

# ROJUKISS INTERNATIONAL



**Annual Report  
(One Report) 2020**

## Overview

---

1. Message from Chairman
2. Message from CEO
3. Vision - Mission

## Section 1 Business

---

1. Business Policy and Overview
2. Nature of Business
3. Risk Factors
4. Assets
5. Litigation
6. Company information

## Section 2 Corporate Governance

---

1. Shareholders' Information
2. Dividend Policy
3. Company Structure
4. Corporate Governance
5. Social Responsibility
6. Internal Control and Risk Management
7. Related Party Transactions

## Section 3 Financial Information

---

1. Report of Audit Committee
2. Report of Board of Directors' Responsibility for Financial Statements and Performance of Year 2020
3. Auditor report
4. Financial Statements
5. Note to Financial Statements
6. Management Discussion and Analysis
7. Subsidiaries

## Appendix

---

1. Details of Directors, Executive with controlling power, and Corporate secretary
2. Details of Directors of Subsidiary
3. Details of Internal Auditor

## **VISION**

**TO BE ASIA'S HEALTH AND BEAUTY  
FOR FUTURE**

## **MISSION**

**TO MAKE THE BEST CONVENIENCE  
HEALTH & BEAUTY INNOVATION THAT  
INSPIRE THAI AND ASIAN CONSUMERS  
AND THEIR NEEDS SUSTAINABLY**





## CHAIRMAN MESSAGE

Rojukiss International Public Company Limited is ready to enter the Stock Exchange of Thailand. Together with shareholders, consumers, and Business partners to grow together in sustainably.

In 2020, even the global situation is facing an outbreak of disease. The Board of Directors and employees of KISS have dedicated their strength and ability to conduct their business in accordance with our goals. We continue to develop new products that meet our needs and help our consumers use quality and affordable products. As well as looking for ways to expand your business, investing in marketing promotion continuously. Developing organizations and personnel in all aspects to achieve business goals and generate maximum returns to stakeholders in a stable and sustainable manner.

I, as Chairman of the Board of Directors, would like to thank our business partners, partners, all stakeholders who support and trust the Company's operations. Thank you to the company's management and employees. All of you who have worked hard. We also cooperate in performing our duties to the fullest capacity for the Company to meet its goals. The Company will conduct its business based on good corporate governance principles and will develop the organization into an organization of excellence to grow steadily. Sustainable and ready to become Asia's future beauty and health leader as the Company has set out its vision,

Dr. Lackana Leelayouthytin  
Chairman of the Board of Directors



## CEO'S MESSAGE

On behalf of Rojukiss International Public Company Limited I am honored and pleased that the Company has completed trading on the Stock Exchange of Thailand. It is well known that Rogukiss is an innovative and creative developer of beauty and wellness products. Under the Brand Rojukiss, PhDerma, Best Korea, Wonder Herb and Sis2Sis by a team of Thai executives with FMCG experience and expertise in professional business management equivalent to global companies.

The Company is committed to innovating beauty and health products that are accessible to consumers. Meets the needs of urban lifestyles in terms of price, size, and convenient packaging. Through research and development of products to deliver high quality products to consumers.

At the same time, the Company aims to strengthen its distribution channels through cooperation with local and international business partners to develop beauty technology based on understanding the needs of consumers to continue offering products that are truly suitable for Thai people and consumers in ASEAN.

I believe that listing on the Stock Exchange of Thailand will help continue to achieve great success with the goal of leading Thai businesses to become asia's leader in beauty and health innovation, creating sustainable growth for the benefit of stakeholders in all sectors.

Worrawan Chaikamnerd  
Chief Executive Officer



# Section 1

## **BUSINESS**

- 1. Business Policy and Overview**
- 2. Nature of Business**
- 3. Risk Factors**
- 4. Assets**
- 5. Litigation**
- 6. Company information**

## BOARD OF DIRECTORS



**DR. LACKANA LEELAYOUTHAYOTIN**

Chairman of the Board of Directors



**Mrs. Pratana Mongkolkul**

Vice Chairman of the Board of Directors



**Dr. Anuphan Kitnitchiva**

Independent Director



**Dr. Chatrchai Tuangrattanapan**

Independent Director



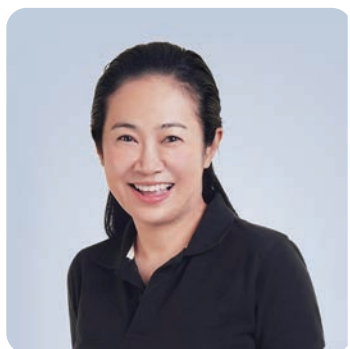
**Miss Pornchanok Tansakul**

Independent Director



**Mrs. Yayus Sulyani Mak**

Independent Director



**Miss Piyawadee Sonsingh**

Director



**Mr. Anotai Adulbhan**

Director



**Mrs. Worrawan Chaikamnerd**

Executive Director/  
Chief Executive Officer

## AUDIT COMMITTEE



**Mrs. Pratana Mongkolkul**

Chairman of Audit Committee



**Dr. Chatrchai Tuangrattanapan**

Member of Audit Committee



**Miss Pornchanok Tansakul**

Member of Audit Committee

## NOMINATION AND REMUNERATION COMMITTEE



**Dr. Chatrchai Tuangrattanapan**

Chairman of the Nomination and Remuneration Committee



**Dr. Anuphan Kitnitchiva**

Member of the Nomination and Remuneration Committee



**Mr. Anotai Adulbhan**

Member of the Nomination and Remuneration Committee



## CORPORATE GOVERNANCE COMMITTEE

---



**Dr. Anuphan Kitnitchiva**

Chairman of Corporate Governance Committee



**Mrs. Yayus Sulyani Mak**

Member of Corporate Governance Committee



**Mr. Anotai Adulbhan**

Member of Corporate Governance Committee

## RISK MANAGEMENT COMMITTEE

---



**Mrs. Worrawan Chaikamnerd**

Chairman of the Risk Management Committee



**Mr. Thanayus Leelaphan**

Member of the Risk Management Committee



**Miss Naruemol Sukkamolwatana**

Member of the Risk Management Committee



**Mr. Neti Meenmanee**

Member of the Risk Management Committee



**Miss Wipaporn Niamla-ong**

Member of the Risk Management Committee



## BOARD OF DIRECTOR



**1. Mrs. Worrawan Chaikamnerd**  
Chief Executive Officer

**2. Miss Wipaporn Niamla-ong**  
Chief Financial Officer

**3. Mr. Thanayus Leelaphan**  
Chief Marketing Officer

**4. Mr. Neti Meenmanee**  
Chief Commercial Officer

**5. Miss Naruemol Sukkamolwatana**  
Chief Operation Officer

# Business Policy and Overview

In 2020 the company is growing sales at +10% which is way back in the market, then the company is the growth driving in sales of the Women Facial moisturizer products of the overall lead by a " ROJUKISS " which is our core brand. "Rojukiss" providing a wide range of product and also be a market leader in many product segments (according to Nielsen Data Year 2020) of which:

- Rojukiss Acne Spotless Serum is Thailand No.1 sales values in Acne products
- Rojukiss Perfect Poreless Serum is Thailand No.1 sales values in Oil Control products
- Highest sales growth of Facial Sheet Mask in Thailand

As at 31<sup>st</sup> December 2020 The Company operates the business of Development, outsourcing, production and distribution in 3 products categories i.e. (1) Skin Care products with contribution 80% (2) Color Cosmetics with contributions 16% and (3) Food Supplement with contribution 4% of Sales Revenue before trade discount and returns. The Company sell the products as mentioned under various brands both Domestic and in other 4 countries i.e., Laos, Cambodia, Indonesia, and Philippines. Furthermore, the Company also provides Consulting service for Business development, Marketing and Sales to the Partner in other countries who produce and/or purchasing and distribute various products under the Company's brands as well.

In 4Q2020 the Company grants the right to produce and distribute Color cosmetic products under the brand "Sis2Sis" to Manufacturer and Distributor in Indonesia. More than 8 SKUs of Sis2Sis are distributed through the largest convenient stores in Indonesia. The Company also foresee the rapidly growth of color cosmetic market in Asia with Indonesia specifically; the Company also conducting a survey and market research in Indonesia to understand the differentiation of consumers needed includes the skin shades between consumers in Indonesia vs Thailand; to offer the products under the brand of Sis2Sis with innovative packaging, good quality, and convenient that match the lifestyle and habit of consumer in Indonesia. The Company therefore, has worked with partners and manufacturers in Indonesia to develop product formulation specific for consumer in Indonesia, including that the manufacturers partners have the production standards that meet the Halal standards of Indonesia. Therefore, Sis2Sis products are responsive to the needs of Indonesian target consumers. It has been accepted

ad able to expand distribution channel to cover all over the country. As a result of this success, the Company expanded its distribution under Sis2Sis brand to the Philippines through local distributor in 3Q2020 and the Company entered into an agreement with the distributor on dated 31st January 2020 then starting to distribute products throughout the Philippines in August 2020 onward.

In addition, 3Q2020 the Company also expanded Skincare business into Indonesia market under the brand of "Rojukiss" throughout local distributor who is leader in Sales and Marketing both Online and Offline channels (Omni-Channel) and in Y2021 the Company also plan to expand "Rojukiss" and "Sis2Sis" into Vietnam as well.

In December 2020, the Company launched new brand under Skincare category, "Wonder Herb", this product contains concentrated herbs and natural substance; also launched Health Supplement under "Rojukiss" i.e. Rojukiss Beta Glucan; this is to meet the consumers need on health concerning during and after COVID pandemic.

During 2017-2019, Lakeshore Group sold 12.60% of WorldWideVac Limited ("WWV"), a wholly owned subsidiary of AAH, to management and employees of the Company. This is to motivate employees and resulting in good performance of the Company. Later in December 2019, the management and employees indirect transferred their stake in the Company that they hold through WWV to Guts and Good Pte.,Ltd. ("Guts and Good"), a company incorporate accordance with the law of Singapore for holding shares of the Company for executives and employees.

On 12 January 2020, the Company entered into an MOU to develop a direct-to-consumer channel with O-Shopping Limited ("O-Shopping"), a subsidiary of GMM Grammy Public Company Limited ("GMM"). Under this MOU, the Company and O-Shopping will co-develop and co-own food supplement and skin care product brands as well as set up a joint-venture. Additionally, the Company and GMM intend to create a strong strategic partnership. On 15 January 2020, AAH and Ms.Piyawadee Sornsingh signed the Letter of Intent with GMM to grant GMM the conditional rights to purchase up to 40,459,500 shares and up to 19,480,500 shares of the Company from AAH and Ms.Piyawadee Sornsingh, respectively, totalling up to 59,940,000 shares or

up to 9.9% of total shares of the Company after the IPO at the IPO price. The conditions which must be met in order for the shares to be purchased include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders agreement will have been executed, and (b) GMM will have received approval from its Board of Directors' meeting and a shareholders' meeting to enter into the transaction. This Letter of Intent specifies that the conditional rights may not be exercised after 7 July 2021 and that GMM must be subject to a share lock up period of one year from the day of the transaction (Voluntary Share Lock-up). After this share lock-up period, should GMM wish to sell the shares to a third party, GMM must in writing notify AAH and Ms.Piyawadee Sornsingh of its intention to sell, the number of shares, and the price, and the Company and AAH have the right to find a purchaser of the shares held by GMM within 15 days from the date the notice is received at the higher price of: (a) offer price proposed to GMM by the third party or (b) 90% of the closing price which is determined from a weighted average price during a 30-day period before the notice of the share sale. However, the Letter of Intent does not allow GMM to have representation on the Board of Directors of the Company. If GMM successfully purchases shares from AAH and Ms.Piyawadee Sornsingh, AAH will hold approximately 176,226,420 shares or 29.4 % of total number of shares after the IPO and Ms.Piyawadee Sornsingh will hold approximately 108,219,460 shares or 18.0% of total number shares after the IPO based on the Company's shareholding structure after the offering of the Company's shares, and after the sale of the existing ordinary shares of AAH and Ms. Piyawadee Sornsingh, on the first day of trading of the shares on the SET.





## Company Highlights

Year	Company Highlights
<b>2007</b>	<p><b>Established the company to engage in import and to market products, skincare Rojukiss under the trademark owner in South Korea. And distribute such products in Thailand</b></p> <ul style="list-style-type: none"> <li>• The company was founded by Piyawadee Sornsingha, registered on March 2 , 2007 to operate the business of importing and marketing skin care products under the Rojukiss trademark from the trademark owner in South Korea. And distribute such products in Thailand</li> <li>• The company is an importer Cosmetics products from Korea South and distribution of such products in the country. The first in Thailand under the brand Rojukiss , a brand that the company has received the rights to import, market and distribute in Thailand.</li> </ul>
<b>2012 - 2013</b>	<p><b>New products launched under the brand PhD</b></p> <p>The company has developed a new brand under the name PhD to sell cosmetic and facial products. By selling through channels, stores, health and beauty, primarily to offer an alternative to consumers who want facials. With products that have been developed by doctors and experts With technology Korea South</p>
<b>2014 - 2015</b>	<p><b>Released new products under the brands Best Korea and Beauti Cute</b></p> <p>New under the name Best Korea to sell facial products in sachets through convenience stores. To provide consumers It uses a wide range of products made from exotic and quality ingredients from South Korea. It is easy to carry and use, as well as to facilitate consumers who want to test products to have more access to the Company's products.</p> <p>In addition, the company has developed a brand. New under the name Beauti Cute to sell cosmetic products. Through convenience stores</p>
<b>2016</b>	<p><b>The company acquired the Rojukiss trademark from an existing owner in South Korea.</b></p> <ul style="list-style-type: none"> <li>• The company acquired the Rojukiss trademark from an existing owner in South Korea.</li> <li>• PhD International Limited ("PhD"), a subsidiary of the Company. Acquired the Rojukiss trademark from an existing owner in South Korea as the company saw a growing opportunity for skincare products from South Korea. To develop the brand to be widely known and develop various products To better meet the needs of the consumer Thailand better.</li> <li>• PhD Full company established a proprietary Lahore All trademarks and company. PhD was established in Hong Kong in order to promote the brand image of the Company. To be more universal This will be beneficial for expanding business abroad in the future.</li> </ul>
<b>2017</b>	<p><b>Allocation of ordinary shares and and capital increase shares of the Company to AAH.</b></p> <ul style="list-style-type: none"> <li>• The Company has allocated ordinary shares and increased its registered capital to 173.33 million baht by selling the existing ordinary shares and the newly issued ordinary shares of the Company to A AH , a juristic person established to purchase the Company's shares with LC. 1 the LP and the LC 1 the AC (the LC 1 the LP and the LC 1 the AC collectively the "group Lakeshore, "), a fund of this type Private Equity is investing in AAH (Please see further information in section 2.3, section 9 securities holders. share)</li> <li>• The company has hired a professional management team with the ability and long experience in the consumer products business to manage the company.</li> </ul>
<b>2018</b>	<p><b>Released new products under the brand Sis2Sis.</b></p> <ul style="list-style-type: none"> <li>• The company has developed the brand New under the brand Sis2Sis to sell cosmetic products. Which are sold through leading convenience stores To make consumers easier to carry and use, as well as to facilitate consumers who want to test products to have more access to the Company's products.</li> </ul>

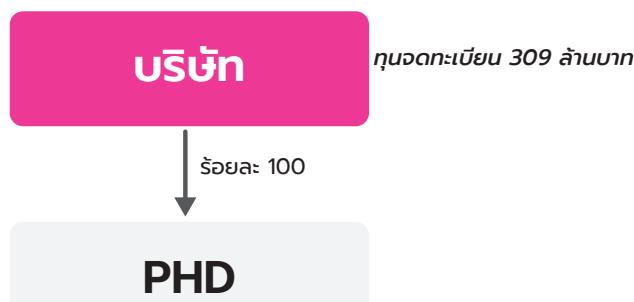
Year	Company Highlights
<b>2019</b>	<p><b>The Company's management established Guts and Good to hold shares of the Company.</b></p> <ul style="list-style-type: none"> <li>The right to use the trademark Sis2Sis to manufacturers and distributors in Indonesia and to serve as consultants in the business of marketing and distribution for the company's branded products in Indonesia.</li> <li>The Company entered into a license agreement to use the trademark Sis 2 Sis to manufacturers and distributors in Indonesia. And entered into an agreement to serve as a consultant in business operations and contract services, strategic planning , Lahore, and the sales and marketing with partners. For distribution of products under the company's brand Sis2Sis in Indonesia. Through its network of convenience stores at coverage throughout Indonesia. (Please refer to additional information in Section 2.2, Item 2, Nature of Business Operation )</li> <li>The Company's management established Guts and Good to hold shares of the Company.</li> <li>During the years 2560 - 2562 the Lakeshore sold a total percentage of 12 . 60 of the total of WWV , a wholly- AAH to the management and employees of the Company. To motivate employees to create good operating results for the company. After December 25 62 Group management and employees had transferred its shareholding indirectly in the Company held by WWV to Guts and Good, a company incorporated under the laws of Singapore to the shareholders of the company. O. For executives and employees (Please see additional information in Section 2.3, Item 9 , Securities and Shareholders Information)</li> </ul>
<b>2020</b>	<p><b>Products food supplement under the brand Rojukiss.</b></p> <ul style="list-style-type: none"> <li>The company has developed supplements, food security under the brand Rojukiss to expand the brand into product groups. Beauty and health</li> </ul> <p><b>Entered into an agreement with distributors of the company's products In Indonesia And the Philippines</b></p> <ul style="list-style-type: none"> <li>The Company has entered into a contract supplier in China , the Philippines and Indonesia , on 31 January 2563 and 31 March 2563 respectively, to expand the distribution of our products. Through dealer partners in these 2 countries</li> </ul> <p><b>Converted into a public company Increase registered capital to prepare for IPO and expand business continuously.</b></p> <ul style="list-style-type: none"> <li>he meeting of the Extraordinary Shareholders No. 1 /2563 dated 29 May 2563 , has resolved to 1) pay dividend from profit from operations for the year 2562 to the holders of shares at the rate of 6.2 million baht amount. Total 107,407,731.27 baht and 2) increased registered capital from 173 million baht to 270 million baht and allocated capital increase ordinary shares of not more than 9,666,667 shares at par value of 10 baht per share to be offered to existing shareholders.</li> <li>The Extraordinary General Meeting of Shareholders No. 2/2020 on July 14 , 2020 resolved 1) change the par value From the original par value of 10 baht per share to a par value of 0.50 baht per share. 2 ) Registered as a public company. And the company was renamed Rojukiss International Limited (the Company) , 3) increase the authorized capital from 270 million baht to 30, 9 million baht to support the check of listed companies, 4 ) allocation of ordinary shares amounting to up to 60 million shares. At a par of 0.50 baht per share to be offered to the public (IPO) and not more than 18 million shares to accommodate the exercise of rights. Warrants to management and employees of the Company ("KISS ESOP") 5) Issue and offer warrants to purchase shares of the Company to management and employees of the Company. O. Under the project of issuing and offering warrants under KISS ESOP</li> <li>In December 2020, the company launched a new skin care product under the brand Wonder Herb, a face care product that contains herbs and natural substances. To meet the increasing consumer interest and demand for products containing herbal ingredients.</li> <li>the resolution of the Extraordinary General Meeting of Shareholders No. 1 / 2563 dated 29 May 2563 and on 10 November 2563 the Board of Directors. Has approved an interim dividend from net profit for the nine months ended 30 September 2563 per share 0.165 baht for a total amount of 891 million baht by the dividend payment in December 2563.</li> </ul>

Year	Company Highlights
2021	<ul style="list-style-type: none"> <li>On January 5 , 2021, the Board of Directors Approved to pay an interim dividend of approximately 80 million baht at the rate of 0.1482 baht per share from retained earnings in the separate financial statements as of September 30 , 2020, adjusted with the interim dividend paid from the net profit for the 9- month period ended 30 September 2563 amounted to 89 . 1 million baht and dividend income from PHD amount of 54.0 million baht in December 2563 will be paid the dividend in early February 2564.</li> <li>On January 12 , 2021, the Company entered into a memorandum of understanding to develop a sales channel Type D 2 C (Direct-to-Consumer) with O Shopping Company Limited “O Shopping” (a subsidiary company. Of GMM Grammy Public Company Limited (“GMM”) )</li> <li>On January 15 , 2021, AAH and Ms. Piyawadee Sornasingha signed a letter of intent to GMM in granting the right to purchase the Company's shares. Conditionally Not more than 40 , 459 , 500 shares and not more than 19 , 480 , 500 shares, respectively, for a total of not more than 59 , 940 , 000 shares, representing no more than nine . 9 of the issued share-capital of the Company. After the initial public offering (IPO) at the same price as the offering price of ordinary shares to the public at this time. With conditions precedent that (a) the establishment of a joint venture between the Company and O Shopping Co., Ltd., a subsidiary of GMM, and the completion of the entering into the agreement between the shareholders of the joint venture, and (b) GMM will This transaction must be approved by the Board of Directors and from the shareholders' meeting of GMM . In which the Letter of Intent has specified the period for exercising the rights to enter into the said transaction no later than July 7, 2021</li> </ul>

## Shareholder Structure

As of 31 December 2020, the Company has one subsidiary that grants the right to use trademarks of the Company. PHD is the owner of all trademarks and patents and grants the Company the exclusive right of use these trademarks. The subsidiary was set up in Hong Kong to promote the international image of the trademarks which would be beneficial for international expansion of business in the future. The shareholding structure of the Company is as follows.

Currently, the Company has one subsidiary.



### 1) PhD International Limited (“PHD”)

Registration date	: 5 June 2012
Paid-up capital	: 10,000 Hong Kong Dollars
Address	: Unit 701, 7/F., Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong
Country	: Hong Kong
Nature of Business	: Holder of all trademarks and the Company is the sole user of such trademarks
Directors	1) Ms. Piyawadee Sonsingh 2) Mr. Anotai Adulbhan 3) Ms. Worrawan Chaikamnerd
Authorised Directors	: Ms. Piyawadee Sonsingh or Mr. Anotai Adulbhan or Ms. Worrawan Chaikamnerd to sign with the Company's seal



<b>Relationship with the Company</b>	PHD is a wholly owned subsidiary of the Company with the Company holding 10,000 shares or 100% of the registered capital. It has common directors with the Company: Ms. Piyawadee Sonsingh, Mr. Anotai Adulbhan, and Ms. Worrawan Chaikamnerd
--------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

## Major Shareholders:

As of 31st December 2020 Major Shareholder of the Company are: AAH and Ms. Piyawadee Sonsingh which after the Initial Public Offering (IPO) and the offering of existing ordinary shares by the existing shareholders of the Company will hold 36.1% and 21.3% respectively. The Company had entered into a loan agreement with credit line of 67.8mB from Ms. Piyawadee Sonsingh and Loan withdrawal on 30th Jun 2017 for working capital in the business operation. However, the Company repaid all loan and interest to Ms. Piyawadee Sonsingh on 26th Jun 2019 as a result, the Company does not have any transaction related to business with Ms. Piyawadee Sonsingh

AAH is an Investment company incorporated with LC1LP and LC1AC as Ultimate shareholder are Exempted Limited Partnership established under Cayman Islands law. To invest in high potential companies in Asia in the form of private equity funds that are characterized and managed internationally. Currently LC1LP and LC1AC do not have any other investment that is competing with Company. LC1LP and LC1AC's investors consist of Institute Investor and High Net Worth both domestic and international. Without any person who may have conflicts with the Company Holding indirect investment proportion of more than 5% in the Company, with Lakeshore Capital I GP LP as General Partner or general partner with management power. In addition to Mr. Anotai Adulphan AAH's controlling person, holding position as the Company's director, the Company does not have transactions related to business with AAH, details of AAH's shareholding are as follows:

- Aurora Asia Holding Pte., Ltd. ("AAH") is a legal entity incorporated under the law of the Republic of Singapore to operate investment business as a holding company in which WorldWideVac Limited ("WWV") is a shareholder in AAH with 100% shareholding.
- WWV is a legal entity incorporated under the law of the Cayman Islands to operate investment business in Aurora (Holding Company). It has two shareholders: Henderson Capital Asia ("Henderson") holding 75.42% and LC1 Aurora Co-investment LP ("LC1AC"), holding 24.58%
- Henderson Capital Asia Limited is a legal entity incorporated under the law of the Cayman Islands to invest in high potential companies in Asia. Lakeshore Capital I LP /5 ("LC1LP") holds 100% shares in Henderson. In the Letter of Commitment dated 14 September 2020 Henderson is committed to the Company as follows: (1) no limited partners are the major shareholder, or director, or management, or the Company's controlling person by definition of the notification of the Securities and Exchange Commission No. 17/2008 (definitions of terms relating to the issuance and offer for sale of securities), (2) as long as Henderson directly or indirectly holds more than 10% of the shares in the Company, Henderson will not invest in a business that competes with the Company in Thailand, and (3) if the ultimate general partners or limited partners are changed, Henderson and LC1AC, through Mr. Anotai Adulphan, will notify the Company and request that the new ultimate general partners and limited partners comply with the rules of the SEC and with the Letter of Commitment, dated 14 September 2020.
- LC1LP and LC1AC is an Exempted Limited Partnership legal entity incorporated under the law of the Cayman Islands to invest in high potential companies in Asia. The investment is in the form of internationally managed Private Equity (Closed-end Private Equity). LC1LP's investors are in the type of Limited Partner with Lakeshore Capital I GP LP being a General Partner having the management control. Other investors in LC1LP and LC1AC include five institutional investors with total investment of more than 80%, and 41 High Net Worth individuals, both domestic and international, with total investments of not more than 20%. There is no person with possible conflicts with the Company or having direct or indirect investment of more than 5% of total investment in the Company. Nevertheless, LC1LP and LC1AC have Lakeshore Capital I GP LP as an Exempted Limited Partnership legal entity incorporated under the law of the Cayman Islands in which Lakeshore Capital I Ultimate GP Limited, which is an Exempted Company legal entity incorporated under the law of the Cayman Islands, has invested as General Partner with management control. The founders and shareholders of Lakeshore Capital I Ultimate GP Limited are: 1. Mr. Anotai Adulphan 2. Mr. Panaikorn Chartikavanij, and 3. Mr. Supawat Likittanawong. The investment period of LC1LP ended in June 2020 so it could not enter into new investment other than that it has already invested. LC1AC was only incorporated to invest in the Company. Therefore, its investment period has expired at the same time and LC1AC's investment shall cease when LC1LP sells both direct and indirect investment in the Company

On January 12 , 2021, the Company entered into a memorandum of understanding to develop a sales channel Type D 2 C (Direct-to-Consumer) with O Shopping Company Limited “O Shopping” (a subsidiary company. Of GMM Grammy Public Company Limited (“GMM”) )

To further strengthen the strategic partnership with GMM, on 15 January 2020, AAH and Ms. Piyawadee Sornsingh signed a Letter of Intent with GMM to grant conditional rights to purchase up to 40,459,500 and up to 19,480,500 shares of the Company, respectively, totalling up to 59,940,000 shares or up to 9.9% of the total number of shares of the Company after the IPO, at the IPO price. GMM and O Shopping (subsidiary of GMM) will allow the joint venture to be set up together with the Company to benefit from celebrities, distribution channels, and marketing activities from GMM at an attractive price. The conditions include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders agreement will have been executed and (b) GMM will have received approval from the Board of Directors’ meeting and the shareholders’ meeting to enter into the transaction. This Letter of Intent specifies that the conditional rights to enter into the transaction must be exercised by 7 July 2021 and that GMM must not sell shares that it holds in the Company for one year from the day of the transaction (Voluntary Share Lock-up).

# Nature of Business

## 1. OVERVIEW OF BUSINESS OPERATION AND REVENUE STRUCTURE

### 1.1 BUSINESS OPERATION

At present, the Company operates businesses by developing, hiring for production, and distributing skincare products, color cosmetics and food supplements under different brands of the Company in Thailand and foreign countries. It also provides consulting services related to business operation and marketing for product distribution under different brands of the Company abroad. The business can be categorized into two types as follows:

- 1) The business of developing, hiring for production and distributing skincare products, color cosmetics and food supplements under various brands of the Company in Thailand and foreign countries including Laos, Cambodia, the Philippines, and Indonesia. Since the Company realizes growth of such product groups in Thailand and foreign countries, it develops distinct products under several brands of the Company including the original brands and newly improved brands. It also develops new products or new brands to present innovative products in such groups to different consumer groups. For international distribution, the Company signs a distributorship agreement with ally distributors in Thailand and local distributors in each country to expand the business in such countries. The Company gives precedence to selecting an ally company having experience, expertise and potential in distributing products and marketing products successfully in each country. Additionally, the Company adapts formulas and appearances of the products to meet the needs and trends of customers in each country.

At present, the Company develops and distributes products under five main brands as follows:

- 1.1) Skincare products under the brand Rojukiss, PhDerma/PhD K-Derma, Wonder Herb, and Best Korea
- 1.2) Cosmetic products under the brand Sis2Sis
- 1.3) Food supplements under the brand Rojukiss

- 2) The business of providing consulting services for business operation, marketing and sales for allies, agents, manufacturers and distributors of the products under different brands of the Company abroad.

The Company emphasizes marketing and sales strategy for distributing products under the trademark of the Company in foreign countries by focusing on the beauty market in countries having potential for high sales generation based on large market value, and high growth rate, such as Indonesia. However, doing business to develop, hire for production and distribute products directly in some countries is subject to legal, religious, or production restrictions. Moreover, the Company has a “light asset” strategy that is not to invest in ownership of the business of a factory and/or warehouse and/or product distribution business in foreign countries. Therefore, the Company highlights seeking allies who are manufacturers and distributors in that country to produce and/or distribute the products. However, to expand the business to foreign countries, the Company needs to consider business patterns from limitation, included but not limited to legal, tax, religious, production limitations or needs of local consumers. In case a product of the Company to be distributed needs to considerably change in aspects of property and/or characteristics to meet the needs of local consumers, the Company may consider finding allies of both manufacturers and distributors in that country to produce and/or distribute the products. The Company employs a strategy of consulting service for business operation, production and distribution as well as marketing and sales advice provided to ally companies in distributing products under the Company’s brands in that country successfully. The Company has a duty to study insights of competition in the market of such countries along with in-depth information of behaviors and needs of consumers to look for marketing gaps and develop products to respond to the needs of consumers in that country. It remains focused on quality of the production so that products manufactured by ally companies have good quality and safety and meet standards. The Company determines the standards of transport, storage and distribution of products thoroughly. In the 4th quarter of 2019, the Company started providing consulting services related to business operation, marketing and sales for manufacturing and distributing cosmetic products under the brand Sis2Sis of the company in Indonesia.

Furthermore, the Company focuses on strengthening sales channel through shops including Offline and Direct-to-Consumer (D2C) to access consumers directly. On 12 January 2021, the Company signed a memorandum of understanding about



D2C (Direct-to-Consumer) Channel development with O Shopping Co., Ltd “O Shopping” (subsidiary of Grammy Public Company limited) by identifying a condition that the company and O Shopping would develop products under the new brand to co-own the D2C channel (direct to consumer).

## 1.2 REVENUE STRUCTURE

The revenue structure of the Company according to the consolidated financial statement categorized by the business sector for the year ending of 31 December 2018, 2019 and 2020 can be concluded as follows.

Table of details of product and service revenues by business type

Product line/ business group	Consolidated financial statement					
	For the year ending as of 31 December					
	2018		2019		2020	
	Million baht	Percent	Million baht	Percent	Million baht	Percent
<b>Total revenue – domestic</b>						
<b>1. Revenue from product distribution</b>						
Skincare products	764.3	81.0	943.1	79.7	780.5	82.6
Cosmetic products	178.7	19.0	241.0	20.3	123.2	13.0
Food supplements	-	-	-	-	41.7	4.4
Total revenue from product distribution	943.0	100.0	1,184.1	100.0	945.4	100.0
Less estimated product return	(3.6)	(0.4)	(6.9)	(0.6)	(2.8)	(0.3)
Less trade discount	(76.2)	(8.1)	(90.3)	(7.6)	(40.7)	(4.3)
Total revenue from product distribution – net	863.2	91.5	1,086.8	91.8	901.9	95.4
<b>2. Other revenues<sup>1</sup></b>	2.2	0.2	2.6	0.2	1.3	0.1
<b>Total domestic revenue</b>	<b>865.4</b>	<b>91.7</b>	<b>1,089.4</b>	<b>92.0</b>	<b>903.2</b>	<b>95.5</b>
<b>Total revenue – international</b>						
<b>1. Revenue from product distribution</b>						
Skincare products	-	-	-	-	20.2	32.0
Cosmetic products	-	-	1.1	2.1	4.5	7.2
Total revenue from product distribution	-	-	1.1	2.1	24.7	39.2
<b>2. Revenue from services</b>	-	-	50.1	97.9	38.3	60.8
<b>Total international revenues</b>	-	-	<b>51.2</b>	<b>100.0</b>	<b>63.0</b>	<b>100.0</b>
<b>Total revenue</b>	<b>865.4</b>		<b>1,140.6</b>		<b>966.3</b>	

Remark : /1 Other revenues include interest receivable, profit/loss from property disposal, return from provident fund, difference from debt settlement and others.

## 2. BUSINESS OPERATION IN EACH PRODUCT LINE

## 2.1 PRODUCT CHARACTERISTICS

At present, the Company develops, hires for production, and distributes products under five main brands as follows:

### 2.1.1 Skincare product



# ROJUKISS

## 세럼 전문

### Rojukiss

Rojukiss is the first Korean brand distributed and marketed in Thailand since 2007. It has been a successful brand for 13 years that, finally, the Company purchased the brand Rojukiss from the former owner in South Korea. With features of the brand that present “facial care innovation” that can always resolve skin problem. At present, the Company implements technology of facial care serum to extend development of various products in other beauty markets. Rojukiss has skincare products covering all groups of skin problems that are difficult to resolve, and its outstanding and popular products are as follows:

#### 1. Rojukiss Perfect Poreless Serum

is the first skincare serum developed to resolve the problem of “wide pores.” It is enriched with five natural extracts, and absorbed deeply to minimize pores, and make skin more elastic and smoother. Rojukiss Perfect Poreless Serum was granted Watsons HWB Awards and Best-Selling Pore Care Serum Award in 2018–2020. In 2020, Rojukiss Perfect Poreless Serum was the oil control and pore minimizing product with number one sales in Thailand with market share value which accounted for 14.2% in the oil control product group (according to information of women’s facial care product of Nielsen in 2020).

#### 2. Rojukiss Acne Spotless Serum

is serum to take care of acne and acne marks that are recurrent and hard to resolve. It is “concentrated with a gentle touch” and takes care of acne problems effectively. This product is gentle to skin, reduces bacterial accumulation, controls oiliness, minimizes occlusion and new acne marks, fades black marks, strengthens skin and minimizes pores. In 2020, Rojukiss Acne Spotless Serum had number one sales value in the acne care product group in Thailand with market share value accounting for 8.4% (according to information of the acne care product market of Nielsen in 2020).





### 3. Rojukiss White Poreless Serum and Rojukiss White Poreless Night Repair Serum

As serum products for comprehensive bright skin, Rojukiss White Poreless Serum is used for skincare in the day, while Rojukiss White Poreless Night Repair Serum is used to nourish skin at night. It is enriched with extracts of Jeju Lotus and probiotics, to handle the skin problems of blemished skin, reduce black marks, melasma, and brighten skin for even complexion and to minimize pores.



### 4. Rojukiss Perfect Poreless Eye for Face Cream

is a highly effective skincare product used around the eyes and all over face. It is enriched with small collagen (2000 DA Collagen has smaller molecules than pores) and Red Sage extract for nourishing skin, reducing aging marks and blemishes, and making the skin look bright and young with firm pores.

In the 3<sup>rd</sup> quarter of 2020, the Company expanded the business of exporting skincare products under the brand Rojukiss to be distributed in Indonesia through distribution agents. These products are sold in convenience stores, and online channels through distributors on the website [www.sociolla.com](http://www.sociolla.com) of Indonesia.



# PhDerma

## PhDerma / PhD K-Derma

**PhDerma is a facial care cosmeceutical product first distributed in 2012 for consumers who need facial care products suitable for sensitive skin, but effective for resolving skin issues. PhDerma is developed by dermatological experts in South Korea, and it is inspired with result comparison with skincare treatment in a clinic. PhDerma is highly popular at Watson's shops, and it was finally granted Watsons HWB Awards, Best Exclusive of the Year – Derma Skin for four consecutive years from 2016–2019. The outstanding products are as follows:**

### 1. PhDerma 2<sup>nd</sup> Skin Peeling Booster

is a concentrated skincare product innovation with similar properties to Chemical Peel Treatment in a clinic, but it is more delicate, without causing skin irritation. This product is suitable for persons with sensitive skin. Used in the morning and before bedtime, this product exfoliates degenerated skin, clears black and red marks and blemishes, reduces oiliness and acne, minimizes pores and gets facial skin prepared for subsequent skincare products to be absorbed better because it gently removes residual skin cells to make the skin look brighter, like it is newly generated every day.

### 2. PhDerma HYA Sensitive Day/Night

is a skincare product innovation for sensitive skin, that is prone to irritation. For brighter and glowing skin, this PhDerma HYA Sensitive Day/Night product set includes facial cleanser, facial acne serum and body cream. The products are enriched with hyaluron that strengthens skin to look moisturized, soft, smooth, firm and healthy. With sea lily extract, it protects skin and reduces black marks and blemishes gently. The three products contain two types of product contents for day and night use because day and night environments affect skin differently

### 3. PhDerma ActivWhite

is a facial care skin innovation for any persons with black marks and blemishes that are hard to fade, comparable to treatment with light wavelengths from 420 nm or 1200 nm (Intense Pulse Light – IPL treatment), and iontophoresis (IONTO treatment), which are popular in clinics. This product inhibits melanin creation under the skin, and deals with blemishes, melasma and black marks directly for naturally brighter skin. PhDerma Active White is extensively popular, which can be proved from Watson's HWB Awards, Best-Selling Whitening Serum in 2018 and Best-Selling Exclusive Brand Whitening Serum in 2020.



# BEST KOREA

베스트 코리아



## Best Korea

The sachet-filled skincare product Best Korea was first distributed in 2015 from the concept of distributing unique ingredients from foreign countries that are popularly added in products having equivalent efficiency to the counter brand products, with affordable price. The target group is consumers who are fond of trying new products, and who purchase a beauty product at a convenience store with price of not over 50 baht/time. This helps them to easily make a decision as they do not need to buy the product with high volume and high price. Best Korea is focused on using unique and effective ingredients for the skin to look beautiful like Korean girls. The products are adjusted to suit skin problems of consumers and the climate of Thailand. Best Korea's sales reached more than 50 million bags from the first distribution in 2018 until 2019. Outstanding products are as follows:



### 1. Best Korea Plankton Collagen Serum

is plankton serum essence to deal with blemished and tired skin. With extracts of deep-sea plankton and collagen and red algae (Astaxanthin), this product brightens and softens skin to be firm, elastic and strong, and it nourishes skin to have fewer marks, and revives skin to look young and healthy. This product turns skin degenerated from little sleep, pollution or sunlight, to look bright and rejuvenated. The serum cream will be dispersed when slightly slapped with hands before applied on facial skin to be easily absorbed.



### 2. Best Korea Eggplant Melasma Super Serum

is the super serum with eggplant extract for skin problems of melasma, dark spots, and blemishes. Enriched with eggplant extract containing anthocyanin, which is two times more effective than Vitamin C and E, and Gigawhite as an active ingredient for bright skin from seven natural plants, this serum reduces acne marks, dark spots or even melasma to rapidly fade for even complexion and brighter skin. It can be used to nourish skin daily.



### 3. Best Korea Black Gel Face Pack

is a blackhead mask with the power of volcanic coals. It is a skin mask for exfoliation (weekly) enriched with 50 minerals from volcanic coals for 3-step skin care: remove oiliness, remove blackheads and remove dirt and dead cells for bright skin and clean and smaller pores, where you can see the results from the first time. Its content is a black gel, which then applied on the face will turn dry like a mask to be removed after 20 minutes. This product can be used to clean the skin every week.



# Sis2Sis

씨스투씨스



## Sis2Sis Cosmetic Product

Sis2Sis is the brand that presents a cosmetic product in a bag with a brush for the first time in Thailand, first distributed in quarter 3 of 2018. Sis2Sis was registered for a sub-patent of the package design to prevent imitation in Thailand and many countries all over the world. The development of the Sis2Sis product is initiated from studying the behavior and understanding the needs of consumers who need a suitable cosmetic product with compact size and weight and reasonable price at only 49 baht/bag. It is easily found in convenience stores, and it is convenient to use at any time and any place. Sis2Sis cosmetic product in each bag can be used more than 30 times, with equivalent to or better quality than cosmetic products in marketplaces. It also has various popular color shades from South Korea, so consumers can purchase all color shades or all products they desire with no worry about expenses or waste from not using them all up. Sis2Sis gains good feedback from consumers.

Despite the situation of the COVID-19 outbreak leading to decreased sales of cosmetic products because consumers did not use cosmetic products and barely left the house, the Company has a plan to distribute new products in the 1st quarter in 2021 which are powder and primer with the ingredient of hyaluron that can control oiliness, conceal marks and nourish skin. The powder and primer products are designed to be suitable for persons wearing a mask to be consistent with the behavior of the consumers during the outbreak.

# ROJUKISS

## 의사 제안



### Rojukiss 3X Supplement

In March 2020, Rojukiss expanded products to the food supplement group to help consumers to have comprehensive skin care and nourish their skin from the inside out. Rojukiss food supplement products under the concept “three tablets in a bag” that the Company’s marketing and product development team have worked on closely with nutritionists and experts contain vitamins or some nutrients that give more effective results when consumed together. It is different from other food supplement products on the market. Rojukiss food supplement contains 3 tablets in 1 bag with 3 formulas to meet consumers’ needs, including 1) Gluta C Acerola, 2) Zinc A Beta C, and 3) Collagen CoQ10 E.

In December 2020, the Company released additional food supplement products under the brand Rojukiss, like Rojukiss Beta Glucan to respond to needs of consumers who care more about their health during and after the COVID-19 outbreak.





## 2 Service Characteristics

From quarter 2 of 2019, the Company has operated business of consulting services regarding business development, marketing and sales strategies for ally companies, operating a business of manufacturing and distributing cosmetic products under the brand Sis2Sis in Indonesia. The Company studies insights of competition, needs and behaviors of consumers, and gives advice related to product development to respond the Indonesian consumers' needs. Therefore, the Company cooperates with the ally manufacturers in Indonesia that specialize in production and has a factory meeting the halal standards of Indonesia with long business relationship with the Company, like PT Kreasi Kosmetika Indonesia ("KKI" or "agency"). KKI is a subsidiary of Cosmax Indonesia and entered into an agreement of 1) granting rights for Sis2Sis trademark use for production and distribution in Indonesia, and 2) giving consults about the cosmetic industry in Indonesia, market research for product development under the brand Sis2Sis and giving consults about cooperation with distributors for both basic and strategic matters. Additionally, the Company entered into a marketing and sales consulting agreement with a distributor of KKI in Indonesia, PT Catur Sentosa Anugerah ("CSAN" or "distributor"), which distributes Sis2Sis products through a retailer network all over Indonesia. The summary of the agreement is as follows:

### Marketing and distribution consulting service agreement

<b>Date</b>	1 May 2019
<b>Signatory</b>	CSAN Company
<b>Term</b>	Three years from the agreement date and automatic renewal for three years if either party fails to notify termination
<b>Agreement value</b>	Based on value of Sis2Sis products sold by CSAN to retailers in Indonesia
<b>Termination</b>	Either party can make a written termination notice to the other party 60 days in advance in case the other party violates any provision hereunder.
<b>Important conditions</b>	CSAN hires the Company to operate the following matters: <ul style="list-style-type: none"> <li>• Study cosmetic industry condition in Indonesia and consider the target customer group, products, and marketing for Sis2Sis products</li> <li>• Give advice and suggest a guideline about distribution channel to attract retailers</li> <li>• Make a marketing plan and communicate with consumers for Sis2Sis products</li> <li>• Provide a sales and marketing document</li> </ul>
<b>Applicable law</b>	Indonesian laws

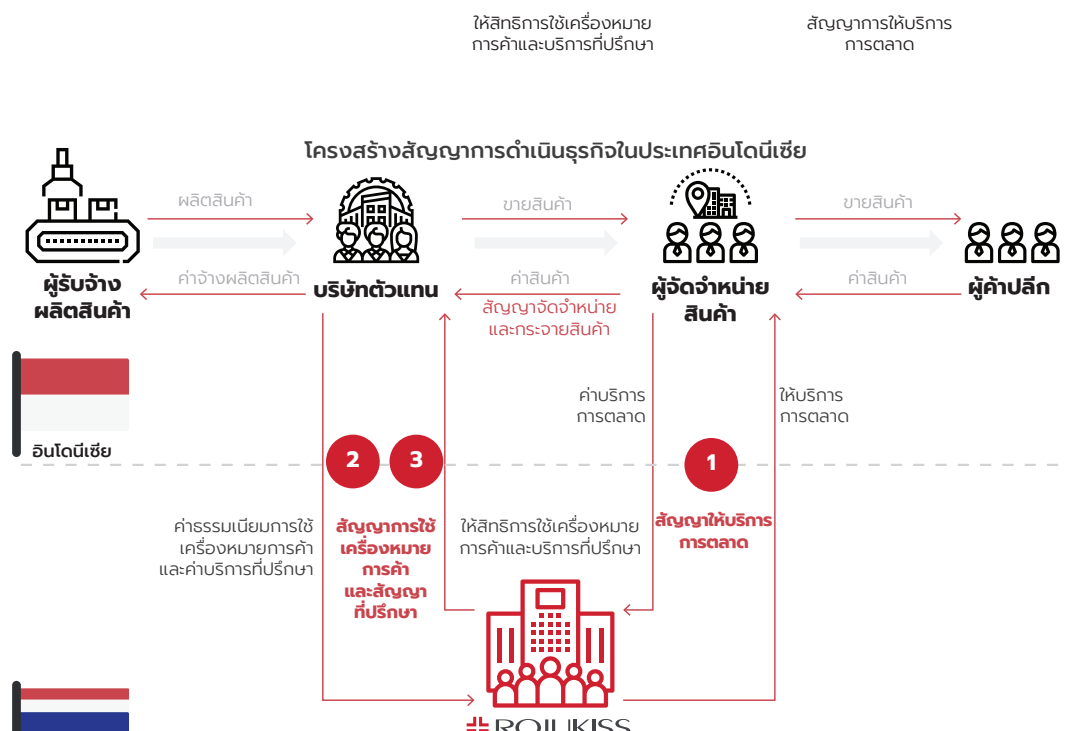
### Business development consulting service agreement

<b>Date</b>	1 May 2019
<b>Signatory</b>	KKI Company
<b>Term</b>	Three years from the agreement date and automatic renewal for three years if either party fails to notify termination
<b>Agreement value</b>	Based on value of Sis2Sis products sold by KKI to CSAN for distribution in Indonesia
<b>Termination</b>	Either party can make a written termination notice to the other party for 60 days in advance in case the other party violates any provision hereunder.
<b>Important conditions</b>	KKI hires the Company to operate following matters: <ul style="list-style-type: none"> <li>• KKI hires the Company to operate following matters:</li> <li>• Study cosmetic industry condition in Indonesia and consider opportunity of product development to release new products under Sis2Sis</li> <li>• Give advice about cooperating with the retailer for both basic and strategic matters regarding new product release and marketing and sale, trademark or Sis2Sis products.</li> </ul>
<b>Applicable law</b>	Indonesian law

## Trademark Use Agreement

<b>Date</b>	1 May 2019
<b>Signatory</b>	Company KKI
<b>Term</b>	Three years from the agreement date
<b>Agreement value</b>	KKI will pay the fee to the Company by percentage of sales that KKI receives from selling products under the trademark of the Company.
<b>Termination</b>	Either party can make a written termination notice to the other party for 30 days in advance in case the other party violates any provision hereunder.
<b>Important conditions</b>	The Company agrees that KKI can make an agreement for granting the right of use of procedural knowledge, name and mark and intellectual property to the following persons: <ul style="list-style-type: none"> <li>Producers to manufacture products</li> <li>Product distributors as specified in the atachment for such product distributor to have the right to do marketing, sell and distribute products in Indonesia</li> </ul>
<b>Applicable law</b>	Indonesian law

## This diagram demonstrates the business operation structure in Indonesia



## 3. MARKET AND COMPETITION

### 3.1 SUCCESS FACTOR, MARKETING POLICY AND COMPETITION STRATEGY

Considered from information of market value according to Nielsen studying offline markets of facial care products covering the mass market, it includes modern trade and general trade, but does not cover the luxury market sold on counters in department stores. The women's facial moisturizer market in the main product group of the Company had a market value from 2017 to 2020 as follows.

