

# 2019 ANNUAL REPORT

รายงานประจำปี 2562



THE FUTURE OF PLASTIC  
PRODUCTS & PACKAGINGS  
FOR CIRCULAR ECONOMY

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## Vision, Mission, Key strategy and Directions of the Company

Thantawan Industry Public Company Limited (“The Company” or “THIP”) has announced its Vision, Mission, Corporate strategy and Corporate direction for executives and all staffs to share a common understanding together and push the Company forward to achieve each successive goal, along with moving in the designated direction steadily. Additionally, the Company have communicated such Vision, Mission, Corporate strategy and Corporate direction to the public and all stakeholders of the Company in order that they have been able to gain acknowledgement of the Company’s direction and future as well as are able to do business with the Company in a confident manner.

**Vision:** “To be the leading innovative packaging solution provider worldwide”

**Mission:** “We will adapt innovations, technologies and our experience in plastic packaging to the design, research, manufacture and sale, as well as being the service provider who generate value added to the business partner for a sustainable return to all stakeholders”

**Corporate direction:** “ THIP will glow its business that focuses on products which blend with the value and innovation for the international market, together with expanding to the non-plastic packaging while maintaining its main capability in packaging”

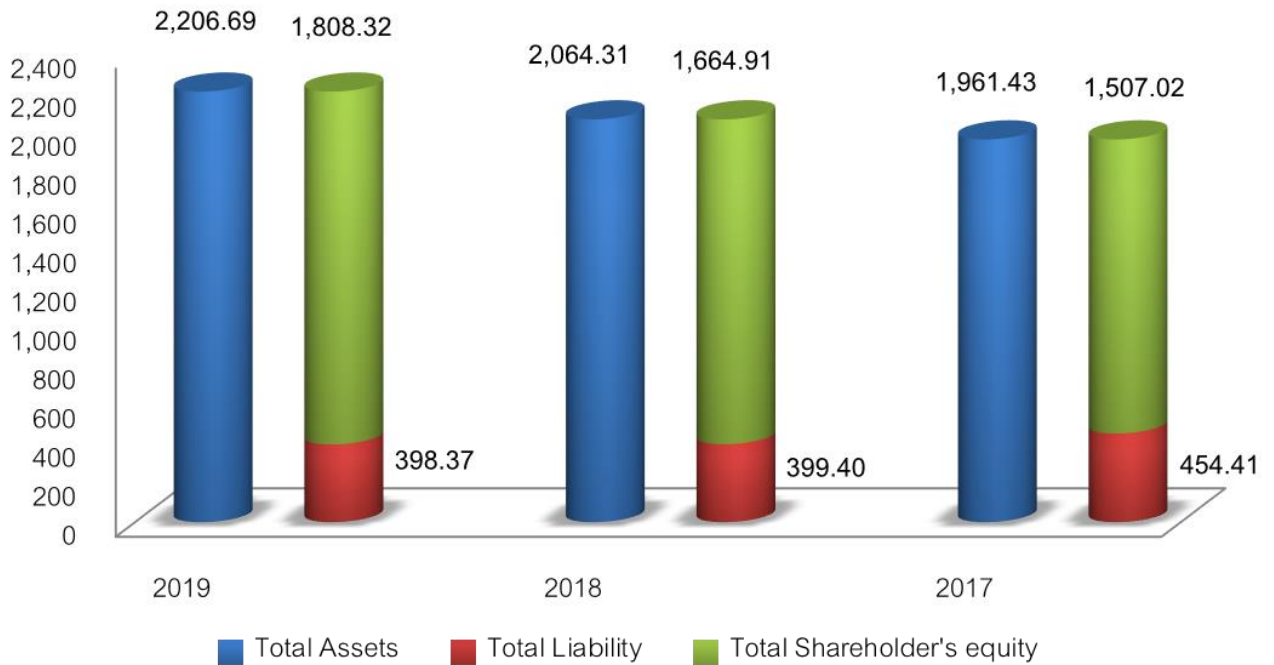
**Corporate strategy:** The Company focuses on business expertise and rapid changes in today’s society, the current strategies are therefore as follows:

1. Maintain organic growth with the current business and expand into a new market, which has growth potential in demand both domestic and international, and focus on strengthening our own brand through new marketing channels and technology.
2. Survey and recruit business partners to create new business opportunities for exponential growth and furthering the current business.
3. Develop Production efficiency for industry 4.0 which focuses on modern technologies.
4. Create new value-added products and apply innovations to meet market demand.
5. Develop operational processes in all supporting business units to be modern and harmonious with the business operating model.
6. Develop people capability to support the business expansion and keep pace with abrupt changes in the business environment.

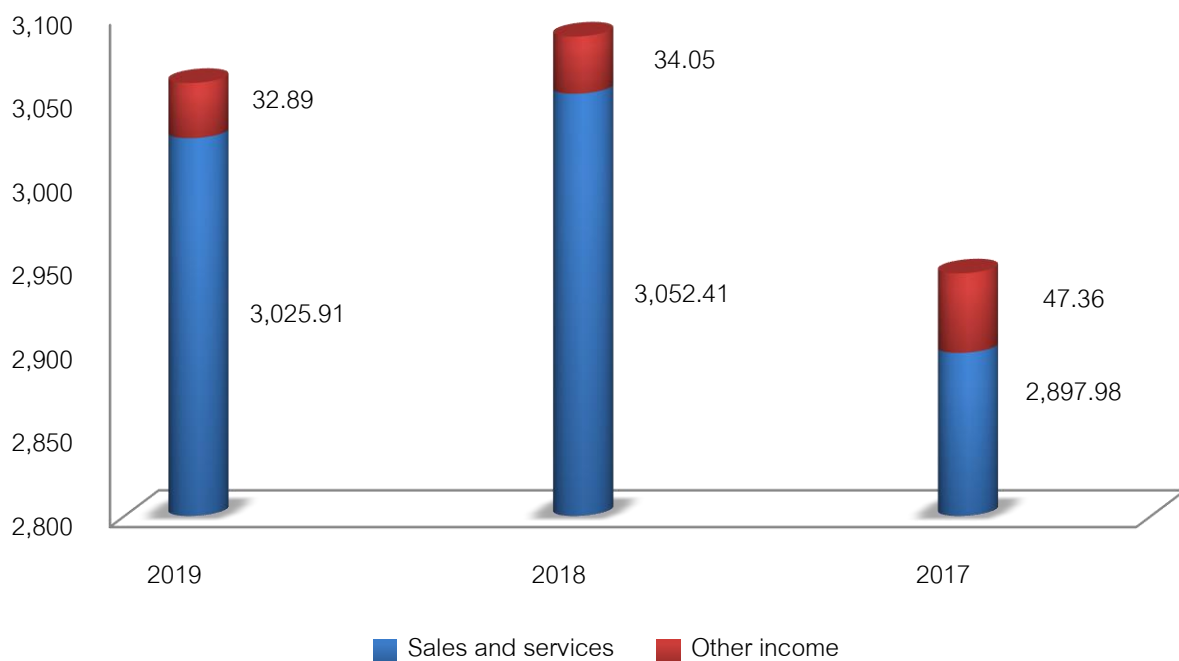
Additionally, the Company places importance on sustainable growth, and recognize the sustainable return to all stakeholders, as well as adhering to fight against corruption both inside and outside the organization.

## Financial Summary

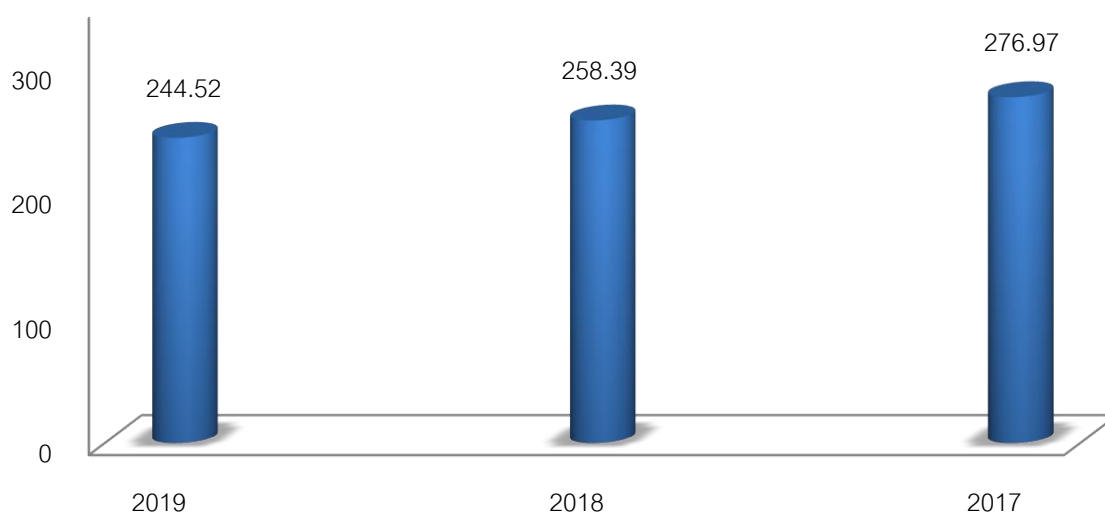
### Financial Position (Million Baht)



### Sales and services and other income (Million Baht)



Profit for the years (million Baht)



As at December 31

Description ( Unit : Million Baht)	2019	2018	2017
Sales and services	3,025.91	3,052.41	2,897.98
Total Revenues	3,058.80	3,086.47	2,945.34
Gross Profit	601.27	583.68	576.16
Net Profit	244.52	258.39	276.97
Total Assets	2,206.69	2,064.31	1,961.43
Current Assets	1,302.00	1,191.58	1,322.55
Total Liabilities	398.37	399.40	454.41
Current Liabilities	343.65	354.59	411.45
Shareholders' Equity	1,808.32	1,664.91	1,507.02

**Financial Ratios**

As at December 31, 2017, 2018 and 2019

Description	Unit	2019	2018	2017
<b><u>Liquidity Ratio</u></b>				
Current Ratio	Times	3.79	3.36	3.21
Quick Ratio	Times	2.57	2.03	2.09
Cash Ratio	Times	1.03	0.61	0.77
Account Receivable Turnover	Times	10.31	11.56	12.44
Average Collection Period	Days	35.00	31.00	29.00
Inventory Turnover	Times	5.78	5.70	5.37
Holding period	Days	63.00	63.00	67.00
Account Payable Turnover	Times	10.79	9.39	8.11
Payment Period	Days	34.00	38.00	44.00
Cash cycle	Days	65.00	56.00	52.00
<b><u>Profitability Ratio</u></b>				
Gross Profit Margin	%	19.87	19.37	19.88
Operating Profit Margin	%	9.42	9.66	11.38
Others Profit Margin	%	1.08	1.10	1.61
Liquidity of Cash Flow form Operation	%	125.60	79.22	93.94
Net Profit Margin	%	7.99	8.37	9.40
Return On Equity	%	14.08	16.29	19.43
<b><u>Efficiency Ratio</u></b>				
Return on assets	%	11.45	12.84	14.82
Return on Fixed Asset	%	39.49	45.57	60.63
Total Assets Turnover	Times	1.43	1.53	1.58
<b><u>Financial Ratio</u></b>				
Debt to equity ratio	Times	0.22	0.24	0.30
Interest coverage ratio	Times	213.08	179.95	275.37
Leverage Ratio	Times	0.48	0.25	0.33
Dividend Payout	%	N/A	38.70	36.11

**Remark:** Dividend payout for 2019 will be subject to the resolution of the 2020 annual general meeting of shareholders which will be held in April, 2020

## Report of the Board of Director

Dear Shareholders of Thantawan Industry Public Company Limited

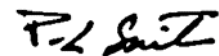
Presently, the plastic packaging industry has been grown at a slower rate especially rigid plastic packaging, which is a single-use packaging, such as plastic-bags or plastic straws. The rigid plastic packaging trends to be less used due to changing in the people's way of life including environmental friendly product campaign from private and public sector. In 2018, the proportion sale of the Company's plastic-straw is 12 percent of total sale of the Company. In 2019, the proportion sales, however, decrease to 9 percent of total sale. Especially, the plastic-straw sales in 2019 decrease 20 percent compared to 2018 as regards with the decreased of purchase orders. Fortunately, the number of sales of zipper bag and food packaging, which are flexible packaging, slightly increased 1.30 percent compared to 2018's sales and it is expected that the sales still growing.

The Company has adjusted its business strategy to be suitable for the change by bringing innovations to create more value for the products such as zipper bags, food packaging bag. The Company also adjusted the production strategy and packaging design that can recycle products or use Bio-plastic pellets to mold the packaging in order to reduce environmental impact including studying the use of plastic replacement materials in molding products such as paper, rubber etc. Furthermore, the Company has changed from Original Equipment Manufacturer (OEM) to the Company that delivers completely innovative products and services by product design to customers in the form of suitable usage to the production and delivery of products and services in response to the needs of customers at all levels. Both distributors, consumers, who buy the products, can gain the highest satisfaction in order to increase the number of sales. In 2019, the Company still studied the feasibility of the initiative, searching for new business investment opportunities that will increase the turnover for the Company. If there is progress or possibility in new business, the Company will clarify to the shareholders in the future.

In 2020, it has predicted that the global economy will decelerate. There is a fluctuation and increased risk due to the linkage of the global economy through trade and international investment has obviously decelerated. One reason is due to trade protectionist policies and higher policy uncertainty. It negatively affects the overall investment climate and international trade. Trade tension continuously becomes a challenge to supply chain organization and economic cooperation among countries, and risk-related warfare between the United States and Iran must be monitored whether it will be expanded. Trade wars between the United States and China, including exchange rate fluctuations which all of these factors affect the business operations and the Company's growth. In an era where trade and investment links of the world economy are slowing and changing. The most important thing that the Company must adjust to keep up with the world situation. The business operation must increase flexibility and agility in order to support the uncertainty and manage the risk that is likely to increase in the future for trade policy, environmental friendly trend and technology that has changed.

In situations of high uncertainty, the Company places great importance on human resource development because it pushes the business operations and creates an organizational culture that is ready for change emphasizing employees' attitudes that are able to adapt this change quickly. This will make the organization to be more flexible in its business operations and consists with the training of staff and the Executives in order to provide knowledge to adapt and understand the nature of changes in the organization as learning to be a part of job improvement that will lead to innovation or lead to a learning organization in the future. Therefore, determining strategies that can compete in the current situation will create a personnel to support these changes. As a result, it will be a guideline for the Company's business operations to create a sustainability growth for the Company.

Lastly, the Company would like to thank you for your support, trustworthiness and confidence from shareholders, investors, financial institutions, business partners, customers, the Executives and all employees of the Company that have joined together to push the business operation with support, dedicate and patience resulting in succession of the Company up until now. The Company will continue to operate in accordance with the principles of good corporate governance, be aware of every stakeholder, having social and environmental responsibility with making sustainable performance.



Mr. Prisun Wongsmith  
Chairman of the Board of Director



## Report of Audit Committee

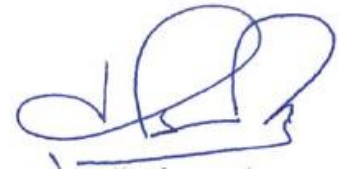
Audit Committee of Thantawan Industry Public Company Limited consists of 3 independent directors are a person who are knowledgeable and capable with independence. In 2019, 5 meetings were held. Audit Committee discussed with the Auditor and the Internal Auditor including Managing Director and the Executives on issues about significant risks. Audit Committee, then, reported its views and recommendations independently. Audit Committee reported the operation results to the Committees regularly on a quarterly basis. Summary of significant the result of operations, giving comments and observations were as the following:

- 1. Review of financial statement:** Audit Committee reviewed both the quarterly and annual financial statements of the Company, together with the auditors and management for reliability and propriety prior to proposing them to the Board for approval. The review focused on material accounts, significant changes, adjustments, provisions, estimates as well as significant information disclosures to ensure that they were properly stated, clear, adequate, timely and meaningful for the investors and other users of the published financial statements. From the reviews conducted, Audit Committee has the opinion that the financial statements of the Company in 2019 were complete, accurate, reliable according to Financial Reporting Standards.
- 2. Review of the internal control:** Audit Committee reviewed the efficiency and effectiveness of the internal control system, Risk Management as well as recommendations to the Board of Director and Executives. To develop the internal control system of the Company and the Risk Management to an acceptable level.  
From the Internal Audit report of the year 2019 in accordance with the assigned plan which covers important work systems. The abnormality or significantly defects were not found in the internal control system.
- 3. Transactions with potential conflicts of interest:** Audit Committee reviewed connected transactions or transactions with potential conflicts of interest for compliance with laws and SET regulations to ensure that they were reasonable and yielded maximum benefits to the Company. In 2019, there were no conflicts of interest in corporate transactions.
- 4. Compliance with the SEC and SET laws and regulation and other laws relevant to the Company's business:** Audit Committee in its reviews, also monitored to ensure the Company was in compliance with relevant laws, Securities and Exchange ACT, announcement, requirement of Capital Market Supervisory Board, Securities and Exchange Commission and the Stock Exchange of Thailand as well as other concerned relevant to the business of the Company. Audit Committee had an opinion that the Company was in compliance with the relevant laws, rules, and regulations applicable to the Company.
- 5. The Report to the Board of Director:** Audit Committee quarterly reviewed internal audit and reported to the Board of Director which provided useful recommendations to management. The management has made an appropriately improved as suggested.

6. **Considered and Appointment of External Auditor of 2020:** Audit Committee had a meeting with the auditor and found nothing in significant issues of financial statement. In 2019, Audit Committee agreed that the Auditor run its operation properly. Therefore, this was proposed to the Board of Director's meeting for approval at the Annual General Meeting to appoint 1) Ms. Siriwan Suratepin, 2) Mr. Wichart Lokatekrawee or 3) Ms. Kamontip Lertwitworatep of EY Office Limited to be the Company's Auditor in the year 2020 due to the performance of EY Office Limited has a professional standard.

In conclusion, Audit Committee advised that the statements of comprehensive income and the Company's statement of financial position were made in accordance with the generally accounting principles, appropriate internal control systems and effective business operations comply with legal requirements and appropriate risk management. Audit Committee has performed its duties according to Audit Committee Charter set by the Board of Director.

On behalf of Audit Committee



Mr. Sayan Satangmongkol  
Chairman of Audit Committee

## Report of Nomination, Remuneration and Corporate Governance Committee

In the year 2019, the Company appoints Nomination, Remuneration and Corporate Governance Committee (“the Committee”) this Committee has performed its duties in nomination, remuneration and corporate governance of the Company. The Committee comprise 3 independence directors. The Committee has performed its duties as assigned by the Board of Director. In the year 2019, there are altogether 6 meetings. Joint meetings were also held with the Company’s Managing Director and the management of the Company to access information that will support the Committee in the consideration of the issues under its responsibility. The results of the Committee’s meetings are reported regularly to the Board of Director. The Committee’s significant undertakings in 2019 are detailed below:

### Nomination:

- 1) Considered the selection of qualified persons to be appointed as the Board of Director in accordance with the criteria and process of the Company selection. Nominating Committee considered and proposed the appointment of the directors, whose term was expired, re-appointed for another term. Nominating Committee have considered the qualifications and perform duties with willingness and also giving suggestions and comments that are beneficial to the Company continuously. All 3 directors are still qualified according to the criteria in order to propose to the Board of Director’s meeting and the Annual General Meeting for approval.
- 2) Considered the appointment of Mr. Thitisak Sakulkroo replacing a resigning director: Mr. Teerachai Siritunyanont propose to the Board of Director’s meeting and shareholders for approval by considering and having an opinion that the aforementioned person has the full qualification, no prohibited manner in accordance with related laws as well as having knowledge, expertise, and legal experience in consistent with the Company’s operation.
- 3) Considered and reviewed the succession plan for Senior Executive as well as proposed suitable persons for consideration to the Board of Director’s meeting.

### Remuneration:

- 1) Considered the remuneration of the Directors for the year 2019 by considering the suitability and the scope of duties and responsibilities of Directors and also considered the level in the same industry group in order to maintain the Directors with knowledge, ability and quality in performing their duties for the Company. This was presented to the Board of Director for approval and was proposed to the Annual General Meeting for approval.
- 2) Considered the remuneration of Managing Director and Senior executive concerned about annual evaluation result such as duties and responsibilities, individual performance, the Company’s performance and overall operation of the Company and proposed to the Board of Director’s meeting for approval.

Good Corporate Governance:

- 1) Considered and reviewed the Corporate Governance Policy, Business Ethics, Anti-corruption Policy and Whistle Blowing Policy, which found that it is suitable for the business of the Company, to transmit and communicate those principle to Executives and all level of employees as a concrete way for encouraging the relate persons to realize the importance of the corporate governance and their responsibilities and complying with the Company's ethics so as to cultivate the corporate governance culture within the Company consistently.
- 2) In 2019, The Company has received a good corporate governance rating with 5-star, which was an "Excellent" level, from the Thai Institute of Directors. The Company was 1 of 98 of listed company in the Stock Exchange of Thailand (SET) that has been selected into Thailand Sustainability Investment 2019 by the Stock Exchange of Thailand (SET). In addition, the Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC).

In the past year 2019, Nomination, Remuneration and Corporate Governance Committee performed thier duties which was assigned by the Board of Director with precaution, prudence, maximum capability and be independence for providing an opinion and suggestion for the Company and shareholders' benefit.

On behalf of Nomination, Remuneration  
and Corporate Governance Committee



Ms. Sasitorn Funprom  
Chairman of Nomination, Remuneration  
and Corporate Governance Committee

## Report of Risk Management Committee

The Board of Director realized the importance of risk management that affected business operations and sustainable growth. We, therefore, nominated Risk Management Committee consisting of Independent Director and Executives from the related primary line of organization. The Committee was responsible for determining the risk management framework, policies and processes, including the assessment and monitoring the enterprise-wide risk management system.

### Committee Operations in 2019

The Committee performed its duties and responsibilities as assigned by the Board of Director and also in accordance with Charter of Risk Management Committee, the committee conducted 6 meetings and executed the following actions:

#### 1. Risk Management training and communication

To keep employees realize and understand the frameworks, policies and processes of the enterprise risk management, including the workshop to identify their department risks, assess the level of risks and determine how to manage those risks.

#### 2. Identification of the enterprise risks

To organize a brainstorming meeting with management and workers in various departments to identify risks or uncertainties that impact on the organization's goals and objectives in both quantitative and qualitative by clustering of risk factors underlying the COSO standard.

#### 3. Assessment of the enterprise risks

To conduct meetings with the Executives from various departments to assess the risks by using a Risk profile, a 5x5 matrix, in evaluating risk severity in term of relationship between likelihood and impact. There are a clear process and criteria for the Company risk assessment.

#### 4. Risk management

To consider the appropriate mitigation plans and also control activities which head of departments (Risk owners) have taken to deal with a risk in order to ensure that the risk is handled in a manner that is proper and acceptable to the Company.

5. Monitoring the effects of risk management activities

To conduct a meeting with department executives (Risk owners) by monthly for:

- Tracking the progress, efficiency and effectiveness of implementation plans
- Monitoring risk factors that may change after the implementation of a risk management plan
- Making recommendations with a view to enhance the efficiency of risk management strategies

According to the activities and tasks mentioned above, Risk Management Committee was confident that the enterprise risk management has been carried out efficiently and effectively in line with the good corporate governance principle and sufficiency internal control in order to maximize benefits for the Company and stakeholders.

On behalf of Risk Management Committee



Mr. Asdakorn Limpiti

Chairman of Risk Management Committee

## General Information

<b>Name</b>	Thantawan Industry Public Co., Ltd. (THIP) formerly known as Blowtech (Thailand) Co.,Ltd. The Company was transformed into a public limited company and then granted approval to be a listed company in the Stock Exchange of Thailand on May 19, 1994.
<b>Head Office Address (Manufactory)</b>	143 - 144 Soi Kangwal 2, Phetkasem Road, Omyai, Sampran, Nakornpathom 73160 Tel.(662) 811-4700-7,(662) 431-3051,Fax(662) 420-3180,(662) 431-3056
<b>Branch Office Address</b>	123 Suntowers Building 32 A Fl.,Vibhawadee Road, Chomphol, Chatujuk Bangkok, 10900 Tel. (662) 273-8333, Fax. (662) 273-8282, (662) 273-8484 Website <a href="http://www.thantawan.com">www.thantawan.com</a>
<b>Investor Relation</b>	Tel. (662) 273-8333 ext.3208, E-mail address : <a href="mailto:irthip@thantawan.com">irthip@thantawan.com</a>
<b>Business Type</b>	Produce and Trade Plastic packaging and plastic products
<b>Registered Number</b>	0107537001749 (Original PLC. No. 421)
<b>Registered Capital</b>	Common Stock: 80,000,000 Shares par value at Baht 1 per share, Totaling to Baht 80 Million
<b>Issued and Fully Paid-up Capital</b>	Common Stock: 8,000,000 Shares, par value at Baht 1 per share, Totaling to Baht 80 Million
<b>Corporate Entities in which THIP Hold Shares for More Than 10%</b>	- None-
<b>Share Registrar Name</b>	Thailand Securities Depository Co.,Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok, 10400, Thailand Tel. (662) 009-9000, Fax. (662) 009-9991
<b>Auditor</b>	EY Office Limited 33 <sup>rd</sup> Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110 G.P.O.Box 1047, Bangkok 10501 Thailand

## **Policies and Business Overview**

The Company was established and registered to be the Company limited since September 21, 1978, formerly known as Boltech (Thailand) company limited. Then the Company was approved to be the registered company with the Securities Exchange of Thailand (SET) on May 19, 1994 and has the registered capital by 100,000,000 Baht., paid up capital was 80,000,000 Baht., then the Company committed to decrease the registered capital from 100,000,000 Baht to be 80,000,000 baht on July 13, 2017 and Thantawan company limited was the majority shareholder by holding 56.39 percent of offered shares. the Company has produced and traded plastic products with 3 main products; straws, bags and other plastic products and mostly would be make-to-order and custom made for the customer need with export rate largely at 85 percent of the total sales in many countries and continents such as Asia, Europe, America, Australia and New Zealand.

## **Category of Products**

The Company's products consist of 3 main categories as follows:

1. General Bag consists of plastic products that is made from Low Density Polyethylene (LDPE) with unique quality, softly and clearly which you can see through the bag inside. It is suitable to see all goods inside. There are a lot of LDPE goods such as Zip bags (auto opened-closed), Modified Atmosphere Packaging for vegetable and fruit to maintain its freshness, some types of garbage bag and products which make from High density Polyethylene (HDPE) that have a unique quality, stinginess and stickiness, also suit for the customer who want a strong bag such as garbage bags and food bags.
2. Drinking Straws are made from Poly propylene (PP) and there are variety styles such as Straight straws, spoon straws, and flexible straws and so on.
3. Other products will be household products that source from the other manufactures and distribution to customer's order.

## **Obtaining investment promotion**

The Company has received tax privileges from the Board of Investment for environmental friendly products according to an investment promotion card number 2103(1)/2011 at 2 March 2010 under certain conditions. Such privileges include the exemption of corporate income tax on profits earned from operations which is promoted for a period of 8 years from the date of first earning operating income (23 April 2017) and exemption of corporate income tax from the promoted business at the rate of 50% of the normal rate for 5 years after the exemption period.



