.69 million, to the shareholders entitled to receive the dividends in September 2021. The remaining dividend was paid at Baht 0.65 per share or approximately Baht 1,952.40 million on 26 May 2022.

At the Board of Directors' Meeting of the Company held on 10 August 2022, the Board of Directors approved the appropriation of interim dividends from the Company's first half operating results of 2021 of Baht 0.45 per share or Baht 1,351.68 million. The interim dividend was paid to the shareholders in September 2022.

2021

On 27 April 2021, the 2021 Annual General Meeting of the Company's shareholders approved dividend payment at Baht 1.10 per share for 2020 performance in the amount of Baht 3,304.04 million which the Company paid an interim dividend of Baht 0.45 per share, or amounting to Baht 1,351.60 million, to the shareholders entitled to receive the dividends in September 2020. The remaining dividend was paid at Baht 0.65 per share or approximately Baht 1,952.41 million on 25 May 2021.

At the Board of Directors' Meeting of the Company held on 11 August 2021, the Board of Directors approved the appropriation of interim dividends from the Company's first half operating results of 2021 of Baht 0.45 per share or Baht 1,351.69 million. The interim dividend was paid to the shareholders in September 2021.

26 Financial instruments**(a) Carrying amounts and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

		Consolidated financial statements / Separate financial statements			
	Carrying amount	Fair value			
<i>At 31 December</i>		Level 1	Level 2	Level 3	Total
<i>(in thousand Baht)</i>					
2022					
<i>Financial assets measured at fair value through other comprehensive income</i>					
Non-marketable equity securities	2,378,550	-	-	2,378,550	2,378,550
2021					
<i>Financial assets measured at fair value through other comprehensive income</i>					
Debt securities (in private fund)	4,028	-	4,028	-	4,028
Non-marketable equity securities	2,413,550	-	-	2,413,550	2,413,550

Financial instruments carried at fair value**Fair value hierarchy**

Level 2 fair values for debt securities that are over-the-counter financial assets and financial liabilities based on broker quotes. Those quotes are tested for reasonableness by discounting expected future cash flows using market interest rate for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company entity and counterparty when appropriate.

Level 3 fair values for non-marketable equity securities by using market comparison technique and dividend discount model. Key assumptions used in the valuation are annual revenue growth rate, expected earnings before interest tax depreciation and amortisation (EBITDA), expected net profit margin, relevant information of comparable equity securities and relevant risk factors.

**(b) Financial risk management policies***Risk management framework*

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

Trade accounts receivable

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in Note 20.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer by adjusting to increased or decreased during the year. This will periodically include billing information and sales history for consideration. The Group will review sale limits annually. Any sales exceeding those limits require approval from the Group's management.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a payment period ranges from 14 days to 100 days. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables/groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

<i>At 31 December</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		<i>(in thousand Baht)</i>			
Related parties	5				
Within credit terms		883,083	721,359	1,200,498	1,076,636
Overdue:					
Less than 3 months		2,443	-	62,506	83,611
3-6 months		-	-	7,274	233,981
6-12 months		-	-	109,139	168,231
Over 12 months		-	-	115,846	5,521
Total		885,526	721,359	1,495,263	1,567,980
Other parties					
Within credit terms		2,315,941	2,025,181	903,912	740,908
Overdue:					
Less than 3 months		127,323	120,038	33,912	21,242
3-6 months		45,665	10,172	187	3
6-12 months		14,537	31,751	-	69
Over 12 months		461,783	453,644	-	105
Total		2,965,249	2,640,786	938,011	762,327
Less allowance for expected credit loss		(435,441)	(449,333)	-	-
		2,529,808	2,191,453	938,011	762,327
Net		3,415,334	2,912,812	2,433,274	2,330,307

Loss rates are considered based on actual credit loss experience over the past 3 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

<i>Allowance for expected credit loss</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	<i>(in thousand Baht)</i>			
At 1 January	449,333	427,245	-	15
Increase	380	5,796	-	-
Reversal	(1,298)	(246)	-	(15)
Exchange rate revaluation	-	(79)	-	-
Effect of translation for foreign operations	(12,974)	16,617	-	-
At 31 December	435,441	449,333	-	-

As at 31 December 2022, the allowance for expected credit loss for other receivables were Baht 32.1 million which was overdue more than 1 year (2021: Baht 31.8 million which was overdue more than 1 year) in the consolidated financial statement and Baht 10.3 million which was overdue more than 1 year (2021: Baht 10.0 million which was overdue more than 1 year) in the separate financial statements.

**Liquidity risk**

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

		Consolidated financial statements			
		Contractual cash flows			
	Carrying amount	1 year or less	More than 1 year but less than 5 years	More than 5 years	Total
(in thousand Baht)					
2022					
Financial liabilities					
Short-term loans from financial institution	1,048,198	1,048,198	-	-	1,048,198
Trade payables	2,499,221	2,499,221	-	-	2,499,221
Other payables	2,288,235	2,288,235	-	-	2,288,235
Long-term loans from financial institution	459,511	-	460,779	-	460,779
Lease liabilities	375,890	129,780	219,200	109,492	458,472
	6,671,055	5,965,434	679,979	109,492	6,754,905
2021					
Financial liabilities					
Short-term loans from financial institution	207,244	207,244	-	-	207,244
Trade payables	2,308,620	2,308,620	-	-	2,308,620
Other payables	2,513,483	2,513,483	-	-	2,513,483
Long-term loans from financial institution	572,978	101,858	474,080	-	575,938
Lease liabilities	329,828	176,254	157,363	46,716	380,333
	5,932,153	5,307,459	631,443	46,716	5,985,618

Separate financial statements

At 31 December	Carrying amount	Contractual cash flows			Total
		1 year or less	More than 1 year but less than 5 years	More than 5 years	
		(in thousand Baht)			
2022					
Financial liabilities					
Short-term loans from financial institution	850,000	850,000	-	-	850,000
Trade payables	1,352,492	1,352,492	-	-	1,352,492
Other payables	1,544,661	1,544,661	-	-	1,544,661
Short-term loans from related parties	2,177,780	2,177,780	-	-	2,177,780
Lease liabilities	153,446	31,352	76,950	81,573	189,875
	<u>6,078,379</u>	<u>5,956,285</u>	<u>76,950</u>	<u>81,573</u>	<u>6,114,808</u>
2021					
Financial liabilities					
Trade payables	1,463,394	1,463,394	-	-	1,463,394
Other payables	1,463,955	1,463,955	-	-	1,463,955
Short-term loans from related parties	1,902,377	1,902,377	-	-	1,902,377
Lease liabilities	78,650	37,016	46,887	-	83,903
	<u>4,908,376</u>	<u>4,866,742</u>	<u>46,887</u>	<u>-</u>	<u>4,913,629</u>