**Table of market value of women's facial moisturizers in Thailand from 2017–2020 (unit: million baht)**

Women's Facial Moisturizer	2017	2018	2019	2020	Average growth rate from 2017–2020
Market value	8,839	9,373	10,116	9,189	1.0%

Source: Nielsen Retail Audit, Facial Moisturizer Total Thailand December 2020

The Company continuously grows by developing effective products with various brands and incessant marketing to respond to needs and meet consumers' behaviors that change all the time. In 2020, the Company had the highest sale in the top five women's facial moisturizers in Thailand, and number one sales of the companies established and administrated by Thai persons in such product group (according to information of facial care products of Nielsen).

**Table of market share of top ten companies in women's facial moisturizer group in Thailand from 2017–2020 (Unit: percent)**

Company	Market share in 2017	Market share in 2018	Market share in 2019	Market share in 2020
L'Oréal (Thailand) Co., Ltd	28.4	26.1	24.5	22.3
Proctor and Gamble (Thailand) Co., Ltd	17.8	16.7	16.3	14.5
Beiersdorf (Thailand) Co., Ltd.	8.3	9.1	10.0	11.6
Unilever (Thailand) Co., Ltd	9.9	9.6	9.3	9.0
Rojukiss International Public Company Limited	1.7	3.0	4.1	5.0
Rohto Mentholatum (Thailand) Co., Ltd	3.9	3.9	3.7	4.2
Smooth Co., Ltd	2.9	2.3	1.7	1.4
Do Day Cream Public Company Limited	4.1	4.9	3.3	1.7
JLC Group Co., Ltd	0.1	0.7	0.9	1.4
Johnson and Johnson (Thailand) Co., Ltd	1.6	1.3	1.2	0.9
Karmart Public Company Limited	1.7	1.2	0.8	0.6

source: Nielsen Retail Audit, Facial Moisturizer Total Thailand September 2020

Table of market share of top eight women's facial moisturizer brands in convenience stores in Thailand from 2017–2020 (unit: percent)

Brand	Market share in 2017	Market share in 2018	Market share in 2019	Market share in 2020
Garnier	27.4	22.7	19.1	20.6
Olay	18.5	17.9	17.5	15.0
Ponds	12.4	13.6	14.1	14.1
Rojukiss	0.0	5.1	8.6	12.2
L'Oreal	10.2	8.5	11.7	9.8
Hada Labo	7.3	6.1	5.2	5.2
Snail White	3.5	7.8	6.6	4.5
Sistar	NA	0.8	2.3	2.5

Source: Nielsen Retail Audit, Facial Moisturizer Total Thailand December 2020





Despite the outbreak of COVID-19, the sales of skincare products under the brand Rojukiss through convenience store grew continuously. Rojukiss's market share is 12.2% of all sales of skincare product distributed through convenience stores. The main reason was growth of sales of new products under the brand Rojukiss such as Rojukiss Eye for Face Cream, put on the market since August 2019 with unceasing growth, and Rojukiss White Night Serum, released in March 2020, which was the period of COVID-19 outbreak.

### From the above success, the Company has success factors, marketing policies and competition strategies which can be summarized as follows:


1. Creating a unique and strong brand to be memorable and attractive among consumers.
2. Creating various brands under different trademarks of the Company to respond to the needs of each consumer group inclusively.
3. Continuously and rapidly developing products with new and unique innovations to respond to various and changing needs of consumers or build up new needs among consumers.
4. Presenting high-quality products with clear and safe results for the consumers to be impressed and have brand or product loyalty with repetitive buying and good word of mouth.
5. Marketing and communicating by using the concept of understanding consumer insight to develop a plan to meet the target groups' needs, and to construct brand recognition and product property recognition, that will finally become widely spoken.
6. Choosing different communication channels right to the point to access target groups of each brand effectively.

### 3.2 Target customer group

The Company recognizes various and different customers' needs, and thus invents and develops brands to meet the varying needs of consumers in an inclusive way.

Brand	Target customer group	Explanation
 ROJUKISS 세럼 전문	Premium Mass	Customers who have moderate to high purchasing power with difficult skin issues and need effective technology
 PhDerma	Derma Skincare	Customers who have high purchasing power, and have hypersensitive skin but need effective, productive and safe products
 BEST K*REA 베 스킨 케어	Modern Skincare	Young customers who want to try new products, focus on worthiness and convenience
 Sis2Sis 씨스투씨스	Convenient Beauty Mass	Young customers who want to try new products, focus on worthiness and convenience



Brand	Target customer group	Explanation
	Mass Skincare	Customers with moderate purchasing power who are interested in products with natural ingredients

### 3.3 Distribution Channels

#### 3.3.1 Distribution channels in Thailand

The Company distributes products through different distribution channels in the country including three main channels: 1) Modern trade, 2) General trade and 3) E-commerce. The Company enters into a contract or an agreement with trade partners to determine trade conditions on a yearly basis, such as sale price, discount, marketing cost, product distribution cost, and sales target. Nevertheless, as of 31 December 2019, the Company mostly sold products with outright sales except for product sold to Watsons, 24Shopping and EVEANDBOY in the manner of semi-outright sales as well as consignment through online channels like Shopee.

For the years ended 31 December 2018, 2019 and 2020, sales of the Company by distribution channel are as follows:

Product line/business group	Consolidated financial statements For the year ended 31 December					
	2018		2019		2020	
	Million baht	%	Million baht	%	Million baht	%

#### Total sales by distribution channel

1. Revenue from sales of products through the following channels:

Modern trade stores	816.8	86.6	1,017.7	85.9	777.8	80.2
General trade stores	113.5	12.0	140.4	11.8	133.9	13.8
E-commerce	4.2	0.4	6.5	0.6	12.9	1.3
Cross-border distributors	8.5	0.9	20.3	1.7	20.4	2.1
Foreign distributors					24.8	2.6
Other channels	-	-	0.1	0.0	-	-
<b>Total revenue from sales of products</b>	<b>943.0</b>	<b>100.0</b>	<b>1,185.0</b>	<b>100.0</b>	<b>970.2</b>	<b>100.0</b>
Less estimated product returns	(3.6)		(6.9)		(2.8)	
Less trade discounts	(76.2)		(90.3)		(40.7)	
Total revenue from sales of products – Net	863.2		1,087.7		926.7	
2. Revenue from provision of services	-		50.1		38.3	
3. Other revenue	2.2		2.6		1.3	
<b>Total revenue</b>	<b>865.4</b>		<b>1,140.6</b>		<b>966.3</b>	

## **The Company's distribution channels of products in Thailand can be described as follows:**

### **1) Modern trade stores are divided into the following:**

#### **1.1 Convenience Stores**

Small retail stores that have branches located in communities throughout the country and focus on modern retail management, with easily accessible locations. The products distributed through this channel are often daily use items. These stores are open around the clock. Examples of convenience stores include 7-Eleven and Family Mart. Sales through convenience stores accounted for 52% of total revenue before estimated product returns and trade discounts for the period ended 31 December 2020.

#### **1.2 Health & Beauty Stores**

These stores primarily sell specialty products, including pharmaceutical skin care products, cosmetic products, skin care products, hair care products, and offer a wide range of products. Store staff are available for product recommendations and support. Their stores have branches located in large communities and department stores. Examples of health and beauty stores include Watson, Boots and EVEANDBOY.

#### **1.3 Big Retail Stores**

Big retail stores offer an extensive range of consumer products, including fresh food, vegetable and fruits. Rental spaces outside these stores are also up for lease by outside vendors. Examples of big retail stores include supermarkets, hypermarkets or cash-and-carry stores such as Tesco, Lotus, BigC and Makro.

### **2) General Trade Stores**

General trade stores are ubiquitous in Thailand and easily accessible to consumers because these stores are located nearby communities or major tourist destinations. These stores can be in either wholesale or retail store format, such as local cosmetics stores, local supermarkets, local convenience stores, local pharmacies, local consumer product wholesale stores and local department stores in major cities, and include Top World, Win Cosmetics, Dara Cosmetics, Super Cheap and Je Leng.

### **3) E-Commerce**

E-commerce channels are divided into (1) online stores through which the Company sells its products, i.e. online marketplace (Market Place) on Shopee; (2) the Company's own e-commerce channel, using its own brand, i.e. [www.rojukiss.com](http://www.rojukiss.com); (3) the brand's social media channels, where the Company manages its own products, pricing and marketing plans and directly engages with consumers; the channels consist of Facebook official account (Rojukiss) and Line official account (@Rojukiss); and (4) media-commerce channel – In January 2021, the Company signed a memorandum of understanding with a subsidiary of GMM Grammy Plc., a leader in fully integrated unique entertainment platforms, with its own extensive network of artists and media platforms, to jointly develop new products and brands, and develop the direct marketing channel through the use of various media platforms to reach a new target market. Sales of products through the new channel is expected to be seen by early 2021 and the Company believes that such cooperation will rapidly build awareness, encourage product trials and ensure repeat purchases among the new customer base.

## **The Company's distribution channels of products outside Thailand can be described as follows:**

### **1) Exports through Cross-Border Distributors**

For distribution of products in the Republic of Laos and Cambodia, the Company sells its products to distributors, who will then distribute the products to stores in the two countries. These distributors are responsible for transporting the products from their warehouses in Thailand to their overseas warehouses and/or stores.

### **2) Exports through Foreign Distributors**

The Company focuses on the selection of its partners in another country based on their experience, expertise and potential in distribution and marketing of products in the country. It also has the flexibility to customize product formulas and product appearance to meet the needs and preferences of customers in each country, in order to ensure the success of the Company's brands and/or products in each country. As of 30 September 2020, the Company had exported its products to the Philippines under Sis2Sis brand through local distributors to ensure nationwide distribution by the third

quarter of 2020. Moreover, the Company has extended the skin care product line under Rojukiss brand and has exported the products to Indonesia through a local distributor, who has initially sold the products through convenience stores and its online channel at [www.sociolla.com](http://www.sociolla.com).

### **3) Provision of advisory service relating to business development, marketing and distribution to overseas partners**

In the second quarter of 2019, the Company expanded its business to Indonesia by entering into a license agreement to allow its Indonesian manufacturing and distributing partner to use the Sis2Sis trademark. As consumer products in Indonesia are required to meet the conditions for halal certification of Indonesia, the Company granted the right to use the trademark and manufacture products under the Sis2Sis brand in Indonesia to the aforementioned partner, who has been halal-certified for the manufacture of products. In addition, the Company entered into a business development advisory service agreement with the partner and entered into a marketing and sales advisory service agreement with distributors of such manufacturing partner.

## **3.4 New Product Development Policy**

The Company places great importance on the development and design of new products, especially the development of innovative products that are of high quality, meet the demands of target consumers and create new consumer needs that are not yet met by other products in the market. These innovative products must be readily accessible to all consumers. The Company continues to improve its existing products or develop new products to ensure that it offers products with attributes, appearance or packaging and prices that are tailored to the needs of consumers over time. The Company focuses on innovation that is uniquely different from other products in the market. The new product development is a continuous process, which is based on market research results and consumer demands, which are regularly monitored by the Company. The process emphasizes the creation of breakthrough innovations or innovations that serve consumers' unmet needs. The Company launches new products every year, with a focus on the speed of market research conducted to study consumer needs, as well as speed and agility in the development and distribution of new products. These are the Company's competitive advantages. On average, the duration for development of a new product until its distribution is approximately 9–12 months, which may vary from product to product. In this regard, the Company establishes guidelines and work procedures as follows:

1. **Study of consumer needs and market overview to gain an understanding** - The marketing and product development teams regularly study, analyze and gain an understanding of the changing needs of different consumer groups, opportunities and changes in markets and sales channels, products of direct and indirect competitors, as well as product trends in Thailand and other countries by (1) using market databases of various product groups obtained from Nielsen and/or Euromonitor, and/or (2) designing and hiring external experts to conduct marketing research to gain an understanding of consumer behaviors and needs in qualitative terms (Qualitative Research), such as focus group discussions, and quantitative terms (Quantitative Research), such as consumer surveys, and (3) arranging for business trips to other countries to study and gain an understanding of new trends in the areas of markets and technology, in order to establish guidelines for development of new products, new brands and new product concepts to meet current demands or create new market trends in Thailand and in the region.
2. **Evaluation of a new product concept** - After gaining an understanding of consumer needs and market overview, the marketing and product development teams will develop various new product concepts. A new product concept covers all aspects of the product, i.e. product attributes (especially attributes that are new and unique compared to those available in the market), the main ingredients of the product, texture, color, smell, usage, packaging, product size and price. The new product concept will be tested on target consumers in qualitative terms (Qualitative Research) through methods such as hiring of external experts to conduct focus group discussion to gauge responsiveness of the target consumers to the new product in order to ensure that the new product concept truly meets their needs before sourcing manufacturers, and/or in quantitative terms by hiring an outside expert to conduct quantitative research, for example, conducting a concept test to ensure that the Company uses information obtained from the evaluation of the new product concept in sourcing manufacturers and specifying requirements for the manufacturers in terms of product attributes and benefits. However, the Company does not have an in-house R&D department because it does not own a manufacturing plant.

3. **Sourcing of manufacturers** - After the marketing and product development teams have come up with a product concept that meets the needs of consumers, the next step is to source manufacturers capable of producing the new product. Manufacturers that are specialized in the manufacturing of products in that category from Thailand and other countries will be invited to deliver a presentation and develop a product based on the new product concept. The Company's marketing and product development teams and purchasing team are tasked with the consideration and selection of manufacturers based on the requirements specified by the Company, in the aspects of product attributes, benefits and quality, manufacturing process, and the target product cost. The chosen manufacturer will proceed to manufacture a product for the Company. The marketing and product development teams work closely with the R&D department of the selected manufacturer to develop the product formula and finished product that matches the Company's new product concept.
4. **Evaluation of product before market launch** - The marketing and product development teams evaluate the sample product that has been developed, by engaging external experts in different areas to perform various types of product testing, such as assessment of product quality and benefits through the use of a clinical test conducted to determine the test results and safety of the product used by a controlled sample group under supervision and clinical evaluation, product concept & usage test to evaluate consumer satisfaction in terms of both product concept and usage, and/or pricing test, which will be used as a guideline in determining the right recommended price, creating value for consumers to encourage trial and repeated purchases. The Company will engage external experts to test or evaluate the new product before making a decision to launch the product, or improve the product based on the test results before market launch. This process helps to ensure that the product released by the Company has the best chance of success and will be well received by consumers.

**The Company's key considerations in the development and design of new products are as follows:**

- 1) New products that have been developed must meet the needs of consumers and must be innovative and unique. The marketing and product development departments of the Company are responsible for conducting market surveys and performing analysis of market overview, competitive products that are sold locally and overseas, consumer demands and information on technology or innovations obtained from manufacturers. The data research and analysis is a continuous process carried out to seek opportunities for development of products that will help fulfill the unmet needs of consumers, or to respond to the needs of consumers that change according to new behavioral trends because the Company aims to become a true leader in delivery of new innovations to consumers.
- 2) It is important that new products are more effective, deliver results and are safe for consumers. The Company primarily focuses on quality, performance and safety of products. This will help to ensure that consumers are satisfied with the products and make repeated purchases to the point where they become loyal to the Company's brands and products, which will lead to long-term and sustainable success of the Company. The marketing and product development departments therefore conduct product testing to ensure that the products perform as claimed, and that they perform better compared to other products on the market. Therefore, the Company places importance on the selection of manufacturers that have quality and safety of production conforming to international standards; for example, the selected manufacturers must receive ISO 22716 and ASEAN Cosmetic GMP certifications.
- 3) New products must offer value for money to consumers, with the right size and price for target customers. In addition to the focus on development of new products that meet consumer needs and are exceptional in terms of attributes and performance, answering the needs of consumers, the Company's new products must offer value for money to consumers in various aspects, including the right design, size and price for target consumers, which is one of the Company's key strategies in driving its success. This is because when a new product has the right size and price, the product will be affordable and easily accessible by consumers who want to try the new product. After the trial, the consumers will be satisfied with the product and its value for money, eventually leading to repeated purchases and brand loyalty.

From 2017 to 31 December 2020, the Company released 102 new products in total, generating total gross sales (gross sales) from the new products launched during the period amounting to approximately 850 million baht. The table below presents details of revenue from sales of goods before allowance for product returns and accounting adjustments, in respect of revenue from existing and new products.



(Unit: Million baht)	2017	2018	2019	2020	Average growth rate between 2017–2019
Existing products	560.3	718.8	928.8	668.2	6.0
New products <sup>/1</sup>	75.4	224.2	256.2	302.0	58.8
Total	635.7	943.0	1,185.0	970.2	15.1

Remark: 1/Sales of new products represent only sales of new products launched in that particular year.

### 3.5 Product Sourcing

To develop and manufacture products, the Company outsources its production to manufacturers, whereby the Company is responsible for determining active ingredients and key attributes of the products. The Company works together with the manufacturers to specify details and develop production formulas, as well as establishing or adjusting certain production steps in order to manufacture products as required by the Company.

As of 31 December 2020, the Company engaged both domestic and foreign manufacturers to manufacture products under the Company's trademarks. Overseas sourcing accounted for 71% of the total sourcing value. In outsourcing of production, the Company considers the knowledge and production technology of the manufacturers and determines whether they meet the Company's specific product requirements, and whether they are responsive to the Company's needs.

The Company has a guideline for selection of manufacturers, where the chosen manufacturers must be able to develop, manufacture or deliver products according to the qualifications, quality and target prices specified by the Company. The selection and comparison of manufacturers must be in accordance with the conditions specified by the Company (Supplier Calibration). In addition, the Company evaluates manufacturers at least once every 12 months, through consideration of their product quality, punctuality, accuracy of product quantities, prices, as well as their services, coordination and resilience to change. If any qualification of a selected manufacturer has changed, where its qualifications no longer meet the first selection criteria, the Company's purchasing department will perform an assessment, conclude the results, and submit them together with recommendations to the management for further approval.

### 3.6 Product Pricing Policy

In product pricing, the marketing and product development departments determine the suggested retail price that is suitable for the image and characteristics of each product. The pricing and/or price adjustments will be based on analysis of information from various sources, taking into account the following key factors:

#### 1) Pricing based on market positioning of each brand

Because the Company offers products under many different brands, especially facial skin care products, it needs to set product prices according to product specifications and brand pricing strategy. The prices must correspond to the purchasing power of the target consumers and market positioning of each brand, compared to other brands of the Company and competitive brands in the market.

#### 2) Pricing based on product cost

Cost of production is another key factor in pricing consideration. The product development department, marketing department and purchasing department work together to determine product costs, labor and other costs, and use the information as one of the pricing considerations. Product prices are also determined based on the standard gross profit of each brand of the Company. The Company does not have a policy to cut costs if the cost-cutting compromises the quality and performance of its products.

#### 3) Pricing based on comparison with other similar products in the market

Market competition is one of the key pricing considerations. The product development department and marketing department conduct a study on prices of similar products that are available in the market and compare them with the prices of the Company's products, in order to determine product prices. As a result, the Company has a business advantage over its

competitors, and has achieved the target market share. The price study and collection of such data will be conducted continuously and will be used as a reference for product pricing and price adjustments that will be responsive to future circumstances.

#### 4) Pricing based on other economic conditions

The product development department and marketing department are provided with information on other economic conditions, such as foreign exchange rates, and use the information to determine the costs of product imports or selling prices of products to be sold to overseas distributors.

### 3.7 Laws and Licenses Relating to Business Operations

The Company is principally engaged in two businesses, namely, development, manufacture and distribution of skin care products, cosmetic products and dietary supplements; and provision of advisory services relating to business development, as well as sales and marketing for distribution of the Company's branded products in other countries. The operations of the two businesses are subject to relevant laws and regulations, including applications for key licenses or registrations as follows:

#### 1) Contract manufacturing and distribution of skin care products and cosmetic products

The Company's contract manufacturing and distribution of skin care products and cosmetic products must comply with relevant laws and regulations. Skin care products and cosmetic products are classified as cosmetic products under the Cosmetics Act B.E. 2558 (2015) (and its amendments) and as the Company imports products into Thailand for sale, it is required to register the importation of cosmetic products for sale with the Food and Drug Administration, Ministry of Public Health (FDA).

In addition, the Company must comply with the notification of the Ministry of Public Health on the rules, procedures and conditions for the manufacture or import of cosmetic products, which stipulates the rules for the importation of cosmetic products, including the personnel tasked with the import and storage of cosmetic products, place of import, import methods and procedures for storage of cosmetic products.

With regard to manufacturers in Thailand and other countries, the Company has outsourced its production to manufacturers who have been certified by several institutes for manufacturing standards. In addition, the Company has received letters of authorization from the manufacturers. These comply with the minimum standards stipulated in the notification of the Ministry of Public Health on rules, procedures and conditions for the manufacture or import of cosmetic products.

#### 2) Manufacturing and distribution of dietary supplements

Because dietary supplements distributed by the Company are deemed foods that must meet the quality or standards stipulated in the Food Act B.E. 2522 (1979) (and its amendments) ("Food Act") and the notification of the Ministry of Public Health on dietary supplements, whereby dietary supplements must be approved by the FDA before sale, the Company must comply with the Food Act and the notification of the Ministry of Public Health regarding the sale of important dietary supplements for business purposes, as well as other laws relevant to contract manufacturing and distribution of dietary supplements, which include rules on the determination of nutrients and other substances that are essential ingredients of dietary supplements, the use of dietary supplement containers and product labeling.

#### 3) Distribution channels for skin care products, cosmetic products and dietary supplements

To distribute various products through online channels (e-commerce), the Company is required to apply for a commercial registration with the Ministry of Commerce in accordance with the Commercial Registration Act B.E. 2499 (1956) (and its amendments) and register as a direct marketing business operator under the Direct Sale and Direct Marketing Act B.E. 2545 (2002) (and its amendments).

#### 4) Foreign business operators

Currently, the Company has foreign shareholders holding over 50% interest in the Company. Consequently, the Company has the status of being a foreigner under the Foreign Business Act B.E. 2542 (1999) (and its amendments) ("Foreign Business Act"), which stipulates businesses that are prohibited from foreigners in List One of the Foreign Business Act and businesses that need to apply for a license from related agencies in List Two and List Three of the Foreign Business Act.

Certain business operations of the Company (namely, provision of advisory service on cosmetic business and management of marketing and sales promotion) are deemed to be businesses in which Thai people are not ready to compete with foreigners, as specified in List Three of the Foreign Business Act. Therefore, the Company must obtain a license from the Director-General of the Department of Business Development, Ministry of Commerce, prior to the commencement of the operation of each prohibited business. However, the Company has already received such licenses, and it is not required to apply for any additional licenses for other businesses, as specified in the Foreign Business Act.

### Approval, Licenses and Certificates Required for Operations of the Company

The Company is required to obtain licenses, certificates and approvals as shown in the table below before commencement of its businesses. However, the Company may be required to apply for additional licenses and take any further actions as required in this regard.

Approval/license/certificate	Relevant law	Relevant government authority
Foreign business operator license	Foreign Business Act B.E. 2542 (1999) (and its amendments)	Department of Business Development, Ministry of Commerce
Direct marketing business registration certificate	Direct Sale and Direct Marketing Act B.E. 2545 (2002) (and its amendments)	Consumer Protection Board
Commercial registration certificate	Commercial Registration Act B.E. 2499 (1956) (and its amendments)	Department of Business Development, Ministry of Commerce
Registration receipt for import of cosmetic products	Cosmetics Act B.E. 2558 (2015) (and its amendments)	Food and Drug Administration, Ministry of Public Health

As the Company is not a manufacturer of facial care products, cosmetic products and dietary supplements, it is not required to apply for a license to manufacture such products. According to the relevant laws, the manufacturer has the duty to apply for a manufacturing license. However, the Company has complied with the relevant laws in applying for a license to import products from overseas manufacturers for sale in Thailand.

### 3.8 Marketing Strategies and Communication Channels

Building a strong brand and creating brand awareness among a wide range of consumers, as well as building brand engagement and loyalty are the Company's key marketing strategies. The Company's marketing scheme focuses on (1) creating a unique identity of each brand to differentiate the brands from competitors, with each brand identity suitable for the target group of the respective brand; (2) building consumer awareness and recognition of product properties by communicating through diverse channels which enable extensive reach to the target audience and provide a good return on marketing investments; and (3) presenting brand essence or product information that continuously appeal and respond to target customers, with each brand having a distinctive branding strategy. Such endeavors enable the Company to build strong and diverse brands and allow it to create new brands in the future for new consumer groups that will not overlap with the target groups of the existing brands.

## 4. INDUSTRY OVERVIEW

This document contains statistical data, market research and industry estimates extracted from published industry papers. Information obtained is made publicly available and external sources of information include Euromonitor International. Although the Company believes that the information taken from the external sources is reliable, it cannot guarantee the accuracy and completeness of any marketing and economic information presented in this document. The holding company offering the shares, the financial advisor or the underwriter also cannot guarantee the accuracy and completeness of such information. In addition, information on marketing and industry is subject to change and may not be audited due to restrictions on access and the reliability of the information, the nature of the voluntary data collection process, as well as other limitations and uncertainties inherent in statistical surveys. Euromonitor does not provide any advice, suggestions or recommendations, nor is in any way involved in the share offering of the Company. Investors may refer to Euromonitor information only after they have studied the information in other parts of this document. Any reference made to Euromonitor may not be regarded as the opinion of Euromonitor on the price of the securities or the suitability of an investment in the

Company. Moreover, investors should not consider the information obtained from Euromonitor as a recommendation from Euromonitor for investors to buy or sell any securities. In terms of information from Euromonitor, the Company obtained the information from Euromonitor reports, including “Economy and Consumer 2020 Annual Data,” “Beauty and Personal Care 2020 Edition,” and “Consumer Health 2021 Edition.”

#### 4.1. GDP (Gross Domestic Products) Per Capita

Country	Real GDP per capita 2019 US dollar	Projected real GDP per capita 2024 US dollar (Increase from 2019)	Average real GDP annual growth rate for the period 2017–2019 (%)	Projected average real GDP growth rate for the period 2019–2024 (%)
Thailand	18,460	20,061 (Increase by 1,601)	2.9	1.7
Vietnam	10,110	12,905 (Increase by 2,795)	6.0	5.0
Indonesia	11,977	13,890 (Increase by 1,913)	4.0	3.0
The Philippines	8,977	9,894 (Increase by 917)	4.6	2.0

Source: International Monetary Fund — World Economic Outlook database: October 2020

The economy of the Southeast Asia region, in which the Company operates core businesses with a plan to expand the businesses in the future, is buoyed by the growth of domestic consumption, exports of goods and services, as well as other drivers such as tourism activities, higher disposable income of the population, expansion of the middle-income population and the growing number of youth population, which leads to high-potential labor markets. As this region has a large workforce, it is poised to be a destination for production hubs. At the same time, the government’s role in the development of infrastructure projects, as well as commercial and residential construction projects across the region is also a key driver of the region’s economy.

In addition, the large population of Thailand, Indonesia, the Philippines and Vietnam, which totaled approximately 545 million people in 2019 and was projected by Euromonitor to reach 571 million people in 2024, coupled with rising income are key drivers of GDP growth in the four countries. The Southeast Asia region is still poised to benefit from the trade war between the United States and the People’s Republic of China as companies in the People’s Republic of China are considering moving their production to Vietnam, the Philippines and Indonesia. In addition, the disruption of supply chain in the aspect of production in the People’s Republic of China during the COVID-19 pandemic has accelerated the move of production hubs to the Southeast Asia region.

Additional factors such as government measures and policies to drive economic growth have tremendously benefited various countries, including Indonesia. The same trend is expected to be seen in Vietnam, Thailand and the Philippines as well.

The International Monetary Fund has estimated Thailand’s real GDP growth for 2019–2024 at 1.7% per year due to the negative impact of the COVID-19 pandemic on the country’s export sector, which resulted in a significantly high unemployment rate. However, as for the long-term economic outlook, Thailand is expected to recover, thanks to its exports and tourism activities, increased government spending and the investment inflows from the People’s Republic of China to Thailand as a result of the trade war between the United States and the People’s Republic of China.

## 4.2 Beauty and Personal Care Product Industry Pre- and Post-COVID-19 Pandemic

Prior to the COVID-19 pandemic, the global beauty and personal care industry was expected to generate retail sales of more than 500 billion US dollars in 2020, with a 2–4% annual growth rate, supported by the aging society (aging population), consumer trends where consumers pay more attention to health and beauty, as well as organic products, the growth of single households with greater needs for disease prevention, the higher purchasing power of women (She-economy), the growing middle class population with purchasing power and the expansion of the e-commerce markets. Consumers continue to value brand uniqueness and brand communications that speak to them, in terms of value proposition and fulfilment of their needs. Many brands use technology to build relationships with consumers and launch new innovations, such as the Skin DNA Analyze application, which can measure the pH level of the skin in order to customize a product for each customer. It is expected that facial masks for skin nourishment, anti-wrinkle products and products for men, or products for both women and men (Gender Universal) will enjoy considerable growth.

The beauty and personal care industry is one of the industries hit by the COVID-19 pandemic due to the changes in consumer behaviors, in terms of the nature of their purchases, purchase channels and demands for products. The products that have been hardest hit by the pandemic are cosmetic products. This is because more companies allow their employees to work from home, and people tend to wear masks when they are out and about, which results in more people paying less attention to their makeup. Do-It-Yourself (DIY) and self-care products such as hair colorants are likely to enjoy growth during the COVID-19 pandemic, and the trend is expected to continue as the change in behavior becomes permanent. However, it is expected that the beauty and personal care industry will recover in a short period after the COVID-19 pandemic situation improves because the industry is highly resilient to changes. From this situation, it is clearly seen that sales through e-commerce channels have grown by approximately 20–30% from 2019 (data from McKinsey & Company – How COVID-19 is changing the world), although e-commerce sales still cannot compensate for sales from offline stores. However, consumers are shifting to online shopping channels, which provide more convenience and safety compared to other channels that have higher risk of virus infection. In addition, sale of products through e-commerce channels enables faster launch of new innovative products because consumer information can be obtained directly from online channels, and help brands to directly engage with consumers through various means; for example, by offering a sample product through member subscription, allowing consumers to voice their opinions or contact brands directly, as well as offering more convenient product returns.

Consumers are now paying attention to innovation in health and organic products, as well as the use of virtual reality technologies such as Augmented Reality (AR) and Virtual Reality (VR) to reach consumers, and the same trend is also seen in offline stores, such as AR Mirror. According to statistical data, 54% of online consumers associate beauty with health and the need for a better immune system. It is forecasted that sales of immunosuppressants will increase by 14% percent in 2020 and will continue to see strong growth in the future (data from Euromonitor – Beauty Survey and global sample size is over 20,000).



# Summary of Risk Factors

Key risk factors relating to business operations of the Company are summarised below.

## 1. Significant amount of share sales by major shareholders including AAH, Ms.Piyawadee, or Guts & Good in the future, whether one-time or several times, may adversely impact managerial organisation and share price of shares in offer.

Transactions involving the sale of significant amounts of shares by major shareholders including AAH, Ms.Piyawadee, or Guts & Good in the future, whether once or several times, may cause significant changes in terms of the identity of executives, organisational structure, and business policies. The change may be positive or negative depending on new management teams and industry and economy conditions.

1) AAH will sell 92,641,600 ordinary shares that it holds in this IPO. AAH informs the Company that immediately after the Company's ordinary shares are listed on the SET, AAH intends to sell up to 22,920,000 shares at the offering price in the IPO. AAH may sell remaining shares before the end of its fund life as the limited partnership agreement of the private equity fund does not stipulate that it must continue to hold shares until the end of fund's life.

2) Ms.Piyawadee Sornsingh, who is the founder and director of the Company but is not involved in managing it, informed the company that immediately after the Company's ordinary shares are listed on the SET she intends to sell up to 32,144,000 ordinary shares that she holds at the IPO price.

3) AAH and Ms. Piyawadee Sornsingh signed a Letter of Intent with GMM to grant the conditional rights to purchase up to 40,459,500 shares and up to 19,480,500 shares of the Company from AAH and Ms.Piyawadee Sornsingh, respectively, totalling up to 59,940,000 shares or up to 9.9% of total shares of the Company after the IPO at the IPO price. The conditions that must be met if shares are to be purchased include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders agreement will have been executed, and (b) GMM will have received approval from its Board of Directors' meeting and a shareholders' meeting to enter into the transaction. GMM must purchase shares by 7 July 2021 which is the last day on which GMM may exercise the right to purchase shares. After the successful share purchase from AAH and Ms. Piyawadee Sornsingh, AAH will hold approximately 176,226,420 shares or approximately 29.4 % and Ms. Piyawadee Sornsingh will hold approximately 108,219,460 shares or approximately 18.0 %.

However, the Company has been managed by professionals since 2017 when AAH invested in the Company. AAH is not

involved in the Company's management and there is no shareholders' agreement that grants AAH rights or power over other shareholders. Also, AAH has only one representative on the Board of Directors. After the IPO, AAH will hold less than 50% of the voting shares of the Company. The Company also has six independent directors out of a total of nine directors. As such, AAH cannot fully control the voting at any shareholders meetings and Board of Directors meetings. Therefore, the professional management of the company can mitigate the risk from changes in shareholding structure and can ensure that its management policies will be continuously carried out. Also, any new shareholder holding more than 25% of shares must comply with the takeover procedures. This serves as a mechanism to protect minority shareholders' rights to sell shares at the same price as the major shareholders or to decide whether to continue their shareholding under new major shareholders and/or a new management team.

Also, transactions which involve the sale of a significant amount of shares by AAH and Ms.Piyawadee Sornsingh or the anticipation of such transactions may adversely impact the share price of the Company. The Company cannot predict any future share sales or their impact on the share price at each relevant period of time. If transactions involving sales of a significant amount of shares on the SET take place after the IPO, or if such an event is anticipated, the share sales of major shareholders including AAH and Ms.Piyawadee Sornsingh may adversely impact the share price of the Company. However, after the IPO, the shareholders' agreement between AAH and Ms.Piyawadee Sornsingh will come into effect in which Ms.Piyawadee Sornsingh agrees with AAH that she will not offer to sell, sell, dispose of, or otherwise transfer shares of the Company to other parties, except for the immediate share sales after the IPO that counterparties have agreed upon. Also, as long as AAH remains a major shareholder of the Company, Ms.Piyawadee Sornsingh agrees not to sell or transfer any shares to other third parties without consent from AAH. All sales and transfers must comply with the laws on securities and exchange. The share sales of each party must be proportionate to their respective shareholding of the Company. Also, the SET imposes a silent period requirement to prohibit strategic shareholders from selling shares up to 55% of the paid-up capital for one year after the IPO. They are permitted to sell 25% of the locked-up shares after six months from the first day of share trading on the SET. The remainder can be sold after 12 months have passed since the first day of share trading on the SET

## 2. Risk from potential impact on financial statements of the Company from future share sales by major shareholders, including AAH and Ms.Piyawadee Sornsingh to GMM Grammy Public Company Limited ("GMM") according to TFRS2: Share-based Payment.

To further strengthen the strategic partnership with GMM, on 15 January 2020, AAH and Ms. Piyawadee Sornsingh signed a Letter of Intent with GMM to grant conditional rights to purchase up to 40,459,500 and up to 19,480,500 shares of the Company, respectively, totalling up to 59,940,000 shares or up to 9.9% of the total number of shares of the Company after the IPO, at the IPO price. GMM and O Shopping (subsidiary of GMM) will allow the joint venture to be set up together with the Company to benefit from celebrities, distribution channels, and marketing activities from GMM at an attractive price. The conditions include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders' agreement will have been executed and (b) GMM will have received approval from the Board of Directors' meeting and the shareholders' meeting to enter into the transaction. This Letter of Intent specifies that the conditional rights to enter into the transaction must be exercised by 7 July 2021 and that GMM must not sell shares that it holds in the Company for one year from the day of the transaction (Voluntary Share Lock-up).

TFRS2: Share-based Payment specifies the requirement of expense recognition from share-based payment in the financial statements measured by the fair value of service received. The Letter of Intent is a transaction in which the material condition involves the grant of rights by major shareholders to GMM (as additional value on top of the share price based on par value of shares) to set up a Joint Venture. The impact of such a grant of rights on the financial statements depends on the characteristics of transactions of the Joint Venture and the benefits that the Company may receive in the future on the date of accounting entry recognition. The transaction is complicated and may fall under the requirement of expense recognition under TFRS2: Share-based Payment. Therefore, the Company cannot yet identify the potential impact on its financial statements both in terms of financial performance and financial position. The Company may need to fully recognise the entire amount of expenses from the difference between fair value of shares in relation to the major shareholders' grant of right and the IPO price on the grant date. This depends on the facts on the transaction date and the requirements and procedures of the financial reporting standard.

## 3. Risk from dependence on an experienced management team

The Company' success is partly attributable to its management team's long experience in the consumer products business,

especially in the leading beauty product business before the management team came to manage the Company. Should there be changes in the management team such that the new management team is not as capable as the current management team, the Company may not achieve consistent growth performance as the major shareholders are not involved in managing the Company. However, to incentivise the management by aligning their compensation with the growth of the Company, the Company issued and offered ESOP warrants to the management, equal to 3% of total issued shares. Also, G&G, a company owned by the management, will hold 8.0% shares of the Company after the IPO. G&G agrees not to sell the 8.0% of shares in the Company within a period of three years after the IPO (Voluntary Share Lock-up). However, any new shareholder that holds more than 25% of the shares must comply with the takeover procedures. This serves as a mechanism to protect minority shareholders' rights to sell shares at the same price as the major shareholders or to decide whether to continue their shareholding under new major shareholders and/or a new management team. The Company also has a nomination and remuneration committee which has created a succession plan for all top executive positions (C-Level), including CEO, CFO, CMO, COO, and CCO for managerial continuity. Gap analysis in terms of knowledge, skills, and a skills development plan is considered in creating the succession plan.

## 4. Risk from a private equity fund being the ultimate beneficial investor of AAH with possible conflict of interest with the Company or other shareholders in the future.

The ultimate beneficial investor in AAH is a private equity fund which invests in various businesses and which therefore may invest in companies whose business could be connected to that of the Company. This may cause the Company not to have the opportunity to invest in such companies to strengthen its operating performance and so achieve the greatest possible benefits for the Company or other shareholders. However, on 14 September 2020, Henderson Capital Asia ("Henderson"), including other companies under Henderson: 1) Hudson Asia Holdings, 2) Darlex Limited, 3) New Diamond Holdings, and 4) WorldWideVac (collectively the "Henderson Group") and Ms.Piyawadee Sornsingh confirmed in a Confirmation Letter to the Company that they will not invest in companies that compete with the Company in the same market, as long as Henderson and Ms.Piyawadee Sornsingh remain major shareholders of the Company. Currently, Henderson does not invest in companies that compete with the Company in the same customer segment and similar products. Also, LC1LP's investment horizon ended in 2020.

## 5. Risk that major shareholders who hold more than 25% shares have influence in the voting at shareholders meetings.

After the offering of 92,641,600 shares along with the IPO and the offering of up to 22,920,000 existing shares held by AAH, and immediately after the Company's shares are listed on SET, AAH will hold 36.1% of paid-up shares of the Company. Thus, other shareholders may face the risk that they cannot accumulate the votes to balance AAH's proposals to the shareholders meetings. However, the Board of Directors comprises nine directors, six of which are independent directors, a chairman that is an independent director, and three independent directors performing as the audit committee, to inspect matters, balance decisions, and consider matters before presenting them to the shareholders meeting. The Company must also comply with the rules and regulations of the SEC and the SET.

## 6. Risk from reliance on a limited amount of manufacturers

Purchases from the main manufacturer in South Korea accounted for 61%, 55%, 50%, and 52% of total purchases in 2017, 2018, 2019, and the 9-month period that ended on 30 September 2020, respectively. Manufacturing contracts with the main manufacturer in South Korea are for a term of three years and can be automatically renewed for another term of three years if contract parties do not inform the other party that they wish to terminate the contract before it expires. The Company is aware of the risk of the main manufacturer's inability to manufacture or to supply products for the Company. Therefore, the Company: (1) engages other manufacturers in Thailand who are well-known and have international manufacturing standards to diversify the reliance on the main manufacturer, and (2) engages directly with the manufacturers, bypassing engagement through the main manufacturer to mitigate the risk of reliance on only one main manufacturer.

## 7. Risk from product imitation or unauthorised use of the Company's intellectual properties by third party.

The Company does not manufacture products but outsources such production to internationally reputable manufacturers. The Company enters into manufacturing agreements with all manufacturers who have access to the the Company's proprietary formulae of its products. Under these agreements, the manufacturers cannot disclose the Company's formulae or ingredients to third parties. The Company is provided with protection against risk of product imitation that may impact its business. The Company also uses market research studies, which are conducted specifically for the Company, to focus on new product concepts that are innovative and difficult to

imitate. As such, for others to imitate the company's products, it will cost substantial investment and time. The Company's product variety in terms of categories and format helps reduce the risk of product imitation in the long run.

## 8. Risk from reliance on business through modern trade channels, specifically through convenience stores.

The Company is exposed to the risk of reliance on mainly domestic distributors through convenience stores which account for 51.7% of total sales for the 9-month period ending 30 September 2020. The Company has considered expanding distribution to other channels, including 1) Supermarket/Hypermarket and Health and Beauty Stores, 2) Direct-to-Consumer (D2C), and 3) overseas. Currently, sales to domestic distributors for cross-border distribution, sales to foreign distributors, and service income from overseas business accounts for 9.3% of gross sales before return provision adjustments, for the 9-month period ending 30 September 2020.

On 12 January 2021, the Company entered into an MOU to develop a D2C channel with O-Shopping (a subsidiary of GMM) which specifies conditions for the Company and O-Shopping to co-develop and co-own new food supplement and skin care products and brands, and incorporate, within the third quarter of 2021, a Joint Venture in which the Company will hold 40% stake and O-Shopping will hold a 60% stake. After the parties have entered into this MOU, the Company can still develop and distribute food supplement products under the Rojukiss brand. However, if the Company wishes to launch new food supplement brands it must develop and launch them through the Joint Venture. The Company and O-Shopping are in discussions to ease such conditions in the shareholders agreement to be entered into for the Joint Venture.

## 9. Risk from fierce competition

The skin care and cosmetic markets are highly competitive and consistently attract new players. The Company must always innovate to cater consumer needs by focusing on 1) the quality of its products being high enough to meet the market's needs, 2) the speed of innovation to be the quickest company to launch products according to the latest consumer trends, and 3) the brand identity by creating memorable identity of products and brands in consumers' perceptions.

## 10. Risk from lack of liquidity in business operations

The Company's cash cycle is rather long and has consistently increased from 178 days in 2017 to 227 days in the third quarter of 2020, which may affect the liquidity in the business operations of the Company. The Company has: 1) accounts

receivable days averaged at 140 days in 2018 – 2019, and during the 9-month period in 2020 the Company was affected by the COVID-19 pandemic in which the government imposed a lock down restriction, causing semi-credit customers, including Watsons and EVEANDBOY, to close down many branches and lose sales. As a result, the Company could collect lower payment than at normal times. 2) The average inventory periods were 102 – 105 days during 2018 – 2019, but during the 9-month period in 2020, it increased to 116 days as the Company was affected by the COVID-19 pandemic. 3) The Company has a rather short credit term, which is normally 30 – 45 days. The Company has measures to manage working capital by utilising short-term loans from commercial banks which can extend the payment term for another 150 – 180 days.

#### **11. Risk from the issue of shares and offer for sales in initial public offering and the issue of shares for the exercise of ESOP warrants by executives and employees.**

The Company issued and offered to its executives and employees 18,000,000 units of ESOP warrants to purchase ordinary shares and allocated 18,000,000 newly issued shares at a par value of THB 0.50 for the exercise of the warrants. After the exercise of these ESOP warrants, the number of issued and paid-up shares will increase by up to 18 million shares at a par value of THB 0.5 from 600 million shares to no more than 618 million shares, or up to 2.9% of the Company's paid-up capital if executives and employees exercise the full amount of ESOP warrants (i.e., 18 million units to purchase 18 million shares of the Company during a 5-year period where the exercise of the ESOP warrants amounts to 10% of the allocated warrants in the second year, 40% in the third year, 70% in the fourth year, and 100% in the fifth year). This will result in the Earnings Per Share Dilution or Control Dilution of 2.9% of the original Earnings Per Share or voting rights when compared to the total number of 600,000,000 issued and paid-up shares (post-IPO paid-up capital). As the ESOP warrant exercise price is not lower than 80% of IPO price, there may be price dilution. On the assumption that the market price on the offering date equals the IPO price at THB 9.0 per share, the price dilution will be 0.6% on the fully diluted basis whereas the control dilution will be 2.9% of the total number of voting shares on the fully diluted basis if all warrants are exercised. According to Thai Financial Report Standard No. 2, shares-based payment requires that the Company must assess the fair value of ordinary shares in the exercise of ESOP warrants by its executives and employees and record the differences between the fair value of ordinary shares and the offering price which is THB 32.4 million as an expense in the income statement using the share-based payment approach. The expense is calculated using the highest value of rights to purchase ordinary shares of the Company at THB 9.0 per

share which will be gradually recognised as expenses on the share basis every quarter, starting from the first quarter of 2021 and ending in the fourth quarter of 2025. In 2021 and 2022, the expense that will be recognised is approximately THB 2.3 million per quarter while in 2023 approximately THB 1.9 million of expense will be recognised per quarter. In 2024, approximately THB 1.1 million of expense will be recognised per quarter, and in 2025 approximately THB 0.5 million of expense will be recognised per quarter.

#### **12. Risk from second wave of COVID-19 pandemic**

The second wave of the COVID-19 pandemic may adversely impact the Company's operations such as the decrease in sales of cosmetic products, the longer collection period, and the decrease in overseas income, the same way as the effects of the first COVID-19 pandemic since the end of the first quarter of 2020. The Company adjusted the use of the expenditure budget to align with its operating performance and increased the flexibility of the annual budget to correspond with the current situation. The Company also has plans to expand distribution channels to direct-to-customer (D2C) channels to reduce the reliance on distributors. For operations, the Company improved its existing BCP plan to address emergencies and enable it to function according to requirements. The COVID-19 pandemic also affected overseas operations in which each country imposed lock-downs according to its domestic situations. As the Company imports products from overseas, it determined and maintained an appropriate and sufficient safety stock of inventory and the Company's manufacturers are located in different cities and countries. This has given the Company flexibility in finding substitute manufacturers, as well as manufacturers in Thailand that can also manufacture products with similar quality and cost to those of imported products. In the previous COVID-19 pandemic, the Company did not have issues arising from insufficient goods for distribution. Also, the export of products (excluding service income from Indonesia) to Indonesia and the Philippines accounted for 2.2% of selling revenue after trade discounts and return provision during the 9-month period ending 30 September 2020. As such, should these countries be adversely affected by the COVID-19 pandemic, the Company would still have revenue from domestic sales including modern trade, general trade, and online as its main source of income.

# Property used in the business

## Main property

As at 31 December 2020, the Company and its subsidiary have operating assets after deduction of depreciation as shown in the Company's financial statements amounting to Baht 50.6 million as per below detail:

Type	Ownership	Net book value as at 31 December 2020 (million Baht)	Obligation
1. Office apartments and building improvements	Owner	38.4	Collaterals for long-term borrowings from financial institution
2. Furniture and office equipment	Owner	11.2	Nil
3. Computers and gadgets	Owner	1.0	Nil
<b>Total</b>		<b>50.6</b>	

## Office apartments and building improvements

As at 31 December 2020, the Company had office apartments and building improvements with net book value amounting to Baht 38.4 million or 4.6% of total assets as per below detail:

Type and location	Objective	Ownership	Net book value as at 31 December 2020 (million Baht)	Obligation
Office apartments and building improvements, Huaikwang district, Bangkok	Office	Owner	38.4	Collaterals for long-term borrowings from financial institution
<b>Total</b>			<b>38.4</b>	

## Furniture and office equipment

As at 31 December 2020, the Company had furniture and office equipment with net book value amounting to Baht 11.2 million or 1.3% of total assets as per below detail:

Type and location	Objective	Ownership	Net book value as at 31 December 2020 (million Baht)	Obligation
Furniture and office equipment	Business operation	Owner	11.2	Nil
<b>Total</b>			<b>11.2</b>	



## Computer and gadgets

As at 31 December 2020, the Company had computer and gadgets with net book value amounting to Baht 1.0 million or 0.1% of total assets as per below detail:

Type and location	Objective	Ownership	Net book value as at 31 December 2020 (million Baht)	Obligation
Computer and gadgets	Business operation	Owner	1.0	Nil
Total			1.0	

## Intangible assets

As at 31 December 2020, the Company had intangible assets with net book value amounting to Baht 5.9 million or 0.7% of total assets as per below detail:

Type	Net book value as at 31 December 2020 (million Baht)
Trademark	4.5
Software	1.2
Software under development	0.2
Total	5.9




## Intellectual Property


### Trademark


As at 31 December 2020, the Company is a trademark owner both in Thailand and other countries as per below detail:

#### Thailand

In Thailand, the Company has already registered 4 trademarks, has paid for registration 1 trademark and on process of registration with 9 trademarks.