Revenue Structure Classified by product lines during the year 2017-2019 as follow:

Table 1: Revenue Structure Classified by product lines

(Unit: Million Baht)

Product Line	2019		2018		2017	
	Revenue	%	Revenue	%	Revenue	%
General Plastic Bag	2,565.60	84.79	2,533.05	82.98	2,397.78	82.74
Drinking Straw	282.60	9.34	356.42	11.68	349.55	12.06
Other Products	177.70	5.87	162.94	5.34	150.65	5.20
Total	3,025.90	100.00	3,052.41	100.00	2,897.98	100.00
Increase (Decrease) Rate from previous year		-0.87		5.33		8.20

## Marketing and Competition Condition

### Products Marketing Policy over the past years

Products of the Company mostly is made to the customers' order and distributed to domestic and export markets. For the export sale, we focus on major customers and high quality products, along with presenting various products in order to support the steadily increasing order from customers. Many customers will place confidence in the Company expert in this field and plastic packaging, therefore we can maintain business relationship with customers consistently. Additionally, the Company focuses on developing a product originality and keeping up the change in trendy, including the special product feature or quality in order to support customers demand with diversity and rapidly changing trends. Almost drinking straws and plastic bag products are classified in the premium group and high quality products, for instance; Zipper bags with special features, Fresh & Fresh bags with exclusive features and garbage bags and drinking straws responded to the customer need which comes in a variety of forms. Oversea customers were mostly regular customer who do the business with the Company more than 5 years.

Domestic customers, we would focus on industry groups who used products in type of the customer demand for example; zipper bags as well as to offer variety products to the large retailers under Sun brand as:

- Plastic products for a garbage are under a brand's name of SUNBAG and SUNBIN.
- Plastic Zipper bags for food preservation are under a brand's name of SUNZIP
- Plastic Zipper bags for breast milk storage are under a brand's name of SUNMUM.
- Modified Atmosphere Packaging for vegetables and fruits are under a brand's name of Fresh & Fresh.
- Drinking straw products are under a brand's name of SUN STRAW.
- In addition, the Company has made to order under the customer's brand or based on the purchase's order.

The Company has provided the complaints handling process for customers and consumers with systematic and explicit procedures from the customer satisfaction survey of products and the Company's service, as well as price, quality and delivery. For 2019, the survey concluded that exporting customers are satisfied at 84.03% and domestic customers are satisfied at 90.17%

With the capacity of a wide range of products and commitment to develop style and quality products. leads to the Company's ability to compete with domestic and international competitor as the sales percentage below.

**Table 2: Domestic and Export sale table as of December 31, 2019**

(Unit: Million Baht)

List of items	Plastic bags product	Straws product	Others product	Total
Abroad	2,317.30	143.00	120.30	2,580.60
Domestic	248.30	139.60	57.40	445.30
Total	2,565.60	282.60	177.70	3,025.90
Abroad (%)	90.32	50.60	67.70	85.28
Domestic (%)	9.68	49.40	32.30	14.72

**Table 3: Export Sale by Region table as of December 31, 2019**

(Unit: Million Baht)

List of items	Plastic bags product	Straws product	Others product	Total
Europe	1,569.44	91.58	114.25	1,775.27
Australia and New Zealand	227.22	0.17	0.02	227.41
America	268.36	46.55	3.25	318.16
Asia and others	252.28	4.70	2.78	259.76
Total	2,317.30	143.00	120.30	2,580.60

**The Target Customers of Export Sale :**

**1. Importers under their Own Brands:**

The customers who are importers and distributors under their own brands and they also manage their marketing strategies by own as well.

**2. Importers for Stores:**

The customers who are importers and distributors for the stores only.

**3. Wholesalers/distributors:**

The customers who are importers and distributors for the retail stores. During the year of 2019, the Company had an oversea customer with total orders 30 % of the total sales. The products that the customer ordered with the Company were Plastic bags, Drinking straws and other products. However, this customer is not a subsidiary or affiliate of the Company.

**The Target Market of Domestic Sale :** the Company would be a distributor directly to the customers for instance; Industrial customers who need to use plastic bags, wholesalers and put on sale in large retailers.

## Competitive Market conditions within Industry

Referring to research conducted by Plastic Institute of Thailand, The overview of plastic industries since 2019 shows that the production index will decrease 2.89 percent compared to 2018. The export sector decreased 2.45 percent and the import sector decreased 0.88 percent because the global economy is slowed down and the appreciation of Thai baht.

For the year 2020, the production index is expected to expand by 1-2 percent. The export of plastic products are expected to grow by 3.5 - 4.5 percent compared to the year 2019. The trend of the plastic industry in 2020 is expected to grow slightly due to the government's investment promotion policy but there are still factors that will affect the growth of the plastic industry such as

- The direction of the crude oil price in the world market still fluctuates. As a result, price of the plastic resin as the main raw material for the production of plastic products is fluctuating and it affects the cost of production.
- US and China trade war tends to affect the 2019 global economic slowdown leading to the deceleration of global demand.
- The steady appreciation of Thai baht in 2019 has an impact on a slowdown in exports.
- Trends of the environmental movement, both inside and outside country expectedly send out a clearer signal in 2019 which may affect domestic and export sales to have more limitations.

In Thailand, there were many manufacturers in the plastic bag industries which were both small, medium and large size, and there was the large plastic bag manufacturer whose the production of plastic bags were the same group with the Company. For the export mainly was approximately more than 10 cases, each of them might have a type and format of the product in a different way. Mostly were price competitions, form of product and service delivery. The Company is a manufacturer in the market for such a long period with the advantage over existing customers. In addition, the Company is the manufacturer for the big exporter in Thailand with standard and recognized by the overseas customers.

Apart from the domestic competition, plastic bags and drinking straws industries still have been competing with foreign manufacturers for instance; China and Vietnam that have developed their own products by taking an advantage on lower labor cost, so that the product price was lower than Thailand's products, and they also have been expanding to the global markets. During the past years in Thailand, plastics and drinking straws industries were encountered with a threat in competitions both inside and outside country. Thailand plastic bag manufacturers, therefore, needed to adapt with the increasing competition. For the big threat that affected to the plastic bag manufacturers was the cheaper price in products which produced from China as well as lowering Thai's plastic product price in the global market and China's products had an advantage on the lower labor cost. However, products in the value-added categories of China which was the same as the Company's categories; Fresh & Fresh and Zipper bags. Currently, manufacturers in China could not produce to meet the customer need regarding their products quality.

Tendency of the use of plastic bags and drinking straws in the country and overseas was increased, and market demand and industry trends have been expanding continuously, however it is necessary to consider the overview of economic conditions both domestic and worldwide which was still volatile and high uncertainty. Although the economic situation in United States, Europe and Asia was recovered from the political problem, the economic situation in the country

was still high uncertainty. Therefore, the economic condition of Thailand might slow down including relatively high circumstance competitive, along with the product price which still was concerned by the competition both inside and outside countries. The expansion of the Company's plastic and drinking straw sales were expected to grow slightly.

## **Raw Materials Procurement**

### **Appearance of the acquisition of products**

The major raw materials which were used in our production process were Polyethylene and Polypropylene. The Company had recognized the quality of raw materials to meet the standard. Price was also an important factor for purchase decisions. As the price was fluctuated, due to the market mechanisms. We had continued to update the local and overseas resin prices, then we were able to acquire a reasonable price of raw materials in that market situation. In addition, we have planned to make a purchase's report to comply with the flow of raw material in the warehouse and keep pace with the job to avoid the raw materials shortage.

In 2019, the Company purchased the raw materials from local approx. 15% and overseas 85% which was local distributors about 32 distributors and overseas distributors about 16 distributors. The Company had prevented the risk on shortage of supply, then we made contracts with two manufactures to purchase raw materials from foreign countries. Total of the purchase raw materials over the past years were 69%. We had never faced with the raw materials shortage in our production. Furthermore, we also sought more new sources to recognize a good relationship with our suppliers for the good growth. Presently, the Company has a maximum annual production capacity of approximately 25,000 tons per year for all products

### **Environmental impact from production process or waste disposal**

The Company has attained standard for environmental management systems (ISO: 14001:2015) which focused on the environmental protection of impact and the Environmental Management with regulatory, in accordance with the nature of business and related laws. There was also the disposal of waste or debris. The Company had recruited a service provider to comply with relevant laws. Results of the actual conduct were align with laws over the past year, besides the Company had no any prosecutions or complaints for misconduct related to the environmental.

## **Risk Factors**

The Company emphasizes the importance of risk management. We, therefore, systematically established the policies to manage risks that affect the Company's objectives and goals to achieve sustainable growth and create value-added for the Company under our vision "To be the leading innovative plastic packaging solution provider worldwide" Risk management process is run by all management levels and under the supervision of Risk Management Committee: RMC. Each group head collaboratively analyzes potential risks and set up a mitigation plan deeply into operational level responsible by risk owners of that particular matter. In addition, the strategic planning team regularly monitor, analyze and report key findings to the Committee on quarterly basis to ensure that both internal and external significant risks or any emerging risks will be mitigated efficiently aligned with the rapid changes in the business environment.

### **1. Strategic Risk**

#### **1.1 Risk in Strategic planning and implementation**

Amid changing in economy and uncertainty in the US-China trade war, legal and regulatory or policy regarding environmental concerns of our major customers in Europe, USA, and ASIA including the fast-developing trend of world technology. The Company implemented framework and process to manage plausible risks in strategic planning by annually reviewing our strategies for both annual and 3-year medium-term plan to revise and formulate a business strategy that appropriate response to changing business situations and ensure that all strategic objectives have corresponding risk management plans to prevent uncertainty in the future. Furthermore, the Company holds a monthly meeting to assess the market movement and trend and gather information from various credible institutions or related trustful sources for decision making and future strategic moves.

#### **1.2 Risk in investment management**

The Company is continuously investing to develop production efficiency to match with customer requirement, including searching for new business opportunities for Inorganic growth to expand our business according to strategic directions. There are possibilities that these investments might not provide the return on investment to the Company as planned, delayed or over budget. The Company set up the investment criteria and the follow-up and monitoring process. The solid feasibility study has to be executed, considering all internal and external factors before filing for approval. Moreover, all major investments have to be appropriately monitored and followed up to ensure optimal benefit and efficiency for the Company.

### **1.3 Risk in People capability management and development to support future growth**

The Company focuses on people development by implementing solid training program for each employee level, including changing organizational structure and analyzing manpower and development program to match with the business growth defined in the Medium-Term Plan to support future expansion.

## **2. Operational Risk**

### **2.1 Risk of relying on a major customer**

The Company has sold a high volume of products to a major customer, which has a good business relationship for more than 2 decades with continuous business growth. This customer is highly satisfied with our products and classified us as one of the best regional suppliers. Nevertheless, the Company foresees the risk of over-reliance on this major customer and sets out policies in the following aspects: 1) To increase sales from other available major customers, 2) To expand the Company's customer base, such as increase online channel coverage, expand customer base in the United States, Japan, and put more focus on ASEAN country 3) To develop new product to expand new customer and propose new products to the major customer in order to increase a wide variety of products. Consequently, the Company has sold new products to the major customer without compromising the original product sales, sales from key customers have increased as well as the growth of new customers as planned

### **2.2 Risk of raw material price fluctuations**

Since plastic resin is one of the major production costs, its trading prices is influenced directly by market prices as a result of demand and supply in plastic resin market and crude oil price. The Company realizes this significant risk; therefore, the Company create action plan by set up a resin purchasing committee to assess plastic price trend and optimal order quantity. Moreover, the Company negotiates to get the best price and maintains long-term relationship with various domestic and overseas plastic resin producers. The selling price of the products have been monitored and adjusted in accordance with variation of production cost and plastic resin price in the world market. The product development department has been assigned to develop more new formulas, leads to more options of plastic resin usage. Therefore, the Company can reduce the risks of price, plastic quantity needed and over-reliance on any suppliers.

### **2.3 Risk of high production cost**

Apart from raw material prices, the Company realizes that other production costs, such as labor costs, overhead expenses and wastes from the production process, also have a substantial influence on business operations. The Company increases productivity through training programs that develop employees' skills and expertise, overhauling of machines including the development and improvement of the production process and purchase of new machines with higher productivity. It aims at reducing the number of laborers needed by developing and enhancing the production process as well as implementing new technology. The Company sets up the cost reduction as a key performance indicator to ensure that all levels of employees realize the significance of cost management.

## **3. Financial Risk**

### **3.1 Risk from exchange rate**

The Company has revenue from export products for more than 80%. From the appreciation trend of Thai Baht since the beginning of 2019 till the end of the year, the trend of the exchange rate is forecasted to have high fluctuation in 2020, depending on the unpredictable world economic situation and uncertainty. Nevertheless, the Company has managed this risk by creating the balance between revenue and cost (Natural Hedge) and also implement financial instrument - the Forward Contract-, which the management makes the decision to exercise the contract based on the exchange rate situations of each period with regularly monitoring on any possible aspects affecting to exchange rate.

## **4. Compliance Risk**

### **4.1 Risk of quality control system**

The Company sets "Quality" as our priority to support customer needs, so we concern about a quality control system in the production process, especially in product design and new process development. To manage this risk, the Company continues and focuses more on our quality management system, such as ISO 9001, GMP, HACCP and BRC, which are standards requested by customers. The Company arranges training, communicating, checking, following up, analysis, solving and setting preventive action to avoid the recurring problems in time. In addition, the Company also regularly reviewed and developed the production process to align with the quality of product or service's changes to meet customer's requirements.

### **4.2 Risk of corruption**

The Company realizes the importance of sustainable growth by considering sustainable return to all stakeholders including anti-fraud and corruption both internal and external organization. Therefore, the Company considers risks such as offering gift or entertainment with expectation for favor treatment or risk that creates an opportunity for fraud and corruption regarding the financial aspect by offer cash or asset etc. The Company sets up

the working team for Thailand's Private Sector Collective Action Coalition against Corruption work with Risk management team to assess, analyzes and prepare the standard procedure for risk management that related to anti-corruption including setting up effective internal control and audit system. Moreover, in 2019, the Company was certified as an official member of Thailand's Private Sector Collective Action Coalition against Corruption (CAC), expressing our explicit purpose to operate a business with good governance with purpose and intention to counter corruption in all forms through all levels of employees.

## **5. Emerging Risk**

### **5.1 Risk of Anti-single-use plastic**

Regarding the environment issue receiving a large amount of attention around the world, several countries announced policies to ban single-use plastics including straws, t-shirt bags, garbage bags, etc. This impacts on the Company's revenue in some specific product categories, especially from a major customer. Even though the policies in our markets are still uncertain whether to promote the reusable or compostable products, the Company mitigate this risk by emphasizing in products developed from plastic or any other material that can be composed in nature under a proper environment. We have been promoting marketing communication to increase more own brand sales revenue, including selling of new product made from recycled plastic and focus on product design for reusability aligned with an increasing global trend of Circular Economy to broaden our products and better respond to customer's requirements, which we have received decent feedback from both existing and new customers.

### **5.2 Risk of digital disruption**

Nowadays, rapid technology development highly impacts consumer's daily life, such as the way to access the information via digital media and the way the sellers do marketing and online selling. This factor resulted in changes in consumer behavior in choosing products, created more intensive competition and changed the way of doing business and the cost structure. The Company fully concerns this risk, therefore the Company emphasized creating new online selling and marketing communication for our own brand products covering all online platforms that are popular for consumers to support growth in the SEA region. In addition, the production department has studied and prepared to implement automation systems and robots in the production process to create cost competitiveness and higher business efficiency.



## Shareholder and Management Structure

Name of the First Top Ten Shareholders from total 1,279 shareholders as of December 30, 2019

Table 4 : The First Top Ten Major Shareholders as of December 30, 2019

No.	Name of Shareholders	Number of Shares	%
1	Sunflower company limited	45,115,000	56.39
2	Thai NVDR Co., Ltd.	11,168,087	13.96
3	Mr. PAUL LIU WAI YIN (Official Receiver of Thai Finance and Securities Public Co., Ltd.)	3,849,000	4.81
4	Mr. Somkiat Limsong	1,125,000	1.41
5	UOB KAY HIAN PRIVATE LIMITED	1,027,000	1.28
6	Mr. Prasert Khongrakiantiyot	1,025,000	1.28
7	Mr. Shuwong Tiensue	1,004,000	1.26
8	Mr. HUANG, TSAI-LAI (Official Receiver of Thai Finance and Securities Public Co., Ltd.)	842,000	1.05
9	Mrs. Uraiwan Bawongiratikajon	712,900	0.89
10	Mr. Theerawut Nualsang	617,700	0.77
	<b>Total</b>	<b>66,485,687</b>	<b>83.11%</b>

**Source:** Thailand Securities Depository Co., Ltd.

**Note:** Updating information of the Company' shareholders at [www.set.or.th](http://www.set.or.th) prior to the Annual General Shareholder Meeting for the year 2020

As a major shareholder of Sunflower Co., Ltd., participates to formulate the Company' management and operational policies by nominating directors and managing to the Board of meetings.

Shareholding Structure & Percentage of Shareholder as of December 31, 2019 as the following:

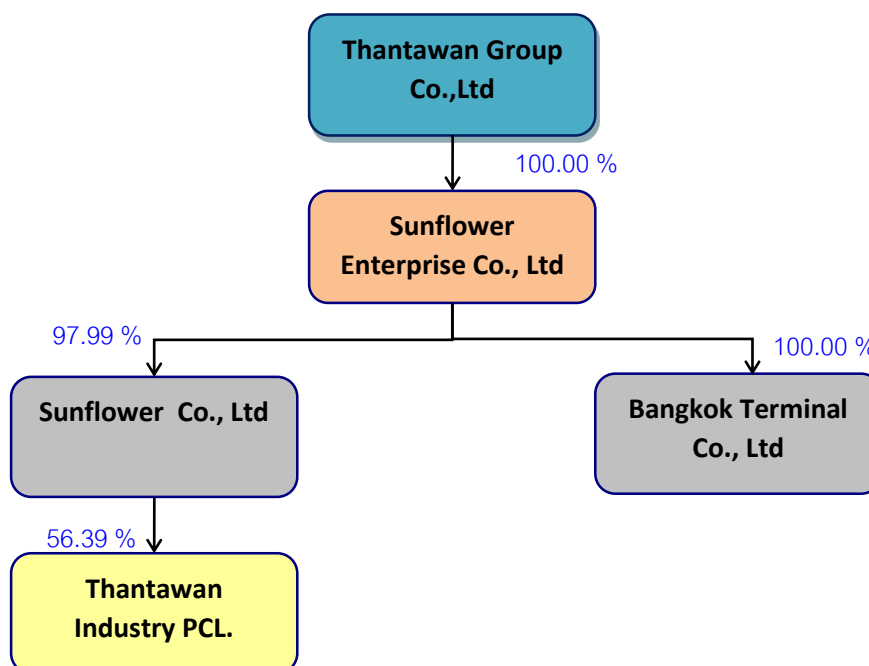


Table 5: Shareholder Structure of Related company & list of Board of Director as follow:

Name of Company/Type of Business	Major Shareholders	List of Board of Director
1. Thantawan Group Co., Ltd. Company's Registered Capital & Fully Paid-up at Baht 310,000,000.- Share Capital authorized 3,100,000 ordinary share Type of Business : Holding Company	1. Mr. Nam Mahathitirat - 51.69% , No. of share 1,602,400 2. Adpower International Ltd. (Foreign Juristic persons) - 48.31%, No. of share at 1,497,599 3. Mrs. Pojanard Prinyapatpakorn No. of share at 1	1. Mr. Nam Mahathitirat 2. Mrs. Pojanard Prinyapatpakorn 3. Mr. Wuttipong lam-Ophat
2. Sunflower Enterprise Co., Ltd. Company's Registered Capital & Fully Paid-up at Baht 300,000,000.- Share Capital authorized 3,000,000 ordinary share Type of Business : Holding Company	1. Thantawan Group Co., Ltd. - 100 % , No. of share 2,999,994 2. Mr. Nam Mahathitirat - No of share 5 3. Mrs. Pojanard Prinyapatpakorn No. of share at 1	1. Mr. Nam Mahathitirat 2. Mrs. Pojanard Prinyapatpakorn 3. Mr. Wuttipong lam-Ophat
3. Sunflower Co., Ltd. Company's Registered Capital & Fully Paid-up at Baht 70,000,000.- Share Capital authorized 70,000 ordinary share Type of Business : Holding Company	1. Sunflower Enterprise Company Limited – 97.99 % No. of share 68,595 2. Mr. Nam Mahathitirat – 2.01 % , No. of share 1,404 3. Mrs. Pojanard Prinyapatpakorn - No of share 1	1. Mr. Nam Mahathitirat 2. Mrs. Pojanard Prinyapatpakorn 3. Mr. Wuttipong lam-Ophat
4. Bangkok Terminal Co., Ltd Company's Registered Capital at Baht 2,500,000,000.- Fully Paid-up at Baht 1,000,000,000.- Share Capital authorized 250,000,000 ordinary share Type of Business : Investment in Real Estate	1. Sunflower Enterprise Co., Ltd. - 100 % No. of Share 249,999,940 2 Mrs. Pojanard Prinyapatpakorn - No. of share 50 3. Mr. Nam Mahathitirat - No of share 10	1. Mrs. Pojanard Prinyapatpakorn 2. Mr. Viroon Powlinjong 3. Mr. Wuttipong lam-Ophat

**Additional Information**

Thantawan Industry PCL. does not hold any shares in other companies and has no agreement between major shareholders.

**Issuance of other securities**

- No any issuance of the other securities -

**Dividend Payment Policy**

The Company has a policy to dividend payment from the annual net profit after deduction from corporate income tax. The Board of Director will take into account of the dividend payment as appropriate as reasonable, to financial conditions and capital requirement of the Company both present and future.

**Table 6: Dividend payment record of Thantawan Industry PLC.**

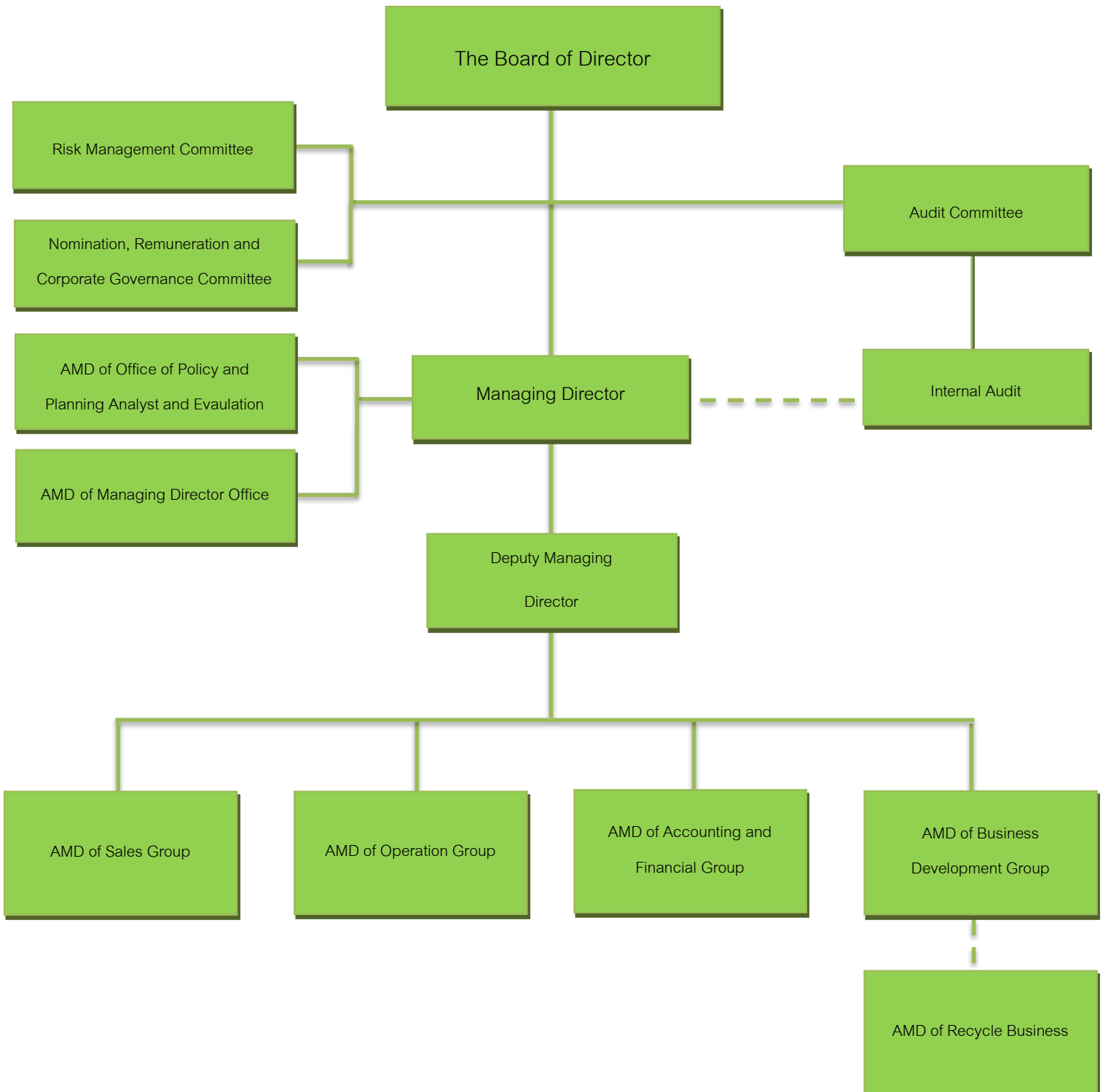
Dividend	2019	2018	2017	2016	2015
Earnings (Baht/Share)	3.06	3.23	3.46	4.05	3.02
Dividend Ratio (Baht/Share)	*	1.25	1.25	1.42	1.05
Dividend payout Ratio (%)	*	38.70	36.11	35.00	34.79

**Remark:** \*The Dividend payment for the year 2019 will be paid due to the resolution or approval at the 2020 Annual General Shareholders' Meeting which will be held in April 2019. In addition, during the year 2017, there was the change of the Company's capital from 8,000,000 shares to 80,000,000 shares.

## Management Structure

The Management structure of Thantawan Industry Public Company Limited is comprised of :

- The Board of Director
- Sub-Committees has its duties in reviewing the important issues and complying with the stipulated charter which is appointed by the Board of Director in the total number of 3 committees, namely Audit Committee, Nomination, Remuneration and Corporate Governance Committee and Risk Management Committee.
- The Management with Managing Director is the highest executive of the Company.



## The Board of Director and Sub-Committee

### The Board of Director

Presently, the Board of Director is comprised of 9 directors as follows:

- 4 Independence Directors
- 5 Directors

Table 7: The Board of Director

Name & Surname		Position	No. of meeting	Attendance of Meeting
1. Mr. Prisun	Wongsmith	Chairman	7	7
2. Mr. Sayan	Satangmongkol	Indendent Director	7	7
3. Mr. Asdakorn	Limpiti	Indendent Director	7	7
4. Ms.Sasitorn	Funprom	Indendent Director	7	7
5. Mr. Sivanas	Nagadatta <sup>1</sup>	Director	5	5
6. Mrs. Pojanard	Prinyapatpakorn	Director	7	7
7. Ms. Narissai	Mahathitirat	Director	7	7
8. Mr. Detbordin	Riensubdee	Director	7	7
9. Mr. Thitisak	Skulkroo <sup>2</sup>	Director	4	3
10. Mr. Surasak	Luangaramsri <sup>1</sup>	Director	2	2
11. Mr. Teerachai	Siritunyanont <sup>2</sup>	Director and Company's Secretary	3	3

<sup>1</sup>Mr. Sivanas Nagadatta was appointed replacing Mr. Surasak Luangaramsri, who term completed on 24 April 2019.

<sup>2</sup>Mr. Thitisak Skulkroo was appointed replacing Mr. Teerachai Siritunyanont, who resigned on 1 June 2019.