The cash inflows/cash outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Market risk

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

- **Foreign currency risk**

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales, denominated in foreign currencies, for the subsequent period



Consolidated financial statements

	2022					2021				
<i>Exposure to foreign currency</i>	EUR	USD	JPY	Others	Total	EUR	USD	JPY	Others	Total
<i>At 31 December</i>					(in thousand Baht)					
Cash and cash equivalents	199,294	177,426	-	3,240	379,960	88,769	152,861	-	3,617	245,247
Trade accounts receivable	61,075	90,589	-	-	151,664	30,100	63,703	-	-	93,803
Other receivables	14,929	20,512	-	-	35,441	7,732	47,359	-	-	55,091
Short-term loans from financial institution	-	(198,198)	-	-	(198,198)	-	(207,244)	-	-	(207,244)
Trade accounts payable	(562)	(200,836)	(35,177)	-	(236,575)	(7,431)	(174,042)	(26,169)	-	(207,642)
Other payables	(24,601)	(155,078)	(261)	(638)	(180,578)	(16,118)	(131,733)	(444)	(854)	(149,149)
Net statement of financial position exposure	250,135	(265,585)	(35,438)	2,602	(48,286)	103,052	(249,096)	(26,613)	2,763	(169,894)

Separate financial statements

	2022					2021				
<i>Exposure to foreign currency</i>	EUR	USD	JPY	Others	Total	EUR	USD	JPY	Others	Total
<i>At 31 December</i>					(in thousand Baht)					
Cash and cash equivalents	199,294	69,233	-	-	268,527	88,769	70,581	-	-	159,350
Trade accounts receivable	61,075	239,667	-	-	300,742	30,099	455,415	-	-	485,514
Other receivables	14,929	55,680	-	-	70,609	7,732	53,397	-	-	61,129
Trade accounts payable	(257)	(322)	(35,177)	-	(35,756)	(6,889)	(18,617)	(26,169)	-	(51,675)
Other payables	(10,047)	(110,082)	(261)	-	(120,390)	(8,339)	(155,791)	-	-	(164,130)
Net statement of financial position exposure	264,994	254,176	(35,438)	-	483,732	111,372	404,985	(26,169)	-	490,188

*Sensitivity analysis*

A reasonably possible strengthening (weakening) of Thai Baht against all other currencies at the reporting date would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

<i>Impact to profit or loss</i>	<i>Movement (%)</i>	Consolidated financial statements		Separate financial statements	
		Strengthening	Weakening	Strengthening	Weakening
			<i>(in thousand Baht)</i>		
2022					
EUR	10	20,011	(20,011)	21,200	(21,200)
USD	10	(21,247)	21,247	20,334	(20,334)
JPY	10	(2,835)	2,835	(2,835)	2,835
2021					
EUR	10	8,244	(8,244)	8,910	(8,910)
USD	10	(19,928)	19,928	32,399	(32,399)
JPY	10	(2,129)	2,129	(2,094)	2,094

- Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group manages liabilities by borrowing with fixed interest rates and floating interest rate based on the market conditions.

<i>Exposure to interest rate risk At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
				<i>(in thousand Baht)</i>
Financial instruments with fixed interest rates				
Financial assets	-	254,677	-	4,028
Financial liabilities	(375,890)	(329,828)	(153,446)	(78,650)
	(375,890)	(75,151)	(153,446)	(74,622)
Financial instruments with variable interest rates				
Financial assets	938,457	2,046,584	1,301,996	2,594,027
Financial liabilities	(1,507,709)	(780,221)	(3,027,780)	(1,902,377)
	(569,252)	1,266,363	(1,725,784)	691,650

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities, at FVTPL, and the Group does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

A change of 1% in interest rates would have insignificantly increased or decreased in equity. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Cash flow sensitivity analysis for variable-rate instruments

A reasonable possible change of 1% in interest rates at the reporting date would have insignificantly increased (decreased) in equity and profit or loss. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

27 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

28 Commitments

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
				<i>(in thousand Baht)</i>
Capital commitments				
Buildings and other constructions	430,271	673,600	429,971	665,686
Machinery and equipment	108,335	79,699	38,392	46,569
Furniture, fixtures and office equipment	30	1,723	-	850
Software computer	13,859	152	10,083	-
Total	552,495	755,174	478,446	713,105
Other commitments				
Unused letters of credit	-	51,561	-	9,184
Bank guarantees	133,968	114,602	35,002	32,865
Total	133,968	166,163	35,002	42,049

As at 31 December 2022, the Group had no commitments under unused letters of credit from purchase of machinery and equipment (31 December 2021: Baht 51.6 million in the consolidated financial statements and Baht 9.2 million in the separate financial statements).

Purchase of raw material, packaging and finished goods agreements

The Group has entered into purchase of raw material, packaging and finish goods agreements with other companies. As at 31 December 2022, the Group had commitments under these agreements in amount of Baht 3,404 million (2021: Baht 7,234.2 million) in the consolidated financial statements and Baht 8,281.4 million (2021: Baht 7,326.7 million) in the separate financial statements.

Technical assistance agreements

The Group has entered into a technical assistance agreement with a foreign company whereby the latter provided information and technical assistance for production. The agreement shall be effective unless the contract is terminated. In consideration for the above assistance, the Group agrees to pay the annual fee of JPY 25.0 million in the consolidated financial statements and JPY 9.5 million in the separate financial statements.

Maintenance and administration charge in the Thilawa Special Economic Zone agreement

A subsidiary entered into a maintenance and administration charge in the Thilawa Special Economic Zone agreement for a period of 48 years 7 months, which is a part of long-term lease agreement. The agreement shall be effective until February 2067. In consideration for the above maintenance and administration, the subsidiary agrees to pay the monthly fee of USD 0.01 million.

***Warehouse management agreement***

The Company entered into a warehouse management agreement for a period of 3 years. The agreement shall be effective until February 2023. The Company agrees to pay service fee of Baht 0.8 million per month.

A subsidiary entered into a warehouse management agreement in Republic of the Union of Myanmar for a period of 2 years. The agreement shall be effective until September 2024. The subsidiary agrees to pay minimum service fee of MMK 21 million per month in the first year. The service fee for the second year of service shall be discounted with the amount equivalent to 2.5% of the first year service fee.