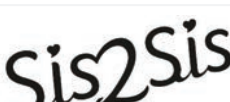
Trademark	Registration No.	Type	Period	Remark
	BOR46760	Sales promotion and business advertising	2 July 2009 - 1 July 2029	-
	KOR297675	Skincare	21 May 2008 - 20 May 2028	-
	KOR367399	Skincare	9 April 2010 - 8 April 2030	-











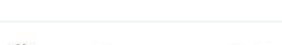


Trademark	Registration No.	Type	Period	Remark
	-	Skincare	-	Payment was done (Waiting for the official form issued by Department of Intellectual Property)


















	191121790	Cosmetics	10 May 2018 - 9 May 2028	-
-----------------------------------------------------------------------------------	-----------	-----------	--------------------------	---

### International

In other countries, the Company has already registered 39 trademarks, announced and waiting for validation by the registrar 1 trademark, already announced 1 trademark and on process of registration 1 trademark.

Trademark	Country	Registration No.	Type	Period	Remark
	China	32370038	Cosmetics	7 April 2019 - 6 April 2029	-
	China	33433398	Cosmetics	14 May 2019 - 13 May 2029	-
	China	33433399	Cosmetics	7 February 2020 - 6 February 2030	-
	Japan	6185395	Cosmetics	4 October 2019 - 4 October 2029	-
	Indonesia	IDM000757882	Cosmetics	21 May 2020 - 5 October 2028	-
	India	4029217	Cosmetics	17 December 2018 - 17 December 2028	-
	Philippines	4-2019-001595	Cosmetics	9 June 2019 - 9 June 2029	-
	USA	6,146,441	Cosmetics	8 September 2020 - 8 September 2030	-
	Vietnam	-	Cosmetics	-	On process of announcement

Trademark	Country	Registration No.	Type	Period	Remark
	Hong Kong	302243295	Skincare	7 May 2012 - 6 May 2022	-
	South Korea	4010450410000	Skincare	9 July 2014 - 9 July 2024	-
	South Korea	4009721180000	Skincare	31 May 2013 - 31 May 2023	-
	South Korea	4009721190000	Skincare	31 May 2013 - 31 May 2023	-
	Laos	30828	Skincare	18 December 2014 - 18 December 2024	-
	Myanmar	IV2161/2013	Skincare	1 March 2013 - No expiry date	-
	Singapore	T1317103B	Skincare	26 February 2016 - 23 October 2023	-
	Turkey	2013105033	Skincare	26 September 2014 - 23 December 2023	-
	Cambodia	34774/10	Skincare	29 July 2010 - 22 February 2030	-
	China	12030377	Skincare	28 June 2014 - 27 June 2024	-
	China	6918481	Skincare	7 September 2010 - 6 September 2030	-
	Hong Kong	301157148	Skincare and cosmetics	10 July 2008 - 9 July 2028	-
	India	1928278	Skincare and cosmetics	1 March 2010 - 1 March 2030	-
	Indonesia	IDM000290479	Skincare	20 January 2011 - 26 August 2029	-
	Indonesia	-	Food supplement	-	Announced and waiting for validation from the registrar

Trademark	Country	Registration No.	Type	Period	Remark
	Japan	5362546	Skincare	22 October 2010 - 22 October 2030	-
	South Korea	4009888940000	Skincare	16 August 2013 - 16 August 2023	-
	South Korea	4009888950000	Skincare	16 August 2013 - 16 August 2023	-
	South Korea	4010450400000	Skincare	27 June 2014 - 27 June 2024	-
	South Korea	4007686890000	Skincare	13 November 2008 - 13 November 2028	-
	South Korea	4008320030000	Skincare	4 August 2010 - 4 August 2030	-
	Laos	30829	Skincare	18 December 2014 - 18 December 2024	-
	Laos	20248	Skincare	18 May 2010 - 20 January 2030	-
	Malaysia	9011978	Skincare	20 July 2009 - 20 July 2029	-
	Myanmar	IV2161/2013	Skincare	28 February 2013 - No expiry date	-
	Philippines	4-2009-010407	Skincare	4 May 2020 - 3 May 2030	-
	Singapore	T1317104B	Skincare	29 May 2014 - 23 October 2023	-
	Taiwan	1624042	Skincare	1 February 2014- 31 January 2024	-
	Taiwan	128663	Skincare	1 November 2007 - 31 October 2027	-
	Turkey	2013105056	Skincare	16 October 2014 - 23 December 2023	-
	USA	3984772	Skincare	28 June 2011 - 28 June 2021	-
	Vietnam	40158789000	Skincare	24 February 2011 - 12 October 2029	-

## Patent and petty patents

As of 31 December 2020, the Company is the owner of patent and petty patent in Thailand and other countries with detail as below:

### Thailand

#### Cosmetics

The Company has registered 1 petty patent for ready-to-use cosmetics packaging with the period coverage not less than 7 years. The Company is also on process of filing for 3 design patents.

#### Skincare

The Company is on process of filing for 1 petty patent of packaging and 1 design patent for packaging.

Patent and petty patent	Registration No.	Type	Registration date	Remark
Petty patent	15347	Ready-to-use cosmetics packaging	19 July 2019	-

### International

#### Skincare

The Company is filing for 5 design patent of packaging in 5 countries.

#### Cosmetics

The Company has registered 2 petty patents for ready-to-use cosmetics packaging in 2 countries and on approval process of 3 petty patents for ready-to-use cosmetics packaging in 3 countries.

The Company has registered 11 design patents for cosmetic packaging and brushes in 6 countries with period cover not less than 7 years. There are 3 applications in 2 countries on filing process for design patent for cosmetic packaging and brushes.

Patent and petty patent	Country	Registration No.	Type	Registration date
Design patent	USA	D889,848	Cosmetic brush	14 July 2020
Petty patent	China	201822115509.7	Ready-to-use packaging	14 January 2020
Design patent	China	ZL201830687693.5	Cosmetic packaging	13 September 2019
Design patent	China	ZL201830687753.3	Cosmetic packaging	15 October 2019
Design patent	China	ZL201830687372.5	Cosmetic packaging	15 October 2019
Design patent	Indonesia	IDD000053824	Cosmetic packaging	22 January 2019
Design patent	Indonesia	IDD53823	Cosmetic packaging	22 January 2019
Design patent	Vietnam	31238	Cosmetic brush	19 August 2020
Design patent	Vietnam	31239	Cosmetic brush	19 August 2020
Design patent	Philippines	3-2019-050007	Cosmetic packaging	7 June 2019



Patent and petty patent	Country	Registration No.	Type	Registration date
Design patent	Philippines	3-2019-050008	Cosmetic brush	7 June 2019
Design patent	Philippines	3-2019-050009	Cosmetic brush	7 June 2019
Petty patent	Japan	3224162	Ready-to-use packaging	6 November 2019

# Legal Dispute

As of 31<sup>st</sup> December 2020, The Company and its subsidiaries are not involved in any litigation or legal action. Or as a party in any dispute that the Company believes will have a negative impact on the Company's asset and Subsidiaries that amount higher than 5.0% of shareholders' equity according to the consolidated financial statement of the Company for year ended 31<sup>st</sup> December 2020 or affecting the Company's operation or subsidiaries in significant.

# Other important information

## General Information of the Company

Company Name	ROJUKISS INTERNATIONAL PUBLIC COMPANY LIMITED
Business Type	Develop, hire, manufacture and distribute skincare products, cosmetic products, and food supplements.
Company Registration No.	0107563000185
Head Office Location	Rojukis International Public Company Limited 100/8 Vongvanit Complex B Building, 19th Floor, Rama 9 Road, Huai Khwang, Bangkok 10310
Phone	02-645-1155
Registered Capital	309,000,000 Baht
Paid-up Capital	300,000,000 Baht
Homepage	<a href="http://www.rojukissinternational.com/th">http://www.rojukissinternational.com/th</a>
Investor Relations	Ms. Natthiya Kunlasoot

## Securities Registrar

Company Name	Thailand Securities Depository Co., Ltd.
Head Office Location	93 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400
Phone	02-009-9000
Fax	02-009-9991
TSD Call Center	02-009-9999

## Auditor

Company Name	Price Waterhouse Coopers AAS Co., Ltd.
Head Office Location	179/74-80 Bangkok City Tower, 15th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
Phone	02-844-1000
Fax	02-286-5050

## Internal Auditor

Company Name	IA Signature Co., Ltd.
Head Office Location	324/10 Verve Petchkasem Village, 81 Macharoen Road, Nongnangplu, Nongkhaem, Bangkok 10160
Phone	02-079-5499

## Legal Advisor

Company Name	Baker & Mackenzie Co., Ltd.
Head Office Location	990 Abdulrahim Building, 5th, 10th and 21-25 Rama IV Road, Silom, Bangrak, Bangkok
Phone	02-636-2000

## Information of subsidiaries and joint ventures

Company Name	PHD International Co., Ltd.
Business Type	Beauty Products Licensed Sales
Country of business	Hong kong
Shareholding Ratio	100%
Registered Capital/ Paid-up Capital	THB 44,793 /Fully paid



## **Section 2**

### **CORPORATE GOVERNANCE**

- 1. Shareholders' Information**
- 2. Dividend Policy**
- 3. Company Structure**
- 4. Corporate Governance**
- 5. Social Responsibility**
- 6. Internal Control and Risk Management**
- 7. Related Party Transactions**



# Shareholder's Information

## Details of Issuer:

Rojukiss International Public Company Limited (the “Company”) was incorporated on 2 March 2007 by Ms. Piyawadee Sornsingh. The Company’s objectives are to develop, outsource production of, and distribute facial skincare products under the “Rojukiss”, “PhDerma”, “PhD K-Derma”, “Wonder Herb”, and “Best Korea” brands; cosmetic products under the “Sis2Sis” brand; and food supplement products under the “Rojukiss” brand, totaling over 200 SKUs, all of which are products and formulae developed, improved, and packaged by the Company, together with manufacturers. The Company distributes its products both domestically and internationally. The Company has continuously grown as a result of marketing efforts to build and strengthen awareness of various brands, new product development with innovation that better caters to various and ever-changing consumer needs, and improvement of existing products to better serve consumer needs. During the past three years (2017 – 30 September 2020), the Company has developed and launched over 97 products which have generated total revenue of THB 1,322 million over this period. The Company has continuously improved existing products and developed new products to ensure that its products’ qualifications, formats, packages, and prices can meet consumer needs at relevant periods. The Company focuses on using innovations that are different from other products in the market. The product development activities of the Company are an ongoing process which are based on market research and consumer studies, in order to identify innovations and to even create awareness of consumer’s unmet needs. The Company launches new products every year with the focus on agility in market research to study consumer needs and flexibility in new product development and distribution. These are the Company’s competitive advantages. On average, the Company takes nine to twelve months, depending on the specific product, to develop and distribute new products.

In 2017, the Company by resolution of the Extraordinary General Meeting of Shareholders No. 1/2560 held on 30 June 2017, issued and allocated ordinary shares and increased its registered capital to THB 173.33 million by allocating existing ordinary shares and newly issued ordinary shares to AAH that is a juristic person incorporated to hold shares of the Company for Lakeshore Capital I LP (“LC1LP”) and LC1 Aurora Co-investment LP (“LC1AC”) (collectively referred to as “Lakeshore Group”), both of which are private equity funds. Lakeshore Group has expanded the Company’s business by bringing in a professional management team with extensive experience in the consumer goods industry, to manage the Company and grow it quickly.

According to the studies of Nielsen Company (Thailand) Limited (“Nielsen”) on the offline market for facial skincare products, covering the mass market, including modern trade and general trade (but excluding the luxury market that sells products in department stores), the market for facial moisturiser for women grew at a Compound Annual Growth Rate (CAGR) of 6.4% from 2017 – 2019 (at a CAGR 4.9 % in 2018 and 7.8 % in 2019). The Company’s strategy is to focus on understanding and catering to different consumer needs with innovative products, not only in terms of high quality and efficacy, but also accessibility (beauty convenience), affordable prices, the right size and packaging, and value for money, making it easier for consumers to make purchasing decisions. Also, thanks to the Company’s wide distribution network using various distribution channels that are easily accessible by consumers, the Company has been able to grow its facial moisturiser products quickly and consistently for women under the Rojukiss brand at a CAGR of 92.4% over the period 2017 – 2019 (according to Nielsen). This gives the Company the fifth highest value measured by sales of facial moisturiser products for women in Thailand and the highest value measured by sales among companies incorporated and managed by Thais in the facial moisturiser for women market.

Also in 2019, the Company’s sales grew 67% which was 10.6 times higher than the overall market growth rate of facial moisturiser for women. This made the Company the growth driver of Thailand’s overall skincare market. “Rojukiss” is the main brand of the Company of which various products are market leaders in various product categories, according to Nielsen’s information in 2019, including:

- Rojukiss serum brand with #1 highest value when measured by sales in Thailand with respect to facial moisturiser for women;
- Rojukiss Acne Spotless Serum as #1 highest value when measured by sales in Thailand’s acne care product market;

- Rojukiss Eye For Face Cream as #1 highest value when measured by sales in Thailand's anti-aging market in convenience stores from August 2019 (product launch date) – December 2019;
- Rojukiss's Facial Sheet Mask sales grew faster than the overall sheet mask market by 6.6 times;
- Rojukiss's beauty soap grew the fastest in the beauty soap market in convenience stores;

Also, the Company's Sis2Sis brand features an innovative packaging design that involves ready-to-use packaging sachet with cosmetic brush, pioneered by the Company in Thailand and many other countries. A patent for these products is registered both in Thailand and other countries to prevent imitation. The Company first distributed Sis2Sis products in 2018 through convenience stores, and they were well received by consumers. In 2019, Sis2Sis lipsticks gained the highest market share in terms of quantity sold. Sis2Sis mascara also gained the second highest share of the market in terms of quantity sold, according to Nielsen's information for the cosmetics market in 2019.

As of 30 September 2020, the Company has developed, outsourced production of, and distributed three product categories, including (1) skin care products representing 84%, (2) colour cosmetics representing 12%, and (3) food supplements representing 4% of sales before discount and return provision. The Company distributes products in Thailand and four other countries, including Laos, Cambodia, Indonesia, and the Philippines. Additionally, the Company provides business, marketing, and distribution consultancy services for overseas partners that manufacture and distribute the Company's products. In the fourth quarter of 2019, the Company granted rights for the manufacturing and sale of Sis2Sis products to its manufacturing and distributing representatives in Indonesia where over eight SKUs of Sis2Sis products were distributed through the largest network of convenience stores in Indonesia. The Company has achieved fast growth potential in Asia for cosmetic products, particularly in Indonesia where it conducted market

research and understood different consumer preferences and skin tones between Indonesian and Thai consumers. Thus, the Company saw the opportunity to launch Sis2Sis products with innovative and modern packaging with high quality, and convenient usage, suitable for Indonesian consumers' lifestyles. The Company, in collaboration with its manufacturing partners in Indonesia whose manufacturing standards comply with Halal standards, develops specific formulae for Indonesian consumers. For this reason, Sis2Sis products can respond well to target customers in Indonesia. The products have gained acceptance and have been distributed nationwide. Based on this success, the Company expanded Sis2Sis products to the Philippines through local distributors to distribute Sis2Sis products throughout the Philippines by entering into a distribution agreement on 31 January 2020 and started the distribution process in August 2020.

Also, during the 3rd quarter of 2020, the Company expanded skin care products under the Rojukiss brand to Indonesia through a local distribution partner who was a market leader in sales and marketing using the omni-channel process in Indonesia. Rojukiss's products were distributed through both offline and online channels. In 2021, the Company also plans to distribute both Rojukiss and Sis2Sis products in Vietnam.

In December 2020, the Company launched Wonder Herb skin care which features the use of herbal and natural extracts as ingredients. The Company also launched health food supplements under the Rojukiss brand, including Rojukiss Beta Glucen to cater to the growing trend of health conscious consumers during and after the COVID-19 period.

On 12 January 2020, the Company entered into a Memorandum of Understanding (the "MOU") to develop a direct-to-consumer channel with O-Shopping Limited ("O-Shopping"), a subsidiary of GMM Grammy Public Company Limited ("GMM"). Under this MOU, the Company and O-Shopping would co-develop and co-own food supplement and skin care product brands as well as set up a joint-venture. Also, the Company and GMM intended to create a strong strategic partnership. On 15 January 2020, AAH and Ms.Piyawadee Somsingh signed a Letter of Intent with GMM to grant GMM the conditional rights to purchase up to 40,459,500 shares and up to 19,480,500 shares of the Company from AAH and Ms.Piyawadee Somsingh, respectively, totalling up to 59,940,000 shares or up to 9.9% of total number of shares of the Company after the IPO at the IPO price. The conditions which must be met if shares are to be purchased include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders agreement will have been executed, and (b) GMM will have received approval from its Board of Directors' meeting and a shareholders' meeting to enter into the transaction. This Letter of Intent specifies that the conditional rights may not be exercised after 7 July 2021 and that GMM must be subject to a share lock up period of one year from the day of the transaction (Voluntary Share Lock-up).

After this sharelock up period, should GMM wish to sell the shares to a third party, GMM must in writing notify AAH and Ms.Piyawadee Somsingh of its intention to sell, the number of shares, and price, and the Company, and AAH has the right to find a purchaser of the shares that are held by GMM within 15 days from the date the notice is received at the higher price of: (a) offer price proposed to GMM by the third party or (b) 90% of the closing price which is determined from a weighted average price during a 30-day period before the notice of share sales. However, the Letter of Intent does not allow GMM to have representation on the Board of Directors of the Company. If GMM successfully purchases shares from AAH and Ms.Piyawadee Somsingh, AAH will hold approximately 176,226,420 shares or 29.4 % of total number of shares after the IPO and Ms.Piyawadee Somsingh will hold approximately 108,219,460 shares or 18.0% of the total number shares after the IPO based on the Company's shareholding structure after the offering of the Company's shares, and after the sale of the existing ordinary shares of AAH and Ms. Piyawadee Somsingh, on the first day of trading of the shares on the SET.

## Major Shareholders:

The following table summarises the Company's shareholding structure as of 18 December 2020 and after the initial public offering, the sale of existing ordinary shares, and after the exercise of the warrants to purchase the ordinary shares by the Company's executives and employees under the KISS ESOP.

Shareholder's names	As of 18 December 2020		After the initial public offering and the sale of existing ordinary shares on the first day that the Company's ordinary shares start trading on the SET		After the exercise of the warrants to purchase the ordinary shares by the Company's executives and employees under the KISS ESOP	
	Number of shares (Shares)	Shareholding percentage (%)	Number of shares (Shares)	Shareholding percentage (%)	Number of shares (Shares)	Shareholding percentage (%)
Aurora Asia Holding Pte Ltd. <sup>/1, /7, /8, /15</sup>	332,247,520	61.5	216,685,920	36.1	216,685,920	35.0
Ms. Piyawadee Somsingh <sup>/8, /15</sup>	159,843,960	29.6	127,699,960/8	21.3	127,699,960	20.7
Guts and Good Pte Ltd. <sup>/6</sup>	47,908,480	8.9	47,908,480	8.0	47,908,480	7.8
Mr. Anotai Adulbhan	40	0.0	40	0.0	40	0.0
Public	-	-	207,705,600	34.6	207,705,600	33.6
Company's executives and employees	-	-	-	-	18,000,000/8	2.9
<b>Total</b>	<b>540,000,000</b>	<b>100.0</b>	<b>600,000,000</b>	<b>100.0</b>	<b>618,000,000</b>	<b>100.0</b>

Notes: <sup>/1</sup> Aurora Asia Holding Pte Ltd. ("AAH") is a legal entity incorporated under the law of the Republic of Singapore to operate investment business as a holding company in which WorldWideVac Limited ("WWV")<sup>/2</sup> is a shareholder in AAH with 100% shareholding.

<sup>/2</sup> WWV is a legal entity incorporated under the law of the Cayman Islands to operate investment business in Aurora (Holding Company). It has two shareholders: Henderson Capital Asia <sup>/3</sup> ("Henderson") holding 75.42 % and LC1 Aurora Co-investment LP <sup>/4</sup> ("LC1AC"), holding 24.58%.

<sup>/3</sup> Henderson Capital Asia Limited is a legal entity incorporated under the law of the Cayman Islands to invest in high potential companies in Asia. Lakeshore Capital I LP <sup>/5</sup> ("LC1LP") holds 100% shares in Henderson. In the Letter of Commitment dated 14 September 2020 Henderson is committed to the Company as follows: (1) no limited partners are the major shareholder, or director, or management, or the Company's controlling person by definition of the notification of the Securities and Exchange Commission No. 17/2008 (definitions of terms relating to the issuance and offer for sale of securities), (2) as long as Henderson directly or indirectly holds more than 10% of the shares in the Company, Henderson will not invest in a business that competes with the Company in Thailand, and (3) if the ultimate general partners or limited partners are changed, Henderson and LC1AC, through Mr. Anotai Adulbhan, will notify the Company and request that the new ultimate general partners and limited partners comply with the rules of the SEC and with the Letter of Commitment, dated 14 September 2020.

<sup>/4, 5</sup> LC1LP and LC1AC is an Exempted Limited Partnership legal entity incorporated under the law of the Cayman Islands to invest in high potential companies in Asia. The investment is in the form of internationally managed Private Equity (Closed-end Private Equity). LC1LP's investors are in the type of Limited Partner with Lakeshore Capital I GP LP being a General Partner having the management control. Other investors in LC1LP and LC1AC include five institutional investors with total investment of more than 80%, and 41 High Net Worth individuals, both domestic and international, with total investments of not more than 20%. There is no person with possible conflicts with the Company or having direct or indirect investment of more than 5% of total investment in the Company. Nevertheless, LC1LP and LC1AC have Lakeshore Capital I GP LP as an Exempted Limited Partnership legal entity incorporated under the law of the Cayman Islands in which Lakeshore Capital I Ultimate GP Limited, which is an Exempted Company legal entity incorporated under the law of the Cayman Islands, has invested as General Partner with management control. The founders and shareholders of Lakeshore Capital I Ultimate GP Limited are: 1. Mr. Anotai Adulbhan 2. Mr. Panaikorn Chartkavanij, and 3. Mr. Supawat Likittanawong. The investment period of LC1LP ended in June 2020 so it could not enter into new investment other than that it has already invested. LC1AC was only incorporated to invest in the Company. Therefore, its investment period has expired at the same time and LC1AC's investment shall cease when LC1LP sells both direct and indirect investment in the Company.

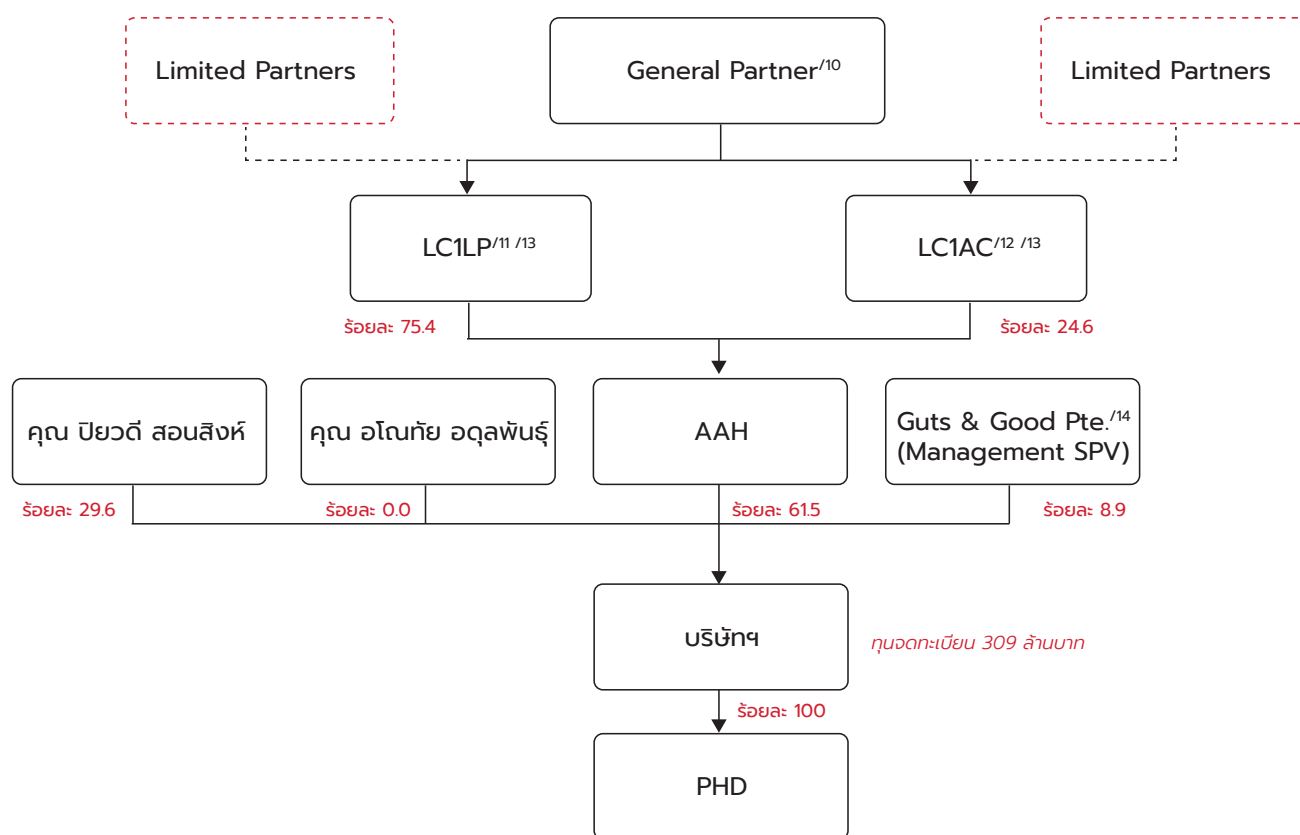
/6 Guts and Good Pte. Ltd. ("G&G") is a legal entity incorporated under the law of Republic of Singapore. G&G has a total of nine natural persons who are shareholders, and four shareholders are now the management of the Company: 1) Ms. Worawan Chaikamnerd, 2) Mr. Thanayus Leeraphan, 3) Ms. Naruemon Sukkamolwatana, and 4) Ms. Wipaporn Niamla-ong. The other five shareholders are the employees of the company. Ms. Worawan Chaikamnerd is a controlling person in G&G and has acted in concert with G&G. Also, G&G has agreed not to sell shares for a period of three years after the shares have been listed on the Stock Exchange of Thailand (Voluntary Share Lock-up), save for the sale of the shares by management in the event of a Tender Offer, which will change the management structure and result in the management remaining in office for less than three years, and for a sale of shares that complies with applicable law and regulations.

/7 AAH will offer 92,641,600 ordinary shares that it holds together with the public offering of 60,000,000 newly issued shares of the Company.

/8 AAH and Ms. Piyawadee Somsingh have notified the Company that immediately after the Company's newly issued shares have been listed on the Stock Exchange of Thailand, they intend to sell up to 22,920,000 shares and up to 32,144,000 shares, respectively at the same price as the offering price to the public. It is expected that the sale of existing ordinary shares will take place on the first day that the Company's ordinary shares start trading on the Stock Exchange of Thailand through Trade Report – Big Lot in Stock Exchange of Thailand. The sale of such existing ordinary shares is not a part of this initial offering and is not subject to any transfer restrictions. Such shares will be sold to institutional investors and/or retail investors. This type of sale of shares by AAH and Ms. Piyawadee Somsingh will not result in disqualification of independent directors or significant change in the shareholding structure or the management structure. Also, under the Letter of Commitment dated 14 September 2020, Ms. Piyawadee Somsingh committed to the Company that as long as she directly or indirectly holds more than 10% of the shares in the Company, she will not operate a business that competes with the Company in Thailand.

/9 If management and employees exercise the warrants to purchase the entire amount of the Company's ordinary shares allowed under KISS ESOP, the Company must record expenses on the share-based payment basis in an amount not exceeding THB 32.4 million calculated from the value of the subscription right of the Company's ordinary shares at the highest price of THB 9 per share. The expenses will be gradually recognised every quarter on the basis of this share-based payment, starting from the first quarter of 2021 and ending in the fourth quarter of 2025. In 2021 and 2022, the expense that will be recognised is approximately THB 2.3 million per quarter while in 2023 approximately THB 1.9 million of expenses will be recognised per quarter. In 2024, approximately THB 1.1 million of expenses will be recognised per quarter, and in 2025 approximately THB 0.5 million of expenses will be recognised per quarter.

## Brief shareholding structure is discussed below for understanding.



Notes: /10 The controlling persons of General Partner of LC1LP and LC1AC are: 1. Mr. Anotai Adulbhan, 2. Mr. Panaikorn Charitkavanij, and 3. Mr. Supawat Likittanawong. The control is through holding shares in Lakeshore Capital I Ultimate GP Limited

/11 LC1LP holds shares in AAH via Henderson (100%) and WWV (75.4%)

/12 LC1AC holds shares in AAH via WWV (24.6%)

/13 LC1LP and LC1AC are Exempted Limited Partnership legal entities incorporated under the law of the Cayman Islands to invest in high potential companies in Asia. The investment is in the form of internationally managed Private Equity (Closed-end Private Equity). LC1LP's investors are in the type of Limited Partner with Lakeshore Capital I LP being a General Partner with management control. Other investors in LC1LP and LC1AC include five institutional investors with total investment of more than 80%, and 41 High Net Worth individuals, both domestic and international, with total investments of not more than 20%. There is no person with possible conflicts with the Company or having direct or indirect investments of more than 5% of total investment in the Company.

/14 G&G has agreed not to sell shares for a period of three years after the shares have been listed on the Stock Exchange of Thailand (Voluntary Share Lock-up), save for the sale of the shares by management in the event of a Tender Offer, which will change the management structure and result in the management remaining in office for less than three years, and for a sale of shares that complies with applicable law and regulations.

/15 On 12 January 2020, the Company entered into an MOU to develop a direct-to-consumer channel with O-Shopping Limited ("O-Shopping"), a subsidiary of GMM Grammy Public Company Limited ("GMM"). Under this MOU, the Company and O-Shopping will co-develop and co-own food supplement and skin care product brands as well as set up a joint-venture. Additionally, the Company and GMM intend to create a strong strategic partnership. On 15 January 2020, AAH and Ms. Piyawadee Somsingh signed the Letter of Intent with GMM to grant GMM the conditional rights to purchase up to 40,459,500 shares and up to 19,480,500 shares of the Company from AAH and Ms. Piyawadee Somsingh, respectively, totalling up to 59,940,000 shares or up to 9.9% of total shares of the Company after the IPO at the IPO price. The conditions which must be met in order for the shares to be purchased include: (a) a joint venture between the Company and O-Shopping will have been set up and a shareholders agreement will have been executed, and (b) GMM will have received approval from its Board of Directors' meeting and a shareholders' meeting to enter into the transaction. This Letter of Intent specifies that the conditional rights may not be exercised after 7 July 2021 and that GMM must be subject to a share lock up period of one year from the day of the transaction (Voluntary Share Lock-up). After this share lock-up period, should GMM wish to sell the shares to a third party, GMM must in writing notify AAH and Ms. Piyawadee Somsingh of its intention to sell, the number of shares, and the price, and the Company and AAH have the right to find a purchaser of the shares held by GMM within 15 days from the date the notice is received at the higher price of: (a) offer price proposed to GMM by the third party or (b) 90% of the closing price which is determined from a weighted average price during a 30-day period before the notice of the share sale. However, the Letter of Intent does not allow GMM to have representation on the Board of Directors of the Company. If GMM successfully purchases shares from AAH and Ms. Piyawadee Somsingh, AAH will hold approximately 176,226,420 shares or 29.4% of total number of shares after the IPO and Ms. Piyawadee Somsingh will hold approximately 108,219,460 shares or 18.0% of total number shares after the IPO based on the Company's shareholding structure after the offering of the Company's shares, and after the sale of the existing ordinary shares of AAH and Ms. Piyawadee Somsingh, on the first day of trading of the shares on the SET.

# Dividend Payment Policy

The Company has a policy to pay dividends at the rate of not less than 50% of the Company's separate net profits after deducting corporate income tax and other reserve funds as required by law and as determined by the Company. The Board of Directors and/or shareholders may also take into consideration other factors in paying dividends, such as the operating result, financial position and liquidity of the Company, the Company's reserve funds for future investments, business expansion and repayment of loans, working capital requirements, any condition or restriction determined by loan agreements and other factors that might have an impact on the normal business operations of the Company. The amount of dividend payment must not exceed the Company's separate unappropriated retained earnings and aligned with relevant law and regulations. The Board of Directors may consider paying annual dividends subject to the approval of the Company's shareholders meetings. The Board of Directors can occasionally approve interim dividend payments in case that the Company earned enough profit in doing so and must report to the next shareholders' meeting.

## Dividend Payment and Legal Reserve Allocation during Fiscal Year 2020

Dividends	Approved by	Amount (Million Baht)	Dividend per share (Baht)
Annual Dividend 2019	Extraordinary General Meeting of Shareholders 1/2563 on 29 May 2020	107.41	6.20 <sup>1</sup>
Interim Dividend 2020	Board of Directors Meeting 3/2563 on 10 November 2020	89.10	0.165 <sup>2</sup>
<b>Total</b>		<b>196.51</b>	

<sup>1</sup> Ordinary shares 17,333,333 shares

<sup>2</sup> After increased the authorized share capital by issuing of new ordinary shares from 17,333,333 shares to 27,000,000 shares and decreased the authorized share capital from a par value of Baht 10 per share to Baht 0.50 per share. Consequently, total number of authorized ordinary shares increased to 540,000,000 shares.

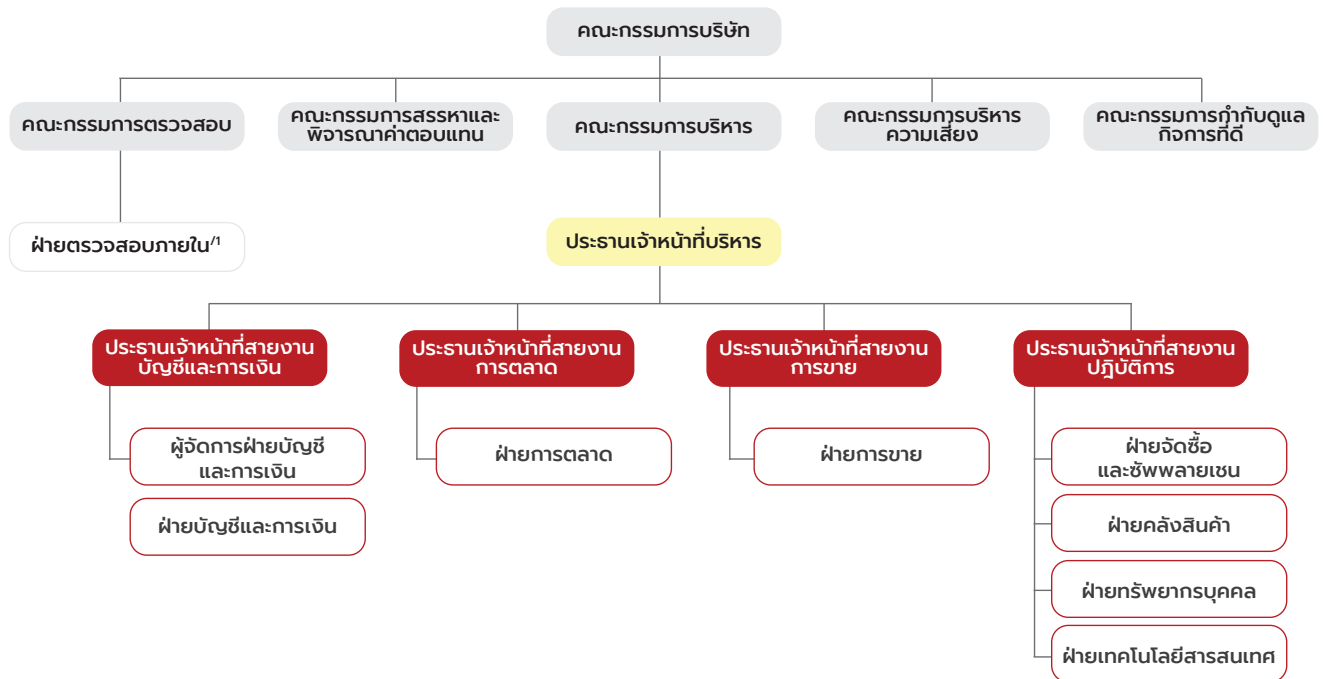
The Company has allocated legal reserve amounting to Baht 9,666,667 which was approved by the Board of Directors Meeting 3/2563 on 10 November 2020.

On 5 January 2021, the Board of Directors Meeting 1/2021 has passed a resolution to approve the interim dividend from net profit for the year ended at 31 December 2020 at the rate of Baht 0.1482 per share totaling Baht 80,028,000. The dividends were paid on 29 January 2021.



# Management Structure

The structure of management was approved by the Board of Directors 3/2563 on 22 June 2020 as follow:



Remark: /1 The Company hired IA Signature as an internal auditor until 2021 under the current contract

## The Board of Directors and Sub Committee

The Company's management structure comprise of the Board of Directors and 5 Sub-Committees which are (1) Audit Committee, (2) Nomination and Remuneration Committee, (3) Executive Committee, (4) Risk Management Committee and (5) Good Corporate Governance Committee.

## The Board of Directors

The Board of Directors consists of 9 members as following:

Name	Position
Dr. Lackana Leelayouthayotin <sup>(1)</sup>	Chairman / Independent Director
Mrs. Pratana Mongkolkul <sup>(2)</sup>	Vice Chairman / Independent Director / Chairman of Audit Committee
Dr. Chatrchai Tuongratanaphan	Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee
Dr. Anuphan Kitnitchiva	Independent Director / Chairman of Good Corporate Governance Committee / Member of Nomination and Remuneration Committee
Miss Pornchanok Tanskul	Independent Director / Member of Audit Committee
Mrs. Yayus Sulyanni Mak	Independent Director / Member of Good Corporate Governance Committee
Miss Piyawadee Sonsingh	Director
Mr. Anotai Adulbhan	Director / Member of Nomination and Remuneration Committee / Member of Good Corporate Governance Committee
Mrs. Worrawan Chaikamnerd	Director / Charman of Executive Committee / Chairman of Risk Management Committee

Remark:

(1) Dr. Lackana Leelayouthayotin was appointed as Chairman of the Board of Directors according to the resolution of the Board of Director meeting 5/2019 on 13 December 2019.

(2) Mrs. Pratana Mongkolkul was appointed as Vice Chairman of the Board of Directors according to the resolution of the Board of Director meeting 3/2020 on 22 June 2020.

Miss Wipaporn Niamla-ong was appointed as Company Secretary according to the Board of Director meeting 3/2020 on 22 June 2020.

## Authorized Directors of the Company

Authorized directors of the Company are “Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh two out of the three mentioned directors jointly sign and affixed with the Company’s seal”

## Meeting Attendance of the Board of Directors

Detail attendance of the Board of Directors in 2019 and 2020 are shown below:

Directors' Name	Attendance / Total Meetings (Times)	
	1 January - 31 December 2019 <sup>(3)</sup>	1 January - 31 December 2020
Dr. Lackana Leelayouthayotin	5 / 5	5 / 6
Mrs. Pratana Mongkolkul	5 / 5	6 / 6
Dr. Chatrchai Tuongratanaphan	5 / 5	4 / 6
Dr. Anuphan Kitnitchiva <sup>(1)</sup>	-	5 / 5
Miss Pornchanok Tanskul	5 / 5	6 / 6
Mrs. Yayus Sulyanni Mak <sup>(2)</sup>	-	3 / 3
Miss Piyawadee Sonsingh	4 / 5	6 / 6
Mr. Anotai Adulbhan	5 / 5	6 / 6
Mrs. Worrawan Chaikamnerd	4 / 5	6 / 6

Remark: (1) Dr. Anuphan Kitnitchiva was appointed as Independent Director according to the resolution of the Annual General Meeting of Shareholders 2020 on 23 March 2020.

(2) Mrs. Yayus Sulyanni Mak was appointed as Independent Director according to the resolution of the Extraordinary General Meeting of Shareholders 2/2020 on 14 July 2020.

(3) In 2019, the Company had the Board of Directors meeting 5 times to approve annual and quarterly financial statements 4 times and the 5th time was on 13 December 2019 to appoint sub committee and approve charters and policies. The charter of the Board of Director was approved then and mentioned that the Board meeting should be set up at least 6 times per year. To comply with good governance, the Company follows this charter in 2020 onwards.

## Sub-Committees

### A. Audit Committee

Audit Committee consists of 3 members as following:

Name	Position
Mrs. Pratana Mongkolkul	Chairman of Audit Committee
Miss Pornchanok Tanskul	Member of Audit Committee
Dr. Chatrchai Tuongratanaphan	Member of Audit Committee

Mrs. Pratana Mongkolkul has knowledge and experiences in field of accounting and finance to monitor and review the Company's financial statements and other matters as an audit committee.

### Meeting Attendance of Audit Committee

Detail attendance of Audit Committee in 2019 and 2020 are shown below:

Name	Attendance / Total Meetings (Times)	
	1 January – 31 December 2019	1 January – 31 December 2020
Mrs. Pratana Mongkolkul	4 / 4	5 / 5
Miss Pornchanok Tanskul	4 / 4	5 / 5
Dr. Chatrchai Tuongratanaphan	4 / 4	4 / 5

### B. Nomination and Remuneration Committee

Nomination and Remuneration Committee consists of 3 members as following:

Name	Position
Dr. Chatrchai Tuongratanaphan	Chairman of Nomination and Remuneration Committee
Dr. Anuphan Kitnitchiva	Member of Nomination and Remuneration Committee
Mr. Anotai Adulbhan	Member of Nomination and Remuneration Committee

### Meeting attendance of Nomination and Remuneration Committee

Detail attendance of Nomination and Remuneration Committee in 2019 and 2020 are shown below:

Name	Attendance / Total Meetings (Times)	
	1 January – 31 December 2019	1 January – 31 December 2020
Dr. Chatrchai Tuongratanaphan <sup>(1)</sup>	-	3 / 5
Dr. Anuphan Kitnitchiva <sup>(2)</sup>	-	3 / 3
Mr. Anotai Adulbhan	1 / 1	5 / 5
Dr. Lackana Leelayouthayotin <sup>(3)</sup>	1 / 1	2 / 2

Remark: (1) Dr. Chatrchai Tuongratanaphan was appointed as Chairman of Nomination and Remuneration Committee according to the resolution of the Board of Director meeting 5/2019 on 13 December 2019.

(2) Dr. Anuphan Kitnitchiva was appointed as a member of Nomination and Remuneration Committee according to the resolution of the Board of Director meeting 3/2020 on 22 June 2020

(3) Dr. Lackana Leelayouthayotin resigned from the position of Chairman of Nomination and Remuneration Committee in the Board of Director meeting 3/2020 on 22 June 2020.

## C. Executive Committee

Executive Committee consist of 5 members as following:

Name	Position
Mrs. Worrawan Chaikamnerd	Chairman of Executive Committee
Mr. Thanayus Leeraphan	Executive Committee
Miss Naruemol Sukkamolwatana	Executive Committee
Mr. Neti Meenmanee	Executive Committee
Miss Wipaporn Niamla-ong	Executive Committee

## Meeting Attendance of the Executive Committee

Detail attendance of the Executive Committee in 2019 and 2020 are shown below:

Name	Attendance / Total Meetings (Times)	
	14 December <sup>(1)</sup> – 31 December 2019	1 January – 31 December 2020
Mrs. Worrawan Chaikamnerd	1 / 1	12 / 12
Mr. Thanayus Leeraphan	1 / 1	12 / 12
Miss Naruemol Sukkamolwatana	1 / 1	12 / 12
Mr. Neti Meenmanee(2)	1 / 1	12 / 12
Miss Wipaporn Niamla-ong	1 / 1	12 / 12

Remark: (1) Date of appointment of Executive Committee

(2) Mr. Neti Meenmanee has joined the Company on 1 November 2019.

## D. Risk Management Committee

Risk Management Committee consists of 5 members as following:

Name	Position
Mrs. Worrawan Chaikamnerd	Chairman of Risk Management Committee
Mr. Thanayus Leeraphan	Risk Management Committee
Miss Naruemol Sukkamolwatana	Risk Management Committee
Mr. Neti Meenmanee	Risk Management Committee
Miss Wipaporn Niamla-ong	Risk Management Committee

## Meeting Attendance of Risk Management Committee

Detail attendance of Risk Management Committee in 2019 and 2020 are shown below:

Name	Attendance / Total Meetings (Times)	
	14 December <sup>(1)</sup> – 31 December 2019	1 January – 31 December 2020
Mrs. Worrawan Chaikamnerd	-	6 / 6
Mr. Thanayus Leeraphan	-	6 / 6
Miss Naruemol Sukkamolwatana	-	6 / 6
Mr. Neti Meenmanee	-	6 / 6
Miss Wipaporn Niamla-ong	-	6 / 6

Remark: (1) Date of appointment of Risk Management Committee

## E. Good Corporate Governance Committee

Good Corporate Governance Committee consists of 3 members as following:

Name	Position
Dr. Anuphan Kitnitchiva	Chairman of Good Corporate Governance Committee
Mrs. Yayus Sulyanni Mak	Member of Good Corporate Governance Committee
Mr. Anotai Adulbhan	Member of Good Corporate Governance Committee

## Meeting Attendance of Good Corporate Governance Committee

Detail attendance of Good Corporate Governance Committee in 2020 are shown below:

Name	Attendance / Total Meetings (Times)
	22 June <sup>(1)</sup> – 31 December 2020
Dr. Anuphan Kitnitchiva	1 / 1
Mrs. Yayus Sulyanni Mak	1 / 1
Mr. Anotai Adulbhan	1 / 1

Remark: (1) Date of appointment of Good Corporate Governance Committee

## Management

Management team consists of 6 members as following:

Management's Name	Position
Mrs. Worrawan Chaikamnerd	Chief Executive Officer
Mr. Thanayus Leeraphan	Chief Marketing Officer
Miss Naruemol Sukkamolwatana	Chief Operating Officer
Mr. Neti Meenmanee	Chief Commercial Officer
Miss Wipaporn Niamla-ong	Chief Financial Officer
Miss Rungchat Tepsuriyanont	Accounting and Finance Manager

## Company Secretary

The Board of Directors Meeting 3/2020 on 22 June 2020 has resolution to appoint Miss Wipaporn Niamla-ong as Company Secretary pursuant to the Securities and Exchange Act B.E. 2535 in section 89/15 and 89/16. Scope of duties and responsibilities of the Company Secretary are specified below.

1. Manage and keep the Company's documents:
  - (a) Director registration record,
  - (b) Invitation letter and minutes of the Board of Directors' Meeting
  - (c) The Company's annual report
  - (c) Invitation letter and minutes of the Shareholders' Meeting
2. Keep reports of interests on directors and executives or other reports in accordance with the laws, rules, charters or internal policies.
3. Submit copied reports of interests on directors and executives to Chairman of the Board of Directors and Chairman of the Audit Committee within 7 days after receiving the reports.



4. Provide information and supervise the Board of Directors and executives in accordance with the laws and the Company's rules and regulations and follow up on a regular basis to ensure that all are complied with the laws and related rules and regulations correctly. Inform directors and executives of any changes in regulations related to them.
5. Arrange shareholders' meetings and the Board of Directors' meetings in accordance with the laws, the Article of Association and related practices to ensure compliance with good corporate governance.
6. Record minutes of shareholders' meetings and the Board of Directors' meetings as well as ensure that all resolutions have been implemented.
7. Provide advisors or expertise from external to supervise the Board of Directors and provide support for all directors and executives to attend training courses in their relevant areas.
8. Supervise the Board of Directors in accordance with good corporate governance principles and evaluate the performances.
9. Ensure all information and report disclosed to related parties correctly.
10. Communicate to shareholders to ensure they receive information related to their rights and all news update and coordinate between shareholders, the Board of Directors and executives.
11. Ensure all policies and strategies are communicated and implemented.
12. Ensure effective evaluations for the Board of Directors' performance and report to the Board of Directors accordingly.
13. Perform other duties as assigned by the Board of Directors or other duties in accordance to laws, related rules and regulations and/or announced by the Capital Market Advisory Board.