### Audit Committee

Table 8: Audit Committee

Name & Surname		Position	No. of meeting	Attendance of Meeting
1. Mr. Sayan	Satangmongkol	Chairman	5	5
2. Mr. Asdakorn	Limpiti	Director	5	5
3. Ms. Sasitorn	Funprom	Director	5	5

Ms. Wachiraporn Seri is a secretary of Audit Committee

Nomination, Remuneration and Corporate Governance Committee

Table 9 Nomination, Remuneration and Corporate Governance Committee

Name & Surname	Position	No. of meeting	Attendance of Meeting
1. Ms. Sasitorn Funprom	Chairman	6	6
2. Mr. Sayan Satangmongkol	Director	6	6
3. Mr. Asdakorn Limpiti	Director	6	6

Mrs. Atipa Baicharoen is a secretary of Nomination, Remuneration and Corporate Governance Committee

Risk Management Committee

Table 10: Risk Management Committee

Name & Surname	Position	No. of meeting	Attendance of Meeting
1. Mr. Asdakorn Limpiti	Chairman	6	6
2. Mr. Surasak Luangaramsri	Director	6	6
3. Mr. Ong Wui Yong	Director	6	6
4. Mr. Detbordin Riensubdee	Director & Secretary	6	6

Executive

Table 11 Name of Executive Directors as of December 31,2019

Name & Surname	Position
1. Mrs. Pojanard Prinyapatpakorn	Managing Director
2. Mr. Detbordin Riensubdee	Deputy Managing Director / (Acting) AMD of Business Development Group
3. Mr. Surasak Luangaramsri	AMD of Sales Group
4. Mr. Ong Wui Yong	AMD of Business Operation
5. Ms. Napasiri Mahathitirat	AMD of Accounting and Financial Group
6. Ms. Narissai Mahathitirat	AMD of Office of Policy and Planning Analyst and Evaluation
7. Mr. Teerachai Siritunyanont	AMD of Managing Director's office
8. Mr. Wichit Pansrimangkorn	AMD of Recycle Business

Report of changes in securities holding of Director and Executive

The Company has reported the changes in securities holding (THIP) of Director and Executive to the Board of Director's meeting on a quarterly basis. In summary, the report of changes in securities holding of the Company's Director and Executive (definition by Securities and Exchange Commission-SEC). This includes the number of securities holding of those involved under section 59 and 258 of the securities and Exchange Act., by holding the securities of Director and Executive (direct and indirect) as of December 31, 2019 in comparison with the year 2018 as follow :

Table 12: Report of changes in securities holding of Director and Executive

List	Director & Executive	Position	Total shareholding Dec 31, 2019	Shareholder's equity (%)*	No. of share Dec 31, 2019	Shareholder's equity ( % )**	No. of share changing up (down)
1	Mr. Prisun Wongsmith Spouse & immature child Legal entity relevant	Chairman of the Board of Director and Independent Director	- - -	- - -	- - -	- - -	- - -
2	Mr. Sayan Satangmongkol Spouse & immature child Legal entity relevant	Independent Director / Chairman of Audit Committee/ Director of Nomination Remuneration and Corporate Governance	- - -	- - -	- - -	- - -	- - -
3	Mr. Asdakorn Limpiti Spouse & immature child Legal entity relevant	Independent Director / Chairman of Risk Management Committee / Director of Audit Committee / Director of Nomination Remuneration and Corporate Governance	- - -	- - -	- - -	- - -	- - -
4	Ms. Sasitorn Funprom Spouse & immature child Legal entity relevant	Independent Director / Director of Audit Committee/ Chairman of Nomination Remuneration and Corporate Governance Committee	- - -	- - -	- - -	- - -	- - -
5	Mr. Sivanas Nagadatta Spouse & immature child Legal entity relevant	Director	- - -	- - -	- - -	- - -	- - -
6	Mrs. Pojanard Prinyapatpakorn Spouse & immature child Legal entity relevant	Director and Managing Director	- - -	- - -	- - -	- - -	- - -
7	Mr. Detbordin Riensubdee Spouse & immature child Legal entity relevant	Director / Director of Risk Management / Deputy Managing Director / (Acting) AMD of Business Development Group	- - -	- - -	- - -	- - -	- - -
8	Ms. Narissai Mahathitirat Spouse & immature child Legal entity relevant	Director and AMD of Office of Policy and Planning Analyst and Evaluation	- - -	- - -	- - -	- - -	- - -

List	Director & Executive	Position	Total shareholding Dec 31, 2019	Shareholder *(%) equity	No. of share Dec 31, 2019	Shareholder's equity )% **{(	No. of share changing up (down)
9	Mr. Thitisak Skulkroo Spouse & immature child Legal entity relevant	Director	- - -	- - -	- - -	- - -	- - -
10	Mr. Teerachai Siritunyanont Spouse & immature child Legal entity relevant	Director and the Company's Secretary / AMD of Managing Director's office	- - -	- - -	- - -	- - -	- - -
11	Ms. Napasiri Mahathitirat Spouse & immature child Legal entity relevant	AMD of Accounting and Financial Group	- - -	- - -	- - -	- - -	- - -
12	Mr. Surasak Luangaramsri Spouse & immature child Legal entity relevant	Director / AMD of Sales Group	- - -	- - -	- - -	- - -	- - -
13	Mr. Wichit Pansrimangkom Spouse & immature child Legal entity relevant	AMD of Business Recycle	4,000 - -	0.005% - -	4,000 - -	0.005% - -	- - -
14	Mr. Ong Wui Yong Spouse & immature child Legal entity relevant	AMD of Operation Group	- - -	- - -	- - -	- - -	- - -

\*\* Fully Paid-up shares as of December 31, 2019 = 80,000,000 Shares



## **Company Secretary, Chief Financial Officer (CFO) and Chief Accountant**

### **Company Secretary**

The Board of Director appointed Mr. Teerachai Siritunyanont as the Company Secretary since Feb 22, 2007 who shall comply with the relevant laws, objective, article of association. the Board's resolutions, as well as resolutions of shareholders' meeting and has duties prescribed by law as follows:

1. Arranging meetings for the Board of Director and the Shareholders in accordance with the corporate governance principles and adhere to the Company's the article of association and the relevant laws for instance; The Securities and Exchange Act.
2. Oversee the Company's disclosure of information compliance with the regulations of the SET and SEC including other relevant agencies.
3. Preliminary consultation to the Board of Director and Executives of the Company for the part that shall comply with the rules and regulations of the SET and SEC, along with following the announcement of new rules regularly.
4. Prepare and filing of various related documents such as register of directors, notice of board meeting, minutes of board's meeting, notice of General meeting of shareholders, minutes of shareholders meeting, report of securities holding and report of interest and so on.
5. Oversee activities of the Board of Director so that they can perform efficiently and effectively.
6. Coordinate and conduct the compliance of resolutions of the Board of Director and shareholder's meeting.
7. Perform any other duties as assigned by the Board of Director.

The qualifications of Company secretary should be a person holding a bachelor degree of accounting, details are shown in the Attachment no.1

### **Chief Financial Officer (CFO)**

Ms. Napasiri Mahathitirat is the highest responsibility in finance and accounting which take in the charge of controlling and supervising the accounting and finance accurately and timely, as well as complying with the guidance of The Securities and Exchange Commission, Thailand, and the qualifications for the individual who already holds such position are consistent with the requirement of the Stock Exchange of Thailand. The Detail of Chief Financial Officer (CFO) is shown in the Attachment 1.

### **Chief Accountant**

Ms. Kantapak Kasamaniti to be directly responsible in overseeing the accounting and preparing financial reports efficiently in compliance with the guidance of The Securities and Exchange Commission, Thailand, and the qualifications for the individual who already holds such position are consistent with the requirement of the Stock Exchange of Thailand. The Detail of Chief Accountant is shown in the Attachment 1.

## Remuneration of Directors and Executives

### Cash remuneration

#### 1) Remuneration of Directors

##### 1.1) Meeting Allowance

The Company has a remuneration policy for Directors in monthly fixed rate, meeting allowances for non-executive directors per each meeting and Sub-Committees per time per actual meeting based on director's remuneration in similar industries group and considered the appropriate business type, experience, roles and responsibilities.

Detail of remuneration of directors for 4 teams in the term of meeting allowance:

#### 1. Remuneration of the Board of Director

##### 1.1 The Board of Director: Monthly fixed rate comprise of:

Chairman	40,000 Baht / month
Director	30,000 Baht / month

##### 1.2 Non-Executive Directors

Chairman	20,000 Baht / time
Director	10,000 Baht / time

#### 2. Remuneration of sub-directors

##### 2.1 Audit Committee: paid on a number of times of actual meeting

Chairman	20,000 Baht / time
Audit Committee	10,000 Baht / time

##### 2.2 Nomination, Remuneration and Corporate Governance Committee: paid on a number of times of actual meeting

Chairman	20,000 Baht / time
Nomination, Remuneration and Corporate Governance Committee	10,000 Baht / time

##### 2.3 Risk Management Committee: paid on a number of times of actual meeting

Chairman	20,000 Baht / time
Risk Management Committee	10,000 Baht / time

Over the fiscal year ended 2019, the monthly remuneration for Directors was total Baht 4,530,000 net all year as adhere to the resolution of 2019 Annual General Meeting of Shareholders as follows :

Table 13 : Remuneration of Directors in 2019

(Unit : Baht)

No.	Name & Surname	Position	Remuneration					Total
			The Board of Director (Monthly paid)	The Board of Director (per time)	Audit Committee (per time)	Risk Management Committee (per time)	Nomination Remuneration and Corporate Governance Committee (per time)	
1	Mr. Prisun Wongsmith	Chairman of Board of Director and Independence Director	480,000	140,000	-	-	-	620,000
2	Mr. Sayan Satangmongkol	Independent Director / Chairman of Audit Committee / Director of Nomination Remuneration and Corporate Governance Committee	360,000	70,000	100,000	-	60,000	590,000
3	Mr. Asdakorn Limpiti	Independent Director / Chairman of Risk Management Committee / Director of Audit Committee and Director of Nomination Remuneration and Corporate Governance Committee	360,000	70,000	50,000	120,000	60,000	660,000
4	Mrs. Sasitorn Funprom	Independent Director / Director of Audit Committee and Chairman of Nomination Remuneration and Corporate Governance Committee	360,000	70,000	50,000	-	120,000	600,000
5	Mr. Sivanas Nagadatta Appointed to be a director on 24 April 2019	Director	240,000	50,000	-	-	-	290,000
6	Mrs. Pojanard Prinyapatpakorn	Director and Managing Director	360,000	-	-	-	-	360,000
7	Mr. Detbordin Riensubdee	Director/ Director of Risk Management Committee / Deputy Managing Director /	360,000	-	-	60,000	-	420,000
8	Ms. Narissai Mahathitirat	Director	360,000	-	-	-	-	360,000
9	Mr. Thitisak Skulkroo Appointed to be a director on June 1, 2019.	Director	210,000	30,000	-	-	-	240,000
10	Mr. Surasak Luangaramsri Term completed on April 24, 2019	Director / Director of Risk management Committee	120,000	-	-	60,000	-	180,000
11	Mr. Teerachai Siritunyanont Resigned on 1 June 2019	Director and Company Secretary	150,000	-	-	-	-	150,000

No.	Name & Surname	Position	Remuneration					Total
			The Board of Director (Monthly paid)	The Board of Director (per time)	Audit Committee (per time)	Risk Management Committee (per time)	Nomination Remuneration and Corporate Governance Committee (per time)	
12	Mr. Ong Wui Yong	Director of Risk management Committee	-	-	-	60,000	-	60,000
<b>Total</b>			<b>3,360,000</b>	<b>430,000</b>	<b>200,000</b>	<b>300,000</b>	<b>240,000</b>	<b>4,530,000</b>

## 1.2) Bonus

For the year 2019, there were 6 Non-Executive directors and the Company paid bonus to them as follows which was approved by the annual general meeting;

**Table 14 Bonus for Non-Executive directors in the year 2019**

(Unit : Baht)

List	Name & Surname	Amount of Bonus
1	Mr. Prisun Wongsmith	520,000
2	Mr. Sayan Satangmongkol	400,000
3	Mr. Asdakorn Limpiti	400,000
4	Mrs. Sasitorn Funprom	400,000
5	Mr. Sivasan Nagadatta (Appointment on 24 April 2019)	266,666
6	Mr. Thitisak Sakulkroo (Appointment on 1 June 2019)	233,333
<b>Total</b>		<b>2,219,999</b>

## 2) Executive Remuneration

The Remuneration of Executives, will link to the operations result of the Company and their performance results of each Executive comprising of a salary and bonus. The remuneration for Executives in the total 6 of persons who operate the Company for the year 2019 is in amount of Baht 42,065,563.00

### Other Remuneration

- No other than monetary remuneration.

## Personal

As December 31, 2019 the Company has manpower classified by productions line and operations as follows:

**Table 15 : Manpower Classified by productions line and operations as of December 31, 2019**

productions line and operations	Monthly-paid employee (person)	Daily-paid employee (person)	Total (person)
General bag	15	57	72
Zipper bag	90	822	912
Drinking straw	19	179	198
Management Centre	215	152	367
Management Centre (Branch office; ST)	115	-	115
<b>Total</b>	<b>454</b>	<b>1,210</b>	<b>1,664</b>

**Table 16 : Employee's Remuneration 2019**

Description	Amount (Baht)
Salary	196,767,935.99
Labor Cost	200,532,116.97
Bonus	38,448,030.00
Social Security Fund and Compensation Fund	10,511,253.00
Contribution to Provident Fund	4,582,980.00
Other benefits	20,134,239.26
<b>Total</b>	<b>470,976,555.22</b>
16.98 % of total Expenses	

### Remuneration and Development of Employee Policy

The remuneration set aside by the Company for its employees of all levels and all nationality are fair and under the same criteria. It comprises of salary, wage, overtime payment, bonus and incentives, contribution to social security funds and provident funds, retirement compensation. In 2019, the Company was paid those remunerations during the past year in the total of 470,976,555.22 Baht.

The Company has determined a staff remuneration plan with transparency accuracy and fairness, which is consistent with the Company's operating results, government policy and domestic economic conditions. For the short term benefits, there will be an annual operating evaluation and key performance indicators, together with the company's operating results, and in the part of long term benefits, the Company still has being in the process of consideration.

Human resources development policy of the Company is the one of significant policy to train its employees and promote a knowledge continuously by focusing on enhancing capabilities and potential of all level of employees to cause an awareness, knowledge, comprehension, skills which support to operate effectively both in the present and future for leading the advancement of employees and the Company further. In order to promote and develop the operation continuously, the Company prepared an orientation document to a new employee for a useful working information, and also organize the business orientation which present the Company's business type and the path of the Company's operation. In the corporate governance system, the Company's employee will be sent to observe activities and seminar both in domestic and abroad.

The Company has policies of the employee development by focusing in all level of training and provide the training for employee by conducting a policy and annual training plan expected the employee to understand and be able to work properly and efficiently. For the related employee in production line, the Company focus on the reduction of waste and workplace safety as well as environmental awareness and organize the training in getting the most out of material, the waste sorting system such as toxic waste, garbage, trash, including the occupational safety with campaigns in regard to the reduction of accidents and working sustainably security.

The Company does not have a Labour Union.

Detail of average's training hours and security statistics has show on SD report of 2019.

## CORPORATE GOVERNANCE

### Corporate Governance Policy

The Company committed to build reliability for investors and stakeholders in the business and increase value to the organization and promote sustainable growth of the Company, manage its business as adhere to the Good Corporate Governance to achieve business' goals which is the basic value of Leading Corporations. Consequently, the Company has set the Corporate Governance Policy and designed to frame its various aspect of business as the following:

1. The Board of Director ("The Board"), the Management and all employees shall implement the Corporate Governance manual with confidence and understanding to the principles.
2. The Board, the Management and all employees shall apply the Company's corporate governance principles to all level of business management.
3. The Board, the Management and all employees shall commit to fair treatment of all stakeholders and serve the Company with dedication, integrity and transparency.
4. The Board, the Management and all employees may recommend improving the policy of CG so that it may align with and suitable current business management standards as well as evolving social needs and international practices.

### Monitoring Compliance

The Company designated as the duties and responsibilities of Directors, the management and all employees to acknowledge and comply with the policies and terms which are contained in the guidelines on corporate governance of the Company, and both Executives at all levels shall be responsible to and encourage employees who are under their supervision to gain knowledge, understand and comply with the manual of corporate governance principles strictly.

The Company will not run its business in an act that could violate the law or conflict with the corporate governance principle, what if the Board of Director, Executives, or employees violates against the corporate governance policy, the wrongdoers shall be disciplined strongly. and if there are reasons to believe an act that violate the law, rules, regulations and rules of government, the Company will submit and report the wrongdoers to government officer for prosecution.

In case, employees of the Company at all levels have problems to decide or compliance with the code of conduct which does not stipulate in the code of conduct of the Company, set a question in your mind about your activities by yourselves as the following steps:

- 1) Does the act violate the law?
- 2) Does the act conflict with the policy or morality or affect the Company's reputation?
- 3) Does the act affect any stakeholder or not?

Additionally, if the Company's employees found the act that violate the law and/or the principle of Corporate Governance, please report any complains or indictment to Chairman of the Company. The Company shall not disclose the reporter (as the detail in Whistle-Blowing Measures and Whistle-Blower Protection Mechanisms)

## Operation and Internal Control System of the Company in compliance with Corporate Governance Policy

### Article 1: Right of Shareholders

The Company recognizes the importance of shareholders' right by encouraging and supporting shareholder in acceptable and reliable standard and methods which include the right to freely trade or transfer their own shares, the right to attend Shareholders' Meetings, the right to propose in advance the Meeting agenda, the right to nominate a person to be a director, the right to attend and vote in the General shareholders' meeting, the election of directors, the appointment of auditors and fixing of the audit fee, the remuneration of directors, the right to consider dividend payment, amendment of Memorandum of Association and Articles of Association of the Company, approval of significant transactions influencing the Company's direction as well as the right to receive adequate information.

The Company arranges the Annual General Meeting of Shareholders (AGM) every year within four months after the end of each fiscal year. In case of urgent need to consider any special agenda that may affect or in connection with the interests of shareholders, need to get an approval from the Board of Director. Then, they can call an extraordinary meeting of shareholders case by case.

### The Treatment to Shareholders prior to the AGM

- 1) The Company has provided an opportunity to shareholders to propose agenda (s) and nominate director candidates to be considered electing in the 2019 AGM, by which the details and procedures are placed in the Company's website at least 3 months, prior to the year ended (October 1, 2019 – December 28, 2019). Then send to the Stock Exchange of Thailand. The Company has defined to the shareholders who wish to propose agenda (s) must be one single shareholder or several shareholders together hold the Company's shares at least 5 percent of total voting rights of the Company.
- 2) The Company publicize an invitation letter, procedures for proposing agenda Items with the opinion of the Board of Director along with proxy forms comprising of form A, B and C (form C is for foreign shareholders that have appointed custodians in Thailand only) according to Ministry of Commerce in both Thai and English. Also, the other supporting information of the agenda (s) on the Company's website, prior to the meeting at least 30 days in advance of the AGM and before publicizing the notice of the 2019 AGM on March 6, 2019 and hold the AGM on April 24, 2019.
- 3) The Company provide the notice of 2019 AGM with clearly specified information; meeting venue, date, time, detailed procedures for agendas, important & essential information for consideration, the opinion of the Board of Director, minutes of the previous meeting, annual report, proxy forms with clearly specify and other relevant documents, then distribute to shareholders not less than 21 days; April 2, 2019, prior to the meeting. To ensure that the information relates to voting decision receive by the shareholders are sufficient, accurate, complete, transparent and study the agendas in advance for announcing in the newspaper 3 days consecutive, prior to the AGM for the shareholders to prepare themselves for participating the meeting.

The Company provided opportunities for shareholders to submit question related to items on the agenda or other information prior to the meeting from April 1, 2019 to April 19, 2019 via the email address [irthip@thantawan.com](mailto:irthip@thantawan.com) or the Company's address for more information, please contact directly

Secretary of the Company

Thantawan Industry Public Company Limited No. 123 Suntowers Building A, 32nd Floor,

Vibhavadi-Rangsit Rd., Chomphon, Chatuchak, Bangkok, 10900

Email Address: [board-thip@thantawan.com](mailto:board-thip@thantawan.com)

Tel.: (662) 273-8333 ext. 3209, Fax: (662) 273-8484

#### **The Treatment to Shareholders on the date of the AGM**

- 1) The Company facilitates all shareholders at the meeting date with equity by affording staffs to welcome and provide information for checking documents and registration. The Company has arranged a registration process for two hours in advance. Although the registration passes that period, shareholders who wish to attend the meeting can register to attend the meeting without losing their rights.
- 2) The Company arranges the meeting venue which is convenient to participate and properly adequate size for shareholders and set up an emergency plan under a good security to increase confidence and security during the meeting for all shareholder. In 2019, the Company arrange its AGM on April 24, 2019 at the Meeting Room of 39<sup>th</sup> floor, 123 Suntowers Bldg. B, Vibhavadi-Rangsit Rd, Chomphon, Chatuchak, Bangkok, which is convenient to come to the meeting venue because it was close to Vibhavadi-Rangsit Rd and not far from BTS Mo Chit station, Ha Yaek Lat Phrao station or MRT Chatuchak station, Phahon Yothin station.
- 3) The Company has applied a bar code system for registration and counting votes by being able to show a shareholder's registration number which was printed on the registration form and proxy form for enhancing the registration process and having the document check counter for those who authorize another person as a representative to attend the meeting, and the Company also prepare the stamp duty for those representative who did not affix the stamp duty on the proxy form, along with there are staffs to comfort shareholders for all along the process.
- 4) The Company shall not deprive the rights of shareholders to attend the meeting. All shareholder can exercise their rights to attend the entire meeting.
- 5) Prior to the meeting, Chairman of the Board will clarify criteria in relation to the meeting such as the opening of the meeting, voting procedures including counting of shareholders' vote for each session, according to the Company's Article of Association.
- 6) The Company will specify director's interest in the invitation letter and the AGM. If any director has a particular interest or involve to any agenda, Chairman of the meeting will notify participants prior to the agenda's consideration. Directors, who involve to the interest, will not participate to the meeting of each agenda.
- 7) The Company shall support the participants to take their rights in protecting their own interests by asking questions, expressing opinion and making recommendation at the AGM.



To ensure transparency and verification, the Company provided voting cards for each agenda item. In casting votes, Chairman requested shareholders or proxies who voted to disapprove or abstain for such agenda item to mark the voting cards accordingly with his/her signature affixed and raise their hands to notify the Company's officers so as to have their barcodes scanned and their voting cards collected. All shareholders who voted to approve needed to mark the voting cards accordingly with his/her signature affixed but were not required to raise their hands. All the voting cards were collected when the meeting adjourned. As for a large number of shareholders who authorized their proxies to the independent directors, the Company needed to cast votes of approval, disapproval, or abstention for each agenda item according to their requisition

#### **The Treatment to Shareholders after the AGM**

- 1) The Company disclose the resolution of shareholder's meeting with the voting results on the meeting day after the meeting through the SET Community Portal System which has been developed by the Stock Exchange of Thailand (SET) and the Company's website, along with preparing the minutes of the Shareholder's meeting and notify to the Stock Exchange of Thailand (SET) within 14 days, which is May 3, 2019 after the meeting in accordance to the SET regulations to disseminate full details of the meeting with completely. This includes names of Directors and the Management who attending the meeting, voting procedure, resolutions of the meeting, voting result for each agenda item, voting and questioning process of the shareholders in each agenda and clarification and shareholders' comments thoroughly together with publicize of video recording of the AGM on the Company's website ([www.thantawan.com](http://www.thantawan.com)).
- 2) Consider the recommendations and opinions that received from the shareholders for the quality assessment of the AGM and development plan for the next AGM consistently.

The Company disclosed the voting results and resolutions for each agenda item at the 2019 Annual General Meeting of Shareholders to the public via SET Portal and The Company's website after the meeting ended ([www.thantawan.com](http://www.thantawan.com)).

#### **Article 2 Equitable Treatment of Shareholders**

- 1) Shareholders are entitled to assign proxies to the meeting and cast ballots for them as well as receive documents and advice how to assign the proxy with legalization. Once proxy forms have been handed to directors at the meeting, proxies are entitled to participate in the meeting and cast their ballots like all other shareholders. Shareholders may also delegate the proxies to independent directors and have the right to receive profiles, work experiences and reports on conflicts of interest for the consideration of agenda items from the independent directors appropriately.
- 2) The Company has conducted The AGM and the meeting shall be conducted according to the agendas notified on the notice which was sent to shareholders and has a policy without any agenda item added to the meeting, if there was no the notice to the shareholders in advance.
- 3) The Company has set an adequate time for the meeting and it shall be allocated for the meeting and equal opportunities provided for shareholders to express their opinions, ask questions and exercise the rights to elect

individual directors. The shareholders can vote every agenda through a polling card that distributed to the meeting.

- 4) Directors and relevant Executives shall attend the AGM to answer the questions that raise by the shareholders. The main questions, answer and opinions shall be recorded in the minutes of the meeting for the future review by the shareholders.
- 5) The Company has disclose current information through the Company's website for providing the shareholders with important information that have been changed including information sheets and disclose in accordance with various regulations. After disclosure to The Stock Exchange of Thailand (SET), the information shall be published to the Company's website both Thai and English.

The agenda of the 2019 Annual General Meeting was considered chronologically as it appeared in the invitation letter submitted to shareholders prior to the Meeting, without any changes in order or request the Meeting consider any agenda item other than those specified in the invitation letter. Moreover, after all agenda items were considered, Chairman provides an opportunity for the shareholders' additional queries of their interest before the end of the meeting.

### Preventing Conflict of Interests

The Company realizes the importance of managing the conflict of interests of related persons, namely, the Board of Director, Subcommittee, and employees in a prudent, fair, and transparent manner. As a consequence, the Board of Director has established policies and measures regarding the conflict of interests as follows:

1. Directors and Senior executives must file a report with the Company stating their interests in the management of the Company when they first take the office. They must also file a report should there be any changes in their interests and at every year end and at Annual Report.
2. At a Board of Director's meeting, any Director or Executive who may have a vested interest in any agenda item under consideration must not attend the meeting or must abstain from voting on such agenda item. This is to ensure that the Board and Executives make decisions in a fair manner.

There was no any relevant person having a conflict of interest with the Company in 2019

### Article 3 Roles toward to Stakeholders

The Company recognizes the importance to the interests among groups of stakeholders, the Company operates business with responsibility and treats all stakeholders fairly. Commitment to develop business to the sustainable growth and can generate remuneration to shareholders appropriately, protect their interests and assets of the Company as preserve their properties. The Company has the rights of stakeholders among groups with good practice equally as follow:

**Shareholder:** The Company is committed to perform business with transparency, integrity and fairness to major and minor shareholders for utmost benefit. Disclose the fact information completely and regularly.

**Customer:** The Company is committed to produce the quality products with standards, managing marketing practices with fairness, responsible for the quality and standardize products to meet customer's satisfaction as well

as to treat them as confidential. Additionally, our Customer service team is ready to handle with care for problem-solving promptly from any customer's complaint.

**Business Competitor:** The Company operates business within the frame work on trade competition and fairness under the Allianz business competitors encouraging with each other in a frame work that does not cause any damage to the business and relationship with each other.

**Trading Partner/Creditor:** The Company shall not proceed any corruptions with trading partner and creditor. Set procedure to select the trading partner in a systematic way as well as strictly any conditionals practices towards the Creditor including the purpose of using the money to repay the quality of collateral and any other matters that have been made agreements with creditors in order to achieve mutual benefits.