Natural gas purchase agreements

The Group entered into natural gas purchase agreement with a company located in Thailand for periods of 5 - 7 years. The agreement shall be effective until September 2028. The Group agrees to purchase natural gas based on terms and conditions stipulated in the agreement.

29 Contingent liabilities***Guarantees***

As at 31 December 2022, the Group was contingently liable to various commercial banks for guaranteeing bank credit facilities obtained by its related parties amounting to MMK 52,777.5 million and USD 65.6 million (2021: MMK 44,877.5 million and USD 62.6 million), and for guaranteeing lease assets obtained by its related parties which is equivalent to 51% of liabilities under lease agreements for assets specified in guaranteed agreements.

Litigations

On 28 July 2017, the foreign company, a plaintiff, filed a lawsuit against the Company and a subsidiary in the Court of Kenya on the ground concerning failure to comply with distribution agreement and claimed damages. In February 2018, the foreign company filed to amend the claimed damages from approximately Euro 11.0 million to approximately USD 1.5 million, equivalents to Baht 49.3 million. However, this case is still under consideration of the competent court and the outcome of the case has not been determined yet. The management of the Company has assessed the risk of such lawsuit according to current circumstances and has adjusted the provision to remain Baht 22.0 million.

In August 2018, a company in Thailand, a plaintiff, which previously purchased products from M-150 Company Limited and Union Drink Company Limited, sued the Company through the Civil Court and called for the Company to stop selling energy drinks to other distributors in some parts of Thailand and to sell these products only to them for further distribution and called for the compensation from the Company as a consequence of a breach of contract amounting to Baht 2 million per month from June 2018 onwards. The Company was requested to pay a compensation for the damages approximately Baht 228 million if the Company cannot process following to their request. The Civil Court and the Appeal Court have dismissed the case. In June 2022, the Supreme Court ordered that the plaintiff was not allowed to file a petition and did not accept the plaintiff's petition. Therefore, the case was terminated according to the judgment of the Appeal Court and no significant losses incurred as a result of the lawsuit.

30 Events after the reporting period

At the Board of Directors' Meeting of the Company held on 22 February 2023, the Board of Director passed a resolution to propose to the Annual General Meeting of Shareholders to consider and approve a dividend payment of Baht 0.90 per share or approximately Baht 2,703.37 million for the year 2022 which the Company already paid an interim dividend of Baht 0.45 per share or approximately Baht 1,351.68 million in September 2022. The remaining dividend payment of Baht 0.45 per share or approximately Baht 1,351.69 million will be paid to shareholders in May 2023. However, the payment of such dividend is subject to approval from the Annual General Meeting of Shareholders for the Year 2023 on 26 April 2023.



Details of Directors, Executives and Company Secretary

Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Somprasong Boonyachai <ul style="list-style-type: none"> Chairman of the Board of Directors Independent Director Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	67	Education <ul style="list-style-type: none"> Master's Degree in Engineering, Asian Institute of Technology Bachelor of Engineering, King Mongkul's University of Technology Thonburi Training <ul style="list-style-type: none"> The Role of Chairman Program (RCP) 21/2009 Director Certification Program (DCP) 65/2005 Director Accreditation Program (DAP) 30/2004 High Performance Board by IMD 	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2022 - Present	Independent Director	Gulf Energy Development PCL
					2021 - Present	Chairman of the Board of Director and Independent Director	Thaicom PCL
					2017 - Present	Independent Director	Dusit Thani PCL
					2017 - Present	Director	BEC World PCL
					2002 - Present	Independent Director and Member of Audit Committee	Power Light Engineering PCL
					2008 - 2021	Vice Chairman of the Board of Director	Advanced Info Service PCL
					2007 - 2021	Director	INTOUCH Holdings PCL
					2006 - 2021	Director	Thaicom PCL
					2016 - 2017	Independent Director	Pruksa Real Estate PCL
					2008 - 2017	Chairman of the Executive Committee	INTOUCH Holdings PCL
					Position in Other Companies / Businesses		
					2016 - Present	Director	Advanced Wireless Network Co., Ltd.
					2021 - 2022	Chairman of the Board of Director	Innopower Co., Ltd.
					2004 - 2016	Director	Praram 9 Hospital Co., Ltd.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Surin Osathanugrah <ul style="list-style-type: none"> Honorary Chairman Director Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	90	Education <ul style="list-style-type: none"> Bachelor of Business Administration BABSON College, USA Training <ul style="list-style-type: none"> The Role of Chairman Program (RCP) 38/2016 The Role of Chairman Program (RCP) 27/2012 The Board's Role in Mergers and Acquisitions (M&A) 1/2011 Audit Committee Program (ACP) 10/2005 Director Certification Program (DCP) 28/2003 	0.78*	<ul style="list-style-type: none"> Father of Mr. Niti Osathanugrah Uncle of Mr. Ratch Osathanugrah Uncle of Mr. Thana Chairpravit Uncle of Mr. Pratham Chairpravit Uncle of Mr. Tasharin Osathanugrah Grandfather of Mr. Natee Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					2012 - Present	Chairman	Osathanugrah Foundation
					2005 - Present	Director	Rajadamri Hotel PCL
					1993 - Present	Chairman	Pichaisawat Co., Ltd.
					1982 - Present	Chairman	Bangkok Rinvest Co., Ltd.
					1962 - Apr 2022	Director	Osathanugrah Holding Co., Ltd.
					1980- 2020	Vice Chairman of the Board of Directors	Safety Insurance PCL

Remark: * The total shares were held by Mr. Surin Osathanugrah's spouse.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mrs. Kannikar Chalitaporn <ul style="list-style-type: none">Vice Chairman of the Board of DirectorsChairman of the Executive Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	75	Education <ul style="list-style-type: none">Advanced Management Program (AMP) Harvard UniversityBachelor of Business, University of Colorado, USA Training <ul style="list-style-type: none">Director Accreditation Program (DAP) 149/2018The Role of Chairman Program (RCP) 7/2002	0.027	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2022 - Present	The Executive Committee Advisory	Index Living Mall PCL
					2018 - 2022	Chairman of the Board of Directors	
					Position in Other Companies / Businesses		
					2022 - Present	Chairman of the Board of Directors	Osotspa Yanhee Beverage Co., Ltd.
					2020 - Present	Director and Chairman of the Executive Committee	Deestone Corporation PCL
					2018 - Present	Director	Osathanugrah Foundation
					2018-2019	Member of the Risk Oversight Committee and Chairperson of the Corporate Social Responsibility Committee	The Siam Commercial Bank PCL
					2015-2019	Director	
					2016-2018	Vice Chairman of the Corporate Social Responsibility Committee	
					2015-2018	Executives	
					2008-2016	Director of the Corporate Social Responsibility Committee	Siam Commercial Foundation
					2018 - 2019	Chairman	
					2016 - 2018	Vice Chairman	