## Remuneration for Directors and Executives

### Remuneration for Directors

#### (1) Monetary Remuneration

The Extraordinary General Shareholders' Meeting 2/2020, on 14 July 2020 has passed a resolution to determine remuneration for the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Executive Committee, Risk Management Committee and Good Corporate Governance Committee as follow:

Position	Meeting Allowance <sup>(1)</sup> (Baht per Time)	
	2019	2020
The Board of Directors		
Chairman / Vice Chairman	10,000	10,000
Director	10,000	10,000
Audit Committee		
Chairman of Audit Committee	5,000	5,000
Member of Audit Committee	5,000	5,000
Nomination and Remuneration Committee		
Chairman of Nomination and Remuneration Committee	5,000	5,000
Member of Nomination and Remuneration Committee	5,000	5,000
Executive Committee		
Chairman of Executive Committee	-	-
Member of Executive Committee	-	-
Risk Management Committee		
Chairman of Risk Management Committee	-	-
Member of Risk Management Committee	-	-

Position	Meeting Allowance <sup>(1)</sup> (Baht per Time)	
	2019	2020
Good Corporate Governance Committee		
Chairman of Good Corporate Governance Committee	-	5,000
Member of Good Corporate Governance Committee	-	5,000

Remark : <sup>(1)</sup> No monthly remuneration for all directors

Miss Piyawadee Sonsingh and Mr. Anotai Adulbhan expressed their intentions to not receive the remuneration. Members of the committee who are the Company's executives will not receive such remuneration.

The Company paid remunerations to 4 directors for the year-ended 31 December 2019 with total amount of Baht 280,000 as meeting allowances, details as below.

Name	Total Remunerations as of 31 December 2019						Total
	Board of Directors	Audit Committee	Nomina- tion and Remu- neration Committee	Exec- utive Commit- tee	Risk Manage- ment Commit- tee	Good Corporate Governance Commit- tee (3)	
Dr. Lackana Leelayouthayotin	50,000	-	5,000	-	-	-	55,000
Mrs. Pratana Mongkolkul	50,000	25,000	-	-	-	-	75,000
Dr. Chatrchai Tuongratanaphan	50,000	25,000	-	-	-	-	75,000
Dr. Anuphan Kitnitchiva <sup>(1)</sup>	-	-	-	-	-	-	-
Miss Pornchanok Tanskul	50,000	25,000	-	-	-	-	75,000
Mrs. Yayus Sulyanni Mak <sup>(2)</sup>	-	-	-	-	-	-	-
Miss Piyawadee Sonsingh	-	-	-	-	-	-	-
Mr. Anotai Adulbhan	-	-	-	-	-	-	-
Mrs. Worrawan Chaikamnerd	-	-	-	-	-	-	-
<b>Total</b>	<b>200,000</b>	<b>75,000</b>	<b>5,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>280,000</b>

Remark : (1) Was appointed as a director according to the resolution of the Annual General Shareholders' meeting 2020, on 23 March 2020.

(2) Was appointed as a director according to the resolution of the Extraordinary General Shareholders' meeting 2/2020, on 14 July 2020.

(3) Was set up according to the resolution of the Extraordinary General Shareholders' meeting 2/2020, on 14 July 2020.

The Company paid remunerations to 6 directors for the year-ended 31 December 2020 with total amount of Baht 400,000 as meeting allowances, details as below.

Name	Total Remunerations as of 31 December 2019						Total
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Risk Management Committee	Good Corporate Governance Committee (3)	
Dr. Lackana Leelayouthayotin	50,000	-	10,000	-	-	-	60,000
Mrs. Pratana Mongkolkul	60,000	25,000	-	-	-	-	85,000
Dr. Chatrchai Tuongratanaaphan	40,000	20,000	10,000	-	-	-	70,000
Dr. Anuphan Kitnitchiva <sup>(1)</sup>	50,000	-	10,000	-	-	5,000	65,000
Miss Pornchanok Tanskul	60,000	25,000	-	-	-	-	85,000
Mrs. Yayus Sulyanni Mak <sup>(2)</sup>	30,000	-	-	-	-	5,000	35,000
Miss Piyawadee Sonsingh	-	-	-	-	-	-	-
Mr. Anotai Adulbhan	-	-	-	-	-	-	-
Mrs. Worrawan Chaikamnerd	-	-	-	-	-	-	-
<b>Total</b>	<b>290,000</b>	<b>70,000</b>	<b>30,000</b>	<b>-</b>	<b>-</b>	<b>10,000</b>	<b>400,000</b>

Remark : (1) Was appointed as a director according to the resolution of the Annual General Shareholders' meeting 2020, on 23 March 2020.

(2) Was appointed as a director according to the resolution of the Extraordinary General Shareholders' meeting 2/2020, on 14 July 2020.

(3) Was set up according to the resolution of the Extraordinary General Shareholders' meeting 2/2020, on 14 July 2020.

## (2) Other remuneration (if any)

- None -

## Remunerations for Executives

The Company paid remuneration for 5 Executives (exclude Accounting and Finance Manager) for the year-ended 31 December 2019 and 2020 at the amount of Baht 33.7 million and Baht 37.9 million respectively. The remunerations consist of salary, bonuses, car allowances and contributions to provident fund.

The Company issued and offered its executives and employees 18,000,000 units of ESOP warrants under KISS ESOP program with the exercise price of Baht 7.20 per share according to the resolution of the Extraordinary General Shareholders' Meeting 2/2020, on 14 July 2020 in order to motivate and reward its executives and employees to create value of the Company and the shareholders. The number of warrants allocated may be varied depends on position, experiences, year of service, performance, potential and value created for the Company. ESOP warrants are valid for 5 years and the warrant holder can purchase the ordinary share of the Company at the exercise ratio of 1 unit of warrant to 1 ordinary share at the exercise price of not less than 80% of IPO price at Baht 9.0 per share.

KISS ESOP is allocated to 5 executives, totaling 51% of total warrants issued. All warrant holders can exercise the ESOP warrants amount to 0%, 10%, 40%, 70% and 100% during year 1-5 respectively. The Company has registered ESOP warrant transfer limitation already.

## Remuneration for Directors and Executives Policy and Structure

The Board of Directors will consider the remuneration structure and rate consistent with the responsibility and motivate the Board of Directors and Executives to lead the organization to achieve both short and long-term goal and in connection with the value created for the shareholders. Remuneration for the directors are consistent with the Company's strategy and long-term goal, experiences, scope, roles and responsibility and suitable when benchmarked with other companies in the same industry. Remuneration consideration will not include gender, religion, race differences. Shareholders will approve structure and rate of remuneration for directors and executives both monetary and non-monetary. The Company will disclose policy and structure for directors' remuneration and the amount in the Company's annual report.

## Employees

### Number of Employees

As of 31 December 2019 and 2020, the Company had total number of 179 and 137 employees respectively, details as shown below.

No.	Department	Number of Employees	
		31 December 2019	31 December 2020
1.	Executives	5	5
2.	CEO's secretary	1	0
3.	Accounting and Finance	11	10
4.	Marketing and New Product Development	15	13
5.	Sales	54	32
6.	Sales Operation	11	-
7.	Human Resources	3	3
8.	Information Technology	1	1
9.	Supply Chain	5	6
10.	Distribution	8	8
11.	Warehouse	12	11
12.	Logistics	7	9
13.	QC&QA	6	7
14.	Packing Planning	9	6
15.	Daily Packing	31	26
Total		179	137

### Remuneration for the employees

The Company paid remuneration for employees (exclude 5 Executives) for the year-ended 31 December 2019 and 2020 at the amount of Baht 74.3 million and Baht 75.3 million respectively. The remunerations consist of salary, bonuses, overtime, allowances and contributions to provident fund.

### Provident fund

The Company appointed SCB Asset Management Co., Ltd. as fund manager for the provident fund of the Company under the fund name SCB Master Fund.

### People development policy

The Company has people development policy to develop all employees competency, knowledge, skills and abilities appropriated to their jobs. The Company places a significance on developing its employees to grow and develop together by supporting all training and seminar both in house and with external organization suited for employees' needs and expertise.

# Corporate Governance

## 1. CORPORATE GOVERNANCE POLICY

The Company realizes the importance of adhering to the principles of corporate governance in business operations. Therefore, the Board of Directors has the policy to comply with the law, objectives, regulations, and resolutions of the shareholders' meeting of the Company. It also adheres to and follows good corporate governance principles such as the Code of Best Practices for Directors of Listed Company in accordance with the guidelines of the Stock Exchange of Thailand, the criteria under the Corporate Governance Report of Thai Listed Companies (CGR) of the Thai Institute of Directors (IOD), as well as the Good Corporate Governance Code for listed companies 2017 promulgated by the Securities and Exchange Commission (SEC), which the Company has adopted as a guideline for developing policies that include the rights and equality of the shareholders and stakeholders, structure, roles, responsibilities and independence of the Board of Directors, disclosure and transparency, control and risk management, and business ethics. All of these are for promoting the efficiency and transparency of the management and business. The content is reviewed annually, along with preparing a manual on the principles of good corporate governance and business ethics to guide all Directors, Executives and Employees to abide by and published on the Company's website for outsiders to be informed

The Corporate Governance Code (CG Code) consists of 8 principles as follows:

- Principle 1: Establish Clear Leadership Role and Responsibilities of the Board
- Principle 2: Define Objectives that Promote Sustainable Value Creation
- Principle 3: Strengthen Board Effectiveness
- Principle 4: Ensure Effective CEO and People Management
- Principle 5: Nurture Innovation and Responsible Business
- Principle 6: Strengthen Effective Risk Management and Internal Control
- Principle 7: Ensure Disclosure and Financial Integrity
- Principle 8: Ensure Engagement and Communication with Shareholders

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

- 1.1 The Board should demonstrate a thorough understanding of leadership role, assume responsibilities in overseeing the Company, and strengthen good governance, including defining objectives, determining means to attain the objectives, and monitoring, evaluating, and reporting on performance for the Company competitiveness and performance with a long-term perspective
- 1.2 The Board of Directors has established various policies including corporate governance policies. And social responsibility policy to create sustainable business value to promote ethical business operation Respect rights and be responsible for shareholders and stakeholders. Achieve success in the business of the company Benefit society and develop or reduce the environmental impact As well as being able to adapt under changing factors
- 1.3 The Board of Directors oversees the directors and executive duties in a responsible manner (Accountability And Responsibility I) cautious (Duty, Of Care on) integrity of the organization (Duty, Of the Loyalty) for the benefit of the company is important and required. To comply with the law, objectives, regulations, resolutions of the board of directors' meeting. And the resolution of the shareholders' meeting Including the policies or guidelines set by the company In which there must be an adequate mechanism to ensure that Operation of the Company It is in accordance with the relevant laws, objectives, regulations, resolutions of the board of directors' meeting. Shareholder meeting resolution And policies of the Company, as the policy of the related party (Girls Related, Party, Transaction Policy,) Policy Against Corruption at the (of Anti-Corruption Policy,) authority (Delegation Of Authority,) as well as the approval process. Important operations such as investments and transactions that have an impact on the company. Significantly Making a transaction with a connected person Acquisition or disposition of property and dividend payments, etc.

The Board of Directors understands the role Scope of duty And responsibilities of the Board of Directors Including clear scope of assignment of duties and responsibilities to the sub-committees and the management , as well as monitoring the performance of duties as assigned. The various charter of the Board of Directors and the sub-committees are in writing. And to conduct a regular review of the said charter at least once a year. To comply with the direction of the company

## **Principle 2 : Define the business objectives and main goals for sustainability.**

- 2.1 The Board of Directors attaches great importance to setting objectives and main business goals of the organization to be able to grow together with society with sustainability. Create value and benefit the organization, customers, partners, employees, shareholders, stakeholders. And society as a whole And will promote communication And strengthen the organization's objectives and main goals reflected in decision-making and The performance of personnel at all levels has become an organizational culture under the principles of good corporate governance.
- 2.2 Objectives, goals and business strategies for both annual and long term Must be consistent with the achievement of the objectives and main goals of the entity, environment, factors and risks that may affect all stakeholders. The innovations and technologies used properly and safely Also be aware of the risk of setting goals that could lead to conduct that is illegal or unethical ( the U Nethical the C Onduct) , as well as overseeing the relay. Objectives and goals through strategies and plans across the organization

## **Principle 3 : Strengthen the Board of Directors of the Company Productive**

- 3.1 The Board of Directors consists of not less than 5 but not more than 12 persons with duties and responsibilities in defining and reviewing the board structure. In terms of composition, qualifications, expertise, experience, number of directors suitable for business Proportion of independent directors to be as appropriate as necessary to achieve the stated objectives and main goals. The relevant practices can be summarized as follows:
- 3.1.1 The shareholders' meeting shall appoint the Company's directors. The term of office is 3 years. The directors who retire by rotation may be re-elected from the shareholders' meeting.
- 3.1.2 Company Directors Must have qualifications and not have any prohibited characteristics as required by law.
- 3.1.3 Board of Directors It consists of at least half of the independent directors. But not less than 3 persons and independent directors must be independent from Executive control Major shareholders And must not be involved or have any interest in finance and business management. They also meet the qualifications of an independent director as prescribed in the Notification of the Capital Market Supervisory Board Re: Application for and Approval for Offer for Sale of Newly Issued Shares And has a scope of duties and Responsibility as required by law, announcement, regulations and / or regulations
- 3.1.4 Directors and senior management of the Company Has the duty to report information on being the executive director. Person with controlling power in a limited company or other public limited company Being a managing partner in an ordinary partnership Or being a limited liability partner in a limited liability partnership to the company in accordance with the rules and procedures prescribed by the board of directors
- 3.1.5 The Board of Directors establishes the scope of powers and duties of the Board of Directors. The details of the composition, qualifications, appointment, term of office and vacation from office shall be specified in the Board of Directors Charter.
- 3.1.6 The board will disclose policies for determining the composition of diverse committees. And information of directors such as age, educational background, experience, shareholding percentage Years of being a director And the holding of director positions in other listed companies In the annual report and on the Company's website



3.1.7 The Board of Directors will appoint the Company Secretary. To perform various functions As required by law And perform other duties as assigned by the Board of Directors.

3.2 The Board of Directors will appoint a suitable person to be the Chairman of the Board. And to ensure that the composition and operation of the Board of Directors facilitates the exercise of independent judgment in decision-making. The Board of Directors will appoint one independent director to consider the agenda of the board meeting. To promote the balance of power between the board of directors and the management and in accordance with good corporate governance principles for listed companies, the Company has separated roles, duties and responsibilities between the Board of Directors and the management to ensure clarity in Performance of the duties of each position In order to have a balance of power Able to review the management And provide the management of the company It is efficient and transparent as follows:

3.2.1 The Board of Directors : Play an important role in determining the direction, policies and strategies of business operations in order to create return on investment and the maximum benefit to the shareholders. It also plays an important role in overseeing and monitoring the operations of the management to ensure that the established policies and strategies are followed. And in accordance with the law, objectives, regulations of the company And the resolution of the shareholders' meeting

3.2.2 Sales Management : responsible to manage the implementation and compliance with policies and strategic direction of the business, according to the Board of Directors. As well as to manage the day-to-day work And the Company's business To go along with Neatness

3.2.3 Chairman of the Board : Leadership of the Board of Directors and plays an important role in supervising and supporting the performance of duties of the Board of Directors. According to the law Corporate governance, etc., as mentioned in item 1.

3.2.4 Chairman of the Executive Committee : Has the power to supervise operations in accordance with the policies of the Executive Committee under the scope of the law, objectives and regulations of the company. As well as the resolutions of the Board of Directors And the resolution of the shareholders' meeting

3.2.5 Chief Executive Officer : is the head and leader of the management team of the company. Assigned by the Board of Directors to perform the duties in relation to the normal business operations of the Company. The Company strictly manages the work according to the plans and budgets approved by the Board of Directors and maintains the best interests of the Company. And shareholders Including not doing any work that has a stake or interest in a manner that conflicts with the Company. And subsidiaries

3.3 The Board of Directors shall ensure that the selection and selection of each committee has a transparent and clear process. To achieve qualifications for the Board of Directors and Sub-Committees in accordance with the specified elements.

3.4 The shareholders 'meeting has the power to approve the directors' remuneration. The Board of Directors will consider the structure and The compensation rate is suitable for the responsibility. Motivate the Board of Directors to lead the organization to achieve both short-term and long-term goals.

3.5 The Board of Directors ensures that all directors are responsible for performing their duties and allocating sufficient time.

3.6 The Board of Directors has established a framework and mechanism for governance of the policy. And the operations of subsidiaries and associates at a level appropriate to each entity. Including subsidiaries and associated companies have the same correct understanding as well.

3.7 The Board of Directors has a policy to organize an annual performance assessment of the Board of Directors. Sub-committees And individual directors This provides a framework to monitor the performance

of the Board of Directors that has followed best practices ( at Good Practices The) or to improve the performance of the Board of Directors. And to review the problems and obstacles arising in the past year The results of the assessment will also be used for further development of the duties.

3.7.1 The Company has prepared a self-evaluation of the Board of Directors ( search Board-Self-Assessment,) according to the SET. By improving it to suit the nature of the business and the structure of the Board of Directors. There are 2 sets of assessment forms as follows

3.7.1.1 Performance Evaluation Form of the Board of Directors And sub-committees (each faculty)

3.7.1.2 Performance Evaluation Form for Individual Directors (Self-assessment)

3.7.2 Evaluation criteria The key points are covered as follows

3.7.2.1 Structure and qualifications of the Board of Directors and sub-committees

3.7.2.2 Meeting of the Board of Directors

3.7.2.3. Roles, duties and responsibilities of the Board of Directors and sub-committees

3.7.2.4. Other matters such as relationship with management , self-development of directors and executives.

3.7.3 Scoring method Each topic is divided into 5 levels as follows:

0 = Strong disagreement or no action has been taken on the matter.

1 = Disagree or little action taken on the matter

2 = Agree or have taken some action on that matter

3 = Strongly agree or have done a good job of that.

4 = Strongly agree or have been doing excellently on the matter.

### **Evaluation process**

The Nomination and Remuneration Committee is responsible for reviewing, approving and reviewing the performance appraisal form of the Board of Directors. To propose to the Board of Directors for approval And the company secretary will send the evaluation form to all directors to assess every year-end. It will then be processed and prepared a summary report of the assessment and presented to the Nomination and Remuneration Committee. To be used in determining the remuneration of directors in each year and reporting the assessment results to the Board of Directors for acknowledgment. Including discussing ways for further development

3.8 The Board of Directors supervises each director to have knowledge and understanding about their roles and duties. Nature of business And laws relating to business operation As well as encouraging all directors to acquire skills and knowledge for their regular performance of duties.

3.9 The Board of Directors shall ensure that the operations of the Board of Directors are carried out as well. Neatness Able to access the necessary information And appoint a company secretary who has knowledge and experience necessary and appropriate to support the operations of the Board of Directors.

3.10 The Board of Directors appoints a number of directors from the Board of Directors. A member of committees for special duties to strengthen the Board of Directors of the effectiveness of each of the subcommittees. The term of office is the same as that of the Board of Directors and has the duties assigned by the Board of Directors as follows:

### 3.10.1 Audit Committee

To perform various duties as assigned by the Board of Directors Which includes duties in

Review of financial reports Internal control system Legal compliance Selection of auditors Disclosure of the Company's information And preparation of the Audit Committee's report, etc., in accordance with the Audit Committee Charter.

### 3.10.2 Executive Committee

To perform various functions As assigned by the Board of Directors Which includes duties in Management in matters relating to the normal operation and management of the Company Scrutinize policy, business plan, budget, management structure And management authority of the company, setting rules for conducting business to be in line with economic conditions; To propose to the Board of Directors for consideration and approval. And / or give approval Including the inspection and monitoring of the performance of the company. In accordance with the policies set by the Board of Directors, etc. This is in accordance with the Executive Committee Charter.

### 3.10.3 Nomination and Remuneration Committee (Or working group Or a person assigned by the Board of Directors In the event of the establishment of the Nomination and Remuneration Committee)

To perform various functions As assigned by the Board of Directors This includes the duty of selecting persons deserving to be nominated as new directors. Or executive authority and

the executive management to define criteria or procedures for recruitment and selection of criteria and transparency. To propose to the Board of Directors meeting And / or the shareholders' meeting for approval It is also responsible for determining guidelines. And set compensation For directors And senior management and people with management authority, with criteria for setting Or methods of determining fair and reasonable compensation for proposing to the Board of Directors meeting. And / or the shareholders' meeting for consideration and approval, etc., as shown in the charter Nomination and Remuneration Committee

### 3.10.4 Risk Management Committee (Or working group Or a person assigned by the Board of Directors in the event that the Risk Management Committee is in the process of setting up)

To perform various functions As assigned by the Board of Directors Which includes the duty to formulate policies Management strategy And risk management framework To propose to the Board of Directors Follow up to ensure that the risks and impacts are assessed. Including risk management at the Organization of the company Is adequate This is in accordance with the Risk Management Committee Charter.

### 3.10.5 board governance good. (Or working group Or a person assigned by the Board of Directors in the event that it is in the process of setting up the Good corporate governance )

To perform various functions As assigned by the Board of Directors Which includes the function of determining Corporate Governance Policies and Practices Including important operations and related to good corporate governance Corporate social and environmental responsibility Conflict of interest As well as the sustainable development of the company. In order to achieve significant success Efficiency and enhancing the corporate governance system of the company To international standards, as appeared in the Board of Directors Charter Good corporate governance

### 3.11 The Board of Directors shall ensure that the roles and duties of the Board of Directors are disclosed. And sub-committees The number of meetings and the number of times each director has attended the meeting in the past year and reports on the performance of all sub-committees

## **Principle 4 : Recruiting and Developing Top Executives and Personnel Management**

- 4.1 The Board of Directors will take steps to ensure that the chairman is nominated and developed. Executive directors and senior management who have the knowledge, skills, experience and characteristics necessary to drive the organization towards its goals.
- 4.2 The Board of Directors should supervise the formulation of appropriate compensation structures and assessments at all levels .
- 4.3 The Board of Directors has a policy to understand the structure and relationship of shareholders that may affect the management of the company and the power to control the management of the company. In order not to hinder the performance of duties of the Board of Directors. And will ensure that information that may affect the control of the Company is properly disclosed.
- 4.4 The Board of Directors monitors the management and development of personnel with appropriate knowledge, skills, experience and motivation

## **Principle 5 : Promote innovation and responsible business conduct**

- 5.1 The Board of Directors gives importance to and supports the creation of innovation that brings value to the business while creating benefits to all stakeholders concerned. And have social and environmental responsibility By promoting actions to add value to the company According to the environment factors that are always changing This may cover business model ( business model), ways of thinking, perspectives in product and service design and development, analysis, improvement of production processes and work processes. Including cooperation with partners
- 5.2 The Board of Directors will monitor and supervise the management to operate the business with social and environmental responsibility. This is reflected in the Operational Plan to ensure that all parties of the organization are in line with the objectives. The main goals and strategic plan ( Strategies to) of the Company and taking into account the role of stakeholders ( Roles: Of Different stakeholders may) Board of Directors will provide a mechanism to ensure that the Company operates in an ethical manner. Have social and environmental responsibility Not violating the rights of stakeholders To guide every sector in the organization to achieve sustainable objectives and main goals. Stakeholders are held as part of the policy of corporate social responsibility ( the CSR) and ethics and conduct in the workplace ( the Code Of Conduct as) and will reveal important information relevant and necessary for the stakeholders them. Acknowledge adequately, reliably and in a timely manner.

The Board of Directors must recognize the importance of the role of stakeholders and treat all groups of stakeholders. This includes shareholders, employees, shareholders, customers, business partners, public and society as a whole, in a transparent, appropriate, equitable and fair manner. And will establish guidelines related to the stakeholder Which includes

### 5.2.1 Shareholders, investors and analysts

The Company treats all shareholders and investors equally, with the Board of Directors, executives and all employees committed to perform their duties with honesty. And do any action with transparency and fairness We hold ourselves in the best interests of our shareholders. No action In a manner that may create a conflict of interest Do not use inside information for the benefit of oneself and others. The Company also does not disclose confidential information to third parties. In addition, the Company recognizes and respects the rights of all shareholders. Including investors And analysts To receive information Necessary for the performance of the company Completely and regularly By communicating the operating results and necessary information through various activities of the Company and related departments.

### 5.2.2 Employees

Employees are the most valuable resource of the company and the Company has given great importance to the strict compliance with the law on labor and welfare. And strive to encourage all employees to have a positive attitude Have a sense of duty and responsibility Have pride and confidence in the organization And

focus on working as a team. In addition, the company also encourages employees to attend training on related topics that are beneficial to their work. Give importance to health care by providing Annual health check-ups for all employees Promote safety And a good working environment Including providing compensation The consideration of employee remuneration is assessed based on the performance of each employee fairly. And consistent with the performance of the company Both short and long term Comparable to the same industry In addition, the company also aims to continuously promote and develop personnel to have knowledge and capability. And take into account the rights of employees as well as provide opportunities for employees to complain in the event that employees do not receive fairness through various channels such as feedback boxes. Or through the Human Resources Department that accepts matters, etc. The company has a duty to maintain a safe, hygienic and conducive working environment for effective work.

#### 5.2.3 Customers

Build long-term relationships and cooperation with customers. By adhering to honesty Trust and Mutual Trust The Company has a duty to maximize the satisfaction of the Company's customers. With responsibility, care, and giving priority to customers' problems and needs By requiring all executives and employees to comply with the measures in accordance with this policy. This ensures that the company is committed to providing and distributing quality products and never stops developing new, efficient products to our customers.

#### 5.2.4 Creditors

Build relationships and treat creditors. By adhering to honesty Trust and trust each other And is responsible for paying attention and giving importance to various conditions That has made the best agreement with creditors

#### 5.2.5 Partners

Treat business partners with honesty and equality. This is to ensure that the Company's business operation is appropriate, fair and beneficial to both parties. With sustainable development And to be a long-term partner with the company. The company chooses to do business with partners based on conditions such as price conditions, quality, environmental control and protection. Technical expertise Legal compliance Credibility And adhere to the right thing. In addition, the company will perform the work and Operates with a commercial company. Based on ethical principles To abide by all agreements, agreements and commercial terms. Strictly Keep confidential information of trading partners and do not use it for their own and allied interests. Unless consent from the partner

#### 5.2.6 Community, society and environment

The company is aware of and has a consciousness to be responsible for the community. Society and Environment The Company operates its business under the concept of creating shared values between the business sector and society. And pay attention to environmental protection By promoting efficient and beneficial use of resources To help reduce energy consumption As well as to prevent the Company's operations from causing damage to the quality of life of society, communities and the environment.

The Company and its employees adhere to their conduct in business operations. Responsibly And benefit society and community And behave towards the surrounding communities in a friendly manner Help And supporting the development of the community for good living As well as being responsible for the business operations of the company Fairly and equally And to promote sustainable development

#### 5.2.7 Competitors

Take care of the company Operate business in an open, transparent manner and does not create unfair competitive advantages.

### 5.2.8 Relevant government agencies

Take care of the company Comply with laws and regulations Related and defined And support activities Of government agencies in appropriate occasions. In addition, we will adhere to the distribution of good products. Quality standard And in accordance with the law, including to treat the government and various government agencies It is politically impartial as defined in the Code of Conduct and the Code of Conduct Charter. Fraud, corruption prevail at the.

In addition, there will be a channel for receiving complaints. And / or comment By sending a post to the head office of the company And the protection of the whistleblower by not disclosing the information, but the information of the whistleblower will be kept secret. Initially, the Internal Audit Department will collect a summary of the said matter and present it to the Audit Committee for further verification. If found to be information that affects the company Must be presented to the Board of Directors for further consideration.

5.3 The Board of Directors will monitor and supervise the management to allocate and manage resources for efficiency and effectiveness. Taking into account the impact and resource development throughout the chain ( Value Chain) in order to achieve sustainable objectives and main goals. Take into account at least six types of finance ( FinancialSelect-Capital) , manufacturing (Manufactured Capital) , wisdom (Intellectual Capital) personnel ( In Human-Capital) and social relations ( the Social European Relationship And-Capital) and nature ( at Natural-Capital).

5.4 The Board of Directors shall establish a framework for supervision and management of information technology. The organization level that corresponds to the needs of the enterprise. Including ensuring that information technology is used to increase business opportunities and improve operations Risk management So that the business can achieve the objectives and main goals of the organization.

## **Principle 6 : There is an appropriate risk management and internal control system.**

6.1 The Board of Directors shall ensure that the Company There is a system of risk management and internal control to achieve the objectives effectively. And practice in accordance with the relevant laws and standards

6.2 The Board of Directors has appointed at least 3 audit committees , all of whom must be independent directors. And does not have any prohibited characteristics under the relevant laws Including having the qualifications and duties in accordance with the regulations of the SEC and the SET In order to be able to perform their duties efficiently and independently To perform various functions As assigned by the Board of Directors This includes the duty of reviewing financial reports. Internal control system Legal compliance Independence of the internal audit function Selection of auditors Disclosure of information of the Company and preparation of the Audit Committee's report etc. This is in accordance with the Audit Committee Charter.

6.3 The Board of Directors monitors and will manage any conflicts of interest that may arise between the Company and the management of the Board of Directors. Or shareholders Including the prevention of improper use of the property Company information and opportunities And conducting transactions with those who have a connected relationship with the Company In an unreasonable manner In addition, guidelines are stipulated in the Code of Conduct and the Code of Conduct Charter and the policy of the use of inside information.

6.4 The Board of Directors has a policy against fraud, corruption prevail at a clearly communicated to all levels of the organization and external parties to achieve a practical implementation. The Board of Directors will provide the project or the Anti-Corruption Court corruption course includes supporting activities that promote and instill all employees comply with laws and regulations.

6.5 The Board of Directors has supervised a mechanism for receiving complaints and actions in the event that clues are identified and clear guidelines are established in the complaint handling policy. Fraud and Misconduct ( Whistle Blower) The channel for receiving complaints will be disclosed on the website or the Company's annual report.



## Principle 7 : Maintain financial credibility and disclosure of information

- 7.1 The Board of Directors is responsible for ensuring that the financial reporting system and the disclosure of important information are correct, adequate, timely and in accordance with relevant rules, standards and practices.
- 7.2 The Board of Directors will monitor and supervise the Company. Have adequate liquidity and debt servicing ability.
- 7.3 If there is a situation where the business has financial problems or is likely to have problems The Board of Directors will ensure that the entity has a plan to resolve the problem or has other mechanisms to resolve financial problems. Under consideration of the rights of stakeholders And reasonable
- 7.4 The Board of Directors has a policy to prepare a sustainability report as appropriate. In disclosure of legal compliance Compliance with the Charter Ethics and conduct in the workplace ( the Code Of Conduct as) policy against fraud, corruption prevail at the treatment of their employees and stakeholders. Which includes fair treatment And respect for human rights Including social and environmental responsibility. Such information may be disclosed in the annual report. Or may be prepared in a book Separate as appropriate for the company, which the company will disclose as appropriate.
- 7.5 The Board of Directors supervises the management to establish an Investor Relations Unit to communicate and publicize information useful to shareholders, investors, analysts and related persons equally and in a timely manner.
- 7.6 The Board of Directors promotes the application of information technology to disseminate information. In addition to disseminating information in accordance with the specified criteria and through the SET's channels, the Board of Directors will provide information disclosure in both Thai and English through other channels such as the Company's website. present
- 7.7 The Board of Directors has determined that disclosure of information and transparency is part of the charter and the Code of Conduct of the Company.

## Principle 8 : Encourage participation and communication with shareholders

The Board of Directors attaches great importance to the Company's shareholders, whereby the Company ensures that shareholders are treated equally and that shareholders can exercise their basic rights as shareholders in full, for example ( 1) Right to buy or sell shares ( 2) Right to share profits of the Company ( 3) Right to receive adequate relevant information via the Company's website Or the website of the SET ( 4) the right to attend the meeting to exercise the right to vote at the shareholders' meeting independently. To appoint or remove directors To consider the remuneration of directors Auditor appointment Dividend payment The capital increase and the issuance of new shares, including the right to ask questions to the Board of Directors about the Board of Directors report and any other matters presented to the meeting for consideration and approval. The right to propose agenda items in advance and nominate persons to be elected as directors of the Company. And participation in making decisions on important matters of the company All shareholders have the right to vote according to the number of shares they hold and each share has one vote.

In addition, the Board of Directors has to realize and value the rights of shareholders. Do nothing Which violates or deprives the rights of shareholders The Board of Directors promotes and sets policies related to Shareholder rights are as follows.

- 8.1 The Board of Directors will ensure that shareholders participate in making decisions on important matters of the Company, including
- 8.1.1 shall protect and respect the rights of the fundamental shareholders, namely the right to purchase or transfer shares. The right to share the profit of the enterprise; The right to receive sufficient information and business information The right to attend shareholders' meetings for appointment Or the removal of directors, the appointment of auditors, the allocation of dividends; Prescribing or amending regulations or memorandum of association Capital reduction or capital increase And approval of special items, etc.

8.1.2 To promote and encourage shareholders to exercise their rights in various matters in the annual general meeting of shareholders, namely the right to propose an agenda of the shareholders' meeting in advance of the meeting. The right to nominate persons to be elected as directors in advance Right to forward inquiries to Meeting in advance of the meeting The right to express opinions and ask questions to the meeting, etc., as well as to facilitate the minority shareholders in nominating persons to be the Company's directors. By sending the resume and consent letter of such person to the Chairman of the Board of Directors. Under the rules, regulations and procedures set by the company

8.1.3 shall ensure that the notice of shareholders' meeting with relevant documents is sent and disseminated via the Company's website at least 28 days prior to the meeting of shareholders. And prepare the invitation letter for the shareholders' meeting in both Thai and English

8.1.4 Will encourage shareholders to use the proxy forms in a form that shareholders can direct their direction. Voting Approve, Disagree, Abstain. Proxy Form A, Type B and Form C (Proxy Form only for C ustodian) have been provided to shareholders. As well as to facilitate shareholders who are inconvenient to attend the meeting by themselves. But intends to exercise the right to vote by proxy By proposing to have independent directors to attend and vote on behalf of shareholders. To facilitate the shareholders, the right to elect any independent director to be a proxy holder on behalf of the shareholder.

8.1.5 will refrain from doing any action In violation of Or limit rights Or deprivation of the rights of Shareholders to access the Company's information That must be disclosed according to various requirements And attendance of shareholders, for example, the document that contains additional important information is not suddenly presented. Not adding agenda or changing important information without prior notice to shareholders, etc.

8.1.6 It will facilitate shareholders in exercising their rights, for example, providing up-to-date important information via the Company's website.

8.2 The Board of Directors shall ensure that the operations of the shareholders' meeting are neat, transparent, efficient. And allows shareholders to exercise their rights, including

8.2.1 will facilitate shareholders to fully exercise their rights to attend and vote at the shareholders' meeting and to refrain from any action Which limits the opportunity to attend the shareholders' meeting In the event that the shareholders are unable to attend the meeting by themselves, the Company allows an opportunity to appoint an independent director or any person to attend the meeting. Can attend the meeting on their behalf

8.2.2 The rules and procedures for attending the shareholders' meeting will be informed in a letter. Invitation to the meeting and on the date of the shareholders' meeting The moderator will inform the rules used in Meeting and voting procedures for shareholders to be informed at the shareholders' meeting And was recorded Regulation And the process of voting the said resolution into the report. Every shareholder meeting

8.2.3 Meetings will be held appropriately. And will allow shareholders to ask questions related to the agenda of the meeting or related to the company. And can express opinions By the Chairman of the Board of Directors Will inquire at the meeting on each agenda In addition, inquires are recorded on matters related to the agenda of the meeting or related to the Company. And express the opinions of shareholders Including the clarification of the Board of Directors And / or executives in the meeting minutes Shareholder every time

8.2.4 The meeting will be conducted in accordance with the agenda specified in the meeting invitation letter. And an executive who is Shareholders of the Company Will not present any additional agenda That is not necessary for the meeting Especially the agenda of the shareholders' meeting in which the shareholders have to spend sufficient time to study before making a decision.

8.2.5 To encourage and promote the use of technology such as bar codes, ballot papers, or others in the shareholders' meeting. Both shareholder registration Score counting and displaying for meeting operations can be done quickly, accurately, transparently and accountably. The voting results will be disclosed in the minutes of the shareholders' meeting. Including the votes for agreeing, disagreeing and abstaining in each agenda that has been voted.

8.2.6 An independent person will be provided as witness to the vote counting. Or be a count or check the votes in the meeting, such as the auditor of the company. Or legal advisor And disclose the results of counting or examining the said votes to the meeting and recording them in the minutes of the meeting.

8.2.7 Board of Directors Realized the importance of organizing the annual general meeting of shareholders And respect the rights of shareholders Therefore, all directors are encouraged to attend the shareholders' meeting.

8.3 The Board of Directors ensures the disclosure of the shareholders' meeting resolutions and preparation of the minutes of the meeting. Shareholders are correct and complete, including

8.3.1 To ensure that information on the date, time, place, agenda of the shareholders' meeting is provided. Including all information related to matters that need to be decided at the shareholders' meeting with explanations and reasons for each agenda to the shareholders in advance, sufficiently and in time for each shareholder meeting. There is a policy to allow shareholders to study information prior to the meeting of shareholders in advance of the meeting via the Company's website. The information is the same as the information in the document format that the company. Delivered to shareholders

8.3.2 After each shareholder meeting Will ensure that the content of the meeting is collected, including Details of the meeting agenda List of directors both attending the meeting and leaving the meeting, meeting resolution, and voting The questions and opinions of the shareholders were prepared in a "Minutes of the Meeting of Shareholders" published on the Company's website and sent to the Stock Exchange of Thailand. And / or related agencies within 14 days of the meeting This is in accordance with the regulations of the SEC and the Stock Exchange of Thailand. And will disclose to the public the resolution of the meeting and the voting results of each agenda item of the meeting through the system of the Stock Exchange of Thailand. Within the time specified by the law and in accordance with the regulations of the SEC and the Stock Exchange

8.3.3 To promote the exercise of shareholders' rights and not restrict the rights of shareholders. The information disclosure is made via the Company's website in advance, and the Company will not present any documents containing additional important information during the shareholders' meeting, and the Company will not add agenda or change any material information without notification. Let the shareholders know in advance

8.3.4 To ensure that shareholders are given an opportunity to receive updated information and information via the Company's website. Regularly

## 2. Board of Directors

The Company's director structure consists of the Board of Directors. And 5 sub-committees, namely the Audit Committee. Nomination and Remuneration Committee Executive Committee Risk Management Committee And the Good Corporate Governance Committee With the scope of authority and duties as follows:

### 2.1 Scope of Powers and Duties of the Board of Directors

The 1st / 2020 Board of Directors meeting on 20 July 2020 set the scope of powers, duties and responsibilities of the Board of Directors as follows:

- (1) perform duties responsibly Caution and honesty To protect the interests of the Company, its subsidiaries and shareholders. Including supervising the Company's business operations And subsidiaries to comply with the

law, objectives, company regulations As well as the resolution of the shareholders' meeting And is responsible for ensuring that the Company The Company and its subsidiaries comply with the policies of the Company and its subsidiaries, and various laws related to the Company's business operations. And subsidiaries Including laws relating to Banning bribery or anti -corruption court corruption at the.

- (2) Perform duties with responsibility and caution. Like a prudent, such business operators should act under the same circumstances. It is for the best interest of the Company, its subsidiaries and shareholders.
- (3) Proceed for the Company And subsidiary companies adopt accounting system Financial reporting And appropriate and effective auditing. Including an internal control system And an adequate and effective internal audit system As well as provide a process for assessing the suitability of the Company's internal control system And subsidiaries regularly
- (4) Arrange to prepare a balance sheet and profit and loss account at the end of the calendar year, which is the Company's fiscal year, in order to accurately and completely reflect the financial status and operating results of the past fiscal year. Accurate and in accordance with generally accepted accounting standards. To propose to the shareholders' meeting at the annual general meeting of shareholders for consideration and approval, the Board of Directors must arrange for an auditor approved by the SEC to examine the balance sheet and profit and loss account. It was completed before presenting to the shareholders' meeting. Including preparing and reviewing the financial statements for the quarter
- (5) To consider and approve the selection and propose to appoint an auditor. And to consider appropriate remuneration as proposed by the Audit Committee. Before presenting to the annual general meeting of shareholders for approval.
- (6) To review, review and approve business policies. The Company's goals, operational plans , business strategy directions and annual budgets And its subsidiaries, as the board of directors prepared at least a year, one at a time to suit the economic conditions, market and competitive conditions change.
- (7) To consider and approve the operation of the company And subsidiaries, which are under the scope of Regulations of each company
- (8) Follow up on the performance of the company And of its subsidiaries continuously In order to meet the goals, guidelines, policies, business plans and budgets of the company. And of its subsidiaries And regularly assess the performance of the Executive Committee. Including the determination of compensation And review the succession planning Each year at least 1 times
- (9) Consider setting up a risk management policy to cover the entire organization. And supervise there is a risk management system or process, with supporting measures and control methods to reduce the impact on the Company's business. And subsidiaries appropriately
- (10) Consider setting up a supervisory mechanism that allows the Company Able to supervise the management and be responsible for the operation of the subsidiary as if it is a unit of the company. In addition, there is a measure to monitor the management of subsidiaries in order to safeguard the interests of the Company's investments. This shall be in accordance with the Notification of the Capital Market Supervisory Board on Application for and Approval of Offer for Sale of Newly Issued Shares.
- (11) Provide and follow the policy on corporate governance of the company. And subsidiaries according to Written principles of good governance And encourage communication to everyone in the company To acknowledge and adhere to strict practices such as anti-corruption policy Whistleblowing Policy And policies on the use of inside information, etc. and the implementation of such policies effectively. In order to be confident that the company And its subsidiaries have fair responsibility to all groups of stakeholders.

- (12) Consider and approve the expenses for the operation of the company. And subsidiaries Including the delegation of authority table
- (13) Provide a written code of conduct and business ethics. This is to be the standard for the performance of directors, executives and employees of the Company. The Board of Directors should strictly monitor the compliance with the Code of Conduct and Business Ethics.
- (14) To determine the management structure. Has authority to appoint the Executive Committee. Chief Executive Officer And other sub-committees as appropriate. Including determining the scope, power, duties and remuneration of the Executive Committee. Chief Executive Officer And various committees appointed by the delegation of powers and duties specified Must not be a delegation or delegation of power during the Executive Committee. Chief Executive Officer The aforementioned committees and committees are able to consider and approve conflicting transactions. Have interests Or having a conflict of interest with the company Or a subsidiary The exception is the approval of transactions that are in accordance with the policy and criteria set by the shareholders 'meeting or the board of directors' meeting. Considered and approved
- (15) Appoint one or more directors or any other person to operate the Company's business. To replace the Board of Directors under the control of the Board of Directors. Or may authorize such person to have the power as the Board of Directors deems appropriate and within the period that the Board of Directors deems appropriate. The Board of Directors may cancel, revoke, change or amend such power as it deems appropriate. It must not have a nature of delegation or sub-delegation allowing such persons to consider and approve transactions in which they or persons may have a conflict. Have interests Or there may be a conflict of interest in any other manner that will be made with the company. Or a subsidiary (if any) (as defined in the notification of the SEC, the Capital Market Supervisory Board, the SEC, the SET And / or related agencies), unless the transaction is a normal transaction of the company. And have the same rules as making transactions with third parties ( Arm's Length)
- (16) To consider and amend the names of directors who are authorized to sign to bind the company.
- (17) proposing a name for a person to take a position as a director of a subsidiary, at least in proportion Shareholding in Subsidiaries Set compensation and scope of authority. Duties and responsibilities of appointed directors and executives Including setting the voting power framework in Meeting of the Board of Directors of Subsidiaries on important matters that require prior opinion from the Board of Directors And supervise the administration and management of the subsidiary company to be in accordance with the operation plan and policy of the company. And supervise various transactions to be in compliance with applicable laws and regulations Including monitoring for the disclosure of information on financial status and Performance Making a transaction between them And the acquisition or disposition of significant assets in complete and correct manner And monitor and supervise the directors and executives of the subsidiaries to comply with their duties and responsibilities as stipulated by the law.
- (18) To consider and propose the remuneration of the Board of Directors as specified by The Nomination and Compensation Committee is presented for the shareholders' meeting for approval, and in considering the remuneration of the Board of Directors, factors such as consistency with the Company's long-term strategy and goals, experience, duties, scope and roles. Responsibility Including the expected benefits Received from each director, etc.

However, the company is prohibited from Pay money or any other assets to the directors. Except pay as compensation according to the regulations of the company In the event that the Articles of Association of the Company Undefined The payment of remuneration shall be in accordance with the resolution of the shareholders' meeting. These include the votes of not less than 2 in 3 of all votes of shareholders who attend the meeting.

- (19) Organize the Board of Directors' meetings at least 6 times per year and when a resolution is considered in Significant subject or item Should be a full faculty meeting Unless there is a necessity which cannot be avoided

In this regard, the significant transactions under the first paragraph, including the items that are required by law to be approved by the Board of Directors' meeting, include the acquisition or disposition of assets of the Company. Or a subsidiary That have a significant impact on the company Or a subsidiary Expanding investment projects Consideration and approval of entering into a connected transaction in accordance with the relevant regulations of the SEC and the SET. Determination of the level of authority And formulating financial and risk management policies of the Company's business And subsidiaries etc.

- (20) Appoint a company secretary. And defining the scope of authority of the company secretary to be responsible for Operations in various fields On behalf of the company Or the Board of Directors, such as preparing and keeping a register of directors Invitation letter for director meeting and minutes of meeting of directors Invitation letter to shareholder meeting and minutes of shareholders meeting And keeping reports of interest, etc.

- (21) Consider and approve the acquisition or disposition of assets of the Company. Or a subsidiary Investing in a new business And various actions Required by laws, announcements, regulations and / or related regulations of the SEC, the Capital Market Supervisory Board, the SEC and / or the Stock Exchange of Thailand. Including other relevant rules

- (22) Consider and / or give opinions on connected transactions between the Company, its subsidiaries and the connected persons in accordance with the law on securities and exchange, including the relevant notifications, regulations and / or regulations of the Securities and Exchange Commission . SEC, Capital Market Supervisory Board, the SEC and / or the Stock Exchange of Thailand And to consider and approve the principles of trade agreements with general trade conditions in entering into transactions between the Company, subsidiaries, associated companies with directors, management or related persons. To establish a framework for the Executive Committee and the Management to have the power to carry out such transactions within the framework and scope of relevant laws and regulations. As well as consider And / or give opinions on the Company's transactions (if the transaction value does not qualify for the consideration and approval by the shareholders' meeting) in accordance with the laws, regulations, rules and regulations. And regulations Related

- (23) To supervise, control and prevent any conflict of interest among the Company's stakeholders. And of its subsidiaries And resolve conflicts of interest Including the misuse of assets of the Company and its subsidiaries. And improper actions in transactions between the persons connected with the Company and / or its subsidiaries.

- (24) To ensure that the structures and procedures Of the Board of Directors And various sub-committees It is where it is, supported and possible for appropriate supervision and can be changed when necessary.

- (25) to arrange a shareholders' meeting as an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company.

- (26) Arrange to disclose appropriate information to the stakeholders. Persons with conflicts of interest And those involved To provide for the disclosure of major shareholders in financial statements and reports prepared to offer to its shareholders appropriately. Such information should be distributed through the system. SET first and may further publish through the Company's website. In addition, there is a person responsible for providing information to investors. The Board of Directors should disseminate the information accurately, completely, appropriately and on time.

- (27) To prepare the annual report of the Board of Directors. And responsible for the preparation and disclosure of financial statements To reflect the financial status and operating results of the past year And presented to the shareholders' meeting for consideration and approval.



- (28) To seek independent opinions from any professional advisor when deemed necessary at the expense of the company. Or a subsidiary company whose employment is in accordance with the regulations of the Company Or a subsidiary
- (29) Jointly liable to any person who trade in the Company's securities. In any damage Which arises due to disclosure of information to shareholders or the general public by displaying material false statements or concealing facts that should be disclosed in material matters as required by the Securities and Exchange Act. stock market Unless such directors can prove that by their position and duties they may not know the truth of the information or the lack of information that should be disclosed.
- (30) Notify the Company Know the relationship Holding shares or debentures in the Company, subsidiaries or associated companies And director transactions And the management of the company Including related persons of the said directors and executives with the Company. Or a subsidiary In a manner that may create a conflict of interest And avoid making transactions that may cause conflicts of interest with the Company Or a subsidiary company accurately, completely, appropriately and on time
- (31) jointly liable for any damages Which happened to the company In accordance with the criteria stipulated in the law on public limited companies
- (32) To consider and approve the payment of interim dividends to the shareholders. When I saw that the company It is profitable to do so and the dividend payment is reported to the shareholders 'meeting at the next shareholders' meeting.
- (33) to perform any other duty in connection with the business of the company. As assigned by the shareholders
- (34) To review the charter of the Board at least annually 1 times.