**Employee:** The Company recognizes the social protection of workers, occupational health and safety workplace in accordance with law, together with employee engagement between employees and organization, manage by human resources, fairness remuneration, welfare, and career advancement according to law and related regulations including support the employees to the community participation.

**Environment & Society:** The Company encourages public activities to the communities, social and employees to emphasize them for participating in the communities' activities in order to contribute the benefit of social development. The Company support all kind of anti-corruption to ensure fairness in business competition and benefit to society and the nation as a whole.

Overall operating result relating to stakeholders for the year 2019 had details in 2019 corporate social responsibility report.

#### **Article 4: Disclosure and Transparency**

##### **Disclosure Information of the Board of Director and Executive Management Remuneration Fee**

Information of the Board of Director and executive management remuneration fee and shareholding must be reported in the annual registration statement (Form 56-1), annual report (Form 56 - 2) and also published at the Company's website.

Under Article 59 of the Securities and Securities Exchange Act, directors and executives must report their share portfolios with each purchase, sale or transfer of shares to SEC. In addition, the Company's key guideline is to promote the oversight of the use of inside information. The Company reminds directors and executives to refrain from buying, selling or transferring their shares at least a month ahead of performance report submission to SET for each quarter. The Company also set policy for directors to report each purchase, sale or transfer or shares to the Board at each meeting. Furthermore, directors and executives must report changes in their vested interests to the Company every quarter and update their reports every year. Such information to be kept within the Company to conform the Capital Market Supervisory Board's announcement Tor Jor 2/2009, in regard to the report on vested interests of directors, executives and related parties.

The Company shall disclose significant information of the Company with accurate, clear, complete for decision-making process of stakeholders. The Information Disclosure is main issues of a transparency index in operation that is the main factor in building trust to investors in reliable operation and audit mechanism. The Company, therefore, conduct the disclosure and transparency regulation as follows:

- 1) The Board of Director or other persons delegated by the Board of Director shall disclose sufficiently an information: both financial and non-financial in reliable and timely for stakeholders and shareholders as equal following to laws and the Company's regulation. The Company usually prepared and updated the information on its website which are complete and up-to-dated to ensure that stakeholders are able to use aforementioned information in decision-making further and contract with an institute responsible for related functions with accuracy, convenience and efficacy.
- 2) The Company's information system was prepared carefully which was accuracy, clearness, transparency and easy to understand and there is the disclosure of the significant information both advantage and disadvantage for the Company.
- 3) Provides the public relations agency, acting public relations news, information, and operations of the Company's portfolio, which is beneficial to shareholders, investors, employees, stakeholders and the general public, consistently and efficiently, eliminate the wrong understanding, including investor relations, acting as the coordinating agency, with the institutional creditors, analysts and shareholders of the Company to provide the data and operations of the Company the contact channels with fast and easy access.
- 4) The Board of Director making the statements of financial position and the profit and loss account audit report of the external auditor, along with the annual report of the Board of Director at the meeting of shareholders at the annual general meeting for approval.
- 5) The Board of Director supervise the disclosure of information, including a financial statement, annual report, Form 56-1 to be able to reflect on financial status and business overview adequately, along with supporting the Company to arrange the Management Discussion and Analysis (MD&A) to support the disclosure of financial statement in every quarter.
- 6) The Board of Director reports any change in securities holdings and Executives of the Company. According to the regulations of the Board, the Securities and Exchange Commission of Thailand.

In 2019, the Company publicized an information via the following channels:

1. Electronic system which has been developed by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC)
2. Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2)
3. Submit the Notice of Annual General Meeting of shareholders by the Post Office
4. The Company visit program
5. The Company's website at [www.thantawan.com](http://www.thantawan.com) in both Thai and English

Additionally, the Company has arranged the report of the Board's responsibility to financial reporting together with Auditor's report in the annual report as well as a measure to prevent the use of insider information. Employees must not apply the Company's confidential information to personal or others gains. They should maintain inside information and sensitive that could lead to undue exploitation for themselves, their families, or their associates including any information influencing stock prices and the Company's proprietary commercial secrets, formula and

inventions. Those who disclose the important information and news to outsiders without approval from the Company shall be subjected to disciplinary action according to company procedures and legal action.

### **Article 5: The Board Responsibilities**

The Company has a practice in accordance with the governance and responsibilities of the Board of Director of the Company. The Board of Director shall consist of individuals who have expertise and experience to be able to promote and benefit the Company as well with passion and full-time duties in responsible. The Board of Director has been appointed by shareholders to be the responsible leaders for setting the direction of the Company. Additionally, the Board of Director shall appoint the management responsible for business operations and appoint committee to be responsible for specific assignments. For Shareholders, they shall appoint the auditor of the Company, including the Company's secretary responsible for the operation and following the law.

In addition, the Board of Director is responsible for the formulation and structure review of the Company in both size and composition, the proportion of independent directors that are appropriate and be necessary to achieve the Company's defined objectives. For guidelines on responsible governance of the Board of Director of the Company are as follows;

#### **1. Structure, Compositions & Qualifications of the Board of Director**

- 1) Meeting the qualifications and is not possessing the prohibited characteristics prescribed in the Public Limited Companies Act B.E. 2535 (1992).
- 2) To be composed of at least 5 members, not over 9 members. It is not less than one-half of the directors and reside in Thailand whether shareholders of the Company or non-shareholder. Age is not over 75 years of age with 3 years of term whereas the retiring Directors may be re-elected.
- 3) Independent directors are at least 1/3, but no fewer than three persons with qualifying in compliance with guidelines of SEC.
- 4) To be composed of variety skills; Industrial, Accounting & Finance, Business, Management, International Marketing, Strategies, Crisis Management, Legal and Corporate Governance. This consists of expert with knowledge at least 3 persons; Legal and Accounting & Finance 1 person per each.
- 5) The appointment of the Board of Director is adhered to the specific agenda with transparency. Also, Directors' profile with detail sufficiency for making decision at the AGM. Additionally, to disclose all member of the Board of Director's profiles in the annual report for acknowledgement.
- 6) The work of the Board; roles & duties is divided clearly between the Board of Director, Executives Sub-Committees and management of the Board.

At present, the Board of Director comprises of 9 directors which 4 of them are independence directors who have a full relevant qualification and abilities in consistent with the Company's business.

## 2. Directorship in Other Companies

The policy of Directorship serving terms in the listed companies of the Directors is as follow:

- 1) The Company has determined that each director is allowed to be in the directorship in other companies. Not over than 5 listed companies including subsidiaries that are not listed companies (if any) in order to achieve efficiency and can devote more time to conduct the duties of the Board of Director.
- 2) The Board of Director should not be the Director in the listed companies that may cause the conflicts of interest with the Company and the performance of the Directors.
- 3) Policy of the Directorship serving terms in other companies of Managing Director and Senior Executive, the Company has defined the Directorship serving term in other companies of Managing Director and Senior Executive of the Company in accordance with the Public Limited. Company ACT 1992. This must be approved by the Board of Director, prior the serving term.

In 2019, there was no any director who take in the charge of their role over 5 places of listed company as shown in the biography of directors and executive, Attachment 1.

## 3. Terms of Office of Directors

### The number of terms of directors

The number of years directors' service was stated in the Articles of Association of the Company in accordance with Public Limited Companies Act, B.E. 2535(1992). In the AGM, directors shall retire from their roll at least 1/3 person according to its Articles of Association. Currently, the Company has 9 directors which each one has served on each term for 3 years, however, those who shall retire might be reelected by voting in the AGM.

### The number of consecutive terms of Office of Independent directors.

Independent Directors can serve up to 3 consecutive terms by starting counting from the first day of the appointment and expire of each term on the date of AGM who have to retired by rotation, however, the Board of Director may propose those who shall retire to be reelected by voting in the AGM, but the position of independent director shall be expired.

## 4. Independent Director

An Independent Director shall not be the member of the group of majority shareholders and be independence from the majority shareholders as well as the Company's Executive. Moreover, the Independent Director must have a financial knowledge or any other business knowledge, reach and can understand the Company's business appropriately for expressing their opinion freely to protect the minority shareholders' profit, attend the meeting regularly and make a report to certify their independence when being appointed and disclose the significant independence information in the Company's annual report. Additionally, the independent director must have a full qualification in accordance with the specification of the Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC).

- 1) Holding shares shall not exceed 0.5 percent of the total number of shares with voting rights of the Company, its / parents' companies, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of such Independent Director.

- 2) Neither being nor used to manage the office, employee, advisor who receives salary, or authorized person of the Company, its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or controlling person. Unless the foregoing manner has ended not less than two years.
- 3) Not being a person related to blood relationship or legal family's registration as father, mother, spouse, sibling and child including spouse of a child to the other directors, management, major shareholder, authorized person or person to be nominated as director, executive or authorized person of the Company or its subsidiary company.
- 4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner that may interfere to his/her independent discretion. Also, neither being nor used to be a significant shareholder or authorized person of any person to business relationship with the Company, its parent company, subsidiary, affiliate, same level of subsidiary company, major shareholder or authorized person unless the foregoing manner has ended not less than two years.
- 5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or authorized and not being a significant shareholder, authorized person or partner of an audit firm which employs auditors of the Company its parent company, subsidiary, affiliate, major shareholder or authorized person unless the foregoing manner has ended not less than two years.
- 6) Neither being nor used to be a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company. its parent company subsidiary, affiliate, major shareholder or authorized person and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing manner has ended not less than two years.
- 7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
- 8) Not undertaking any business in the same nature and in competition with the business of the Company or subsidiary company or not being a significant partner in a partnership or director with management authority, employee, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of the other companies which undertakes business in the same nature and in competition with the business of the Company or its subsidiary company.

#### **5. Scope and Authorities of the Company's Directors**

- 1) Duties and responsibilities of the Board of Director is to manage the Company's business in accordance with the Company's objective, the Article of the Company and relevant laws, together with the resolutions of the shareholders meetings.
- 2) To define the Company's vision, mission, strategy of a business procedure, core value or main objectives and the principle of the Company by being reviewed and approved on annual basis.
- 3) To oversee the business operation to be sustainable existence under the factors, opportunities and risks which may impact on the business and stakeholders.

- 4) To consider planning an operation plan, statement, goal and policy of business procedure as well as enhancing the competitive ability of the Company in the international standard.
- 5) To supervise the Company's strategies to implement and monitor by making the performance measurement which define to report the operation result regularly including, providing a policy to improve the business operation in consideration of safety and hygiene, corporate social responsibility and environment as well as the human capital development.
- 6) To monitor and develop the corporate governance policy as a business' guideline and also supervise an implementation of this policy, including approving these policy and review regularly at least once a year.
- 7) To encourage employees at all levels in ethical, moral and to comply with the corporate governance manual, code of conduct, and anti-corruption policy along with conducting internal control system and internal audit to reduce risk of fraud and abuse of authority as well as preventing illegal acts.
- 8) To oversee and support to create innovation and technology which lead to the higher value of the Company, coupled with building more benefits to all stakeholders.
- 9) To provide the limitation of corporate governance, IT management and preventive measures for IT service.
- 10) To supervise and resolve the conflict of interests which may occur between different stakeholders of the Company and define the guidelines of report which may be a conflict of interests for the benefit of the Company and all shareholders. Additionally, Stakeholders shall not be a part of making decision, directing procedures or disclosure of transactions that possibly may cause conflict of interests.
- 11) To oversee the interests of both major and sub-shareholders with fairness that related to their right as well as encouraging shareholders to exercise their rights to maintain their own benefits and ensuring that the Company has the right to disclose important information in completely, transparency, timely manner and checkable.
- 12) Aware of the roles and responsibilities of the Board of Director and respect the rights of all shareholders and stakeholders with fairness and transparency, and supervising a procedure, receiving channels and deal with all stakeholders or complaints of those who mean to report a clue of the malpractice related to the Company efficiently, along with providing opportunities for all stakeholders can contact/report the matter of those which may be a problem on the Board directly.
- 13) The Board of Director provides the operational control system, financial report and a compliance of rules and policies, as well as establishing the person or authority who is a part of the Company, or hiring outsources which are independent in the performance of duties, to be responsible for monitoring such control system and review important system at least once a year, together with disclosure in the annual report.
- 14) To provide the risk management policy covers the entire organization by assigning the management to comply with those policies and submit the risk management report to the Board of Director through Audit Committee regularly on a quarterly basis. The Company provide the effectiveness evaluation of risk management at least once a year for placing the importance on early warning signals, and all unusual items.
- 15) To consider appointing a Sub-Committee as proposed from the Nomination remuneration and corporate governance committee, including the appointment of Corporate Secretary, to oversee various aspects regarding



the responsibility of the Board of Director and managing a work of the Company in accordance with laws and regulations related to the responsibilities of Company Secretary.

- 16) The Board of Director may authorize the Sub-Committee, Managing Director, and/or Executive to be in charge of any duty for achieving the defined objective of the Company, including canceling, repealing, adjusting, rectifying the authorization of those assignment.
- 17) The Board of Director are entitled to consider an approval of procurement and asset sale, investment in the business expansion as well as being a joint venture with other entrepreneurs under the Articles of Association and Article of Association including relevant Laws.

#### **6. Separation of the roles of the Board of Director and the Management**

The Company defines clear roles and responsibilities regarding the Board of Director and the Management. The Board shall be responsible for establishing the policies and overseeing the Management's implementation of those policies, whereas the Management shall be responsible for implementing the policies formulated by the Board, and ensuring that it has carried out as planned. Therefore, Chairman the Board of Director the Company shall not be the same person with Managing Director, and each must be nominated and elected by the Board in order to ensure their appropriateness.

Chairman shall not be a member of the Management and shall not participate in the Management of the Company; nor shall the Chairman be authorized to sign binding agreements on behalf of the Company. This is to clearly define separate roles between supervision of the Company's overall policy and business management.

The Management is authorized to manage the Company's operations in accordance with the policies; responsible for the Company's operating results; control expenses and capital expenditures within the limits approved by the Board in the annual operating plan; manage human resources in line with the prescribed policy; resolve problems or conflicts that affect the Company; and maintain effective communication with the stakeholders

#### **6.1 Scope of roles and responsibilities of Chairman of the Board of Director**

- 1) To set the Board meeting agenda in consultation with Managing Director and oversees to ensure the Board members receive accurate, complete, timely, and clear information prior to the meeting to assist in their decision-making process.
- 2) To convene the Board meetings or assign other persons to act on his behalf and specify to have the Board meetings without directors from the Management.
- 3) To be Chairman of the Board meetings. In the case of a tie, Chairman will cast a decisive vote.
- 4) To allocate sufficient time for directors to carefully and effectively discuss issues and topics related to the management and corporate governance or propose meeting agenda items, as well as to encourage directors to independently use their discretion at the Board meeting. Senior Executives of the Company may be invited to provide significant information to support the Board's decision on particular issues.
- 5) To be Chairman of the AGM and conduct the meeting in accordance with the Articles of Association and the sequence of agenda items as stated in the meeting invitation letter unless the meeting resolves to change the sequence of agenda items with more than two-thirds of votes of the attended shareholders as well as giving shareholders an opportunity to express opinions equally and also have a response for shareholders' questions properly and transparently.

- 6) To support and be a role model in compliance with the principles of good corporate governance and Code of Conduct of the Company.
- 7) To oversee in order to conduct a disclosure and management of information transparently in case of the conflict of interests occurred.
- 8) To fosters a positive working relationship between the Board of Director and the Management and supports the performance of the duties of Managing Director and the Management in accordance with the Company's policy
- 9) To oversees the operation of the Board of Director as a whole, Sub-Committee and each individual director perform their duties effectively and efficiently.

#### **6.2 Scope of duties and responsibilities of Managing Director**

Managing Director of the Company has been assigned by the Board of Director to conduct the Company's business, under the approved work programs and budgets with stringency and integrity as well as protecting the best interests of the Company and shareholders. Managing Director must not be engaged in any conflicts of interest with the Company and subsidiaries of the Company. Roles and responsibilities are as follow:

- 1) To prepare and propose to the board 5-year and 10-year business plans, including the Company's strategic imperatives.
- 2) To prepare and provide to the Board of Director's information relevant to the Company's business and activities, as well as other information needed by the Board.
- 3) To manage the Company's business and business strategy as approved by the Board of Director.
- 4) To run its business in compliance with the objectives, the Article of Association, policies, rules, conditions, orders and resolution of the Board's meeting or shareholders' meeting.
- 5) To structure and manage the organization under the guidelines that are given by the Board of Director.
- 6) To fine-tune the Company's positive culture in support of its vision, mission, and strategic imperatives.
- 7) To apply the Anti-corruption policy and practice to the Company by announcing and enforcing in the Company and having an measurement of the Anti-corruption policy and practice check list regularly.
- 8) All the other tasks assigned by the Board of Director.
- 9) To delegate authority or assign others to act on his or her behalf under the Company's rules, terms, principles or orders that are given by the Board of Director or the Company as defined.
- 10) To prepare and present significant company's business performance to the Board of Director as regular basis as well as the other reports are required by the Board of Director.
- 11) To represent the Company in dealings with third parties.

#### **7. The Board of Director's authorization**

The Board of Director is empowered to authorize various matters in accordance with the scope of authority stipulated by laws, the Company's Articles of Association, the Board of Director charter, and the shareholders' meeting resolutions. Such matters include defining and reviewing corporate vision, mission, operating strategies, operating plans, risk management policy, annual budget and business plans, medium and long-range business plan, monitoring and assessing the operating results to ensure they are consistent with the plan, and overseeing capital expenditure, material connected transactions, merger and acquisition, corporate spin-off, joint venture deals

and approving the various matters or propose its opinion toward the AGM for approval, the Board should be aware that those activities have not any impact on the continuity of the Company's operation, financial liquidity or affordability.

#### **8. The Board's meeting**

The Company has scheduled the Board meetings in advance for each year so that directors can schedule themselves to attend the meeting. Chairman of the Board of Director approves to endorse the meeting and its agenda by consultation with Managing Director. Each Director is also allowed to propose urgent matters for the agenda's consideration in each meeting. The Company will deliver the meeting agenda and relevant documents to all directors for consideration in advance in order to have enough time and consider the agendas under the following guidelines:

- 1) The Board of Director shall have a meeting at least 6 times per year with 2/3 of the total board in attendance to constitute a quorum.
- 2) The Company shall deliver the meeting invitation to directors at least seven days prior to each meeting date to give them enough time to study, deliberate and make decision on all agenda items as well as schedule themselves properly to attend each meeting.
- 3) Chairman of the Board approves to endorse the meeting and agenda of the meeting by consulting with Managing Director and consider the proposed agendas of directors to include other significant matters in the agenda for the next meeting.
- 4) Chairman of the Board ensures that the Board of Director has adequate time for the management's information presentation including questions and debate of significant issues.
- 5) The Board of Director must duly devote their time and attention to the Company's business and be prepared to attend meetings regularly. The Board of Director have the duty to attend at least 75 percent of such meeting.
- 6) The Board of Director can gain reasonable access to information, to request documents and information, consultation and related services concerning the Company's operations from Senior Executive as well as seeking independent views from external consultants if necessary.
- 7) Supports Senior Executive to attend the board meetings to provide additional information and details.
- 8) Supports Non-Executive Directors to have opportunities in arranging their meeting as deem appropriate for reviewing and discussing its operation and management without the attendance of the Management, after that reporting its meeting result to Managing Director.
- 9) A resolution will be passed by no less than 2/3 of entire directors while casting vote.
- 10) Directors, who are potential involvement or vested interest in any agenda item, must refrain from voting or express views on that item.
- 11) Minutes of the Board meetings including its meeting agenda and the board's views must be clear for future reference.

In the year 2019, there was a meeting of the Board of Director in total of 7 times and independent directors held the meeting themselves without Executives total of 1 time, the Company disclosed the total of meeting attending for each director in table no. 7.

## 9. Board of Director and Sub-Committee 's Performance Assessment

The performance appraisal of the Board and Sub-Committee is done annually by evaluation in group and self-assessment to co-consider the performances and problems for further development.

In the year 2019, the Company used the appraisal format of Stock Exchange of Thailand to cover significant issues such as structure and qualification of the Board, roles and responsibilities, board meeting, duties of the board, relationship with the management and self-development of Directors and Executives.

Appraisal of the Board's performance as a whole, will be defined clearly a criteria and procedure by Nomination, Remuneration and Corporate Governance Committees who also considered the appraisal format and questionnaire about an information of knowledge development, performance of directors and then reported to the Board of Director for considering. The Company might consider an employment of an external consultants to set guidelines and propose issues of the Board's performance appraisal as well as to disclose the performance in the annual report.

Secretary of the Company submits the performance's appraisal form to all directors to assess the performance of the Board of Director and Sub-Committee. After finishing the assessment, it will propose to the Nomination, Remuneration and Corporate Governance Committee first. Then, proposing to each Chairman of directors.

Table 17 The results of the assessment of the Board of Director and subcommittee for the year 2019

The Board of Director and Sub-Committee	The results of the assessment of committee as a whole
1. Board of Director	93.80%
2. Audit Committee	93.08%
3. Nomination, Remuneration and Corporate Governance Committee	92.31%
4. Risk Management Committee	91.88%

The criteria for the assessment represent to the percentage as:

- Over 85% = Excellent
- Over 75% = Very Good
- Over 65% = Good
- Over 50% = Average
- Under 50% = Need an improvement

### Managing Director Assessment

The Board of Director and Nomination, Remuneration and Corporate Governance Committee were the assessor of Managing Director's performance by considering based on business performance, implementation of the Board's policies, and socio-economic circumstances and used the appraisal format of Stock Exchange of Thailand. Then Nomination, Remuneration and Corporate Governance Committee will consider the appropriate remuneration for Managing Director and Senior executive and proposed to the Board of Director according to the following criteria:

- |  |   |
|--|---|
| 1. Leadership skills                       | 7. Human resource management and relationship with human resource |
| 2. Strategic Planning                      |   |
| 3. Strategic Implementation                | 8. Succession Planning  |
| 4. Financial Management                    | 9. Production and services knowledge                              |
| 5. Relationship with the Board of Director | 10. Characteristic  |
| 6. Relationship with outsider              |   |

The conclusion of Managing Director's an average score of assessment is 92.44 percent achieved "Excellent". And also, was estimated by Key Performance Indicator, an average score of Key Performance Indicator assessment is 70.05 percent achieved "Good". Therefore, a summary of Managing Director is 74.53 percent achieved over all "Good".

#### **10. Development of Directors and Executives**

- 1) The Company has promoted and provided support on training and education on corporate governance principle of the Company to Directors, Committee members, Executives, the Company's Secretary and others to generate and develop the operation regularly.
- 2) The Board should ensure that the personnel involved with the preparation and disclosure of information have the knowledge, skills and experience appropriate to the duties, responsibilities and to have a sufficient number of personal which include a top-financial and accounting Executive, accountants, internal audit, the Company's secretary and investor relations.
- 3) The Company has provided new Directors with orientation documents to comply with useful materials. An orientation program is provided to new Directors with nature of business and the Company's business practices. Directors have also undergone training organized by Thai Institute of Directors (IOD).
- 4) The Company has continued to executive development program forges preparedness for its internal rotation of Executives and this also applies to Managing Director succession through the Senior Executives appraisal program.
- 5) The Company has established a mentoring program, to develop operational readiness level of Senior Executives or Managing Director position. Upon Managing Director's position is available, the Company will consider the qualification and capabilities person as well as external qualified executives or Executive Managing Director's Assistant or Senior Executive with the availability to the recruitment process.

#### **Readiness Preparation for Directorship**

For new Directors, The Company established a director induction program to facilitate their prompt performance of duties to provide important information essential for the directors' performance of duty such as the Company's Articles of Association, the Company's director handbook, the handbook for directors of listed companies, and summary of operating results, for using as quick reference and arranging a meeting with Chairman and Directors and Managing Director or Executives or the Head of each department to stay informed and make queries about the Company's business in depth.

Table 18 : Training and Seminar program for directors, executive and secretary in 2019

Name of Course	Venue	Participant list	Position
Directors Certification Program (DCP)	Thai Institute of Directors	Ms. Sasatorn Funprom	Independence Director/ Audit Committee/ Chairman of NRCG Committee
S01 Sustainable Development Goals	The Stock Exchange of Thailand	Mr. Detbordin Reinsubdee	Director/ Risk Management Committee /
S02 Supply Chain and Stakeholder Analysis			Deputy Managing Director / (Acting) AMD of Business Development Group
13 <sup>th</sup> BioPlastics Market	Centre for Management Technology	Ms. Narissai Mahathitirat	AMD of Office of Policy and Planning Analyst and Evaluation
Corporate Governace for Capital Market Intermediaries	Thai Institute of Directors	Mr. Ong Wui Yong	AMD of Business Operation Group
Committee for Safety, Occupational Health and Working Environment	Kit for Safety and Environment Company Limited		
Customs duties that an accountant must know (6 hours)	NYC Management Co.,Ltd	Ms. Napasiri Mahathitirat	AMD of Accounting and Finance Group
TLCA CFO Professional Development Program (TLCA CFO CPD) 2019 No. 2/2562 "Automation & RPA (Robot Process Automation) for Accounting" (2 Hours and 30 Minutes)	Thai Listed Companies Association		
TLCA CFO Professional Development Program (TLCA CFO CPD) 2019 "SEC policy on capital market development and supporting the work of listed companies" (2 Hours)			
New TFRs you need to know (7 Hours)	NYC Management Co.,Ltd	Ms. Kantapak Kasamaniti	Accounting Manager
Updating tax law 2019, together with the previous tax-checking issue (3 hours)	Dharmaniti Seminar and Training Company Limited		
Significant accounting issues related to the use of BOI promotion privileges in the digital age (6 Hours)			

## 9.2 Sub-Committee

The Board of Director appointed 3 Sub-Committees such as Audit Committee, Risk Management Committee, Nomination, Remuneration and Corporate Governance Committee for sustainable development to be responsible for their specific areas and report directly to the Board for its consideration or reference by putting in place its Charter of the Sub-Committees specifying rights and duties, which is published on the Company's website.

### 9.2.1) Audit Committee

As of December 31, 2019, the Company has Audit Committee and Independent Directors of the Company's board in total 3 persons with fully qualified, according to the announcement of the Stock Exchange of Thailand in connection with qualifications and scope of Audit Committee, to perform their duties and balance of the Company's business operations with accuracy and the benefits to shareholders. Naming list of Audit Committee and the Independent Directors adhere to the table no. 8. Ms. Sasitorn Funprom was appointed in the 2018 AGM on April 24, 2018 who graduated from school of accounting with knowledge and experience in auditing and review the financial statements of the Company.

#### Roles and responsibilities of Audit Committee.

##### 1) Financial Reports and Audit

- 1.1 Review financial statements of the Company in order to ensure that they are correctly and credibly as well as disclose information sufficiently. The Company co-ordinates with the external auditors and the Executive's responsible for financial reporting both quarterly and annual.
- 1.2 Consider, select and nominate an independent person as an Auditor for the Company as well as suggest remuneration for the Auditor with regard to reliability, resource adequacy and quantity of auditing including attending the meetings with the Auditors without any management at least 1 time per year.
- 1.3 Promote the independence of the Auditors and opine to the suitability of the Auditors including the enhancement of financial reporting system development with equal to the International Financial Reporting standards.

##### 2) Internal Control

- 2.1) Review to ensure that the Company has a proper internal control system and risk management system efficiently and transparently, including suggesting to review or examine any necessary and important items as well as to provide suggestions to improve the internal control systems, risk management systems and report the result of review to the Board of Director.
- 2.2) Review evidences in the event that there is any reasonable doubt in the operations that may have a significant affect to the financial status and the operating results of the Company or the conflict of interests or illegal act and malpractice related to regulations which may have an impact on the operations of the Company.
- 2.3) Review an internal process of Whistle-Blowing measure.