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Ratch Osathanugrah <ul style="list-style-type: none"> Vice Chairman of the Board of Directors Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	66	Education <ul style="list-style-type: none"> Master of Business Administration, Southern Illinois University, USA Bachelor of Business Administration, Southern Illinois University, USA -Bachelor of Business Administration, Bangkok University Training <ul style="list-style-type: none"> Director Accreditation Program (DAP) 124/2016 	15.03*	<ul style="list-style-type: none"> Father of Mr. Natee Osathanugrah Nephew of Mr. Surin Osathanugrah Cousin of Mr. Niti Osathanugrah Cousin of Mr. Thana Chaiprasit Cousin of Mr. Pratharn Chaiprasit Cousin of Mr. Tasharin Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other / Companies/Businesses		
					Present	Director	Angelys Balek Co., Ltd.
					Present	Director	Doisawasdee Hill Co., Ltd.
					Present	Director	Shiseido (Thailand) Co., Ltd.
					Present	Director	Isetan (Thailand) Co., Ltd.
					Present	Director	Dream Loft Co., Ltd.
					Present	Director	Bangkok Creative Elements Co., Ltd.
					Present	Director	Osathanugrah Holding Co., Ltd.
					Present	Director	Osotspa USA Inc.
					Present	Director	Kampus Land Co., Ltd.
					Present	Director	Kampus Co., Ltd.
					Present	Director	BU Holdings Company Limited
					Present	Director	Super Natural Living Company Limited
					2004 - 2018	Director	Akarat Property Co., Ltd.

Remark: *Acting in concert with Mr. Natee Osathanugrah and other shareholders (The information from a shareholder list as of 30 December 2022)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
General Surapong Suwana-adth <ul style="list-style-type: none"> Independent Director Vice Chairman of the Board of Directors Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee Appointment Date as Director 5 August 2021	66	Education <ul style="list-style-type: none"> M.M.A.S. US. Army Command and General Staff, College, USA M.S., University of Virginia (Physics), Virginia, USA B.S., Virginia Military Institute (Physics), Virginia, USA Command and General Staff College Training <ul style="list-style-type: none"> Director Accreditation Program (DAP), Class 184/2021 Financial Statement for directors (FSD), Class 34/2017 Georgetown Leadership Seminar, USA National Defence Course for the Joint State-Private Sector, Class 2008: Series 21, The National Defence College of Thailand 	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					2019 - Present	Senator	The Senate of Thailand
					2014 - 2019	Chairman (Independent Director)	TOT PCL
					2014 - 2019	Member	National Legislative Assembly
					2016 - 2017	Chief of Defence Force	Royal Thai Armed Forces Headquarters, RTARF
					2015 - 2016	Chief of Joint Staff	



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Thana Chaiprasit* <ul style="list-style-type: none"> • Director • Senior Vice Chairman of the Executive Committee • Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	68	Education <ul style="list-style-type: none"> • Ph.D (Honorary) Doctor of Philosophy in Education, Ramkamhaeng University • Ph.D (Honorary) Doctor of Business Administration in General Management, Chandrakasem Rajabhat University • Ph.D (Honorary) Doctor of Arts in Innovation in Sports Management, Suan Sunandha Rajabhat University • MINI MBA, Thammasart University • Bachelor of Business Administration, Bangkok University Training <ul style="list-style-type: none"> • Director Accreditation Program (DAP) 132/2016 • Diploma, National Defense College (The Joint State - Private Sector Course) Class 388 • Administrative Justice for Executives Program, Class 5, the Administrative Justice Institute, the Office of the Administrative Courts 	1.70	<ul style="list-style-type: none"> • Uncle of Mr. Natee Osathanugrah • Nephew of Mr. Surin Osathanugrah • Brother of Mr. Pratharn Chaiprasit • Cousin of Mr. Niti Osathanugrah • Cousin of Mr. Ratch Osathanugrah • Cousin of Mr. Tasharin Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					2003 - Present	Chairman of the Board of Director	Advanced Information Technology PLC
					Position in Other Companies / Businesses		
					2022 - Present	Director	Excelsus Group Co., Ltd.
					2021 - Present	Vice President and Treasurer	The National Olympic Committee of Thailand
					2010 - Present	Honorary President	The Table Tennis Association of Thailand
					Present	Director	Advanz Beverage Manufacturing Co., Ltd.
					Present	Chairman of the Board of Director	Thanarom Co., Ltd.
					Ended 2020	Director	Osotspa Beverage Co., Ltd.

Remark: * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Pratharn Chaiprasit* <ul style="list-style-type: none"> • Director • Senior Vice Chairman of the Executive Committee • Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	64	Education <ul style="list-style-type: none"> • Master of Commerce, Takushoku University, Japan • Bachelor of Business Administration, Bangkok University Training <ul style="list-style-type: none"> • Director Accreditation Program (DAP) 124/2016 	0.0020**	<ul style="list-style-type: none"> • Uncle of Mr. Natee Osathanugrah • Nephew of Mr. Surin Osathanugrah • Brother of Mr. Thana Chaiprasit • Cousin of Mr. Niti Osathanugrah • Cousin of Mr. Ratch Osathanugrah • Cousin of Mr. Tasharin Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					2022 - Present	Director	Excelsus Group Co., Ltd.
					Present	Director	Siam Glass Industry Co., Ltd.
					Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
					Present	Director	Advanz Beverage Manufacturing Co., Ltd.
					Ended 2020	Director	Osotspa Beverage Co., Ltd.

Remark: * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)

** The total shares were held by Mr. Patharn Chaiprasit and spouse.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Tasharin Osathanugrah* <ul style="list-style-type: none"> • Director • Vice Chairman of the Executive Committee • Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	55	Education <ul style="list-style-type: none"> • Secondary Ravena High USA Training <ul style="list-style-type: none"> • Director Accreditation Program (DAP) 124/2016 	2.89	<ul style="list-style-type: none"> • Uncle of Mr. Natee Osathanugrah • Nephew of Mr. Surin Osathanugrah • Cousin of Mr. Niti Osathanugrah • Cousin of Mr. Ratch Osathanugrah • Cousin of Mr. Thana Chaiprasit • Cousin of Mr. Pratharn Chaiprasit 	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					Present	Director	Siam Glass Industry Co., Ltd.
					Ended 2020	Director	Osotspa Beverages Co., Ltd.
					Ended 2019	Director	Greensville Co., Ltd.