## 2.2 Responsibilities of the Audit Committee.

The Board of Directors No. 1 /2563 held on 20 July 2563 has set the scope, authority and responsibilities of the Board of Directors examined below.

- (1) Review to the Company There are accurate and adequate financial reports in accordance with financial reporting standards by coordinating with external auditors. And executives who are responsible for preparing financial reports, both quarterly and annual The Audit Committee may recommend the auditor to review or examine any items. Which is considered important and necessary during the audit of the Company's accounts
- (2) To review significant non-normal transactions that occurred in the past year (if any) by considering the reasonableness of such transactions. Impact on financial position and results of operations And accuracy Complete disclosure of information
- (3) Review to the Company There is an appropriate and effective internal control and internal audit system.
- (4) consider the independence of the internal audit department As well as to give approval to consider and approve the appointment, transfer and termination of the head of the internal audit unit Or any other department responsible for internal auditing
- (5) Consider and approve the annual budget, the rate of manpower and resources necessary for the performance of the internal audit department's work. Approve the annual audit plan Including consideration and approval of reviewing and modifying the audit program in the matter of significance. Including supervising the performance of the internal audit department in accordance with the approved annual audit plan And in accordance with international standards in the practice of internal auditing And annually assess the quality of internal auditing,

as well as assessing the quality of internal auditing operations from persons independent of the external organization. At least every 5 years and attend a meeting with the head of internal audit To discuss matters that matter Each year at least one time non-management as well.

- (6) Review to the Company Compliance with laws governing securities and exchange regulations and / or regulations of the . Al . In . Market Commission grants the SEC and the SET. And / or laws relating to the Company's business And subsidiaries Including reviewing for subsidiaries and associated companies to comply with the rules and policies of governance And management of the core business subsidiaries and associated companies that operate the main business.
- (7) The Audit Committee should hold a meeting. To consider various matters As assigned as follows
  - (1) Considering financial statements and related financial reports Accounting principles and accounting practices Compliance with accounting standards Existence of affairs Significant changes in accounting policies Including the reasons for the management regarding the accounting policy before presenting to the Board of Directors for dissemination to the shareholders and general investors.
  - (2) the internal control system ( Name Internal the Control) and internal audit ( Name Internal in Audit).
  - (3) Review of the Company's annual internal audit plan , the coordination process of various related audit plans. And evaluation of audit results with internal auditors and auditors. Planned audits to ensure that such audit plans are detected. Fraud or defects Of the internal control system
  - (4) Consideration with internal auditors on problems or limitations arising during the audit. And review the performance of internal auditors
  - (5) Consideration with the auditor about problems or limitations arising from the audit of the financial statements.
  - (6) Consideration with internal auditors and auditors that planning to review methods and controls for the electronics And inquiring about the treatment program Especially safety To prevent fraud or misuse of computers by employees of the company. Or third parties
  - (7) Review of transactions that may cause a conflict of interest, such as a connected transaction of the Company, etc.
  - (8) Compliance with the laws on securities and exchange, notifications, regulations and / or related regulations of the SEC, the Capital Market Supervisory Board, the SEC and the SET. And / or other relevant laws
  - (9) To perform any other activities as assigned by the Board of Directors.
- (8) Consider, select and nominate an independent person to act as the Company's auditor. And offer the compensation of the said person Including attending meetings with the external auditors without management in attendance at least a year, one at a time to acknowledge the results of the review of quarterly financial statements. Audit results of annual financial statements And discuss problems and obstacles that may be encountered from the auditor's performance.
- (9) Consider connected transactions or transactions that may lead to conflicts of interest. Including considering the requirements And the cancellation of the transaction which is different from the requirement on the cancellation of the transaction that was considered before the transaction in essence And to consider the acquisition or disposition of the company To ensure that such transactions are reasonable and beneficial. Maximum per company If the Audit Committee does not have expertise in considering possible connected transactions. Or such items, the company will arrange to have an independent expert or the company's auditor. To give opinions on related transactions or such transactions for use in consideration and / or decision of the Audit Committee.

- (10) To review and follow up the results of risk management. Including assessing risk management results from the risk management working group
- (11) Review the Audit Committee Charter. Each year at least one time to present to the Board for approval.
- (12) Consider seeking independent opinions from any other professional advisor as necessary. In order to be able to perform duties under the charter efficiently at the expense of the company. The hiring operation must be in accordance with the Company's operating regulations.
- (13) To request information from various departments of the Company and its subsidiaries for further consideration on various matters, including inviting relevant persons such as Company Directors, Management, Management, Lawyers of the Company. Outside lawyer Or employees of the company And / or other relevant persons attending the meeting to discuss and clarify information. Including delivering and providing relevant information Under the performance of duties as assigned by the Board of Directors.
- (14) Perform any other work as required by law or to be further determined in the future or as assigned by the Board of Directors and the Audit Committee agrees.

## 2.3 Responsibilities of Nomination and the Remuneration Committee.

The Board of Directors No. 1 /2563 held on 20 July 2563 has set the scope, authority and responsibilities of the Nomination and Remuneration Committee are as follows.

### (1) recruiting

- (1) To formulate criteria and policies for nominating company directors. And committees By considering the number, structure and composition of the board , as well as determining the qualifications of the directors suitable for the size, type and complexity of the business. Including adjustments to meet the changing environment To propose opinions to the Board of Directors And / or propose for approval at the shareholders' meeting, as the case may be
- (2) To formulate policies, criteria and methods for recruiting, selecting and proposing suitable persons to serve as directors of the company. Directors of various committees and Chief Operating Officer Up to the end of the term and / or there is a vacant position and / or appoint more
- (3) Disclose the criteria and procedures for nominating directors and Chief Executive Officer, line officer and above to know
- (4) consider qualifications Establish guidelines for recruitment and selection of qualified persons In accordance with relevant regulations and laws And present to the Board of Directors And / or the shareholders' meeting To consider holding the following positions

- Directors of the Company
- Directors in sub-committees who have been assigned powers, duties and responsibilities directly from the Board of Directors.
- Chief Executive Officer or above

The consideration and recruitment must be open, transparent and impartial and free from prejudice.

To consider the independence and qualifications of each independent director. To ensure that the independent directors of the company Is a person who has all the qualifications in accordance with the relevant criteria and / or laws

- (6) To propose a name of suitable person to take a position of director of the company. Directors of various committees and Chief Operating Officer upon completion of their term or vacant position Or other executive positions as assigned by the Board of Directors For the Board of Directors to consider and propose to the Board of Directors 'Meeting and / or the Shareholders' Meeting. (Depending on the case)

(7) Consider preparing a director development plan. To enhance and develop knowledge and skills to the various committees of the Company in order to understand the roles and duties of business committees, economic conditions, technology, laws or rules related to the Company's business.

(8) To consider making or implementing a plan for a director's succession. Chief's regional departments to ensure continuity of operations. They can be replaced without interruption by revealing policies and details of the recruiting process.

(9) Consider hiring a consultant as necessary at the expense of the company. In order to be able to perform duties under the charter effectively.

(10) to perform any other selection activities as assigned by the Board of Directors and The Nomination and Remuneration Committee agreed.

## (2) determination of remuneration

(A) to determine the criteria and policies for determining the remuneration and benefits of the Company's directors; Member of the Board of Directors and Chief Executive line up.

(B) To determine necessary and appropriate remunerations, both in monetary and non-monetary terms of the Board of Directors. Directors of various committees and Chief Operating Officer Up individually Including other benefits By determining the remuneration of the Board of Directors to consider the suitability of duties and responsibilities. Portfolio responsibility and comparison with Compensation of other companies in the same industry as the Company And the benefits expected to receive from the directors To propose to the Board of Directors for consideration and approval on the approval. And / or propose to the shareholders' meeting for further approval

(C) Responsible to the Board of Directors They are responsible for providing explanations and answering questions on the remuneration of the Company's directors at the shareholders' meeting.

(D) Set guidelines and assess the performance of the Board of Directors. Directors of various committees and Chief Operating Officer or above to consider adjusting annual remuneration. Which must take into account the duties and responsibilities And the risks involved. Including the importance of increasing the value of shareholders' equity in the long term as part of the evaluation.

(E) Report on policies, principles / reasons for determining remuneration for directors and executives According to the regulations of the Stock Exchange of Thailand , disclosed in the annual registration statement ( 56-1) and the Company's annual report.

(F) Disclose the remuneration policy and disclose various forms of compensation. Including preparing a remuneration report There must at least be details about the goals, operations and opinions of the Company. Nomination and Remuneration Committee Included in the annual report of the company

## 2.4 Duties of the Executive Committee.

The Board of Directors No. 1 /2563 held on 20 July 2563 has set the scope, authority and responsibilities of the Board of Management follows.

(1) To operate and manage the business of the company. And subsidiaries in accordance with the objectives, regulations, policies, rules, regulations, orders and resolutions of the Board of Directors' meeting.

(2) Scrutinize, present and make recommendations on goals, policies, business plans, as well as business strategy directions. Financial goals and annual budgets Business expansion Management structure Annual operation

- plan Human resource management policy, financial plan, public relations And the budget of the company And subsidiaries by considering business factors appropriately So that the Board of Directors Approve As well as to consider and scrutinize the proposal of the management to propose to the Board of Directors for further approval.
- (3) To supervise, audit and control the Company's business operations. And subsidiaries And follow up on the performance and financial status of the company And subsidiaries To be in accordance with the goals, policies and business plans that are defined. Including supervision of expenditures in accordance with the budget approved by the Board of Directors. And to report operating results and financial position to the Company's directors for acknowledgment on a quarterly basis.
  - (4) Feasibility studies and seek and assess investment opportunities in new projects or businesses. By conducting appropriate and complete technical and financial studies for decision making. Or considering the cancellation of the investment To propose to the Board of Directors
  - (5) To monitor the performance and progress of each business investment project. And report results including problems or obstacles that arise and ways to improve and resolve to the Board of Directors.
  - (6) Appointing, supervising, coordinating and determining the powers and duties of a special working group. Or the Executive Committee, as well as to consider and approve various proposals Which is proposed by the Executive Committee or the Special Working Group As well as having the power to appoint the chairman, advisors, or advisors of the executive committee as appropriate And has the power to set compensation Allowances, welfare allowances, facilities and other expenses Of the Chairman of the Advisory Advisory or the Advisory Panel as appropriate.
  - (7) Establish procedures and methods for conducting transactions between the Company or its subsidiaries and its major shareholders, directors and management. And those related to such person appropriately To prevent the transfer of benefits And presented to the Board of Directors for approval in principle It also controls compliance with principles and requirements approved by the Board of Directors.
  - (8) To consider and approve the operation which is a normal business transaction of the company. Entering into various contracts, investing or selling assets of the Company And subsidiaries Human resource management Finance and Finance General Administration As well as operations that are normal business support transactions of the Company Which has general commercial terms Within the limit of the budget approved by the Board of Directors or the Board of Directors has approved in principle already subject to the rules of the . Al . In . Of the Capital Market Supervisory Agency g . Al . Sub . , and / or exchange of the transaction and the acquisition and disposition of assets. Including the delegation of authority table set by the board of directors
  - (9) Consider and give opinions to the Board of Directors on the Company's dividend payment policy. And subsidiaries And to consider the proposed annual dividend payment of the Company And subsidiaries To present to the Board of Directors Approved before presenting to the shareholders' meeting Including considering the profit and loss of the company And subsidiaries And to propose an interim dividend payment to the Board of Directors for approval.
  - (10) To supervise and manage the Company's investments. Including considering providing guidance on important matters of the company And subsidiaries Before such matters are considered in the Executive Committee of each relevant company.
  - (11) Provide important information of the company to be adequately presented to the Board of Directors and the shareholders for decision making. Including making reliable financial reports It is in accordance with good and transparent standards.

- (12) To consider and present to the Board of Directors for Approve financial transactions with financial institutions for account opening. Borrowing withdrawn from all accounts of the company. And take credit And to use the Company's securities as collateral for such debts, both required to be registered and not registered for the benefit of the Company's business operations. As well as entering into juristic acts, contracts, submitting requests for proposals, making contact with the government agencies To acquire the rights of the Company and / or any action related to such matters until the completion of the specified credit limit. And / or according to the delegation of authority table set by the board of directors And / or related laws and regulations And / or the Articles of Association of the Company
- (13) Supervise a procedure for the operator to report the incident. Or unusual actions Or violation of the law to the Executive Committee in a timely manner And in the event that such events have a material effect The Executive Committee shall report to the Board of Directors for consideration and correction within a reasonable period of time.
- (14) Consider and give opinions on matters that need to be approved by the Board of Directors. Except in any activity The Board of Directors has assigned other sub-committees to act.
- (15) Consider and review the Company's risk management and internal control system.
- (16) To consider assigning an executive or any person or persons. To have the power to take action on one or more matters as the Executive Committee deems appropriate. Or may delegate to such person Has powers as the Executive Committee deems appropriate. And within the period that the Executive Committee deems appropriate The Executive Committee may cancel, revoke, change or amend the person who has been authorized or authorized. In this regard, the approval of the Executive Committee and such assignment or authorization must be within the scope of the Executive Committee's authority and must not be an approval for any connected transaction or transaction that may be subject to a conflict of interest. Conflict of interest Or transactions in which the Executive Committee has interests as specified in the Company's Articles of Association and the Announcement of the Capital Market Supervisory Board.
- The delegation of powers, duties and responsibilities of the Executive Committee is It must not be characterized as a delegation of power. Or delegate the power of attorney from the Executive Committee to approve items that may or may conflict. (As defined by the Capital Market Commission 's . Al . In . And / or exchange components , and / or entities designated) stakeholders. Or there may be a conflict of interest with the company. Such matters must be proposed to the Board of Directors and / or the shareholders' meeting. (As the case may be) for further approval Unless the transaction is a normal transaction of the company And have the same rules as making transactions with third parties ( Arm's Length)
- In addition, approval of any item It must comply with the policies and procedures prescribed by the Board of Directors and regulators.
- (17) Employ a consultant or independent person. To give opinions or advice as needed at the expense of the company. The hiring operation is in accordance with the regulations of the company.
- (18) Inviting executives, employees and relevant persons to attend the board of directors' meeting. Or provide information or opinions related to matters being discussed at the Executive Committee meeting. It also has the power to request information from various departments of the Company and its subsidiaries. For further consideration on various matters
- (19) To regularly report important performance results to the Board of Directors. And to report any other matters necessary Including various important issues That the Board of Directors should be informed And report on any resolutions or actions Any important matters which are within the scope of duties of the Executive Committee to the Board of Directors will be acknowledged in the next Board of Directors meeting.



- (20) Evaluate one's performance annually. In order to take the results obtained from such assessments to be considered for further improvement of their operations.
- (21) To examine, review and evaluate the sufficiency of this Charter. And propose to the Board of Directors to consider and approve the change
- (22) the Charter Review Committee, at least annually, first time to present to the Board of Directors for approval.
- (23) to perform any other duties as assigned by the Board of Directors.

## 2.5 Responsibilities of Risk Management Committee.

The Board of Directors No. 1 /2563 held on 20 July 2563 has set the scope, authority and responsibilities of the Committee are as follows.

- (1) Studying, reviewing and identifying material risks of the Company's business operation. The potential of the environment wheels at both internal and external. Including the trend of the impact that may have on the organization Ready to analyze and assess the likelihood of incidents, risks and impacts Compared with the acceptable risk level ( Risk Appetite) in order to prioritize the risks and have a risk management method by considering both internal and external factors that may affect the Company. Inability to achieve its objectives It covers at least 5 things as follows
  - (1) financial risk
  - (2) Operational risk
  - (3) strategic risk
  - (4) Compliance risk
  - (5) Risk from external events
- (2) Establish preventive measures and risk management policies. To be proposed to the Board of Directors for consideration on overall risk management. By assessing, monitoring and supervising the amount of risk of the company to the appropriate level.
- (3) Determine the strategy, organizational structure and resources used in the risk management of the company. To be in line with the risk management policy, as well as the Company's business strategy and direction.
- (4) Follow up on risk status Including progress in risk management And issues that need to be corrected and improved To comply with the policy framework and risk management strategy
- (5) To set limits or types of risk-based activities and propose to the Board of Directors. To request approval as a basis for performance In each type of risk-based situation
- (6) Coordinate with the Audit Committee regarding important information on risks and internal controls. For the Audit Committee to consider and approve the internal audit plan To create reasonable assurance that the Company There is an appropriate internal control system for managing risks. As well as implementing the risk management system appropriately And has to follow Throughout the organization
- (7) Report of risk assessment results And operating results to reduce risks for the Board of Directors. Know regularly Where there is a material matter which has a material effect on the financial position and Performance of the Company The Risk Management Committee must report to the Board of Directors for consideration as quickly as possible.
- (8) Provide knowledge and understanding and instill a risk management culture for executives. As well as employees in the company And subsidiaries regularly

- (9) Supervise the implementation of the risk management policy. So that the company And the subsidiary has a system Effective risk management throughout the organization and ongoing compliance. As well as review and assess the adequacy of the policy. Strategy and practice This will ensure that the risk management strategy is properly implemented. And the effectiveness of the risk management system and the implementation of the established policies. As well as overall control and supervision
- (10) To have the power to appoint a working group for assessing and monitoring risks throughout the organization. In order for the aforementioned working group to monitor and report to the Risk Management Committee on the implementation of the Company's risk management policy.
- (11) To have the power to seek independent opinions from a professional advisor when it deems necessary at the expense of the company, the hiring operation is in accordance with the Company's regulations.
- (12) To have the power to request information from various departments of the Company and its subsidiaries. For further consideration on various matters
- (13) the Charter Review Committee, Risk Management Committee, at least annually, one to be presented to the Board for approval.
- (14) To perform any other duties as assigned by the Board of Directors.

## 2.6 Responsibilities of Good Corporate Governance Committee.

The Board of Directors No. 1 /2563 held on 20 July 2563 has set the scope, authority and responsibilities of Good Corporate Governance Commiittee below.

- (1) To formulate policies and guidelines on corporate governance. Including important operations related to good corporate governance Corporate social and environmental responsibility In accordance with the principles, standards and practices of corporate governance of the company. Principles and practices of good governance at the office of SEC and The Stock Exchange of Thailand.
- (2) Supervise, consult, follow up and evaluate the performance according to the good governance principles. Good corporate governance principles Corporate social and environmental responsibility As well as the sustainable development of the company. To achieve results with efficiency and to upgrade the corporate governance system of the company. To international standards
- (3) Establish guidelines and plans for sustainable development that are appropriate and consistent with the policy. Including the monitoring of operations to ensure that sustainable development operations have been pushed into action.
- (4) Promote the Board of Directors. Realize your role and responsibilities And encouraging the dissemination of a culture of good governance. And social and environmental responsibility To be understood by the Board of Directors Executives and employees at all levels And encourage the Board of Directors Executives and employees at all levels Participate in good corporate governance And social and environmental responsibility Along with monitoring the progress of good corporate governance activities And social and environmental responsibility of the company
- (5) Promote innovation that brings value to the business while promoting transparent disclosure of information. Participation and communication with shareholders And have social and environmental responsibility
- (6) to review the Charter of the Corporate Governance Committee at least once a year 1 to be presented to the Board for approval.

(7) to perform any other duties as assigned by the Board of Directors.

## 2.7 Table Of Authority

The Board of Directors Meeting No. 4 /2563 held on 22 June 2563 has set the table of authority of the Company are summarized below.

The operation	Authorization power
Organization management	The Board of Directors of the Company at.
Preparation of business plans and annual budgets	Board of Directors
Additional budget approvals during the year <ul style="list-style-type: none"> <li>Limit not more than 5 million baht</li> <li>Credit limit of more than 5 million baht or more</li> </ul>	Chief Executive Officer Board of Directors
Signing of a sales contract <ul style="list-style-type: none"> <li>Limit not more than 5 million baht</li> <li>Credit limit of more than 5 million baht or more</li> </ul>	Chief Executive Officer Chief Executive Officer and Authorized Director
Pricing new products	Chief Executive Officer Chief Financial and Accounting Officer Chief Marketing Officer Chief Sales Officer By signing together all persons
Purchasing under budget <ul style="list-style-type: none"> <li>The signing of the production contract</li> <li>Purchasing limit is not more than 1 million baht.</li> <li>Purchasing of more than 1 million baht.</li> </ul>	Chief Executive Officer and Authorized Director Chief Financial and Accounting Officer Chief Executive Officer
Formulation of important accounting policies and principles	Board of Directors
New product release	Executive Committee
Advertising media selection	Chief Marketing Officer
Signing of a production contract	Chief Executive Officer and Authorized Director
Human Resources Policy Formulation And approval of wage change, appointment, transfer, retirement from C-level level and above	Board of Directors

## 3 Nomination and appointment of directors and top management

In selecting the highest level of directors and executives of the company The Nomination and Remuneration Committee is responsible for recruiting qualified persons to hold the position of directors. Sub-committee And Chief Executive Officer of the Company Including considering the compensation structure Work compensation forms and criteria Including the determination of wages, remuneration, gratuity, bonus, and salary increases for directors. Sub-committee And Chief Executive Officer To propose opinions to the Board of Directors and / or propose to the shareholders' meeting for further approval. The shareholder has one vote for one share per one voice and shareholders will vote on the election of one or more directors. It is not a cumulative voting.

### 3.1 Board of Directors.

#### Composition of the Board of Directors

1. Board of Directors Consisting of the chairman of the board Vice Chairman And the number of other directors is suitable for the size of the business of the company. And efficient operation In total, there are not less than 5 people and should not be more than 12 and no less than half of the total number of directors must be.
2. Residence in the kingdom And must have the qualifications required by law Board of Directors Must consist of at least half of the total number of independent directors. But not less than 3 persons with independent directors

must be independent from the control of the management. Major shareholders And must not be involved or have any interest in finance and business management. They also meet the qualifications of an independent director as specified in the Capital Market Supervisory Board Notification Re: Application and Approval for Offer for Sale of Newly Issued Shares. And has the scope of duties and responsibilities as stipulated by the relevant laws, regulations and / or regulations

3. Board of Directors It consists of highly qualified professionals with a wide range of professional skills, experience and specialization. That is beneficial to the business operations of the company. And subsidiaries Without limitation of gender, race, religion, age or professional skills
4. The Board of Directors will elect an independent director to be the Chairman of the Board of Directors. In the event that the Board of Directors deems it appropriate, one or more Company Directors may be elected as the Vice Chairman of the Board of Directors.
5. The Chief Executive Officer shall be nominated to the shareholders' meeting for appointment as a director of the Board of Directors.

### Qualifications of Company Directors

1. Company Directors Must be a person with knowledge, ability and experience that will benefit business operations. Be honest, ethical in business and have sufficient time to devote their knowledge. Abilities and perform duties for the company
2. Company directors must have all the qualifications and must not have any prohibited characteristics under the Public Limited Company Law. And the Law on the Securities and Exchange Commission, including relevant rules, regulations and / or regulations defining the required characteristics that indicate a lack of proper to be entrusted to the board or management, according to a . Al . 'S . And / or the Capital Market Supervisory Board announced It must be a person whose name is listed in the director and management information system of a company issuing securities in accordance with the Notification of the Capital Market Supervisory Board on Criteria for Listing of Person in the Director and Executives List System of the Company. Issuing securities
3. Company directors can hold director positions in other companies, however, such director must not hinder the performance of the Company's director duties. And a director can take a position of director of the company.
4. Can register in the Stock Exchange of Thailand not more than 5 (including in the case of approval to be appointed as a director of the company as well) Independent directors must have qualifications in relation to independence as specified by the company. And in accordance with relevant laws, announcements, regulations and / or regulations And must be able to look after the interests of all shareholders equally and avoid conflicts of interest. In addition, they must be able to independently attend the Board of Directors' meetings.

### Features of retribution for independent

For independent directors, the Company defines a director who does not act as an executive. Being a director who is independent from the management and the controlling shareholder and who does not have a business relationship with the Company. In such a way that there is a limit to the expression of independent opinions and must have additional qualifications :

1. Holding no more than 1 % of the total number of shares with voting rights of the Company, subsidiaries, associated companies, major shareholders. Or the Company's controlling person In which shares held by related persons of that independent director shall be included.
2. Not being or having ever been a director who takes part in managing work, employees, or consultants with regular salary Or controlling persons of the Company, subsidiaries, associated companies, same-level subsidiaries, major shareholders or controlling persons of the Company. Unless they have retired from the aforementioned characteristics for at least 2 years before being appointed.
3. Not be a person with blood ties or a legal registration. In the manner of parentage, spouse, sibling and child, including the child's spouse Of other directors, management, major shareholders Controlling Powers or Persons to be Proposed as Directors Executives or persons with control over the company And subsidiaries
4. Do not have or have never had a business relationship with the Company, subsidiaries, associated companies, major shareholders or controlling persons of the Company. In a manner that may impede one's independent exercise of judgment Including not being or having ever been a significant shareholder Or controlling person of

a director who is not an independent director or an executive of a person having a business relationship with the Company, subsidiaries, associated companies, major shareholders Or the controlling person of the company or a juristic person who may have a conflict Unless they have retired from the aforementioned characteristics for at least 2 years before being appointed.

Business relationship according to the first paragraph Including normal trade transactions To operate the business of renting or renting real estate Transactions relating to assets or services, or providing or receiving financial assistance by accepting or lending, guaranteeing, or providing assets as collateral for liabilities, including other similar circumstances. As a result, the Company or the counterparty has an obligation to pay to the other party at least 3 % of the net tangible assets of the Company or from 20 million baht or more. Whichever is lower, the debt load calculation shall be in accordance with the method of calculating the value of connected transactions in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of Listed Companies on Connected Transactions. Mutatis mutandis But in determining the said debt burden, it shall include the debt burden that occurred during one year prior to the date of having a business relationship with the same person.

5. Not being or having been an auditor of the Company, subsidiaries, associated companies, major shareholders Or the Company's controlling person And not a significant shareholder Controlling person Or partner of the audit firm Which has the auditors of the Company, subsidiaries, associated companies, major shareholders Or the Company's controlling person, unless he or she has ceased to have such characteristics for at least 2 years before being appointed.
6. Not be or have been a professional service provider of any kind This includes legal advisory services or Financial advisor Which receives service fees in excess of 2 million baht per year from the Company, subsidiaries, associated companies, major shareholders Or the Company's controlling person And not a significant shareholder The controller or the partner of the professional service provider as well. Unless they have retired from the aforementioned characteristics for at least 2 years before being appointed.
7. Not being a director who has not been appointed. To represent the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.
8. Do not operate a business of the same nature and in significant competition with the business of the company or subsidiary. Or not being a significant partner in a partnership Or being a director who takes part in managing work, employees, employees or advisors who receive regular salaries Or holding shares more than 1 % of the total number of shares with voting rights of other companies Which operate a business that has the same nature and is in significant competition with the Company's business Or a subsidiary
9. Not having any other characteristics that make him incapable of expressing independent opinions with regard to the Company's operations.

After being appointed as an independent director with characteristics according to ( 1 ) - ( 9 ) , the independent director may be assigned by the board to make decisions on the operation of the company, subsidiary company, associated company, same level subsidiary or Major shareholders Or the Company's controlling person Legal entities that may have a conflict The decision to form the tribunal ( the C Ollective the D Ecision) has.

### Term of Office of Directors

1. The election of directors shall be in accordance with the Company's Articles of Association. And related laws Selection of directors must be transparent and clear. The educational background and professional experience of that person must also be considered, including qualifications and lack of prohibited characteristics. With sufficient details for consideration For the benefit of decision-making by the Board of Directors and shareholders
2. Directors of the Company hold a position for a term of 3 years and when the term expires. May be elected as the Company's director.
3. At every annual general meeting of shareholders The Directors to retire number one in three of its members at that time. If the number is divided to match the third section is not, then the number nearest to one of the three directors who are due to retire in the first year and the two subsequent conversion of the Company into a public limited company then. Use the voluntary method of the directors If the number of directors who voluntarily left office has not reached the number, draw a lottery method .Retire
4. In addition to the vacation of office by the said term. A director may vacate office upon:

- Died
  - Resign
  - Lack of qualifications as a director Or possesses prohibited characteristics under the law on public companies And / or the law on securities and stock exchange
  - The shareholders' meeting resolved to vacate office. (With the votes of not less than 3 in 4 of the number of shareholders present and entitled to vote. And having shares amounting to not less than one-half of the number of shares held by shareholders who attend the meeting and have the right to vote)
  - The court issued an order to leave.
5. Any director of the company resigns from his position by submitting a resignation letter to the Company. By resignation, effective from Resignation letter to the company
  6. In the event that the position of the director of the company is vacant due to reasons other than the expiration of the term To the Board of Directors according to the advice of Nomination and Remuneration Committee Select any person who has qualifications and does not have any prohibited characteristics under the Public Company Law. And / or the law on securities and The Stock Exchange of Thailand includes announcements, regulations and / or regulations related to being a replacement director at the next board meeting. Unless the remaining term of that director is less than 2 months, the person who is appointed as the said director may hold office for only the remaining term of the director whom he or she replaces.

## 3.2 Audit Committee

### Composition

1. The Audit Committee consists of directors who are independent directors at least three people.
2. The Audit Committee has appropriate skills and expertise according to the assigned mission. At least 1 member of the audit committee must have knowledge Sufficient understanding of or experience in accounting and finance to perform the duty of reviewing the reliability of the financial statements.
3. The Board of Directors or the shareholders' meeting or the Audit Committee shall select and appoint an audit committee member to be the chairman of the audit committee.
4. The Audit Committee shall consider and appoint a secretary to the Audit Committee to assist in the operation of the Audit Committee regarding meeting appointments. Preparing the agenda Delivering documents for the meeting And recording of meeting minutes

### Features

The audit committee must be a trusted and generally recognized person. And able to devote sufficient time to perform the duties of the Audit Committee. With the following features

#### 1. General features

Being an independent director who has qualifications in relation to independence as specified by the company. And in accordance with relevant laws, announcements, regulations and / or regulations And must be able to look after the interests of all shareholders equally and avoid conflicts of interest. In addition, they must be able to independently attend audit committee meetings. For independent directors, the Company defines a director who does not act as an executive. Being a director who is independent from the management and the controlling shareholder and who does not have a business relationship with the Company. In such a way that there is limitations to the expression of independent opinions and additional qualifications as specified in the Charter of the Board of Directors

#### 2. Specific features

1. Not being a director who has been assigned by the Board of Directors to make decisions on the operations of the company, parent company, subsidiary or affiliate. Same level subsidiary Major shareholders Or a company controlling person
2. Not a director of the parent company, subsidiary or subsidiary of the same level. Only that are listed companies



## Tenure And appointment

### 1. Appointment

1. The Board of Directors or the shareholders' meeting shall appoint the Israel experience to the board for review.
2. The board of directors or the shareholders' meeting or the audit committee shall select and appoint an audit committee member to be the chairman of the audit committee.
3. When a member of the audit committee completes his term of office or there is a reason that a member of the audit committee is unable to complete his term And resulted in less than 3 members of the Board of Directors. Or, the shareholders' meeting is responsible for appointing the audit committee members who have qualifications and are not prohibited to replace them within 3 months from the date that the number of members is incomplete. To ensure continuity in the performance of the Audit Committee. The person who serves as the Audit Committee instead. The member of the Audit Committee shall remain in office for only the remaining term of the Audit Committee member whom he replaces.

### 2. Tenure

The Audit Committee members hold office for a term of 3 years, which has a term of office as a director of the Company. And when the term of office is expired, it may be re-appointed as the Board of Directors deems appropriate. The Audit Committee members hold office for a continuous term of not more than 9 years and the members of the Audit Committee who retire by rotation shall remain in office to perform their duties until a replacement member is appointed. Except in the event that the term of office of the director of the company But was not re-elected to serve as a director of the Company

### 3. Vacation

In addition to the termination of the position. The Audit Committee will vacate office when:

- Retirement from being a director of the company
- Resign
- Died
- The Board of Directors or the shareholders' meeting resolves to vacate office.
- Lack of qualifications as an audit committee member or independent director under this charter or in accordance with relevant laws, announcements, regulations and / or regulations of the Capital Market Supervisory Board. Or the stock market
- The court issued an order to leave.

The resignation of the Audit Committee in the case of holding the position of the Board of Directors To submit a letter of resignation to the chairman of the audit committee at least 1 month in advance, together with reasons, the chairman of the audit committee will present to the board of directors for approval. Together with sending a copy of the resignation letter to the Stock Exchange of Thailand and for the Board of Directors Has considered appointing another person who has complete qualifications to replace the resigned person

If the Audit Committee resigns Or vacates office before the expiration of the term of office of the Company immediately inform the Stock Exchange Committee on resignation or dismissal could explain the reason for such an office . Al . In . Possible.

## 3.3 Nomination and Remuneration Committee

### Composition of Nomination and Remuneration Committee

1. Nomination and Remuneration Committee Appointed by the Board of Directors It consists of at least 3 directors and executives and should consist mostly of independent directors in order to comply with good corporate governance principles for listed companies.
2. Chairman of the Nomination Committee and the Remuneration Committee shall be independent. And should not be chairman of any sub-committees For transparency and independence in performing duties
3. Nomination and Remuneration Committee May consider appointing a secretary Nomination and Remuneration

Committee To assist the operation of Nomination and Remuneration Committee About meeting appointments  
Prepare an agenda Submit supporting documents for the meeting And record the minutes of the meeting

## Features

1. The Nomination and Remuneration Committee should Be a person with knowledge, ability and experience. As well as knowledge and understanding of the qualifications, duties and responsibilities as a member of the Nomination and the Remuneration.
2. Chairman of the Nomination and Remuneration Committee Should be an independent director To help be the core in driving the performance of duties Nomination and Remuneration Committee Be free

## The term of office of the Nomination and the Remuneration Committee.

1. Nominating Committee and the Compensation term of office of three years.
2. Nomination Committee and the Remuneration may be appointed to a position further as the Board deems appropriate.
3. In addition to vacating office pursuant to Article 1 of the Nominating Committee and the Compensation is due to retire on.
  - Resign
  - Died
  - Lack of qualifications or having prohibited characteristics under the law on public limited companies and / or the law governing securities and exchange.
  - The Board of Directors has a resolution to vacate office.
4. The Board of Directors has the authority to appoint the Nomination Committee and the Remuneration further for the sake of administrative purposes. Or for the replacement of the Nominating Committee and the Compensation has retired. The person appointed to the Nominating Committee and the Compensation replacement would be in office only for the remaining term of the Nomination Committee and the Compensation, which represent only themselves.

## 3.4 Executive Committee

### Composition of the Executive Committee

1. The Executive Committee consists of directors with suitable experience and qualifications as recommended by the Nominating and Corporate Governance Committee. And appointed by the Board of Directors The number and composition as the Board of Directors deems appropriate, comprising at least 3 persons, consisting of a number of company directors and a number of executives.
2. The Board of Directors shall appoint a member of the Executive Committee to be the Chairman of the Executive Committee. The Executive Board may be the same person as the Chief Executive Officer.
3. The company secretary shall act as the secretary of the executive committee. Unless the Executive Committee delegates otherwise To assist the executive committee's work regarding meeting appointments Prepare an agenda Submit supporting documents for the meeting Record meeting minutes and other tasks as assigned by the Executive Committee.

## Features

1. Executive directors must be persons with knowledge, abilities and experience that will benefit the Company's business operations as well, be honest and ethical in business operations. And there is enough time to devote knowledge, ability and perform duties for the company. Fully
2. Executive directors must have all the qualifications and must not have any prohibited characteristics according to the Public Limited Company Law. And laws on securities and exchange, including relevant announcements, regulations and / or regulations And must not show a lack of proper to be entrusted to the board or management, according to a . AI . In . And / or notification of the Capital Market Commission.

### Term of Office of Executive Committee

1. The Executive Committee is appointed by the Board of Directors. Based on the knowledge and experience of that person This will benefit the business operation of the company. And having a term of office for a term of 3 years and upon completion of the term of office may be re-appointed.

2. In addition to the termination of the position. A director vacates office when
  - Retirement from being a director or an executive of the company
  - Resign
  - Died
  - The Board of Directors or the shareholders' meeting resolves to resign.
  - Lack of qualifications or having prohibited characteristics under the law on public limited companies and / or the law governing securities and exchange.
3. Any Executive Director will resign from the position. To submit a resignation letter to the Chairman of the Board of Directors. In the event that the position of Executive Director becomes vacant The Board of Directors appointed a new Executive Director as recommended by the nominating committee and the compensation within 90 days to provide the Executive Committee with full membership of the Board of Directors.
4. In cases where the position of executive director is vacant due to reasons other than retirement by rotation, the Board selected individuals who are qualified and suitable to become executive director of the recommendation of the nomination committee and the remuneration of persons who attended. As an executive director who replaces, he may hold office for the remaining term of the executive director he replaces.

### 3.5 Risk Management Committee.

#### Board composition Risk management

1. Risk Management Committee Consisting of directors And / or relevant high-level executives appointed by the Board of Directors For a number of not more than 7 people
2. Risk Management Committee Consists of the Chief Executive Officer Director or independent director And appropriate company executives With the Chief Executive Officer as the Chairman of the Board
3. The Risk Management Committee may appoint a secretary to the Risk Management Committee. To assist the work of the Risk Management Committee about meeting appointments. Prepare an agenda Submit supporting documents for the meeting And record the minutes of the meeting

#### Features

1. The Risk Management Committee must be a person who has knowledge, abilities and experience that will benefit the Company's business operations as well and sufficient to be able to act as the Risk Management Committee.
2. The risk management committee must have an understanding of laws, regulations, risk standards. And environment related to the Company's business operation

#### Term of Office of Risk management Committee

1. The Risk Management Committee has a term of office for a term of not over 3 years.
2. Member of the Risk Management Committee who vacates office term May be re-appointed to serve as the Board of Directors deems appropriate.
3. In addition to the termination of the position. The Risk Management Committee may retire when:
  - Died
  - Resign
  - Lack of qualifications as a member of the risk management committee Or having prohibited characteristics under the law on public limited companies and / or the law on securities and exchange
  - The Board of Directors has a resolution to vacate office.
4. Any member of the Risk Management Committee, who will resign from his position, must submit a resignation letter to the Company. The resignation shall be effective from the date of the resignation letter to the Company.
5. In the event that the position of the Risk Management Committee is vacant due to reasons other than the expiration of the term, the Board of Directors shall elect any person with complete and appropriate qualifications to be the Risk Management Committee instead. The person who replaces the risk management committee can hold office only for the remaining term of the member of the risk management committee who he replaces.

### 3.6 Good Corporate Governance Committee

#### Board composition Good corporate governance

1. The good corporate governance committee consists of at least 3 directors and should consist mostly of independent directors.

2. The chairman of the good corporate governance committee must be an independent director and not be the chairman of the board of the company.

## Features

1. Have appropriate knowledge , ability, qualifications, and experience. And able to use their knowledge , ability and experience In performing work to achieve the objectives
2. Have enough time to perform their duties. And able to exercise their discretion independently in order to strengthen the Company's good corporate governance And have social and environmental responsibility

## Tenure of Member of the Good Corporate Governance Committee

1. The Board of Directors shall be appointed to serve on the Corporate Governance Committee the Board of Directors selected the Corporate Governance Committee as well as independent directors, one person is appointed Chairman of the Corporate Governance Committee as well.
2. A member of the good corporate governance committee holds a position for 3 years and when the term expires. May be elected as a member of the good corporate governance committee as the Board of Directors deems appropriate.
3. In addition to the vacation of office by the said term. A member of the good corporate governance committee may retire when:
  - Retirement from being a director of the company
  - Resign
  - Dead or
  - The Board of Directors has a resolution to vacate office.
4. In the event that the position of the good corporate governance committee is vacant because of other reasons In addition to the time of retirement The Board of Directors shall appoint a qualified person to be a member of the good corporate governance committee in order to complete the number of good corporate governance committees as specified in this charter. A replacement person who becomes a member of the good corporate governance committee will hold office for only the remaining term of the good corporate governance committee whom he has appointed to replace.

## 3.7 Chief Executive Officer

The Chief Executive Officer is appointed by the Board of Directors. Currently, Mrs. Worawan Chaiyakerd is the Chief Executive Officer. Who was appointed to the duties since July 1 , 2017 and was appointed to the position Chief Executive Officer following the main day of the conversion into a public company by a resolution of the Board of Directors of The Colbert Limited time of 3/2563 on 22 June 2563.

The Board of Directors of Rojukis International Public Company Limited No. 2/2020 on 14 August 2020 passed a resolution approving the scope of authority and responsibility of the Chief Executive Officer. With the following essence

1. Take care of business operations Manage and perform routine tasks as usual of the Company 's business , including supervising and controlling overall operations. In order to be in accordance with the objectives and company regulations As well as regulations, resolutions, policies, work plans and budgets approved by the Executive Committee, Board of Directors and / or the Shareholders' Meeting. Within the relevant legal framework and jurisdiction set by the Commission
2. Monitor and evaluate the implementation of the Company 's and its subsidiaries. In order to have good performance according to the target And to prepare and prevent risks that may arise both external and internal factors Including regular reports on the operating results and operating progress of the management and the management to the Board of Directors.
3. Offering a vision, policy direction, strategy, business plan and budget of the Company 's or its subsidiaries' Board of Directors for the purpose of preparing the matter for presentation to the Board of Directors. And participates in discussions with the Executive Committee and the Board of Directors.
4. Develop the organization to have operational results and good operating results. And there is constant improvement and development in order for the organization to grow sustainably.

5. Has the power to issue orders, regulations, announcements and various internal components to the operations of the Company in accordance with the policies of the Board of Directors. And for the benefit of the company as well as monitoring the performance of employees, according to the policy. Various rules With the principles of good governance in doing business
6. Set up the organizational structure Consider and determine the method for selection, training, hiring, appointment, transfer, and dismissal of persons as deemed appropriate. As well as defining the scope of authority and duties And appropriate compensation for employees of various levels And has the power to assess the performance of the top management down respectively. Using goals And evaluation criteria linked to strategic plans and annual work plans To determine appropriate compensation and incentive measures Which defines the said organizational structure The Chief Executive Officer is responsible for presenting it to the Board of Directors for approval. And has duties to perform in accordance with the approval of the Board of Directors.
7. Has the power to set trade conditions for the best interests of the company, to consider negotiating and approving the entering into a legal contract. And / or any operation Related to normal business operations of the company as a supplier trades. Normal transaction costs, investments, procurement Acquisition or disposition of tools, assets and services Customer credit limit Including the appointment of consultants in various areas necessary for the operation of the company , etc. within the power and limit as specified in the authority and order at various levels ( Table of Authority).
8. To consider and approve operations that are normal business transactions The operation was a normal business transaction of the Company , which have trade terms. In the amount not exceeding the budget approved by the Board of Directors Or as the Board of Directors has approved in principle, subject to the regulations of the Office of the Securities and Exchange Commission Including the relevant Stock Exchange of Thailand Including the authority and order at various levels ( Table of Authority) as approved by the Board of Directors. And if it is considered a significant transaction, it shall be presented to the Executive Committee Meeting and / or the Board of Directors for approval.
9. Consider investment opportunities And / or investment principles in new businesses Cessation of business or investment or venture capital By conducting appropriate and complete technical and financial studies for decision-making. To present to the Board of Directors To seek approval according to the authority specified in the Table of Authority.
10. Is authorized to act and represent the presence of the third parties in a related need. And is a normal commercial transaction For the benefit of the company 's
11. Perform other duties Assigned by the Board of Directors And / or various sub-committees Including having the power to take any action Needed to work to support the operations of the company states that under the rules and regulations of the Securities Act as well as regulations and guidelines. Related of the Capital Market Supervisory Board The Securities and Exchange Commission and the Stock Exchange of Thailand
12. Has the power to delegate power during And / or assign someone else to perform a specific task on their behalf By delegating And / or assignment shall be within the scope of its mandate under the power of attorney and / or to comply with regulations or orders of the Board and / or committees of and / or its components to be determined. To create flexibility in the operations of the company

The Board of Directors Meeting No. 3/2563 held on 22 June 2563 has approved the policy on succession planning of the CEO. The said policy stipulates that When the position of Britain for the Royal Navy at the Bank of Melbourne Water , the water that's for the drive ( this Chief the Executive Officer,) than the position or the position may not be at the car perform duties of the position. the Company will have the value of the British for the Royal Navy in the area. Or Associate level is the love language of the value of the position until the value is a value for selection for the selection and qualified individuals must be the guidelines set by the Company and have a vision of the value. knowledge and that of the West than at the car experiences the forecast and expect the service mindedness of each is the cultural organization department of an exchange between organizations, individuals will consider the case or to present to the Board a. the HMS nomination of and consider the case , the value of the reward is consider the case of the presentation and approval of the Board of the Company in order to have a value of appointing a c of the noise of each equation. to the position instead of following the regular path of the Board of the Royal Navy Nomination of and consider the case of low value returns to the value just as a result of the conduct of the functions of the departments of the succession. the Board of the Company to Trust the B is the example of at least a year, one at a time.

## 4. Supervision of Operations of Subsidiaries and Associated Companies

The Company has a policy to supervise the operations of subsidiaries and associated companies. The objective is to define mechanisms and measures that will lead to a good, transparent and auditable management system. And able to set management direction in subsidiaries and associated companies that the company To invest effectively It is also able to monitor the management and operation of subsidiaries and associated companies. In order to maintain the interests of the Company's investment In this regard, the subsidiary company has to have a supervisory mechanism in order to make it possible for the company to operate. Able to control and supervise the operation of the subsidiary company as a unit of the company, including having measures to monitor the management and to set up an appropriate and concise internal control system for the subsidiary to maintain the results. Benefits of the Company's investment To comply with the specified criteria The policy of supervision of operations in subsidiaries and affiliated companies of the company. The details are as follows

- (1) The company will appoint a representative of the company. Qualified And experience To join the board of directors in that company At least in proportion to the shareholding To formulate important policies and to supervise the operations of the subsidiaries and associated companies in accordance with the law. Good corporate governance policy As well as other policies of the company. To be a director of each subsidiary and associated company must be reviewed and approved by the Board of Directors' meeting.
- (2) The board of directors and management of each subsidiary and associated company will have significant scope, authority and responsibility under the relevant laws, such as disclosure of operating results. Information about the financial position And financial statements that have been audited or reviewed by a certified public accountant in accordance with the relevant accounting period. Including the information supporting the financial statements of subsidiaries and associated companies to the Company and consent to the Company. Use that information For the preparation of statements Consolidated finance or reports on the Company's performance For relevant accounting periods As well as disclose and submit personal interests information and related persons to the Board of Directors on the relationship. And transactions with the Company, its subsidiaries and / or associates in a manner that may create a conflict of interest. And avoid making transactions that may lead to conflicts of interest
- (3) Representatives of the company Who joined as the board of directors of subsidiaries or affiliated companies The subsidiary will consider and vote at the board of directors' meeting of the subsidiary and associated company regarding the general operations of the subsidiary and associated company. For the best interests of the subsidiaries and associated companies. Taking into account the Company's policy And resolutions of the Board of Directors and / or the shareholders' meeting of the Company Related with
- (4) In the event that a subsidiary will enter into the following transactions: This may have a significant impact on the financial position and results of operations. Subsidiaries must be approved by the Board of Directors' meeting of the Company. Or the shareholders' meeting of the company (As the case may be) before the said operation
  - the termination of the Company
  - Capital increase or decrease
  - Amendments to regulations
  - Sale or transfer of the whole or material business to another person
  - Buying or receiving Transfer of business of other companies
  - Other legal cases
- (5) entering into the transaction Or any operation Of a subsidiary that falls into or is an acquisition or disposition of assets in accordance with the Notification on Acquisition or Disposition of Assets Or a connected transaction according to the relevant connected transaction announcement Which will result in the company Has the duty to seek approval from the meeting of the Board of Directors of the Company. The shareholders' meeting of the company Or related agencies under the law (Depending on the case), the subsidiary is allowed to enter into the said transaction only upon approval of the Board of Directors' meeting of the Company. The shareholders' meeting of the company Or related agencies (Depending on the case) already



In addition, if a subsidiary will enter into a transaction or if there is any event of the subsidiary Which makes the company Has a duty to disclose information to the Stock Exchange of Thailand According to the specified criteria Company representative The director of the said subsidiary has a duty to notify the Company. Immediately it becomes aware that the subsidiary plans to enter into the transaction or that such event occurs.