- 2.4) Review to verify the information technology with accuracy and effectiveness, relate to financial reporting and internal control.
- 2.5) Prepare the report of Audit Committee by disclosing in the Company's annual report. The Annual Report must be signed by Chairman of Audit Committee and have opinions on various matters according to the regulations of the SET.
- 2.6) Consider the evaluation form for the adequacy of the internal control system. The internal audit department has examined and assessed to ensure that the Company has adequate internal control systems and present to the Board of Director for consideration.
- 2.7) Review the Company to conduct a management process of anti-corruption in accordance with the guidelines of the various compliance units effectively by starting with promoting and creating the awareness, risk assessment, establishing preventive systems, audit, and reviewing a self-assessment related to anti-corruption measures, according to the assessment of internal audit that is checked and reviewed to ensure that the Company has the anti-corruption policy systems as reported in the self-assessment of the Thai Institute of Directors Association (IOD).

### **3) Internal Audit**

- 3.1) Review the Company to ensure that the internal audit system is suitable and efficient, including controlling the internal audit unit to comply with the internal audit standard.
- 3.2) Consider the independent status of the internal audit unit in accessing into the efficient information for an internal auditing work, including make a suggestion in the matter of the Company's budget, planning and division of internal audit unit as well as to approve an appointment, shift or termination of the chief of internal audit unit or the internal audit as the management proposed.
- 3.3) Consider the procurement of extranal consultants or professional experts for providing an advice or opinion as the Audit Committee seems appropriate.
- 3.4) Consider the approval of the charter of internal audit unit and review it on annual basis by proposing to the Board of Director to consider amending (if any).
- 3.5) Approve and evaluate the annual internal auditing plan in order to ensure that the plan is in line with a type or level of the Company's risk.
- 3.6) Review and consider a result report together with internal auditor on the performance of internal control system assessment.

### **4) Supervise the anti-corruption measure**

- 4.1) Supervise the internal control, financial management and the other process related to the anti-corruption measure to ensure that processes are determined properly and be complied efficiently.
- 4.2) Supervise to conduct the whistle-blowing process in even that a employee or stakeholders has any rational doubt or has seen any reasonable suspicious activity which is a non-observance or breach the law, rules, regulation, code of conduct or corporate governance policy to ensure whistleblowers that the Company has the independent investigation and the proper monitoring process, including the reviewing process and the corruption concluding process for determining the internal measure standard.



**5) Compliance with relevant laws and regulations**

- 5.1) Review the Company to compliance with securities laws and regulations of the Stock Exchange of Thailand and policies, rules, requirements and the other laws, relating to the business of the Company.
- 5.2) Consider related transactions or transactions which may conflict of interests to compliance with the laws and the requirements of the Stock of Exchange of Thailand to ensure that such transactions are reasonable and the utmost benefit of the Company.

**6) Other duties**

- 6.1) Audit committee is able to seek for the independent opinion from a professional consultant as they deem necessary according to the Company's expenses though the consideration of the Board of Director, in even that to assign those consultants, it shall be as the Company's regulation.
- 6.2) Arrange a report of Audit Committee, signed by Chairman of Audit Committee and disclose in the Annual Report of the Company, in accordance with the SET's guidance.
- 6.3) Chairman or Audit Committee shall attend the AGM for the clarification work of Audit Committee or the appointment of the Auditor.
- 6.4) Review and amend Audit committee charter, and propose to the Board of Director for approval.
- 6.5) Take a charge of relevant duties as the Board of Director has been assigning thought the consideration of Audit Committee.

**11.2) Nomination, Remuneration and Corporate Governance Committee**

In 2019, there are 4 persons of Nomination, Remuneration and Corporate Governance Committee which everyone is an independence director as shown in the list on the [table no. 9](#), additionally, Nomination, Remuneration and Corporate Governance Committee, each duty is as follows;

**1. Nomination term**

- 1.1) Define the procedure and criteria for the nomination of directors
- 1.2) Consider structures, sizes and composition of the Board of Director and Sub-Committee properly in line with the Company's structure and the changing circumstances.
- 1.3) Consider and set the qualification of candidate who becomes a director by taking into consideration of knowledge, skilled talent as well as having experience related to the Company's operation and dedication.
- 1.4) Nominate the qualified candidates to be directors, Sub-Committee and Senior Executive and propose to the Board of Director to consider appointing that as seen suitability and the position that become vacant.
- 1.5) Devise a development and training plan of performance of duty or business knowledge of the Company for directors and directors in Sub-Committee.
- 1.6) Review the succession plan for Senior Executive as well as the list of a qualified candidate for succession and propose to the Board for consideration as seen suitability and the position that become vacant at least once a year.
- 1.7) Perform other duties as assigned by the directors.

## 2. Remuneration term

### 2.1) Consideration of the remuneration for the Board of Director and Sub-Committee.

- 1) Report its opinion about structures and composition of the remuneration, including the non-financial remuneration for the Board and Sub-Committee for an annual review, in even that the Board of Director shall be the one who consider permitting prior to propose to the AGM of shareholders for approval.
- 2) Approve and review the criteria of the performance appraisal of the Board of Director and Sub-Committee then propose to the Board of Director for consideration and assessment. Nomination, Remuneration and Corporate Governance Committee would consider the result of the assessment for appointing the regeneration of the Board of Director and Sub-Committee.
- 3) Propose the criteria of the remuneration of the Board of Director and Sub-Committee by taking into consideration their duties and responsibilities. The remuneration will be appointed in line with assessment, business plan and overall operating result as a whole for convincing and keeping the directors who had knowledge, skilled and latency. The Board of Director would consider for approval before proposing to Annual General Meeting of Shareholders for approval onward.

### 2.2) Consideration of remuneration for Senior Executive

- 1) Approve and review the structures and composition of the remuneration of Senior Executive on the annual basis and propose the Board of Director for approval.
- 2) Review the assessment criteria of Senior Executive and the criteria and factors of assessment of all organization on annual basis, then propose to the Board of Director for approval.
- 3) Organize the performance assessment of Senior Executive on an annual basis, together with communicating the considered result and development point toward Senior Executive for their acknowledgement, then report the assessed result to the Board of Director.
- 4) Consider defining the Senior Executive remuneration by considering in the proper remuneration which is a salary related to the time and duration of work, along with those assessment results, and propose the considered remuneration to the Board of Director for approval.

## 3. Corporate Governance term

- 3.1) Be in charge of conducting the corporate governance policy and anti-corruption policy which are suitable for the Company under relevant laws, criteria, rules and the regulation of the institute responsible for corporate governance, namely the Stock Exchange of Thailand (SET), Securities and Exchange Commission (SEC) and relevant institute as well as international standard guideline of the good corporate governance for proposing to the Board for approval
- 3.2) Provide the manual of corporate governance practice principles in accordance with Corporate Governance Policy and Anti-corruption policy in order to be the right practice and reliable standard for the Company.
- 3.3) Control, administer and give its advice to Directors and Executive in performing their duties and responsibilities as the corporate governance policy in consistent with concepts and principles

of Corporate Governance Policy and Anti-Corruption Policy to be sustainable and practical as well as generate a good practice, according to the Code of Conduct of the Company's directors, Executives and employees.

- 3.4) Reviewing and improving the Corporate Governance Policy and Anti-Corruption Policy regularly at least once a year to make the corporate governance policy and anti-corruption policy consist in the international good practice guidance, along with laws, criteria, rules, regulation and business of the Company.
- 3.5) Conduct the Annual Report of the corporate governance assessment to report to the Board of Director as well as giving its opinions and recommendations for the improvement as seen appropriate.
- 3.6) Suggest rules and practices of morality and ethics for business procedures and a list of principles of the Board of Director, Executives and employees.
- 3.7) Appoint working groups to support the Corporate Governance Policy as necessary.
- 3.8) Perform other duties as assigned by the Board of Directors.

### **11.3) Risk Management Committee**

In 2019, the Company had 4 directors performed in Risk Management Committee. List of Directors as adhere to table no. 10, which have scope of duties and responsibility as follows;

- 1) Define the risk management policy and framework covers all areas including financial risk, safety and environmental risk, production and distribution risk, risk from raw material cost as well as labor risk and any risks affecting to the Company's reputation, along with the investment risk with investment screening and corruption risk etc.
- 2) Review and revise the policy as well as risk management processes and the charter to ensure the effectiveness and adequacy were in line with changing circumstances.
- 3) Define a strategy in compliance with the Company's risk management policy, along with monitoring and controlling in order to reduce risk to an acceptable level.
- 4) Support and develop the implementation at all levels including promote a culture of risk management comply with the policies and strategies as defined.
- 5) Supervise, control and review the essential risk management report, along with making a suggestion to ensure that there is the efficient risk management system in consistent with the Company's business properly, and be able to manage the relevant risks for retaining it in the acceptable level in accordance with the corporate risk management policy.
- 6) Report to the Board of Director regularly to rectify what need to be improved to be consistent with policies and stipulated strategies.
- 7) Perform other duties assigned by the Board of Director.

## 12. Remuneration of Directors and Managing Director

The Company has the remuneration policy for Directors and Managing Director in reasonable levels to motivate and retain a quality of Directors compared to the same industries nearby by considering determining the remuneration methods to link with their achievement, performance and responsibilities, together with making benefit for shareholders. The assigned directors who are responsible for special duties will be paid more by linking with the level of their responsibilities and those who is Chairman shall be paid more than Directors. Additionally, the Board of Director will provide a report of Director's remuneration policy, along with a principle, reason, and objective of aforementioned policy on annual basis by publicizing on the Annual Report and financial report in order that the Board of Director shall propose the remuneration policy in the shareholder's meeting for approval onward.

## 9.3 Selection and appointment of Directors

### Selection Independent Director

Criteria for Independent Directors comprises of 1 Independent Directors with knowledge, competence and famous expert in plastic industry and another 1 Independent Directors with knowledge of accounting or CPA and experience in review the financial statements in order to nominate the qualified candidates in accordance with the consideration of Directors, then present to the shareholder's meeting for approval.

### Directors and Independent Directors appointment

- 1) Each shareholder shall have one (1) vote per one (1) share.
- 2) Each shareholder shall exercise all the votes as 1) to elect one or several candidates as a Director or Directors. However, the votes cannot be split.
- 3) Candidates who receive the highest number of votes in descending order, shall be elected as Directors, equal to a number of Directors or election such that period. In case the candidates who are elected by descending order of votes with the equal number of votes, but exceed the number of the directors. Chairman of the meeting shall cast one extra vote to the final decision.

### Termination and Retirement of Directors

- 1) At every Annual General Meeting (AGM), one-third of the Directors should retire. If this number cannot be divided into three parts, the number of the nearest to the one-third shall vacate the office. However, a retiring Director may be eligible for re-election.
- 2) Apart from retirement at the end of the office term, a director shall vacate the office with a reason of death, resignation, lack of qualifications or disqualification under the law pertaining to Public Company Limited and/or Securities and Exchange Law. Removal pursuant to a resolution at the Shareholders meeting or a court's order.
- 3) Any Directors, who would like to resign from the Directors, can submit a resignation letter to the Company. The resignation will be effective from the receiving date by the Company. The Director may also inform the register about the resignation.
- 4) At shareholders meeting, shareholders may vote the removal of any Directors from the office, prior to the term's expiration. At least, three-quarter votes of eligible shareholders present at the meeting are required.

Providing that the number of shares is at least half of the total number of shares represented by the eligible shareholders and present at the meeting.

- 5) In case of Directors are vacancy as the other reasons and other than for term expiration, the Board must select a qualified person and no prohibited manner in accordance with law of the Public Limited Company and laws of the Securities and Exchange to be a Director at the next Board's meeting. If the remaining term is less than two months, the substituting Directors can remain in the office for the remaining period.

#### **9.4 Supervision of operations of subsidiaries and associated companies**

The Company does not have subsidiaries and associated companies for supervision.

#### **9.5 Preventing misuse of the internal information**

The Company attaches significance to preventing the misuse of information that has not yet been disclosed to the public or confidential information, that could have any impact on the Company's share price, for their own or other benefit. Consequently, The Company has established a measure to prevent misuse of internal information and incorporated them the Corporate Governance Principle and Code of Conduct and Regulations for employees in writing obviously to provide guidelines for the concerned persons, namely, the Board of Director, Sub-committee, Executive and employees responsible for related functions as well as their spouses and children who are minors by having the established practices in compliance with the Securities and Exchange Act B.E. 2535 as follows:

1. The Board of Director, Executives, and employees responsible for related functions as well as their spouses and children who are minors are prohibited from trading company shares for one month period prior to the release of the Company's quarterly and annual financial statements and for 24 hours after the release (Blackout Period). In order that, the Company's secretary will inform via all concerned persons of the blackout period via the email 30 days prior to blackout period and to prevent employees involved with the preparation of the financial statements from disclosing the information to outsiders from the closing date of the financial statements to the public disclosure of the aforementioned information.
2. The concerned persons who have knowledge of confidential information that could impact the Company's share price are prohibited from trading the Company's shares until 24 hours after the public disclosure.
3. Directors and Executives (Senior executives) as defined by SEC are required to make an initial reporting of their securities holding in the Company when there are any changes in securities holding as a result of the purchase, sale, transfer or acceptance of transfer of securities within 3 business days from the date of any changes and submit this report to SEC's website.
4. The Board of Director will monitor to ensure compliance with such measures. It is stipulated that any changes in their shareholding will be reported in the Board of Director's meeting and disclose the number of shares both directly and indirectly as of the beginning and end of the year as well as those traded during the year shall be reported in the Annual Report.

In the past 2019, there is no wrongful action from Directors, Senior Executive and employees who related to internal information.

## 9.6 Compliance with the corporate governance principle

The Company adhere and complies its business continuously with the corporate governance principle such as the Principle of Good Corporate Governance for Listed Companies 2017 of the Stock Exchange of Thailand, and the Corporate Governance Report of Thai Listed Companies (CGR) of Thai Institute of Directors (IOD).

The Company recognizes and values the principles of Good Corporate Governance, the Company has devised a clear policy and guidelines as seen in its CG manual that has been approved by the Board of Director for the year 2019 (download at [www.thantawan.com](http://www.thantawan.com)) for strictly conduct.

In the year 2019, there were no cases of Non-Executive Directors to resign as the issue of corporate governance as well as no cases of corruption offense or ethical misconduct. The Company was rated on corporate governance practice by various agencies and achieved numerous awards as follows:

- Rated 93% or Excellence according to Corporate Governance Report of Thai Listed Companies 2019 carried out by the Thai Institute of Directors (IOD).
- Rated 98 points according to the evaluation of the quality of the year 2019 Annual General Meetings of Shareholders (AGM checklist) of listed companies carried out by the Thai Investors Association.
- The Company was certified by “Thailand’s Private Sector Collective Action Against Corruption” on February 24, 2019

## 9.7 Anti-Corruption Policy

In the year 2019, Nomination, Remuneration and Corporate Governance Committee reviewed the Anti-Corruption Policy and Practices and proposed to the Board of Director. The Company published the Anti-Corruption Policy and Practices to employees and the Company's website at [www.thantawan.com](http://www.thantawan.com) in whistle blowing section and the Annual Reports as informed by the following details of the Anti-corruption policy as follows

Thantawan Industry Public Company Limited "The Company" has a policy to promote morality, ethics, and transparency by emphasizing on fair business practices to all relevant person in and outside of the industry which included shareholders, employees, customers, partners/creditors, competitors and society. The Company determines principles of unsupportive activities of a group or persons who act inappropriately in seeking for benefits in order to make sure that the operation will be carry out without corruption. Therefore, the Company has set up a policy to conduct the business and communicate to the Board of Director, Managing Director, faculty of management and employees at all levels are strictly adhered not to perform or accept corruption at all, no matter in a direct or indirect way. Every relevant departments are comprehensive to review the implementation of Anti-Corruption Policy regularly as well as reviewing the guidelines together with the requirements for various operations in order to comply with business changes, regulations and legal requirements.

## **Roles and Responsibilities**

### **Board of Director**

Has a role to consider and approve policies in order to supervise the system to have anti-corruption mind set in order to ensure that the management department should acknowledges the anti-corruption policy together with adhering to the guidelines of the employees to the entire organization.

### **Nomination, Remuneration and Corporate Governance Committee**

Has a duty to set policies and supervise the anti-corruption measure in order to present to the Board of Director for consideration and approval along with giving advices to Managing Director and Senior Executives to have responsibility to implement an anti-corruption policy.

### **Audit Committee**

Has a duty to review and evaluate internal controls, financial report, preparation, and other processes related to Anti-Corruption Policy to ensure that the Company has complied with the laws and regulations for the criteria of the Company as determined. Having proper segregation of duties and responsibilities including reviewing internal controls which regarding to anti-corruption measures with personnel working in advance, before reporting the results to the Board of Director.

### **Risk Management Committee**

The duty of assessing the opportunities and impact of risk factors that may be caused by corruption as well as determination a risk management policy and placing the risk management framework of the Company, including supervising, monitoring and reviewing risk management reports to ensure the confident of effective risk management that are suitable for operating the business of the Company then report the results to the Board of Director.

### **Managing Director and Senior Management**

Has a duty to receive the authority and responsibility for implementing anti-corruption. For instance, having a system to support the anti-corruption policy and pass it down to employees along with all related parties. Futhermore, they have a duty to review the appropriateness of the internal control system in order to consistent with business changes, regulations, and legal requirements including the audit report, according to the Anti-Corruption Policy to Audit Committee, Nomination, Remuneration and Corporate Governance and the Board of Director consistently.

### **Internal Audit Department**

An Internal Audit Department is responsible for inspecting and reviewing operational processes to ensure compliance with policies, practices, operational authority and the regulatory requirements of regulator in order to ensure that the operational process have a suitable and sufficient control system against the risk of corruption that may occur then report to Audit Committee.

#### Anti-corruption guideline and practice

1. The Board of Director, the Management, and employees do not perform anything related to corruption in all forms, both directly and indirectly.
2. The Company prohibits Directors, Executives, and employees of the Company from doing any act that is tended to be corruption such as, giving or receiving bribes to or from government officials, government agencies, private agencies, or stakeholders related to the Company in order to gain or maintain business trade advantages and competition.
3. The Company prohibits Directors, Executives and employees from demanding the operation or accepting corruption for the benefit of oneself, family, brothers, friends, and acquaintances.
4. The Company has authorized Directors, Executives and employees of the Company. They must work carefully in the work process that has a high risk of corruption such as, sales and procurement, marketing, investment project, contracting, giving and receiving gifts, souvenirs or other benefits, reception, giving donations, supporting funds, etc.
5. The Company has authorized Directors, Executives and employees of the Company for taking action on giving or accepting donations for supports in the right way according with the Company's regulations and required by law ensuring that donations or financial support are not used for bribery.
6. The Company has authorized Directors, Executives and employees of the Company to be cautious in making transactions with person, or any organization that is questioned about corruption.
7. The Company prohibits Directors, Executives, and employees of the Company from neglecting or ignoring when seeing acts that are considered to be corruption related to the Company which is considered as duty to inform the director or the person in responsible and cooperate in examining various the truth.
8. The Company will provide fairness and protection to those who have refused corruption or informing clues about corruption to the Company as specified in the whistle-blowing measures and mechanisms to protect whistleblowers as well as the cooperators in the reporting of corruption regarding the specified Company's whistle-blowing policy or complaint (Whistleblower Policy) with the Code of Conduct of the Company.
9. The Company will consider and punish anyone that found implicating with corruption which is considered as unethical act according to the regulations of the employee's discipline. The person may be punished by the law if the act is illegal.
10. The Company will disseminate knowledge and understanding to anyone who must work with the Company or may affect the Company in order to comply with the Anti-Corruption Policy.



## Operating requirements

In order to be clear with the operations of high-risk matters by the occurrence of corruption. All Directors, Executives and employees must act with caution in the following areas:

### 1. Political Assistances

- 1) The Company has a neutral business policy, not being politicized, politician or any political parties adhere to political neutrality, support legal compliance and democratic governance. The Company has no policy to support the activities of political parties or politicians directly and indirectly.
- 2) The Company has no policy to support the activities of political parties, politicians in exchange for special privileges direct or indirect disapproval benefits.
- 3) The Board of Director, Executives, staff and employees of the Company are able to participate in political activities according to personal liberty rights but do not pretend to be the Company's employee or using of assets and any equipment of the Company for the benefit of political activities.
- 4) The Board of Director, Executives, staff and employees of the Company are able to participate in political activities according to personal liberty rights but this should proceed as follows;
  - A. Should not express in the way that makes others understand that the Company is relevant, concentrates or supports political actions.
  - B. Do not dress in the Company's uniforms or apply any symbols to make others understand that you are employees of the Company in participating in political activities.
  - C. Do not pretend to be the Company's employee for credibility in order to find a coalition of political expression.
  - D. Avoiding an expression or expressing political views in the office or during working that may cause conflicts in the workplace.

### 2. Charitable donations and support

- 1) Charitable donations both in the form of financial assistance or other forms such as giving knowledge or devote the time, etc. The Company can be a part of social activities as well as public relations. It will enhance the good image for the Company without aiming for business returns.
- 2) Supporting money or possession of cash substitution to activities or projects must be conducted with transparency, legally and must specify the name of the provider in the Company's name and it must be approved as accordance with the regulations of the Company to ensure that it will not be used for corruption. It needs to have an objective in order to promote business and good image of the Company such as job creation, income, community, educating people.
- 3) Any donations that support to government officials, government agencies including charities must perform under the following conditions;
  - a) The organization is reliable and/or legally established
  - b) It is an act on behalf of the Company which operates correctly under laws, the Company's regulations and being transparency.

- c) It should not pay or offer cash substitute items to government officials, or directly to any persons unless it clearly stated in the request for support with a proof of support in writing.
  - d) Monitoring should be done in order to ensure that donations or supports has been spent for public benefit and/or meet the donation objectives and/or truly support.
- 4) The complaint requests the Company to provide financial support, donations and grants must do as follows;
- a) The complaint presents details of requests for reimbursement, granting, financial support, donations or grants to the supervisor for consideration.
  - b) The supervisor of the complaint reviews it before submitting to the authority in accordance with the regulations regarding approval authority.
  - c) The authorised person considers the details of financial support, donations or grants to ensure that the objectives of providing financial support, donations and grants are in accordance with the Company's practices then considers for an approval.
  - d) The complaint provides an evidence of financial support, donations or grants such as a letter from the organization that supports the donation or grants, photographs or receipts, etc., to the Accounting Department as an evidence for accounting records after providing a financial support, donations, or grants.
  - e) The Accounting Department reviews the evidence of financial support, donations or grants. If the evidence provided by the complaint is not enough, The Accounting Department notifies the complaints in order to request information or to clarify. If it is able to prove that the granting, donation, or financial support does not follow the Company's practice or to use as an excuse for corruption, the Company will punish with the highest punishment.

### **3. Activity arrangement to Corporate Social Responsibilities**

- 1) Activity arrangement of corporate social responsibility both in the form of financial assistance or other forms such as, providing knowledge, taking time to deliver products to support activities, environmental conservation, etc. The Company can be a part of social return activities as well as public relations and enhance good image for the Company without looking forward to business in returns.
- 2) Activity arrangement of corporate social responsibility together with government officials, government agencies or various organizations can be done as appropriate which must be done on behalf of the Company and it has objectives accordance with the Company's policy. It should have a clear criteria and proceed plan regarding to the Company's regulations.
- 3) Conducting social responsibility activities, whether by money or possession of cash instead. It must proceed with transparency, legally, and must specify the name of the provider in the name of the Company only by going through the approval process in accordance with the Company's regulations and make sure that social responsibility activities will not be used for corruption which may be done in many forms, such as creating jobs, creating income, including communities educating people in the community etc.

4) Corporate social responsibility activities

- a) The complainant presents the details of the social responsibility activities to the supervisor for consideration.
- b) The supervisor of complainants reviews the activities before presenting to the Corporate Social Responsibility Department and corporate communication for consideration.
- c) The Corporate Social Responsibility Department and corporate communication consider and prepare the annual plan before presenting the authority in accordance with the regulations as regards with approval authority and the use of the approval authority table for consideration.
- d) The authorized person consider the details of the social responsibility activities to ensure that the purpose of the activities follow the Company's practice for consideration and approval.
- e) The Corporate Social Responsibility Department submits documents such as the annual plan, event details, etc. to the Accounting Department for the advance payment of the social responsibility activities and manage an expense with an evidence of social responsibility activities such as receipts, images, etc., as evidence for accounting records in accordance with the established operational procedures.
- f) The Accounting Department reviews an evidence of social responsibility activities. If the evidence provided by the complainant is insufficient, the Accounting Department will notify the complainant to request additional information or clarification. If the social responsibility activities are not following the Company's practice or to use as an excuse for corruption, the Company will punish the offender with the highest penalty.

**4. Accepting gifts, souvenirs or other benefits**

- 1) The Company's employees refrain from accepting gifts, assets or other benefits in all matters as well as having a duty to inform the third parties about the anti-corruption policy thoroughly
- 2) In the event that it is necessary to accept gifts, assets or other benefits and cannot refuse, proceed as follows;
  - a) Notify the supervisor immediately.
  - b) The staff will prepare a gift slip, souvenir, and other benefits and send documents together with gifts, or souvenir to the department which is appointed by the Company as follows;

For the Factory at Omyai and Tuangtana Nakorn, it will be sent to the Human Resources Department.

For the Head Office at Suntower, it will be sent to Managing Director.
  - c) The responsible department takes photos of souvenirs, recording information, and attaches photos in the control registration of gifts or souvenirs to issue codes and attaches to the received items.
  - d) The responsible department specifies the code on the delivery note of gifts, or souvenirs and document storage and those received items at the designated place.
  - e) The responsible department delivers the control registration of gifts, or souvenirs to Managing Director for acknowledging.

- f) Managing Director considers the control registration of gifts, or souvenirs for appropriate use such as raffle gifts, or donations, etc.

#### 5. Giving gifts, souvenirs or other benefits

- 1) Giving gifts, souvenirs or other benefits by traditionally can do without a violation of the relevant laws. Local customs should be provided in a form that promote the image of the Company. Products that promote sustainable development, or generating income for the community as follows;
  - a) Calendars and diaries
  - b) The Company's products
  - c) Products used as public relations media of the Company
  - d) Royal Project Products, the Royal Initiative, Community products that generate income for the community, or products that promote sustainable development.
- 2) Giving gifts, souvenirs, or other benefits should be equally treated in order to prevent discrimination.
- 3) Do not offer any gifts, souvenirs or other benefits to spouses, children or persons involved with government officials, business partners, value customers, and contacting persons because these behaviors are considered as acceptance instead.
- 4) Giving gifts and souvenirs on important business occasions such as the establishment day or business contract signing, can do but if the value of gifts, souvenirs or other benefits is exceeded 3,000 baht (three-thousand-baht), it must be approved by Managing Director or the Company's regulation as follows;
  - a) The complainant proposes details of giving gifts, souvenir or other benefit to the supervisor for consideration.
  - b) The supervisor of the complainant reviews the details before proposing to the authority in accordance with the regulations on approval authority and the use of the approval authority table for consideration.
  - c) The authorized person considers the details of giving gifts, souvenirs or other benefits to ensure that the purpose of giving gifts, souvenirs or other benefits adhere to the principles and practice of the Company for consideration and approval.
  - d) The complainant presents an evidence of gift, souvenir or other benefits such as receipts and send to the Accounting Department as evidence for accounting records in accordance with the specified operational procedures.
  - e) The Accounting Department reviews an evidence of gift, souvenirs or other benefits. If the evidence is insufficient, The Accounting Department will notify the complainant to request additional information or clarification. If the fact that the gift, souvenir or other benefit are not following the Company's practice, or to use as an excuse for corruption, the Company will punish the offender with the highest penalty.