Remark: * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Ms. Penchun Jarikasem • Independent Director • Chairman of the Audit Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	68	Education <ul style="list-style-type: none">• Master of Science (Business Administration), Thammasat University• Bachelor of Arts, Faculty of Arts, Chulalongkorn University Training <ul style="list-style-type: none">• IT Governance and Cyber Resilience Program” (ITG) 15/2020• Board Matters and Trends (BMT) 6/2018• Risk Management Program for Corporate Leaders Class (RCL)13/2018• Ethical Leadership Program (ELP) 11/2018• The Role of Chairman Program (RCP) 36/2015• Monitoring Fraud Risk Management (MFM) 6/2011• Director Certification Program (DCP) 113/2009• Audit Committee Program (ACP) 28/2009• Monitoring the Quality of Financial Reporting (MFR) 9/2009	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					27 Jun 2022 - Present	Independent Director Chairman of the Audit Committee and Member of the Nomination and Compensation Committee	TISCO Financial Group Public Company Limited
					Jan 2022 - Present	Chairman of the Audit Committee and Independent Director	PTT Exploration and Production PCL
					Sep 2020 - Dec 2021	Chairman of the Risk Management Committee, Independent Director and Member of the Audit Committee	
					Apr 2020	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee	
					Feb 2018 - Apr 2020	Director and Member of the Risk Management Committee	
					Position in Other Companies / Businesses		
					27 Jun 2022 - Present	Independent Director and Chairman of the Audit Committee	TISCO Bank Public Company Limited
					24 Dec 2020 - Present	Sub-committee of Finance and Accounting of the Energy Conservation and Promotion Fund	The Energy Conservation and Promotion Fund
					2018 - Present	Independent Director and Chairman of the Audit Committee	Ritta Holdings Co., Ltd.
					7 May 2020 - 23 Dec 2020	The working group established to resolve accounting issues of the Energy Conservation Fund from fiscal years 2014 to 2018	The Energy Conservation and Promotion Fund



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
		<ul style="list-style-type: none"> Director Accreditation Program (DAP) 75/2008 The Executive Program in Energy Literacy for Sustainable Future TEA (Class 6), Thailand Energy Academy (TEA) Bhumipalung Phandin for Top Executive (Class 3), Chulalongkorn University Capital Market Academy Leadership Program (CMA 4), Capital Market Academy (CMA) Senior Executive Program no. 77 SEP 77, London Business School, UK Director Briefing-Corporate Strategy beyond the Crisis, a Chairman/ Board Perspective, Bain & Company, Inc. Upstream Insight "Navigating Through Uncertainty: Upstream Transformation, Greener Pastures-Better Future, Corporate Strategies for Resilience & NOC's: What is The Path Forward?", HIS Markit. 			2016 - 2020	Member of the Sub-committee for Consideration of Regulations on the Issuance and Offering of Debt Securities, Derivatives, and Structured Products	The Securities and Exchange Commission (SEC)
					2018 - 2019	Director and Chairperson of the Sub-committee for Finance and Accounting	State Railway of Thailand
					2017 - 2019	Advisory Committee for Fund Raising and Listed Company Oversight	The Securities and Exchange Commission (SEC)
					2016 - 2018	Sub-committee for Finance and Budgeting Improvements	Office of the Public Sector Development Commission (OPDC)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Krirk Vanikkul <ul style="list-style-type: none"> Independent Director Member of the Audit Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	68	Education <ul style="list-style-type: none"> Bachelor of Law, (2nd Class Hons.), Chulalongkorn University Barrister-at-Law, Thai Bar Association B.A. in Jurisprudence (Hons. Oxon), University of Oxford, UK Barrister-at-Law, Middle Temple, UK Advanced Management Program (AMP) Harvard University, USA Training <ul style="list-style-type: none"> Charter Director Course (CDC) 2008 Improving the Quality of Financial Reporting (QFR) 3/2006 Director Certification Program (DCP) 42/2004 Finance for Non-Finance Director (FN) 	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2018 - Present	Independent Director, Member of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee	L.P.N. Development PCL
					2021 - 1 Jun 2022	Independent Director	SCB X Public Company Limited
					2015 - 2017	Independent Director	Italian-Thai Development PCL
					Position in Other Companies / Businesses		
					2021 - Present	Chairman of the Board of Directors	LPP Property Management Co., Ltd.
					2018 - Present	Chairman of the Risk Oversight Committee	The Siam Commercial Bank PCL
					2015 - Present	Independent Director	
					2012 - Present	Member of the Council of State	Office of the Council of State
					2017 - 2018	Member of the Executive Committee	The Siam Commercial Bank PCL
					2015 - 2018	Expert Commission Member	Office of Knowledge Management and Development (Public Organization)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mrs. Sinee Thienprasiddhi <ul style="list-style-type: none"> Independent Director Member of the Audit Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	64	Education <ul style="list-style-type: none"> Master of Business Administration Program, University of the Thai Chamber of Commerce MAC DUFFIES SPRINGFIELD, MA, USA Bachelor of Business Administration, Entrepreneurship, University of the Thai Chamber of Commerce Training <ul style="list-style-type: none"> Fundamental Legal and Regulations for the Listed Company 8/2012 DCP Refresher Course 2/2009 Improving the Quality of Financial Reporting (QFR) 1/2006 Director Certification Program (DCP) 65/2005 Finance for Non-Finance Director (FN) 22/2005 Director Accreditation Program (DAP) 9/2004 Advances for Corporate Secretaries 29 	0.003	-None-	Position as Director / Executive in Other Listed Companies in SET		
					1979 - Present	Director and Executive Director	Dusit Thani PCL
					Position in Other Companies / Businesses		
					2022 - Present	Director	Synphaet Phatthanakan Co., Ltd.
					2011 - Present	Director	DMS Property Investment Private Limited
					2010 - Present	Director	Dusit Thani Philippines, Inc.
					2010 - Present	Director	Chanut and Children Co., Ltd.
					2009 - Present	Director	Dusit Thai Properties PCL
					1976 - Present	Director	Piyasiri Co., Ltd