- (6) The Company will set up necessary plans and actions to ensure that the Subsidiary and Associate Will provide information about the performance Information regarding the financial position, financial statements, including financial issues that are significant to the subsidiary or associated company, to the Company and the Company will take necessary actions and monitor to ensure that the subsidiaries and associated companies have adequate internal control systems. And appropriate in business operations
- (7) The company will monitor and analyze the operating results. And financial status of subsidiaries and associated companies. And present the analysis results As well as express their opinions and suggestions to the Board of Directors of the Company. And the board of directors of the subsidiaries and associated companies for the purpose of Consideration of business policies of the said subsidiary and associated company

## 5. Supervision of the use of inside information security of computer systems and information and data hierarchy

The company 's administration abides by the principles of corporate governance practices of the SET and the SEC and focus on taking care of inside information in accordance with the principles of corporate governance. By adhering to the principles of good governance Honesty in business And to ensure that investors in the Company's securities Receive reliable information equally and promptly, the Company has established a policy to use internal information of the company with the following details.

### Guidelines for the preservation and protection as well as insider information

Personnel at all levels of the organization must strictly comply with the Code of Conduct of the Company. It is also responsible for knowing information security procedures in order to protect confidential information and to comply with such information security procedures. To prevent confidential information from being disclosed Including preventing the wrong use of inside information

" Inside Information" means

- 1) Information that has not yet been released to the public that is material for changes in the price or value of the security.
- 2) Information that is prohibited to be disclosed to the public
- 3) Information prepared to be disclosed to the public But it has not been officially disclosed

#### 1. Guidelines for keeping inside information

##### 1.1 Define the secret hierarchy of information

Inside information is trade secret. Therefore, internal information must be prevented from being disclosed to third parties. These information may be categorized into several hierarchies based on importance: disclosed information, confidential information, confidential information, but the sharing of internal information must be within the scope of the duties and responsibilities for which it is entrusted.

##### 1.2 Providing information to third parties

Disclosure of confidential information to the public must be approved by the Chief Executive Officer, and the Chief Executive Officer may answer himself in the event of extremely significant information. Or may assign the responsible person to provide information to the public. The company will have a person who serves to disseminate information to the public. Responsible for the work Investor relations and contacts with investment agencies in various projects, coordinating with the internal department that owns the information.

### 1.3 Expressing opinions to third parties

Company's personnel Will not answer questions or express opinions to any other third parties. Unless there is a duty or assigned to answer those questions. If no duties or assignments Personnel will politely decline comments.

## 2. Guidelines for the use of inside information

The company will provide knowledge to the Board of Directors and management. Including those holding managerial positions in accounting or finance who are department manager or equivalent of the company. And the Company's auditors Regarding the duty of preparing, disclosing and submitting reports on their holding and change of securities holding. Spouse or cohabitant as husband and wife And children who are minors with the SEC under the Securities and Exchange Commission rules and orders and announcements of g . Al . In . Of the Supervisory Board as well as the Capital Market Commission. SET Related Including relevant penalties under the law

Board of Directors and Executives Including those holding managerial positions in accounting or finance who are department manager or equivalent of the company. And the Company's auditors Is responsible for preparing, disclosing and submitting reports on their holding and change of securities holding. Spouse or cohabitant as husband, wife and underage children According to securities law To the company secretary Before submission to the SEC office every time, it must be prepared and delivered within 30 days from the date of appointment as a director. And / or management Or to report changes in securities holding within 3 business days from the date of purchase, sale, transfer or acceptance of transfer of such securities

### 2.1 Use of inside information

The Company realizes the importance and responsibility towards its shareholders and stakeholders. In accordance with the operating guidelines in accordance with the principles of good corporate governance, therefore, in order to increase the confidence of shareholders, investors and all related parties, the Company has established measures on the use of internal information of the Company. To create equality and fairness in the use of the Company's inside information. As a result, the confidence of the shareholders, investors and all related parties, the company prohibits personnel at all levels of the company. As mentioned above As well as relevant third parties such as legal advisors And financial advisors, etc., including all family members of such personnel who have received internal information of the Company. Facts that are material matter to changes in price or value of securities and which are not yet disclosed to the public. Use such information whether for (a) buying or selling securities. Either for myself or for others Unless permitted by law, or (b) disclose inside information to another person, directly or indirectly and by any means, know or should know that the recipient may use the information in the purchase or sale. Securities Either for myself or for others Unless it is an act that does not take advantage of other persons or in the manner as specified in the notification of the SEC Office or (c) persuade other persons to buy, sell, offer to buy or offer the Company's shares. Whether manually Or through a broker, regardless of whether such action is done for the benefit of oneself or others

In addition, the company also prohibits company personnel from As mentioned above, and members of the personnel's family take material facts about changes in price or value of securities and which have not been disclosed to the public in order for others to do so for themselves in return.

The Company assumes that the use of inside information is improper for the benefit of trading in the Company's securities. The aforementioned is for speculative trading. Or to create an advantage for a particular group, which is considered Offense And it is considered a disciplinary offense. The Company has established additional policy to prevent the use of inside information. By stipulating that company directors and executives, including those holding executive positions in accounting or finance, who are department manager or equivalent of the company. Having been informed of material inside information that affects the change in price or value of securities. Must refrain from trading the company's securities During the period prior to the publication of the financial statements or the dissemination of information on the financial position and state of the company. Until the company The information will be disclosed to the public by the Company will notify the Board of Directors and management. Including those holding managerial positions in accounting or finance who are department manager or equivalent of the company. No trading in the Company's securities In writing at least 30 days prior to public disclosure. And should wait at least 24 hours after disclosure to the public As well as prohibiting the disclosure of such material information to other persons

In addition, the directors, executives and employees of the Company Have a duty to comply with the Code of Conduct of the Company and the guidelines for the use of internal information of the Company. Securities Law Minister and the Law on Public Limited Companies. Including other rules that are strictly related

## 2.2 Safety measures for computer systems and information technology

In order to comply with the policy in a good manner, the company has measures to prevent safety.

The computer system and information are as follows.

2.2.1 Use the Company's computer and information technology. To comply with the law on Offending computer And other relevant laws

2.2.2 restrict access to nonpublic information, known only to the Chief Executive Officer and People holding executive level positions in various fields Related As far as possible And disclose to employees of the company As necessary, just as you need to know And notify employees that it is confidential information and there is a limit to its use

2.2.3 Do not alter, duplicate, delete or destroy the Company's information. Including the disclosure of information contained in the information system of the company. Without permission from the company

2.2.4 Establish a security system at work to prevent unauthorized access and use of confidential files and documents.

2.2.5 shall protect, maintain account user name ( the Username) and password ( Password,) do not share it with others. Do not distribute, distribute or make others know.

2.2.6 Do not use the company's email. To forward a slanderous message or picture Degrading or obscene, obscene, threatening, harassing, annoying to others. Or anything that is against the law

2.2.7 Subjects of information that are not yet publicly disclosed are required to instruct relevant persons to follow the procedures. Strict security

2.2.8 Implementation and management of information security must comply with the law. Requirements from various agencies involved Regulations and obligations in the contract

2.2.9 In the event that an external person or organization has access to the system and information It must be for business purposes and benefits only. And there must be contract terms to protect the security of the information system, and such external persons or entities must have access to the system and data only with the permission of the company.

## 2.3 Penalties for using inside information

Violators who use inside information for their personal gain will be subject to disciplinary action, starting with a written warning. Cut wages How to suspend work without pay Or may leave the job, depending on the intent of the act and the seriousness of the offense. Or may be punished according to the law by related agencies, as the case may be

## 6. Risk management

The company has realized the value of the significance of the Battle of Oriskany for the the classification of the organization to drive the organization to have a value of growth and the move of a business example of the stability within the application there. Reap the good of the financial stability and the partners of the vehicle create the returns to shareholders in the Hem of each equation by the guards of hell in the competition for the business of the Company. Must face today is caused by the changes in the level of not more than the going may be a factor within the external factors within the unit in the province, affecting expect the south west coast of the value. car in the drive to achieve a goal of Notes between and within the business, the company's core, so initially it was given for the value and the Committee of the Battle River during the Greco that the risk is in charge of the. the established policies of Jude , the birds , the battle was for the Greco that the risks to cover the whole organization. And supervise a system or procedure in the Battle of the River of the classification of the value of the risk to minimize the impact on the Company's business subsidiaries of the Hem of each equation.

The company recognizes the value of the importance and value of the services needed to bring the system to the Battle River during the Greco that the risk to the mm of the standards of the South in the round of use in the. the battle was

between the aims of the Company. Is an organization that creates value d c of satisfaction to the customers of a security or the good looks and the development of the of the operating value of the Company to be in line with the same throughout. the organization has established policies of lifting the Battle River during the Greco that the risks are.

1. The Committee of the Battle River during the Greco that the risk of a frontal of the consider the case of established policies or raise the Battle River during the Greco of the risks both within the outside and within the. the company provides a comprehensive and in line with the strategy and direction of the business of the Company shall cover the risks at least four aspects of the process follows.

(1) c of the risk at the End of the money ( FinancialSelect Risk's).

(2) c of the sound of birds, the conduct of the North ( the Operational Risk's).

(3) c of the risks of the strategy, the value of the business ( a Strategic Risk's).

(4) c of the sound of the birds of the compliance of the rules ( a Compliance Risk's).

2. The Group of Battle River during the Greco that the risk is c , the responsibility of the employee or in class. To realize the value of the risk that in the practices of the North in the value of their organizations by making sure that the importance in the Battle River during the Greco that the risk has value. treatment of any and administrative of the classification of the security of the South in the control within the unit in the example of the system at a level sufficient Hem of each equation.
3. 4.3 provides a procedure before the Battle River during the Greco of the risks the organization is going in the mm between the standards of the good of the practices of the machine to the the fantastic service for the Royal Navy. organize the Greco was the risk that the value impact of the conduct of the Company's the example of the performance and the era born of the development of and to the practices of the. PANDA , the birds , the battle was for the Greco of the risks across the organization in the direction of the same by bringing in the Battle River during the Greco that the risk on the part in the decisions a. the percentage of the strategic plan of the North and of the implementation of the of the Company, including the value of focus to achieve goals of the service of a vision, mission and strategy, set out to create. the d c of excellence in the practices of value and create value in the future , the confidence of those involved.
4. 4.4 has a value of defined guidelines for the protection and environment technology of the future , the risk may be kg of the operating value of the Company in order to avoid overheating or damage to the unit or that of the loss. the cost of the package is formed, including the value of contact between and evaluation of the Battle River during the Greco that the risk Examples of regularly.
5. 4.5 Promotion and Development of the value of bringing the technology of the modern information on the use of the procedure in the Battle River during the Greco that the risk of the Company. And support to individuals or organizations in all levels of the value accessible as a resource wins the Power of the placenta , the battle was for the Greco that the risk Examples of thoroughly, as well as the value of the system's value. drive the sound of birds, the battle was for the Greco that the risks to the Board of the Battle River during the Greco that the risk of suffering the USD to the example of the performance and the era.

## 7. Auditor's remuneration

7.1 The remuneration of the auditor ( -audit fee of Ernst ).

For the fiscal year ended December 31 , 2019, the Company paid audit fee to PricewaterhouseCoopers ABAS Company Limited totaling 3,000,000 baht.

The company has paid other services ( Non-Audit Fee) such as overtime expenses, travel expenses. Other expenses actually reimbursed ( Out-of-Pocket Expenses) to PricewaterhouseCoopers ABAS Company Limited, totaling 66,499 baht.

For the financial year ended 31 December 2563 the General Meeting of Shareholders for the fiscal year 2563 the Company held on 23 March 2563 resolved to approve the remuneration of the auditors ( in Audit Fee is applicable) of the Company to its prime. RizewaterhouseCoopers ABAS limited to the amount not exceeding 3,000,000 baht.

#### 7.2 Other Fees ( Non-audit-fee of Ernst ).

The Company hired PricewaterhouseCoopers ABAS Company Limited to provide other services, including the preparation of additional financial statements to be used as part of the prospectus for the Offering securities to the public on the SET At this time of the company With a service fee of 150,000 baht

However, the persons or businesses related to the auditors and the audit firm that the auditors belong to above are not persons or businesses related to the Company. Or subsidiaries in accordance with the Accounting Standards on Disclosure of Related Person or Business

## **8. Adopting good corporate governance for listed companies in 2560 to deploy.**

---

The Company's compliance with corporate governance principles for listed companies, the year 2560 of the Group . Al . In . And the board has a process to review the implementation of corporate governance principles for listed companies in 2560 to deploy properly. the business context at least annually 1 time.

## **9. Compliance with good corporate governance principles in other matters**

---

-N/A-



# Social Responsibility

On 26th October 2020 Rojukiss International Public Company Limited in conjunction with Film Thanapat Kawila; Rojukiss brand ambassadors and fans hold special events at The Foundation for the Blind in Thailand under the Royal Patronage of H.M. the Queen's volunteer. After months of distancing during the COVID-19 pandemic; Film Thanapat and his fans joined the fun and recreation games. Also, they had prepared snacks and drinks for the children as well

Thanayus Leeraphan, Chief Marketing Officer of Rojukiss International Public Company Limited is the representative to participate in activity and bring products of the company such as Rojukiss fabric mask, Rojukiss serum soap, PhDerma hand sanitizer along with consumer supplies are given to The Foundation of the Blind to pass on to staff and students who under supervision of the Foundation.





# Internal Control and Risk Management

The Board of Directors is aware of the importance of having good internal control systems. It is an important duty to ensure that the Company has appropriate and sufficient internal control systems to efficiently oversee the operations to meet the goals, objectives, laws and relevant requirements, to be able to protect assets from any fraud and damage, and to do accounting and financial report with accuracy and reliability that is disclosed completely and adequately in a timely manner.

There is also the Audit Committee which currently consists of 3 independent directors. The Audit Committee has the duties and responsibilities of auditing financial statements, disclosure of the financial reports and related transactions or any matters with conflicts of interest to be accurate, complete, reliable and coordinate with the Internal Audit Department, auditors and management of the Company to review the internal control system and ensuring compliance with the relevant laws and regulations, as well as, to consider and approve an audit plan, performance evaluation and compensation of the Internal Audit Department, including selection and appointment of the auditor and audit fee. The Audit Committee shall also perform other duties as assigned by the Board of Directors, and conduct self-assessment to evaluate their performance to ensure that the Audit Committee has performed their duties effectively and completely.

In the meeting of the Board of Directors No. 2/2020 on 13 May 2020 with the Audit Committee joining. The Board of Directors has considered and assessed the sufficiency of the internal control systems of the Company by using the assessment form for the sufficiency of the internal control systems and asking the information from the management of the Company. The Board of Directors had considered the internal control systems of the Company in 5 parts according to the guidelines of the Committee of Sponsoring Organizations of Treadway Commission ("COSO") which consists of control environment, risk assessment, control activities, information and communication and monitoring activities.

## Head of Internal Audit

The Audit Committee's meeting No. 3/2018 on 27 November 2018 appointed IA Signature Company Limited which is external party (outsourcing) to oversee the operations of the internal audit and report directly to the Audit Committee. IA Signature Company Limited has appointed Mr. Sutee Tanwanichkul, Managing Director of IA Signature Company Limited as a Head of Internal Audit. The Audit Committee has the opinion that Mr. Sutee is qualified and has experiences in performing internal audit for the Company.

## Related Party Transactions

### Person or juristic person in a potential conflict of interest

Details on related party transactions with person or juristic person in a potential conflict of interest for the year ended 31 December 2019 and 2020, as follow:

No.	Person or Juristic Person in a Potential Conflict of Interest	Nature of Business	Relationship with the Company
1	The Siam Commercial Bank Public Company Limited	Provide full range of financial services	Mutual director, Dr. Lackana Leelayouthayothin who is an independent director at The Siam Commercial Bank Public Company Limited and the Company
2	Bangchak Retail Company Limited	Franchise business and intellectual property acquisition	Mutual director, Dr. Lackana Leelayouthayothin who is an independent director at Bangchak Retail Company Limited and the Company
3	Central Family Mart Company Limited	Convenience stores and business member shops	Mutual director with major shareholder, Mrs. Pratana Mongkolkul who is an independent director at Central Retail Corporation Public Company Limited and the Company
4	Central Food Retail Company Limited	Supermarket	Mutual director with major shareholder, Mrs. Pratana Mongkolkul who is an independent director at Central Retail Corporation Public Company Limited and the Company
6	Dherakupt International Law Office Limited	Provide legal and tax consultancy	Mutual director, Dr. Anuphan Kitnitchiva who is a director at Dherakupt International Law Office Limited and an independent director at the Company
7	Ms. Piyawadee Sonsingh	-	Authorized Director

## Related party transaction

### Details on related party transactions with person or juristic person in a potential conflict of interest for the year ended 31 December 2019 and 2020, as follow:

Person or Juristic Person in a Potential Conflict of Interest	Value (Million Baht)		Necessity and Rationale of transaction	The Audit Committee's Opinion
	31 December 2019	31 December 2020		
1. Sales and other income				
(1) Bangchak Retail Company Limited <ul style="list-style-type: none"><li>• Sales</li><li>• Account Receivable</li></ul>	0.01 -		The Company sold its products to Bangchak Retail Company Limited as a normal operation with ordinary prices applied to all customers.	The transaction was normal operation with the same selling prices as selling to other customers. The said transactions are justified and beneficial to the Company.
(2) Central Family Mart Company Limited <ul style="list-style-type: none"><li>• Sales</li><li>• Account Receivable</li></ul>	15.7 3.6	9.3 2.7	The Company sold its products to Central Family Mart Company Limited as a normal operation with ordinary prices applied to all customers.	The transaction was normal operation with the same selling prices as selling to other customers. The said transactions are justified and beneficial to the Company.
(3) Central Food Retail Company Limited <ul style="list-style-type: none"><li>• Sales</li><li>• Account Receivable</li></ul>	24.8 7.9	21.0 6.2	The Company sold its products to Central Family Mart Company Limited as a normal operation with ordinary prices applied to all customers.	The transaction was normal operation with the same selling prices as selling to other customers. The said transactions are justified and beneficial to the Company.
(4) Dherakupt International Law Office Limited <ul style="list-style-type: none"><li>• Sales</li><li>• Account Receivable</li></ul>	- -	0.25	The Company sold its products to Central Family Mart Company Limited as a normal operation with ordinary prices applied to all customers.	The transaction was normal operation with the same selling prices as selling to other customers. The said transactions are justified and beneficial to the Company.
2. Expenses				
(1) Dherakupt International Law Office Limited. <ul style="list-style-type: none"><li>• Expenses</li><li>• Account Payable</li></ul>	1.0	0.16	Dherakupt International Law Office Limited provided legal and tax consultancy to the Company with the market price comparable with industry.	The transaction was normal operation with the same selling prices as selling to other customers. The said transactions are justified and beneficial to the Company.

Person or Juristic Person in a Potential Conflict of Interest	Value (Million Baht)		Necessity and Rationale of transaction	The Audit Committee's Opinion
	31 Decem- ber 2019	31 Decem- ber 2020		
(2) The Siam Commercial Bank Public Company Limited) • Expenses	0.5	2.0	The Siam Commercial Bank Public Company Limited is a financial advisor for initial public offering process (IPO). The price as normal business transaction. The said transactions are service fee in the contract is the market price comparable with industry.	The transaction was normal operation with the same selling price as normal business transaction. The said transactions are justified and beneficial to the Company.
<b>3. Interest Expenses</b>				
(1) Ms. Piyawadee Sonsingh • Interest expenses • Accrued interest • Loan	2.2 - -	- - -	On 30 June 2017, the Company's subsidiary had entered into the loan agreement with Ms.Piyawadee Sonsingh, total amount of Baht 67.8 million. The agreement was short-term with settlement date on 28 June 2019. The purpose of transaction was to use as working capital. The interest rate was MLR+1% per annum which was not higher than loan from financial institutions. On 26 June 2019, the Company's subsidiary has already settled loan with interest to Ms. Piyawadee.	The transaction was necessary for the business and the interest rate paid to Ms. Piyawadee was not higher than loan from financial institutions. Currently, the Company has no loan balance with Ms. Piyawadee.
(2) The Siam Commercial Bank Public Company Limited • ดอกเบี้ยเงินฝาก • Interest expenses • Accrued interest • Short-term loan • Promissory notes • Long-term loan	3.7 0.09 11.7 71.6	2.6 0.02 27.5 16.65 8.1	The Company has entered into loan agreement with The Siam Commercial Bank Public Company Limited with (1) overdraft Baht no more than 20 million with interest rate at MOR, (2) Letter of Credit and Trust Receipt no more than Baht 80 million with the fee of 0.25% per month, (3) long-term loan Baht 22 million with interest rate at MLR. The purpose of long-term loan is to buy office apartment and (4) promissory notes Baht 16.65 million with fixed interest rate. All interest rate are not more than loan from other financial institution.	The transaction is normal operation and necessary for business expansion. The interest rate is not more than loan from other financial institution. The said transactions are justified and beneficial to the Company.
<b>4. Interest Income</b>				
(1) The Siam Commercial Bank Public Company Limited • Interest income • Balance at bank	0.5 46.2	0.3 211.8	The Company has bank deposit with the Siam Commercial Bank Public Company with the interest rate of 0.175% per annum which is the same rate as other customers.	The transaction is normal operation and necessary for cash management of the Company. The interest rate received is the same as other financial institutions. So the said transactions are justified and beneficial to the Company.

### 3 Potential related transaction

Below transactions are necessary and continuous from contract.

1) Selling products to Central Family Mart Company Limited and Central Food Retail Company Limited

The Company sells its products – skincare and cosmetics products to Central Family Mart Company Limited and Central Food Retail Company Limited as normal business purposes and the prices are based on market situation and under the same condition as other customers.

2) Loan agreement with The Siam Commercial Bank Public Company Limited

The Company has entered into loan agreement with The Siam Commercial Bank Public Company Limited with (1) overdraft Baht no more than 20 million with interest rate at MOR, (2) Letter of Credit and Trust Receipt no more than Baht 80 million with the fee of 0.25% per month, (3) long-term loan Baht 22 million with interest rate at MLR. The purpose of long-term loan is to buy office apartment and (4) promissory notes Baht 16.65 million with fixed interest rate. All interest rate are not more than loan from other financial institution.

3) Bank deposit with The Siam Commercial Bank Public Company Limited

The Company has bank deposit with The Siam Commercial Bank Public Company Limited with the same interest rate as other customers.

4) Financial advisory and underwriting service agreement with SCB Securities Company Limited

The Company has signed financial advisory service agreement with The Siam Commercial Bank Public Company Limited and underwriting service agreement with SCB Securities Company Limited. The service fee is clearly mentioned in the agreement with the same rate as other company in the same industry.

In the connected transaction of the Company, the Company would comply with the Securities and Exchange Act including rules, announcement, order or regulations of the Securities and Exchange Commission and the Capital Market Supervisory Board, and also comply with the conditions regarding information disclosure of the connected transaction and other relevant rules.

### 4 Measures and procedures for approval of related party transactions and connected transactions

The resolution of the Board of Directors meeting no. 1/2020 on 20 July 2020 stipulated approval measures and processes for related party transaction and connected transaction of the Company and its subsidiary enter into with and external party who are a stakeholder that may have a conflict of interest or a potential conflict of interest in the future. The Company will conform to rules and criteria pursuant to the Securities and Exchange Act 992 (including the amendments) and pertinent rules of the Capital Market Supervisory Board and/or the Securities and Exchange Commission and the Stock Exchange of Thailand including requirements on the disclosure of related party transactions or connected transactions in the footnotes to the financial statements reviewed by the Company's auditor as well as the annual registration statement (Form 56-1). In undertaking those transactions, the Company will review and monitor all transactions to ensure that there is no stakeholder with interest involving in the decision making for the related party transactions and connected transactions.

The Board of Directors put in place an approval process for related party transactions under an ethical framework where transactions must be deliberated by the Audit Committee for the best interest of the Company and shareholders. The Board of Directors ensure strict compliance with rules imposed by the Capital Market Supervisory Board and/or the Securities and Exchange Commission and the Stock Exchange of Thailand as well as accuracy and completeness of disclosure of related party transaction to the general public.

In case of ordinary business transactions or transactions that support normal business operations of the Company and transactions that may occur continuously in the future, the Company has a policy that articulates scope of those transactions where commercial agreements are similar to those offered to general counterparties in the same situation without an influence as a director, an executive or a related party on commercial bargaining power or a transfer of interest/benefit and/or it can be proven that the transactions have reasonable and fair pricing or conditions. If the Board of Directors has approved a resolution of the transaction as a general principle, the management of the Company can undertake transactions under the

guideline without seeking an approval from the Board again. Then, the Company prepares a summary report on related party transactions or connected transactions to present to the Audit Committee's meeting and the Board of Directors' meeting every quarter in accordance with the laws on securities and exchange, rules and regulations, notifications, orders or other requirements of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand.

In case that undertaking related party, transactions or connected transactions is not within the defined scope, the Company will propose to the Audit Committee for comments on the appropriateness of the pricing or reasonableness of the transactions. Subject to the expertise of the Audit Committee to consider the related party transactions, the Company may request knowledgeable persons with specific expertise such as auditors or independent valuers to comment on the transaction to supplement the consideration of the Board of Directors or shareholders on a case-by-case basis. Persons with a potential conflict of interest or has interest in the transactions have no right to vote in the consideration for the particular related party transactions. This is to ensure that the transactions are not regarded as a removal or a transfer of benefits of the Company but transactions that take into account the best interest of the Company and all shareholders. The Company will disclose its related party transactions in the notes to the financial statements reviewed by the Company's auditors in the annual report or the annual registration statement (Form 56-1).

## **5 Policy on the future connected transaction**

In the case that there is future connected transaction, the Board of Directors shall comply with the Securities and Exchange Act including rules, announcements, orders and regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand and the regulations regarding information disclosure of the connected transaction done by the Company and its subsidiaries according to the accounting standard determined by the Certified Accountants and Auditors of Thailand and other relevant rules. Moreover, if there is any connected transaction or change of agreement and condition regarding the transaction related to director, management, or relevant person of the Company, the director who has conflict of interest shall not attend the meeting of Board of Directors with the agenda relating to the consideration of such transaction.





## Section 3

### FINANCIAL INFORMATION

1. Report of Audit Committee
2. Report of Board of Directors' Responsibility  
for Financial Statements and Performance of Year 2020
3. Auditor report
4. Financial Statements
5. Note to Financial Statements
6. Management Discussion and Analysis
7. Subsidiaries

# Responsibility of the Board of Directors to the Financial Statements

The Board of Directors of Rojukiss International Public Company Limited ("the Company") is responsible for the consolidated financial statements of the Company and its subsidiaries as well as financial information as presented in the annual report. The financial statements are prepared in conformity with Thai Financial Reporting Standards (TFRSs) which are appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in the notes to financial statements. The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions. The Board of Directors has appointed the audit committee which comprises independent directors, to control quality of financial report and internal control system. The opinion of the audit committee on this matter has already been presented in the audit committee report. The Board of Directors is of an opinion that internal control systems of the Company are in the satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statements of the Company and its subsidiaries as of December 31, 2020.

Dr. Lackana Leelayouthayotin

Chairman

Mrs. Worrawan Chaikamnerd

Director & Chief Executive Officer

**ROJUKISS INTERNATIONAL PUBLIC COMPANY LIMITED  
(FORMER: AISANCE COMPANY LIMITED)**

**CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS**

**31 DECEMBER 2020**

## Independent Auditor's Report

To the shareholders and the Board of Directors of Rojukiss International Public Company Limited

### My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Rojukiss International Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2020, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

### What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2020;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies and other explanatory information.

### 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 are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

## Key audit matters

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

Key audit matter	How my audit addressed the key audit matter
<p><b>Valuation of inventories</b></p> <p>Refer to Note 6.5 - Significant accounting policies - inventories, and Note 17 - inventories</p> <p>The major outstanding balance of inventories were finished goods of cosmetic product which has limited lifetime. In addition, the Group's inventories were considered high competition products and there were wide ranges of substitute products with similar attributes in the market. Therefore, the Group was exposed to risk of stock deteriorate, obsolete, slow moving and cost of inventory could be higher than net realisable value.</p> <p>Allowance for net realisable value of inventories was 18.33% of the Group's total inventories. The Group has applied their judgement in making estimates of the allowance for net realisable value by using experienced and historical data. The validity of this assumption and the estimated amount of allowance were reassessed at each reporting date.</p> <p>I focused on this area because the valuation of inventories was based on Group management's judgement and was material to the consolidated financial statements.</p>	<p>My key audit procedures in relation to valuation of inventories included:</p> <ul style="list-style-type: none"> <li>• Inquired the Group management and obtained an understanding of the Group's policy in relation to inventory management and assessment applied to estimate net realisable value of inventories, then reviewed the Group's compliance with the policy;</li> <li>• Observed the condition of inventory and storage which directly affected to inventory valuation through the year end physical inventory observation;</li> <li>• Performed the testing on sample basis on inventory aging report of ending inventory balance with related supporting document whether items were classified in the appropriate aging bracket and recalculated the allowance for decline in value of inventories according to the Group's policy;</li> <li>• Performed the testing on sample basis on the net realisable value of ending inventory by investigate after period end sales document less costs necessary to make the sale with the related supporting documents including check mathematical accuracy of net realisable value calculation; and</li> <li>• Considered the disclosures in accordance with Thai Financial Reporting Standards.</li> </ul> <p>Based on my procedures above, I found that the Group management's assumption and judgement on the valuation of inventories were reasonable and appropriate based on the environment and circumstances.</p>

Key audit matter	How my audit addressed the key audit matter
<p><b><i>Recognition of discounts, sales promotions and allowance for sales return</i></b></p> <p>Refer to Note 6.16 - Significant accounting policies - Revenue recognition</p> <p>The Group entered into agreements and commercial agreements with customers, under which various conditions pertaining to discounts, sale promotions, and special discounts given to increase sales during specific period. As a result, the recognition of discounts and sales promotions of the Group were different.</p> <p>The Group has applied their judgement in making estimates of the sale returns by calculated actual sales return from experienced and historical data. The Group has assessed the appropriateness of the assumption and the estimated amount of returns at end of each reporting date.</p> <p>I focused on this area because the recognition of discounts, sales promotions and allowance for sales return were based on Group management's judgement and were material to the consolidated financial statements.</p>	<p>My key audit procedures in relation to recognition of discounts, sales promotions and allowance for sales return included:</p> <ul style="list-style-type: none"> <li>• Inquired the Group management to obtain an understanding of the Group's policy in relation to revenue recognition, recognition of discounts, sales promotion and allowance for sales return expenses;</li> <li>• Sampling tested calculation of sales discounts, sales promotion expenses and accrued sales promotion expenses for a sample of items with related supporting documents whether the transaction was compliance with the conditions in agreements and commercial agreements during the year and near the end of period;</li> <li>• Sampling tested the appropriateness of accrued sales promotion expenses for a sample of items by performing subsequent cash payments, credit note and related supporting documents post year-end;</li> <li>• Sampling tested on the calculation of allowance for sales return for a sample of items with related supporting documents whether they are compliant with the assumption and historical data; and</li> <li>• Checked the disclosures in note to consolidated financial statement accordance with Thai Financial Reporting Standards.</li> </ul> <p>Based on my procedures above, I found the Group management's assumption and judgement on the recognition of discounts, sales promotions and allowance for sales return were reasonable and appropriate based on the environment and circumstances.</p>



### Other information

The directors are 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 the audit committee.

### Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine 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, the directors are 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 the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities 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 judgement and maintain professional scepticism 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 the directors.

- Conclude on the appropriateness of the directors' 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 the audit committee 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 the audit committee 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 the audit committee, 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.

PricewaterhouseCoopers ABAS Ltd.

**Pisit Thangtanagul**

Certified Public Accountant (Thailand) No. 4095

Bangkok

24 February 2021

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Financial Position**  
**As at 31 December 2020**

		Consolidated			Separate		
		financial statements			financial statements		
			Restated	Restated		Restated	Restated
		31 December	31 December	1 January	31 December	31 December	1 January
		2020	2019	2019	2020	2019	2019
	Notes	Baht	Baht	Baht	Baht	Baht	Baht
<b>Assets</b>							
<b>Current assets</b>							
Cash and cash equivalents	13	265,309,285	88,513,473	123,174,140	260,134,698	83,393,156	118,428,900
Trade and other receivables	15.1	247,735,240	263,417,630	193,088,387	247,880,253	263,408,535	193,302,679
Inventories	17	97,242,706	132,250,075	139,097,006	97,242,706	132,250,075	139,097,006
Contract assets	15.2	107,256,648	177,037,513	206,374,400	107,256,648	177,037,513	206,374,400
Other current assets		1,925,927	3,554,765	2,062,546	1,925,927	3,554,765	2,062,546
<b>Total current assets</b>		<b>719,469,806</b>	<b>664,773,456</b>	<b>663,796,479</b>	<b>714,440,232</b>	<b>659,644,044</b>	<b>659,265,531</b>
<b>Non-current assets</b>							
Restricted cash	14	41,694,000	36,694,000	11,694,000	41,694,000	36,694,000	11,694,000
Investment in a subsidiary	18	-	-	-	44,793	44,793	44,793
Plant and equipment	19	50,648,148	52,200,230	56,887,905	50,648,148	52,200,230	56,887,905
Right-of-use assets	20	8,774,899	-	-	8,774,899	-	-
Intangible assets	21	5,951,894	7,433,795	10,216,588	1,406,079	1,960,050	3,339,924
Deferred tax assets	22	9,460,115	7,693,807	11,432,757	9,460,115	7,693,807	11,432,757
<b>Total non-current assets</b>		<b>116,529,056</b>	<b>104,021,832</b>	<b>90,231,250</b>	<b>112,028,034</b>	<b>98,592,880</b>	<b>83,399,379</b>
<b>Total assets</b>		<b>835,998,862</b>	<b>768,795,288</b>	<b>754,027,729</b>	<b>826,468,266</b>	<b>758,236,924</b>	<b>742,664,910</b>

Director Director

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Financial Position (Cont'd)**  
**As at 31 December 2020**

	Notes	Consolidated financial statements			Separate financial statements		
		31 December 2020	31 December 2019	1 January 2019	31 December 2020	31 December 2019	1 January 2019
		Baht	Baht	Baht	Baht	Baht	Baht
<b>Liabilities and equity</b>							
<b>Current liabilities</b>							
Bank overdrafts and short-term borrowings							
from financial institutions	23	220,258,221	191,415,960	79,810,872	220,258,221	191,415,960	79,810,872
Trade and other payables	24	105,673,635	180,714,801	153,465,303	108,725,696	217,009,017	237,826,255
Current portion of long-term borrowings							
from financial institutions	23	3,742,135	3,420,127	3,269,889	3,742,135	3,420,127	3,269,889
Borrowings from a director		-	-	64,823,808	-	-	-
Current portion of lease liabilities	25	3,831,257	-	-	3,831,257	-	-
Other current liabilities		60,162,375	24,126,944	19,198,916	56,399,452	20,905,699	14,254,997
<b>Total current liabilities</b>		<b>393,667,623</b>	<b>399,677,832</b>	<b>320,568,788</b>	<b>392,956,761</b>	<b>432,750,803</b>	<b>335,162,013</b>
<b>Non-current liabilities</b>							
Long-term borrowings							
from financial institutions	23	4,401,182	8,247,814	11,667,250	4,401,182	8,247,814	11,667,250
Lease liabilities	25	5,139,262	-	-	5,139,262	-	-
Employee benefit obligations	26	5,138,893	4,328,290	3,511,220	5,138,893	4,328,290	3,511,220
<b>Total non-current liabilities</b>		<b>14,679,337</b>	<b>12,576,104</b>	<b>15,178,470</b>	<b>14,679,337</b>	<b>12,576,104</b>	<b>15,178,470</b>
<b>Total liabilities</b>		<b>408,346,960</b>	<b>412,253,936</b>	<b>335,747,258</b>	<b>407,636,098</b>	<b>445,326,907</b>	<b>350,340,483</b>

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Financial Position (Cont'd)**  
**As at 31 December 2020**

		Consolidated			Separate		
		financial statements			financial statements		
		31 December	Restated	Restated	31 December	31 December	1 January
		2020	2019	2019	2020	2019	2019
Notes		Baht	Baht	Baht	Baht	Baht	Baht
<b>Liabilities and equity (Cont'd)</b>							
<b>Equity</b>							
Share capital	27						
Authorised share capital							
Ordinary shares, 618,000,000 shares paid-up at Baht 0.50 each		309,000,000			309,000,000		
Ordinary shares, 17,333,333 shares paid-up at Baht 10 each		-	173,333,330	173,333,330	-	173,333,330	173,333,330
Issued and paid-up share capital							
Ordinary shares, 540,000,000 shares paid-up at Baht 0.50 each		270,000,000			270,000,000		
Ordinary shares, 17,333,333 shares paid-up at Baht 10 each		-	173,333,330	173,333,330	-	173,333,330	173,333,330
Premium on paid-up capital of ordinary shares	27	5,703,904	5,703,904	5,703,904	5,703,904	5,703,904	5,703,904
Surplus from business combinations under common control	11	14,486,120	14,486,120	14,486,120	-	-	-
Retained earnings							
Legal reserve	28	27,000,000	17,333,333	-	27,000,000	17,333,333	-
Unappropriated		109,537,907	148,495,074	225,652,659	116,128,264	116,539,450	213,287,193
Translation on financial statements		923,971	(2,810,409)	(895,542)	-	-	-
<b>Total equity</b>		427,651,902	356,541,352	418,280,471	418,832,168	312,910,017	392,324,427
<b>Total liabilities and equity</b>		835,998,862	768,795,288	754,027,729	826,468,266	758,236,924	742,664,910

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukkiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2020**

	Notes	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
Revenue from sales and services	12	964,983,587	1,138,014,047	964,983,587	1,138,014,047
Cost of sales and services		(399,537,104)	(463,561,588)	(439,877,164)	(512,894,673)
<b>Gross profit</b>		565,446,483	674,452,459	525,106,423	625,119,374
Other income		1,266,196	2,561,881	1,256,196	2,552,002
Dividend income	18	-	-	54,059,500	-
Selling expenses		(205,576,689)	(307,353,475)	(205,576,689)	(307,353,475)
Administrative expenses		(125,243,148)	(135,333,179)	(105,248,220)	(107,898,791)
Expected credit loss		205,096	-	205,096	-
Gain (loss) from foreign exchange rate		(6,671,314)	6,432,771	(1,829,701)	6,534,816
<b>Profit before finance costs</b>		229,426,624	240,760,457	267,972,605	218,953,926
Finance costs		(7,792,581)	(7,313,882)	(7,792,581)	(5,097,509)
<b>Profit before income tax expense</b>		221,634,043	233,446,575	260,180,024	213,856,417
Income tax expense	30	(53,641,886)	(43,307,617)	(53,641,886)	(43,307,617)
<b>Profit for the year</b>		167,992,157	190,138,958	206,538,138	170,548,800
<b>Other comprehensive income :</b>					
Items that will not be reclassified subsequently to profit or loss					
Remeasurements of post-employment benefit obligations	26	-	195,981	-	195,981
Income tax relating to items that will not be reclassified	30	-	(39,196)	-	(39,196)
Total items that will not be reclassified to profit or loss		-	156,785	-	156,785
Items that will be reclassified subsequently to profit or loss					
Currency translation differences		3,734,380	(1,914,867)	-	-
Total items that will be reclassified subsequently to profit or loss		3,734,380	(1,914,867)	-	-
<b>Other comprehensive income (expense) for the year, net of tax</b>		3,734,380	(1,758,082)	-	156,785
<b>Total comprehensive income for the year</b>		171,726,537	188,380,876	206,538,138	170,705,585

The note to the consolidated and separate financial statement are integral part of the financial statements.



**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2020**

		Consolidated financial statements		Separate financial statements	
		2020 Baht	2019 Baht	2020 Baht	2019 Baht
	<b>Note</b>				
<b>Profit (loss) attributable to:</b>					
Owners of the Company		167,992,157	190,138,958	206,538,138	170,548,800
Non-controlling interests		-	-	-	-
		<u>167,992,157</u>	<u>190,138,958</u>	<u>206,538,138</u>	<u>170,548,800</u>
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		171,726,537	188,380,876	206,538,138	170,705,585
Non-controlling interests		-	-	-	-
		<u>171,726,537</u>	<u>188,380,876</u>	<u>206,538,138</u>	<u>170,705,585</u>
<b>Earnings per share</b>					
Basic earnings per share	31	<u>0.36</u>	<u>0.55</u>	<u>0.45</u>	<u>0.49</u>

The note to the consolidated and separate financial statement are integral part of the financial statements.

**RojuKiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statements of Changes in Equity**  
**For the year ended 31 December 2020**

Consolidated financial statements										
Retained earnings							Other component of equity			
Surplus from business combinations under common control		Appropriated Legal reserve		Unappropriated		Translation of financial statements				
Notes	Baht	Premium on paid-up capital of ordinary shares Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Total equity Baht
11	173,333,330	5,703,904	-	-	240,138,779	(895,542)	-	-	-	418,280,471
	-	-	14,486,120	-	(14,486,120)	-	-	-	-	-
	173,333,330	5,703,904	14,486,120	-	225,652,659	(895,542)	-	-	-	418,280,471
32	-	-	-	17,333,333	(17,333,333)	-	-	-	-	-
	-	-	-	-	(250,119,995)	-	-	-	-	(250,119,995)
	-	-	-	-	190,295,743	(1,914,867)	-	-	-	188,380,876
Closing balance at 31 December 2019										
	173,333,330	5,703,904	14,486,120	17,333,333	148,495,074	(2,810,409)	-	-	-	356,541,352
11	173,333,330	5,703,904	-	17,333,333	162,981,194	(2,810,409)	-	-	-	356,541,352
	-	-	14,486,120	-	(14,486,120)	-	-	-	-	-
	173,333,330	5,703,904	14,486,120	17,333,333	148,495,074	(2,810,409)	-	-	-	356,541,352
5	-	-	-	-	(774,926)	-	-	-	-	(774,926)
	173,333,330	5,703,904	14,486,120	17,333,333	147,720,148	(2,810,409)	-	-	-	355,766,426
	96,666,670	-	-	-	-	-	-	-	-	96,666,670
28	-	-	-	9,666,667	(9,666,667)	-	-	-	-	-
32	-	-	-	-	(196,507,731)	-	-	-	-	(196,507,731)
	-	-	-	-	167,992,157	3,734,380	-	-	-	171,726,537
Closing balance at 31 December 2020										
	270,000,000	5,703,904	14,486,120	27,000,000	109,537,907	923,971	-	-	-	427,651,902

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statements of Changes in Equity**  
**For the year ended 31 December 2020**

Separate financial statements										
Notes		Issued and paid-up share capital	Baht	Premium on paid-up capital of ordinary shares	Baht	Retained earnings		Total equity		
						Legal reserve	Unappropriated			
									Baht	Baht
<b>Opening balance at 1 January 2019</b>										
	Legal reserve	173,333,330	-	5,703,904	-	17,333,333	213,287,193	392,324,427		
32	Dividend paid	-	-	-	-	-	(17,333,333)	-		
	Total comprehensive income for the period	-	-	-	-	-	(250,119,995)	(250,119,995)		
<b>Closing balance at 31 December 2019</b>										
		173,333,330		5,703,904		17,333,333	116,539,450	312,910,017		
<b>Balance at 31 December 2019 - previously reported</b>										
	Retrospective adjustments from changes in accounting policy	173,333,330		5,703,904		17,333,333	116,539,450	312,910,017		
5		-	-	-	-	-	(774,926)	(774,926)		
<b>Opening balance at 1 January 2020 - restated</b>										
27	Issurance of shares	173,333,330		5,703,904		17,333,333	115,764,524	312,135,091		
28	Legal reserve	96,666,670	-	-	-	-	-	96,666,670		
32	Dividend paid	-	-	-	-	9,666,667	(9,666,667)	-		
	Total comprehensive income for the period	-	-	-	-	-	(196,507,731)	(196,507,731)		
<b>Closing balance at 31 December 2020</b>										
		270,000,000		5,703,904		27,000,000	116,128,264	418,832,168		

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukiss International Public Company Limited**

**(Former : Aisance Company Limited)**

**Statement of Cash Flows**

**For the year ended 31 December 2020**

	Notes	Consolidated			Separate		
		financial statements			financial statements		
		2020	Restated	Restated	2020	2019	Restated
		Baht	2019	2019	Baht	Baht	Baht
<b>Cash flows from operating activities</b>							
Profit before income tax		221,634,043	233,446,575		260,180,024		213,856,417
Adjustment for:							
Depreciation	19	8,313,964	8,127,519		8,313,964		8,127,519
Amortisation	21	2,315,319	2,394,586		1,363,988		1,450,736
Amortisation of right-of-use asset	20	3,810,153	-		3,810,153		-
Loss on sales return of account receivable		2,753,797	6,932,294		2,753,797		6,932,294
(Reversal) allowance for doubtful accounts		-	(6,482,816)		-		(6,482,816)
Reversal of expected credit loss	15.3	(205,096)	-		(205,096)		-
Provision of sales return		(1,026,354)	(2,389,564)		(1,026,354)		(2,389,564)
Employee benefit obligations		810,603	1,013,051		810,603		1,013,051

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Statement of Cash Flows (Cont'd)**  
**For the year ended 31 December 2020**

	Notes	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		Baht	Baht	Baht	Baht
<b>Cash flows from investing activities</b>					
Increase in restricted cash		(5,000,000)	(25,000,000)	(5,000,000)	(25,000,000)
Purchases of equipments	19	(7,365,030)	(3,678,725)	(7,365,030)	(3,678,725)
Purchases of intangible assets	21	(810,017)	(72,050)	(810,017)	(72,050)
Proceeds from disposal of equipments		-	100,126		100,126
Net cash used in investing activities		(13,175,047)	(28,650,649)	(13,175,047)	(28,650,649)
<b>Cash flows from financing activities</b>					
Short-term loan from financial institutions		483,316,538	111,605,088	483,316,538	111,605,088
Repayment to short-term loan from financial institutions		(454,474,277)	-	(454,474,277)	-
Repayment to long-term loan from financial institutions		(3,524,624)	(3,269,198)	(3,524,624)	(3,269,198)
Repayment short term loan from director		-	(64,823,808)	-	-
Payments on lease liabilities	25	(4,004,784)	-	(4,004,784)	-
Proceeds from ordinary shares issued	27	96,666,670	-	96,666,670	-
Dividend paid	32	(196,507,731)	(250,119,995)	(196,507,731)	(250,119,995)
Net cash used in provided by financing activities		(78,528,208)	(206,607,913)	(78,528,208)	(141,784,105)
<b>Net increase in cash and cash equivalents</b>		177,042,921	(34,477,747)	176,741,542	(35,035,744)
Cash and cash equivalents at beginning of year		88,513,473	123,174,140	83,393,156	118,428,900
Exchange losses on cash and cash equivalents		(247,109)	(182,920)	-	-
<b>Cash and cash equivalents at end of year</b>		265,309,285	88,513,473	260,134,698	83,393,156

The note to the consolidated and separate financial statement are integral part of the financial statements.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

## 1 General information

Rojukiss International Public Company Limited ("The Company") (formerly Aisance Company Limited) was incorporated since 30 November 2011. The address of the Company's registered office is as follows:

100/8 Wongvanich B Building, 12<sup>th</sup> Fl., Rama 9 Road, Huaikwang, Huaikwang, Bangkok 10310.

For reporting purposes, the Company and its subsidiary are referred to as "the Group".

The principal business operations of the Group are summarised below:

Company	Nature of Business
Rojukiss International Public Company Limited	Distribution of skincare and cosmetics in many trademarks
PHD International Limited	Own cosmetics trademarks

The company registered to transform to a public limited company on 16 July 2020 with Department of Business Development. In addition, The Company changed its name from Aisance Company Limited to Rojukiss International Public Company Limited.

These consolidated and separate financial statements were authorised for issue by the Company's authorised director on 24 February 2021.

## 2 Significant events during the current period

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, it has resulted in the adverse effects on the operating results for the year ended 31 December 2020 included the group.

Due to the preventive of the COVID-19 outbreak in many areas resulting in controlling and limiting travel in and out of both domestic and international which affects the Company business operations. The Company has given importance to the COVID-19 outbreak planning to deal with it effectively. The Company has internal process to control the COVID-19 outbreak also appointed an internal department to be responsible for monitoring the situation continuously to ensure that prevention and decision-making measures are effective and support the Company strategic goals. In addition, the Company has taken steps to maintain the business to be able to operate continuously with cost management and effective working capital management.

## 3 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 9.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements.



#### 4 New and amended financial reporting standards

##### 4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2020 and have significant impacts to the Group

###### a) Financial instruments

The new financial standards related to financial instruments are as follows:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial instruments: Disclosures
TFRS 9	Financial instruments

The new financial reporting standards related to financial instruments introduce new classification and measurement requirements for financial instruments as well as provide derecognition guidance on financial assets and financial liabilities. The new guidance also provides an option for the Group to apply hedge accounting to reduce accounting mismatch between hedged item and hedging instrument. In addition, the new rule provides detailed guidance on financial instruments issued by the Group whether it is a liability or an equity. Among other things, they require extensive disclosure on financial instruments and related risks.