## **6. Hospitality and receptions**

- 1) Hospitality and receptions are for business receptions such as the receptions for food and beverages, sports receptions entertainment and other spending directly related to business practices or traditional including provide business insight knowledge which situation able to do but it must be a reasonable expense and does not affect the decision making of the receptionist, which may cause conflicts of interest. For instance, do not provide any hospitality-receptions during tender.
- 2) It must have a financial statement for showing the spending expense for investigating as follows;
  - a) The complaint presents the hospitality and receptions such as name-surname, workplace and position of all certified persons as well as a list of the Company's employees participating in the certification for the supervisor consideration.
  - b) The supervisor of the complaint reviews it before it is proposed to the authority in accordance with the regulations on approval authority and the use of the approval authority table for consideration.
  - c) The authority considers the hospitality and receptions to ensure that the purpose of the hospitality and receptions follow the Company's practice for consideration and approval.
  - d) The complaint sends the documents to the Accounting Department to proceed with advance payment before the hospitality and receptions with evidence of hospitality or receptions such as receipts as evidence for financial records in accordance with the specified operational procedures.
  - e) The Accounting Department reviews proof of hospitality or receptions. If the evidence provided by the complainant is insufficient, the Accounting Department will notify the complainant to request additional information or clarification. If the hospitality or receptions are not following the Company's practice or to use as an excuse for corruption, the Company will punish the offender with the highest penalty.

## **7. Accepting proposals for meeting, training, seminar and business visits by spending the business partner's budget.**

- 1) Accepting proposals for meeting, training, seminar and business visits by using the partner's budget can be done if it is complied with the conditions in the contract and the Company's policy.
- 2) It must relate directly to business operations or conservative which must be done with transparency and does not affect the decision in operation or causing conflict of interest.
- 3) It must not accept training proposals that has a hidden nature as tourism, against the laws and regulations without the intention of truly transferring knowledge.
- 4) Accepting a proposal for meeting, training, seminar and company visit by using the partner's budget. In the event that it is not specified in the contract agreement, it can be done, if it is considered that the said proposal is appropriate and beneficial to the Company, which must be approved by the supervisor and according to the Company's regulations.

## Whistleblowing measures and mechanism for whistleblowers protection

### 1. Scope of whistleblowing and complaints.

- 1) See any actions indicating or may indicate direct or indirect corruption involving the organization such as staffs are offering or receiving bribes from government officials or private sectors.
- 2) See a violation of the Company's procedures or affecting the internal control system of the Company which indicates or may indicate a corruption.
- 3) See any actions that cause losing benefits or affecting the reputation of the Company.
- 4) See a violation of the law, morals and ethics of the Company.

### 2. Whistleblowing measures

To ensure equal and fairness treatment for all stakeholders according to the corporate governance principles. The Company has provided channels for notifying clues, complaints, comments, or any suggestions that stakeholders are affected or anyone that will be affected, and will cause damage to the stakeholders to lose all groups from the business of the Company. Reporting the practice of directors, executives, or employees of the Company about the violation of laws or ethics including behavior that may indicate corruption, unfair practice, lack of care and lack of prudence through the following channels.

1. By mail, Chairman of the Board of Director or Chairman of Audit Committee, Thantawan Industry Public Company Limited No. 123 Sun Tower Building 32, Vibhavadi Rangsit Road, Chomphon Subdistrict, Chatuchak District, Bangkok 10900
2. Email to Chairman of the Board of Director And Chairman of Audit Committee board-thip@thantawan.com
3. The Company's website [www.thantawan.com](http://www.thantawan.com)
4. Suggestion box / comments / complaints within the Company channel for reporting clues as a safe channel. Able to give clues to the person when requesting information, clues to the informer later, or instructions regarding compliance Anti-corruption measures. In this regard, the Company will conduct the examination according to the procedure and record the investigation in writing without disclosing the name of the whistleblower including the collection of complaints to protect the impact may occur with those who report such clues.

The channel is safe and can give the whistleblower confidently access when reporting information or clues without risk to the informant later or recommendations regarding the implementation of anti-corruption measures.

In this regard, the Company will proceed with the investigation and record the investigation in writing without revealing the name of the whistleblower including the collection of confidential information in order to protect the effects that may occur to those reporting clues.

### 3. Whistleblower Protection Mechanism

To protect the rights of the complainant and the person who provided the information in good faith. The Company will conceal the name, address of any information that can identify the complainant or informant by keeping the information of the complainant and the person who provided the information is confidential. Only those who are responsible for checking the complaint will be able to access information.

In the case of complaints regarding corruption of the directors or executive. Audit Committee will protect the whistleblower, the complainant, witness and person who provided information in the investigation of the facts. Not to be affected by danger, unrighteousness caused by clues, complaints, witnesses or providing information.

Those who are responsible for complaints must keep the information, complaints and document of the complainants, including those who provide information confidential. Do not disclose information to other people who are not involved unless it is disclosed as required by law.

#### **4. Investigation**

If the corruption information or clues are found within the organization, the Board of Director will order Audit Committee to considers the internal auditor to collect evidence or appoint an investigation committee to investigate and summarize the results of the investigation to Audit Committee for further consideration.

If the corruption information or clues are found from an agency that supervises the Company, or from outside the organization, the Board of Director will order the internal auditor to gather evidence or appoint an investigation committee to investigate and summarize the results of the investigation to the Board of Director for further consideration.

#### **5. Penalty**

The Company will consider and punish those who are guilty of corruption as employees in accordance with the regulations. Disciplinary punishment of employees specified by the Company and may be punished or may be claimed for damages as required by law. If a person commits a corruption offense is a Director, the punishment will determine with relevant legal procedures and may be punished or may be claimed for damages as required by law.

#### **Policy communication within organization and external parties**

1. The Company is aware of the importance of disseminating knowledge and understanding with others who have to perform duties related to the Company or may affect to the Company including the public in matters that must comply with the anti-corruption policy.
2. The Company has made written recommendations regarding anti-corruption measures and provide channels for dissemination. For instance, posting on public relations boards, intranet system, email, the Company's website etc. in order for everyone in the Company to understand, accept, and comply with the anti-corruption policy appropriately.
3. The Company arranges an orientation, training, seminar about anti-corruption policy for Directors, Executives, staffs and employees of the Company to be informed and implement appropriately.
4. The Company communicates and disseminates anti-corruption policy including channels for whistle blowing measures or complaints and penalties for failing to comply with the anti-corruption policy for the insiders to be informed via various channels. For instance, posting on public relations boards, intranet system, email, the Company's website etc. in order for everyone in the Company to understand, accept, and comply with the anti-corruption policy.
5. The Company communicates and disseminates anti-corruption policy including channels for whistle blowing measures or complaints to the public, subsidiary company, associated company, others companies that the Company have authorized and business representative, business partners and the stakeholders through various

channels such as the Company's website, the Annual Report, Annual Registration Statement (56-1 Form) etc. to create the understanding and supporting to adhere to social responsibility standards in the matter of anti-corruption as well as the Company.

6. The Company has prepared contract documents that stating conditions or remarks to customers or business partners to be signed and informed to acknowledge the anti-corruption policy in the documents attached to the Company's contract.

If any employees are unsure whether any action may constitute corruption or in case of questions or concerns, employees should consult Nomination, Remuneration and Corporate Governance committee or secretary of Nomination, Remuneration and Corporate Governance committee.

#### **Questions about policy and practice**

The Company assigned the Human Resources Department or responsible person for answering questions about anti-corruption policy. If the Company's personnel have any questions or need any advice in order to avoid actions that are related to corruption, they can consult with the Human Resources department.

When the Company's personnel face a situation that is uncertain in deciding whether the actions are against the anti-corruption policy, they have to do as follows;

Ask yourself the following questions:

- 1) Is the action illegal? If against the law, "stop doing".
- 2) Does the act violate the Company's policy or not? If it breaks the policy, "stop doing".
- 3) Is the action against values or the Company's culture or not? If it contrary to values or culture, "stop doing".
- 4) Does the action consist a negative effect on the image of the Company? If it effects the image of the Company, "stop doing".
- 5) Does the action effect the Company's stakeholders? If it adversely affects them, "stop doing".
- 6) Is the action causing bad practices in the future? If bad practices will occur, "stop doing".

#### **Internal Control**

##### **1. Inspection process, internal control and data recording**

- 1) The Company has an inspection procedure to ensure that the internal control system and information storage properly and comply with the anti-corruption policy.
- 2) All departments review risk assessments and formulate a risk management plan for corruption from operations that require coordination with external agencies such as procurement, sales of goods, extension of various licenses, etc. in writing including internal control systems and management to prevent the occurrence of corruption.
- 3) The Internal Auditor reviews the risk management plan and internal control systems of all departments prepare for annual audit plan to ensure that all business lines comply with the internal control system that is defined. If there is an issue that is not consistent with the anti-corruption policy, the responsible department must be notified in order to improve the internal control system to be suitable and summarized as a report and send to the management team and Audit Committee.



- 4) The Company provides procedure for document and various note storages to be ready for inspection to confirm the accuracy and suitability of financial report as well as the procedure to ensure that there are no items that have not been recorded or cannot explain or false lists.

**2. For important departments have an internal control system as follows**

- 1) **Procurement system.** The Company has procedures in relation to the procurement and enforcement systems within the Company to control every step related to the procurement process which is conducted through the system and stored as evidence for reference and can be inspected.
- 2) **Sale system.** The Company provides work procedures related to sales systems and enforced within the Company to control every steps related to the sales process which is conducted through the system and stored as evidence for reference and can be inspected.
- 3) **Accounting system.** The Company provides the accounting records in accordance with financial report standards and regulations of the office of the Securities and Exchange Commission through the system and stored as evidence for reference and can be inspected. Furthermore, various accounting records must have appropriate and accurate details by specifying transactions, purchase and sale, asset management with clear objectives of the transaction. There are no forgery accounting records and related documents to conceal the actual transaction.
- 4) **Human resource management**
  - 4.1) The Company has established a human resource management process by the recruitment and selection of personnel, promotion, training, employee performance assessment and providing compensation by requiring supervisors at all levels to communicate and understand with employees about the anti-corruption policy in order to use in the business activities under their responsibility and supervise to be effective.
  - 4.2) The Company has an orientation for new employees in order for employees to understand about anti-corruption policy, the Company expectations including penalties if employees do not comply with this policy.
  - 4.3) The Company provides a continuous training process for Directors, Executives, employees and staffs of the Company to truly understand about the anti-corruption policy, the Company expectations including penalties if employees do not comply with this policy.
  - 4.4) The Company has established a human resource management process. It is fair and it protects an employee who rejects or reports any corruption related to the Company which will not effect to the position, reduce penalties or negatively affect employees even though the action will cause the Company losing business opportunities. The Company provides channels for reporting clues and protection of the informer when employees need to report information or clues, including recommendations regarding compliance with the anti-corruption policy.

**Monitoring and Reviewing**

1. Nomination, Remuneration and Corporate Governance Committee must review this policy annually and propose to the Board of Director for approval. If there is a change, including the supervision and follow the policy implementation. This issue goes into practice and provide various suggestions continuously.

2. The Internal Auditor will examine the internal control system and processes such as sales, marketing processes, purchasing process, and other support processes of the Company regularly in order to ensure that the control system internal effectiveness is sufficient to combat corruption including discussing the results of the audit with related parties to find appropriate solutions and inspection reports for the management together with Audit Committee for further acknowledged. If there is an urgent issue, the Internal Audit department will notify directly to Chairman of Audit Committee immediately.
3. Audit Committee will review the adequacy along with appropriateness of the internal control system and the risk management process of the Company in order to ensure the efficiency and effectiveness of the Company's operations are transparency.
4. The Internal Auditor will monitor the progress of the corrective approach that is properly resolved and report the results. Follow-up to the management team and Audit Committee for further acknowledgment.

## **9.9 Auditors and Auditor fee**

### **1) Auditor fee**

The Company paid audit's remuneration to auditors for the accounting period ended 31 December 2019 in total of 1,750,000 Baht and costs related to the audit by the actual cost at 18,375 Baht in the amount of 1,768,375 Baht.

### **2) Other charges**

The Company paid audit fee to auditors for the review of compliance conditions stipulated in the investment promotion certificate submitted to BOI for the accounting period ended 31 December 2019 in the amount of 100,000 Baht. The Company does not have any future compensation due to unsuccessful service agreements in the past year yet.

## **10. Corporate Social Responsibility**

The Company is committed to conduct business with recognizing the consequence that occurs at all time and to be a leading of packaging manufacturer. We have defined the Social responsibility as a framework of the Company in order to perform in conjunction with Good corporate governance principles throughout the customer, employee and stakeholder of the Company. The report and detail of the social responsibility will disclose in a separate report on website of the Company: <http://www.thantawan.com> under the social responsibility.

## **11. Internal Control and Risk management**

### **11.1 The opinion of BODs concerning company's internal control system**

According to the Board of Director meeting No.2/2020 held on March 6, 2020 which Audit Committee, comprising of 3 independent directors to attend the meeting. The Board of Director had evaluated the Company's internal control system from the report of Audit Committee as agreed with the Board of Director by considering the internal control in compliance with the international standard for the professional practice of internal control of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) comprising of 5 components: Internal control organization, Risk management assessment, Operational Control, Information system and communication and Monitoring system.

For the year 2019, the Board of Director and Audit Committee had agreed that the internal control system of the Company was sufficient and suitable to business operations, maintained effectiveness and efficiency operations, use of resources and protecting company's property, prevent or reduce errors, accounting system and financial reports with reliable accuracy as well as compliance with laws, orders, regulations to the Company's business, no deficiency significant. Details could be summarized as below:

#### **1) Internal control organization**

The Company encourages a good working environment including an appropriate organizational structure and explicit internal line of command to set the qualification of specific work position and assign duties and responsibilities to each position appropriately. Maintaining a good corporate governance policy by providing Code of Conducts as well as policy and operational plans, considering fairness to employees, customers, trade partners including responsibilities to shareholders. Giving priority to protect the interest of investors and stakeholders equally.

In addition, the Company has also stressed on the importance of personnel development to create the participation of employees thoroughly as well as apply activities mutual into the way of performance values. Furthermore, the Company also provides a training development of product knowledge to employees, skill and ability are suitable to job's assignment to encourage staff and training development of excellence and standards consistently.

#### **2) Risk management**

The Company has focus on the operations of the Risk Management policy and framework. The Board of Director has appointed 4 Directors as Risk Management committees. Duties are to review the Risk Management policy and framework and the Risk Management structure. Additionally, they have to provide an instruction to Risk Management that is consistent to the strategic direction and operational business plan together with supervision, monitor and review the significant's reports of Risk Management to comply with the standards and the changing environment. The Company had announced the Risk Management policy for employees to use as guidelines in the same standards. In 2019, the Company could operate the Risk Management plans contained risk's review, measures to support as defined and clearly identify those responsible to monitor the results of Risk Management from all division.

#### **3) Operational control**

The Company has specified duties and responsibilities and the approval authority of the management at each level, strictly and clearly. There is a clearly separation of duties and responsibilities from the tasks such as approvals, recording transactions, data processing, asset maintenance etc., in order to be able to review each other's items. For transactions with businesses or related parties, the Company will abide by the guidelines of the Stock Exchange of Thailand (SET) to avoid the conflict of interest and with regard to the utmost benefit of the Company and shareholders.

#### **4) Information system and communication**

The Company recognizes the importance of information and communication systems on accuracy, reliable and timely information, including the development of information system consistently by determining the right to access information in various systems according to the principle of duty separation and operation. The Company also provides information systems and communication channels both inside and outside the organization with

efficiency and effectiveness. There are also channels and effective communication with stakeholders in a timely manner to publicize the information on the Company's website; www.thantawan.com.

In addition, the Company has established a channel for receiving complaints and the plan for managing such complaints in order to be confident that the complaint will be considered transparently and fairly.

#### **5) Monitoring Activities**

The Company has arranged the meeting on a regular basis for tracking and evaluating the operation to ensure that it has been proceeding as the target. If we found that the operation is not related with the target, there will be a resolution to the management for rectifying it in timely manner, along with defining the monitoring process and operating evaluation continually to achieve the target and objectives of the business operation, the management and head of each department have held a meeting to review its indicators, target and follow up its responsibilities on a regular basis and to define a policy, rules and procedure for the implementation of the adequate stipulated internal control system, then the internal auditor shall review the internal control system and report to Audit Committee and the Board of Director, if there is a significant mistake or detected important issues, it is necessary to report such matters to the manager of audit unit in timely manner for resolving it in time as well as reporting the progress in resolving problems to ensure that the internal control system is in the progress continually and improving it to be consistent with the change of circumstance, then report to the manager of auditor for the improvement, so that there will be the result report of audit and progress in the improvement to Audit Committee and Senior Executive for their acknowledge.

Audit committee will review and follow up the internal control system and inform about the deficiency of the essential part that is often find and report to BODs to make decision in suitable time. Most of the corrective action has been completed.

The external monitoring with CPA carries out its work freely has been appointed in the shareholders' annual meeting, to audit and comment the financial statements. Over the past years, there was no any observation of the Company's internal control deficiencies in the essential part.

Internal auditing by establishing an internal audit department of the Company in order to work since 2019 on behalf of the internal auditor hired from an outsourced company. The Company has appointed Ms. Wachiraporn Seri as the Internal Audit manager. Audit Committee is responsible for approving, appointing, removing, transferring, or terminating employment as well as evaluating the performance of the Internal Audit manager by acting as the Company's internal auditor, she is responsible for performing duties, examine and review the Company's internal control system by the qualifications of a person who is the primary responsible person or the head of an internal audit as stated in [Attachment 3](#).

#### **12. Connected Transaction in the past three years**

- None -

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p><b>Mr. Prisun Wongsmith</b> Independent directors / Chairman of the Borad of Director</p> <p>Shareholders' equity: None Appointed on April 28, 2014</p> <p>There is no relationship with other directors and executives</p>	60	<ul style="list-style-type: none"> <li>- Master of Economics University of Oklahoma State, USA</li> <li>- Advanced Security Management Program (ASMP) Class 5,</li> <li>- The Association National Defense College of Thailand under the Royal Patronage of his majesty the king</li> <li>- Capital Market Academy Leader Program Class 14, Capital Market Academy</li> <li>- The Leadership, Grid Teamwork Co., Ltd.</li> </ul> <p><b>Thai Institute of Director (IOD)</b></p> <ul style="list-style-type: none"> <li>- Digital Transformation – A Must for all companies 2018</li> <li>- IT Governance and Cyber Resilience Program (ITG) 8/2018</li> <li>- Advanced Audit Committee Program Class 24/2016</li> <li>- Director Briefing Class 4/2016 (Managing Technology &amp; Disruption)</li> <li>- Boards that Make a Difference (BMD) Class 1/2016</li> <li>- Role of the Chairman Program (RCP) Class 37/2015</li> <li>- Director Certification Program (DCP) Class 92/2007</li> <li>- Director Accreditation Program (DAP) Class 12/2004</li> </ul>	2018-Present	Independent director / Audit Committee	S Hotels And Resorts Co.,Ltd.
			2018-Present	Independent director / Chairman of Audit Committee	Jakpaisan Estate Co., Ltd.
			2018-Present	Director	P advisory Co.,Ltd.
			2017-Present	Independent director	I-EA-T Operation Center.
			2017 - Present	Independent director	Islamic Bank Asset Management Co., Ltd.
			2016-Present	Independent director	TMB Bank PLC.
			2015-Present	Chairman of the Board /Independent director	Thantawan Industry PLC.
			2012-Present	Chairman of the Board Independent director	P.W. Consultant Co.,Ltd.
			2016– 2018	Independent director	CAT telecom Public Company Limited
			2016– 2017	Advisor to the Vice Minister of Ministry of Industry	Ministry of Industry
			2015 – 2016	Advisor to the Vice Minister of Ministry of Digital Economy and Society.	Ministry of Digital Economy and Society.
			2014 – 2015	Audit Committee	Thantawan Industry PLC.
			2014– 2015	Chairman of NPL monitoring and compliance,	Small and Medium Enterprise Development Bank of Thailand.
2012 – 2016	Chairman of Executive director	SCMB Co.,Ltd.			

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<b>Mr. Sayan Satangmongkol</b> Independent director  Shareholders' equity: None Appointed on July 1, 2015  There is no relationship with other directors and executives.	72	<ul style="list-style-type: none"> <li>- Master of Business Administration Program(MBA) Thammasat University</li> <li>- Bachelor of science (Agricultural Economic) Kasetsart University</li> <li>- Capital Market Academy Leader Program Class 17, Capital Market Academy</li> </ul> <b>Thai Institute of Directors (IOD)</b> <ul style="list-style-type: none"> <li>- Board that Make a Difference (BMD) Class 1/2016</li> <li>- Role of the Nomination and Governance Committee (RNG) Class 6/2014</li> <li>- Role of Chairman Program (RCP) Class 25/2011</li> <li>- Audit Committee Program (ACP) Class 34/2011</li> <li>- DCP Re-Refresher Course DCP (DCP Re) Class 1/2008</li> <li>- Role of the Compensation Committee (RCC) Class7/2008</li> <li>- Finance for Non – Finance Directors (FND) Class 9/2004</li> <li>- Directors Certification Program (DCP) Class 43/2004</li> </ul>	2018-Present	Chairman of Audit Committee	Thantawan Industry PLC.
			2017 – Present	Director of Nomination, Remuneration and Corporate Governance Committee	Thantawan Industry PLC.
			2015 – Present	Independent director / Director Audit Committee	Thantawan Industry PLC.
			2019 - Present	Independent director / Chairman of Audit Committee	PNC Corp PLC.
<b>Mr. Asdakorn Limpiti</b> Independent director  Shareholders' equity: None Appointed on August 1, 2016  There is no relationship with other directors and executive	65	<ul style="list-style-type: none"> <li>- Master of engineering, Michigan, Ann Arbor University, USA</li> <li>- Bachelor of engineering, Michigan, Ann Arbor University, USA Advance Management Program (AMP) Class 167/2014 Harvard Business School</li> <li>- Capital Market Academy (CMA)</li> <li>- Class 17/2013, Capital Market Academy</li> </ul> <b>Thai Institute of Director (IOD)</b> <ul style="list-style-type: none"> <li>- Advanced Audit Committee Program (AACP) 25/2017</li> <li>- Thailand Energy Academy (TEA) Class 1/2012</li> <li>- Director Certification Program (DCP) Class 75/2006</li> </ul>	2017 - Present	Chairman of Risk Management Committee	Thantawan Industry PLC.
			2017 – Present	Director of Nomination, Remuneration and Corporate Governance Committee	Thantawan Industry PLC.
			2016 – Present	Independent director/ Audit Committee / Director of Risk Management Committee	Thantawan Industry PLC.
			2015 – 2016	Advisor	PTT Exploration and Production Public Company Limited
			2014 – 2015	Executive Vice President, Strategy and Business Development Group / Acting Executive Vice President, Technology and Sustainability Development Group	PTT Exploration and Production Public Company Limited
			2010-2013	-Executive Vice President, Strategy and Business Development Group	PTT Exploration and Production Public Company Limited

Profile of Directors, Executive, Controller and Company Secretary

Attachment 1

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p><b>Ms Sasitorn Funprom</b> (Formerly name is Ms Sasitorn Wongwilai) Independent director</p> <p>Shareholders' equity: None Appointed on April 24, 2018</p> <p>There is no relationship with other directors and executive</p>	53	<ul style="list-style-type: none"> <li>- Doctor of Public Administration University of Northern Philippines (UNP)</li> <li>- Master's degree in Applied Statistics National Institute of Development Administration (NIDA)</li> <li>- Bachelor's Degree in Accounting Faculty of Commerce and Accountancy Chulalongkorn University</li> <li>- Bachelor's Degree in Public Administration Ramkumhang University</li> <li>- Capital Market Development Auditor Project</li> <li>- Tax laws certifications, Central Tax Court of Thailand</li> <li><b>Thai Institute of Director (IOD)</b></li> <li>- Directors Certification Program Class 283/2019</li> <li>- Director Accreditation Program Class 150/2018</li> <li>- Advanced Audit Committee Program Class 31/2018</li> </ul>	Present	Independent director/ Director of Audit Committee / Director of Nomination, Remuneration and Corporate Governance Committee	Thantawan Industry PLC.
			Present	Certified Public Accountant	C.P.A. (Thailand)
			Present	Cooperative Auditor	Ministry of Agriculture and Cooperatives.
			Present	Director	IAS Business Consulting Co., Ltd.
			Present	Director	Aviso (Thailand) Co., Ltd.
			Present	Director	Aners Co., Ltd.
			Present	Lecturer	Faculty of Economics; Srinakharinwirot University
			Present	Committee on Border Trade and Cross Border Trade (Myanmar)	Board of Trade of Thailand
			2544 - Present	Advisor teams	Association for the Promotion of Thai SMEs
<p><b>Mr. Sivanas Nagadatta</b> Director</p> <p>Appointed to be Director on April 24, 2019</p> <p>Shareholders equity: None There is no relationship with other directors and executive</p>	39	<ul style="list-style-type: none"> <li>- Terralax Leadership program, Harvard Business School</li> <li>- LL.M, in intellectual Property Law, Tulane University, USA</li> <li>- LL.M, in Commercial and European Law, The University of Sheffield, England</li> <li>- Bachelor of Law, Thammasart University</li> <li><b>Thai Institute of Director (IOD)</b></li> <li>- Director Accreditation Program (DAP) No. 96/2012</li> </ul>	2019 – Present	Director	Thantawan Industry PLC.
			2014 – Present	Ind. Director / Director of Audit Committee	Woraluk Property Public Company Limited
			2008 – Present	Director	Bangkok Anthony Company Limited
			2008 – Present	Managing Director	NAGADATTA AND DOYLE Company Limited
			2001 - Present	Partnership	SERI MANOP & DOYLE CO., LTD.
			2011 - 2013	Director of Audit Committee	A.L.T. Corporation Company Limited

Profile of Directors, Executive, Controller and Company Secretary

Attachment 1

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p>Mrs. Pojanard Prinyapatpakorn</p> <p>Authorized Directors Managing Director</p> <p>Shareholders' equity: None</p> <p>There is no relationship with other directors and executive</p>	64	<ul style="list-style-type: none"> <li>- Master of Social Administration, Thammasat University</li> <li>- Master of Housing Development, Chulalongkorn University</li> <li>- Energy Literacy for senior executive Class No. 12/2018</li> <li>- Senior executive Program in Industrial Development and Investment Class 3/2016, Institute of Business and Industrial Development</li> <li>- Capital Market Academy Leader Program Class 17/2014, Capital Market Academy</li> </ul> <p><b>Thai Institute of Director (IOD)</b></p> <ul style="list-style-type: none"> <li>- Advanced Audit Committee Program (AACP) 25/2017</li> <li>- Board Nomination and Compensation Program (BNCP) 1/2017</li> <li>- Boards that Make a Difference (BMD) Class 1/2016</li> <li>- Role of the Chairman Program (RCP) Class 36/2015</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE) Class 21/2014</li> <li>- How to Develop a Risk Management Plan (HRP) Class 2/2012</li> <li>- Role of the Compensation Committee (RCC) Class 14/2012</li> <li>- Finance for Non-Finance Directors (FND) Class 25/2006</li> <li>- Director Certification Program (DCP) Class 35/2003</li> </ul>	2017 – Present	Independent Director / Director of Audit Committee / Director of Nomination and Remuneration Committee /Chairman of the Corporate Governance & Sustainable Development Committee	Nirvana Daii Public Company Limited
			2017 – 2018	Director of Risk Management Committee	Thantawan Industry PLC.
			2014 – 2017	- Chairman of Risk Management Committee	Thantawan Industry PLC.
			2010 – Present	- Director / Managing Director	Thantawan Industry PLC.
			2010 – Present	- Director / Managing Director	Bangkok Terminal Company Limited
<p>Mr. Detbordin Riensubdee</p> <p>Authorized Director, Deputy of Managing Director, (Acting) AMD Business Development Group</p> <p>Appointed on August 1, 2016</p> <p>Shareholders' equity: None</p> <p>1) Be the brother in law of Ms. Narissai Mahathitirat.</p> <p>2) Ms. Napisiri Mahathitirat's husband</p>	44	<ul style="list-style-type: none"> <li>- Master of Business Administration (M.B.A), Sasin Graduate Institute of business Administration of Chulalongkorn University</li> <li>- Mechanical Engineer Milwaukee School of Engineering (U.S.A)</li> </ul> <p><b>Thai Institute of Director (IOD)</b></p> <ul style="list-style-type: none"> <li>- Boardroom Success Through Financing &amp; Investment (BFI) 5/2018</li> <li>- Risk Management Program for Corporate Leaders (RCL) 6/2017</li> <li>- Director Certification Program (DCP) 234/2017</li> <li>- Family Business Governance (FBG) 9/2017</li> </ul>	2016- Present	Director / Director of Risk Management Committee	Thantawan Industry PLC.
			2014 - 2015	Finance and Business Development Manager	Nawanakorn Plastic Company Limited
			2013 – 2013	Business Development Manager	SCG Chemical Company
			2009 – 2012	Marketing Manager / Company Secretary	Mehr Petrochemical Company
			1998 – 2008	Export Sale Executive SEA Sea region	SCG Chemical Company
			2004 - 2007	Business Analysis	SCG Chemical Company



Profile of Directors, Executive, Controller and Company Secretary

Attachment 1.