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Charamporn Jotikasthira <ul style="list-style-type: none"> Independent Director Chairman of the Risk Management Committee Appointment Date as Director 5 August 2021	65	Education <ul style="list-style-type: none"> Master of Business Administration, Harvard University, USA Bachelor of Electrical Engineering and Computer Science, Massachusetts Institute of Technology, USA Training <ul style="list-style-type: none"> IT Governance and Cyber Resilience Program (ITG), Class 7/2018 Director Certification Program (DCP), Class 184/2014 The Executive Program of Energy Literacy for a Sustainable Future, Class 1/2012, Thailand Energy Academy (TEA) Director Accreditation Program (DAP), Class 66/2007 National Defence Course for the Joint State-Private Sector, Class 2004, The National Defence College of Thailand Executive Leadership Program, Class 11, Capital Market Academy (CMA) 	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2018 - Present	Executive Director	Bangkok Bank PCL
					2017 - Present	Directors	
					2017 - Present	Independent Director, Member of the Audit Committee, Member of the Compensation Committee, Member of the Nominating and Corporate Governance Committee, and Chairman of the Risk Management Oversight Committee	Minor International PCL
					2017 - Present	Independent Director, Member of the Audit Committee, and Chairman of the Risk Management Committee	Singha Estate PCL
					2015 - 2017	Director and Chairman of Corporate Governance Committee	Nok Airlines PCL
					2014 - 2017	Director and President	Thai Airways International PCL
					Position in Other Companies / Businesses		
					2020 - Present	Chairman	Clinixir Co., Ltd.
					2020 - Present	Chairman	Mitta Social Enterprise Co., Ltd.
					2018 - Present	Member of Finance Committee	Srisavarindhira Thai Red Cross Institute of Nursing



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
					2017 - Present	Director	The Thai Silk Co., Ltd. (Jim Thompson)
					2017 - Present	Member	Chulabhorn Royal Academy Council
					2017 - Present	Director	Thai Institute of Directors Association
					2010 - Present	Director	Suksapattana Foundation
					2004 - Present	Director	Foundation for Research in Information Technology
					2017 - 2018	Director	Office of the National Strategic Committee
					2015 - 2017	Director	Thai Smile Airways Co., Ltd.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Niti Osathanugrah <ul style="list-style-type: none"> • Director • Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee • Member of the Executive Committee • Member of the Risk Management Committee • Authorized Director Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	49	Education <ul style="list-style-type: none"> • Master of Arts in Economic Law, Chulalongkorn University • Bachelor of Economics and Political Science, Amherst College, USA Training <ul style="list-style-type: none"> • Director Certification Program (DCP) 253/2018 • Audit Committee Program (ACP) 42/2013 • Monitoring the Quality of Financial Reporting (MFR) 17/2013 • Monitoring Fraud Risk Management (MFM) 9/2013 • Board Reporting Program (BRP) 10/2013 • Monitoring the System of Internal Control and Risk Management (MIR) 15/2013 • Successful Formulation & Execution of Strategy (SFE) 18/2013 • Company Secretary Program (CSP) 49/2013 • Monitoring the Internal Audit Function (MIA) 14/2013 	24.07	<ul style="list-style-type: none"> • Son of Mr. Surin Osathanugrah • Uncle of Mr. Natee Osathanugrah • Cousin of Mr. Ratch Osathanugrah • Cousin of Mr. Thana Chaiprasit • Cousin of Mr. Pratharn Chaiprasit • Cousin of Mr. Tasharin Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					2019 - Present	Member of the Risk Management Committee	Minor International PCL
					2018 - Present	Director	
					2004 - 2018	Director, Member of the Risk Management Committee and Member of the Nomination and Remuneration Committee	Charn Issara Development PCL
					Position in Other Companies / Businesses		
					2021 - Present	Member of ASEAN and East Asia Committee and Member of Retail and Services Committee	The Thai Chamber of Commerce
					2017 - Present	Director and Member of Tax, Law and Regulation Committee	
					2017 - 2020	Member of the Risk Management Committee	
					2020 - Present	Director	Tokio Marine Safety Insurance (Thailand) PCL



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
		<ul style="list-style-type: none"> Company Reporting Program (CRP) 5/2013 Role of the Compensation Committee (RCC) 13/2011 The Board's Role in Merger and Acquisitions (M&A) 1/2011 DCP Refresher Course 2/2009 Director Accreditation Program (DAP) 27/2004 			2019 - Present	Member of Finance Committee	University of the Thai Chamber of Commerce
					2015 - Present	Managing Director	Pichaisawat Co., Ltd.
					2015 - Present	Managing Director	Bangkok Rinvest Co., Ltd.
					2012 - Present	Director	Osathanugrah Foundation
					1991 - Apr 2022	Director	Osathanugrah Holding Co., Ltd.
					2004 - 2020	Director	Safety Insurance PCL



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Salin Pinkayan <ul style="list-style-type: none"> • Director • Member of the Risk Management Committee • Member of the Executive Committee Appointment Date as Director (As of the Company transformed to Public Company) 22 March 2018	54	Education <ul style="list-style-type: none"> • MBA, Sasin Graduate Institute of Business Administration, Chulalongkorn University • Bachelor of Engineering, University of Pennsylvania, USA Training <ul style="list-style-type: none"> • IT Governance and Cyber Resilience Program (ITG) 17/2021 • Ethical Leadership Program (ELP) 22/2021 • Risk Management Program for Corporate Leaders (RCL) 21/2020 • Board Nomination and Compensation Program (BNCP) 1/2017 • Director Accreditation Program (DAP) 84/2010 	-	-None-	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					2011 - Present	President	Southeast Asia Technology Co., Ltd.
					2003 - Present	Director and Managing Director	Thai Developer Co., Ltd.
					2002 - Present	Director	Creative Travel Co., Ltd.
					1993 - Present	Director	Dynamic Engineering Consultants Co., Ltd.
					1993 - Present	Director and Managing Director	Modern Technology Consultants Co., Ltd.
					1993 - Present	Director	Bangkok Engineering Services & Technology Co., Ltd.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mr. Natee Osathanugrah • Director Appointment Date as Director 27 April 2022	34	Education <ul style="list-style-type: none"> Master of Science, Business Administration, Boston College, USA Bachelor of Science, Major in Management and Minor in History, Bentley College, USA Training <ul style="list-style-type: none"> Director Accreditation Program 194/2022 	15.03*	<ul style="list-style-type: none"> Son of Mr. Ratch Osathanugrah Nephew of Mr. Surin Osathanugrah Nephew of Mr. Niti Osathanugrah Nephew of Mr. Thana Chaiprasit Nephew of Mr. Pratharn Chaiprasit Nephew of Mr. Tasharin Osathanugrah 	Position as Director / Executive in Other Listed Companies in SET		
					2019 - Present	Marketing Executive	Osotspa Public Company Limited
					Position in Other Companies / Businesses		
					2018 - Present	Director	Orizon Limited
					2007 - Present	Guitarist, Getsunova Band	White Music Record of GMM Grammy Public Company Limited
					2013 - 2014	Brand Manager	Osotspa Company Limited (Since the company has been not yet transformed to public company limited)
					2011 - 2012	Management Trainee	