The new classification requirements of financial assets require the Group to assess both i) business model for holding the financial assets; and ii) cash flow characteristics of the asset whether the contractual cash flows represent solely payments of principal and interest (SPPI). The classification affects the financial assets' measurement. The new guidance requires assessment of impairment of financial assets as well as contract assets and recognition of expected credit loss from initial recognition.

On 1 January 2020, the Group has adopted the financial reporting standards related to financial instruments in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

###### b) TFRS 16, Leases

Where the Group is a lessee, TFRS 16, Leases will result in almost all leases being recognised on the balance sheet as the distinction between operating and finance leases is removed. A right-of-use asset and a lease liability will be recognised, with exception on short-term and low-value leases.

On 1 January 2020, the Group has adopted the new lease standard in its financial statements. The impact from the first-time adoption has been disclosed in Note 5.

###### c) Amendment to TAS 12, Income tax clarified that the income tax consequences of dividends of financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.

###### d) Amendment to TAS 19, Employee benefits (plan amendment, curtailment or settlement) - clarified accounting for defined benefit plan amendments, curtailments and settlements that the updated assumptions on the date of change are applied to determine current service cost and net interest for the remainder of the reporting period after the plan amendment, curtailment or settlement.

###### e) TFRIC 23, Uncertainty over income tax treatments explained how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- that the Group should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, i.e. that detection risk should be ignored.
- that the Group should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment.
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

#### **4.2 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2021 and have significant impacts to the Group**

Certain amended financial reporting standards have been issued that are not mandatory for current reporting period and have not been early adopted by the Group.

- a) Revised Conceptual Framework for Financial Reporting added the following key principals and guidance:
- Measurement basis, including factors in considering difference measurement basis;
  - Presentation and disclosure, including classification of income and expenses in other comprehensive income;
  - Definition of a reporting entity, which maybe a legal entity, or a portion of an entity; and
  - Derecognition of assets and liabilities.
- The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.
- b) Amendment to TFRS 3, Business combinations amended the definition of a business which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.
- c) Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.
- d) Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

### **5 Impacts from initial application of the new and revised financial reporting standards**

This note explains the impact of the adoption of TAS 32 Financial Instruments: Presentation, TFRS 7 Financial Instruments: Disclosure, TFRS 9 Financial Instruments and TFRS 16 Leases on the Group's consolidated financial statements and the Company's separate financial statements. The new accounting policies applied from 1 January 2020 were disclosed in Note 6.10.

The Group and the Company have adopted those accounting policies from 1 January 2020 by applying the modified retrospective approach. The comparative figures have not been restated. The reclassifications and the adjustments arising from the changes in accounting policies were therefore recognised in the statement of financial position as of 1 January 2020.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16):

	Consolidated financial statements				At 1 January 2020 Restated Baht
	At 31 December 2019 Previously reported Baht	Change in presentation (Note 11) Baht	TAS 32 and TFRS 9 Reclassifications and adjustments Baht	TFRS 16 Reclassifications and adjustments Baht	
<b>Assets</b>					
<b>Current assets</b>					
Trade and other receivables	440,455,143	(177,037,513)	(316,237)	-	263,101,393
Contract assets	-	177,037,513	(652,421)	-	176,385,092
<b>Total current assets</b>	<b>440,455,143</b>	<b>-</b>	<b>(968,658)</b>	<b>-</b>	<b>439,486,485</b>
<b>Non-current assets</b>					
Right-of-use assets	-	-	-	7,197,010	7,197,010
Deferred tax assets	7,693,807	-	193,732	-	7,887,539
<b>Total non-current assets</b>	<b>7,693,807</b>	<b>-</b>	<b>193,732</b>	<b>7,197,010</b>	<b>15,084,549</b>
<b>Total assets</b>	<b>448,148,950</b>	<b>-</b>	<b>(774,926)</b>	<b>7,197,010</b>	<b>454,571,034</b>
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Current portion of lease liabilities	-	-	-	2,402,866	2,402,866
<b>Total current liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,402,866</b>	<b>2,402,866</b>
<b>Non-current liabilities</b>					
Lease liabilities	-	-	-	4,794,144	4,794,144
<b>Total non-current liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,794,144</b>	<b>4,794,144</b>
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,197,010</b>	<b>7,197,010</b>
<b>Equity</b>					
Surplus from business combinations under common control	-	14,486,120	-	-	14,486,120
Retained earnings	162,981,194	(14,486,120)	(774,926)	-	147,720,148
<b>Total equity</b>	<b>162,981,194</b>	<b>-</b>	<b>(774,926)</b>	<b>-</b>	<b>162,206,268</b>
<b>Total liabilities and equity</b>	<b>162,981,194</b>	<b>-</b>	<b>(774,926)</b>	<b>7,197,010</b>	<b>169,403,278</b>

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Separate financial statements				At 1 January 2020 Restated Baht
	At 31 December 2019 Previously reported Baht	Change in presentation (Note 11) Baht	TAS 32 and TFRS 9 Reclassifications and adjustments Baht	TFRS 16 Reclassifications and adjustments Baht	
<b>Assets</b>					
<b>Current assets</b>					
Trade and other receivables	440,446,048	(177,037,513)	(316,237)	-	263,092,298
Contract assets	-	177,037,513	(652,421)	-	176,385,092
<b>Total current assets</b>	<b>440,446,048</b>	<b>-</b>	<b>(968,658)</b>	<b>-</b>	<b>439,477,390</b>
<b>Non-current assets</b>					
Right-of-use assets	-	-	-	7,197,010	7,197,010
Deferred tax assets	7,693,807	-	193,732	-	7,887,539
<b>Total non-current assets</b>	<b>7,693,807</b>	<b>-</b>	<b>193,732</b>	<b>7,197,010</b>	<b>15,084,549</b>
<b>Total assets</b>	<b>448,139,855</b>	<b>-</b>	<b>(774,926)</b>	<b>7,197,010</b>	<b>454,561,939</b>
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Current portion of lease liabilities	-	-	-	2,402,866	2,402,866
<b>Total current liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,402,866</b>	<b>2,402,866</b>
<b>Non-current liabilities</b>					
Lease liabilities	-	-	-	4,794,144	4,794,144
<b>Total non-current liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,794,144</b>	<b>4,794,144</b>
<b>Total liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,197,010</b>	<b>7,197,010</b>
<b>Equity</b>					
Retained earnings	116,539,450	-	(774,926)	-	115,764,524
<b>Total equity</b>	<b>116,539,450</b>	<b>-</b>	<b>(774,926)</b>	<b>-</b>	<b>115,764,524</b>
<b>Total liabilities and equity</b>	<b>116,539,450</b>	<b>-</b>	<b>(774,926)</b>	<b>7,197,010</b>	<b>122,961,534</b>

The adjustments and reclassifications above are summarized below.

- Adjusted impairments on trade and other receivables, contract assets and deferred tax assets through retained earnings; and
- Recognised right of use assets and lease liabilities.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**5.1 Financial Instruments**

The total impact on the Group's and the Company's unappropriated retained earnings as of 1 January 2020 are as follows:

	Notes	Consolidated financial statements Baht	Separate financial statements Baht
Unappropriated retained earnings as of 31 December 2019 (as previously reported)		148,495,074	116,539,450
Increase in provision for trade receivables and contract assets	a	(968,658)	(968,658)
Increase in deferred tax assets related to the above adjustments		193,732	193,732
Unappropriated retained earnings as of 1 January 2020 after reflecting TFRS 9 adoption		147,720,148	115,764,524

**(a) Impairment of financial assets**

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents;
- trade and other receivables; and
- contract assets.

The Group was required to revise its impairment methodology under TFRS 9. The impact of the change in impairment methodology on the Group's and the Company's retained earnings at 1 January 2020 were 968,658 Baht.

During the year 2020, the loss allowance of the Group and the Company decreased by 205,145 Baht, respectively for trade receivables; and increased by 49 Baht for contract assets.

While cash and cash equivalents are subject to the new impairment requirement, the identified impact was immaterial.

On 1 January 2020 (the date of initial application), the management has assessed which business models apply to the financial assets and financial liabilities, and has classified its financial instruments into the appropriate TFRS 9 categories below.

	Consolidated financial statements			
	FVPL Baht	FVOCI Baht	Amortised cost Baht	Total Baht
<b>Financial assets</b>				
Cash and cash equivalents	-	-	88,513,473	88,513,473
Trade and other receivables	-	-	263,101,393	263,101,393
	-	-	351,614,866	351,614,866

	Consolidated financial statements		
	FVPL Baht	Amortised Cost Baht	Total Baht
<b>Financial liabilities</b>			
Bank overdrafts and short-term loans from financial institutions	-	191,415,960	191,415,960
Trade and other payables	-	180,714,801	180,714,801
Current portion of long-term borrowings	-	3,420,127	3,420,127
Current portion of lease liabilities	-	8,247,814	8,247,814
Long-term loans from financial institutions	-	2,402,866	2,402,866
Lease liabilities	-	4,794,144	4,794,144
	-	390,995,712	390,995,712

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Separate financial statements			
	FVPL Baht	FVOCI Baht	Amortised Cost Baht	Total Baht
<b>Financial assets</b>				
Cash and cash equivalents	-	-	83,393,156	83,393,156
Trade and other receivables	-	-	263,092,298	263,092,298
	-	-	346,485,454	346,485,454
	Separate financial statements			
	FVPL Baht		Amortised Cost Baht	Total Baht
<b>Financial liabilities</b>				
Bank overdrafts and short-term loans from financial institutions		-	191,415,960	191,415,960
Trade and other payables		-	217,009,017	217,009,017
Current portion of long-term borrowings		-	3,420,127	3,420,127
Current portion of lease liabilities		-	2,402,866	2,402,866
Long-term loans from financial institutions		-	8,247,814	8,247,814
Lease liabilities		-	4,794,144	4,794,144
		-	427,289,928	427,289,928

## 5.2 Lease

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases for leases with lease terms more than 12 months. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was 4% per annum.

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied in which the incremental borrowing rate for the whole lease term is applied. Other right-of-use assets were measured at the amount equal to the lease liability in which the incremental borrowing rate for the remaining lease terms from the initial application date is applied, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below:

	Consolidated and Separate financial statements Baht
Operating lease commitments disclosed at 31 December 2019	8,821,000
Less: Discounted using the lessee's incremental borrowing rate of at the date of initial application	(470,006)
Less: Service portion included in leases	(1,153,984)
<b>Lease liability recognised at 1 January 2020</b>	<b>7,197,010</b>
Current portion of lease liabilities	2,402,866
Non-current portion of lease liabilities	4,794,144
	<b>7,197,010</b>

The recognised right-of-use assets relate to the following types of assets:

	<b>Consolidated and Separate financial statements</b>
	<b>1 January 2020 Baht</b>
Properties	3,767,479
Motor vehicles	3,429,531
<b>Total right-of-use assets</b>	<b>7,197,010</b>

*Practical expedients applied*

In applying TFRS 16 for the first time, the group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2020 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

## 6 Accounting policies

### 6.1 Principles of consolidation and equity accounting

#### a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

#### b) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.



## **6.2 Foreign currency translation**

### **a) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Company's and the Group's functional and presentation currency.

### **b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions (or the date of revaluation where items are re-measured).

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

### **c) Group companies**

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows.

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

## **6.3 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date.

In the statements of financial position, bank overdrafts are shown in current liabilities.

## **6.4 Trade accounts receivable**

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components, when they are recognised at its present value. The Group presented trade receivables at cost less allowance for doubtful accounts. The impairment of trade receivables are disclosed in Note 6.6.

## **6.5 Inventories**

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories is determined by the moving average method. Cost of raw materials comprise all purchase cost and costs directly attributable to the acquisition of the inventory less all attributable discounts. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and directly attributable costs in bringing the inventories to their present location and condition.

---

## 6.6 Financial asset

For the year ended 31 December 2020

### a) Classification

From 1 January 2020, the Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

- The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

### b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

### d) Impairment

From 1 January 2020, the Group assesses on a forward looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 5.1 for details.

Impairment (and reversal of impairment) losses are recognised in profit or loss and included in administrative expenses.

For the year ended 31 December 2019

Investments in debt and equity securities.

Investments other than investments in subsidiaries, associates and joint ventures are initially recognised at fair value of consideration paid plus direct transaction cost.

Trading and available-for-sale investments

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gains and losses of trading investments are recognised in profit or loss. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income and are subsequently reclassified to profit or loss when the investment is disposed.

---

Held-to-maturity investments

Held-to-maturity investments are carried at amortised cost using the effective interest method less impairment.

General investments

General investments are carried at cost less impairment.

Disposal of investments

On a disposal of an investment, the difference between the net disposal proceeds and the carrying amount (including cumulative changes in fair value recognised in equity) is recognised to the profit or loss. When the Group disposes an investment partially, the carrying amount of the disposed part is determined by the weighted average method.

#### **6.7 Investments in subsidiary**

A subsidiary is an entity that the Company has a control power to govern the financing and operating policies of the entity, generally directly or indirectly accompanying a shareholding of more than one-half of the voting rights.

Investments in subsidiaries are measured at cost method less allowance for decrease in value (if any).

#### **6.8 Plant and equipment**

Plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. Capitalised where there is future economic benefits. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Depreciation on assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	20 years
Building improvements	5 years
Furniture and office equipment	5 years
Computers and gadgets	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### **6.9 Intangible assets**

Acquired Trademark is measured at cost. These costs are amortised over their estimated useful lives not over than 10 years.

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 3 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

## **6.10 Leases**

### For the year ended 31 December 2020

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT-equipment and small items of office furniture.

### For the year ended 31 December 2019

Leases - where the Group is the lessee

Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

At the inception of finance lease, the lower of the fair value of the leased property and the present value of the minimum lease payments is capitalised. Each lease payment is allocated between the liability and finance charges to achieve a constant rate on the liabilities balance outstanding. The corresponding rental obligations is presented net of finance charges. Finance cost is charged to profit or loss over the lease period.

---

## **6.11 Financial liabilities**

For the year ended 31 December 2020

### *a) Classification*

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

### *b) Measurement*

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

### *c) Derecognition and modification*

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

For the year ended 31 December 2019

### *Borrowings*

Borrowings are recognised initially at the fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it will be drawn down. The fee is deferred until the drawn down occurs and included in effective interest calculation. However, if it is probable that facility will not be drawn down, that portion of the fee paid is recognised as a prepayment and amortised over the period of related facility.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

## **6.12 Current and deferred income taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

### *Current tax*

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### *Deferred income tax*

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised; and
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## **6.13 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

---

#### **6.14 Employee benefits**

##### *a) Short-term employee benefits*

Liabilities for short-term employee benefits such as wages, salaries, paid annual leave and paid sick leave, profit-sharing and bonuses, and medical care that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

##### *b) Defined contribution plan*

The Group pays contributions to a separate fund on a voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

##### *c) Defined benefit plans*

Amount of retirement benefits and post-retirement health care benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

##### *d) Other long-term benefits*

The Group gives gold rewards to employees when they have worked for the Group for 5 and 10 years.

These obligations are measured similar to defined benefit plans except remeasurement gains and losses that are charged to profit or loss.

##### *e) Termination benefits*

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

#### **6.15 Share capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options (net of tax) are shown as a deduction in equity.



#### **6.16 Revenue recognition**

Thai Financial Reporting Standard no.15 (TFRS15), Revenue from contracts with customer provides principle and approach of revenue recognition under five-step process. The underlying principle is that the Group will recognise revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. It replaces the principles of transferring the significant risks and rewards of ownership of the goods or services to the buyer in accordance with TAS 11, Construction contracts, TAS 18, Revenue and related interpretations.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and service net of output tax, rebates and discounts. Revenue from sales of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer.

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of goods or services, provided that collectibility of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfillment of the obligation to the customer.

##### *Sale of goods*

The Group operates a cosmetic brand selling cosmetic products. Revenue from the sale of goods is recognised when the Group sells a product to the customer. The group estimate the returned goods and recognised for the products expected to be returned. Accumulated experience is used to estimate such returns at the time of sale at a portfolio level by applying expected value method. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.

##### *Services*

The Group recognised service contracts with a continuous services provision as revenue on a percentage of sale products basis over the contract term, regardless of the payment pattern.

##### *Payments to customers*

Payments to customers or on behalf of customers to other parties, including credited or subsequent discounts, are recognised as a reduction in revenue unless the payment constitutes consideration of a distinct goods or service from the customer.

##### *Contract assets*

The Group has considered the sales transactions that when the goods are delivered but the consideration is conditional depend on event in the future should be classified as contract assets. A contract asset is recognised where the Group recorded revenue for fulfillment of a contractual performance obligation before the customer paid consideration.

#### **6.17 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

## 7 Financial risk management

### 7.1 Financial risk

The Group exposes to a variety of financial risk: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### 7.1.1 Market risk

##### a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from some currency exposures, primarily relates to its certain receivables and payables. In addition to those transactional exposures. However, the Group believes that foreign exchange risk will have no material effect since the receivables amount and payables amount which were in foreign currency, were slim compared with their operational results and they therefore do not use derivative financial instruments to hedge this risk.

##### b) Cash flow and Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, short-term borrowings and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are closed to the market rate. The Group assesses that the interest rate risk is significant as the interests from financial assets and financial liabilities are significantly different.

#### 7.1.2 Credit risk

##### a) Risk management

Credit risk is managed on a group basis. For banks and financial institutions, only reliable credit quality financial institutions are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on tips assessments in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

##### b) Impairment of financial assets

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents;
- trade and other receivables; and
- contract assets.

While cash and cash equivalents which is the fixed deposit held at bank are subject to the new impairment requirement, the identified impact was immaterial.

##### *Trade receivables and contract assets*

The Group applies the TFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2020 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

### 7.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 265 MB (2019: Baht 89 MB) that are expected to readily generate cash inflows for managing liquidity risk. Due the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves considering the level of liquid assets necessary, monitoring liquidity ratios and maintaining financing plans.

#### a) *Financing arrangements*

The Group has access to the following undrawn credit facilities as at 31 December as follows:

	<b>Consolidated and Separate financial statements</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>
<b>Floating rate</b>		
Expiring within one year		
- Bank loans (Uncommitted)	119,741,779	98,584,040
	<b>119,741,779</b>	<b>98,584,040</b>

#### b) *Maturity of financial liabilities*

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using strike interest rates applicable at the end of the reporting period.

	<b>Consolidated financial statements</b>			<b>Total Baht</b>
	<b>Within 1 year Baht</b>	<b>2 - 5 years Baht</b>	<b>Over 5 years Baht</b>	
<b>As at 31 December 2020</b>				
Bank overdraft and				
Short-term loans from				
financial institutions	220,258,221	-	-	220,258,221
Trade and other payables	105,673,635	-	-	105,673,635
Long-term loans from				
financial institutions	4,080,000	4,537,789	-	8,617,789
Lease Liabilities	4,120,344	5,328,857	-	9,449,201
<b>Total</b>	<b>334,132,200</b>	<b>9,866,646</b>	<b>-</b>	<b>343,998,846</b>

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

<b>Consolidated financial statements</b>				
	<b>Within 1 year Baht</b>	<b>2 - 5 years Baht</b>	<b>Over 5 years Baht</b>	<b>Total Baht</b>
<b>As at 31 December 2019</b>				
Bank overdraft and				
Short-term loans from				
financial institutions	191,415,960	-	-	191,415,960
Trade and other payables	180,714,801	-	-	180,714,801
Long-term loans from				
financial institutions	4,080,000	8,475,915	-	12,555,915
<b>Total</b>	<b>376,210,761</b>	<b>8,475,915</b>	<b>-</b>	<b>384,686,676</b>
<b>Separate financial statements</b>				
	<b>Within 1 year Baht</b>	<b>2 - 5 years Baht</b>	<b>Over 5 years Baht</b>	<b>Total Baht</b>
<b>As at 31 December 2020</b>				
Bank overdraft and				
Short-term loans from				
financial institutions	220,258,221	-	-	220,258,221
Trade and other payables	108,725,696	-	-	108,725,696
Long-term loans from				
financial institutions	4,080,000	4,537,789	-	8,617,789
Lease Liabilities	4,120,344	5,328,857	-	9,449,201
<b>Total</b>	<b>337,184,261</b>	<b>9,866,646</b>	<b>-</b>	<b>347,050,907</b>
<b>Separate financial statements</b>				
	<b>Within 1 year Baht</b>	<b>2 - 5 years Baht</b>	<b>Over 5 years Baht</b>	<b>Total Baht</b>
<b>As at 31 December 2019</b>				
Bank overdraft and				
Short-term loans from				
financial institutions	191,415,960	-	-	191,415,960
Trade and other payables	217,009,017	-	-	217,009,017
Long-term loans from				
financial institutions	4,080,000	8,475,915	-	12,555,915
<b>Total</b>	<b>412,504,977</b>	<b>8,475,915</b>	<b>-</b>	<b>420,980,892</b>

## 7.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**8 Fair value**

The following table shows fair values and carrying amounts of financial assets and liabilities by category.

<b>Consolidated financial statements</b>			
<b>Fair value through profit or loss (FVPL) Baht</b>	<b>Amortised cost Baht</b>	<b>Total carrying amount Baht</b>	<b>Fair value Baht</b>
<b>1 January 2020</b>			
<i>Financial assets not measured at fair value</i>			
Cash and cash equivalents	- 88,513,473	88,513,473	88,513,473
Trade and other receivables	- 263,101,393	263,101,393	263,101,393
	- 351,614,866	351,614,866	351,614,866
<i>Financial liabilities not measured at fair value</i>			
Bank overdraft and Short-term borrowings from financial institutions	- 191,415,960	191,415,960	191,415,960
Trade and other payables	- 180,714,801	180,714,801	180,714,801
Current portion of long-term borrowings from financial institutions	- 3,420,127	3,420,127	3,420,127
Current portion of lease liabilities	- 2,402,866	2,402,866	2,402,866
Long-term borrowings from financial institutions	- 8,247,814	8,247,814	8,247,814
Lease liabilities	- 4,794,144	4,794,144	4,794,144
	- 390,995,712	390,995,712	390,995,712
<b>31 December 2020</b>			
<i>Financial asses not measured at fair value</i>			
Cash and cash equivalents	- 265,309,285	265,309,285	265,309,285
Trade and other receivables	- 247,735,240	247,735,240	247,735,240
	- 513,044,525	513,044,525	513,044,525
<i>Financial liabilities not measured at fair value</i>			
Bank overdraft and Short-term borrowings from financial institutions	- 220,258,221	220,258,221	220,258,221
Trade and other payables	- 105,673,635	105,673,635	105,673,635
Current portion of long-term borrowings from financial institutions	- 3,742,135	3,742,135	3,742,135
Current portion of lease liabilities	- 3,831,257	3,831,257	3,831,257
Long-term borrowings from financial institutions	- 4,401,182	4,401,182	4,401,182
Lease liabilities	- 5,139,262	5,139,262	5,139,262
	- 343,045,692	343,045,692	343,045,692

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

<b>Separate financial statements</b>				
	<b>Fair value through profit or loss (FVPL) Baht</b>	<b>Amortised cost Baht</b>	<b>Total carrying amount Baht</b>	<b>Fair value Baht</b>
<b>1 January 2020</b>				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	83,393,156	83,393,156	83,393,156
Trade and other receivables	-	263,092,298	263,092,298	263,092,298
	-	346,485,454	346,485,454	346,485,454
<i>Financial liabilities not measured at fair value</i>				
Bank overdraft and Short-term borrowings from financial institutions	-	191,415,960	191,415,960	191,415,960
Trade and other payables	-	217,009,017	217,009,017	217,009,017
Current portion of long-term borrowings from financial institutions	-	3,420,127	3,420,127	3,420,127
Current portion of lease liabilities	-	2,402,866	2,402,866	2,402,866
Long-term borrowings from financial institutions	-	8,247,814	8,247,814	8,247,814
Lease liabilities	-	4,794,144	4,794,144	4,794,144
	-	427,289,928	427,289,928	427,289,928
<b>31 December 2020</b>				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	260,134,698	260,134,698	260,134,698
Trade and other receivables	-	247,880,253	247,880,253	247,880,253
	-	508,014,951	508,014,951	508,014,951
<i>Financial liabilities not measured at fair value</i>				
Bank overdraft and Short-term borrowings from financial institutions	-	220,258,221	220,258,221	220,258,221
Trade and other payables	-	108,725,696	108,725,696	108,725,696
Current portion of long-term borrowings from financial institutions	-	3,742,135	3,742,135	3,742,135
Current portion of lease liabilities	-	3,831,257	3,831,257	3,831,257
Long-term borrowings from financial institutions	-	4,401,182	4,401,182	4,401,182
Lease liabilities	-	5,139,262	5,139,262	5,139,262
	-	346,097,753	346,097,753	346,097,753

Since the majority of the financial assets and financial liabilities are short-term and long-term borrowing carry interest rate at floating rate, the management of the Group believes that the fair values of the Group's financial assets and financial liabilities do not materially differ from their carrying amounts.

The face values less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

## 9 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### Allowance for account receivable from sales return

In determining allowance for account receivable from sales return, the management needs to make judgement in making estimates such returns at the time of sale at a portfolio level by applying expected value method. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.

### Allowance for obsolete and slow-moving inventories

In determining allowance for obsolete and slow-moving inventories, the management needs to make judgement in making estimates upon the condition of goods and aging analysis of inventories.

### Impairment of financial assets

The loss allowances for financial assets are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

### Plant and equipment

Management made estimation of useful life and residual value of plant and equipment and intangible assets. The management review and revise their estimation whenever there is an indicator that assumption may vary materially from prior period, or whenever there is disposal of obsolete assets and discontinued operation.

### Employee benefit obligation

The present value of the retirement benefits obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of retirement benefits obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement benefits obligations. In determining the appropriate discount rate, the Company considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement benefits liability.

Additional information of other key assumptions for retirement benefits obligations is disclosed in Note 26.

## 10 Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

---



## 11 Change in presentation

The Group has considered gain from bargain purchase from business combination under common control, arising at the first time adoption of Thai Financial Reporting Standard as at 1 January 2018 should be classified as surplus from business combinations under common control. The Group reclassified profit or loss as gain from bargain purchase under Retained Earnings. The reclassification did have impact to retain earnings as at 1 January 2019 and 31 December 2019. The Group has revised the new classification by adjusting the prior period's financial statements presented as comparative information.

The reclassification to the statement of financial position as at 1 January 2019 are as follow:

	Consolidated financial statements		
	As previously reported Baht	Change in presentation Baht	As restated Baht
Surplus from business combinations under common control	-	14,486,120	14,486,120
Retained earnings - unappropriated	240,138,779	(14,486,120)	225,652,659

The reclassification to the statement of financial position as at 31 December 2019 are as follow:

	Consolidated financial statements		
	As previously reported Baht	Change in presentation Baht	As restated Baht
Surplus from business combinations under common control	-	14,486,120	14,486,120
Retained earnings - unappropriated	162,981,194	(14,486,120)	148,495,074

The Group has considered the sales transactions that when the goods are delivered but the consideration is conditional depend on event in the future should be classified as contract assets. The group has classified the prior period's balance in the comprehensive consolidated and separated financial information.

The reclassification to the statement of financial position as at 1 January 2019 are as follow:

	Consolidated financial statements		
	As previously reported Baht	Change in presentation Baht	As restated Baht
Trade and other receivables	399,462,787	(206,374,400)	193,088,387
Contract assets	-	206,374,400	206,374,400

The reclassification to the statement of financial position as at 31 December 2019 are as follow:

	Consolidated financial statements		
	As previously reported Baht	Change in presentation Baht	As restated Baht
Trade and other receivables	440,455,143	(177,037,513)	263,417,630
Contract assets	-	177,037,513	177,037,513

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The reclassification to the statement of financial position as at 1 January 2019 are as follow:

	<b>Separate financial statements</b>		
	<b>As previously reported Baht</b>	<b>Change in presentation Baht</b>	<b>As restated Baht</b>
Trade and other receivables	399,677,079	(206,374,400)	193,302,679
Contract assets	-	206,374,400	206,374,400

The reclassification to the statement of financial position as at 31 December 2019 are as follow:

	<b>Separate financial statements</b>		
	<b>As previously reported Baht</b>	<b>Change in presentation Baht</b>	<b>As restated Baht</b>
Trade and other receivables	440,446,048	(177,037,513)	263,408,535
Contract assets	-	177,037,513	177,037,513

The reclassification to the statement of cash flows for the year period ended 31 December 2019 are as follow:

	<b>Consolidated financial statements</b>		
	<b>As previously reported Baht</b>	<b>Change in presentation Baht</b>	<b>As restated Baht</b>
Trade and other receivables	(41,258,914)	37,087,061	(4,171,853)
Contract assets	-	(37,087,061)	(37,087,061)

	<b>Separate financial statements</b>		
	<b>As previously reported Baht</b>	<b>Change in presentation Baht</b>	<b>As restated Baht</b>
Trade and other receivables	(41,218,447)	37,087,061	(4,131,386)
Contract assets	-	(37,087,061)	(37,087,061)

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**12 Segment information**

The Group's director examines the Group's performance from geographic perspective and has identified 4 reportable segments of the Group's businesses.

The steering committee primarily uses a measure of segments' revenue and net profit to assess the performance of the operating segments.

Significant information relating to revenue and net profit of the reportable segments are as follows.

The Group's identifies reportable segments of its business to examine the Group's performance by geographical location of customers as follows:

	Consolidated financial statements									
	Thailand		Hong Kong		Indonesia		Philippines		Total	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht	2020 Baht	2019 Baht	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Total revenue from sales and services	902,657,476	1,087,860,804	40,021,625	49,231,039	57,803,412	50,153,243	4,522,699	-	1,005,005,212	1,187,245,086
Inter-segment revenue	-	-	(40,021,625)	(49,231,039)	-	-	-	-	(40,021,625)	(49,231,039)
Revenue from external customers	902,657,476	1,087,860,804	-	-	57,803,412	50,153,243	4,522,699	-	964,983,587	1,138,014,047
Net Profit (loss) by Segment	139,663,384	171,632,726	(19,994,928)	(29,640,881)	46,923,998	48,147,113	1,399,702	-	167,992,157	190,138,958
Timing of revenue recognition:										
At a point in time	902,657,476	1,087,860,804	-	-	57,803,412	50,153,243	4,522,699	-	964,983,587	1,138,014,047
Over time	-	-	-	-	-	-	-	-	-	-
Cost of sales									(399,537,104)	(463,561,588)
<b>Gross profit (loss)</b>									565,446,483	674,452,459
Other income									1,266,196	2,561,881
Selling expenses									(205,576,689)	(307,353,475)
Administrative expenses									(125,243,148)	(135,333,179)
Net impairment losses on financial assets									205,096	-
Gain (loss) from foreign exchange rate									(6,671,314)	6,432,771
Finance costs									(7,792,581)	(7,313,882)
<b>Net profit before income tax</b>									221,634,043	233,446,575
Income tax									(53,641,886)	(43,307,617)
<b>Net profit for the year</b>									167,992,157	190,138,958

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**13 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>	<b>2020 Baht</b>	<b>2019 Baht</b>
Cash at bank and on hand	51,346	69,034	51,346	69,034
Short-term bank deposits	265,257,939	88,444,439	260,083,352	83,324,122
<b>Total</b>	<b>265,309,285</b>	<b>88,513,473</b>	<b>260,134,698</b>	<b>83,393,156</b>

The effective interest rate on short-term bank deposits was 0.10 - 0.50% (2019: 0.10 - 0.50%).

**14 Restricted cash**

At 31 December 2020, the Company used a fixed deposit account amounting to Baht 41.0 million as collateral for a facility of bank overdrafts and trust receipts of Baht 173.6 million (Note 23), and used a fixed deposit account amounting to Baht 0.7 million as a guarantee for the usage of gasoline fleet card.

**15 Trade and other receivables and contract assets**

**15.1 Trade and other receivables**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020 Baht</b>	<b>Restated 2019 Baht</b>	<b>2020 Baht</b>	<b>Restated 2019 Baht</b>
Trade receivables	240,427,861	268,201,139	240,427,861	268,201,140
<u>Less</u> Expected credit loss (2019: Allowance for doubtful accounts under TAS 101)	(5,504,729)	(5,393,637)	(5,504,729)	(5,393,637)
<u>Less</u> Allowance from sales return	(8,371,056)	(9,732,234)	(8,371,056)	(9,732,234)
Trade receivables - net	226,552,076	253,075,268	226,552,076	253,075,269
Inventory deposits	3,789,875	109,152	3,789,875	109,152
Other deposits	1,889,000	1,602,000	1,889,000	1,602,000
Prepaid expenses	15,412,287	8,072,104	15,412,287	8,072,103
Other receivables	92,002	559,106	92,002	426,761
Other receivables - related party (Note 33.3)	-	-	145,013	123,250
<b>Total</b>	<b>247,735,240</b>	<b>263,417,630</b>	<b>247,880,253</b>	<b>263,408,535</b>

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**15.2 Contract assets**

	Consolidated financial statements		Separate financial statements	
	2020 Baht	Restated 2019 Baht	2020 Baht	Restated 2019 Baht
Contract assets	124,887,752	189,901,172	124,887,752	189,901,172
Less Expected credit loss (2019: Allowance for doubtful accounts under TAS 101)	(683,885)	(31,415)	(683,885)	(31,415)
Less Allowance from sales return contract assets	(16,947,219)	(12,832,244)	(16,947,219)	(12,832,244)
<b>Contract assets - net</b>	<b>107,256,648</b>	<b>177,037,513</b>	<b>107,256,648</b>	<b>177,037,513</b>

**15.3 Impairments of trade receivables and contract assets**

The loss allowance for trade receivables and contract assets was determined as follows:

	Consolidated and Separate financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
<b>As of 1 January 2020</b>						
Gross carrying amount						
- trade receivables	190,968,937	66,440,402	2,975,900	3,691,019	4,124,882	268,201,140
- contract assets	40,869,658	92,598,674	46,450,925	9,950,500	31,415	189,901,172
<b>Loss Allowance trade receivables</b>	(295,124)	(333,359)	(339,084)	(1,440,800)	(3,301,507)	(5,709,874)
<b>Loss Allowance contract assets</b>	(35,394)	(525,503)	(122,939)	-	-	(683,836)
	231,508,077	158,180,214	48,964,802	12,200,719	854,790	451,708,602
	Consolidated and Separate financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
<b>As 31 December 2020</b>						
Gross carrying amount						
- trade receivables	149,867,834	54,724,291	3,833,033	27,772,470	4,230,233	240,427,861
- contract assets	26,037,878	64,077,431	33,556,425	1,216,018	-	124,887,752
<b>Loss Allowance trade receivables</b>	(235,645)	(305,959)	(418,449)	(1,075,305)	(3,469,371)	(5,504,729)
<b>Loss Allowance contract assets</b>	(19,552)	(306,524)	(357,809)	-	-	(683,885)
	175,650,515	118,189,239	36,613,200	27,913,183	760,862	359,126,999

The group categorised contract assets by the date of invoices and the contract assets will transfer to trade receivables within 3 to 9 months.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The reconciliations of loss allowance for trade receivables and contract assets for the year ended 31 December are as follow:

	<b>Consolidated financial statements</b>			
	<b>Trade receivables</b>		<b>Contract assets</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>	<b>2020 Baht</b>	<b>2019 Baht</b>
<b>31 December - calculated under TAS 101</b>	(5,393,637)	(9,237,028)	(31,415)	(2,670,840)
Amounts restated through opening retained earnings	(316,237)	-	(652,421)	-
Opening loss allowance as at 1 January 2020 - calculated under TFRS 9 (2019: TAS 101)	(5,709,874)	(9,237,028)	(683,836)	(2,670,840)
Decrease (Increase) in loss allowance recognised in profit or loss during the year	205,145	3,843,391	(49)	2,639,425
<b>As of 31 December - calculated under TFRS 9 (2019: TAS 101)</b>	<b>(5,504,729)</b>	<b>(5,393,637)</b>	<b>(683,885)</b>	<b>(31,415)</b>
	<b>Separate financial statements</b>			
	<b>Trade receivables</b>		<b>Contract assets</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>	<b>2020 Baht</b>	<b>2019 Baht</b>
<b>31 December - calculated under TAS 101</b>	(5,393,637)	(9,237,028)	(31,415)	(2,670,840)
Amounts restated through opening retained earnings	(316,237)	-	(652,421)	-
Opening loss allowance as at 1 January 2020 - calculated under TFRS 9 (2019: TAS 101)	(5,709,874)	(9,237,028)	(683,836)	(2,670,840)
Decrease (Increase) in loss allowance recognised in profit or loss during the year	205,145	3,843,391	(49)	2,639,425
<b>As of 31 December - calculated under TFRS 9 (2019: TAS 101)</b>	<b>(5,504,729)</b>	<b>(5,393,637)</b>	<b>(683,885)</b>	<b>(31,415)</b>

## 16 Financial assets and financial liabilities

As at 31 December 2020, classification of the Group's financial assets and financial liabilities are as follows:

	<b>Consolidated financial statements</b>				
	<b>FVPL Baht</b>	<b>Fair value - Derivatives Baht</b>	<b>FVOCI Baht</b>	<b>Amortised cost Baht</b>	<b>Total Baht</b>
Cash and cash equivalents	-	-	-	265,309,285	265,309,285
Trade and other receivables	-	-	-	247,735,240	247,735,240

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

Consolidated financial statements					
	FVPL Baht	Fair value - Derivatives Baht	FVOCI Baht	Amortised Cost Baht	Total Baht
Bank overdraft and Short-term borrowings from financial institutions	-	-	-	220,258,221	220,258,221
Trade and other payables	-	-	-	105,673,635	105,673,635
Current portion of long-term borrowings from Financial institutions	-	-	-	3,742,135	3,742,135
Current portion of lease liabilities	-	-	-	3,831,257	3,831,257
Long-term borrowings from financial institutions	-	-	-	4,401,182	4,401,182
Lease liabilities	-	-	-	5,139,262	5,139,262
Separate financial statements					
	FVPL Baht	Fair value - Derivatives Baht	FVOCI Baht	Amortised cost Baht	Total Baht
Cash and cash equivalents	-	-	-	260,134,698	260,134,698
Trade and other receivables	-	-	-	247,880,253	247,880,253
Separate financial statements					
	FVPL Baht	Fair value - Derivatives Baht	FVOCI Baht	Amortised cost Baht	Total Baht
Bank overdraft and Short-term borrowings from financial institutions	-	-	-	220,258,221	220,258,221
Trade and other payables	-	-	-	108,725,696	108,725,696
Current portion of long-term borrowings from Financial institutions	-	-	-	3,742,135	3,742,135
Current portion of lease liabilities	-	-	-	3,831,257	3,831,257
Long-term borrowings from financial institutions	-	-	-	4,401,182	4,401,182
Lease liabilities	-	-	-	5,139,262	5,139,262

## 17 Inventories

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Finished goods	107,405,030	138,013,775	107,405,030	138,013,775
<u>Less</u> Allowance for net realisable value	(19,689,404)	(14,264,426)	(19,689,404)	(14,264,426)
<u>Add</u> Provision of sales return	9,527,080	8,500,726	9,527,080	8,500,726
<b>Total</b>	<b>97,242,706</b>	<b>132,250,075</b>	<b>97,242,706</b>	<b>132,250,075</b>



**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**18 Investments in subsidiaries**

As at 31 December 2020, the group included a subsidiary in the consolidated financial statements. The subsidiary have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiary held by the Group.

The details of investment in the subsidiary as at 31 December are as follows:

Company	Business activity	Country of incorporation	Percentage of holding		Investment at cost Baht	
			31 December 2020	31 December 2019	31 December 2020	31 December 2019
PHD International Limited	Own cosmetics trademarks	Hong Kong	100	100	44,793	44,793
					44,793	44,793

On 9 December 2020, the Company received dividends from PHD International Limited a subsidiary of Baht 54.05 million.

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**19 Plant and equipment**

	Consolidated and separate financial statements			
	Office apartments and building improvements Baht	Furniture and office equipment Baht	Computers and gadgets Baht	Total Baht
<b>At 1 January 2019</b>				
Cost	59,612,318	13,547,908	3,801,602	76,961,828
Less Accumulated depreciation	(13,416,824)	(4,167,554)	(2,102,035)	(19,686,413)
Less Allowance for impairment	(251,748)	(45,953)	(89,809)	(387,510)
Net book amount	45,943,746	9,334,401	1,609,758	56,887,905
<b>Year ended 31 December 2019</b>				
Opening net book amount	45,943,746	9,334,401	1,609,758	56,887,905
Additions	-	3,484,531	194,194	3,678,725
Disposals, net	-	(130,848)	(108,033)	(238,881)
Depreciation charge	(4,168,131)	(3,083,471)	(875,917)	(8,127,519)
Closing net book amount	41,775,615	9,604,613	820,002	52,200,230
<b>At 31 December 2019</b>				
Cost	59,612,318	16,763,811	2,950,987	79,327,116
Less Accumulated depreciation	(17,584,955)	(7,113,245)	(2,041,176)	(26,739,376)
Less Allowance for impairment	(251,748)	(45,953)	(89,809)	(387,510)
Net book amount	41,775,615	9,604,613	820,002	52,200,230

As at 31 December 2019, the office apartments and building improvements amounting to Baht 41.78 million (2018: Baht 28.96 million), are used as collaterals for long-term borrowings from financial institution of Baht 11.7 million (2018: Baht 14.9 million) (Note 23) and facilities of short-term borrowings from financial institution of Baht 10 million (2018: Baht 10 million) (Note 23).

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Consolidated and separate financial statements			
	Office apartments and building improvements Baht	Furniture and office equipment Baht	Computers and gadgets Baht	Total Baht
<b>At 1 January 2020</b>				
Cost	59,612,318	16,763,811	2,950,987	79,327,116
Less Accumulated depreciation	(17,584,955)	(7,113,245)	(2,041,176)	(26,739,376)
Less Allowance for impairment	(251,748)	(45,953)	(89,809)	(387,510)
Net book amount	41,775,615	9,604,613	820,002	52,200,230
<b>Year ended 31 December 2020</b>				
Opening net book amount	41,775,615	9,604,613	820,002	52,200,230
Additions	463,453	5,916,472	985,105	7,365,030
Write-off, net	(85,571)	(605,165)	87,588	(603,148)
Depreciation charge	(3,754,969)	(3,708,485)	(850,510)	(8,313,964)
Closing net book amount	38,398,528	11,207,435	1,042,185	50,648,148
<b>At 31 December 2020</b>				
Cost	59,286,253	20,703,937	3,932,775	83,922,965
Less Accumulated depreciation	(20,635,977)	(9,453,294)	(2,888,700)	(32,977,971)
Less Allowance for impairment	(251,748)	(43,208)	(1,890)	(296,846)
Net book amount	38,398,528	11,207,435	1,042,185	50,648,148

As at 31 December 2020, the office apartments and building improvements amounting to Baht 38.40 million (2019: Baht 41.78 million), are used as collaterals for long-term borrowings from financial institution of Baht 8.1 million (2019: Baht 11.7 million) (Note 23) and facilities of short-term borrowings from financial institution of Baht 10 million (2019: Baht 10 million) (Note 23).

**Rojukkiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

## 20 Right-of-use assets

Right-of-use asset balance are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2020 Baht	1 January 2020 Baht	31 December 2020 Baht	1 January 2020 Baht
Warehouse	5,098,202	3,767,479	5,098,202	3,767,479
Vehicles	3,676,697	3,429,531	3,676,697	3,429,531
Total	8,774,899	7,197,010	8,774,899	7,197,010

For the year ended 31 December, amounts charged to profit or loss and cash flows relating to leases are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2020 Baht	1 January 2020 Baht	31 December 2020 Baht	1 January 2020 Baht
Depreciation charge of right-of-use assets:				
Warehouse	2,733,769	-	2,733,769	-
Vehicles	1,076,384	-	1,076,384	-
Total	3,810,153	-	3,810,153	-
Addition to the right-of-use assets during the year	5,319,452	-	5,319,452	-

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**21 Intangible assets**

	Consolidated financial statements			
	Trademark Baht	Software Baht	Software under development Baht	Total Baht
<b>At 1 January 2019</b>				
Cost	9,814,579	6,252,881	-	16,067,460
<u>Less</u> Accumulated amortisation	(2,937,915)	(2,912,957)	-	(5,850,872)
Net book amount	6,876,664	3,339,924	-	10,216,588
<b>Year ended 31 December 2019</b>				
Opening net book amount	6,876,664	3,339,924	-	10,216,588
Additions	-	49,650	22,400	72,050
Transfer	-	(1,188)	-	(1,188)
Amortisation charge	(943,850)	(1,450,736)	-	(2,394,586)
Currency translation difference	(459,069)	-	-	(459,069)
Closing net book amount	5,473,745	1,937,650	22,400	7,433,795
<b>At 31 December 2019</b>				
Cost	9,112,917	6,290,656	22,400	15,425,973
<u>Less</u> Accumulated amortisation	(3,639,172)	(4,353,006)	-	(7,992,178)
Net book amount	5,473,745	1,937,650	22,400	7,433,795
<b>Year ended 31 December 2020</b>				
Opening net book amount	5,473,745	1,937,650	22,400	7,433,795
Additions	-	598,667	211,350	810,017
Write-off, net	-	-	-	-
Amortisation charge	(951,331)	(1,363,988)	-	(2,315,319)
Currency translation difference	23,401	-	-	23,401
Closing net book amount	4,545,815	1,172,329	233,750	5,951,894
<b>At 31 December 2020</b>				
Cost	9,079,690	6,889,323	233,750	16,202,763
<u>Less</u> Accumulated amortisation	(4,533,875)	(5,716,994)	-	(10,250,869)
Net book amount	4,545,815	1,172,329	233,750	5,951,894

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	Separate financial statements		
	Software Baht	Software under development Baht	Total Baht
<b>At 1 January 2019</b>			
Cost	6,252,881	-	6,252,881
<u>Less</u> Accumulated amortisation	(2,912,957)	-	(2,912,957)
Net book amount	3,339,924	-	3,339,924
<b>Year ended 31 December 2019</b>			
Opening net book amount	3,339,924	-	3,339,924
Additions	49,650	22,400	72,050
Transfer	(1,188)	-	(1,188)
Amortisation charge	(1,450,736)	-	(1,450,736)
Closing net book amount	1,937,650	22,400	1,960,050
<b>At 31 December 2019</b>			
Cost	6,290,656	22,400	6,313,056
<u>Less</u> Accumulated amortisation	(4,353,006)	-	(4,353,006)
Net book amount	1,937,650	22,400	1,960,050
<b>Year ended 31 December 2020</b>			
Opening net book amount	1,937,650	22,400	1,960,050
Additions	598,667	211,350	810,017
Disposals	-	-	-
Amortisation charge	(1,363,988)	-	(1,363,988)
Closing net book amount	1,172,329	233,750	1,406,079
<b>At 31 December 2020</b>			
Cost	6,889,323	233,750	7,123,073
<u>Less</u> Accumulated amortisation	(5,716,994)	-	(5,716,994)
Net book amount	1,172,329	233,750	1,406,079

Amortisation recognised in profit and loss that are related to intangible assets are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Administrative expense	2,315,319	2,394,586	1,363,988	1,450,736

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**22 Deferred income taxes**

The analysis of deferred tax assets and deferred tax liabilities as at 31 December is as follows:

	Consolidated and separate financial statements	
	2020 Baht	2019 Baht
<b>Deferred tax assets</b>		
Deferred tax asset to be recovered within 12 months	5,063,655	4,512,896
Deferred tax asset to be recovered after more than 12 months	8,056,856	4,881,056
	13,120,511	9,393,952
<b>Deferred tax liabilities</b>		
Deferred tax liabilities to be settled within 12 months	1,905,416	1,700,145
Deferred tax liabilities to be settled after more than 12 months	1,754,980	-
	3,660,396	1,700,145
<b>Deferred tax assets, net</b>	<b>9,460,115</b>	<b>7,693,807</b>

The movements in deferred tax assets and liabilities during the year is as follows:

	Consolidated and separate financial statements						
	Expected credit loss Baht	Allowance from sale return Baht	Allowance for decrease in value of inventory Baht	Allowance for impairment of plant and equipment Baht	Lease liabilities Baht	Employee benefit obligation Baht	Total Baht
<b>Deferred tax assets</b>							
1 January 2019	2,381,573	3,126,437	6,367,234	77,502	-	702,243	12,654,989
Charged/(credited) to profit or loss	(1,296,563)	1,386,459	(3,514,347)	-	-	202,610	(3,221,841)
Charged/(credited) to other comprehensive income	-	-	-	-	-	(39,196)	(39,196)
31 December 2019	1,085,010	4,512,896	2,852,887	77,502	-	865,657	9,393,952
1 January 2020	1,085,010	4,512,896	2,852,887	77,502	-	865,657	9,393,952
Charged/(credited) to profit or loss	152,713	550,759	1,084,996	(18,134)	1,794,104	162,121	3,726,559
31 December 2020	1,237,723	5,063,655	3,937,883	59,368	1,794,104	1,027,778	13,120,511

	Consolidated and separate financial statements		
	Provision from cost return Baht	Right of use Baht	Total Baht
<b>Deferred tax liabilities</b>			
1 January 2019	(1,222,232)	-	(1,222,232)
Credited to profit or loss	(477,913)	-	(477,913)
31 December 2019	(1,700,145)	-	(1,700,145)
1 January 2020	(1,700,145)	-	(1,700,145)
Credited to profit or loss	(205,271)	(1,754,980)	(1,960,251)
31 December 2020	(1,905,416)	(1,754,980)	(3,660,396)



**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

## 23 Borrowings

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<b>Current</b>				
Bank overdrafts	10,000,000	-	10,000,000	-
Trust Receipts	173,608,221	191,415,960	173,608,221	191,415,960
Promissory notes	36,650,000	-	36,650,000	-
Current portion of long-term borrowings Bank borrowings	3,742,135	3,420,127	3,742,135	3,420,127
<b>Total current borrowings</b>	<b>224,000,356</b>	<b>194,836,087</b>	<b>224,000,356</b>	<b>194,836,087</b>
<b>Non-current</b>				
Bank borrowings	4,401,182	8,247,814	4,401,182	8,247,814
<b>Total non-current borrowings</b>	<b>4,401,182</b>	<b>8,247,814</b>	<b>4,401,182</b>	<b>8,247,814</b>
<b>Total borrowings</b>	<b>228,401,538</b>	<b>203,083,901</b>	<b>228,401,538</b>	<b>203,083,901</b>

Trust receipts are denominated in Thai Baht with floating interest rate.