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p><b>Ms. Narissai Mahathirat</b> Authorized Directors AMD of Office of Policy and Planning Analyst and Evaluation Shareholders' equity: None Be the sister of Ms. Napasiri Mahathirat who is Mr. Detbordin Riensubdee's wife.</p>	50	<ul style="list-style-type: none"> <li>- Master Of Business Administration</li> <li>- Thammasat University</li> <li>- Master of Computer Science</li> <li>- University of Pennsylvania, U.S.A.</li> <li>- CSR DAY for Directors Program,Thaiapat Institute &amp; CSRI</li> <li><u>Thai Institute of Director</u></li> <li>- Director Accreditation Program (DCP) 267/2018</li> <li>- Director Accrediation Program (DAP) 71/2008</li> </ul>	2017 – 2018	Director of Risk Management Committee	Thantawan Industry PLC.
			2014 – 2017	- Chairman of Risk Management Committee	Thantawan Industry PLC.
			2010 – Present	- Director / Managing Director	Thantawan Industry PLC.
<p><b>Mr. Thitisak Skulkroo</b> Director  Appointed to be Director on June 1, 2019  Shareholders' equity: None There is no relationship with other directors and executive.</p>	64	<ul style="list-style-type: none"> <li>- Certificate of Mini M.B.A. No.26, Kasetsart University</li> <li>- Bachelor of Art (Accounting), Chiangmai University</li> <li><u>Thai Institute of Director</u></li> <li>- Board Nomination &amp; Compensation Program (BNCP) No.1/2017</li> <li>- Director Certificate Program Update(DCPU)No.2/2014</li> <li>- Financial Statements for Directors (FSD) No. 6/2009</li> <li>- Role of the Chairman Program (RCP) No. 13/2006</li> <li>- Director Certification Program (DCP) No. 62/2005</li> <li>- Director Accreditation Program (DAP) No. 13/2004</li> </ul>	2019 – Present	Director	Thantawan Industry PLC.
			Present	Chairman of the Board of Director	Advanced Connection Corporation Public Company Limited
			2019 - Present	Chairman of Audit Committee	Eureka Design Public Company Limited
			2017 - Present	Director / Vice chairman of Director and chairman of the Board of Director	Begistics Public Company Limited
			2015 - Present	Executive Director Chairman of the Executive Director	Creative Power Company Limited
			2013 – 2014	Director / Chairman of the Board of Director	Million miles Company Limited
			2015 – 2019	Director and Vice president	Tong Hua Holding Public Company Limited
			2015 – 2017	Executive Director	DD Tunkarn Company Limited
			2010 – 2011	Executive Director	Siriproject Constrction Company Limited
			2005 – 2015	Executive Director	Krithong Property Company Limited
2003 - 2015	Executive Director	Siam Generation Factoring Public Company Limited			

Profile of Directors, Executive, Controller and Company Secretary

Attachment 1

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p><b>Mr. Teerachai Siritunyanont</b> Company Secretary, AMD of Managing Director office</p> <p>Resigned from being Director on June 1, 2019</p> <p>Shareholders' equity: None There is no relationship with other directors and executive.</p>	54	<ul style="list-style-type: none"> <li>- Master Of Business Administration, University of the Thai Chamber of Commerce</li> <li>- Bachelor of Accountancy, Dhurakij Pundit University</li> <li>- CSR DAY for Directors Program Thaipat Institute &amp; CSRI</li> <li>- Corporate Social Responsibilities for Sustainable Development, Corporate Social Responsibility Institute</li> <li><u>Thai Institute of Director (IOD)</u></li> <li>- Board Report Program (BRP) 23/2017</li> <li>- Director Accreditation Program (DAP) 142/2017</li> <li>- Company Secretary Program (CSP) 84/2017</li> </ul>	2005 - Present	Director	Thantawan Industry PLC.
			2007 - Present	Company Secretary	Thantawan Industry PLC.
<p><b>Mr. Surasak Luangaramsri</b> AMD of Sales Group</p> <p>Term Completed from being Director on April 24, 2019</p> <p>Shareholders' equity: None There is no relationship with other directors and executives.</p>	52	<ul style="list-style-type: none"> <li>- Master of Business Administration in International Business, Mercer University of Atlanta, Georgia, U.S.A.</li> <li>- CSR DAY for Directors Program Thaipat Institute &amp; CSRI</li> <li><u>Thai Institute of Director (IOD)</u></li> <li>- Director Accreditation Program (DAP) 146/2018</li> <li>- Risk Management Program for Corporate Leaders (RCL) 12/2018</li> </ul>	2018- Present	Director of Risk Management Committee	Thantawan Industry PLC.
			2012-Present	Director	Thantawan Industry PLC.
			2011 – 2015	General Manager	Thantawan Industry PLC.
			2004 - 2009	Managing director	MDS Group Thailand
<p><b>Mr. Wichit Pansrimangkorn</b> AMD of Recycle Business Group</p> <p>Shareholders' equity: 0.005% (4,000shares)</p> <p>There is no relationship with other directors and executive</p>	60	<ul style="list-style-type: none"> <li>- Master of Business Administration Thammasat University</li> <li><u>Thai Institute of Director (IOD)</u></li> <li>- How to Develop a Risk Management Plan</li> <li>- Risk Management program for Corporate Leaders (RCL) 6/2017</li> </ul>	2014 – 2018	- Director of Risk Management Committee	Thantawan Industry PLC.
			2014 - 2017	- Executive Director	Thantawan Industry PLC.

Profile of Directors, Executive, Controller and Company Secretary

Attachment 1

Name/Surname Position date	Age	Highest Education University / Institution	Work Experiences (In the 5 years past)		
			Period	Work Experiences (In the 5 years past)	Name / Company / Kind of Business
<p><b>Mr. Ong Wui Yong</b> AMD of Operation Group There is no relationship with other directors and executive</p>	52	<p>- B.S.E. Industrial &amp; Management system, Engineering. Arizona State University - <b>Thai Institute of Director (IOD)</b> - Director Certification Program (DCP) 266/2018</p>	2018 - Present	Risk Management Committee	Thantawan Industry PLC
			2016 – 2017	General Manager	Asean & North Asia V Max Co., LTD.
			2012 – 2015	General Manager	Brand' s (1835) Co., LTD.
<p><b>Ms. Napasiri Mahathitirat</b> AMD of Accounting and Financial Group Assigned as the highest responsibility in finance and accounting ( <b>Chief Financial Officer (CFO)</b> )  Shareholders' equity: None  1) Be the sister of Ms. Narissai Mahathitirat 2) Mr. Detbordin Riensubdee's wife.</p>	42	<p>- Master of Finance and Marketing Sasin Graduate Institute of Business Administration of Chulalongkorn University <b>Thai Institute of Director (IOD)</b> - Anti-Corruption: The practical guide (ACPG) 43/2018 - Financial Statements for Directors (FSD) 33/2017 - Boardroom Success through Financing &amp; Investment (BFI) 1/2017 <b>Continuous accounting knowledge improvement training</b> - TFRS 15 Revenue from contracts with customers (6 hours) - Customs duties that an accountant must know (6 hours)</p>	2016-Present	AMD Business Line: Accounting and Financial	Thantawan Industry PLC.
			2012 – 2015	Vice President	TMB Bank Public Company Limited
			2009 – 2012	Assistant Vice President	TMB Bank Public Company Limited
<p><b>Ms. Kantapak Kasamaniti</b> Accounting Manager Supervisors of Accounting  Shareholders' equity: None There is no relationship with other directors and executives.</p>	34	<p>- Bachelor of Accountancy, Bangkok University <b>Continuous accounting knowledge improvement training</b> - Transfer pricing - TFRS for PAEs - All TFRS No. 2/2018 for 30 Hours - Preparation of the consolidated financial statements for operation No. 2/2561 for 12 Hours - Analyzing financial statements for senior management</p>	Jun – Dec 2018	Assistant Director of Accounting	Thai Plastic and Packaging Public Company Limited
			Apr – May 2018	Professional in accounting, administration and budgeting	Mitsubishi Motors (Thailand) Company Limited
			May 2015 – Mar 2017	Assistant Manager in Accounting, Administration and Budgeting	Mitsubishi Motors (Thailand) Company Limited
			Jun 2008 – Jun 2015	Auditor assistant	KPMG Phoomchai Audit Company Limited

Details of Directors in related companies.

Attachment 2

Name	Thantawan Industry PLC.							
	The Board		Audit Committee		Nomination, Remuneration and Corporate Governance Committee		Risk Management Committee	
	Chairman	Director	Chairman	Director	Chairman	Director	Chairman	Director
1. Mr. Prisun Wongsmith	/							
2. Mr. Sayan Satangmongkol		/	/			/		
3. Mr. Asdakorn Limpiti		/		/		/	/	
4. Ms. Sasitorn Funprom		/		/	/			
5. Mr. Sivanas Nagadatta <small>*Appointed on 24 April 2019</small>		/*						
6. Mr. Thitisak Skulkroo <small>*Appointed on 1 June 2019</small>		/*						
7. Mrs. Pojanard Prinyapatpakorn		/						
8. Mr. Detbordin Riensubdee		/						/
9. Ms. Narissai Mahathitirat		/						
10. Mr. Surasak Luangaramsri <small>*Term Completed on 24 April 2019</small>		/*						/
11. Mr. Teerachai Siritunyanont <small>*Resigned from the Director of the Company on 1 June 2019</small>		/*						
12. Mr. Ong Wui Yong								/

Remark Only Mrs. Pojanard Prinyapatpakorn is the director of relative companies as follows;

1. Thantawan Group Co.,Ltd
2. Sunflower Enterprise Co., Ltd
3. Bangkok Terminal Co., Ltd
4. Sunflower Co., Ltd

## Profile of Company's Internal Audit

Attachment 3

In the internal control system of the Company for transparency, the Company has set up an internal audit department which is independent and provide a direct reporting line to Audit Committee by attending the meeting to report the auditing results to Audit Committee every quarter.

The consideration, approval, appointment, removal, transfer of the position of the Internal Audit manager of the Company must be approved by Audit Committee. The details of the Internal Audit Department Manager are as follows;

### Ms. Wachiraporn Seri

The Internal Audit Manager and Secretary of Audit Committee

48 Years old

Proportion of securities held in the company: None

### Education

- Master of Business Organization Management (English Program); University of Assumption
- Bachelor of Human Resource, Valaya Alongkorn Rajabhat University

### Experience

2018 – Present	Manager of Internal Audit Internal Audit Thantawan Industry Public Company Limited
2015 – 2017	Assistant General Manager Internal Audit Homeproduct Center Public Company Limited
2003 – 2017	Auditor Siam Commercial Bank Public Company Limited
1997 – 2003	Auditor TMB Bank Public Company Limited

### Training Program:

- Evaluating Internal Controls: A COSO-Based Approach (Institute of Internal Auditors of Thailand)
- Risk assessment for planning of internal auditing (Institute of Internal Auditors of Thailand)
- Internal Audit Standard (Institute of Internal Auditors of Thailand)
- Audit Working Papers and Audit Evidence
- Audit Report Writing
- Auditor In-Charge Tools and Techniques
- Risk-Base Internal Audit Plan
- Control Self-Assessment
- Internal Audit Management
- Audit Manager tools and Techniques
- Leadership Skills for Auditors
- Anti-Money Laundering, FATCA.
- Frauds Prevention, Advance Trade Finance, Auditing on Market and Liquidity Risk
- Road to Certify CAC – Thai CAC

- Paper making for measures against corruption – Federation of Accounting Professions of Thailand
- Training Courses on Business Management for Sustainable Development 2019 – The Stock Exchange of Thailand

**Duties and responsibilities of Head of Internal Audit:**

- To comply with the audit charter approved by Audit Committee and the audit charter is considered annually
- To check the internal control system of the Company including follow-up of system improvement and perform the duties as assigned by Audit Committee
- Secretary of Audit Committee

## Management Discussion and Analysis for 2019

### A) Results of Operations

The net profit after tax for the year 2019 was THB 244.5 million which decreased by THB 13.9 million or 5.4% compared to the year 2018. Earnings per share was THB 3.06, less than last year by THB 0.17 mainly because of the below factors:

- Overall sales decreased by 0.9% compared to last year were followings:
  - Export revenue decreased from straw product totaling THB 91.0 million because of single-use plastics ban. The Company shifted focus to non single-use plastics and our own “SUN” brand. More of SUN brand e.g. SUNMUM was penetrating to various countries. In addition, we developed new products to fulfill the changing needs and were expanding new customer base. All of these efforts reflected in growth in 2nd half revenue of bag and other products from 2018 totaling THB 62.4 million.
  - Domestic revenue increased from straw products despite of a nationwide revolt against plastic. The Company heavily did research and development on green products and composable products in terms of cost and shelf life in order to support the changing market trend.

The Company put more emphasize on promoting our own brands “SUN” namely SUNMUM, SUNBIO, Fresh&Fresh and other SUNPRODUCTS as well as continuously improves product design and functionality, for example Term Boon zipper bag. Another strategy in 2019 was more marketing activities through both digital channel (e.g. social media, facebook) and conventional way (e.g. trade fair) in order to improve brand awareness and cover change in consumer behavior as well.

Overall, sales of green products and composable products, including bags and straws significantly increased 4 times from 2018 but took small proportion to total sales.

- The Company’s overall expenses decreased by 0.63% compared to the year 2018, mainly due to cost of sales which decreased by 1.8%. Raw material prices slightly declined and with our continuous orders from customer, the Company can manage production more efficiently, resulting in lower cost of sales.

Selling and distribution and administrative expenses increased by 7.6% compared to the year 2018, mainly due to the depreciation of fixed assets and selling expenses.

- Gross profit margin for the year 2019 was 19.9% while 19.3% in year 2018. The increased came from lower cost as mention earlier.

## **B) Financial position**

### **Assets**

As of December 31, 2019, company's total assets were THB 2,206.7 million, increased from December 31, 2018 by THB 142.4 million or 6.5%. Significant changes in assets were followings;

1.) Total current assets were THB 1,302.0 million, increased by THB 110.4 million or 8.5% due to.

1.1 Cash and cash equivalents increased by THB 155.9 million or 46.5% compared to December 31, 2018. mainly come from last year we spend a lot on investment in fixed asset such as warehouse and machineries that we spend more than this year about THB 133.5 million, resulting in increased cash and cash equivalents.

1.2 Trade and others receivables increased by THB 33.7 million or 10.4% mainly from increase in sales during last quarter of the year.

2.) Non-current assets totaled THB 904.7 million, increased from December 31, 2018 amount of THB 32.0 million or 3.5%, resulting from investments in fixed assets (machinery and infrastructure) by THB 31.8 million or 3.9% of total current assets increased.

### **Liabilities and Shareholders' Equity**

As of December 31, 2019, company's total liabilities were THB 398.4 million, increased from December 31, 2018 amount of THB 1.0 million or 0.3% mainly from trade and other payables which decreased by THB 23.0 million or 9.2%.

Shareholders' equity as of December 31, 2019 was THB 1,808.3 million, increased by THB 143.4 million or 7.9% compared to December 31, 2018 totally added up from the comprehensive income for the year 2019, less dividends paid.



## Report of the Board of Director's Responsibilities for Financial Statement

The Board of Director of The Thantawan Industry Public Company Limited responsible for the financial statement of the Company which have been prepared in accordance with the Financial Reporting Standards in Thailand under the Accounting Act B.E.2543 ,and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535. The Accounting Policies pursued and deemed appropriate and applied consistently with adequate disclosure of important information in the notes to the financial statements. The external auditor has audited the financial statements and expressed and opinion in the auditor' report.

The Board of Director has provided appropriate and efficient internal controls to ensure that accounting records are accurate, reliable and adequate to protect its assets and uncover any weakness that may be present in order to prevent fraud or materially irregular operations.

In this regard, the Board of Director has appointed an Audit Committee to be responsible for reviewing the accounting policy financial reports, review internal controls, internal audit. The Audit Committee has also reviewed a disclosure of related party transactions. All their comments on these issues have included in the Audit Committee Report, which presented in this annual report.

The financial statements of the Company have been examined by an external auditor, Dharmniti Auditing co., Ltd. To conduct the audits and express an opinion in accordance with generally accepted auditing standards, the auditor was provided with all of the Company's records and related data as requested. The auditor's opinion is presented in the auditor's report as part of this annual report.

The Board of Director believes that the Company's overall internal control system is sufficiently effective to ensure the integrity and reliability of Thantawan Industry Public Company Limited financial statements for the year ended December 31, 2019. The Board of Director also believes that all these financial statements have been prepared in accordance with Financial Reporting Standard and related regulations.



Mr.Prisun Wongsmith

Chairman of the Board of Director

Thantawan Indurtry Public Company Limited

Thantawan Industry Public Company Limited  
Report and financial statements  
31 December 2019

## Independent Auditor's Report

To the Shareholders of Thantawan Industry Public Company Limited

### Opinion

I have audited the accompanying financial statements of Thantawan Industry Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2019, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Thantawan Industry Public Company Limited as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

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

### Key Audit Matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the financial statements of the current period. This matter was addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

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

Key audit matter and how audit procedures respond for this matter is described below.

### Revenue recognition

Revenues from contracts with customers are significant amounts in the financial statements and directly affect profit or loss of the Company. In addition, the sales and services transactions of the Company are made with a large number of domestic and oversea customers and there are a variety of arrangements and conditions. As a result, the Company's recognition of revenues from contracts with customers are complex. There are therefore risks with respect to the amount and timing of revenue recognition.

I have examined the Company's revenue recognition by assessing and testing the Company's IT system and its internal controls with respect to the revenue cycle by making inquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls,

and with special consideration given to expanding the scope of the testing of the internal controls which respond to the above risks.

I applied a sampling method to select sales and services transactions occurring during the year and near the end of the accounting period to examine the supporting documents and reviewed credit notes that the Company issued after the period-end. I also performed analytical procedures on disaggregated data to detect possible irregularities in sales and services transactions throughout the period, particularly for accounting entries made through journal vouchers.

#### **Other Information**

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

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

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

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

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

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

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

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

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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



Siriwan Suratepin

Certified Public Accountant (Thailand) No. 4604

EY Office Limited

Bangkok: 14 February 2020

Thantawan Industry Public Company Limited

Statement of financial position

As at 31 December 2019

		(Unit: Baht)	
	Note	2019	2018
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	7	334,927,417	179,060,948
Current investments	8	232,393,447	269,914,183
Trade and other receivables	9	323,804,202	290,126,355
Inventories	10	397,900,904	441,196,354
Other current assets		12,969,469	11,277,657
<b>Total current assets</b>		1,301,995,439	1,191,575,497
<b>Non-current assets</b>			
Investment property	11	43,140,261	43,140,261
Property, plant and equipment	12	815,805,120	783,958,204
Intangible assets	13	24,993,249	26,503,100
Deferred tax assets	19	7,339,286	5,781,446
Other non-current assets		13,418,513	13,350,629
<b>Total non-current assets</b>		904,696,429	872,733,640
<b>Total assets</b>		2,206,691,868	2,064,309,137

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

Thantawan Industry Public Company Limited

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

	<u>Note</u>	<u>2019</u>	<u>2018</u>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Trade and other payables	14	250,568,126	273,583,189
Accrued expenses		57,838,116	56,329,059
Current portion of liabilities under finance lease agreements	15	2,833,036	2,158,952
Accrued income tax		27,248,377	13,569,853
Other current liabilities		5,162,969	8,944,542
<b>Total current liabilities</b>		<u>343,650,624</u>	<u>354,585,595</u>
<b>Non-current liabilities</b>			
Liabilities under finance lease agreements -			
net of current portion	15	4,728,822	2,707,868
Provision for long-term employee benefits	16	49,995,395	42,106,565
<b>Total non-current liabilities</b>		<u>54,724,217</u>	<u>44,814,433</u>
<b>Total liabilities</b>		<u>398,374,841</u>	<u>399,400,028</u>
<b>Shareholders' equity</b>			
Share capital			
Registered			
80,000,000 ordinary shares of Baht 1 each		80,000,000	80,000,000
Issued and fully paid up			
80,000,000 ordinary shares of Baht 1 each		80,000,000	80,000,000
Share premium		136,800,000	136,800,000
Retained earnings			
Appropriated - statutory reserve	17	10,000,000	10,000,000
Unappropriated		1,581,517,027	1,438,109,109
<b>Total shareholders' equity</b>		<u>1,808,317,027</u>	<u>1,664,909,109</u>
<b>Total liabilities and shareholders' equity</b>		<u>2,206,691,868</u>	<u>2,064,309,137</u>

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



Thantawan Industry Public Company Limited

Statement of comprehensive income

For the year ended 31 December 2019

(Unit: Baht)

	Note	2019	2018
<b>Profit or loss:</b>			
<b>Revenues</b>			
Sales	22	3,025,905,118	3,052,413,023
Other income		32,892,575	34,054,558
<b>Total revenues</b>		<u>3,058,797,693</u>	<u>3,086,467,581</u>
<b>Expenses</b>			
Cost of sales		2,424,630,529	2,468,734,074
Selling and distribution expenses		93,464,295	88,417,825
Administrative expenses		255,766,287	234,307,852
<b>Total expenses</b>		<u>2,773,861,111</u>	<u>2,791,459,751</u>
<b>Profit before finance cost and income tax expenses</b>		284,936,582	295,007,830
Finance cost		(1,861,607)	(1,495,271)
<b>Profit before income tax expenses</b>		<u>283,074,975</u>	<u>293,512,559</u>
Income tax expenses	19	(38,555,151)	(35,122,615)
<b>Profit for the year</b>		<u>244,519,824</u>	<u>258,389,944</u>
<b>Other comprehensive income :</b>			
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent years</i>			
Actuarial loss on defined employee benefit plans		(1,389,882)	(625,483)
Less: Income tax effect	19	277,976	125,097
Other comprehensive income not to be reclassified to profit or loss in subsequent years - net of income tax		(1,111,906)	(500,386)
<b>Other comprehensive income for the year</b>		<u>(1,111,906)</u>	<u>(500,386)</u>
<b>Total comprehensive income for the year</b>		<u><u>243,407,918</u></u>	<u><u>257,889,558</u></u>
<b>Earnings per share</b>			
21			
<b>Basic earnings per share</b>			
Profit		3.06	3.23

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

Thantawan Industry Public Company Limited  
Statement of changes in shareholders' equity  
For the year ended 31 December 2019

(Unit: Baht)

	Issued and paid up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
<b>Balance as at 1 January 2018</b>	80,000,000	136,800,000	10,000,000	1,280,219,551	1,507,019,551
Profit for the year	-	-	-	258,389,944	258,389,944
Other comprehensive income for the year	-	-	-	(500,386)	(500,386)
Total comprehensive income for the year	-	-	-	257,889,558	257,889,558
Dividend paid (Note 24)	-	-	-	(100,000,000)	(100,000,000)
<b>Balance as at 31 December 2018</b>	<u>80,000,000</u>	<u>136,800,000</u>	<u>10,000,000</u>	<u>1,438,109,109</u>	<u>1,664,909,109</u>
<b>Balance as at 1 January 2019</b>	80,000,000	136,800,000	10,000,000	1,438,109,109	1,664,909,109
Profit for the year	-	-	-	244,519,824	244,519,824
Other comprehensive income for the year	-	-	-	(1,111,906)	(1,111,906)
Total comprehensive income for the year	-	-	-	243,407,918	243,407,918
Dividend paid (Note 24)	-	-	-	(100,000,000)	(100,000,000)
<b>Balance as at 31 December 2019</b>	<u>80,000,000</u>	<u>136,800,000</u>	<u>10,000,000</u>	<u>1,581,517,027</u>	<u>1,808,317,027</u>

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

Thantawan Industry Public Company Limited

Statement of cash flows

For the year ended 31 December 2019

(Unit: Baht)

	Note	2019	2018
<b>Cash flows from operating activities</b>			
Profit before tax		283,074,975	293,512,559
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:			
Depreciation and amortisation	9	98,594,594	77,433,357
Increase (decrease) in allowance for doubtful accounts		66,661	(5,617)
Increase (decrease) in reduction cost of inventories to net realisable value	10	2,273,574	(651,643)
Amortisation of discounts on current investments		(1,575,553)	(27,115)
Increase (decrease) in allowance for impairment loss on assets	12	-	(1,543,296)
Loss (gain) on disposals and write-off of property, plant and equipment		1,219,968	2,085,808
Unrealised gain on exchange		(382,850)	(144,903)
Provision for long-term employee benefits	16	17,441,989	4,865,920
Interest income		(6,665,150)	(7,021,947)
Interest expenses		237,165	234,322
Profit from operating activities before changes in operating assets and liabilities		394,285,373	370,040,731
Operating assets (increase) decrease:			
Trade and other receivables		(163,246,922)	(162,967,768)
Inventories		41,021,876	(19,396,811)
Other current assets		(1,691,812)	(1,148,177)
Other non-current assets		(67,884)	433
Operating liabilities increase (decrease):			
Trade and other payables		(2,908,767)	(56,253,061)
Accrued expenses		1,509,057	(7,329,399)
Other current liabilities		(3,781,573)	4,378,467
Other non-current liabilities		-	(293,630)
Cash flows from operating activities		265,119,348	127,030,785
Cash paid for interest expenses		-	(3,522)
Cash paid for corporate income tax		(24,694,341)	(49,698,599)
Cash paid for employee benefits		(10,943,041)	(1,181,696)
Cash received from VAT refundable		128,391,963	157,568,607
<b>Net cash flows from operating activities</b>		<b>357,873,929</b>	<b>233,715,575</b>

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

Thantawan Industry Public Company Limited

Statement of cash flows (continued)

For the year ended 31 December 2019

(Unit: Baht)

	<u>Note</u>	<u>2019</u>	<u>2018</u>
<b>Cash flows from investing activities</b>			
Cash received from interest income		6,285,096	7,344,773
Cash paid for current investments		(490,903,710)	(549,887,069)
Cash received from refund of current investments		530,000,000	530,000,000
Cash paid for acquisitions of property, plant and equipment		(143,962,684)	(277,429,830)
Cash paid for acquisitions of intangible assets		(2,279,733)	(16,234,000)
Proceeds from disposals of investment property and equipment		1,739,783	642,222
<b>Net cash flows from (used in) investing activities</b>		<u>(99,121,248)</u>	<u>(305,563,904)</u>
<b>Cash flows from financing activities</b>			
Cash paid to settle liabilities under finance lease agreements		(2,540,940)	(2,945,930)
Cash paid for interest expenses		(237,165)	(230,800)
Dividend paid		(100,108,107)	(99,968,347)
<b>Net cash flows used in financing activities</b>		<u>(102,886,212)</u>	<u>(103,145,077)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>		155,866,469	(174,993,406)
Cash and cash equivalents at beginning of year		179,060,948	354,117,160
Effect of change in foreign exchange rate on cash at bank balance		-	(62,806)
<b>Cash and cash equivalents at end of year</b>	7	<u><u>334,927,417</u></u>	<u><u>179,060,948</u></u>

**Supplemental disclosures of cash flows information:**

Non-cash related transactions

Accounts payable for acquisitions of property, plant and equipment	2,970,411	22,557,395
Acquisitions of assets under finance lease agreement	5,235,978	-
Dividend payables	4,703,462	4,811,569

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

## Thantawan Industry Public Company Limited

### Notes to financial statements

#### For the year ended 31 December 2019

##### 1. General information

Thantawan Industry Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is The Sunflower Company Limited, which was incorporated in Thailand. The ultimate parent company of the group is Thantawan Group, which was incorporated in Thailand. The Company is principally engaged in the manufacture and sales of plastic products e.g. drinking straws and general plastic bags. Its registered address of the Company is at 143-144, Moo 8, Soi Kangwal 2, Phetkasem Road, Omyai, Sampran, Nakornpratom.