Remark: *Acting in concert with Mr. Ratch Osathanugrah and other shareholders (The information from a shareholder list as of 30 December 2022)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mrs. Wannipa Bhakdibutr* <ul style="list-style-type: none"> • Director • Member of the Executive Committee • Member of the Risk Management Committee • Chief Executive Officer • Authorized Director Appointment Date as Director 13 December 2018	59	Education <ul style="list-style-type: none"> • MBA, San Diego State University, USA • Bachelor of Economics Program, Kasetsart University Training <ul style="list-style-type: none"> • Director Certification Program (DCP) 246/2017 • ESG Trends in Thailand's Power Business and Ways to Achieve Sustainability Program by PricewaterhouseCoopers ABAS Ltd. • Transformation to Sustainable Growth Program (Knowledge Sharing among Directors and Management by Mrs. Wannipa Bhakdibutr - Independent Director • Certificate of What Board Needs to Know about Digital Assets by Thai Institute of Directors Association (2022) • Certificate of Subsidiary Governance Program by Thai Institute of Directors Association (2022) • ESG Training for Executives Program by ERM-Siam Co., Ltd. (2022) 	0.033	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2021 - Present	Independent Director	Electricity Generating PCL
					Position in Other Companies / Businesses		
					2022 - Present	Honorary Director	Marketing Association of Thailand
					2022 - Present	Vice President	Energy Drink Manufacturers Association
					2022 - Present	Director	Osotspa Yanhee Beverage Co., Ltd.
					2021 - Present	Director	Innovation of Experience Co., Ltd.
					2020 - Present	Advisor	Marketing Association of Thailand
					2020 - Present	Director	Osotspa Loin Hein Co., Ltd.
					2019 - Present	Director	O2C Co., Ltd.
					2018 - Present	President	Energy Drink Manufacturers Association
					2018 - Present	Director	Oventure Pte. Ltd.
					2017 - Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
					2017 - Present	Director	Uni.Charm (Thailand) Co., Ltd.
					2017 - Present	Director	Osotspa Enterprise Co., Ltd.
					2016 - Present	Director	Siam Glass Industry Co., Ltd.
					2016 - Present	Director	Siam Glass Ayutthaya Co., Ltd.
					2016 - Present	Director	Osotspa Taisho Co., Ltd.



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
					2016 - Present	Director	Osotspa Loin Hein (Thailand) Co., Ltd.
					2016 - Present	Director	House Osotspa Foods Co., Ltd.
					2016 - Present	Director	Yamamura International (Thailand) Co., Ltd.
					2020 - 2022	Advisor	Marketing Association of Thailand
					2015 - 2022	President	Energy Drink Manufacturers Association
					2019 - 2020	Director	Osotspa Myanmar Co., Ltd.
					2016 - 2020	Director	Siam Bev Manufacturing Co., Ltd.
					2016 - 2020	Director	Greensville Co., Ltd.
					2016 - 2019	Director	Osotspa Beverage Co., Ltd.
					2015 - 2018	Director	Government Savings Bank
					2015 - 2017	Director and Chairperson of the Marketing Sub-Committee	Thailand Institute of Scientific and Technological Research

Remark: * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)



Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mrs. Porntida Boonsa* <ul style="list-style-type: none"> • Director • Member of the Executive Committee • Member of the Risk Management Committee • Chief Operating Officer and Group Chief Financial Officer Appointment Date as Director 17 September 2020	56	Education <ul style="list-style-type: none"> • MBA with Distinction, Finance & Accounting The Wharton School, University of Pennsylvania, USA • Bachelor of Accountancy, Chulalongkorn University, First Class Honors, Gold Medal Training <ul style="list-style-type: none"> • Director Accreditation Program (DAP) • Corporate Governance for Executives (CGE) 11/2018 • Strategic CFO in Capital Markets Program • TFRS15 Revenue from contracts with customers • TFRS for Financial Instruments 2019 • Accounting standards & Tax update • Transfer Pricing • Cost Accounting Theory Program • Economic Outlook for CFO • The modern CFO : Driving Digital Transformation of the Finance and Accounting 	0.022	-None-	Position as Director / Executive in Other Listed Companies in SET		
					-	-	-
					Position in Other Companies / Businesses		
					2022 - Present	Director	Osotspa Yanhee Beverage Co., Ltd.
					2021 - Present	Director	Innovation of Experience Co., Ltd.
					2020 - Present	Director	Myanmar Golden Glass Co., Ltd.
					2020 - Present	Director	Myanmar Golden Eagle Co., Ltd.
					2019 - Present	Director	Asia Vending Machine Operation Co., Ltd.
					Present	Director	SSB Enterprise Company Limited
					2011 - 2017	Director and Vice President Finance	Unilever Thai Trading Co., Ltd.