The fair values of current borrowings are equal to their carrying amounts, as the impact of discounting is not material. The borrowing rates of the Group and the Company are floating interest rates in accordance with the money market rate and are within the level 2 of the fair value hierarchy.

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<b>Maturity of long-term borrowings:</b>				
Within 1 year	3,742,135	3,420,127	3,742,135	3,420,127
Between 2 years and 5 years	4,401,182	8,247,814	4,401,182	8,247,814
<b>Total long-term borrowings</b>	<b>8,143,317</b>	<b>11,667,941</b>	<b>8,143,317</b>	<b>11,667,941</b>

## 24 Trade and other payable

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Trade payable	40,118,207	35,250,452	40,083,525	34,091,276
Amounts due to related party (Note 33.3)	-	-	3,086,743	37,453,392
Accrued rebate expenses	57,116,925	121,369,945	57,116,925	121,369,945
Accrued expenses	8,438,503	24,094,404	8,438,503	24,094,404
<b>Total</b>	<b>105,673,635</b>	<b>180,714,801</b>	<b>108,725,696</b>	<b>217,009,017</b>

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

**25 Lease liabilities**

	<b>Consolidated and Separate financial statements</b>	
	<b>31 December 2020</b>	<b>1 January 2020</b>
	<b>Baht</b>	<b>Baht</b>
Current portion of lease liabilities	3,831,257	2,402,866
Lease liabilities	5,139,262	4,794,144
<b>Total lease liabilities</b>	<b>8,970,519</b>	<b>7,197,010</b>

The movement of lease liabilities for the year ended 31 December 2020 can be analysed as follows:

	<b>Consolidated and Separate financial statements</b>		
	<b>Lease payables</b>	<b>Deferred interest</b>	<b>Lease liabilities</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
Opening net book value	-	-	-
TFRS 16 Reclassifications and adjustments (Note 5)	7,667,016	(470,006)	7,197,010
Additions	5,786,970	(398,928)	5,388,042
Cash outflows:			
Repayment	(4,004,784)	-	(4,004,784)
Non-cash changes:			
Amortised deferred interest	-	390,251	390,251
Closing net book value	9,449,202	(478,683)	8,970,519

	<b>Consolidated and Separate financial statements</b>	
	<b>31 December 2020</b>	<b>1 January 2020</b>
	<b>Baht</b>	<b>Baht</b>
<b>Minimum finance lease liabilities payments</b>		
Not later than one year	4,120,344	-
Later than 1 year but not later than 5 years	5,328,858	-
Later than 5 years	-	-
<u>Less</u> Future finance charges on finance leases	(478,683)	-
Present value of finance lease liabilities	8,970,519	-
<b>Present value of finance lease liabilities:</b>		
Not later than one year	3,831,257	-
Later than 1 year but not later than 5 years	5,139,262	-
Later than 5 years	-	-
	8,970,519	-

## 26 Employee benefit obligations

	Consolidated and separate financial statements	
	2020 Baht	2019 Baht
Retirement benefit obligations	4,989,538	4,163,536
Other long-term benefit obligations	149,355	164,754
	5,138,893	4,328,290

The Company provides retirement benefits based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on based salaries and length of service.

The Company also provides other long-term benefits following the policy of the Company. The benefits are paid in gold which amounts are predetermined according to the Company's policy.

The movements of employee benefit obligations over the year are as follows:

	Consolidated and separate financial statements					
	2020			2019		
	Retirement benefit obligations Baht	Other long-term benefit obligations Baht	Total Baht	Retirement benefit obligations Baht	Other long-term benefit obligations Baht	Total Baht
At 1 January	4,163,536	164,754	4,328,290	3,409,246	101,974	3,511,220
Current service cost	750,328	48,786	799,114	723,717	18,649	742,366
Interest cost	75,674	2,965	78,639	128,535	1,957	130,492
Actuarial (gain) loss	-	-	-	(273,155)	77,174	(195,981)
Past service cost	-	-	-	175,193	-	175,193
Benefits paid	-	(67,150)	(67,150)	-	(35,000)	(35,000)
At 31 December	4,989,538	149,355	5,138,893	4,163,536	164,754	4,328,290

The amounts recognised in the income statement are as follows:

	2020 Baht	2019 Baht
Current service cost	799,114	742,366
Interest cost	78,639	130,492
Past service cost	-	175,193
	877,753	1,048,051

On 5 April 2019, an amendment bill to the Labour Protection Law was published in the Government Gazette. The amended law will become effective 30 days after its publication. The main amendment is that the compensation for employees who have retired and have more than or equal to 20 years of service has changed from 300 day's pay to 400 day's pay. The effects of the amendment were recognised as past service cost during the year.

The significant actuarial assumptions used were as follows:

	Consolidated and separate financial statements	
	2020 Baht	2019 Baht
Discount rate	1.54%	1.54%
Salary growth rate	4.22%	4.22%
Turnover rate	24%-60%	24%-60%
Age of retirement	60 Years old	60 Years old

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

Sensitivity analysis for each significant assumption used is as follows:

	Consolidated and separate financial statements					
	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	2020	2019	2020	2019	2020	2019
Discount rate	0.50%	0.50%	Decrease by 4.50%	Decrease by 4.69%	Increase by 4.78%	Increase by 4.99%
Salary growth rate	0.50%	0.50%	Increase by 4.96%	Increase by 4.68%	Decrease by 4.70%	Decrease by 4.44%
Turnover rate	0.50%	0.50%	Decrease by 5.37%	Decrease by 5.04%	Increase by 1.23%	Increase by 1.05%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Weighted average of employee benefit obligations period is 13 years.

Expected maturity analysis of undiscounted retirement benefits is as follows:

	Less than 1 year Baht	Between 1 - 5 years Baht	Between 5 - 10 years Baht	More than 10 years Baht	Total Baht
<b>At 31 December 2020</b>					
Retirement benefits	392,280	859,644	6,205,468	2,515,492	9,972,884
	Less than 1 year Baht	Between 1 - 5 years Baht	Between 5 - 10 years Baht	More than 10 years Baht	Total Baht
<b>At 31 December 2019</b>					
Retirement benefits	65,490	1,085,406	5,827,617	3,059,861	10,038,374

## 27 Share capital and premium on share capital

	Registered share capital		Issued and paid-up capital		Share premium
	Shares	Baht	Shares	Baht	Baht
1 January 2019	17,333,333	173,333,333	17,333,333	173,333,333	5,703,904
31 December 2019	17,333,333	173,333,333	17,333,333	173,333,333	5,703,904
Issuance of shares	9,666,667	96,666,670	9,666,667	96,666,670	-
Number of ordinary shares and ordinary shares at par value of Baht 0.50 each	540,000,000	270,000,000	540,000,000	270,000,000	5,703,904
Call for paid-up share capital	78,000,000	39,000,000	-	-	-
31 December 2020	618,000,000	309,000,000	540,000,000	270,000,000	5,703,904

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

The total number of authorised ordinary shares is 540,000,000 shares (2019: 17,333,333 shares) with a par value of Baht 0.50 per share (2019: Baht 10 per share).

At the Extraordinary General Meeting no.1/2020 held on 29 May 2020, the shareholders passed a resolution approving an increase in the authorised share capital by issuing of new ordinary shares of 9,666,667 shares with par value of Baht 10 per share. Consequently, total number of authorised ordinary shares increased from 17,333,333 shares with par value of Baht 10 per share to 27,000,000 shares with par value of Baht 10 per share. The Company registered the increase in share capital with the Ministry of Commerce on 12 June 2020.

At the Extraordinary General Meeting 2/2020 held on 14 July 2020, the shareholder approved as following;

- 1.) The decrease in authorised share capital with the Ministry of Commerce from a par value of Baht 10 per share with total shares of 27,000,000 shares to a par value of Baht 0.50 per share with total shares of 540,000,000 shares.
- 2.) At the shareholders passed a resolution approving an increase in the authorised share capital by issuing of new ordinary shares of 78,000,000 shares with par value of Baht 0.50 per share. Consequently, total number of authorised ordinary shares increased from 540,000,000 shares with par value of Baht 0.50 per share to 618,000,000 shares with par value of Baht 0.50 per share. The Company registered the increase in share capital with the Ministry of Commerce on 16 July 2020.

## 28 Legal reserve

	<b>Consolidated and Separate financial statements</b>
	<b>2020 Baht</b>
At 1 January	17,333,333
Appropriation during the year	9,666,667
At 31 December	27,000,000

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5% percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% percent of the registered capital. This reserve is not available for dividend distribution.

## 29 Expense by nature

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Cost of raw materials and finished goods	360,341,609	441,964,847	360,341,609	441,964,847
Advertising expense	130,626,379	211,537,626	130,626,379	211,537,626
Employee salaries	82,763,500	91,597,824	82,763,500	91,597,824
Employee benefit expense	877,753	1,048,051	877,753	1,048,051
Depreciation and amortisation	14,439,436	10,522,105	13,488,105	9,578,255
Operating lease payment	-	3,154,703	-	3,154,703

### 30 Income tax expense

Income tax expense for the year comprises the following:

	<b>Consolidated and Separate financial statements</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>
Current tax:		
Current tax on profits for the year	55,408,194	39,607,863
Total current tax	55,408,194	39,607,863
Deferred tax:		
Decrease (increase) in deferred tax assets (Note 22)	(3,726,559)	3,221,841
(Decrease) increase in deferred tax liabilities (Note 22)	1,960,251	477,913
Total deferred tax	(1,766,308)	3,699,754
Total income tax expense	53,641,886	43,307,617

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the Company as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>	<b>2020 Baht</b>	<b>2019 Baht</b>
Profit before tax	221,634,043	233,446,575	260,180,024	213,856,417
Tax calculated at a tax rate of 20% (2019: 20%)	44,326,809	46,689,315	52,036,005	42,771,283
Tax effect of:				
Expenses not deductible for tax purpose	12,456,800	543,423	1,646,900	543,423
Expenses deductible for tax purpose	(3,141,723)	(3,925,121)	(41,019)	(7,089)
Tax charge	53,641,886	43,307,617	53,641,886	43,307,617

The weighted average applicable tax rate was 20.62% (2019: 20.25%).

The tax (charge)/credit relating to component of other comprehensive income is as follows:

	<b>Consolidated and separate financial statements</b>					
	<b>2020</b>			<b>2019</b>		
	<b>Before tax Baht</b>	<b>Tax (charge) credit Baht</b>	<b>After tax Baht</b>	<b>Before tax Baht</b>	<b>Tax (charge) credit Baht</b>	<b>After tax Baht</b>
Remeasurement on retirement benefit obligations	-	-	-	195,981	(39,196)	156,785
Currency translation difference	3,734,380	-	3,734,380	(1,914,867)	-	(1,914,867)
At 31 December	3,734,380	-	3,734,380	(1,718,886)	(39,196)	(1,758,082)

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

	<b>Consolidated and Separate financial statements</b>	
	<b>2020 Baht</b>	<b>2019 Baht</b>
Current tax	55,408,194	39,607,863
Deferred tax (note 22)	(1,766,308)	3,699,754
<b>Income tax expense</b>	<b>53,641,886</b>	<b>43,307,617</b>

### 31 Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to the shareholders by the weighted average number of ordinary shares in issue during the year.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
Profit for the period (Baht)	167,992,157	190,138,958	206,538,138	170,548,800
Weighted average number of ordinary shares outstanding (shares)	461,293,258	346,666,660	461,293,258	346,666,660
Basic earnings per share (Baht per share)	0.36	0.55	0.45	0.49

### 32 Dividends

#### 2020

On 29 May 2020, the Extraordinary General Meeting 1/2020 of the company had passed a resolution approving the company to pay dividend from retained earnings at 31 December 2019 to the shareholders listed in the register on 30 April 2020. Dividend were announced at rate of Baht 6.20 per share, totaling Baht 107,407,731. The dividends were paid on 2 June 2020.

At the Board of Directors meeting 3/2020 held on 10 November 2020, the board of directors approved the payment of interim dividend from net profit for the period ended at 30 September 2020 to the shareholders listed in the register on 30 September 2020. Dividend were announced at rate of Baht 0.165 per share totaling Baht 89,100,000. The dividends were paid on 9 December 2020.

#### 2019

At the Board of Directors meeting 3/2019 held on 13 August 2019, the board of directors approved the payment of interim dividend from net profit for the year 31 December 2018 to the shareholders listed in the register on 31 August 2019. Dividend were announced at rate of Baht 8.66 per share totaling Baht 150,106,664. The dividends were paid on 13 September 2019.

At the Board of Directors meeting 4/2019 held on 7 November 2019, the board of directors the payment of interim dividend from net profit for the year 30 September 2019 to the shareholders listed in the register on 30 September 2019. Dividend were announced at rate of Baht 5.77 per share for 17,333,333 shares totaling Baht 100,013,331. The dividends were paid on 28 and 29 November 2019.



### 33 Related party transactions

Individuals and entities that directly or indirectly control or are controlled by or are under common control with the Company, including investment entities, associates, joint venture and individuals or entities having significant influence over the Company, key management personnel, including directors and officers of the Company and close members of the family of these individuals and entities associated with these individuals also constitute related parties.

In considering each possible related-party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The ultimate shareholder of the Company is Aurora Asia Holdings PTE LTD who own 61.52% of the Company's shares.

The following material transactions were carried out with related parties:

#### 33.1 Interest expenses

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<b>Interest expenses</b>				
Director	-	2,216,373	-	-

#### 33.2 Purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<b>Royalty Fee</b>				
Subsidiary	-	-	40,340,060	49,333,085

#### 33.3 Outstanding balances arising from purchases/sales of goods and services and other income

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
<b>Trade receivables (Note 15)</b>				
Subsidiary	-	-	145,013	123,250
<b>Amounts due to related party (Note 24)</b>				
Subsidiary	-	-	3,086,743	37,453,392

#### 33.4 Key management compensation

Key management includes members of the executive committee. The compensation paid or payable to key management are as follows:

	Consolidated financial statements		Separate financial statements	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Salaries and other short-term				
employee benefits	37,873,472	33,684,609	24,280,928	22,689,295
Post-employment benefits	-	35,000	-	35,000
<b>Total</b>	<b>37,873,472</b>	<b>33,719,609</b>	<b>24,280,928</b>	<b>22,724,295</b>

**Rojukiss International Public Company Limited**  
**(Former : Aisance Company Limited)**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2020**

---

**34 Subsequent events**

**Joint Venture**

On 5 January 2021, the Board of Director Meeting 1/2021 of the company had passes a resolution to set up joint venture with O Shopping Co., Ltd. which is subsidiary of GMM Grammy Public Company Limited. The company signed Memorandum of Understanding to set up joint venture with O Shopping Co.,Ltd. on 12 February 2021.

**Dividend Payment**

On 5 January 2021, the Board of Director Meeting 1/2021 of the company had passed a resolution to approve the interim dividend from net profit for the year ended at 31 December 2020 to the shareholders listed in the register on 31 December 2020. Dividend were announced at rate of Baht 0.1482 per share totaling Baht 80,028,000. The dividends were paid on 29 January 2021.

**The Initial Public Offering (IPO)**

During 5-11 and 15 February 2021, the Company initial public offered its ordinary shares of 60,000,000 with a par value of Baht 0.50 per share. The offering price of these shares was Baht 9.00 per share, totaling Baht 540,000,000. The Company's ordinary shares are traded in the Stock Exchange of Thailand (SET) on 19 February 2021.

**Warrant**

On 14 July 2020, the Extraordinary General Meeting 2/2020 of the company had passed a resolution to approve the warrants to directors and employees (KISS ESOP) allocation not over 18,000,000 units, under the ESOP scheme. Details of allocation warrants are announced to directors and employees on 19 February 2021.

# Management Discussion and Analysis

## Management Discussion and Analysis for the year ended 31 December 2020

### Overview

In 2020, total revenue from sales and services was Baht 965.0 million, decreasing 15.2% YoY. Main reason was from COVID-19 pandemic starting from end of March 2020 and following by countrywide lock down in April, resulting in the closure of many department stores and shops as well as control of domestic travel across provinces to reduce the risk of pandemic spreading. Because of COVID-19 situation, consumer behavior has changed such as no makeup usage during work from home or no lipstick while wearing mask. However, the Company continue to launch new products with innovation to serve consumer needs, for example, food supplement products, eyebrow makeup product and new brand Wonder Herb which help the Company suffered less impact than the overall market.

Net profit of the Company was Baht 190.1 million and Baht 168.0 million for the year-ended 31 December 2019 and 2020 respectively, decreasing 11.6% YoY due to COVID-19 pandemic which had impact to total revenue. However, with well control and discipline of all spending, net profit margin increased from 16.7% in 2019 to 17.4% in 2020.

### Revenue from sales and services

**Table 1: Revenue from sales and services by category**

(million THB)

Revenue by category	FY 2561	%	FY 2562	%	YoY%	FY 2563	%	YoY%
<b>Revenue Domestic:</b>								
Revenue from sales								
Skin Care	764.4	81.1	943.1	79.6	23.4	780.5	82.6	(17.2)
Color Cosmetics	178.7	18.9	241.0	20.4	34.8	123.2	13.0	(48.8)
Supplement	-	-	-	-	-	41.7	4.4	-
Revenue from sales – Domestic	943.0	100.0	1,184.0	100.0	25.6	945.4	100.0	(20.2)
Less Return provision	.6)	(0.4)	(6.9)	(0.6)	91.1	(2.8)	(0.3)	(60.3)
Less Trade discount	(76.2)	(8.1)	(90.3)	(7.6)	18.5	(40.7)	(4.3)	(54.9)
<b>Revenue Domestic – Net</b>	<b>863.2</b>	<b>91.5</b>	<b>1,086.8</b>	<b>91.8</b>	<b>25.9</b>	<b>901.9</b>	<b>95.4</b>	<b>(17.0)</b>
<b>Revenue Overseas:</b>								
Revenue from sales								
Skin Care	-	-	-	-	-	20.2	32.0	100.0
Color Cosmetics	-	-	1.1	2.1	100.0	4.5	7.2	328.8
Supplement	-	-	-	-	-	-	-	-
Revenue from sales – Overseas	-	-	1.1	2.1	100.0	24.7	39.2	-
Revenue from services	-	-	50.2	97.9	100.0	38.3	60.8	(23.6)
<b>Revenue Overseas – Net</b>	<b>-</b>	<b>-</b>	<b>51.2</b>	<b>100.0</b>	<b>100.0</b>	<b>63.0</b>	<b>100.0</b>	<b>23.1</b>
<b>Revenue from sales and services – Net</b>	<b>863.2</b>		<b>1,138.0</b>		<b>31.8</b>	<b>965.0</b>		<b>(15.3)</b>

**Table 2: Revenue from sales and services by distribution channel**

(million THB)

Revenues by distribution channel	FY 2018	%	FY 2019	%	YoY%	FY 2020	%	YoY%
Revenue from sales								
Modern Trade	816.8	86.6	1,017.7	85.9	24.6	777.8	80.2	(23.6)
General Trade	84.8	13.3	139.4	11.8	22.8	133.9	13.8	(3.9)
E-Commerce	4.2	0.4	6.5	0.5	55.9	12.9	1.3	97.7
Export through Cross Border	8.6	0.9	20.4	1.7	137.4	20.4	2.1	(0.1)
Export through Foreign Distributors	-	-	-	-	-	24.8	2.6	100.0
Others			0.1	0.0	100.0	0.4	0.0	323.1
<b>Revenue from sales</b>	<b>943.0</b>	<b>100.0</b>	<b>1,185.1</b>	<b>100.0</b>	<b>25.6</b>	<b>970.2</b>	<b>100.0</b>	<b>(18.1)</b>
Less Return provision	(3.6)		(6.9)		91.1	(2.8)		(60.3)
Less Trade discount	(76.2)		(90.3)		18.5	(40.7)		(54.9)
<b>Revenue from sales – Net</b>	<b>863.2</b>		<b>1,087.8</b>		<b>26.0</b>	<b>926.7</b>		<b>(14.7)</b>
Revenue from services	-		50.2		100.0	38.3		(23.7)
<b>Revenue from sales and services - Net</b>	<b>863.2</b>		<b>1,138.0</b>		<b>31.8</b>	<b>965.0</b>		<b>(15.2)</b>

In 2020, total revenue from sales and services was Baht 965.0 million, decreasing 15.2% YoY. Main reason was from COVID-19 pandemic starting from end of March 2020 and following by countrywide lock down in April, resulting in the closure of many department stores and shops as well as control of domestic travel across provinces and new wave of pandemic spreading in December 2020. Color cosmetics category was impact mostly because of less consumption from new normal behavior such as working from home and wearing mask to protect and control of virus spreading. As a result, total make up market declined by 27% (source: Nielsen Retail Audit, Make up Market, December 2020). However, for skincare category, Rojukiss grew 14% YoY despite of the impact from COVID-19 pandemic situation. Growth of Rojukiss came from both existing products which was still growing in convenient stores channel and new product launches such as Rojukiss White Poreless Night Repair Serum etc.

The Company have continued to develop and launch new products with innovation to serve consumer needs. For example, launching of beauty and health supplement products under brand Rojukiss for consumers with more health conscious during and after COVID-19 pandemic. Total revenue from food supplement was Baht 41.7 million in 2020. In addition, new eyebrow makeup product launched in Q3'2020 that consumers still need to use while wearing face mask and new brand Wonder Herb launched in December 2020 help the Company suffered less impact than the overall market.

Modern Trade and General Trade channels got impact from COVID-19 situation especially during lock down in March and April, resulting in the closure of many stores. However, E-Commerce channel grew by 97.7% in 2020 and expansion to export through foreign distributors increased sales by Baht 24.8 million. The Company had export Sis2Sis products to the Philippines and Rojukiss skincare products to Indonesia in Q3'2020 onwards. With the successful launch of Rojukiss in Indonesia, the Company has plan to launch new products in Q2'2021 and to expand to Vietnam as new channel in 2021 too.

### Cost of sales and Gross Profit

Gross profit margin of 2020 was 58.6% (2019: 59.3%), slightly declined from last year due to inventory destruction cost totaling Baht 24.9 million and stock provision of Baht 5.4 million. All of these were one time impact from COVID-19 pandemic and mostly color cosmetics products with total amount of Baht 30.3 million (2019: Baht 13.8 million).

### Selling expenses

In 2020, total selling expenses were Baht 205.6 million or 21.3% to net revenue, decreased by Baht 101.8 million or 33.1% YoY mainly from decreasing of advertising and promotion expenses Baht 89.0 million since Q2'2020. In addition, number of field sales staff had been decreased and keep only staff working in big stores of General Trade so the expenses decreased by Baht 8.3 million.

### Administrative expenses

Total administrative expenses for the year-ended 31 December 2020 declined by Baht 10.3 million or 7.6% YoY due to spending control and management during pandemic.

### Net profit

Net profit of the Company was Baht 190.1 million and Baht 168.0 million for the year-ended 31 December 2019 and 2020 respectively, decreasing 11.6% YoY due to COVID-19 pandemic which had impact to total revenue. However, with well control and discipline of all spending, net profit margin increased from 16.7% in 2019 to 17.4% in 2020.

## Statement of Financial Position

### Total Assets

As at 31 December 2020, the Company had total assets of Baht 836.0 million, increase by Baht 67.2 million compared to last year with the detail as below:

- Cash and cash equivalent increase by Baht 176.8 million from operating activities and to reserve for dividend payment
- Right of use Baht 8.8 million from adoption of TFRS16
- Trade and other receivables and contract assets decrease by Baht 85.5 million in line with decreasing in total revenue
- Inventory decrease by Baht 35.0 million due to inventory control

### Total Liabilities

As at 31 December 2020, the Company had total liabilities of Baht 408.3 million, decline by Baht 4.0 million with the detail as below:

- Total short-term and long-term loan increase by Baht 25.3 million from overdraft Baht 10.0 million and promissory note Baht 36.7 million to reserve as working capital while trust receipts and long-term loan decrease by Baht 21.3 million
- Trade and other payables decrease by Baht 75.0 million due to decreasing in selling and marketing expenses
- Other current liabilities increase by Baht 36.0 million from corporate income tax and accrued withholding tax
- Lease liabilities increase by Baht 9.0 million from adoption of TFRS16

### Shareholders' equity

31 December 2020, shareholders' equity increases by Baht 71.1 million from earnings and also capital increased during the year with the amount of Baht 96.7 million. During the year, the Company had dividend payment totaling Baht 196.5 million.



# APPENDIX

- 1. Details of Directors, Executive with controlling power, and Corporate secretary**
- 2. Details of Directors of Subsidiaries**
- 3. Details of Internal Auditor**

# Details of Directors, Executive with controlling power, and Corporate secretary

## 1. Dr. Lackana Leelayouthayotin

**Age** 66  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Chairman

### Education/ Training

- Ph.D. (Business Administration), University of Southern Queensland, Australia
- M.B.A, Catholic University of Leuven, Belgium
- B.Sc. (Chemistry), Chulalongkorn University
- Advance Audit Committee Program, Thai Institute of Directors Association
- TLCA Leadership Development Program, International Institute for Management Development
- Public Director Certification Program, Public Director Institute
- Director Certification Program (DCP), Thai Institute of Directors Association
- Advance Executive Program, Kellogg School of Management, Northwestern University, U.S.

### Experience in past 5 years

2017 – Present **Rojukiss International Public Company Limited** Chairman  
 (Business Type : Distributions of Skincare products, Color cosmetics, and Food Supplement)

2019 – Present **The Siam Commercial Bank Public Company Limited**  
 Independent and Member of the Executive Committee  
 (Business Type : Commercial banking business that provides a comprehensive range of financial services)

2016 – Present **Techno Medical PCL**  
 Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee (Business Type : Import and Distribution of medical quipment)

2015 – 2021 **GMM Grammy PCL** Director (Business Type : Music Distribution and Copyrights, Concert Organizing, Advertising service, PR, and Artist management)

2015 – Present **Lamsoong (Thailand) PCL** Independent Director  
 (Business Type :Manufacture and sale of palm oil, vegetable oil, mix vegetable fat, and magarine, frozen or canned vegetables and fruits, juice, coffee, and sauces)

2019 – Present **Somdet Phra Nyanasamvara Somdet Phra Sangharaj Wat Boronives Vihara Foundation under Royal Patroage**  
 Member, Fund for Patients and Hospital Affair's Committee (Business Type :Perform public health benefits, promote good Buddhist activities, culture and traditions of the Thai nation)

2017 – Present **Bangchak Retails Co.,Ltd.** Independent Director / Member of Audit Committee  
 (Business Type :Business franchise including acquisition or use of various interllectual property right)



2016 – Present	<b>Shera Public Company Limited</b> Member of Audit Committee (Business Type : Manufacturer and distributor of building materials, fiber cement products)
2016 – Present	<b>Advisor and Beyond Co.,Ltd.</b> Managing Director (Business Type : Consulting)
2015 – Present	<b>Thai Institute of Nuclear Technology</b> Advisory to the Strategy Subcommittee (Business Type : Public Organization)
2014 – Present	<b>Educational Foundation of the Marketing Association of Thailand</b> Presiden (Business Type : Organization to Promote business in Marketing)
2013 – Present	<b>Brand's Suntory (Thailand) Co.,Ltd</b> Advisory (Business Type : Manufacturere and Distributor of Food Supplement)
2000 – Present	<b>Hong Dai Boon, Thai Red Cross Society</b> Member, Hong Dai Boon Fund raising Committee (Business Type : Fund raising for use in business of Thai Red Cross Society)
1997 – Present	<b>National Blood Center, Thai Red Cross Society</b> Member of the Recruitment and Promotion of (Business Type : Fund raising for use in business of Thai Red Cross Society)
2015 - 2018	<b>GMM Channel Co.,Ltd</b> Committee (Business Type : Production Television program radio and concert)
2015 -2017	<b>The One Enterprise Co.,Ltd.</b> Director (Business Type : Theatrital production and Variety gameshows)
2013 - 2017	<b>Cerebos (Thailand) Co.,Ltd.</b> Director (Business Type : Manufacturer and Distributor of Food Supplement)
2007 – 2017	<b>Topco F&amp;B Co.,Ltd.</b> Director (Business Type : Manufacturer and Distributor of Juice)
2010 – 2014	<b>Cerebos Pacific Limited</b> Executive Vice President & CEO of Health Supplement Division Director (Business Type : Manufacturer and Distributor Food Supplement)
2006 -2014	<b>Cerebos Pacific Limited</b> Executive Vice President & CEO South East Asia Cerebos Pacific Limited (Business Type : Manufacturer and Distributor Food Supplement)
2006-2014	<b>Cerebos Pacific Limited</b> Division Director Executive Vice President & CEO South East Asia (Business Type : Manufacturer and Distributor Food Supplement)

## 2. Mrs. Pratana Mongkolkul

Age 56  
 Shareholding Proportion (%) - n/a -  
 Family Relations between Director and Executives - n/a -

### Position

Chairman of Audit Committee  
 Vice Chairman  
 Independent Director

### Academic Background

- Master Degree in Business Administration, Thammasat University
- Bachelor Degree in Accounting, Thammasat University
- Certificate Advanced Management Program, Harvard Business School, Harvard University. USA

### Training Program

- Director Certification Program (DCP) (34/2003) by Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) (2/2003) by Thai Institute of Directors Association (IOD)
- Advanced Audit Committee Program (AACP) (22/2016) by Thai Institute of Directors Association (IOD)
- Risk Management Program for Corporate Leaders (RCL) (8/2017) by Thai Institute of Directors Association (IOD)
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Rationale (20/2016) by King Prajadhipok's Institute
- Public Director Certification Program (13/2015) by King Prajadhipok's Institute
- CMA - Capital Market Academy Alumni 6

### Position in Listed Company in SET

2020 - Present	<b>Total Access Communication PLC.</b> Independent Director, Member of Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee
2019 - Present	<b>TBSP PLC.</b> Independent Director and Member of the Audit Committee
2019 - Present	<b>Central Retail Corporation PLC.</b> Independent Director and Chairman of the Audit Committee
2017 - Present	<b>Rojukiss International PLC.</b> Independent Director and Chairman of the Audit Committee
2015 - Present	<b>FN Factory Outlet PLC.</b> Independent Director, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee

### Position in Other Company or Organization

2014 - Present	Associate Judge # 10, 13, The Central Intellectual Property and International Trade Court (Thailand)
----------------	------------------------------------------------------------------------------------------------------

### Past Experience

2018 - 2019	<b>Dhurakij Bundit University</b> Board of Trustees and Chairman of the Audit Committee & Risk Management
2017 - 2020	<b>Thai Airways International PLC.</b> Director, Member of Executive Board Committee
2015 - 2019	<b>Thailand Post Company Limited</b> Director, Chairman of the Audit Committee
2015 - 2017	<b>Government Saving Bank</b> Director, Member of the Executive Committee
2013 - 2019	<b>T.K.S. Technologies PLC.</b> Independent Director, Member of the Audit Committee

2014 – 2018	<b>Port Authority of Thailand</b> Member of Board Commissioners, Chairman of the Audit Committee\
2014 – 2017	<b>Dusit Thani PLC.</b> Independent Director and Member of the Executive Committee
2012 – 2015	<b>MC Group PLC.</b> Director and Chairman of Executive Committee
2007 - 2011	<b>Thoresen Thai Agencies Public Company Limited</b> Independent Director, Chairman of Audit Committee
2007 – 2011	<b>S&amp;P Syndicate Public Company Limited</b> Director
1998 – 2011	<b>Minor International Public Company Limited</b> Director and Group Chief Financial Officer
1992 – 1998	<b>Central Pattana Public Company Limited</b> Senior Vice President of Finance and Accounting Department

### 3. Dr. Chatrchai Tuongrattanaphan

<b>Age</b>	63
<b>Shareholding Proportion (%)</b>	- n/a -
<b>Family Relations between Director and Executives</b>	- n/a -

#### Position

Chairman of the Nomination and Remuneration Committee

#### Education/ Training

- Ph.D. International Business United States International University
- Master Degree International Marketing United States International University
- B.Sc. (Chemistry) Mahidol University
- Advance Audit Committee Program 2018, Thai Institute of Directors Association
- Director Certification Program (DCP) Class 207/2015, Thai Institute of Directors Association

#### Experience in past 5 years

2017 – Present	<b>Rojukiss International PLC.</b> Chairman of the Normination and Remuneration subcommittee / Independent Director / Member of Audit Committee (Business Type : Distributions Skincare, Color Cosmetis, and Food Supplement)
2018-Present	<b>Dohome PLC</b> Chairman / Independent Director / Member of Audit Committee / Chairman of the Normination and Remuneration Committee (Business Type : Retails, Wholesale, and Service provider of building materials and home decoration)
2009 – Present	<b>Thai Retailer Assocation</b> Executive Director (Business Type : Non-Profit Organization)

## 4. Mrs. Worrawan Chaikamnerd

**Age** 44  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Chief Executive Officer / Executive Director/  
 Chairman of the Risk Management Committee

### Education/ Training

- MBA, The University of Iowa, U.S.
- Bachelor of Engineering Mechanical, Chulalongkorn University
- Director Accreditation Program (DAP) Class 165/2019, Thai Institute of Directors Association

### ประสบการณ์ทำงาน ในระยะเวลา 5 ปีย้อนหลัง

2017-Present	<b>Rojukiss International PLC.</b> Chief Executive Office Chairman of the Risk Management Committee Executive Director (Business Type : กระจายสินค้า Skincare, Color Cosmetics, and Food Supplement)
2017-Present	<b>PhD International Limited</b> Director (Business Type : Develop Trademark and Dermatology)
2013 – 2016	<b>L'oreal (Thailand) Limited</b> General Manager (Business Type : Consumer Products)

## 5. Dr. Anuphan Kitnitchiva

**Age** 57  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Chairman of the Corporate Governance Committee  
 Member of Nomination and Remuneration Committee  
 Independent Director

### Education/ Training

- Ph.D. , National Institute of Development Administration
- Master of Law, Thammasart University
- Director Certification Program (DCP) Class 130/2010 Thai Institute of Directors Association
- The Role of Chairman Program (RCP) Class 38/2016 Thai Institute of Directors Association
- Advance Audit Committee Program 2014, Thai Institute of Directors Association
- Successful Formulation and Execution of Strategy (SFE) Y 2016, Thai Institute Of Directors Associations

### Experience in past 5 years

Present	<b>Rojukiss International PLC</b> Chairman of the Corporate Governance Committee Member of Nomination and Remuneration Committee Independence Director (Business Type : Distributions Skincare, Color Cosmetics, and Food Supplement)
2014 - Present	<b>Thai Poly Acrylic PLC</b> Chairman of Audit Committee Independent Director (Business Type : Acrylic Sheet)
2014 - Present	<b>Humanica PLC</b> Independent Director (Business Type : Service)
2004 - Present	<b>Dhirakupt Law Office Co.,Ltd</b> Managing Director (Business Type : Laws and Taxes)
2014 - 2018	<b>TOT PLC</b> Chairman of Audit Committee Independent Director (Business Type : Telecommunication)

## 6. Miss Piyawadee Sonsingh

**Age** 51  
**Shareholding Proportion (%)** 29.6  
**Family Relations between Director and Executives** - n/a -

### Position

Director

### Education/ Training

- MBA, Chiangmai University
- Bachelor of Pharmacy, Chiangmai University
- Director Accreditation Program (DAP) Class 130/2016, Thai Institute of Directors Association

### Experience in past 5 years

2017 - Present **Rojukiss International PLC** Director  
 (Business Type : Distributions Skincare, Color Cosmetics, and Food Supplement)  
 2011 - Present **PhD International Limited** Director (Business Type : Development Trademark and Dermatology)  
 2007 - 2019 **Rojukiss International PLC** Director /Executive Director /Managing Director  
 (Business Type : Distributions Skincare and Color Cosmetics )

## 7. Miss Pornchanok Tansakul

**Age** 47  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Independent Director

Member of Audit Committee

### Education/ Training

- MBA Kellogg School of Management, Northwestern University, U.S.
- Bachelor of Business Administration, Assumption University

### Experience in past 5 years

2018 - Present **Rojukiss International PLC** Independent Director / Member of Audit Committee  
 (Business Type : Distributions of Skincared, Color Cosmetics, and Food Supplement)  
 2017 - Present **Central Departmentstore Ltd.** Chief of Staff – Group CEO (Business Type : Retails)  
 2014 - 2017 **COL PLC** President – Online Business (Business Type : Retails)  
 2014 - 2015 **Central Departmentstore Ltd.**  
 Senior Executive Vice President – Corporate Strategy & Development (Business Type : Retails)

## 8. Mr.Anotai Adulbhan

Age 47  
 Shareholding Proportion (%) - n/a -  
 Family Relations between Director and Executives - n/a -

### Position

Director  
 Member of Normination and Remuneration Committee  
 Member of Corporate Governance Committee

### Education/ Training

- M.BA Kellogg School of Management, Northwestern University, U.S
- Bachelor Engineering (Industrial Engineering), Chulalongkorn University
- Director Certification Program (DCP) Class 122/2015 ,Thai Institute of Directors Association

### Experience in past 5 years

2017 - Present	<b>Rojukiss International PLC.</b> Director Member of Normination and Remuneration Committee Member of Corporate Governance Committee (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplement)
2019 - Present	<b>nForce Secure PLC</b> Director (Business Type : Wholesalecomputers and other supplies, and Software)
2018 - Present	<b>AAA Assets Co.,Ltd.</b> Director (Business Type : Investment)
2018 - Present	<b>Phama Management Co.,Ltd.</b> Director (Business Type : Investment)
2018 - 2019	<b>Devekam Osoth Co.,Ltd.</b> Director (Business Type : Production and Distribution medical supplies)
2017 - Present	<b>WorldWideVac Limited</b> Director (Business Type : Investment)
2017 - Present	<b>Aurora Asia Holdings Pte., Ltd.</b> Director (Business Type : Investment)
2017 - Present	<b>PhD International Limited</b> Director (Business Type : Development Trademark and Dermatology business)
2016 - 2018	<b>Ready PlanetCo.,Ltd</b> Director (Business Type : Online Business)
2016 - Present	<b>Darlex Limited</b> Director (Business Type : Investment)
2015 - 2019	<b>KT Restaurant Co.,Ltd.</b> Director (Business Type : Restaurants)
2013 - Present	<b>Henderson Capital Asia</b> Director (Business Type : Investment)
2014 - Present	<b>Hudson Asia Holdings Pte., Ltd.</b> Director (Business Type : Investment)
2014 - Present	<b>Humanica PLC</b> Director (Business Type : Service Provider)
2012 - Present	<b>Selic Corp PLC</b> Director (Business Type : Chemical Industry)
2009 - Present	<b>Lakeshore Capital Partner Co.,Ltd</b> Director (Business Type : Consulting)
2000 - Present	<b>Business Commercial Network Co.,Ltd.</b> Director (Business Type : Advertising space)

## 9. Mrs. Yayus Sulyani Mak

**Age** 47  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Independent Director  
 Member of Corporate Governance Committee

### Education/ Training

- M.Sc.( Management Science and Engineering), Standford University
- Bachelor of Arts (Mathenatics and Chenistry), Boston University
- Director Accreditation Program (DAP) Class 173/2020, Thai Institute of Director Association

### Experience in past 5 years

2020 - Present **Rojukiss International PLC.** Director  
 (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplemet)  
 2008 - Present **Chulalongkorn University** Professor (Business Type : Educational Institute)

## 10. Mr. Thanayus Leelaphan

**Age** 39  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Member of the Risk Management Committe  
 Chief Marketing Officer

### Education/ Training

- M.Sc. (Politic of World Economy London School of Economics), University of London
- Bachelor in Arts (Economic), Thammasart University

### Experience in past 5 years

Present **Rojukiss International PLC**  
 Memeber of the Risk Management Committeee Chief Marketing  
 (Business Type : Distribution of Skincare, Color Cosmetics, and Food Supplement)  
 2015 - 2017 **Unilever Singapore** Senior Marketing Director (Business Type : ทุConsumer Products)  
 2552 – 2558 **L'Oreal Singapore** Marketing Director (Business Type : Consumer Products)



## 11. Miss Naruemol Sukkamolwatana

**Age** 46  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Member of the Risk Management Committee  
 Chief Operating Officer

### Education/ Training

- M.BA (General Management), National Institute of Development Administration
- B.Sc. (Chemical), Chulalongkorn University

### Experience in past 5 years

2017 - Present **Rojukiss International PLC** Member of the Risk Management Committee Chief Operating Officer  
 (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplement)  
 2013 - 2017 **L'oreal (Thailand) Limited** Supply Chain Manager (Business Type : Consumer Products)  
 1999 - 2013 **Procter and Gamble Thailand Co., Ltd.** Market Planning Manager  
 (Business Type : Consumer Products)

## 12. Miss Wipaporn Niamla-ong

**Age** 40  
**Shareholding Proportion (%)** - n/a -  
**Family Relations between Director and Executives** - n/a -

### Position

Member of the Risk Management Committee Chief Financial Officer  
 Corporate Secretary

### Education/ Training

- MBA, Kasetsart University
- Bachelor in Accounting, Thammasart University
- CPD Auditors/ Bookkeepers Y2020 13 hours (Unofficial) Federation of Accounting Professions
- CPD Auditors/Bookkeepers Y2019 ; 20 hours (Official) and 32 hours (Unofficial), Federation of Accounting Professions
- CPD Auditors/Bookkeepers Y2018 ; 26 hours (Official) and 14 hours (Unofficial), Federation of Accounting Professions
- CPD Auditors/Bookkeepers Y2017 ; 24 hours (Official) and 17 hours (Unofficial), Federation of Accounting Professions

### Experience in past 5 years

2017 - Present **Rojukiss International PLC.**  
 Member of the Risk Management Committee Chief Financial Officer Corporate Secretary  
 (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplement)  
 2010 - 2017 **L'oreal (Thailand) Limited** Division Controller (Business Type : Consumer Products)

## 13. Mr. Neti Meenmanee

Age 41  
 Shareholding Proportion (%) - n/a -  
 Family Relations between Director and Executives - n/a -

### Position

Member of the Risk Management Committee  
 Chief Commercial Officer

### Education/ Training

- Master in Marketing, London Metropolitan University
- Bachelor in Arts (English), Assumption University

### Experience in past 5 years

2020 - Present **Rojukiss International PLC**  
 Member of the Risk Management Committee Chief Commercial Officer  
 (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplement)  
 2016 - 2019 **L'oreal (Thailand) Limited** Commercial Director (Business Type : Consumer Products)  
 2014 - 2016 **Big-C SuperCenter** Trading Director (Business Type : Retailer)

## 14. Miss Rungchat Tepsuriyanont

Age 42  
 Shareholding Proportion (%) - n/a -  
 Family Relations between Director and Executives - n/a -

### Position

Accounting & Finance Manager  
 Designated person for supervision of Accounting

### Education/ Training

- Master in Taxation Chulalongkorn University
- Bachelor in Accounting Naraesuan University
- Cashflow Statement and Analysis (Workshop) Class 1/2020
- Standard of Financial Reporting before listing in SET Y2020
- Transfer Pricing and Taxation updates class 8/2019
- Taxation and other matters that related to BOI business class 8/2019
- Cash Flow Statement class 12/2019
- Presenting Financial Statement class 12/2019

### Experience in past 5 years

2020 - Present **Rojukiss International PLC.**  
 Accounting and Finance Manager Designated person for supervision of Accounting  
 (Business Type : Distributions of Skincare, Color Cosmetics, and Food Supplement)  
 2013 - 2020 **Pakfood PLC.** Asst. General Manager (Accounting & IT)  
 (Business Type : Production and Export of Frozen Food)

# Details of Directors of Subsidiary

## 1. Details of the Subsidiary's directors

Subsidiary	Directors		
	Mr. Anothai Adulphan	Miss Piyawadee Sonsingh	Mrs. Worrawan Chaikamnerd
1. PhD International Limited	✓ ●	✓ ●	✓ ●

remarks : 1) ✓ = director 2) ● = authorized director

# Details of Internal Auditor

## Mr. Sutee Tanwanichakula

**Age** 38

### Position

Head of Internal Audit

### Educational qualification / Training history

- MBA: Management in marketing, Dhurakitabandit University
- Master Degree of Accounting, Kasetsart University
- Bachelor degree of Accounting, Dhurakitbandit University
- Pass the examination according to certification criteria CPIAT (No 17) The Association of Internal Auditors of Thailand
- Independent Auditor ,CAC SME Certification Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)
- IIA's EIAP ; Chulalongkorn University
- Director Certificate Program (DCP) # 238 Thai Board of Directors Association
- Anti-Corruption the Practical Guide (ACPG) Thai Board of Directors Association
- Training Skill for auditor in-charge by The Association of Internal Auditors of Thailand
- Training ERM by The Association of Internal Auditors of Thailand
- Training "111 Hours for IT auditor" by The Association of Internal Auditors of Thailand
- Training "Ethic Audit" by The Association of Internal Auditors of Thailand
- Training "IT Auditor" by Federation of Accounting Professions
- Training "COSO 2013 for IA as business consultants" by Federations of Accounting Professions
- Guide to COBIT 5 Implementation ISACA Bangkok Chapter

### Responsibility

- Plan an Internal audit
- Internal Audit management in order to work in accordance with the audit plan that has been defined
- Assess the risk from internal control system of each business activity /process, including assessing the sufficiency, efficiency, and effectiveness of the processes and operations of the client's company
- Review the internal audit report, including recommendations methods and measures to improve the duties and responsibilities of various departments. To present to the executives Audit Committee and Board of Directors

### Working Experiences

2020 – Present	<b>The Association of Internal Auditors of Thailand Mahidol University, Kanjanaburi Campus Rangsit University</b> Honorary Director (Director of Qualified Member) (Business Type : Non-profit Professional Organization)
2019 – Present	<b>Mahidol University, Kanjanaburi Campus</b> Special Instructor (Business Type : Educational Institution)
2017 – Present	<b>Rangsit University</b> Special Instructor (Business Type : Educational Institution)
2014 – Present	<b>IA Signature Company Limited</b> Managing Director (Business Type : Providing service of Internal Auditing)
2011 – 2014	<b>Accounting Specialist Company Limited</b> Project Controller (Business Type : Providing service of Internal Auditing and Accounting)
2006 - 2012	<b>Thairung Group</b> Internal Audit Manager (Business Type : Car rental and Auto-Dealer)
2012– 2014	<b>Thairung Group</b> Financial Control Director (Business Type : Car rental and Auto-Dealer)
2005 – 2006	<b>Rich Asia Corporation Public Company Limited</b> Senior Internal Auditor (Business Type : Distribution of Steel products)



ROJUKISS INTERNATIONAL PUBLIC COMPANY LIMITED

100/8 Vongvanij Complex Building B, 12th Floor,  
Rama IX Rd, Huai Khwang, Huai Khwang, Bangkok 10310 Thailand.  
Tel. 02-645-1155

[www.rojukissinternational.com](http://www.rojukissinternational.com)