##### 2. Basis of preparation

The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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

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

##### 3. New financial reporting standards

###### (a) Financial reporting standards that became effective in the current year

During the year, the Company has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, the new standard involves changes to key principles, which are summarised below:

###### IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

This standard does not have any significant impact on the Company's financial statements.

**(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020**

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards except the following new standards which involve changes to key principles, which are summarised below.

**Financial reporting standards related to financial instruments**

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
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TFRS 9	Financial Instruments
--------	-----------------------

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
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TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments
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These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company expect the adoption of these accounting standards to result in the following adjustments.

- Recognition of credit losses - The Company is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Company apply the simplified approach to consider impairment of trade receivables.
- Recognition of derivatives - The Company is to initially recognise derivatives at their fair value on the contract date and subsequently measure them at fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss.

The management of the Company is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

#### **TFRS 16 Leases**

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value. Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Company plan to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Company expect the effect of the adoption of this accounting standard to the statement of financial position as at 1 January 2020 to be to increase the Company's assets by approximately Baht 65.1 million and the Company's liabilities by approximately Baht 65.1 million.

## **4. Significant accounting policies**

### **4.1 Revenue recognition**

#### *Sale of goods*

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

#### *Rendering of services*

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

#### *Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

### **4.2 Cash and cash equivalents**

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

#### 4.3 Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

#### 4.4 Inventories

Finished goods and work in process are valued at the lower of cost (weighted average method) and net realisable value. The cost of inventories is measured using the standard cost method, which approximates actual cost and includes all cost of raw materials, labour and factory overhead.

Raw materials, chemicals, packing materials, spare parts and factory supplies are valued at the lower of cost (weighted average method) and net realisable value and are charged to production costs whenever consumed.

#### 4.5 Investments

Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium or discount on debt securities is amortised or accreted by the effective rate method with the amortised or accreted amount presented as an adjustment to the interest income.

#### 4.6 Investment properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### 4.7 Property, plant and equipment and depreciation

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

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the estimated useful lives as follows:

Building improvements	5, 10 and 20 years
Machinery and equipment	5 to 14 years
Tools and equipment	3 to 10 years
Office furniture, fixtures and equipment	5 and 10 years
Motor vehicles	5 years

Depreciation is included in determining income.

No depreciation is provided on land, land improvement, construction in progress and machinery under installation.



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

#### 4.8 Intangible assets and amortisation

Intangible assets are initially recognised at cost on the date of acquisition. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

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

A summary of the intangible assets with finite useful lives is as follows:

Computer software	5 years
License	3 to 10 years

No amortisation is provided on intangible assets under development

#### 4.9 Related party transactions

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

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

#### 4.10 Long-term leases

Leases of property, plant and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to profit or loss over the lease period. The equipment acquired under finance leases is depreciated over the useful life of the leased asset.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as expenses in profit or loss on a straight-line basis over the lease term.

#### 4.11 Foreign currencies

The financial statements are presented in Baht, which is also the Company's functional currency. Items included in the financial statements are measured using that functional currency.

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

Gains and losses on exchange are included in determining income.

#### 4.12 Impairment of assets

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

An impairment loss is recognised in profit or loss.

#### 4.13 Employee benefits

##### *Short-term employee benefits*

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

##### *Post-employment benefits*

##### *Defined contribution plans*

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

##### *Post-employment benefits*

The Company has obligation in respect of the severance payment it must make to employees upon retirement under labor law. The Company treats this severance payment obligation as a defined benefit plan.

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

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

#### 4.14 Provisions

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

#### 4.15 Income tax

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

##### **Current tax**

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

##### **Deferred tax**

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

The Company recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is

probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

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

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

#### 4.16 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

#### 5. Significant accounting judgements and estimates

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

**Leases**

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement

**Property plant and equipment and depreciation**

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

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

**Post-employment benefits under defined benefit plans**

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

**6. Related party transactions**

During the years, the Company had no account transactions with individuals or related party.

**Directors and management's benefits**

During the year ended 31 December 2018 and 2017, the Company had employee benefit expense payable to their directors and management as below:

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
Short-term employee benefits	48,711	45,894
Post-employment benefits	2,505	1,942
<b>Total</b>	<u><u>51,216</u></u>	<u><u>47,836</u></u>

**7. Cash and cash equivalents**

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
Cash	120	120
Bank deposits	334,807	178,941
<b>Total</b>	<u><u>334,927</u></u>	<u><u>179,061</u></u>

As of 31 December 2019, bank deposits in saving accounts and fixed deposits carried interest at the rate between 0.15 and 1.40 percent per annum (2018: between 0.15 and 1.20 percent per annum).

8. Current investments

(Unit: Thousand Baht)

	Interest rate (% per annum)		2019	2018
	2019	2018		
Fixed deposits	1.70 - 1.85	1.70 - 2.00	135,000	150,000
Debentures	1.98 - 3.21	-	97,393	-
Structured notes	-	1.30 - 1.34	-	100,000
Government bonds	-	1.47	-	19,914
Total			232,393	269,914

9. Trade and other receivables

(Unit: Thousand Baht)

	2019	2018
<b>Trade accounts receivable - unrelated parties</b>		
Aged on the basis of due dates		
Not yet due	254,504	220,132
Past due		
Up to 3 months	58,272	51,763
3 - 6 months	1,835	480
6 - 12 months	133	62
Total	314,744	272,437
Less: Allowance for doubtful debts	(67)	-
Total trade accounts receivables - unrelated parties, net	314,677	272,437
<b>Other receivables</b>		
Other receivables - Revenue Department	7,589	14,342
Advances	654	1,110
Other receivables - unrelated parties	12	16
Accrued revenue - unrelated parties	-	1,729
Interest receivables	872	492
Total other receivables	9,127	17,689
Total trade and other receivables - net	323,804	290,126

10. Inventories

(Unit: Thousand Baht)

	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Finished goods	115,740	127,709	(5,622)	(4,961)	110,118	122,748
Work in process	17,915	21,701	-	-	17,915	21,701
Raw materials	166,265	237,634	(1,629)	(17)	164,636	237,617
Factory supplies	13,993	18,708	-	-	13,993	18,708
Goods in transit	91,239	40,422	-	-	91,239	40,422
<b>Total</b>	<b>405,152</b>	<b>446,174</b>	<b>(7,251)</b>	<b>(4,978)</b>	<b>397,901</b>	<b>441,196</b>

During the current year, the Company recorded the reduced cost of inventories by Baht 2.3 million, to reflect the net realisable value. This was included in cost of sales (2018: Baht 0.7 million).

11. Investment property

Investment property of the Company is represented land which is not held for operation and is located at Kabinburi district, Prachinburi province. The net book value of investment property as at 31 December 2019 and 2018 is presented below.

(Unit: Thousand Baht)

	<u>2019</u>	<u>2018</u>
Cost	43,140	43,140
Net book value	43,140	43,140

The fair value hierarchy of the investment property as at 31 December 2019 and 2018 is stated below:

(Unit: Thousand Baht)

Fair value hierarchy

Level 2

	<u>2019</u>	<u>2018</u>
Land	188,961	188,961

In July 2017, the Company arranged for an independent professional appraiser to reappraise the value of land using the market comparison approach.

12. Property, plant and equipment

(Unit: Thousand Baht)

	Land	Buildings and improvements	Machinery and equipment	Tools and equipment	Office furniture, fixtures and equipment	Vehicles	Construction in progress and machinery under installation	Total
<b>Cost</b>								
1 January 2018	101,463	296,304	616,540	112,981	25,288	29,448	38,030	1,220,054
Additions	-	4,231	11,039	10,359	8,985	27	261,166	295,807
Disposals and write-off	-	(3,090)	(80,218)	(37,831)	(8,303)	-	-	(129,442)
Transfer in (transfer out)	-	35,527	53,134	488	11,194	-	(100,343)	-
31 December 2018	101,463	332,972	600,495	85,997	37,164	29,475	198,853	1,386,419
Additions	-	485	2,912	9,978	740	5,238	110,258	129,611
Disposals and write-off	-	(23,218)	(3,431)	(3,745)	(1,413)	(900)	-	(32,707)
Transfer in (transfer out)	-	177,195	102,168	7,290	15,525	-	(302,178)	-
31 December 2019	101,463	487,434	702,144	99,520	52,016	33,813	6,933	1,483,323

(Unit: Thousand Baht)

	Land and land improvement	Buildings and building improvements	Machinery and equipment	Tools and equipment	Office furniture, fixtures and equipment	Vehicles	Construction in progress and machinery under installation	Total
<b>Accumulated depreciation</b>								
1 January 2018	-	217,234	327,767	74,664	15,300	16,400	-	651,365
Depreciation for the year	-	14,431	41,330	10,751	3,589	4,712	-	74,813
Depreciation on disposals and write-off	-	(3,090)	(77,497)	(37,826)	(8,301)	-	-	(126,714)
31 December 2018	-	228,575	291,600	47,589	10,588	21,112	-	599,464
Depreciation for the year	-	23,157	49,132	11,785	6,357	4,374	-	94,805
Depreciation on disposals and write-off	-	(22,408)	(3,408)	(2,291)	(741)	(900)	-	(29,748)
31 December 2019	-	229,324	337,324	57,083	16,204	24,586	-	664,521
<b>Allowance for impairment</b>								
1 January 2018	-	-	4,540	-	-	-	-	4,540
Decrease during the year	-	-	(1,543)	-	-	-	-	(1,543)
31 December 2018	-	-	2,997	-	-	-	-	2,997
31 December 2019	-	-	2,997	-	-	-	-	2,997
<b>Net book value</b>								
31 December 2018	101,463	104,397	305,898	38,408	26,576	8,363	198,853	783,958
31 December 2019	101,463	258,110	361,823	42,437	35,812	9,227	6,933	815,805
<b>Depreciation for the year</b>								
2018 (60.5 million included in manufacturing cost, and the balance in selling, distribution and administrative expenses)								74,813
2019 (70.8 million included in manufacturing cost, and the balance in selling, distribution and administrative expenses)								94,805

As at 31 December 2019, the Company had the outstanding allowance for impairment of machinery and equipment of Baht 3.0 million (2018: Baht 3.0 million) which they are not used in the Company's operation.

As at 31 December 2019, the Company had vehicles with net book value of Baht 7.2 million (2018: Baht 4.7 million) which were acquired under finance lease agreements.

As at 31 December 2019, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 351.9 million (2018: Baht 328.2 million).



13. Intangible assets

(Unit: Thousand Baht)

	Computer software	License	Computer software under development	Total
<b>Cost</b>				
1 January 2018	9,716	9,723	7,450	26,889
Addition	1,728	480	14,026	16,234
Transfer in (out)	21,300	-	(21,300)	-
Write-off	-	(2,116)	-	(2,116)
31 December 2018	32,744	8,087	176	41,007
Additions	-	672	1,608	2,280
Transfer in (out)	880	779	(1,659)	-
31 December 2019	33,624	9,538	125	43,287
<b>Accumulated amortisation</b>				
1 January 2018	8,893	5,106	-	13,999
Amortisation during the year	1,549	1,072	-	2,621
Amortisation on write-off	-	(2,116)	-	(2,116)
31 December 2018	10,442	4,062	-	14,504
Amortisation during the year	2,650	1,140	-	3,790
31 December 2019	13,092	5,202	-	18,294
<b>Net book value</b>				
31 December 2018	22,302	4,025	176	26,503
31 December 2019	20,532	4,336	125	24,993

14. Trade and other payables

(Unit: Thousand Baht)

	<u>2019</u>	<u>2018</u>
Trade accounts payable - unrelated parties	226,365	223,095
Other payables - unrelated parties	24,203	50,488
Total trade and other payables	<u>250,568</u>	<u>273,583</u>

15. Liabilities under finance lease agreements

(Unit: Thousand Baht)

	<u>2019</u>	<u>2018</u>
Liabilities under finance lease agreements	8,019	5,124
Less: Deferred interest expenses	(457)	(257)
Total	<u>7,562</u>	<u>4,867</u>
Less: Current portion	(2,833)	(2,159)
Liabilities under finance lease agreements - net of current portion	<u>4,729</u>	<u>2,708</u>

The Company has entered into the finance lease agreements with leasing companies for rental of motor vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are 4 years.

Future minimum lease payments required under the finance lease agreements of the Company were as follows:

(Unit: Thousand Baht)

	<u>2019</u>		
	Less than 1 year	1 - 4 years	Total
Future minimum finance lease payments	3,082	4,937	8,019
Deferred interest expenses	(249)	(208)	(457)
Present value of future minimum finance lease payments	<u>2,833</u>	<u>4,729</u>	<u>7,562</u>

(Unit: Thousand Baht)

	2018		
	Less than		
	1 year	1 - 4 years	Total
Future minimum finance lease payments	2,308	2,816	5,124
Deferred interest expenses	(149)	(108)	(257)
Present value of future minimum finance lease payments	2,159	2,708	4,867
<b>16. Provision for long-term employee benefits</b>			
Movement of the provision for long-term employee benefits for the year ended 2019 and 2018 were summarised below:			31 December

(Unit: Thousand Baht)

	2019	2018
<b>Provision for long-term employee benefits</b>		
at beginning of year	42,107	37,797
Included in profit or loss:		
Current service cost	6,510	3,605
Interest cost	1,624	1,261
Past service cost	9,307	-
Included in other comprehensive income:		
Actuarial loss (gain) arising from		
Demographic assumptions changes	(3,708)	262
Financial assumptions changes	4,055	(657)
Experience adjustments	1,043	1,021
Benefits paid during the year	(10,943)	(1,182)
<b>Provision for long-term employee benefits</b>		
at end of year	49,995	42,107

On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law is effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Company has additional long-term employee benefit liabilities of Baht 9.3 million as a result. The Company has reflected the effect of the change by recognising past service costs as expenses in the comprehensive income statement for the current year.

The Company expects to pay Baht 0.7 million of long-term employee benefits during the next year (2018: Baht 5.2 million).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefit is 15 years for monthly staffs and 12 years for daily staffs (2018: 15 years for monthly staffs and 12 years for daily staffs).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)	
	<u>2019</u>	<u>2018</u>
Discount rate	1.84 and 1.83	3.08 and 2.80
Salary increase rate	4.98 and 2.46	5.31 and 2.43
Turnover rate	0 to 41	0 to 42

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 and 2018 are summarised below:

	(Unit: million Baht)			
	<u>2019</u>		<u>2018</u>	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(2.4)	2.6	(1.8)	1.9
Salary increase rate	2.5	(2.3)	1.8	(1.7)
Turnover rate	(2.6)	2.7	(1.9)	2.1

#### 17. Statutory reserve

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

#### 18. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
Salaries and wages and other employee benefits	470,977	484,256
Depreciation and amortisation expenses	98,595	76,897
Raw materials and packaging used	1,513,962	1,604,996
Changes in inventories of finished goods and work in process	15,755	(5,839)
Rental expenses from operating lease agreements	35,559	35,362

19. Income tax

Income tax expenses for the years ended 31 December 2019 and 2018 are made up as follows:

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
<b>Current income tax:</b>		
Current income tax charge	39,835	35,436
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	(1,280)	(313)
<b>Income tax expenses reported in the statements of comprehensive income</b>	<u>38,555</u>	<u>35,123</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
Deferred tax relating to actuarial loss	(278)	(125)
	<u>(278)</u>	<u>(125)</u>

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

	(Unit: Thousand Baht)	
	<u>2019</u>	<u>2018</u>
Accounting profit before tax	<u>283,075</u>	<u>293,513</u>
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by income tax rate	56,615	58,703
Adjustment in respect of income tax of previous year	3,679	-
Effects of:		
Promotional privileges (Note 20)	(17,102)	(19,968)
Non-deductible expenses	193	298
Additional expense deductions allowed	(4,830)	(3,910)
Total	<u>(21,739)</u>	<u>(23,580)</u>
Income tax expense reported in profit or loss	<u>38,555</u>	<u>35,123</u>

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

(Unit: Thousand Baht)

	Statements of financial position	
	2019	2018
<b>Deferred tax assets</b>		
Allowance for doubtful accounts	13	-
Allowance for diminution in value of inventories	1,450	996
Allowance for impairment of assets	599	599
Provision for long-term employee benefits	9,999	8,421
Assets under finance lease agreements	65	13
<b>Total</b>	12,126	10,029
<b>Deferred tax liabilities</b>		
Accumulated depreciation - equipment	(4,787)	(4,248)
<b>Total</b>	(4,787)	(4,248)
<b>Deferred tax - net</b>	7,339	5,781

## 20. Promotional privileges

The Company has received promotional privileges from the Board of Investment for the manufacture of ECO-friendly products, pursuant to the investment promotion certificate No. 2103(1)/2554 issued on 2 March 2010. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations begin generating revenues (23 April 2017) and a 50% reduction of corporate income tax on income derived from the promoted operations for a period of 5 years after the tax-exemption period ends.

The Company's operating revenues for the years ended 31 December 2019 and 2018, divided between promoted and non-promoted operations, are summarised below.

(Unit: Thousand Baht)

	Promoted operations		Non-promoted operations		Total	
	2019	2018	2019	2018	2019	2018
<b>Sales</b>						
Export sales	530,201	521,898	2,042,562	2,080,339	2,572,763	2,602,237
Domestic sales	1,591	1,938	443,695	441,351	445,286	443,289
<b>Total sales (Note22)</b>	531,792	523,836	2,486,257	2,521,690	3,018,049	3,045,526

**21. Earnings per share**

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income).

**22. Business segment information**

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

The Company is organised into one operating segment to manufactures and sell plastic products and the single geographical area of their operation is Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements pertain to the aforementioned reportable operating segment and geographical area.

Production information

The Company manufactures and sell plastic products, which dividend into two main products are plastic bag and straw products. Other products e.g. Zipper tape and resin scrap.

The following tables present revenue and profit information regarding the Company's products for the years ended 31 December 2019 and 2018, respectively.

	(Unit: Million Baht)							
	Plastic bag		Straw		Others		Total	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Revenue from contracts								
with customers								
Revenue from external								
- Overseas	2,317.3	2,277.3	143.0	233.7	120.3	97.9	2,580.6	2,608.9
- Local	248.3	255.8	139.6	122.7	57.4	65.0	445.3	443.5
Total revenue from								
contracts with customer:	<u>2,565.6</u>	<u>2,533.1</u>	<u>282.6</u>	<u>356.4</u>	<u>177.7</u>	<u>162.9</u>	<u>3,025.9</u>	<u>3,052.4</u>
Gross profit	510.2	488.1	50.3	65.2	40.8	30.4	601.3	583.7
Other income							32.9	34.0
Selling and distribution								
expenses							(93.4)	(88.4)
Administrative expenses							(255.8)	(234.3)
Finance cost							(1.9)	(1.5)
Income tax expenses							(38.6)	(35.1)
Profit for the period							<u>244.5</u>	<u>258.4</u>

(Unit: Million Baht)

	<u>2019</u>	<u>2018</u>
Timing of revenue recognition:		
Sales	3,018,049	3,045,526
Services income	7,856	6,887
Total revenue from contracts with customers - recognised at a point in time	<u>3,025,905</u>	<u>3,052,413</u>

#### Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Thousand Baht)

	<u>2019</u>	<u>2018</u>
Europe	1,775,267	1,896,517
Thailand	446,272	443,515
Australia and New Zealand	227,408	290,473
Asia	257,720	193,738
America	318,157	226,572
Others	1,081	1,598
Total	<u>3,025,905</u>	<u>3,052,413</u>

#### Property, plant and equipment

All property, plant and equipment of the Company are located in Thailand.

#### Major customers

For the year 2019, the Company has revenue from two major customers, arising from sales of plastic bag and straw products (2018: two major customers, arising from sales of plastic bag and straw products).

### 23. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company contribute to the fund monthly at the rate of 3 percent of basic salary and employees contribute to the fund monthly at the rate of 3 to 15 percent of basic salary. The fund, which is managed by SCB Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2019 amounting to approximately Baht 4.6 million (2018: Baht 4.6 million) were recognised as expenses.



**24. Dividends**

Dividend declared for the years ended 31 December 2019 and 2018 consist of the following:

	Approved by	Total Dividend (Million Baht)	Dividend per share (Baht)	Paid on
<b><u>2018</u></b>				
Final dividend on 2018 income	Annual General Meeting of the shareholders on 24 April 2019	100.00	1.25	22 May 2019
Total dividend paid for the year ended 31 December 2019		<u>100.00</u>		

<b><u>2018</u></b>				
Final dividend on 2017 income	Annual General Meeting of the shareholders on 24 April 2018	100.00	1.25	22 May 2018
Total dividend paid for the year ended 31 December 2018		<u>100.00</u>		

**25. Commitment and contingent liabilities**

The Company has commitments and contingent liabilities other than those disclosed in other notes as follows:

**25.1 Capital commitments**

As at 31 December 2019, the Company had capital commitments of approximately Baht 18.6 million, relating to the acquisition of building improvement (2018: Baht 56.4 million)

**25.2 Operating lease commitments**

The Company has entered into several lease agreements in respect of the lease of land, office building space and motor vehicles. The terms of the agreements are generally between 1 and 9 years.

Future minimum lease payments required under these operating leases contracts were summarised below:

	(Unit: Million Baht)	
	<u>2019</u>	<u>2018</u>
Payable:		
In up to 1 year	26.7	26.3
In over 1 and up to 5 years	18.5	11.1
In over 5 years	2.0	3.0
	<u>47.2</u>	<u>40.4</u>

### 25.3 Bank Guarantees

As at 31 December 2019, the Company had outstanding bank guarantees of approximately Baht 19.2 million (2018: Baht 20.9 million) issued by banks on behalf of the Company, in respect of guarantee electricity use, purchase of raw material and performance guarantees as required in the normal course of business.

### 26. Fair value hierarchy

As at 31 December 2019 and 2018, the Company had the assets that was disclosed fair value using different levels of inputs as follows:

	(Unit: Thousand Baht)	
	Fair value hierarchy Level 2	
	<u>2019</u>	<u>2018</u>
<b>Assets for which fair value are disclosed</b>		
Investment property	188,961	188,961
<b>Liabilities for which fair value are disclosed</b>		
Derivatives		
Foreign currency forward contracts	18	178

### 27. Financial instruments

#### 27.1 Financial risk management

The Company's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade accounts receivable and current investments. The financial risks associated with these financial instruments and how they are managed is described below.

#### *Credit risk*

The Company is exposed to credit risk primarily with respect to trade accounts receivable, and other receivable. The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables and other receivables as stated in the statement of financial position.

#### *Interest rate risk*

The Company's exposure to interest rate risk relates primarily to its cash at banks and current investments. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2019 and 2018, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	2019					Effective interest rate (% per annum)
	Fixed interest rates		Floating		Total	
	within 1 year	More than 1 - 5 years	interest rate	Non- interest bearing		
<u>Financial Assets</u>						
Cash and cash equivalent	-	-	323.1	11.8	334.9	0.15 - 1.40
Current investments	232.4	-	-	-	232.4	1.70 - 3.21
Trade and other receivables	-	-	-	323.8	323.8	
	232.4	-	323.1	335.6	891.1	
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	250.6	250.6	
Liabilities under finance lease agreements	2.8	4.7	-	-	7.5	1.47 - 4.75
	2.8	4.7	-	250.6	258.1	

(Unit: Million Baht)

	2018					Effective interest rate (% per annum)
	Fixed interest rates		Floating		Total	
	within 1 year	More than 1 - 5 years	interest rate	Non- interest bearing		
<u>Financial Assets</u>						
Cash and cash equivalent	-	-	167.5	11.6	179.1	0.15 - 1.20
Current investments	269.9	-	-	-	269.9	1.30 - 2.00
Trade and other receivables	-	-	-	290.1	290.1	
	269.9	-	167.5	301.7	739.1	
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	264.5	264.5	-
Liabilities under finance lease agreements	2.2	2.7	-	-	4.9	1.47 - 4.75
	2.2	2.7	-	264.5	269.4	

## Foreign currency risk

The balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Currency	Amount		Exchange rate	
	as at 31 December		as at 31 December	
	2019	2018	2019	2018
	(Million)	(Million)	(Baht per unit of foreign currency)	
<b>Financial Assets</b>				
US dollars	1.64	2.82	29.8855	32.1924
Euro	0.12	0.11	33.2713	36.6577
<b>Financial Liabilities</b>				
US dollars	4.18	3.87	30.3313	32.6148
Japanese yen	1.68	2.30	0.2796	0.2970
Euro	0.03	-	34.0846	-
Swedish Krona	0.13	-	3.2711	-

The majority of the liabilities are due within one year.

The Company's exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The Company seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2019 and 2018, foreign exchange contracts outstanding are summarised below.

### As at 31 December 2019

Foreign currency	Sold	Bought	Contractual exchange rate		Contractual maturity date
	amount	amount			
	(Million)	(Million)	Sold amount	Bought amount	
			(Baht per 1 foreign currency unit)		
US dollar	0.1	0.1	30.0300	30.2500	16 April - 21 May 2020
Euro	-	0.01	-	33.5700	19 May 2020

### As at 31 December 2018

Foreign currency	Sold	Bought	Contractual exchange rate		Contractual maturity date
	amount	amount			
	(Million)	(Million)	Sold amount	Bought amount	
			(Baht per 1 foreign currency unit)		
US dollar	-	0.5	-	32.6600 - 32.8000	2 January - 6 June 2019

**27.2 Fair values of financial instruments**

Since the majority of the Company's financial instruments is short-term in nature or carrying interest at rates close to the market interest rates, its fair value is not expected to be materially different from the amounts presented in the statement of financial position.

**28. Capital management**

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2019, the Company's debt-to-equity ratio was 0.2:1 (2018: 0.2:1).

**29. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 14 February 2020.



## ANNUAL REPORT 2019

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