Remark: * The person who was the executive as per the definition of the notification of the Securities and Exchange Commission (SEC) Kor Jor. 17/2551 Re: Determination of Definitions in Notifications relating to the Issuance and Offer for Sale of Securities (as amended)



Company Secretary

Name / Position	Age	Education / Training Experience of Roles, Duties and Skills of Directors	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Ms. Palica Mokkhavesa • Company Secretary Appointment Date 13 December 2018	41	Education <ul style="list-style-type: none"> Master of Business Administration, Ramkhamhaeng University Bachelor of Law, Thammasat University Training <ul style="list-style-type: none"> Corruption Risk & Control Workshop (CRC) 13/2022 Company Secretary Program (CSP) 95/2019 Advances for Corporate Secretaries 2/2017 by TLCA 	0.0004	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2016 - Nov 2018	Assistant Company Secretary	Osotspa Public Company Limited
					2014 - 2016	Assistant Company Secretary	Sappe PCL
					Position in Other Companies / Businesses		
					2011 - 2014	Manager, Legal and Contract Department	Thanachart Bank PCL



Detail of Directors of Subsidiaries and Associated/JV Companies

Company		OSP	Subsidiaries																			Associated/JV							
Name			OB	SGA	SGI	GVL	SSB	SCL	INV	OSPD	OLH	OEN	OSPUS	OENS	OVT	ABM	AVMO	O2C	OCL	OVJSC	PTM	SB	IEX	OT	HOF	YAMA	BCB	MGE	MGG
Mr. Somprasong Boonyachai		X,/, Nx																											
Mr. Surin	Osathanugrah	Hx																											
Mrs. Kannikar	Chalitaporn	///, Ex,0																											X
Mr. Ratch	Osathanugrah	///										/																	
Gen. Surapong	Suwana-adth	///,/,N																											
Mr. Thana	Chaiprasit	/,E,0		/	/		/	/	/	/		/	/	/	/			/											
Mr. Pratharn	Chaiprasit	/,E,0		/	/	/	/	/	/	/		/	/	/	/	/		/			/		/	/					
Mr. Tasharin	Osathanugrah	/,E,0		/	/		/		/	/								/											
Ms. Penchun	Jarikasem	//, Ax																											
Mr. Krirk	Vanikkul	//, A																											
Mrs. Sinee	Thienprasiddhi	//, A																											
Mr. Charamporn	Jotikasthira	//,Rx																											
Mr. Niti	Osathanugrah	/,E,N,R																											
Mr. Salin	Pinkayan	/,E,R																											
Mr. Natee	Osathanugrah	/																											
Mrs. Wannipa	Bhakdibutr	/,E,R,0		/	/					/	/		/	/			/					/	/	/	/				/
Mrs. Porntida	Boonsa	/,E,R,0				/				/						/			/			/							

Definition

OSP = Osotspa Public Company Limited

Subsidiaries

SGI = Siam Glass Industry Co., Ltd.	AVMO = Asia Vending Machine Operation Company Limited	OSPD = Osotspa Dairy Co., Ltd.	SGA = Siam Glass Ayutthaya Co., Ltd.	ABM = Advanz Beverage Manufacturing Company Limited
SCL = Siam Cullet Co., Ltd.	OYJSC = Osotspa VTA Joint Stock Company	OEN = Osotspa Enterprise Co., Ltd.	SSB = SSB Enterprise Co., Ltd.	OCL = Oyura Company Limited
OLH = Osotspa Loi Hein Company Limited	IEX = Innovation of Experience Co., Ltd.	OVT = Oventure Pte. Ltd.	OSPUS = Osotspa USA Inc.	SB = Siam Bev Manufacturing Co., Ltd.
OENS = Osotspa Enterprises Singapore Pte. Ltd.	GVL = Greenville Co., Ltd.	O2C = O2C Co., Ltd.	OB = Osotspa Beverage Co., Ltd.	
	INV = Osotspa Innovation Center Co., Ltd.	PTM = PT. M-150 Indonesia		

Associated/JV

OT = Osotspa Taisho Co., Ltd.	OYB = Osotspa Yanhee Beverage Company Limited	MGE = Myanmar Golden Eagle Company Limited	YAMA = Yamamura International (Thailand) Co., Ltd.	MGG = Myanmar Golden Glass Company Limited
BCB = Basecamp Brews Ltd.	HOF = House Osotspa Foods Co., Ltd.			

Remark

x = Chairman of the Board of Directors	/ = Director	Ex = Chairperson of the Executive Committee	N = Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee	Rx = Chairman of the Risk Management Committee
Hx = Honorary Chairman	0 = Executive	E = Member of the Executive Committee		R = Member of the Risk Management Committee
/// = Vice Chairman of the Board of Directors	Ax = Chairperson of the Audit Committee	Nx = Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee		
// = Independent Director	A = Member of the Audit Committee			



Details of Head of Internal Audit and Head of Compliance

Detail of Head of Internal Audit

Name / Position	Age	Education / Training Experience of Roles, Duties and Skills	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Mrs. Kanrawee Sangnikornkiat Head of Internal Audit	48	Education <ul style="list-style-type: none"> Master's degree Major Industrial Economic from The National Institute of Development Administration Bachelor's degree Major Accounting Information System from Chulalongkorn University Training <ul style="list-style-type: none"> Certified Internal Auditors (CIA) Certified Information Systems Auditor (CISA) IT Governance and Cyber Resilience Program (ITG) 17/2021 Director Accreditation Program (DAP) 169/2020 Advanced Audit Committee Program (AACP) 37/2020 	0.0008	-None-	Position in Other Listed Companies in SET		
					2017 - 2018	Director of Internal Audit	Thoresen Thai Agencies PCL
					2015 - 2017	Head of Group IT Audit	Kiatnakin Phatra Financial Group
					2006 - 2015	Head of Application Audit Section	CIMB Thai Bank PCL
					2003 - 2006	Senior Accountant	Eastern Water Resources Development and Management PCL
					Position in Other Companies / Businesses		
					2001 - 2003	Financial & Accounting Manager	Thai-Scan Water System Co., Ltd.
					2000 - 2001	Senior Consulting Manager	East-West Consulting & Education Co., Ltd.
					1998 - 2000	Senior Accountant	Colorlux (Thailand) Co., Ltd.



Detail of Head of Compliance

Name / Positiom	Age	Education / Training Experience of Roles, Duties and Skills	Share Possession (%)	Relationship with Other Directors and Executives	Professional Experience During the Past 5 Years		
					Period	Position	Company
Ms. Chidapa Amralikit Head of Finance & Accounting - Thailand and Head of Risk Management and Compliance	52	<u>Education</u> <ul style="list-style-type: none">Master of Business Administration (MBA), University of Wisconsin - Whitewater, USABachelor of Accountancy, Chulalongkorn University <u>Training</u> -None-	0.001	-None-	Position as Director / Executive in Other Listed Companies in SET		
					2020 - 2022	Head of Finance and Accounting-Thailand	Osotspa Public Company Limited
					2018 - 2020	Head of Corporate Financial Strategy and Investor Relations	
					Position in Other Companies / Businesses		
					-	-	-



Corporate Governance Policy, Code of Conduct, and Charters of the Board of Directors and Sub-Committees



[Corporate Governance Policy](#)



[Code of Conduct](#)



[Charters of the Board of Directors and Sub-Committees](#)





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